

Notice of 28th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of BDB Darulaman Golf Resort Berhad (“the Company”) will be held at Centre of Learning (“COL”), Aras 4, Menara BDB, 88, Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darul Aman on Monday, 23 May 2022 at 10.00 a.m. to transact the following businesses:

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 to Explanatory Note 1)**
2. Propose retirement by rotation under Article 106 of the Company’s Constitution.
 - i. To re-elect Dato’ Haji Abdul Rahman Bin Abdullah who is retiring in accordance with Article 106 of the Company’s Constitution. **(Resolution 1)**
 - ii. To re-elect Encik Noran Zamini Bin Jamaluddin who is retiring in accordance with Article 106 of the Company’s Constitution. **(Resolution 2)****(Refer to Explanatory Note 2)**
3. To approve the payment of Directors’ Fees for the Financial Year Ended 31 December 2021. **(Resolution 3)**
(Refer to Explanatory Note 3)
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 28th Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 4)**
(Refer to Explanatory Note 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. **(Resolution 5)**
6. 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.

By Order of the Board,

KHAIRULMUNA BINTI ABD GHANI

SSM PC No. 202008004025

LS 0008190

Company Secretary

Alor Setar, Kedah Darul Aman.

Dated: 8 May 2022

Notes:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two proxies (or being a corporate member, a corporate representative) to attend and vote in his stead. A member shall specify the shareholding proportion where two proxies are appointed. A proxy need not be a member of the Company. There shall be no restriction to the qualification of the proxy.
2. The instrument appointing a proxy shall:
 - a. In the case of an individual, be signed by the appointer or by his/her attorney.
 - b. 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.
3. 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.
4. 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 **dgrb.agm@bdb.com.my** not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
5. Only a depositor whose name appears on the Record of Depositors as of 16 May 2022 shall be entitled to attend the said meeting and to appoint a proxy or proxies to attend, speak and/or vote on his/her behalf.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 (AUDITED FYE2021)

The Audited Financial Statements for the financial year ended 31 December 2021 (“FYE2021”) 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.

Resolution 1 and Resolution 2

2. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 106 OF THE COMPANY’S CONSTITUTION

Directors who are standing for re-election or re-appointment at the 28th Annual General Meeting:

- i. Y. Bhg Dato’ Haji Abdul Rahman Bin Abdullah
- ii. Y. Bhg Encik Noran Zamini Bin Jamaluddin

Resolution 3 and Resolution 4

3. DIRECTORS’ REMUNERATION

i. 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 company shall be approved at the AGM. In this respect the Board agreed that the shareholders’ approval shall be sought at the 28th AGM on the Director’s Remuneration in two (2) separate resolutions as follows:

- Resolution 3 : The payment of Directors’ Fees of RM18,000.00 in respect of the preceding year 2021 will only be made if the proposed Ordinary Resolution 3 has been passed at the forthcoming AGM.
- Resolution 4 : The benefits payable for the Directors’ Benefits from the date of the forthcoming AGM until the next AGM of the Company and will only be made by the Company as and when incurred if the Ordinary Resolution 4 has been passed at the forthcoming AGM. In determining the estimated total amount of the Directors’ Benefits, the Board has considered the number of scheduled and Special Meetings for meeting allowances.

ii. The Directors’ Remuneration (excluding Directors’ Fees) comprises of the meeting allowances payable to Chairman and members are as the table below:

No.	Description	Chairman RM	Member RM
1.	Board of Director’s Meeting Allowances per meeting	1,500.00	1,000.00
2.	Annual General Meeting	1,500.00	1,000.00

Personal Data Privacy

By 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, 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.