Notice of 28th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of Bina Darulaman Berhad ("BDB" or "the Company") will be held at the 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, 8 June 2023** at **10.00 a.m.** or any adjournment thereof, as indicated below:

AGENDA

AS ORDINARY BUSINESS		
1	To receive the Audited Financial Statements for the Financial Year Ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.	***(Refer Explanatory Note 1)***
2	To re-elect the following Directors who are retiring in accordance with Article 88(ii) of the Company's Constitution.	
	I. YB Ir. Ts. Khairil Nizam Bin Khirudin ***(Refer to Explanatory Note 2)***	***(Resolution 1)***
	II. Dato' Haji Syed Yussof Bin Syed Othman ***(Refer to Explanatory Note 2)***	***(Resolution 2)***
	III. Tuan Haji Muhamad Sobri Bin Osman ***(Refer to Explanatory Note 2)***	***(Resolution 3)***
3	To re-elect the following Directors who are retiring in accordance with Article 89 of the Company's Constitution.	
	I. Professor Dr. Mohd Suffian Bin Yusoff ***(Refer to Explanatory Note 3)***	***(Resolution 4)***
	II. Puan Nawal Binti Hanafiah ***(Refer to Explanatory Note 3)***	***(Resolution 5)***
	II. YM Raja Shahreen Bin Raja Othman ***(Refer to Explanatory Note 3)***	***(Resolution 6)***
4	To approve the payment of Directors' Fees for the Year 2023. ***(Refer to Explanatory Note 4)***	***(Resolution 7)***
5	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 28th Annual General Meeting until the next Annual General Meeting of the Company. ***(Refer to Explanatory Note 5)***	***(Resolution 8)***
6	To approve the payment of the first and final single-tier dividend of 0.46 sen per ordinary share in respect of the financial year ended 31 December 2022. ***(Refer to Explanatory Note 6)***	***(Resolution 9)***

7	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 to Explanatory Note 7)***	***(Resolution 10)***
8	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 28th 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 31 May 2023. Only a depositor whose name appears on the Record of Depositors as of 31 May 2023 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.

13 April 2023

Notes:

1. With regards to the deposited securities, only members whose names appear in the Record of Depositors as of 31 May 2023 shall be eligible to participate in this 28th AGM.
2. A member of the Company entitled to participate in this 28th 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 28th 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.

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 28th 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 2022 ("FY2022") 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

Directors who are standing for re-election or re-appointment at the 28th Annual General Meeting are YB Ir. Ts. Khairil Nizam Bin Khirudin, Dato' Haji Syed Yussof Bin Syed Othman and Tuan Haji Muhamad Sobri Bin Osman. The profiles of the Directors who are standing for re-election or re-appointment are set out on pages 22 to 24 of the Annual Report 2022. All Directors who retire from office shall be eligible for re-election.

The Annual Report 2022 is available at https://www.bdb.com.my/28th-agm/.

AGENDA 3 – RESOLUTION 4 TO RESOLUTION 6

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

Professor Dr. Mohd Suffian Bin Yusoff, Puan Nawal Binti Hanafiah and YM Raja Shahreen Bin Raja Othman are Directors standing for re-election in accordance with Article 89 of the Company's Constitution at the 28th Annual General Meeting of the Company. The profiles of the Directors who are standing for re-election or re-appointment are set out on pages 20, 25 and 26 of the Annual Report 2022. All Directors who retire from office shall be eligible for re-election.

The Annual Report 2022 is available at https://www.bdb.com.my/28th-agm/.

AGENDA 4 – RESOLUTION 7

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 28th AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

Resolution 7	Payment of Directors' Fees in respect of the preceding Year 2023. Details of the Directors' Fees for the FY2022 are disclosed in the Corporate Governance Report which is available on the Company's website at https://bdb.com.my/corporate governance/.

A. Proposed Directors' Fees FY2023

No.	Description	FY2023 (RM)
1	Chairman	48,000
2	Non-Executive Directors ("NED") and Executive Director ("ED")	384,000
	TOTAL	**432,000**

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

AGENDA 5 – RESOLUTION 8

5. DIRECTORS' BENEFITS

Resolution 8	Benefits payable to Chairman, NED and ED (excluding Directors' Fees) for the period from 28th AGM until the next AGM of the Company (the Relevant Period) the proposed Resolution 8, if passed, will authorise the payment of Directors' Benefits of the Chairman, NED and ED at the Relevant Period. The Benefits comprise Allowances, Benefits in-kind and other emoluments payable to the Chairman, NED and ED.

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 2023 (RM)	NEDs & ED 2023 (RM)
a.	**Monthly Fixed Allowance**		10,500	Not Applicable
	Description		**Chairman of Meeting (RM)**	**Member (RM)**
b.	**Meeting allowances per meeting:**			
	- Board Meeting		3,500	3,000
	- Board Committee Meetings			
	I.	Board Audit Committee Meeting	2,500	2,000
	II.	Board Nomination, Remuneration and ESOS Committee Meeting	2,500	2,000
	III.	Board Risk Committee Meeting	2,500	2,000
	IV.	Board Procurement Committee Meeting	2,500	2,000
	V.	Board Investment Committee Meeting	2,500	2,000
	VI.	Board Sustainability Committee Meeting	2,500	2,000
c.	**Annual General Meeting & Extraordinary General Meeting**		2,500	2,000
d.	**Other Allowances:**			
	Training expenses for each director (excluding ED)			RM40,000

AGENDA 6 – RESOLUTION 9

6. NOTICE OF DIVIDEND PAYMENT & BOOK CLOSURE

NOTICE IS HEREBY GIVEN THAT, a first and final single-tier dividend of 0.46 sen per ordinary share in respect of the financial year ended 31 December 2022, if approved by the shareholders, will be paid on 18 July 2023 to Depositors whose names appear in the Record of Depositors on 30 June 2023.

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

a) Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 30 June 2023 in respect of ordinary transfer; and

b) Shares bought on the Bursa Malaysia Securities Berhad (Bursa Malaysia) on a cum entitlement basis according to the Rules of the Bursa Malaysia.

AGENDA 7 – RESOLUTION 10

7. APPOINTMENT OF AUDITORS

The proposed 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 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.