

NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting of Bina Darulaman Berhad (BDB or the Company) will be held at the Delima 2, Raia Hotel & Convention Centre Alor Setar, Lot 3860, Mukim Titi Gajah, Seksyen 2, Bandar Anak Bukit, 06550 Alor Setar, Kedah Darul Aman, Malaysia, on **Thursday, 29 May 2025 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 2024 together with the Reports of the Directors and Auditors thereon. **(Refer Explanatory Note 1)**
2. To re-elect the following Directors who retire by rotation in accordance with Article 88(ii) of the Company's Constitution and who being eligible offer themselves for re-election.
 - i. YB Ir. Ts. Khairil Nizam Bin Khirudin **(Resolution 1)**
(Refer to Explanatory Note 2)
 - ii. YB Ts. Dr. Mohd Suffian Bin Yusoff **(Resolution 2)**
(Refer to Explanatory Note 2)
 - iii. Puan Nawal Binti Hanafiah **(Resolution 3)**
(Refer to Explanatory Note 2)
3. To re-elect Tuan Haji Junaidi Bin Abidin who retires in accordance with Article 89 of the Company's Constitution and being eligible offers himself for re-election. **(Resolution 4)**
(Refer to Explanatory Note 3)
4. To approve the Directors' Fees of RM648,000 for the Financial Year 2025. **(Resolution 5)**
(Refer to Explanatory Note 4)
5. To approve Directors' Benefits (excluding Directors' Fees) in accordance with Section 230(1) of the Companies Act 2016 with effect from the 30th Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 6)**
(Refer to Explanatory Note 5)
6. To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 7)**
(Refer to Explanatory Note 6)
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, speak and vote at the 30th 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 of 20 May 2025. Only a depositor whose name appears on the Record of Depositors as of 20 May 2025 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. 202208000505

LS 0008190

Company Secretary

Alor Setar,
Kedah Darul Aman

30 April 2025

Notes:

1. With regards to the deposited securities, only members whose names appear in the Record of Depositors as of 20 May 2025 shall be eligible to participate in this 30th AGM.
2. A member of the Company entitled to participate in this 30th 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote in this 30th AGM 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.

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Voting by Poll

8. Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 30th AGM will be put to vote on poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the voting session and verify the results of the poll respectively.
9. 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

10. 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 the Rules of the Depository, to issue a 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 2024 (FY2024) under Agenda 1 are laid before shareholders pursuant to provisions of Section 340(1)(a) of the Companies Act 2016 for discussion only and will not be put forward for voting.

AGENDA 2: RESOLUTION 1 TO RESOLUTION 3

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

The following directors will be up for re-election or re-appointment at the upcoming 30th Annual General Meeting: YB Ir. Ts. Khairil Nizam Bin Khirudin, YB Ts. Dr. Mohd Suffian Bin Yusoff and Puan Nawal Binti Hanafiah. You can find detailed profiles of each of these directors on page 28, 29 & 30 of the Annual Report 2024. It should be noted that all directors who retire from office will be eligible for re-election.

The Annual Report 2024 is available at <https://www.bdb.com.my/30th-agm/>.

AGENDA 3 – RESOLUTION 4

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

Tuan Haji Junaidi Bin Abidin is a director who is standing for re-election in accordance with Article 89 of the Company's Constitution at the 30th Annual General Meeting of the Company. The profile of Tuan Haji Junaidi is provided on page 31 of the Annual Report 2024. It is important to note that he is entitled for re-election.

The Annual Report 2024 is available at <https://www.bdb.com.my/30th-agm/>.

AGENDA 4 – RESOLUTION 5**4. 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 30th AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

Resolution 5: Payment of Directors' Fees in respect of the preceding Year 2025. Details of Directors' Fees for the FY2024 are disclosed in the Corporate Governance Report which is available on the Company's website at <https://www.bdb.com.my/corporate-governance/>. The Directors' Fees for FY2025 amount to RM72,000 per director and the proposal for FY2025 is as follows:

A. Proposed Directors' Fees for the FY2025

No.	Description	FY2025 (RM)
1.	Chairman	72,000
2.	Executive Director (ED)	72,000
3.	Non-Executive Directors (NEDs) (7 x RM6,000 x 12 months)	504,000
TOTAL		648,000

AGENDA 5 – RESOLUTION 6**5. DIRECTORS' BENEFITS**

Resolution 6: Benefits payable to Chairman, NEDs and ED (excluding Directors' Fees) for the period from 30th AGM until the next AGM of the Company (the Relevant Period) the proposed Resolution 6, if passed, will authorise the payment of Directors' Benefits of the Chairman, NEDs and ED at the Relevant Period. The Benefits comprise Allowances, Benefits in-kind and other emoluments payable to the Chairman, NEDs and ED.

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The Directors' Remuneration (excluding Directors' Fees) comprises meeting allowances and other emoluments payable to the Chairman and members of the Board and Board Committees are as follows:

B. Directors' Remuneration (Excluding Directors' Fees)

Description		Chairman 2025 (RM)	NEDs & ED 2025 (RM)
a.	Monthly Fixed Allowance	10,000	Not Applicable
Description		Chairman of Meeting (RM)	Member (RM)
b.	Meeting allowances per meeting:		
	- Board Meeting	4,000	3,500
	- Board Committee Meetings		
i.	Board Nomination, Remuneration & ESOS Committee Meeting	3,000	2,500
ii.	Board Audit Committee Meeting	3,000	2,500
iii.	Board Risk Committee Meeting	3,000	2,500
iv.	Board Sustainability Committee Meeting	3,000	2,500
v.	Board Investment Committee Meeting	3,000	2,500
vi.	Board Procurement Committee Meeting	3,000	2,500
c.	Annual General Meeting & Extraordinary General Meeting	3,000	2,500
d.	Other Allowances:		
	Leave passage for NEDs	16,000	

AGENDA 6 – RESOLUTION 7

6. APPOINTMENT OF AUDITORS

The proposed re-appointment of Messrs. BDO 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 submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, you hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with our Personal Data Protection Notice set out in www.bdb.com.my/privacy-policy.

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.