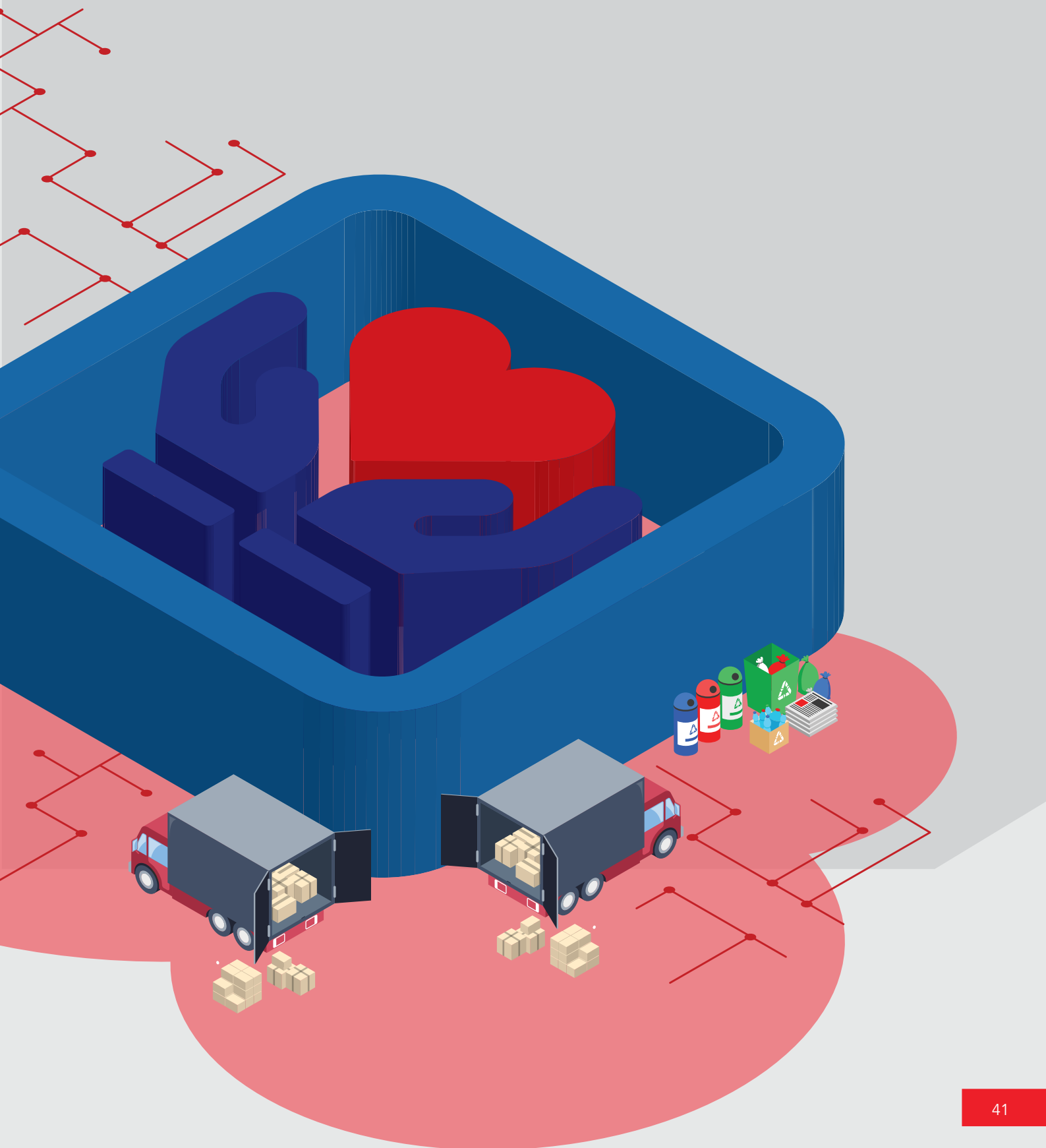


Corporate Events & Corporate Social Responsibility Activities ("CSR")



Lunch packs
Contribution
for Officers in
Kuala Muda
District Police
Headquarters

18/2/2021



Lunch packs
Contribution for
Officers in Kedah
Contingent Police
Headquarters
& Kubang Pasu
District Police
Headquarters

17/2/2021





Presentation of contribution in conjunction with 'Back to School' Program in Sekolah Jenis Kebangsaan (Tamil) Mahajothi, Sg Petani

3/3/2021

Presentation of contribution in conjunction with 'Back to School' Program in Sekolah Jenis Kebangsaan (Tamil) Taman Keladi, Sg Petani

7/3/2021



Blood Donation Program in Menara BDB, Alor Setar

29/3/2021



Signing Ceremony of the Joint Development Partnership Agreement for the Affordable Township of Darulaman Putra, Sungai Petani between Lagenda Properties Berhad (LPB) and Bina Darulaman Berhad (BDB)

6/4/2021



Retirement Ceremony of Mr. Ishak bin Che Mat

7/7/2021

Presentation of Kurma packs to Kedah Elite Media Club in conjunction with Ramadan 2021

11/4/2021





Presentation of Kurma packs to Officers in Alor Setar Police Station in conjunction with Ramadan 2021

14/4/2021

Presentation of contribution to Masjid Nagore to organise activities throughout Ramadan 2021

18/4/2021



Distribution of Iftar meals to media members in RTM Kedah

18/4/2021

Distribution of
Iftar meals to
media members in
Kosmo! & Utusan
Malaysia

19/4/2021



Distribution of
Iftar meals to
media members in
Media Prima

20/4/2021

Distribution of
Iftar meals to
media members in
Sinar Harian

21/4/2021



Distribution of
Iftar meals to
media members
in Astro Awani

22/4/2021



Distribution of
Iftar meals to
media members
in BERNAMA

25/4/2021

Opening of
Mobile Zakat
Counter at
Menara BDB,
Alor Setar

28/4/2021





Distribution of Iftar meals to media members in New Straits Times Headquarters, Harian Metro, Berita Harian & BERNAMA (Kuala Lumpur)

28/4/2021

Presentation of Food Donations in Conjunction with Hari Raya Aidilfitri 2021 Celebration Masjid Nagore, Surau Al Ikhwan, Masjid At-Taqwa & Masjid Nurul Iman

2/5/2021



Distribution of Iftar meals to media members in Astro Awani & Malaysia Gazette (Kuala Lumpur)

5/5/2021

Distribution of
Iftar meals to
media members
in Media Prima
Headquarters
(Kuala Lumpur)

6/5/2021



Distribution of
Iftar meals to
media members in
Sinar Karangkraf
Headquarters
(Kuala Lumpur)

7/5/2021

Presentation of Medical
Equipment
Contribution to
Sultanah Bahiyah
Hospital to handle
Covid-19 cases

2/6/2021





Meals contribution
for police officers
& media members
on duty during
the Movement
Control Order
(MCO) 3.0

12/6/2021



Meals contribution
for Universiti
Pertahanan
Nasional Malaysia
(UPNM)'s
volunteers team
for the Flood
Relief Mission in
Yan, Kedah

3/9/2021



Langkawi Premium Outlet Development Concession Agreement Signing Ceremony between Bina Darulaman Berhad (BDB) and Menteri Besar Incorporated (MBI)

21/9/2021



Presentation of contribution to organise the Corporate Social Responsibility (CSR) Program organized by North Malaysia Malayali Samajam in Conjunction with Deepavali 2021

27/10/2021

Financial contribution and food items from Kumpulan Bina Darulaman Berhad to 15 families in need around Kota Setar

8/11/2021



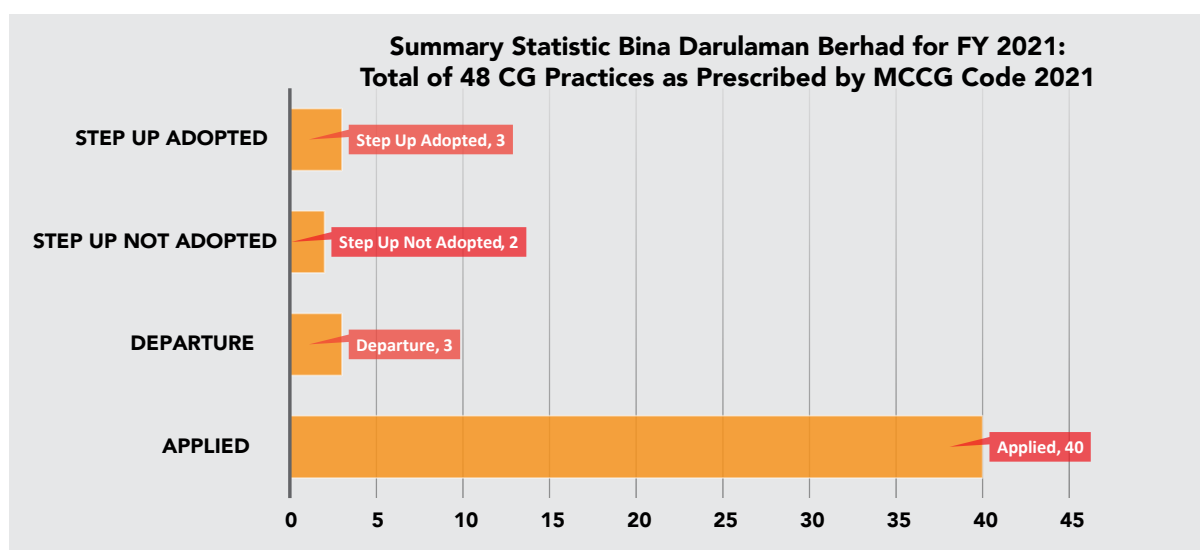
Corporate Governance Overview Statement

The Board of Directors ("Board") of Bina Darulaman Berhad ("the Company" or "BDB") is committed to uphold the high standards of Corporate Governance ("CG") principles as guided under the Malaysian Code on Corporate Governance 2021 ("MCCG"). Despite challenges faced by BDB and subsidiaries ("BDB Group" or "the Group") during financial year ended 31 December 2021 ("FY2021"), BDB has continued to adhere to best corporate values and constantly evaluates its governance practices for improvement. The Group's CG structure is a fundamental part of the Board's responsibility to protect and enhance long-term shareholders value and the financial performance of the Group, whilst taking into account the interests of all stakeholders.

In its application of corporate governance practices, the Board is pleased to report hereunder, its Corporate Governance Overview Statement as required under the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"). It sets out the manner in which the Group has applied its corporate governance framework, in particular, the principles and practices as advocated by the MCCG throughout the financial year ended 31 December 2021 ("FY2021"). This overview statement is to be read together with the Corporate Governance Report 2021 ("CG Report") of the Company, which is available on the Company's website at <https://www.bdb.com.my/investor-centre/>.

Currently, the Group is categorised as "Non-Large Company" pursuant to the MCCG Code. Nevertheless, the Board leadership and management continue with their best effort to adopt the Practices recommended by MCCG 2021, and has adopted some of the Step-Up Practices too.

A snapshot below shows how many of the practices that have been adopted by the Company out of the total 48 Prescribed Practices as set out in the MCCG 2021, during the FY2021. Detail information can be referred to in the **Company's CG Report 2021** as disclosed on the company's website at <https://www.bdb.com.my/investor-centre/>, and/or the Company's announcement on Bursa Securities website <https://www.bursamalaysia.com>.



Corporate Governance Overview Statement (Continued)

Out of the total 48 practices, BDB has applied 40 practices and with 5 step-up practices, BDB has adopted 3 “step-up practices”. Thus far, only 3 practices have departed and 2 step-up practices are not being adopted in FY2021.

The 3 practices whereby BDB has departed due to challenges and still pursuing are: -

(1) Practices 5.9 - The board comprises at least 30% women directors.

The Company is in the process of identifying and selecting more potential women candidates to be proposed to the Board. The selection process is ongoing at the moment. BDB is in construction and property development sector in the Northern region of the country, suitable female board member who are fit for the purpose, is a challenge to be sourced by BDB. The Board currently has Dato’ Zakiah Binti Kassim as the Senior Independent Non-Executive Director.

(2) Practices 12.2 - Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Although BDB is still not a large company by definition in FY2021. The Company would review the need to adopt the integrated reporting based on resource and ability. BDB does not fall within the definition of a large company. The adoption of an integrated reporting based on globally recognised framework is an effort that BDB will pursue and adopt upon evaluation and at the appropriate time.

(3) Practices 13.6 - Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

There was a delay in the 2021 circulation of the AGM’s minutes but it will be improved in 2022. This was mainly due to disruption during Covid-19 period where all are working from home and the challenges in engagement had caused some delay in the effort to circulate the document earlier. BDB expects to improve this process immediately after 27th AGM.

The 2 step-up practices that are still being pursued by BDB, though it is not a large company, are as follows: -

(1) Practice 8.3 - Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

BDB is a small growing company and needs to take into consideration the importance of internal harmony, effective teamwork environment and competitive external factors that may affect the group’s growth and survival in the industry. Such public disclosure may affect the Company’s internal balance and function, BDB will review the appropriateness of disclosures and transparency with best effort. BDB will continue to ensure all senior management remuneration packages are fair, just and reasonable to the individual and the Company.

BDB has applied Practice note 8.2 whereby it discloses on a named basis the top five senior management’s remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000. However, it must be noted that during FY 2021, the top senior management have left only 3 at the C-Level and the 3 individual remunerations have been disclosed by bands of RM50,000.00.

Corporate Governance Overview Statement (Continued)

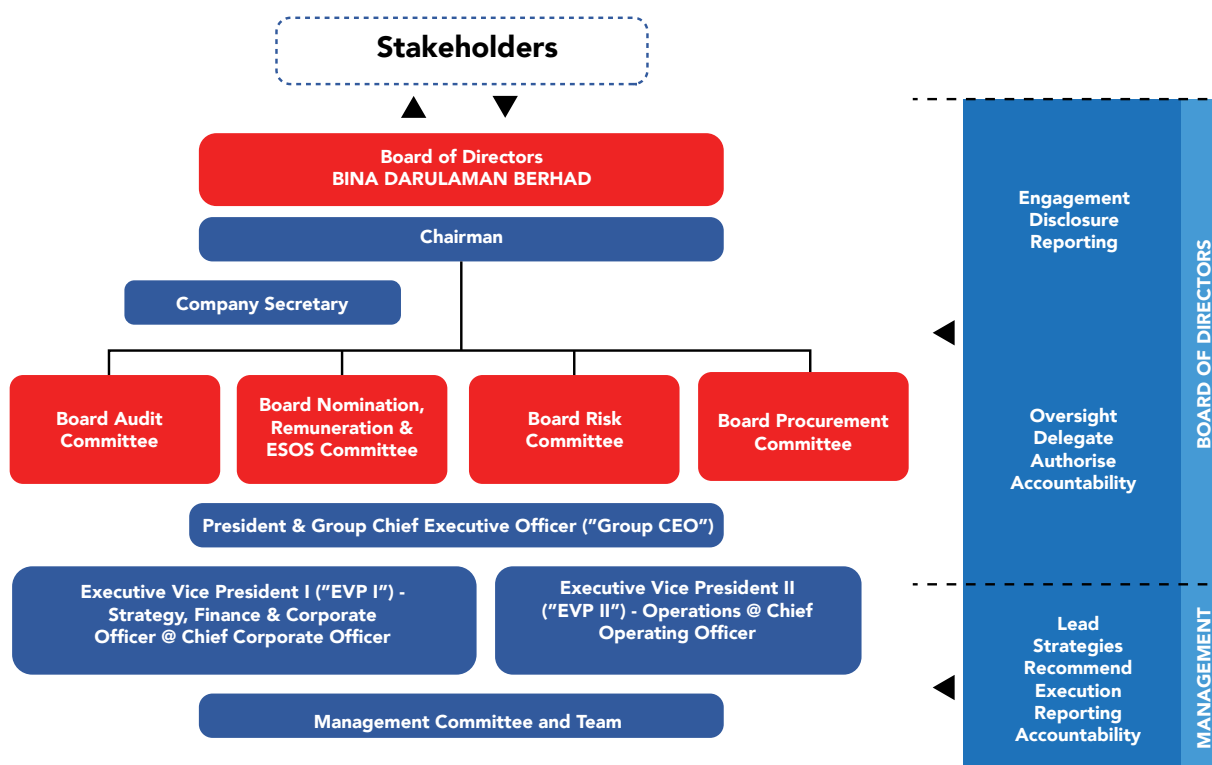
(2) Practice 9.4 - The Audit Committee should comprise solely of Independent Directors.

Currently, the Board Audit Committee consists of four (4) members and three (3) are independent directors and one (1) is non-independent director.

CORPORATE GOVERNANCE FRAMEWORK

The Board reviewed BDB's CG Structure periodically, improvisation and revision of the structure will be adjusted where appropriate to facilitate a two-way interaction among the Board, the Chairman, the Board Committees, the President & Group Chief Executive Officer, ("Group CEO"), the Executive Vice President I ("EVP I") - Strategy, Finance & Corporate Services @ Chief Corporate Officer and the Executive Vice President II ("EVP II") - Operations @ Chief Operating Officer down to the Management and operational level.

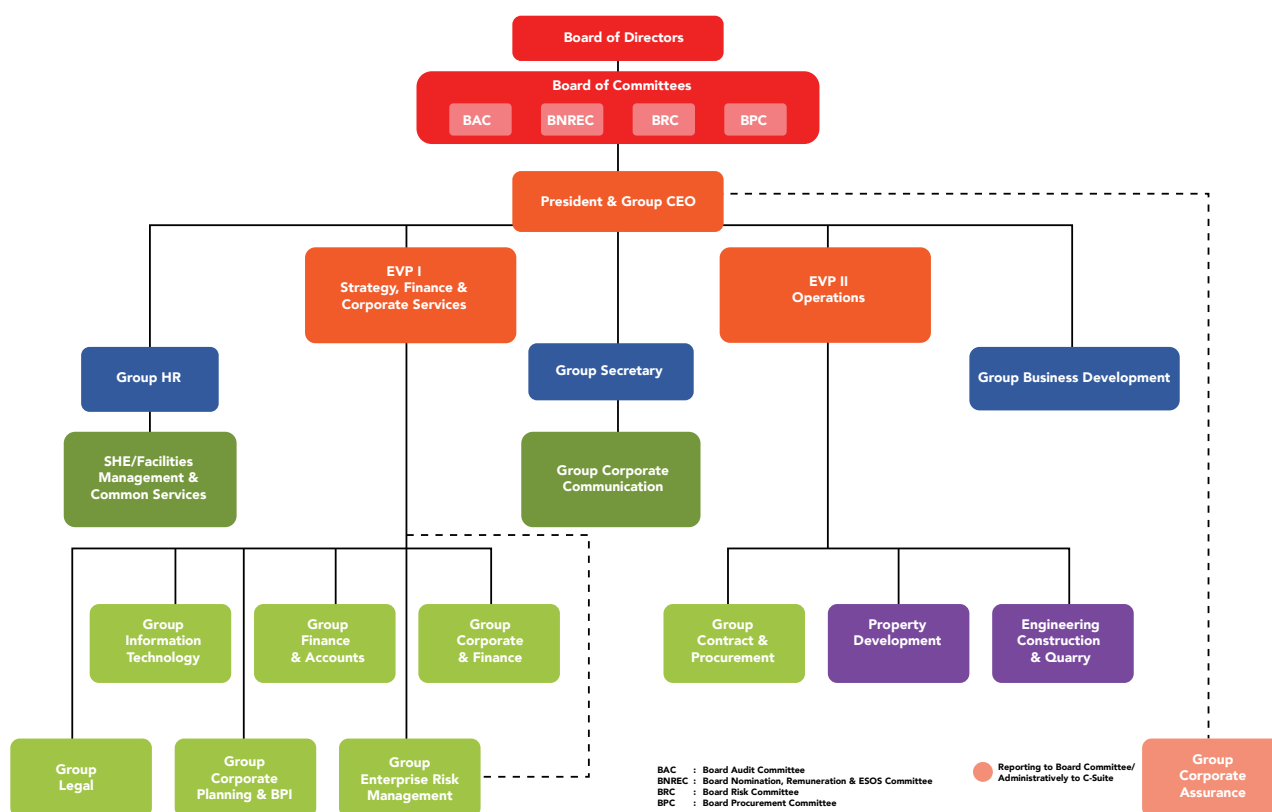
CG Structure



Corporate Governance Overview Statement (Continued)

Group Organisation Chart

The Senior Leadership team and Group Organisational Chart which took effect in 2020 and revised in December 2021 are as structured below:



As guided by the MCCG Code, BDB embraces amongst others, the 3 Key Principles in the following manners:

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

1.0 BOARD'S ROLES AND RESPONSIBILITIES

The Board's principal role is to effectively promote the best interests of the Company with a view towards enhancing shareholders' and stakeholders' values. In this regard, the Board oversees and evaluates the Group's strategies, policies and performance to ensure the delivery of such values.

The Board assumes, inter-alia the following principal responsibilities:

- Reviewing and adopting a strategic plan for the Company, including its goals and ensuring that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;

Corporate Governance Overview Statement (Continued)

- Establishing policies for strengthening the performance of the Company including ensuring that Management is proactively seeking to build the Business through innovation, initiative, technology, new products and the development of its business capital;
- Identifying principal risks, set the risk appetite within which the Board expects the Management to operate and ensuring the implementation of appropriate systems to manage the significant financial and non-financial risks and ensuring there is a sound framework for internal controls and risk management;
- Reviewing the adequacy and the integrity of the Company's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- Deciding on whatever steps necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- Ensuring that the Company's financial statements are true and fair and conform with any applicable laws and/or regulations; and
- Ensuring that the Company adheres to high standards of ethics and corporate behaviours.

In the normal course of events, day-to-day management of the Company will be in the hands of Management, under the stewardship of the Chairman, Board Committees and the Group Chief Executive Officer ("Group CEO").

At each Audit Committee Meeting and Board Meeting, and as and when the need arises, the Group CEO will brief the Directors on the current operations, issues faced and plans of the Group in order for the Board to be kept abreast on the conduct, business activities and development of the Group, and to discuss and advise the Management in its formulation of the Group's business strategies, both short-term and long-term. Discussion would include the deployment of resources efficiently and effectively in achieving the objectives to be met. In making its decisions, the Board would be guided by the Company's values, principles and ethos.

In discharging the Board's duties and responsibilities, the Board has delegated certain duties and responsibilities to four (4) Board Committees with clearly defined terms of reference ("TOR") to assist the Board in discharging its responsibilities:

- (i) Board Audit Committee ("BAC");
- (ii) Board Nomination, Remuneration & ESOS Committee ("BNREC")
- (iii) Board Risk Committee ("BRC")
- (iv) Board Procurement Committee ("BPC")

Corporate Governance Overview Statement (Continued)

The members of the BNREC are as follows:

No	Name	Directorial Status
1.	Dato' Zakiah Binti Kassim (Appointed on 06.12.2021)	Chairman/Senior Independent Director
2.	YB Senator Ir. Ts. Khairil Nizam Bin Khirudin (Appointed on 25.11.2021)	Member/Independent Non-Executive Director
3.	Dato' Haji Syed Yussof Bin Syed Othman (Appointed on 05.04.2021)	Member/Non-Independent Non-Executive Director

Among the BNREC duties are as follows and the details of TOR are available online at <https://www.bdb.com.my/bdbpolicies/>.

- Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- Evaluate the balance of skills, knowledge and experience on the Board, and in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment of Director.
- Review the time required from a Non-Executive Director. The performance evaluation should be used to assess whether the Non-Executive Director is spending enough time to fulfil their duties.
- Consider candidates from a wide range of backgrounds and look beyond the "usual suspects".

The members of BPC are as the following table and the function of BPC is to evaluate and appoint of sub-contractors under Delegated Authority Limit ("DAL") and review and approve Procurement policies.

No	Name	Directorial Status
1.	Dato' Haji Abdul Rahman Bin Abdullah (Appointed on 01.08.2020)	Chairman/Non-Independent Non-Executive Director
2.	Dato' Zakiah Binti Kassim (Appointed on 01.10.2020)	Member/Senior Independent Director
3.	Dato' Haji Syed Yussof Bin Othman (Appointed on 05.04.2021)	Member/Non-Independent Non-Executive Director
4.	Tuan Haji Muhamad Sobri Bin Osman (Appointed on 01.10.2020)	Member/Non-Independent Non-Executive Director

Corporate Governance Overview Statement (Continued)

The Chairman of each Board Committee will report to the Board on the outcome of the Committees' meetings and resolutions, which would also include the key issues deliberated at the Board Committee's meetings.

1.1 KEY RESPONSIBILITIES OF THE BOARD CHAIRMAN

The Board appoints a chairman from amongst the Directors, who is responsible for instilling good corporate governance practices, leadership and effectiveness of the Board. As Chairman of the Board, Tuan Sr. Haji Che Had Bin Dhali ("Tuan Sr. Haji"), an Independent Director assumes a leadership role on the Board. The key responsibilities of the Chairman include but are not limited to the following:

- Providing leadership for the Board so that the Board can perform its responsibilities effectively;
- Through BDB's Board Committees and BDB Management, sets the Board agenda and ensure that Board members receive complete and accurate information in a timely manner;
- Leading Board meetings and discussions;
- Encouraging active participation and allowed dissenting views to be freely expressed;
- Managing the interface between Board and Management;
- Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board; and
- Leading the Board in establishing and monitoring good corporate governance practices in the Company.

1.2 THE SEPARATION OF THE POSITIONS OF THE BOARD CHAIRMAN, THE BOARD COMMITTEE CHAIRMAN AND GROUP CEO

The Board has a unitary structure where the roles of the Chairman, the Board Committee Chairman and Group CEO are separate.

In BDB's organisation and management structure, the roles of the Chairman as defined in preceding paragraph and the Group CEO are clearly defined and set out in the Board Charter. The Chairman's role includes leading the Board in the oversight of management and is not involved in the day-to-day management of the Group. The roles and functions of a Group CEO is guided by fixed term contract and Board Charter.

Corporate Governance Overview Statement (Continued)

1.3 COMPANY SECRETARY

The Company has an in house secretariat function which is led and supported by an internal qualified and competent Company Secretary. The Company Secretary, namely Khairulmuna Abd Ghani is a qualified Secretary under Section 235(2)(a) of the Companies Act 2016 and she is registered with the Companies Commission of Malaysia as well as an affiliate member of the Malaysian Association of the Institute of Chartered Secretaries and Administrators ("MAICSA").

All Directors have an unrestricted access to the advice and report of Company Secretary in relation to Board policies and procedures, compliance of applicable rules and regulations by the Group and corporate governance related practices.

The Company Secretary and her assistants had and will continue to constantly keep themselves abreast on matters concerning company law, the capital market, corporate governance, and other pertinent matters, and with changes in the regulatory environment, through continuous training and industry updates. They have also attended many relevant continuous professional development programmes as required by MAICSA, statutory bodies and Suruhanjaya Syarikat Malaysia (SSM) for Practicing Secretaries.

Thus far, the Board is satisfied with the performance and support rendered by the Company Secretary and team to the Board in discharging its function, duties and responsibilities.

1.4 COMMITMENT ON TIMELY CIRCULATION OF MEETING MATERIALS

The Board and management take cognisance of the importance of providing complete and adequate information to the Directors on a timely basis to enable them to make informed decisions to discharge their duties and responsibilities. The notice and agenda of Board Meetings are given to the members of the Board and Board Committee at least five (5) days prior to the meetings, which allows the Directors to plan ahead and to maximise their participation, unless this was not possible where urgent Special Board Meetings were convened.

The Board meets at least every quarter and on other occasions, as and when the need arises, to inter-alia review and approve quarterly financial results, statutory financial statements, the annual report, business ventures as well as to review the performance of the Company and its operating subsidiaries, governance matters and other business development matters.

A corporate calendar of all scheduled meetings and planned events for the financial year are furnished to all Directors and the management by the Company Secretary normally at the 1st quarter Board meeting to aid and facilitate the Directors in scheduling and meeting their time commitments. All Directors are also required to inform the Board before accepting any other directorships in other listed companies or groups.

Corporate Governance Overview Statement (Continued)

All Directors commit and devote their time to make themselves available to attend to any matters arising which requires their attention individually or collectively. The attendance record of the Directors at Board and Committee meetings in respect of the FY2021 are set out below:

Name of Directors	BOD	BAC	BNREC	BRC	BPC
Tuan Sr. Haji Che Had Bin Dhali (Independent Non-Executive Chairman)	Appointment w.e.f. 1.2.2022				
Dato' Zakiah Binti Kassim (Senior Independent Non-Executive Director)	10/10	5/5	3/3	2/2	3/3
Tuan Mohamad Ibrahim Bin Ghazali (Independent Non-Executive Director)	10/10	6/6	n/a	3/3	n/a
YB Senator Ir. Ts. Khairil Nizam Bin Khirudin (Independent Non-Executive Director)	9/10	6/6	1/1	3/3	n/a
Dato' Haji Syed Yussof Bin Syed Othman (Non-Independent Non-Executive Director)	10/10	n/a	2/2	n/a	3/3
Dato' Haji Abdul Rahman Bin Abdullah (Non-Independent Non-Executive Director)	10/10	6/6	0/1	5/5	3/3
Tuan Haji Muhamad Sobri Bin Osman (Non-Independent Non-Executive Director)	10/10	n/a	n/a	3/3	3/3
Dato' Mohamed Sharil Tarmizi (Chairman) (Resigned w.e.f 1.11.2021)	8/8	*1/1	2/2	2/2	n/a
Datuk Seri Asri Bin Hamidin@Hamidon (Senior Independent Director) (Resigned w.e.f 1.11.2021)	7/8	*n/a	2/2	0/2	n/a

*Note: Resigned from BAC w.e.f. 05.04.2021

Corporate Governance Overview Statement (Continued)

The overall calendar of meetings of the Board and Board Committees held in FY2021 is provided below:

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
BOARD	-	*(01/2021) #Full	-	*(02/2021) *(03/2021)	#Full	-	-	*(04/2021)	#Full	*(05/2021)	*(06/2021)	#Full
BAC	-	#Full	-	*(01/2021)	#Full	-	-	*(02/2021)	*(03/2021)	-	#Full	-
BNREC	-	-	-	*(01/2021)	-	-	-	-	-	*(02/2021)	-	#Full
BRC	-	*(01/2021)	#Full	*(02/2021)	-	-	#Full	-	-	-	*(03/2021)	-
BPC		-	-	-	*(01/2021) *(02/2021)	-	*(03/2021)	-	-	-	-	-

Abbreviations/Symbol:

#	Full Board & Committee Meetings
*	Special Board & Committee Meetings
Board / BOD	Board of Directors' Meeting
BAC	Board Audit Committee Meeting
BNREC	Board Nomination, Remuneration & ESOS Committee Meeting
BRC	Board Risk Committee Meeting
BPC	Board Procurement Committee Meeting
-	No Meeting

Total number of Meetings:

No.	Type of Meetings	2021 Total Number of Meetings	Terms of Reference ("TOR") for each Meeting	Complied with TOR
1.	Board	10 times	6 times in each Financial Year	√
2.	BAC	6 times	4 times a Year	√
3.	BNREC	3 times	At least Twice a Year	√
4.	BRC	5 times	At least Quarterly	√
5	BPC	3 times	4 times a Year	X

Corporate Governance Overview Statement (Continued)

1.5 REMUNERATION OF DIRECTORS OF THE COMPANY FOR FY2021 IS AS FOLLOWS:

Name of Directors	Fees (RM)'000	Meeting Allowances (RM) '000	Allowance (RM) '000	Benefit in Kind (RM) '000	Other Emoluments (RM) '000	Total cash & Benefits (RM) '000
Tuan Sr. Haji Che Had Bin Dhali (Independent Non-Executive Chairman)	Appointed w.e.f 1.2.2022					
Dato' Zakiah Binti Kassim (Senior Independent Non-Executive Director) (Re-designate as Senior Independent Director w.e.f 6.12.2021)	48	60.5	-	-	40	148.5
Tuan Mohamad Ibrahim Bin Ghazali (Independent Non-Executive Director)	48	53	-	-	40	141
YB Senator Ir. Ts. Khairil Nizam Bin Khirudin (Independent Non-Executive Director)	48	49.5	-	-	40	137.5
Dato' Haji Syed Yussof Bin Syed Othman (Non-Independent Non-Executive Director)	48	42	-	-	40	130
Dato' Haji Abdul Rahman Bin Abdullah (Non-Independent Non-Executive Director)	48	61.5	-	-	40	149.5
Tuan Haji Muhamad Sobri Bin Osman (Non-Independent Non-Executive Director)	48	44	-	-	40	132
Dato' Mohamed Sharil Tarmizi (Chairman) (Resigned w.e.f 1.11.2021)	40	41.5	105	66.0	33.3	285.8
Datuk Seri Asri Bin Hamidin @ Hamidon (Senior Independent Director) (Resigned w.e.f 1.11.2021)	40	28	-	-	33.3	101.3
GRAND TOTAL (RM)'000						1,225.6

Senior Management's Remuneration

The Board acknowledged the need for transparency in the disclosure of its Senior Management's remuneration and the disclosure of the Key Senior Management is disclosed in the bands of RM50,000.

Corporate Governance Overview Statement (Continued)

The Key Senior Management of the Company whose total remuneration during the financial year 2021 falls within the required disclosure band is as follows:

Range of Remuneration (RM)	Senior Management		
	President & Group Chief Executive Officer	Executive Vice President I & Chief Corporate Officer	Executive Vice President II & Chief Operating Officer
150,000 & below	-	-	-
150,001 - 200,000	-	-	-
200,001 – 250,000	-	-	-
250,001 – 300,000	-	-	-
400,001 – 450,000	-	-	√
500,000 – 550,000	-	-	-
700,000 – 750,000	-	√	-
1,500,000 – 1,600,000	√	-	-

1.6 DIRECTOR'S TRAINING

The Directors of the Company have attended the Mandatory Accreditation Programme ("MAP") in compliance with the Listing Requirements. Although no formal assessment of the training needs of each director was undertaken, the Directors were encouraged to attend relevant training programmes/seminars/briefings to further enhance their skills and knowledge in the latest statutory and regulatory requirements as well as to keep abreast with the business development to assist them in discharging their duties as Directors.

Corporate Governance Overview Statement (Continued)

Details of the Directors attendance of training programs/seminars/workshops/briefing are as follows:

No	Training Details	Date & Method	Participants
1.	Sustainability Awareness Session	14.04.2022 (Virtual)	Tuan Sr. Haji Che Had Bin Dhali Dato' Zakiah Binti Kassim Tuan Mohamad Ibrahim Bin Ghazali YB Senator Ir. Ts. Khairil Nizam Bin Khirudin Dato' Haji Syed Yussof Bin Syed Othman Dato' Haji Abdul Rahman Bin Abdullah Tuan Haji Muhammad Sobri Bin Osman
2.	Audit Committee Dialogue & Networking – Session 1	24.02.2022 (Virtual)	Dato' Zakiah Binti Kassim Dato' Haji Abdul Rahman Bin Abdullah
3.	Conversation with Audit Committee – Audit Oversight Board	06.12.2021 (Virtual)	Tuan Mohamad Ibrahim Bin Ghazali Dato' Zakiah Binti Kassim Dato' Haji Abdul Rahman Bin Abdullah
4.	The Role of the Risk Management Committee in Managing Risk	02.11.2021 (Virtual)	Tuan Mohamad Ibrahim Bin Ghazali
5.	Site Visit Project & Property in Langkawi (Langkawi Designer Premium Outlet, Kuala Temoyong & The Sanctuary)	30.10.2021	Dato' Zakiah Binti Kassim Dato' Haji Abdul Rahman Bin Abdullah Tuan Haji Muhammad Sobri Bin Osman
6.	Mandatory Accreditation Program ("MAP")	18-20 Jan 2021 (Virtual)	Tuan Mohamad Ibrahim Bin Ghazali Dato' Haji Syed Yussof Bin Syed Othman

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

2.0 BOARD AUDIT COMMITTEE ("BAC")

The Chairman of the Audit Committee is not the Chairman of the Board. The BAC supports the Board in its responsibility to oversee the financial reporting and the effectiveness of the internal controls of the Group.

2.1 MEMBERS OF THE AUDIT COMMITTEE

Bina Darulaman Berhad complies with Paragraph 15.09 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad which requires all the Audit Committee members to be Non-Executive Directors, with a majority of them being Independent Directors.

Corporate Governance Overview Statement (Continued)

The members of the Audit Committee are as follows:

No	Name	Directorial Status
1.	Tuan Mohamad Ibrahim Bin Ghazali (Appointed on 14.12.2020)	Chairman/Independent Non-Executive Director
2.	Dato' Zakiah Binti Kassim (Appointed on 05.04.2021)	Member/Senior Independent Director
3.	YB Senator Ir. Ts. Khairil Nizam Bin Khirudin (Appointed on 01.10.2020)	Member/Independent Non-Executive Director
4.	Dato' Haji Abdul Rahman Bin Abdullah (Appointed on 03.09.2020)	Member/Non-Independent Non-Executive Director
5.	Datuk Seri Asri Bin Hamidin @ Hamidon (Resigned on 05.04.2021)	Member/Senior Independent Non Executive Director
6.	Dato' Mohamed Sharil Tarmizi (Resigned on 05.04.2021)	Member/Independent Non Executive Director

The profiles of the BAC members are disclosed on pages 20 to 26 of this Annual Report.

2.2 TERMS OF REFERENCE

The terms of reference for the BAC are available online on the company corporate website at <https://bdb.com.my/bdbpolicies>. The latest update was effected on 17 March 2019.

2.3 FINANCIAL REPORTING

The Board and the BAC are to ensure that:

- BDB's financial statements are prepared in accordance with applicable approved accounting standards;
- The disclosure timeline, format and contents are compiled according to rules and regulation, including provisions of the Bursa Malaysia MMLR;
- The Board, with the assistance of the BAC, shall oversee and manage the financial reporting and internal control policies and will maintain appropriate relationship with the Company's Auditors; and
- The Board, through the BAC, shall also assess the suitability, objectivity and independence of the Company's Auditors.

The appointment of the Company's Auditors is subject to the re-appointment by the shareholders of the Company for the ensuing year.

Based on the recommendation of the MCGG, the BAC has adopted a policy that requires a former key audit partner to observe a cooling-off period of at least two (2) years before being appointed as a member of the Audit Committee. As of to date, BDB has been in compliance with this matter.

Corporate Governance Overview Statement (Continued)

The BAC assists the Board in maintaining a sound system of internal control across the Group. In ensuring that the financial statements use appropriate accounting policies, the BAC met with the external auditors without the presence of Management during which the external auditors may raise any concern pertaining to the compliance of the financial statements.

2.4 RISK AND INTERNAL CONTROL

The Board has overall responsibility for maintaining a sound system of internal control, which encompasses risk management, financial, organisational, operational and compliance controls necessary for the Group to achieve its objectives within an acceptable risk profile. These controls can only provide reasonable but not absolute assurance against material misstatement, errors of judgment, loss or fraud.

Information on the Group's internal control is as set out in the Group Statement of Risk Management & Internal Control ("SORMIC") in this Annual Report and also in the CG Report.

2.5 RELATIONSHIP WITH EXTERNAL AUDITORS

The BAC manages the relationship with its external auditors on behalf of the Board. The BAC considers the re-appointment, remuneration and terms of engagement of auditors annually. The role of the BAC in relation to the External Auditors can be found in the Report of the Audit Committee as set out in this Annual Report.

The external auditors are invited to attend the BAC where the Group's annual financial results are considered, as well as at meetings to review and discuss the Group's audit plan, audit findings, internal controls and accounting policies and whenever the need arises.

Representatives of the external auditors are present at each AGM.

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

3.0 INTEGRITY IN CORPORATE REPORTING

It is the Boards' responsibility to prepare and approve the financial statements. The Directors are required by the Companies Act 2016 to prepare financial statements for each financial year which give a true and fair view of BDB Group's state of affairs. The Directors are of the opinion that BDB has adequate resources and uses appropriate accounting policies that are consistently applied and supported by reasonable as well as prudent judgements and estimates, and that the financial statements have been prepared in accordance with Malaysian Financial Reporting Standards and the provisions of the Companies Act 2016 and the MMLR.

The Directors having reviewed the business plans, capital expenditure commitments and expected cash flows are satisfied that the Company and the Group have adequate resources to continue operations for the foreseeable future and therefore continue to adopt the going concern basis in preparing these Financial Statements. The Directors are satisfied that BDB has been keeping accounting records which disclose with reasonable accuracy of the financial position of BDB that enable proper financial statements to be prepared.

Corporate Governance Overview Statement (Continued)

The Directors have also taken the necessary steps to ensure that appropriate systems are in place to safeguard the assets of BDB. The systems, by their nature, can only provide reasonable and not absolute assurance against material misstatements, loss and fraud.

3.1 CORPORATE DISCLOSURE POLICIES AND PROCEDURES

The Board reviews and approves all quarterly and other important announcements. The Group announces its quarterly and full-year results within the mandatory period. The financial statements and, where necessary, other presentation materials presented at the Company's general meetings, including material and price-sensitive information, are disseminated and publicly released via Bursa Link on a timely basis to ensure effective dissemination of information relating to BDB to ensure that communications to the public regarding BDB are timely, factual, accurate and complete. BDB Group has put in place authority and process for Disclosure Policy which is applicable to all Directors, those authorised to speak on BDB's behalf.

3.2 COMMUNICATION WITH SHAREHOLDERS

The Board believes that building relationship with shareholders and dissemination of information should be through interaction during AGM, systematic engagement through briefings, media releases, public announcements, responses to shareholders' queries and updates on our corporate website.

3.3 CONDUCT OF GENERAL MEETINGS

The Board always ensures that the conduct of general meetings complies with the best practices and shareholders are notified with the meeting details. The Annual Report 2020 and notice of the AGM were sent separately to the shareholders on 28.05.2021 and 24.08.2021 respectively.

The Board ensures that shareholders are given sufficient notice and time to consider the resolutions to be put forth at the AGM. The Notice of AGM will include explanatory notes that contain further information on the proposed resolutions.

All resolutions were voted by poll and verified by the independent scrutineer appointed by BDB.

All Board members will attend the general meetings to engage with shareholders. In the event a director is not able to attend in person, the Group will facilitate virtual attendance through the use of an appropriate online platform. When it is not possible to do so, the said Director(s) will be updated on issues that require his attention and onward action.

In 2021, there was much uncertainty due to the lockdown imposed by the Federal Government to curb the spread of Covid-19 which swept across the nation. Given the fluid situation, coupled with the changes made by Securities Commission Malaysia to the guidelines on holding general meetings (corresponding to the severity of the lockdown) as well as government directives on social distancing and restriction on mass gathering and our wish to ensure shareholders' safety,

Corporate Governance Overview Statement (Continued)

the Board decided for the Company's AGM to be held virtually for the first time through remote participation and voting facilities on 23 September 2021. Notwithstanding the inconvenience last year, BDB continued to adopt 28-day notice period for the AGM in 2021.

4.0 CODE OF BUSINESS CONDUCT AND ETHICS

Code of Business Conduct and Ethics sets out the standards of ethical behaviour and values expected of Directors and employees and serves as a guide and reference in the course of the performance of their responsibilities.

The Board has implemented appropriate processes and systems to support, promote and ensure its compliance. The Board through the BNREC will periodically review the Code which is available on the Company's corporate website.

The Board had also adopted a Whistle Blowing Policy ("WBP") which sets out the disclosure procedures and protection for whistle blowers to meet the Group's ethical obligations. Employees and stakeholders are encouraged to raise any serious concerns they have on any suspected misconduct or malpractices without fear of victimisation in a responsible manner rather than avoiding or overlooking them.

The Code of Business Conduct and Ethics and the WBP was in line with the Board's Anti-Bribery and Corruption Policy adopted. The WBP is available on the Company's official website at <https://www.bdb.com.my/bdbpolicies/>.

5.0. GOVERNANCE INITIATIVE AND FUTURE PRIORITIES

The future priorities for the Company are to strengthen its governance, compliance, close interaction with shareholders and also to move forward progressively as being a reputable public listed company. The Board Audit Committee ("BAC") assists the Board in fulfilling its fiduciary responsibilities relating to internal controls, accounting and reporting practices of the Group. The BAC promotes the practices of good corporate governance by ensuring that internal control systems are in place and adequate and that appropriate standards of responsibility, integrity and accountabilities are maintained across the group.

This Corporate Governance Overview Statement has been finalised on 31 March 2022.

Audit Committee Report

The Board Audit Committee (BAC) assists the Board in fulfilling its fiduciary responsibilities relating to internal controls, accounting and reporting practices of the Group. The BAC promotes the practices of good corporate governance by ensuring that internal control systems are in place and adequate and that appropriate standard of responsibility, integrity and accountabilities are maintained across the group.

MEMBERS OF THE AUDIT COMMITTEE

Bina Darulaman Berhad complies with Paragraph 15.09 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad which requires all the Audit Committee members to be Non-Executive Directors, with a majority of them being Independent Directors.

The members of the Audit Committee are as follows:

	Name	Directorial Status
1.	Tuan Mohamad Ibrahim Bin Ghazali	Chairman / Independent Non Executive Director
2.	YB Senator Ir. Ts. Khairil Nizam Bin Khirudin	Member / Independent Non Executive Director
3.	Dato' Haji Abdul Rahman Bin Abdullah	Member / Non Independent Non Executive Director
4.	Dato' Zakiah Binti Kassim <i>(Appointed on 05.04.2021)</i>	Member / Senior Independent Non Executive Director
5.	Datuk Seri Asri Bin Hamidin @ Hamidon <i>(Resigned on 05.04.2021)</i>	Member / Senior Independent Non Executive Director
6.	Dato' Mohamed Sharil Tarmizi <i>(Resigned on 05.04.2021)</i>	Member / Independent Non Executive Director

The profiles of the BAC members are disclosed on pages 20 to 26 of this Annual Report.

TERMS OF REFERENCE

The terms of reference for the BAC are available online in the company section sub menu policies of the Company's website at www.bdb.com.my. The latest update was effected on 17 March 2019.

Audit Committee Report (Continued)

SUMMARY OF THE AUDIT COMMITTEE'S ACTIVITIES

Meetings and Minutes

During the year ended 31 December 2021, the Committee met three (3) times by way of ordinary meetings on 21 February 2021, 23 May 2021, 21 November 2021, and three (3) Special Meetings held on 14 April 2021, 22 August 2021 and 29 September 2021.

	Name	Number of Meetings	
		Held	Attendance
1.	Tuan Mohamad Ibrahim Bin Ghazali	6	6/6
2.	YB Senator Ir. Ts. Khairil Nizam Bin Khirudin	6	6/6
3.	Dato' Haji Abdul Rahman Bin Abdullah	6	6/6
4.	Dato' Zakiah Binti Kassim	5	5/5
5.	Datuk Seri Asri Bin Hamidin @ Hamidon	1	0/1
6.	Dato' Mohamed Sharil Tarmizi	1	1/1

Permanent invitees to BAC are the President & Group Chief Executive Officer (GCEO), Executive Vice President (EVP 1) – Strategy, Finance & Corporate Services @ Chief Corporate Officer (CCO), Company Secretary and Head of Group Corporate Assurance (GCA). Other invitees from the management team are present to explain specific issues as per the meeting agenda. Key issues discussed are reported by the Chairman of the Audit Committee to the Board.

The Audit Committee continues to provide oversight to the external and internal audit functions and performs the following based on the meeting agenda:

Audit Committee Report (Continued)

External Audit

- (i) Reviewed the External Auditors' scope of the audit prior to the commencement of the interim and annual audit;
- (ii) Reviewed the audited year-end financial results of the Group prior to submission to the Board for consideration and approval;
- (iii) Reviewed the audit reports of the External Auditors in relation to audit and accounting issues arising from the audit;
- (iv) Discussed matters arising from the audit of the Group in a close session meeting without the presence of the Management;
- (v) Reviewed the performance of the External Auditors and proposed on their re-appointment and remuneration to the Board;
- (vi) Reviewed the findings of the External Auditors and followed up on the recommendations.

Internal Audit

- (i) Reviewed and approved the 2021 Annual Internal Audit Plan and resources for the execution of audit activities across the Group;
- (ii) Deliberated on major issues brought up to the attention of BAC and considered the appropriateness of management action plans in relation to the audit recommendations;
- (iii) Ensured that management resolved all audit issues within the agreed timeline and approved extension of time where necessary;
- (iv) Considered the changes and deferment of planned audit presented in the 2021 Annual Audit Plan due to the emergence of Covid-19 pandemics and government enforcement on Movement Control Order / National Recovery Plan;
- (v) Raised concerns on certain operational issues for future audit review;

Other significant oversight activities are as follows:

- (i) Reviewed the Statement on Risk Management and Internal Control and the Audit Committee Report and recommend to the Board for inclusion in the Annual Report;
- (ii) Reviewed the unaudited quarterly financial results and the announcements thereof and made recommendations to the Board for consideration and approval to release to Bursa Securities;
- (iii) Reviewed related party transactions as required under the Bursa Malaysia Listing Requirements to ascertain that transactions are conducted at arm's length prior to submission for the Board's consideration and where appropriate, shareholders' approval;
- (iv) Reviewed renewal of Shareholders' mandate for recurrent related party transactions of a revenue trading nature based on an established framework for Board to recommend to shareholders for approval and authorized the submission of the draft circular to Bursa Securities;

Audit Committee Report (Continued)

INTERNAL AUDIT FUNCTION

The Group's Internal Audit function is to provide independent, objective assurance and consulting services designed to add value and improve BDB's operations. The Internal Audit activities help BDB accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management and the adequacy of the internal controls.

For 2021, Group Corporate Assurance Department conducted audit review based on the approved Annual Audit Plan. Apart from conducting routine audit reviews of the approved audit scopes, members of GCA had also performed the following activities:

- (i) Follow up and validate the completion of remedial action plans to close outstanding audit issues on a quarterly basis;
- (ii) Year-end stock take exercise at subsidiaries.

The total cost incurred for the Internal Audit Function for the financial year was approximately RM488,022.

Statement on Risk Management and Internal Control

This statement is made in accordance with the Malaysian Code on Corporate Governance 2017 ("The Code") and Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia"). The Board's Statement on Risk Management and Internal Control has been prepared in accordance with the "Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers".

BOARD RESPONSIBILITY

The Board acknowledges its responsibility for maintaining a sound internal control system and the need to review its adequacy and integrity on a regular basis. The system of internal control is meant to effectively manage business risk towards the achievement of objectives so as to enhance the value of shareholders' investments and to safeguard the Group's assets.

The Board maintains overall responsibility for the Group's system of internal controls and has reviewed the effectiveness of the controls established. The Board has delegated the implementation of the system of internal control within an established framework throughout the Group to the Management. The system of internal control is supported by the corporate governance and risk management framework.

The Board through its Board Risk Committee is responsible for identifying, evaluating and managing major business risks faced by the Group. The Committee will continuously evaluate suggested mitigation measures and quarterly review planned actions and implementation strategies to ensure that key risks are mitigated and well managed.

The Board is reasonably satisfied that throughout the year the Group's Risk Management and internal control system operated adequately and effectively in all material aspects based on the Risk Management Framework adopted by the Group. The Group conducts periodic Internal Control reviews to improve its system of internal control and risk management.

The system of internal control provides only reasonable and not absolute assurance against material error, misstatement, loss or breach. In addition, the concept of reasonable assurance also recognises that the overall cost of control procedures shall not exceed the expected benefits.

KEY INTERNAL CONTROLS FEATURES

The key features of the Group's internal control comprise the following components which have been in place throughout the financial year:

CONTROL ENVIRONMENT

Accountability and Reporting within the Organisation

The terms of reference including functions, authorities and responsibilities of the Board Committees and Management Committees have been established in the Group, to assist the Board in discharging its duties. The Board Committees comprise of:

- Board Audit Committee ("BAC")
- Board Risk Committee ("BRC")
- Board Nomination, Remuneration and ESOS Committee ("BNREC")
- Board Procurement Committee ("BPC")

Statement on Risk Management and Internal Control (Continued)

Organisation Structure

The internal control system of the Group is supported by a formal organisational structure with lines of responsibility and accountability delegated to the Group's Senior Management.

Authority Limit

The Group, via its Delegated Authority Limit ("DAL"), assigns authority to appropriate levels of management to exercise control over the Groups' commitment on both strategic and operational business objectives.

The DAL is approved by the Board and is updated to reflect changing business conditions. The DAL provides a framework that defines and specifies the authority levels for personnel to carry out their assigned responsibilities and it also covers the basic decision-making policy throughout the BDB Group of Companies. Effective on 24 February 2021 the Board had approved a revision to the DAL in view of the current needs of the Company and designations.

Standardised and Documented Policies and Procedures

Relevant policies and procedures are recommended by the management and approved by the Board to ensure the Group's values and internal control mechanism are embedded in business operations. These policies and procedures are made available to guide Management and staff in their day-to-day operations and compliance with relevant laws and regulations. Updates will be made on a need basis to reflect any changes in operational requirements and / or statutory requirements.

Strategic Business Planning

BDB Group performs annual business planning and budgeting before being tabled to the Board for approval. The Board has reviewed and approved the Group business plan and budget done for the year 2022 within which the business objectives, strategies and targets are articulated to facilitate management in focusing on areas of concern. Key business risks are identified and mitigated during the business planning process and reviewed during the year.

Staff Development and Training

Internal and external training are developed by Group Human Resource to facilitate daily operations and enhance staff competencies.

Whistleblowing

The whistleblowing policy provides an avenue for employees to communicate any instances of breach or suspected breach of any law or regulation, illegal and / or immoral conduct in a safe and confidential manner. It also provides proper investigation to be initiated on all allegations or reports about the Group.

Anti-Bribery and Anti-Corruption Policy

The Group is committed to conducting business dealings with integrity to avoid practices of bribery and corruption of all forms in the company's daily operations. The Group has adopted a zero-tolerance approach against all forms of bribery and corruption and takes a strong stance against such acts.

Statement on Risk Management and Internal Control (Continued)

Anti-Bribery and Corruption Policy ("ABC Policy") sets out the Group's position, on anti-bribery in all its forms and matters of corruption that might confront the Group in its day to day operations and in amplification to provide adequate procedures and information in defending and maintaining its position on anti-bribery and anti-corruption in line with the Adequate Procedure Principles pursuant to Guidelines on Adequate Procedures pursuant to subsection (5) of Section 17A of the Malaysian Anti -Corruption Commission Act 2009 (Amendment 2018).

Business Continuity Management

The Group is committed to safeguarding the interest of all our stakeholders by ensuring that critical business processes are resilient and the effects of disruptions to business operations are minimized and recovered in a timely manner following a disruption or disaster.

The Group has established a Business Continuity Plan that is designed to provide direction and pre-determined management decisions and action plans in managing a disaster situation.

CONTROL ACTIVITIES

Control activities are part of the Group's system of internal control. Control activities are performed at all levels of the entity and at various stages within the business processes. They include a diverse range of activities such as the process of approvals, authorizations, verifications and reconciliations, reviews of operating performance, security of assets and segregation of duties. Among the significant control activities are:

- The preparation of quarterly and full-year financial results, as announced or otherwise published to shareholders. Analysis of actual financial performance versus business plans is carried out on quarterly basis.
- President & GCEO and Senior Management staff make business visits and communicate with employees of different levels to have first-hand knowledge of significant operational issues and risks.
- Quarterly reporting of legal, accounting and other new developments to the Board.
- Annual review and improvement, continuously manages and controls the quality requirement of the Company's products and services which is in accordance with ISO 9001:2015 Quality Management System.

REVIEW AND MONITORING PROCESS

The Board has initiated an ongoing process to ensure the achievement of the Group business objectives where budgets, key business indicators and performance results on operations are in place to monitor performance. The system allows the President & GCEO and Management to review business unit's performances against budgets and other performance indicators on a monthly basis. Key variances are followed up by Management and reported on a quarterly basis to the Board.

The President & GCEO actively communicates the Board's expectations to management teams during management meetings. In these meetings, risks relating to strategy, operational, financial and external environment matters were discussed and mitigating action plans were deliberated.

Statement on Risk Management and Internal Control (Continued)

The Board has taken the necessary measures and reviewed the effectiveness of the system of internal control during the financial year through the review and monitoring process set out above.

INTERNAL AUDIT FUNCTION

The Group Corporate Assurance (GCA) performs internal auditing activities across BDB group; by undertaking a systematic review and disciplined approach to evaluate the adequacy and effectiveness of the internal control system implemented by the Group.

GCA reports to the Board Audit Committee (BAC) and meets on a quarterly basis plus as and when required. GCA highlights issues concerning internal control failures and/or weaknesses and other observations to improve business processes. All issues identified must be agreed upon with the management team. Action plans to resolve issues are followed through and updated in subsequent meetings. The BAC also reviews the Internal Audit independence, adequacy of resources and scope of work. The Annual Audit Plan and revision to the planned audit were also tabled and approved by the BAC. The details of the oversight activities undertaken by the BAC are highlighted in the Audit Committee Report.

STATE OF INTERNAL CONTROL DURING THE YEAR UNDER REVIEW

The Board is of the view that the existing Group's system of internal controls in place for the year under review and up to the date of issuance of financial statements is generally sound and adequate to safeguard the shareholders' investment, the interest of customers, regulators, employees and the Group's assets. None of the control weaknesses identified have resulted in any material loss, contingencies or uncertainties that would require disclosure in the Annual Report.

STATEMENT ON ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Group has established an Enterprise Risk Management (ERM) framework to proactively identify, evaluate and manage key risks to an optimal level in line with the Group's commitment to deliver sustainable value. This framework aims to provide an integrated and organised approach entity-wide. The Group continuously executed the ERM initiatives based on the approved ERM framework which includes the establishment of mitigation strategies for the key risk areas identified and the tracking and monitoring of its implementation Group-wide.

Risk Policy

BDB Group is committed to meeting its vision, mission and corporate objectives. It is critical for BDB Group to have the ability to manage risk to an acceptable level. In 2021, Risk Management has conducted two (2) BRC Meetings and three (3) Special BRC Meetings where risks were identified, assessed and ranked accordingly with regard to the mitigating actions.

The Board is responsible to understand risks and provide guidance when dealing with risks to ensure all risks are managed in an organised and consistent manner. The policies of the Board for ERM are as follows:

Statement on Risk Management and Internal Control (Continued)

- To integrate risk management into the work culture, business activities and decision making processes.
- To anticipate and respond to the changing operational, social, environmental and regulatory requirements proactively.
- To manage risks pragmatically, to an acceptable level given the particular circumstances of each situation.
- To require that all papers submitted to the Board of Directors by Management relating to strategy, key project approval, significant action or investment must include a comprehensive risk assessment report.
- To implement a robust and sustainable ERM framework that is aligned with BDB Group's vision, mission, corporate objectives, and in accordance with best practices.

The above policies will be attained through:

- Periodic reporting to the Board on ERM activities and keep the Board updated on all ERM aspects including significant risks and risk trends;
- Provision of adequate and suitable resources, including tools and manpower to ensure ERM framework and system are operating effectively;
- Provision of adequate education and communication channels to ensure staffs' understanding of the requirements, their roles and responsibilities associated with ERM; and
- Maintain documented risk information (risk registers and action plans) for continuous ERM activities.

The Group Enterprise Risk Management (Group ERM) is responsible for developing, coordinating and facilitating the Risk Management processes within the Group. A database of risks and control information is captured in the format of the risk register. Key risks of key business units are identified, assessed and categorised to highlight the source of risks, their impact and the likelihood of occurrence and are being monitored by respective Senior Management of the business units.

Roles and Responsibilities of the Group ERM can be summarised as follows:

- To communicate, evaluate and improve the ERM Policy and Framework;
- Facilitate the risk assessment and risk action plan processes;
- Provide independent input on risk assessment (risk type and rating);
- Monitoring the effectiveness of the action plans and update the progress to the Senior Management and the BRC;
- Coordinator of Business Continuity Management (BCM);
- Prepare and report to BRC on a timely manner;
- Coordinate the ERM educational programmes; and
- To share inputs on risks and market trends.

Statement on Risk Management and Internal Control (Continued)

Assurance Received from President & Group Chief Executive Officer and Executive Vice President I (EVP I) – Strategy, Finance & Corporate Services @ Chief Corporate Officer

In accordance with the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed issuers, the Board has received assurance from the President & Group Chief Executive Officer and Executive Vice President I (EVP I) – Strategy, Finance & Corporate Services @ Chief Corporate Officer that to the best of their knowledge, the risk management and internal control of the Group are operating effectively and adequately in all material aspects, based on the risk management and internal control framework adopted by the Group.

Review of Statements by the External Auditors

The external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to the scope set out in the Audit and Assurance Practice Guide (“AAPG”) 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants (“MIA”) for inclusion in the annual report of the Group for the financial year ended 31 December 2021, and reported to the Board that nothing has come to their attention that cause them to believe that the statement intended to be included in the annual report of the Group, in all material respects:

- (a) has not been prepared in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, or
- (b) is factually inaccurate.

AAPG 3 does not require the external auditors to consider whether the Directors’ Statement on Risk Management and Internal Control covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group’s risk management and internal control system including the assessment and opinion by the Board of Directors and management thereon. The auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the problems.

Conclusion

Risk Management in BDB Group has been accepted not merely as a compliance tool but to the extent of becoming a business culture. The Risk Management framework and findings act as an additional decision-making tool to drive towards an excellent business strategy planning and execution. In this regard, effective Risk Management lies in its ability to implement the framework and create values throughout BDB Group in order to achieve its established vision, mission, and objectives that lead towards enhancing shareholders’ value.

Sustainability Statement

OUR APPROACH

Bina Darulaman Berhad ("BDB") is a more purposeful investment holding company as a result of its commitment to Economic, Environmental and Social ("EES"). It is both the right and the smart thing to do, both now and in the future. BDB's core strategy of long-term ownership includes sustainable development and responsible growth.

In FY2021, our corporate strategy is a continuation of last year's themes which aim to achieve Sustainability and Profitability of the business through the 4 key focus areas.

REPORTING FRAMEWORK

Our Sustainability report has been prepared in accordance with the Global Reporting Initiative ("GRI") Standards, United Nations Sustainable Developing Goals ("UNSDG") and the Bursa Malaysia Sustainability Reporting Guide ("SRG"), which serve as the foundation for the Statement reporting framework. We adopted the best practices outlined in the Malaysian Code of Corporate Governance, as updated in April 2021 ("MCCG 2021").

REPORTING SCOPE

Our statement provides information on BDB across our two (2) business divisions listed below for the period from January 1 to 31 December 2021.

"Elevating Sustainability"



Sustainability Statement (Continued)

SUSTAINABILITY GOVERNANCE

Our corporate governance structure and corporate culture reflect our commitment to sustainability. It is driven by a top-down approach from the office of the President & Group Chief Executive Officer down to the heads of subsidiaries across the two (2) business divisions and beyond.



KEY STAKEHOLDERS AND ENGAGEMENT

While pandemic unrest consumed much of our attention in 2021, we remained focused on economic, environmental, and social ("EES") issues, which continue to shape how we do business. We continue to actively engage with our stakeholders, as EES issues have become more important to them as well.

The Following are the issues raised by our key stakeholders:

Stakeholders	Engagement Method	Areas raised
Shareholders/ potential Investors/ potential business partners	<ul style="list-style-type: none"> Annual General Meeting Bursa Malaysia announcements Media releases Meetings with potential investors/ business partners 	Growth in Company performance.
Customers <ul style="list-style-type: none"> Engineering, constructions and quarry customers House buyers Commercial buyers Land buyers Leisure & hospitality customers 	<ul style="list-style-type: none"> Meetings Correspondences Brochures Product and services briefings Media releases Bursa Malaysia announcements 	New Product & services development and reliability.
Employees	<ul style="list-style-type: none"> Townhall sessions Performance management Community Activities Sponsorships and talent enhancement Training and development 	Talent engagement. Benefit designs.
Local Authorities / municipalities / Regulators / Government ministries	<ul style="list-style-type: none"> Meetings and discussions Compliance with rules and regulations Briefings and trainings Periodic visits and inspections 	Governance and regulatory compliance. Ethical business practices. Health and Safety.

Stakeholders	Engagement Method	Areas raised
Financiers / Banks	<ul style="list-style-type: none"> Annual general meetings Bursa Malaysia announcements Meetings 	Value creation.
Sub-contractors, suppliers and Service Providers	<ul style="list-style-type: none"> Tenders Briefings and meetings Compliance with rules and regulations 	Safety and regulatory compliance. Long-term viability of the company.
Local Community / NGOs / Industry Associations	<ul style="list-style-type: none"> REHDA FIABCI 	Community needs. Impacts on social and environment.

MATERIALITY ASSESSMENT

We actively work to promote our growth and operation in the state of Kedah in a sustainable and responsible manner. The BDB sustainability strategy is to conduct our business, including the development and operation of new and existing buildings, in a way that promotes positive economic, social, and environmental outcomes for our customers, shareholders, employees, and the communities we serve. We are committed to developing high-performance property development while minimising operational costs and the potential negative externalities of energy, water and waste. In 2021, our 12 materiality material topics remained consistent. To that end, we have engaged with experts and stakeholders to strengthen our materiality issues and we are looking into developing a short-medium-long term plan for its long term viability. These include formalising its objectives, goals, targets and measurements as well as activities that involve linking to the Group's strategic plan.



Sustainability Statement (Continued)

OUR 2021 HIGHLIGHTS



Sustainability Statement (Continued)






Sustainable Development Goals

We believe that our efforts contribute to some of the most pressing issues confronting the global community. Our sustainability policies, practices, and projects are in line with the UN Sustainable Development Goals (SDGs). We have targeted SDG goals 3, 4, 8, 9, 11, 12, 13, 14, 15 and 16.

Our alignment's current status is shown below.

Goal	Potential Impact	Our Status
 <p>3 GOOD HEALTH AND WELL-BEING</p>	Ensure healthy lives and promote well-being for all at all ages.	<ul style="list-style-type: none"> BDB prioritises health to keep its employees, contractors and surrounding communities safe. Launched a Safety Campaign to promote safe working habits.
 <p>4 QUALITY EDUCATION</p>	Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all.	<ul style="list-style-type: none"> 1,908 training hours of courses covering technical, soft skill and management skills enhancement to employees.
 <p>8 DECENT WORK AND ECONOMIC GROWTH</p>	Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all	<ul style="list-style-type: none"> Works closely with the State & Federal Government to support State & Federal economic growth for the betterment of its people by: <ol style="list-style-type: none"> Participating in State & Federal project; Managing State's assets; and Public interest related project. Employee Engagement We improve engagement through culture building: <ol style="list-style-type: none"> Flex-Ben project Job evaluation Interaction via HR processes
 <p>9 INDUSTRY, INNOVATION AND INFRASTRUCTURE</p>	Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation	<ul style="list-style-type: none"> Digital and business transformation strategy
 <p>11 SUSTAINABLE CITIES AND COMMUNITIES</p>	Make cities and human settlements inclusive, safe, resilient and sustainable.	<ul style="list-style-type: none"> Keeping its development within affordability range. Entered a joint agreement with Lagenda Properties Berhad to develop affordable township in Darulaman Lagenda.

Sustainability Statement (Continued)

	<p>Ensure sustainable consumption and production patterns.</p>	<ul style="list-style-type: none"> • Prioritises local suppliers and contractors to help develop and grow sustainable practices. • Believes to meet end purchasers' needs without compromising the ability of future generations to meet their own needs. • We took initiative to reduce and monitor energy, water, diesel consumption as well as waste management. In FY2021, The Group recorded: <ul style="list-style-type: none"> a. 2,407,824 Kw/H electricity consumption; b. 79,854m³ water consumption; c. 63,210 litre diesel consumption; and d. Waste recycled/disposed through appointed licensed contractors
	<p>Take urgent action to combat climate change and its impacts.</p>	<ul style="list-style-type: none"> • Practice 3Rs concept earnestly. • Keep energy and water consumption to a minimum level. • Adheres to ISO 14001:2015 standards. • Approval obtained from Sustainable Energy Development Authority (SEDA) on Net Offset Virtual Aggregation (NOVA) on Solar PV installation at Menara BDB.
	<p>Conserve and sustainably use the oceans, seas and marine resources for sustainable development.</p>	<ul style="list-style-type: none"> • Darulaman Park – to conserve nature and promote healthier and sustainable lifestyle.
	<p>Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification, and halt and reverse land degradation and halt biodiversity loss</p>	<ul style="list-style-type: none"> • Darulaman Sanctuary – a home to over 180 plant species and over 80 birds and animal species.
	<p>Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels</p>	<ul style="list-style-type: none"> • Compliance with environmental laws and regulations. • BDB upholds high integrity standards and has zero tolerance for unethical business practices. We recorded zero cases in FY2021 and remained committed. Our website includes Anti-bribery & anti-corruption policy and discloses our whistleblowing channel.

Sustainability Statement (Continued)

Recognition & Certification





GRUP PEMERIKSAAN TEMPAT KERJA

A

Group & Company
Bina Darulaman Berhad
Bina Darulaman Berhad

Group & Company

Group & Company

GRUP PEMERIKSAAN TEMPAT KERJA

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Approval obtained from TNB



Sustainability Statement (Continued)

SUSTAINABILITY APPROACH

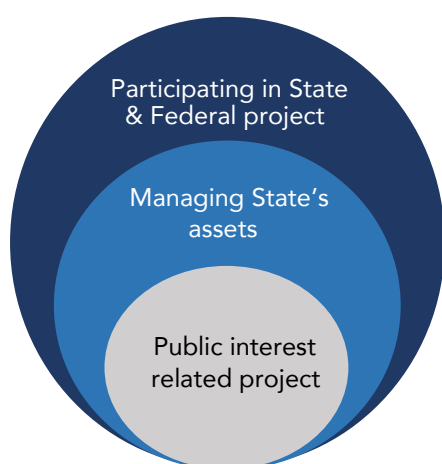
ECONOMIC

Supporting Government Policy

We collaborate closely with the State and Federal Government on policy implementation in order to support the State and Federal economic growth for the benefit of its people and to grow the Group to become the premier government-linked company in Kedah. Despite the bearish economy and unfavourable market sentiment in the midst of the Covid-19 pandemic, we have demonstrated revenue and earnings resilience in FY2021 by meeting our targets.

Our development is kept within an affordable range to reflect our belief that sustainability lies in being innovative and meeting the needs of end purchasers without jeopardising future generations' ability to meet their own needs.

We intend to improve our revenue and asset productivity by establishing new revenue streams and structures, as illustrated below:



Government Associated Project
Water Treatment Plan, Pelubang
State Road Maintenance, Kedah
Non-Revenue Water, Perlis
Private/Other Corporate Projects
JV Darulaman Lagenda, Sg. Petani - Affordable Township
JV Bandar Sejahtera, Pokok Sena
JV Darulaman Perdana West, Sungai Petani
JV Darulaman Perdana Central, Sungai Petani
JV Puncak Harmoni, Kuala Kangsar
Leasing Programme of Darulaman Golf Resort Berhad and Fantasia Aquapark
Kulim Technology Park-Construction of new factory

Code of Business Conduct and Ethics

BDB is committed to strong corporate governance policies and practices that enable the Board of Directors to be effective in its oversight role. We ensure that our shareholders' long-term interests are served and to monitor adherence to BDB's standards and policies.

We have upheld the highest levels of integrity and ethics and are proud of our traditions of accountability and responsibility. BDB believes that transparent disclosure of our corporate governance policies is critical to preserving our well-established reputation and the trust of our investors. This establishes a "tone at the top" for good governance and includes the necessary checks and balances that a formalised system of governance should have.

Sustainability Statement (Continued)

BDB has established clear policies for the administration, communication, training, and enforcement of a set of stringent rules and regulations, which can be found in our Code of Business Conduct and Ethics, which is publicly available on the Company's website.

The Code of Ethics governs business decisions and actions taken by our directors, officers, and employees and expresses the Company's fundamental and core values, which include:



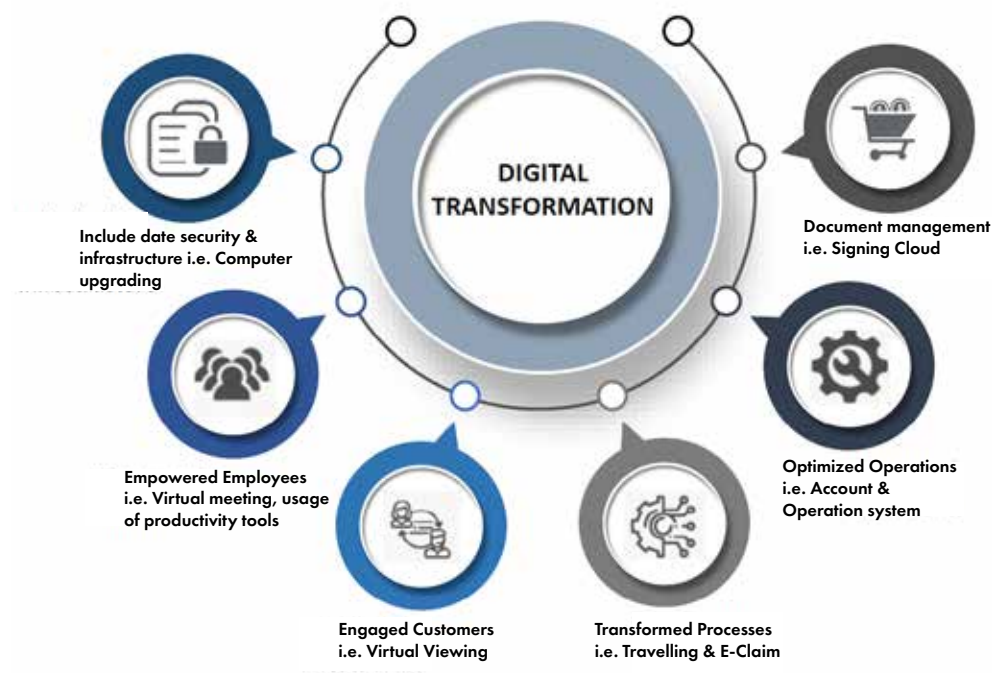
Anti-Bribery & Anti-Corruption Policy and Whistle Blowing Policy

BDB is committed to zero tolerance to bribery, corruption, and conflicts of interest. Employees are prohibited from, among other things, directly or indirectly through a third-party, (i) offering, authorising, promising, directing, or providing anything of value to any government official with the intent of influencing that person to assist the Company in obtaining or retaining business or obtaining an improper business advantage, or (ii) otherwise, offering or giving anything to anyone in connection with Company business that could be perceived as a bribe is prohibited.

An employee can anonymously report any suspected or observed violation through our whistleblowing channel via email to whistleblowing@bdb.com.my. Furthermore, BDB includes a provision in vendor contracts highlighting the requirements of our Code, including how to file a complaint on our hotline if they become aware of any inappropriate activity. In FY2021, we recorded zero cases and remain committed to adhering to these policies and principles and we are confident that our employees will continue to act in accordance with these policies and ideals.

Sustainability Statement (Continued)

Digital and Business Transformation



We have established a Digitalisation Programme in the 2021 covering six areas:

1. Data Security and Infrastructure – intensify use of Cloud services and replacing desktop to laptop allowing employees to work from home;
2. Virtual meetings – installation of infrastructure for hybrid meeting system;
3. Virtual viewing - introduced virtual experiences tour of our township;
4. Transformed Processes – established an online claim module, reducing claim cycle from weeks to 2-3 days; online travel module allowing instant approval for outstation and linking to online claim system;
5. Optimised Operation – integration of various systems from general ledger account, human resource system - Orisoft and Enterprise Resource Planning - Pronto Xi and IFCA; and
6. Document Management – use of cloud document allowing e-signatures and reducing use of papers.

The availability of various platforms to facilitate communications and increase collaboration has allowed us to stay in touch and work efficiently, keeping our people safe and minimising productivity loss while strengthening accountability and efficiency. The Group has been investing in information technology ("IT") assets and infrastructure (bandwidth, software, and hardware) and in FY2021, we continue to embrace Digital Transformation and Work Space Security Safety.

Security	Safety
<ul style="list-style-type: none"> • Accessibility • Reassessed on high-risk area, its process and continuation • Security services and technology 	<ul style="list-style-type: none"> • Compliance with Authorities requirement • Provided training and awareness program • Yearly basis insurance risk review

Sustainability Statement (Continued)

Quality Management System

We are committed to providing high-quality products and services, and it is our responsibility to meet our customers' expectations while also protecting the Group's reputation and brand credibility. The Group has Quality Management System ISO 9001:2015 from SIRIM QAS International Sdn Bhd for "Provision of Management of Design and Construction Services for Building and Civil Engineering Works" and QCLASSIC certifications from Construction Industry Development Board, which is used across projects to assess the quality of workmanship.

ENVIRONMENT

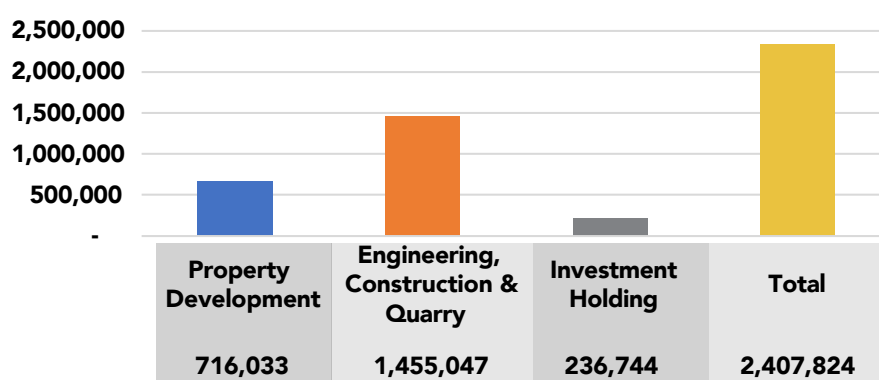
We care about the environment and are acutely aware of the irreversible impact of our business activities and operations. The Group assesses the environmental impact of our business activities and operations and take proactive steps to reduce our carbon footprint. The 3Rs (reduce, reuse, recycle) concept is taken seriously and put it into action by the Group. Our employees and the communities in which we operate work to reduce water and energy consumption, improve waste management processes, and raise environmental awareness among our employees and the communities in which we operate.

Pollution Control and Waste Management

Energy Consumption

Managing energy consumption and implementing energy conservation measures are in line with our goal of providing the most value to our stakeholders. We constantly monitor and manage the use of electricity. In FY2021, we took the initiative to reduce energy consumption by organising an Internal Campaign, such as putting up posters at the office, to raise awareness of energy use among all staff.

BDB Group Electricity Consumption - FYE 2021 (in Kw/H)



Water Consumption

BDB recognises the growing importance of water conservation, especially in areas where water scarcity is a problem. The combined effects of water efficiency measures and decreased physical occupancy as a result of the COVID-19 pandemic have resulted in a downward trend in FY2021.

Sustainability Statement (Continued)

We monitor and benchmark water usage in buildings where we have access to water meter data. To ensure that we are maximising our conservation efforts, we prioritise the oldest, least efficient fixtures for improvement and focus our efforts on some of our largest properties. Smart controllers, low flow sprinkler heads, rain sensors, cooling tower retrofits, and infrastructure upgrades have all been implemented.

Water standards – before discharge:

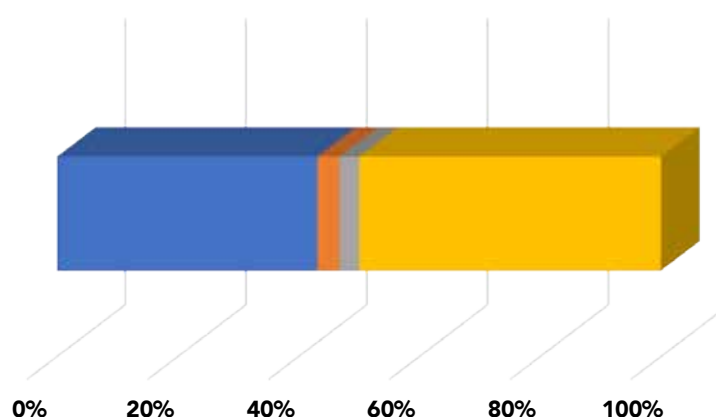
Property Development:

- Environmental Quality Act, 1974 governed the operation of both property and plantation operations as well as Leisure for water quality prior to its discharge to natural mainstreams.
- Water samples were collected by grab sampling technique according to the procedures specified in ASTM D5358. The samples were preserved and sent to a laboratory for analysis.

Engineering, Construction & Quarry:

- Environmental Quality Act, 1974 governed the operation of Engineering, Construction and Quarry operations for water quality prior to its discharge to natural mainstreams.
- Water samples were collected by grab sampling technique according to the regulatory requirements. The samples were preserved and sent to laboratory for analysis.

BDB Group Water Consumption FYE 2021 (in m³)



BDB Group water consumption - FYE 2021 (in m ³)	
■ Property Development	69,972
■ Engineering, Construction & Quarry	5,064
■ Investment Holding	4,818
■ Total	79,854

Sustainability Statement (Continued)

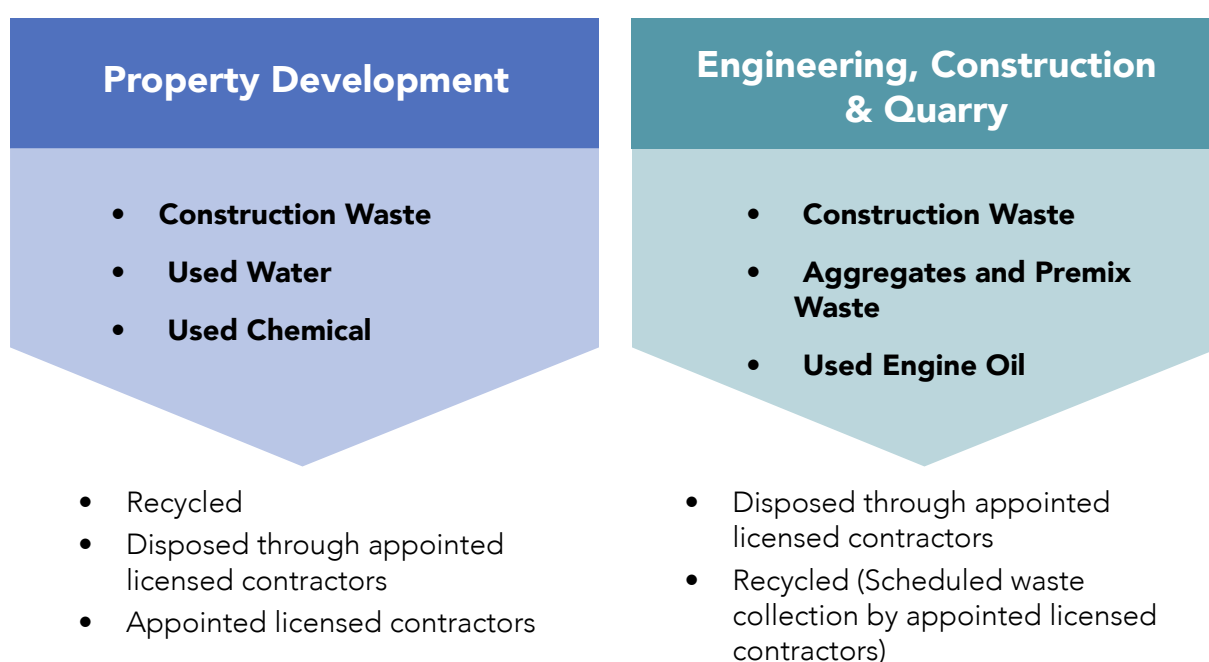
Diesel Consumption

BDB keep diesel consumption to a minimum level, as tabulated total of 63,210 litre in FY2021, by Engineering, Construction and Quarry.

Waste Management

Our project waste is disposed of in accordance with all applicable laws and regulations. In addition, all project sites are subject to ISO 14001:2015 Environmental Management Systems certification compliance requirements.

BDB promotes zero waste throughout the Group by measuring waste generation and through established reduction targets. The following are the waste types identified across all two divisions:



Property Development

By incorporating recreational elements into our projects, BDB is committed to creating and delivering a healthier and more sustainable lifestyle. To support the green concept, we make efforts to conserve nature and undertake extensive landscaping in our townships.

Our 80-acre Darulaman Park in Bandar Darulaman is 45% water and 55% land, with open green fields, jogging and cycling trails, and water recreational activities.

Initiatives in FY2021, was creating a variety of additional activities at Darulaman Park by maximising rental space / partnering with a third party, in order to establish the park as a favourite destination for tourists.

We extended Darulaman Park business operation and convert The Gazebo into food court with 10 – 15 units of cubical kiosk and setup drive-thru dining concept.

Sustainability Statement (Continued)



Compliance with Environmental Laws and Regulations

The Group has not fined or penalised for any environmental violations. We ensure we closely monitor compliance with environmental regulations throughout our operations.

Conservation of Flora and Fauna

In FY2021, our conservation efforts at Darulaman Sactuary, Lubuk Semilang, Pulau Langkawi, continue, while we offer eco-tourism opportunities for the public to observe and appreciate nature.

SOCIAL

BDB aims to create sustainable value in its operations. This objective bond our employees and align with our corporate values, guide our actions and decision-making.

Occupational, Safety & Health (OSH)

BDB is responsible for operating in an environmentally friendly, safe, and healthy environment for our employees and other stakeholders. Our EOSH policy commits to reducing the environmental and health impacts of our operations and products by focusing on environmental protection and pollution prevention, as well as providing safe and healthy working conditions to prevent work-related injury and illness that may result from our business activities in the quarrying and premix industries, as well as road construction and maintenance.

All new employees receive OSH induction training, and existing employees receive refresher training on a regular basis. We had extended our safety and health risk management efforts to include our contractors and subcontractors as part of our outreach. In addition, tool-box meetings are held on a weekly basis at sites to highlight OSH-related issues and compliance requirements.

Over the course of FY2021, BDB organised 400 training hours (FY2020: 2,112 training hours) of OSH relating training to educate and reinforce OSH learnings amongst, construction workers and emergency response team ("ERT") members.

Sustainability Statement (Continued)



01

ESH Induction Training for
New Workers BPQ



02

ESH Induction Briefing Refresher for Road
Servicing Team



03

Temporary Expressway Operation Safety
Passport Training for Highway activities



04

ESH Monthly Toolbox Briefing at BPQ



05

Self-Assessment for Industrial Hygiene
DOSH Kedah at BPQ



06

ESH Induction Briefing Refresher for KKPP



07

Hearing Conservation Programme at BPQ

Sustainability Statement (Continued)

Environmental, Occupational Safety and Health Management System (EOSHMS)

The Group ensures that all leaders and supervisors develop and implement programmes to safeguard health and safety while also preserving the environment at all locations. In November 2021, BDB reviewed the roles and responsibilities of EOSH Committee.

The Committees is to look into all risk controls in order to provide a safe working environment for our projects and ensure that all employees are provided with the necessary safety equipment and protective clothing, as well as being made available for safety training as needed, report the EOSH performance to top management for their review, inspect and carry out our studies on the trends of accident, near miss-accident that occur at the workplace, and make recommendations for corrective actions.

In FY2021, the Committee conducted several inspections, as shown below:



Ear Plug



Goggles / Glasses



Ear Muff



R95 / N95 Mask



Neoprene / Nitril glove



01

ESH Visit & Site Safety Evaluation at Sand Management LPO Project



02

ESH Site Inspection at Sand Management Quarry Sungai Ular, Kulim

Sustainability Statement (Continued)



03

Incident Investigation for Unreported Case at KKPP



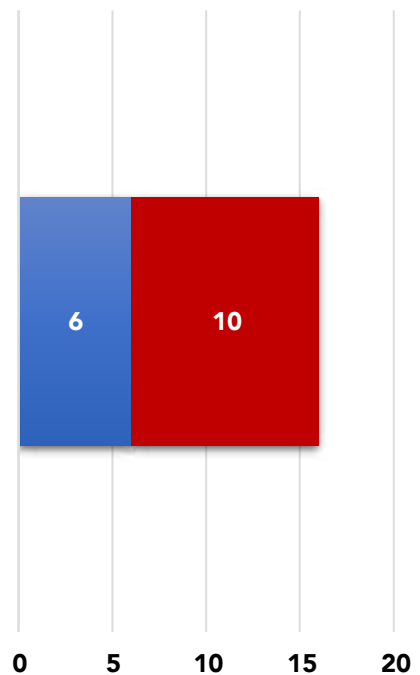
04

EOSH Committee Workplace Inspection

BDB successfully completed Occupational Safety & Health Management System ISO 45001:2018 in line with current ISO requirements for its businesses.

We are constantly improving our control measures by tightening our SOPs and Hazard Identification, Risk Assessment, and Determination Control (HIRADC) documentation, with changes communicated to employees and contractors in the hopes that knowledge will help to reduce incidents / accidents in the future. However, during the financial year under review, there were ten (10) incidents / accidents and corrective actions were taken accordingly, (FY2020: 6).

Incidents reported



Incidents reported

FY2020

6

FY2021

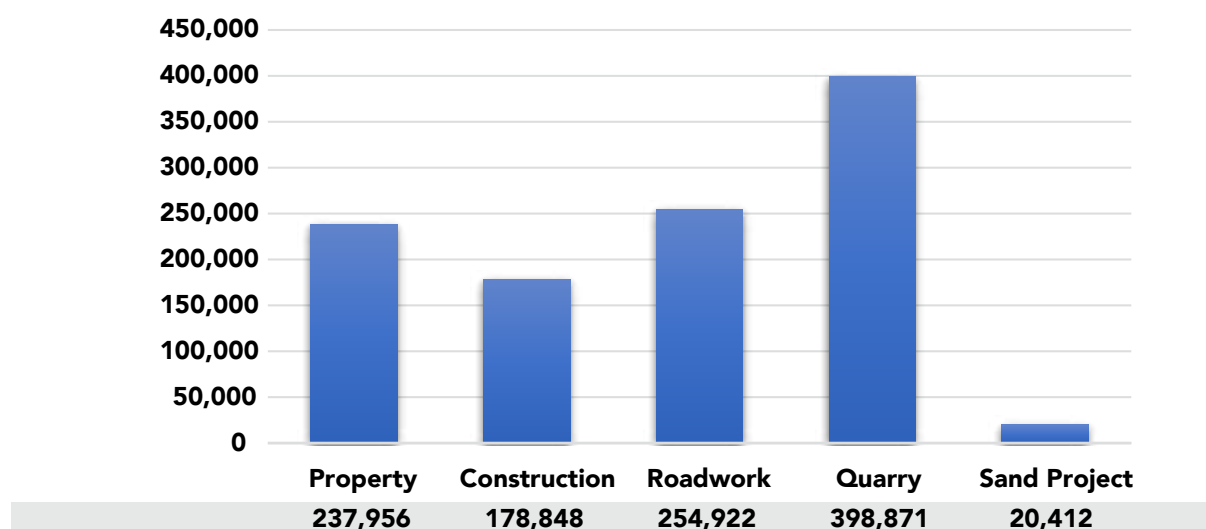
10

Sustainability Statement (Continued)

Y2021 Incidents Reported	No. of lost days
Minor Injury – 4 cases	
Walking on Crusher Plant walkway	3
Premix Plant B Maintenance	2
Premix Plant Maintenance KKPP	3
Tophill loading and hauling	3
Property Damage – 3 cases	
Weighbridge A Cable detach	0
Electrical Plug Spark	0
Inbound Haulage Activity	0
Road Accident – 2 cases	
Commuting	0
Lift Breakdown – 1 case	
Trapped in an Elevator	2

In addition, 1,091,009 total safe man-hours were recorded as of December 2021.

Safe Man-hours Record for Year 2021



In FY2021, we have continued to conduct Safety Campaign to promote safe working habits and raise awareness on the pandemic crisis amongst our employees. We held 10 safety campaign this year and in addition the Group ensure to update our employees on procedures, manual handling, safety, and health practises as revised and recommended by the government from time to time through e-blasts.

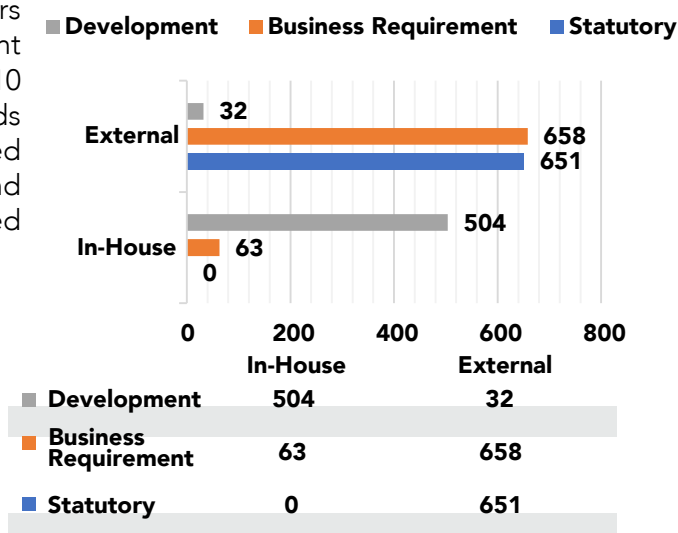
Employee Training and Development

People are our most valuable asset. We value our employees contributions and encourage them to learn and develop new skills though training and skill development.

Sustainability Statement (Continued)

During FY2021, we organised internal, in-house, and external training for our employees, which cost RM67,431 for 1,908 training hours of technical, soft skill, and management skill enhancement courses (FY2020: 5,510 training hours). Based on a Training Needs Analysis, these trainings, which are classified as Statutory, Business Requirement, and Development, were developed and delivered by in-house and external trainers.

Total Training By Category



Employee Engagement

In FY2021, we implemented the following initiatives for our employees in stages:

Strategic Objectives	Action Plans	Initiatives
Execute organisation strategy through competence and sustainable manpower supply.	Implemented talent and succession planning.	<ul style="list-style-type: none"> Leadership Assessment Centre. Succession Planning & Employee mobility. Project Integration.
Enhance remuneration and performance	<ul style="list-style-type: none"> Reviewed compensation structure to be par with the market rate. Implemented simplified performance management system. 	<ul style="list-style-type: none"> Remuneration analysis. Proposal for new salary structure. New Performance Management document.
Improve engagement through culture building	<ul style="list-style-type: none"> Revisited the current employee benefit by introducing flexibility. Introduced new approach of employee engagement. 	<ul style="list-style-type: none"> Flex-Ben project. Human interaction design in HR processes. Job Evaluation project.

Sustainability Statement (Continued)

Further, we assist employees and/or their family members who are ill for an extended period of time by providing needed medical equipment and donations.

Compensation and Benefits

The Group makes certain that our workforce receives competitive remuneration packages as well as deserving benefits. Hospitalisation and surgical plans, personal accident insurance, leave benefits, and travel allowances are all part of our employee benefit programmes.

Medical	Leave	Allowances	Others
Group Personal Accident (GPA). Group Hospitalization and Surgical (GHS). Outpatient. Inpatient. Dental.	Examination leave. Maternity leave. Paternity leave. Matrimonial leave. Hajj Pilgrimage leave. Compassionate leave.	Telephone allowance. Car allowance. Transport allowance. Acting allowance. Site allowance. Relocation Transport allowance.	BDB Home Ownership Programme (BHOP). Club Nomination and Signing Benefits. Education Incentive Scheme. Funeral expenses.

Internship Programme

We have organized an internship programme to students from local colleges and universities as a starting point of their career. This is where students can get professional learning experience that offers practical work related, exposure in working environment and to develop an achieving goal. In FY2021, we had thirteen (13) interns in various departments.

In addition, we also have organised a PROTÉGÉ programme to provide training programmes to develop and guide people in collaboration with industry experts to produce more competitive job seekers and provide a global market to meet current industry needs. In FY2021, we have employed sixty-three (63) staffs to join our PROTÉGÉ programme.

Public and Community Engagement

Our community engagement programmes focused on Education & Knowledge, Sports & Leisure, Religious Outreach and Community Engagement. During FY2021, we contributed RM935,050 to 24 programmes (FY2020: RM516,018 for 47 programmes).

Corporate Social Responsibility ("CSR") Programme Curbing Covid-19 - RM628,800

- Contribution for school & organisation
- Contribution programs by MB, MBI, & EXCO
- Contribution to hospital
- Covid-19 contribution for Tabung Covid-19 (Kedah)
- Distribution of packed food to staffs on duty in IPK Kedah, IPD Kubang Pasu & IPD Kuala Muda, police officers & media members.

Notice of 27th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of Bina Darulaman Berhad (“BDB or the Company”) will be held entirely through live streaming from the broadcasting venue at the Zenith Hall, Level M1, Connexion Conference & Event Centre, Bangsar South City, No. 7, Jalan Kerinchi, 59200, Kuala Lumpur, Malaysia (the “Broadcasting Venue”) on **Thursday, 26 May 2022 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 2021 together with the Reports of the Directors and Auditors thereon.	(Refer Explanatory Note 1)
2.	Propose retirement by rotation under Article 88 (ii) and Article 89 of the Company’s Constitution. i. Under Article 88 (ii) Dato’ Haji Abdul Rahman Bin Abdullah who retires in accordance with Article 88 (ii) of the Company’s Constitution, although eligible has expressed his intention not to seek re-election. Hence, he will only retain office until the close of the 27 th AGM. ii. Under Article 89 To re-elect Sr. Haji Che Had Bin Dhali who is retiring in accordance with Article 89 of the Company’s Constitution. (Refer Explanatory Note 2)	(Resolution 1)
3.	To approve the payment of Directors’ Fees for the Year 2022. (Refer Explanatory Note 3)	(Resolution 2)
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 27 th Annual General Meeting until the next Annual General Meeting of the Company. (Refer Explanatory Note 4)	(Resolution 3)
5.	To re-appoint Messrs. KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Refer Explanatory Note 5)	(Resolution 4)

Notice of 27th Annual General Meeting (Continued)

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.

6. **FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend, speak and vote at the 27th 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 19 May 2022. Only a depositor whose name appears on the Record of Depositors as at 19 May 2022 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.

27 April 2022

Notes:

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

1. The 27th AGM will be conducted as a virtual meeting with online remote voting via Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for the 27th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the 27th 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. With regards to the deposited securities, only members whose names appear in the Record of Depositors as at 19 May 2022 shall be eligible to participate in this 27th AGM.
4. A member of the Company entitled to participate in this 27th 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.

Notice of 27th Annual General Meeting (Continued)

5. 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.
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 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.
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** 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.
9. The conduct of a virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission Malaysia on 7 April 2022. Pursuant to the SC Guidance and Section 327(2) of the Companies Act 2016, the Chairman shall be present at the main venue of the AGM to chair the AGM. Shareholders will **NOT** be physically present at the broadcast venue on the day of the AGM. However, shareholders, shall register their attendance to the 27th AGM remotely by using the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tiah.online>.
10. Shareholders and proxies would need to register as a user via its TIH Online website at <https://tiah.online> provided by Tricor 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.
11. By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate in this 27th 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.

Notice of 27th Annual General Meeting (Continued)

Voting by Poll

12. Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 27th 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.
13. 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

14. 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 2021 (FY2021) 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 – Article 88 (ii)

2. RETIREMENT BY ROTATION PURSUANT TO ARTICLE 88 (ii) OF THE COMPANY'S CONSTITUTION

Dato' Haji Abdul Rahman Bin Abdullah who retires in accordance with Article 88 (ii) of the Company's Constitution, although eligible has expressed his intention not to seek re-election. Hence, he will only retain office until the close of the 27th AGM. His profile is set out on page 25 of the Annual Report 2021.

The Annual Report 2021 is available at <https://www.bdb.com.my/27th-agm/>.

AGENDA 2 - RESOLUTION 1

RE-ELECTION OF DIRECTOR PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION

Sr. Haji Che Had Bin Dhali is a Director standing for re-election in accordance with Article 89 of the Company's Constitution at the 27th Annual General Meeting of the Company. His profile is set out on page 20 of the Annual Report 2021. Sr. Haji Che Had Bin Dhali shall be eligible for re-election.

The Annual Report 2021 is available at <https://www.bdb.com.my/27th-agm/>.

Notice of 27th Annual General Meeting (Continued)

AGENDA 3 – RESOLUTION 2

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 27th AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

Resolution 2 : Payment of Directors' Fees in respect of the preceding Year 2022. Details of the proposed Directors' Fees for the FY2021 are disclosed on page 62 of the Annual Report 2021.

A. Proposed Directors' Fees FY2022

No.	Description	FY2022 (RM)
1.	Chairman	48,000
2.	Non-Executive Director ("NED")	432,000
TOTAL		480,000

The proposed Resolution 2, if passed, will allow the payment of the Directors' Fees to Chairman and NED of the Company on a monthly basis.

AGENDA 4 – RESOLUTION 3

4. DIRECTORS' BENEFITS

Resolution 3 : Benefits payable to Chairman and NED (excluding Directors' Fees) for the period from 27th AGM until the next AGM of the Company (the Relevant Period) the proposed Resolution 3, if passed, will authorise the payment of Directors' Benefits of the Chairman and NED at the Relevant Period. The Benefits comprise of Allowances, Benefits in-kind and other emoluments payable to the Chairman and NED.

Notice of 27th Annual General Meeting (Continued)

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 2022 (RM)	NEDs 2022 (RM)
a. Monthly Fixed Allowance	10,500	Not Applicable
b. Additional Allowance	10,000	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 4

5. APPOINTMENT OF AUDITORS

The proposed of re-appointment of Messrs. KPMG PLT as Auditors of the Company is 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.

Administrative Guide for 27th Annual General Meeting

Day and Date	: Thursday, 26 May 2022
Time	: 10.00 a.m.
Virtual via online meeting platform	: TIIH Online website at https://tiih.online
Broadcast Venue	: Zenith Hall, Level M1, Connexion Conference & Event Centre, Bangsar South City, No. 7, Jalan Kerinchi, 59200, Kuala Lumpur.

Dear Shareholders,

As a precautionary measure amid the COVID-19 outbreak, the Company's forthcoming Annual General Meeting ("AGM") will be conducted virtual on our Online Meeting Platform, as the safety of our members, Directors, staff and other stakeholders who will attend the AGM is of paramount importance to us.

The conduct of a virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission Malaysia on 7 April 2022.

Pursuant to the SC Guidance and Section 327(2) of the Companies Act, 2016, the Chairman shall be present at the main venue of the AGM to chair the AGM. Shareholders will **NOT** be physically present at the broadcast venue on the day of the AGM. However, shareholders, shall register their attendance to the 27th AGM remotely by using the Remote Participation and Voting ("RPV") Facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiih.online>.

We strongly encourage you to participate in the virtual AGM via the Virtual Meeting Facilities provided to exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

Shareholders are to attend, speak (including posing questions to the Board of Directors of the Company ("Board") via real time submission of typed texts) and vote (collectively, "participate") remotely at the 27th AGM using RPV provided by Tricor via its TIIH Online website at <https://tiih.online>.

Administrative Guide for 27th Annual General Meeting (Continued)

PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 27th 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. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. 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., Thursday, 27 April 2022 up to the day of AGM, Thursday, 26 May 2022. Login with your user ID and password and select the corporate event: "(REGISTRATION) BDB 27TH 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 19 May 2022, the system will send you an e-mail after 24 May 2022 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for the approval of new user of TIIH Online as well as the registration for RPV in order that you can login to TIIH Online and participate in the AGM remotely).</i></p>
ON THE DAY OF THE AGM (26 MAY 2022)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 27th AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the AGM on Thursday, 26 May 2022 at 10.00 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: "(LIVE STREAM MEETING) BDB 27TH AGM" to engage in the proceedings of the 27th 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 during the 27th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.

Administrative Guide for 27th Annual General Meeting (Continued)

Procedure	Action
ON THE DAY OF THE AGM (26 MAY 2022)	
(e) Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on Thursday, 26 May 2022 until a time when the Chairperson announces the completion of the voting session of the 27th AGM. Select the corporate event: "(REMOTE VOTING) BDB 27TH AGM". or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. 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 27th AGM, the live streaming will end.

Note to users of the RPV facilities:

- 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.
- 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.
- 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.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the 27th AGM must ensure that the duly executed Form of Proxy are deposited in a hard copy form or by electronic means to Tricor no later than **Tuesday, 24 May 2022 at 10:00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must 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.

(ii) By electronic form

The proxy form can be electronically lodged via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide on the conduct for the 27th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

Administrative Guide for 27th Annual General Meeting (Continued)

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the **Company's Registered Office at Aras 9, Menara BDB, 88, Lebuh Raya Darulaman, 05100 Alor Setar, Kedah Darul Aman** or via the email address at **agm@bdb.com.my** not later than **Tuesday, 24 May 2022 at 10.00 a.m.** to participate via RPV in the 27th AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment at the **Company's Registered Office at Aras 9, Menara BDB, 88, Lebuh Raya Darulaman, 05100 Alor Setar, Kedah Darul Aman** or via the email address at **agm@bdb.com.my** not later than **Tuesday, 24 May 2022 at 10.00 a.m.** to participate via RPV in the 27th AGM. The certificate of appointment should be executed in the following manner:

If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.

- (i) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
- (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Procedure		Action
i. Steps for Individual Members		
(a)	Register as a User with Tricor's TIH Online website	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIH Online, you are not required to register again.
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "BDB 27TH AGM – Submission of Proxy Form". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy(ies) appointment.

Administrative Guide for 27th Annual General Meeting (Continued)

Procedure	Action
ii. Steps for Corporation or Institutional Members	
(a) Register as an User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Access TIIH online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate member electronic proxy.)</i></p>
(b) Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to Tricor's TIIH Online website at https://tiih.online. • Select the corporate event: "BDB 27TH AGM – Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

GENERAL MEETING RECORD OF DEPOSITORS ("ROD")

Only a depositor whose name appears on the ROD as at 19 May 2022 shall be entitled to attend, speak and vote at the AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.

POLL VOTING

The voting at the 27th AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Shareholders can proceed to vote on the resolutions at any time from the commencement of the 27th AGM at 10.00 a.m. but before the end of the voting session, which will be announced by the Chairman 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 27th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

Administrative Guide for 27th Annual General Meeting (Continued)

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 27th AGM via Tricor's TIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Tuesday, 24 May 2022 at 10.00 a.m.** The Board will endeavour to answer the questions received at the 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 9265

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

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

: Mr Ang Wai Meng +603-2783 9265 / Email: Wai.Meng.Ang@my.tricorglobal.com

: Ms Wong Pang Yi +603-2783 9265 / Email: Pang.Yi.Wong@my.tricorglobal.com

Personal Data Privacy

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This serve to 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.