



Registration No:199501003751(332945-X)

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MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, 23 SEPTEMBER 2021 AT 10.00 A.M., FULLY VIRTUAL VIA REMOTE PARTICIPATION AND VOTING (RPV) THROUGH LIVE STREAMING FROM THE ONLINE MEETING PLATFORM AT <HTTPS://MEETING.BOARDROOMLIMITED.MY> (DOMAIN REGISTRATION NO. WITH MYNIC – D6A357657) PROVIDED BY BOARDROOM SHARE REGISTRARS SDN BHD ON THURSDAY, 23 SEPTEMBER 2021 AT 10.00 A.M.

CHAIRMAN & MEMBERS OF THE BOARD : Y. Bhg Dato' Mohamed Sharil Tarmizi
(Chairman)
Y. Bhg Dato' Asri Bin Hamidon
(Senior Independent Director)
Y. Bhg Tuan Mohamad Ibrahim Bin Ghazali
(Member)
YB Senator Ir. Ts. Khairil Nizam Bin Khirudin
(Member)
Y. Bhg Dato' Zakiah Bin Kassim
(Member)

Y. Bhg Tuan Haji Syed Yussof Bin Syed Othman
(Member)

Y. Bhg Dato' Abdul Rahman Bin Abdullah
(Member)

Y. Bhg Tuan Haji Muhamad Sobri Bin Osman
(Member)

IN ATTENDANCE : Encik Faris Najhan Bin Hashim
(President & Group Chief Executive Officer (GCEO))
Encik Mohd Iskandar Dzulkarnain Bin Ramli
(Executive Vice President I (EVP I) – Strategy, Finance & Corporate Services @ Chief Corporate Officer)
Encik Mohd Sobri Bin Hussein
(Executive Vice President II / Chief Operation Officer (COO))
Puan Khairulmuna Bt Abd Ghani
(Group Company Secretary)

BY INVITATION : Mr. Tai Yoon Foo
(Partner, Messrs KPMG PLT)



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- SHAREHOLDERS AND PROXIES : A total of 300 shareholders (“Shareholders”) and proxies representing 204,885,145 ordinary shares participated online in BDB Fully Virtual 26th AGM as per the Attendance Record issued by Boardroom Share Registrar Sdn Bhd (“BR”) as the Poll Administrator. (The Shareholders are based on Record of Depositors as of 15 September 2021 reproduced by the Company’s Share Registrar, Bina Management Sdn Bhd under the Main Market Listing Requirements).
- CONVENING OF THE MEETING : The 26th Annual General Meeting of the Company (“the Meeting/25th AGM”) was called to order at 10.00 a.m.

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1.0 WELCOMING REMARKS & INTRODUCTION

Y.Bhg Dato' Mohamed Sharil Tarmizi, the Chairman ("The Chairman") in his opening remarks welcomed all the shareholders and proxies of Bina Darulaman Berhad ("the Company/BDB") who have logged in to join the fully virtual meeting of 26th AGM of the Company through the online meeting platform at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn Bhd.

Y.Bhg Dato' Chairman said this is our first electronic and online AGM and it complies with Section 327(2) of the Companies Act, 2016, Clause 57 (i) of the Company's Constitution and Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers revised by Securities Commission Malaysia ("SC") on 16 July 2021 ("Guidance Note"), to curb the spread of Covid-19.

Y.Bhg Dato' Chairman informed that the Notice of 26th AGM dated 25 August 2021 has been sent to all the Shareholders within the prescribed period and Annual Report 2020 is available for the Shareholders to download on Company website www.bdb.com.my. He declared the Notice of 26th AGM taken as read.

Y.Bhg Dato' Chairman reminded the Participants of the 26th AGM that the Securities Commission ("SC") has further revised its Guidance Note where all meeting participants including the Chairman of the meeting, board members, senior management, and shareholders are required to participate in the meeting online where the physical gatherings are strictly prohibited during this period.

Thereafter, the Chairman proceeded to introduce the members of the Board and Senior Management who are participating in the 26th AGM remotely via video conference namely Y.Bhg Dato' Asri Bin Hamidon, being the Senior Independent Non-Executive Director, Chairman of Board Nomination, Remuneration, and ESOS Committee, Y.Bhg Tuan Mohamad Ibrahim Bin Ghazali, being the Independent Non-Executive Director, Chairman of Board Audit Committee, YB Senator Ir. Ts. Khairil Nizam Bin Khirudin, being the Independent Non-Executive Director, Y.Bhg Dato' Zakiah Binti Kassim, being the Independent Non-Executive Director, Chairman of Board Procurement Committee, Y.Bhg Tuan Haji Syed Yussof Bin Syed Othman, being the Non-Independent Non-Executive Director, Y.Bhg Dato' Haji Abdul Rahman Bin Abdullah, being the Non-Independent Non-Executive Director and Y.Bhg Tuan Haji Muhamad Sobri Bin Osman being the Non-Independent Non-Executive Director who has joined the Meeting via remote participation and voting.

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The Management , Encik Faris Najhan Bin Hashim, the President & Group Executive Officer, Encik Mohd Iskandar Dzukarnain Bin Ramli, the Executive Vice President I (EVP I) – Strategy, Finance & Corporate Services @ Chief Corporate Officer, Encik Mohd Sobri Bin Hussein, Executive Vice President II (EVP II) @ Chief Operating Officer.

Y.Bhg Dato’ Chairman also went on to introduce, Puan Khairulmuna Bt Abd Ghani, the Group Company Secretary, and also Mr. Tai Yoon Foo, the Auditors from Messrs KPMG.

Y.Bhg Dato’ Chairman informed the meeting that in case of any technical difficulties, the Chairmanship of the meeting will be deputised by Senior Independent Director, Y.Bhg Dato’ Asri Bin Hamidon, aided by the Company Secretary, who will read out the resolutions.

Y.Bhg Dato’ Chairman also reminded the Participants of the 26th AGM that the Meeting is restricted to the shareholders, valid proxy holders, and authorized corporate representatives (“Participants”). The proceedings of this 26th AGM are deemed confidential and only for the information of the relevant parties. The Chairman further said that the Participants are restricted from making any visual or audio recording of this 26th AGM.

Y.Bhg Dato’ Chairman said that while we try our best to ensure smooth live streaming, the quality of the connectivity to the virtual meeting portal for a live webcast, as well as for remote online voting, is highly dependent on the bandwidth and stability of the internet connection available at the location of the remote users.

Y. Bhg Dato' Chairman thanked all Shareholders who took the effort to join today's meeting while staying safe as the fight against the Covid-19 pandemic continues.

2.0 QUORUM OF MEETING

The Company Secretary was invited to confirm the quorum of the Meeting. The Company Secretary informed the Participants that under Article 57(ii) of the Company’s Constitution, two (2) members present or by proxy or by any representative or a combination of both shall be a quorum for a general meeting. She has confirmed that there was a sufficient quorum for today’s Meeting.

The Company Secretary informed the Participants that at the closing of the proxy form submission to the Company’s registered address, the Company has received a total of 20 proxy forms from the ordinary shareholders of the Company, representing a total

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shareholding of 204,885,145 ordinary shares which is approximately 67.30% of the issued ordinary shares of the Company.

With the requisite quorum being present, the Chairman declared the meeting duly constituted and shall proceed to business.

3.0 ANNOUNCEMENT ON POLLING AND ADMINISTRATIVE MATTERS

Y.Bhg Dato' Chairman explained the procedures of the meeting and informed the participants that all resolutions as set out in the Notice of 26th AGM would be put to vote by way of poll under paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Company is required to appoint at least one scrutineer to validate the votes cast at the general meeting.

The Chairman declared that all resolutions in the Notice of the 26th AGM shall be voted by-poll.

Y.Bhg Dato' Chairman informed the Participants that Boardroom has been appointed as the Poll Administrators to conduct the poll by way of electronic voting ("e-Voting"), whilst Sky Corporate Services Sdn Bhd ("SKY") had been appointed as the poll scrutineers to validate the votes cast and verify the poll results.

Y.Bhg Dato' Chairman further informed the Participants that the poll on all resolutions will be conducted electronically either forthwith or after an interval of the meeting had deliberated on all items on the agenda via the Remote Participation and Electronic Voting ("RPV") facilities provided by the Boardroom.

Y.Bhg Dato' Chairman informed the meeting that Ordinary Resolutions 1 to 8 required a simple majority of more than 50% of the votes from those members present virtually or by proxies and voting at this meeting.

Y.Bhg Dato' Chairman also encouraged the shareholders to participate in the 26th AGM by asking questions. Questions could be submitted in real-time by clicking on the messaging chat box icon if they had any questions to raise.

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Y.Bhg Dato' Chairman informed that questions raised would be addressed once all the agenda items had been presented. Questions that were similar or repetitive would not be repeated to provide the opportunity for other shareholders to raise questions.

(Before the commencement of the fully virtual 26th AGM of BDB, Video Presentation of re-polling process displayed on the screen)

4.0 ITEM 1 OF THE AGENDA

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Y.Bhg Dato' Chairman briefed the Participants that Item 1 of the Agenda, which is to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the reports of the Directors and Auditors thereon. He further said that the Annual Report 2020 of the Company containing the Audited Financial Statements has been sent to all the Shareholders on 28th May 2021.

According to Section 304(1) of the Companies Act 2016, the Directors are required to lay before the shareholders the Audited Financial Statements.

The Audited Financial Statements do not require the formal approval of the shareholders and therefore it will not be put forward for voting.

Shareholders are invited to raise questions on the Audited Financial Statements and may post the questions to the Board and Management whilst the meeting is in progress.

Y.Bhg Dato' Chairman invited Encik Faris Najhan Bin Hashim, President & Group Chief Executive Officer (“the GCEO”) to present the Company's performance for the year 2020 as detailed highlighted in his presentation to the shareholders as follows:

1. Key highlights – Updates on the key milestone, corporate structure, and group financial performance for 2020.
2. Key Projects Update – Update for five (5) key projects.
3. How BDB manage Covid-19 – An Overview on Covid-19 impact on BDB, vaccination status, and staff welfare.

4. Way Forward – Updates on business improvement strategy.

Dato' Chairman thanked the GCEO for the presentation and informed that the Audited Financial Statements have been prepared following the Malaysian Financial Reporting Standards, International Financial Reporting Standards, and the Companies Act 2016, giving a true and fair view of the financial position of the Group and the Company for the Financial Year ended 31 December 2020.

Y.Bhg Dato' Chairman also said that the external Auditors, Messrs KPMG has confirmed that the financial statements are in order and present a true and fair view of the financial position of the Group and the Company for the Financial Year ended 31 December 2020.

Y.Bhg Dato' Chairman declared that the Audited Financial Statements of the Company have been duly received by the Shareholders and proxy holders.

The Company Secretary has confirmed that the Company did not receive a letter from Minority Shareholders Watch Group ("MSWG") for this meeting.

**5.0 ITEM NO. 2 (i) OF THE AGENDA – RESOLUTION 1
TO RE-ELECT YB SENATOR IR. TS. KHAIRIL NIZAM BIN KHIRUDIN WHO IS RETIRING UNDER
ARTICLE 89 OF THE COMPANY'S CONSTITUTION**

Y.Bhg Dato' Chairman tabled Resolution 1 on the agenda on the re-election of YB Senator Ir. Ts. Khairil Nizam Bin Khirudin, who was retiring pursuant to Clause 89 of the Constitution of the Company and being eligible, had offered himself for re-election.

Dato' Chairman informed that YB Senator Ir. Ts. Khairil Nizam Bin Khirudin had indicated his willingness to be re-elected as Director of the Company.

The ordinary resolution¹ shall be conducted by poll upon the completion of the remaining business of this Meeting.

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**6.0 ITEM NO. 2 (ii) OF THE AGENDA – RESOLUTION 2
TO RE-ELECT Y.BHG DATO’ ZAKIAH BINTI KASSIM WHO IS RETIRING UNDER ARTICLE 89 OF
THE COMPANY’S CONSTITUTION**

Y.Bhg Dato' Chairman tabled Resolution 2 on the agenda on the re-election of Y.Bhg Dato' Zakiah Binti Kassim, who was retiring pursuant to Clause 89 of the Constitution of the Company and being eligible, had offered herself for re-election.

Y.Bhg Dato’ Chairman informed that Y.Bhg Dato’ Zakiah Binti Kassim had indicated her willingness to be re-elected as Director of the Company.

The ordinary resolution 2 shall be conducted by poll upon the completion of the remaining business of this Meeting.

**7.0 ITEM NO. 2 (iii) OF THE AGENDA – RESOLUTION 3
TO RE-ELECT Y.BHG TUAN HAJI MUHAMAD SOBRI BIN OSMAN WHO IS RETIRING UNDER
ARTICLE 89 OF THE COMPANY’S CONSTITUTION**

Y.Bhg Dato’ Chairman tabled Resolution 3 on the agenda pertaining to the re-election of Tuan Haji Muhamad Sobri Bin Osman, who was retiring pursuant to Clause 89 of the Constitution of the Company and being eligible, had offered himself for re-election.

Dato’ Chairman informed that Y.Bhg Tuan Haji Muhamad Sobri Bin Osman had indicated his willingness to be re-elected as Director of the Company.

The ordinary resolution 3 shall be conducted by poll upon the completion of the remaining business of this Meeting.

**8.0 ITEM NO. 2 (iv) OF THE AGENDA – RESOLUTION 4
TO RE-ELECT Y.BHG TUAN HAJI SYED YUSSOF BIN SYED OTHMAN WHO IS RETIRING UNDER
ARTICLE 89 OF THE COMPANY’S CONSTITUTION**

Dato’ Chairman tabled Resolution 4 on the agenda pertaining to the re-election of Y.Bhg Tuan Haji Syed Yussof Bin Syed Othman, who was retiring pursuant to Clause 89 of the Constitution of the Company and being eligible, had offered himself for re-election.

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Dato' Chairman informed that Y.Bhg Tuan Haji Syed Yussof Bin Syed Othman had indicated his willingness to be re-elected as Director of the Company.

The ordinary resolution 4 shall be conducted by poll upon the completion of the remaining business of this Meeting.

**9.0 ITEM NO. 2 (v) OF THE AGENDA – RESOLUTION 5
TO RE-ELECT Y.BHG TUAN MOHAMAD IBRAHIM BIN GHAZALI WHO IS RETIRING UNDER
ARTICLE 89 OF THE COMPANY'S CONSTITUTION**

Y.Bhg Dato' Chairman tabled Resolution 5 on the agenda pertaining to the re-election of Y.Bhg Tuan Mohamad Ibrahim Bin Ghazali, who was retiring pursuant to Clause 89 of the Constitution of the Company and being eligible, had offered himself for re-election.

Dato' Chairman informed that Y.Bhg Tuan Mohamad Ibrahim Bin Ghazali had indicated his willingness to be re-elected as Director of the Company.

The ordinary resolution 5 shall be conducted by poll upon the completion of the remaining business of this Meeting.

**10.0 ITEM 3 OF THE AGENDA - RESOLUTION 6
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES FOR THE FINANCIAL YEAR 2021**

Y.Bhg Dato' Chairman informed the Participants of the details of the proposed directors' fees for the Year 2021 as stated in *Explanatory Notes 3* of the Notice of the 26th AGM.

Y.Bhg Dato' Chairman informed that the proposed of this resolution is if passed, will give authority to the Company to pay the Directors' Fees for the Year 2021 on a monthly basis.

The ordinary resolution 6 shall be conducted by poll upon completion of the remaining businesses of this Meeting.

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11.0 ITEM 4 OF THE AGENDA – RESOLUTION 7

TO APPROVE THE PAYMENT OF DIRECTORS’ BENEFITS (EXCLUDING DIRECTORS’ FEES) UNDER SECTION 230(1) OF THE COMPANIES ACT 2016 WITH EFFECT FROM THE 26TH ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.

Y.Bhg Dato’ Chairman informed that the details of Directors’ Benefits comprise the allowances, other emoluments, and other claimable benefits payable to the Non-Executive Directors with effect from the 26th AGM until the next AGM of the Company is reflected in the *Explanatory Notes 4* of the Notice of the 26th AGM.

The Ordinary Resolution 7 shall be conducted by poll upon the completion of the remaining businesses of this Meeting.

12.0 ITEM 5 OF THE AGENDA – RESOLUTION 8

TO RE-APPOINT KPMG PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.

Y.Bhg Dato’ Chairman said that Item No. 5 of the Agenda, Resolution 8 is to appoint Messrs KPMG PLT, as the auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

He then confirmed that Messrs KPMG PLT has indicated their willingness to be re-appointed as the Auditors of the Company for the ensuing year.

Resolution 8 shall be conducted by poll upon the completion of the remaining businesses of this Meeting.

The Secretary has indicated that no notice of any other business or transaction at this meeting has been received. With that, all Resolutions as set out in the 26th AGM notice have been tabled.

13.0 QUESTIONS AND ANSWERS SESSION (Q&A SESSION)

Y.Bhg Dato’ Chairman informed that the Company had received questions from the shareholders/proxies via the messaging chatbox.

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Dato' Chairman read out the questions raised by the shareholders/proxies. Dato' Chairman answered some of the questions and redirected some of the questions to the Group Chief Executive Officer ("GCEO") during the meeting.

The questions amongst others were as follows: -

1. Will the company be considering providing e-voucher to shareholders attending this virtual AGM?

Dato' Chairman has replied that the Company will provide TnG e-wallet RM5 to each shareholder and will be credited within 3 days after the Company received the confirmation from the registrar.

2. I requested a printed copy of Annual Report 2020 to agm@bdb.com.my at end of August. Yesterday still not received yet. Kindly proceed accordingly. Thank you in anticipation. I highly appreciated your co-operation and understanding. Thank you very much.

Y.Bhg Dato' Chairman replied that as part of the Company on-going ESG report initiation, the Company did not print the hard copy of the annual reports. Since the year 2019, Shareholders may download the reports from the Company's website www.bdb.com.my.

3. With regard to the LADA concession agreement, how much is the GDV as it's not stated in the Bursa announcement?

The President answered that the concession agreement with LADA is for 30 years period and Company have not sold any of the properties as such is not so much gross development value but the gross rental value of the GRV for the next 30 years i.e. we should be looking at to the gross rental value is RM871 million for the next 30 years.

4. What is the next strategy for the next 6 months?

The President answered that the strategy is the same as what we have done for 2020, it will be the same for 2021 and Q1 of next year. The strategy is fairly simple that we will keep focus, manage the cash flow, the profitability, the PNL, keep our management and workforce safe, healthy and ensure their job security. We will continue our strategies approach leverage on partnership with other partners on joint venture and jointly develop our landbank/project for more recurring income. We launch the houses and

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meet the market in which may be the next 6 months maybe even 1 year and looking for the more affordable section for the housing. The division will continue to focus on developing its existing township and landbank by unlocking the potential value on its remaining landbank

5. Any delay to the construction progress of BDB property projects/construction projects due to COVID-19 being up to date?

The President answered that for the years 2020 and 2021 we have been delayed due to MCO. However, all the projects have received approval from MITI to start projects as recently as September 2021. The previous project was delayed but we managed to get back on track. We also prepared the catch up plan for all the projects and in some cases, the client in government has agreed to the extension of time incorporated in the contract.

6. a) Can the board consider allowing the shareholders to log in to attend AGM virtual meeting on the same day alike other listed companies for the future virtual meeting?

The President answered that Company will look into this. We hope that we can have physical meetings like before when the country has reached herd immunity due to COVID 19 pandemic.

- b) When will the company start to pay a dividend to the shareholders?

The company has started paying dividends. The Company has announced the interim dividend earlier and we hope to continue on this trend. After this, who knows the Company does well, we have cash flow and earn profit. The shareholder should get benefit on it.

Y.Bhg Dato' Chairman ended the Q&A session as we did not receive any further questions from shareholders. Dato' Chairman expressed his appreciation to the participants for their feedback.

ONLINE REMOTE
VOTING

At 10.52 a.m. Dato' Chairman announced that the voting session will be closed in 10 minutes. All ordinary resolutions [Resolution 1 to 8] were put to the vote via RPV. Dato' Chairman

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again, reminded the Participants who have yet to cast their votes to do so.

Y.Bhg Dato' Chairman informed the Shareholders if they have encountered any problems, they can immediately contact Boardroom's Helpdesk line at 03-7890 4700.

The Meeting was adjourned for 15 minutes for the counting and verification of the poll results. Dato' Chairman announced that the Meeting shall resume in 20 to 25 minutes to announce the poll results.

14.0 ANNOUNCEMENT OF POLL RESULTS

The Meeting reconvened at 11.15 a.m. and Dato' Chairman called the meeting to order. The Company Secretary confirmed that there was a sufficient quorum to reconvene the Meeting.

Dato' Chairman then resumed the Meeting to announce the poll results.

The poll results were compiled and verified by the Scrutineers. Dato' Chairman announced the poll results as displayed on the screen.

e-POLLING RESULTS OF THE 26TH AGM HELD ON 23 SEPTEMBER 2021 **RESOLVED THE PROPOSED ORDINARY RESOLUTIONS 1 to 8**. Detailed results (AGM outcome) reproduced as Appendix 1 to this 26th AGM Minutes of which the outcome was released to Bursa on the same date.

15.0 CONCLUDING REMARKS

Based on the poll results, Dato' Chairman declared that all resolutions tabled and voted at this meeting were carried.

Dato' Chairman also thanked the Shareholders for supporting BDB and for having faith in the Board and the management team.

There is being no further business, Dato' Chairman then declared the conclusion of the 26th AGM of the Company.

17.0 END OF MEETING

The Meeting then ended at 11.19 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record of the proceedings



DATO' MOHAMED SHARIL TARMIZI

Chairman

Dated: