



SPIRIT OF ACHIEVEMENT

Registration No. 199501003751 (332945-X)
(Incorporated in Malaysia)

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of Bina Darulaman Berhad (“BDB or the Company”) will be held on a fully virtual basis from the online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657) provided by Boardroom Share Registrars Sdn Bhd on **Thursday, 23 September 2021 at 10.00 a.m.** for the purpose of transacting the following businesses.

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the Financial Year Ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.	<i>(Refer Explanatory Note 1)</i>
2. To re-elect the following Directors who are retiring in accordance with Article 89 of the Company’s Constitution.	
i. YB Senator Ir. Ts. Khairil Nizam Bin Khirudin <i>(Refer Explanatory Note 2)</i>	<i>(Resolution 1)</i>
ii. Dato’ Zakiah Binti Kassim <i>(Refer Explanatory Note 2)</i>	<i>(Resolution 2)</i>
iii. Tuan Haji Muhamad Sobri Bin Osman <i>(Refer Explanatory Note 2)</i>	<i>(Resolution 3)</i>
iv. Tuan Haji Syed Yussof Bin Syed Othman <i>(Refer Explanatory Note 2)</i>	<i>(Resolution 4)</i>
v. Tuan Mohamad Ibrahim Bin Ghazali <i>(Refer Explanatory Note 2)</i>	<i>(Resolution 5)</i>
3. To approve the payment of Directors’ Fees for the Year 2021. <i>(Refer Explanatory Note 3)</i>	<i>(Resolution 6)</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 26th Annual General Meeting until the next Annual General Meeting of the Company. <i>(Refer Explanatory Note 4)</i>	<i>(Resolution 7)</i>
5. To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. <i>(Refer Explanatory Note 5)</i>	<i>(Resolution 8)</i>
6. 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 26th 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 15 September 2021. Only a depositor whose name appears on the Record of Depositors as at 15 September 2021 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
FOR BINA DARULAMAN BERHAD

KHAIRULMUNA BINTI ABD GHANI
SSM PC No. 202008004025
LS 0008190
Company Secretary

Alor Setar,
Kedah Darul Aman.

25 August 2021

Notes:

Remote Participation and Electronic Voting, Proxy and/or Authorised Representative

1. The fully virtual 26th AGM of the Company will be conducted fully virtual and entirely via remote participation and electronic voting facilities. Shareholders/proxy(ies) can attend, participate and vote remotely at the 26th AGM through live streaming and online remote voting through online meeting platform at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide in order to register for the 26th AGM.
2. With regards to the deposited securities, only members whose names appear in the Record of Depositors as at 15 September 2021 shall be eligible to participate in this 26th AGM.
3. A member of the Company entitled to participate in this 26th AGM 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.
4. Every member including Authorised Nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate and vote instead of him at the AGM and that such proxy need not be a member.
5. 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.
6. The instrument appointing a proxy shall:
 - i. In the case of an individual, be signed by the appointer 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.
7. 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** or via the email address at agm@bdb.com.my not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof. Alternatively, the proxy appointment can be lodged by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.

8. The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions (“FAQ”) on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 (“the Revised Guidance Note and FAQ”), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. Physical gatherings no matter how small are prohibited. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. Please follow the procedures as stipulated in the Administrative Guide for the Meeting in order to register, participate and vote virtually.
9. Shareholders and proxies would need to register as a user on the Boardroom Smart Investor Portal first before they can request for the Remote Participant User ID and password to virtually attend, participate, speak and vote at the above Meeting, in accordance with the Administrative Guide.
10. By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate in this 26th AGM virtually 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.

Voting by Poll

11. Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 26th 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.
12. Pursuant to Article 61 of the Constitution of the Company, all resolutions set out in this Notice will be put to vote by way of poll.

Members Entitled to Attend

13. 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.

EXPLANATORY NOTES ON ORDINARY BUSINESSES:

AGENDA 1

1. AUDITED FINANCIAL STATEMENTS

The Audited Financial Statements for the financial year ended 31 December 2020 (FY2020) 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.

AGENDA 2 - RESOLUTION 1, 2, 3, 4 & RESOLUTION 5

2. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 89 OF THE COMPANY’S CONSTITUTION

Directors who are standing for re-election or re-appointment at the 26th Annual General Meeting are YB Senator Ir. Ts. Khairil Nizam Bin Khirudin, Dato’ Zakiah Binti Kassim, Tuan Haji Muhamad Sobri Bin Osman, Tuan Haji Syed Yussof Bin Syed Othman and Tuan Mohamad Ibrahim Bin Ghazali. The profiles of the Directors who are standing for re-election or re-appointment are set out on pages 20 to 27 of the Annual Report 2020. All Directors who retire from office shall be eligible for re-election.

The Annual Report 2020 is available at <https://www.bdb.com.my/agm-26>.

AGENDA 3 - RESOLUTION 6

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 26th AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

Resolution 6 : Payment of Directors' Fees in respect of the preceding Year 2021. Details of the proposed Directors' Fees for the FY2021 are disclosed on page 65 of the Annual Report 2020.

A. Proposed Directors' Fees FY2021

No.	Description	FY2021 (RM)
1.	Chairman	48,000
2.	Non-Executive Director ("NED")	336,000
	TOTAL	384,000

The proposed Resolution 6 if passed, will allow the payment of the Directors' Fees to NED of the Company on a monthly basis.

AGENDA 4 - RESOLUTION 7

4. DIRECTORS' BENEFITS

Resolution 7 : Benefits payable to Non-Executive Directors (excluding Directors' Fees) for the period from 26th AGM until the next AGM of the Company (the Relevant Period) the proposed Resolution 7, 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.

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:

B. Directors' Remuneration (Excluding Directors' Fees)

Description	Chairman 2021 (RM)	NEDs 2021 (RM)
a. Monthly Fixed Allowance	10,500	Not Applicable
b. Car allowance (in lieu of Chairman's Entitlement that previously covers a company car and its maintenance, driver, petrol and toll)	7,000	Not Applicable
	Chairman of Meeting (RM)	Member (RM)
c. 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
d. Annual General Meeting & Extraordinary General Meeting	2,500	2,000
e. Other Allowances:		
Training expenses for each director	40,000	

*Non-Executive Directors ("NED")

AGENDA 5 – Resolution 8

5. 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.

Personal Data Privacy

By registering for the remote participation and electronic voting meeting and/or submitting the 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.

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