



NOTICE OF 22nd ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of Bina Darulaman Berhad ("BDB or the Company") will be held at Intercontinental Hotel Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur on Thursday, 16 March 2017 at 11.00 a.m to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. **(See Explanatory Note 1)**
- To approve a first and final dividend of 4.50 sen per ordinary share in respect of the financial year ended 31 December 2016. **(Resolution 1)**
- To approve the payment of Directors' Fees RM243,580.62 for the financial year ended 31 December 2016. **(Resolution 2)**
- To approve the payment of Directors' Benefits in accordance with Section 230(1) of the Companies Act 2016 with effect from the 22nd Annual General Meeting until the next Annual General Meeting of the Company:-
 - Directors' Benefits for Non-Executive Non Independent Directors, Independent Directors and Executive Director at the capping amount of RM718,000.00. **(Resolution 3)**
- To re-elect Dato' Izham Bin Yusoff retiring pursuant to Article 86 of the Company's Constitution and who, being eligible, offer himself for re-election. **(Resolution 4)**
- To re-elect Asri Bin Hamidon retiring pursuant to Article 86 of the Company's Constitution and who, being eligible, offer himself for re-election. **(Resolution 5)**
- To re-elect Haji Abd Rahman Bin Abdullah retiring pursuant to Article 86 of the Company's Constitution and who, being eligible offer himself for re-election. **(Resolution 6)**
- To re-appoint Messrs KPMG PLT (formerly known as KPMG) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- As Special Business** **(Resolution 8)**

As Special Business

Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

"THAT, approval be and is hereby given to the Company and/or its subsidiaries ("**BDB Group**") to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("**Recurrent Related Party Transactions**") as set out in Section 2.3 of the Circular to Shareholders dated 22 February 2017, subject to the following:

(i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on BDB Group's normal commercial terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on an arm's length basis which are not detrimental to the minority shareholders of the Company; and (ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in force until:

- the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time this shareholders' mandate will lapse, unless by a resolution passed at the next AGM, the shareholders' mandate is renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 (2) of the Companies Act, 2016 ("**Act**") (subject to such extension as may be allowed pursuant to Section 340 (4) of the Act; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Recurrent Related Party Transactions contemplated and/or authorised by this ordinary resolution."

- To transact any other ordinary business of which due notice shall have been received.

NOTICE OF DIVIDEND PAYMENT AND BOOK CLOSURE

NOTICE IS HEREBY GIVEN THAT, a first and final dividend of 4.50 sen per ordinary share in respect of the financial year ended 31st December 2016, if approved by the shareholders, will be paid on 27 April 2017 to Depositors whose names appear in the Record of Depositors on 30 March 2017.

A depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m on 30 March 2017 in respect of ordinary transfer; and
- Shares bought on the Bursa Malaysia Securities Berhad (Bursa Malaysia) on a cum entitlement basis according to the Rules of the Bursa Malaysia.

By Order of the Board,
KHAIRULMUNA BINTI ABD GHANI
(LS 0008190)
Company Secretary
Alor Setar, Kedah
Date: 22 February 2017

Notes

- With regards to deposited securities, only members whose names appear in the Record of Depositors as at 10 March 2017 shall be eligible to attend and vote at the meeting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint up to two proxies to attend and vote in his stead. A member shall specify the shareholding proportion where two proxies are appointed. A proxy need not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The instrument appointing a proxy shall:
 - In the case of an individual, be signed by the appointor or by his/her attorney.
 - In the case of a corporation, be either under its common seal or under the hand of its duly authorized attorney or officer on behalf of the corporation.
- The instrument appointing a proxy together with the power of attorney or other authority, shall be deposited at the Company's Registered Office at Level 9, Menara BDB, 88, Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darul Aman not less than forty eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd ("Depository") in accordance with Rules of the Depository, to issue Record of Depositors and make available to the Company pursuant to Article 52(iii) of the Company's Constitution and Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Please refer to the Administrative Details circulated with this notice for administrative details on 22nd Annual General Meeting.
- By submitting an instrument appointing a proxy (ies) and/or representative (s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the "Purposes"), (ii) warrants that he or she has obtained such proxy(ies) and/or representative(s) prior consent for the Company's (or its agents') processing of such proxy(ies) and/or representative(s)' personal data for the Purposes, and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach or warranty.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of Shareholders is not required pursuant to the provision of section 251(1) of the Companies Act 2016. Hence this Agenda is not put forward for voting by Shareholders of the Company.

2. FIRST AND FINAL DIVIDEND OF 4.50 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

On 12 February 2017, the Board declared a first and final dividend of 4.50 sen per ordinary share and is subject to the approval of the shareholders at this Annual General Meeting.

3. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 86

i. Directors who are standing for re-election or re-appointment at the 22nd Annual General Meeting are Dato' Izham bin Yusoff, Asri bin Hamidon and Haji Abdul Rahman bin Abdullah. The profiles of the Directors who are standing for re-election or re-appointment are set out on pages 21 to 25 of the Annual Report.

4. APPOINTMENT OF AUDITORS

The Board Audit Committee (BAC) has considered the re-appointment of Messrs. KPMG PLT (formerly known as KPMG) as Auditors of the Company based on criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements. Both the BAC and the BOD had on 12 February 2017 recommended the re-appointment of Messrs. KPMG PLT as Auditors of the Company.

5. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.

The ordinary resolution, if approved, will authorize the Company to enter into any of the category of recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders of the Company dated 22 February 2017 ("the Circular") provided that such transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally aggregate value of transactions conduct pursuant to the Proposed Shareholders Mandate during the financial year. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the Next annual general ("AGM") of the Company or will