



BINA DARULAMAN BERHAD
REGISTRATION NO: 199501003751 (332945-X)

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting of Bina Darulaman Berhad (“BDB or the Company”) will be held entirely through live streaming from the broadcasting venue at the Invent Room, Level M3, VE Hotel & Residence, Bangsar South, No. 8, Jalan Kerinchi, 59200, Kuala Lumpur, Malaysia (the “Broadcasting Venue”) on **Thursday, 3 September 2020 at 10.00 a.m.** for the following purposes:

AGENDA

As Ordinary Business		
1.	To receive the Audited Financial Statements for the Financial Year Ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. <i>(See Explanatory Note 1)</i>	
2.	To re-elect the following Directors who are retiring in accordance with Article 88 (ii) and Article 89 of the Company’s Constitution.	
	i. Sudirman Bin Masduki <i>(See Explanatory Note 2)</i>	<i>(Resolution 1)</i>
	ii. Datuk Mohd Radzif Bin Mohd Yunus <i>(See Explanatory Note 2)</i>	<i>(Resolution 2)</i>
	iii. Dato’ Mohamed Sharil Bin Mohamed Tarmizi <i>(See Explanatory Note 2)</i>	<i>(Resolution 3)</i>
	iv. Dr. Muhammad Mahadi Bin Mohamad <i>(See Explanatory Note 2)</i>	<i>(Resolution 4)</i>
3.	To approve the payment of Directors’ Fees for the Financial Year Ended 31 December 2019. <i>(See Explanatory Note 3)</i>	<i>(Resolution 5)</i>
4.	To approve the payment of Directors’ Benefits (excluding Directors’ Fees) in accordance with Section 230(1) of the Companies Act 2016 with effect from the 25 th Annual General Meeting until the next Annual General Meeting of the Company. <i>(See Explanatory Note 4)</i>	<i>(Resolution 6)</i>
5.	To approve the increase of Directors’ Fees for the Financial Year Ended 31 December 2020. <i>(See Explanatory Note 5)</i>	<i>(Resolution 7)</i>
6.	To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	<i>(Resolution 8)</i>

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6.	To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (See Explanatory Note 6)	(Resolution 8)
7.	To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution. FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, speak and vote at the 25 th Annual General Meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Article 54 (iii) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 26 August 2020. Only a depositor whose name appears on the Record of Depositors as at 26 August 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.	

By Order of the Board



KHAIRULMUNA BINTI ABD GHANI

Company Secretary

LS 0008190

Practicing Certificate No. 202008004025

Alor Setar,
Kedah Darul Aman.

5 August 2020

Notes:

Proxy and/or Authorised Representative

1. As part of the initiatives to curb the spread of COVID-19, the 25th AGM will be conducted as a full virtual meeting with online remote voting via Remote Participant and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <http://tiih.online>. Please follow the procedures provided in the Administrative Guide for the 25th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the 25th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. **NO MEMBER OR PROXY FROM THE PUBLIC WILL BE PHYSICALLY PRESENT AT THE MEETING VENUE.**
3. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 25th AGM will be put to vote on poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the online remote voting and verify the results of the poll respectively.

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4. With regards to deposited securities, only members whose names appear in the Record of Depositors as at 26 August 2020 shall be eligible to participate in this 25th AGM via RPV.
5. A member of the Company entitled to participate in this 25th AGM via RPV is entitled to appoint up to two (2) proxies to participate in his stead. A member shall specify the shareholding proportion where two (2) proxies are appointed. A proxy need not be a member of the Company.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
7. The instrument appointing a proxy shall:
 - i. In the case of an individual, be signed by the appointor or by his/her attorney.
 - ii. In the case of a corporation, be either under its common seal or under the hand of its duly authorised attorney or officer on behalf of the corporation.
8. The form of proxy together with the power of attorney or other authority, shall be deposited at the Company's Registered Office at *Aras 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.
9. For the purpose of determining who shall be entitled to attend this meeting, the Company shall request 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 54(iii) of the Company's Constitution and Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
10. By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate in this 25th AGM via RPV 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(s') prior consent for the Company's (or its agents) processing of such proxy(ies) and/or representative's(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 of warranty.

EXPLANATORY NOTES ON ORDINARY BUSINESSES:

AGENDA 1

1. AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements for the financial year ended 31 December 2019 (FY2019) under Agenda 1 are laid before shareholders pursuant to provisions of Section 340(1)(a) of the Companies Act 2016 for discussion only and will not be put forward for voting.

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AGENDA 2 - RESOLUTION 1, 2, 3 AND RESOLUTION 4

2. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 88 (ii) AND ARTICLE 89 OF THE COMPANY'S CONSTITUTION

- i. Directors who are standing for re-election or re-appointment at the 25th Annual General Meeting are Sudirman Bin Masduki, Datuk Mohd Radzif Bin Mohd Yunus, Dato' Mohamed Sharil Bin Mohamed Tarmizi and Dr. Muhammad Mahadi Bin Mohamad. The profiles of the Directors who are standing for re-election or re-appointment are set out on pages 20 to 25 of the Annual Report 2019. All Directors who retire from office shall be eligible for re-election.

The Annual Report 2019 is available at <https://www.bdb.com.my/agm-25>.

AGENDA 3 - RESOLUTION 5

3. DIRECTORS' FEES

Pursuant to Section 230 (1) of the Companies Act, 2016, any Directors' Remuneration including Directors' Fees provide amongst others, that the "fees" of the directors and "any benefits" payable to the directors of a listed company shall be approved at the AGM. In this respect the board of directors ("Board") agreed that the shareholders' approval shall be sought at the 25th AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

Resolution 5	:	Payment of Directors' Fees in respect of the preceding year 2019. Details of the proposed Directors' Fees for the FY2019 are disclosed on page 71 of the Annual Report 2019.												
		A. <u>Proposed Directors' Fees FY2019</u>												
		<table border="1"><thead><tr><th>No.</th><th>Description</th><th>FY2019 (RM)</th></tr></thead><tbody><tr><td>1.</td><td>Chairman</td><td>12,000</td></tr><tr><td>2.</td><td>Non-Executive Director ("NED")</td><td>144,000</td></tr><tr><td></td><td>TOTAL</td><td>156,000</td></tr></tbody></table>	No.	Description	FY2019 (RM)	1.	Chairman	12,000	2.	Non-Executive Director ("NED")	144,000		TOTAL	156,000
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1.	Chairman	12,000												
2.	Non-Executive Director ("NED")	144,000												
	TOTAL	156,000												

AGENDA 4 – RESOLUTION 6

4. DIRECTORS' BENEFITS

Resolution 6	:	Benefits payable to Non-Executive Directors (excluding Directors' Fees) for the period from 25 th AGM until the next AGM of the Company (the Relevant Period) the proposed <i>Resolution 6</i> , if passed, will authorise the payment of Directors' Benefits of the NED at the Relevant Period. The Benefits comprise of Allowances, Benefits in-kind and other emoluments payable to the NEDs.
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The Directors' Remuneration (excluding Directors' Fees) comprises of meeting allowances and other emoluments payable to Chairman and members of the Board and Board Committees are as follows:

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B. Directors' Remuneration (Excluding Directors' Fees)

Description	Chairman	NEDs
	2020	2020
	(RM)	(RM)
a. Monthly Fixed Allowance	10,500	Not Applicable
	Chairman of Meeting (RM)	Member (RM)
b. Meeting allowances per meeting:		
- Board Meeting	3,500	3,000
- Board Committee Meetings		
i. Board Audit Committee Meeting	2,500	2,000
ii. Board Nomination, Remuneration and ESOS Committee Meeting	2,500	2,000
iii. Board Risk Committee Meeting	2,500	2,000
iv. Board Procurement Committee Meeting	2,500	2,000
c. Annual General Meeting & Extraordinary General Meeting	2,500	2,000
d. Other Allowances:		
Training expenses for each director (proposed reinstatement to original amount)	40,000	
Proposed Gratuity Payment	37,500	Not Applicable

*Non-Executive Directors ("NED")

The monthly fixed allowance given to the Chairman is in recognition of his significant roles in leadership contribution to the Company as well as expertise and responsibilities expected from Chairman.

The payment of the monthly stipend to the Chairman as NED will be made on monthly basis if the proposed Resolution 6 is passed at the 25th AGM. The Board is of the view that it is fair and equitable for the Chairman to be paid the monthly stipend on a monthly basis for duly discharging his responsibilities and providing his services to the Company throughout the Relevant Period.

AGENDA 5 – RESOLUTION 7

5. TO APPROVE THE INCREASE OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Resolution 7	:	Proposed Increase of Directors' Fees for the Financial Year Ended 31 December 2020.									
		<table border="1"> <thead> <tr> <th>No.</th> <th>Description</th> <th>FY2020 (RM)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Board Members – 6 persons</td> <td>48,000 (each)</td> </tr> <tr> <td colspan="2" style="text-align: right;">TOTAL</td> <td>288,000</td> </tr> </tbody> </table>	No.	Description	FY2020 (RM)	1.	Board Members – 6 persons	48,000 (each)	TOTAL		288,000
No.	Description	FY2020 (RM)									
1.	Board Members – 6 persons	48,000 (each)									
TOTAL		288,000									

The proposed increase of Directors' Fees is taking into account various factors which include time required, the increased in the fiduciaries and statutory duties of the directors under various laws and regulations. The proposed increase in Directors' Fees is also to reflect additional responsibilities of the NED.

The proposed Resolution 7 if passed, will allow the payment of the Directors' Fees to NED of the Company on a monthly basis.

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AGENDA 6 – Resolution 8

6. APPOINTMENT OF AUDITORS

The Board Audit Committee (“BAC”) has considered the re-appointment of KPMG PLT as Auditors of the Company based on criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements. Both the BAC and the Board had on 17 May 2020 recommended the re-appointment of KPMG PLT as Auditors of the Company, under Resolution 8.

Personal Data Privacy

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, you hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with our Personal Data Protection Notice set out in www.bdb.com.my/privacy-policy.

You further warrant that relevant consent has been obtained for us to process any third party’s personal data provided by you in accordance our said Personal Data Protection Notice.



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Date : Thursday, 3 September 2020
Time : 10.00 a.m.
Broadcast Venue : Invent Room, Level M3,
VE Hotel & Residence Bangsar South,
No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the 25th Annual General Meeting (“AGM”) will be conducted entirely through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 17 July 2020, including any amendment that may be made from time to time.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 25th AGM in person at the Broadcast Venue on the day of the meeting.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 25th AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIH Online** website at <https://tjih.online>.

Shareholders who appoint proxies to participate via RPV in the 25th AGM must ensure that the duly executed proxy forms are deposited in a hard copy form to Company’s Registered Office, Aras 9, Menara BDB, 88, Lebuhraya Darulaman, 05100, Alor Setar, Kedah not later than **Tuesday, 1 September 2020 at 10.00 a.m.**

Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative to Company’s Registered Office, Aras 9, Menara BDB, 88, Lebuhraya Darulaman, 05100, Alor Setar, Kedah not later than **Tuesday, 1 September 2020 at 10.00 a.m.** to participate via RPV in the 25th AGM.

Attorneys appointed by power of attorney are to deposit their power of attorney to Company’s Registered Office, Aras 9, Menara BDB, 88, Lebuhraya Darulaman, 05100, Alor Setar, Kedah not later than **Tuesday, 1 September 2020 at 10.00 a.m.** to participate via RPV in the 25th AGM.

A shareholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this Annual General Meeting via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIH Online website at <https://tjih.online>



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As the 25th AGM is a fully virtual AGM, members who are unable to participate in this AGM may appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate the 25th AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE THE AGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your registration for RPV	<ul style="list-style-type: none"> Registration is open from 10.00 a.m., Wednesday, 5 August 2020 up to 10.00 a.m. Tuesday, 1 September 2020. Login with your user ID and password and select the corporate event: “(REGISTRATION) BDB 25th AGM Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting” Review your registration and proceed to register System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 26 August 2020, the system will send you an e-mail to approve or reject your registration for remote participation.
ON THE DAY OF THE AGM		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 25th AGM at any time from 9.30 a.m. i.e. 30 minutes before the commencement of the AGM on Thursday, 3 September 2020 at 10.00 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) BDB 25th AGM” to engage in the proceedings of the 25th AGM remotely. If you have any question for the Chairperson/ Board, you may use the query box to transmit your question. The Chairperson/ Board will endeavor to respond to questions submitted by remote participants



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		during the 25 th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none">• Voting session commences 10.00 a.m. on Thursday, 3 September 2020 until a time when the Chairperson announces the completion of the voting session of the 25th AGM.• Select the corporate event: “(REMOTE VOTING) BDB 25th AGM”.• Read and agree to the Terms & Conditions and confirm the Declaration.• Select the CDS account that represents your shareholdings.• Indicate your votes for the resolutions that are tabled for voting.• Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none">• Upon the announcement by the Chairperson on the closure of the 25th AGM, the live streaming will end.

Note to users of the RPV facilities:

1. Should your registration for RPV be approved we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

PROXY

The 25th AGM will be conducted via virtual meeting, if you are unable to attend the meetings via RPV on 3 September 2020, you may appoint the Chairperson of the meeting as proxy and indicate the voting instructions in the Proxy Form.

You may submit your proxy form to Company’s Registered Office, Aras 9, Menara BDB, 88, Lebuhraya Darulaman, 05100, Alor Setar, Kedah Darul Aman not later than Tuesday, 1 September 2020 at 10.00 a.m., otherwise the proxy form shall not be treated as valid.

POLL VOTING

The voting at the 25th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from the commencement of the 25th AGM at 10.00 a.m. on 3 September 2020 but before the



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end of the voting session which will be announced by the Chairperson of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the 25th AGM, the Scrutineers will verify the poll results followed by the Chairperson's declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 25th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Tuesday, 1 September 2020 at 10.00 a.m.** The Board will endeavor to answer the questions received at the AGM.

DOOR GIFT/FOOD VOUCHER

There will be **NO distribution** of door gifts or food vouchers for the 25th AGM since the meeting is being conducted on a fully virtual basis.

Bina Darulaman Berhad would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the 25th AGM

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : js.enquiry@my.tricorglobal.com

Contact persons : Ms Christine Cheng +603 2783 9265 /Email: Christine.Cheng@my.tricorglobal.com

: Mr Tee Yee Loon +603 2783 9242 /Email: Yee.Loan.Tee@my.tricorglobal.com

: En. Zulkifli Bin Mohd Yusof +603 2783 9249 /Email: Zulkifli@my.tricorglobal.com