



## **SUMMARY OF MINUTES OF 23<sup>RD</sup> ANNUAL GENERAL MEETING (23<sup>RD</sup> AGM)**

To all shareholders,

We have convened our 23<sup>rd</sup> AGM on Thursday, 19 April 2018 at 11.20 a.m., at Ballroom 3, Intercontinental Hotel Kuala Lumpur, 165, Jalan Ampang, 50450 Kuala Lumpur.

We have tabled to the shareholders, seven (7) ordinary resolutions and all resolutions were duly approved. The summary of resolutions is as follows:

### **As Ordinary Resolutions**

<b>RESOLUTIONS</b>	<b>AGENDA</b>
Resolution 1	Approved payment of Directors' Fees for the financial year ended 31 December 2017. Details as stated in our Notice of 23 <sup>rd</sup> AGM published in the Annual Report 2017.
Resolution 2	Approved payment of Directors' Benefits in accordance with Section 230 (1) of the Companies Act 2016 with effect from the 23 <sup>rd</sup> Annual General Meeting until the next Annual General Meeting of the Company. Details as stated in our Notice of 23 <sup>rd</sup> AGM published in the Annual Report 2017.
Resolution 3	Approved re-election of Y.Bhg. Dato' Paduka Haji Rasli Bin Basir.
Resolution 4	Approved re-election of Y.Bhg. Encik Sudirman Bin Masduki.
Resolution 5	Approved re-election of Y.Bhg. Datuk Mohd Radzif Bin Mohd Yunus.
Resolution 6	Approved re-appointment of Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.
Resolution 7 (Special Business)	"THAT, approval be and is hereby given to the Company and/or its subsidiaries ("BDB Group") to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.3 of the Circular to Shareholders dated 28 March 2018, subject to the following:



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RESOLUTIONS	AGENDA
<p>Resolution 7 (Special Business)</p>	<p>i. The Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for day-to-day operations and are on BDB Group’s normal commercial terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on an arm’s length basis which are not detrimental to the minority shareholders of the Company; and</p> <p>ii. The shareholders’ mandate is subject to annual renewal and this shareholders’ mandate shall only continue to be in force until:</p> <ul style="list-style-type: none"> <li>a) The conclusion of the next Annual General Meeting (“AGM”) of the Company at which time this shareholders’ mandate will lapse, unless by a resolution passed at the next AGM, the shareholders’ mandate is renewed;</li> <li>b) The expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 (2) of the Companies Act, 2016 (“Act”) (subject to such extension as may be allowed pursuant to Section 340 (4) of the Act); or</li> <li>c) Revoked or varied by resolution passed by the shareholders of the Company in a general meeting.</li> </ul> <p>whichever is earlier;</p> <p><b>AND THAT</b> the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company will full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution”.</p>



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Details outcome of the 23<sup>rd</sup> Annual General Meeting were submitted to Bursa Malaysia on 19 April 2018.

**Minority Shareholders Watchdog Group (MSWG) Questions**

We have also received questions from Minority Shareholders Watchdog Group (MSWG) and the detailed answers were published on our website at [www.bdb.com.my](http://www.bdb.com.my).

By Order of the Board,

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**KHAIRULMUNA BINTI ABD GHANI**

Company Secretary

Dated: 19 April 2018