

MINUTES OF 26th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 21 JULY AT 10.00 A.M., AT DAMAI HALL, BDB HOTELS SDN BHD, DARULAMAN SUITES, LOT 888, BANDAR DARULAMAN, 06007 JITRA, KEDAH DARUL AMAN

Present	: YM Dato' Johan Jasa Kol. Dato' Tunku Haji Aziz	Chairman
	Bendahara Bin Tunku Nong	
	Encik Abdul Halim Bin Hassan	Director
	Encik Fakhruzi Bin Ahmad	Director
In Attendance	: Puan Khairulmuna Binti Abd Ghani	Company Secretary
Members	: As per the attendance list attached	
Proxies	: As per the attendance list attached	

The 26th Annual General Meeting was convened with a requisite quorum being present and was chaired by YM Dato' Johan Jasa Kol. Dato' Tunku Haji Aziz Bendahara Bin Tunku Nong who welcomed all Board Members and the members of the Company to the Meeting.

1.0 QOURUM

The presence of requisite quorum was confirmed by the Company Secretary pursuant to Article 51 of the Company's Articles of Association ("Articles of the Company") whereby the Company had received proxies from 4 members, BDB Infra Sdn Bhd, BDB Synergy Sdn Bhd, BDB Land Sdn Bhd and Perbadanan Kemajuan Negeri Kedah. Three (3) members except BDB Land appoint Chairman of the Meeting as their proxies. BDB Land had authorised Encik Mohd Iskandar Dzulkarnain Bin Ramli as its proxy.

The quorum for this meeting is 3 persons attending in person and by proxies and the Chairman declared the 26th Annual General Meeting convened.

As at 19 July 2020, being the cut – off date for determining who shall be entitled to attend, speak and vote at the 26th Annual General Meeting (AGM) or appoint proxies on his/her behalf, BDB Darulaman Golf Resort Berhad ("BDB Golf" or "Company"), a total number of 52,212 BDB Golf shares consists of 50,000 from class A shares, 1,131 from class B shares and 1,081 from class C shares have been received from BDB Land Sdn Bhd.

As at 21 July 2020, there were 2 shareholders present i.e. Mr. Padamakavander and Encik Johari Ismail at the 25th AGM and 4 valid proxy forms had been received within the stipulated timeframe representing 52,221 ordinary shares from Class A with 50,000 shares, Class B with 1,140 shares and Class C with 1,081 shares of the Company which equivalent to 98.72%.

2.0 NOTICE OF MEETING

The Chairman with permission of the Meeting proposed for the Notice of 26th Annual General Meeting dated 28 June 2020 dispatched together with the notification letter of Annual Report 2019 to be taken as read and seconded by Mr Padamakavander and Encik Johari Bin Ismail.

3.0 MODE OF VOTING

The motion was put to the Shareholders to approve the voting by poll or showing of hands.

THE MEETING UNANIMOUSLY RESOLVED THAT based on the Companies Act 2016 (CA 2016), the voting for resolution for today's AGM is by way of polling pursuant to Section 330 of the CA 2016. However, according to *Article 59* of our Articles of Association, allows the voting rights of this meeting to be conducted by showing of hands.

This motion was seconded by Mr Padamakavander.

4.0 AGENDA 1

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' REPORT THEREON.

4.1 The Chairman invited the Chief Financial Officer ("CFO") of Bina Darulaman Berhad, Encik Fakhruzi Bin Ahmad ("En. Fakhruzi") to brief the Shareholders on the Audited Financial Statement for the FY2019, operational highlight of golf division and also moving forward initiatives.

- 4.2 En. Fakhruzi informed the Shareholders that the Company recorded Loss Before Tax (LBT) amounting to RM1,951 for 2019 lower than 2018 amount of RM2,439 due to cost improvement initiatives and sales enhancement.
- 4.3 He also mentioned that the Company recorded a lower revenue for FYE2019 as compared to FYE2018 of RM5,350 and RM6,118 respectively.
- 4.4 The summary of Income Statement FYE 31 December 2019 as below.

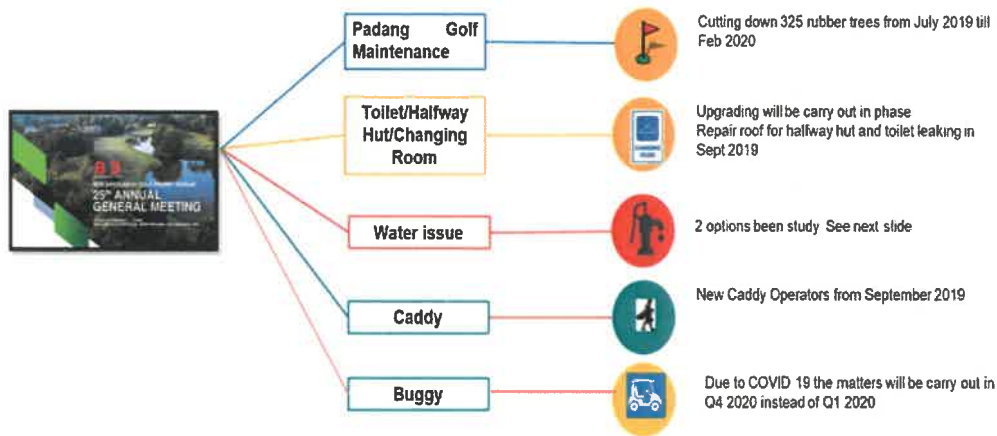
DESCRIPTION	2019	2018	VARIANCE	
	RM '000	RM '000	RM'000	%
Revenue	5,350	6,118	(768)	(13)
Cost of Sales	(4,866)	(4,856)	(10)	(1)
Gross Profit	484	1,262	(778)	(62)
<i>Gross Profit Margin</i>	9%	21%	-	-
Distribution Expenses	(58)	(75)	17	23
Administrative Expenses	(2,418)	(3,755)	1,337	36
Other Operating Income	91	167	(76)	(46)
Results from operating activities	(1,900)	(2,401)	501	21
Finance costs	(51)	(38)	(13)	(34)
Loss before tax / Net loss	(1,951)	(2,439)	488	20

- 4.5 The revenue contribution for FYE2019 is mainly from the following:

DESCRIPTION	2019	2018	VARIANCE	
	RM '000	RM '000	RM'000	%
Golf Division	2,328	2,706	(378)	(14)
Food & Beverages Division	1,925	2,310	(385)	(17)
Hotel Division	1,097	1,102	(5)	(1)
Total Revenue	5,350	6,118	(768)	(13)

- 4.6 The CFO informed the Shareholders that the decrease in contribution from Golf division was mainly due to to huge drop in Korean Golfers in Q1, 2019 as compared to Q1, 2018. This resulting in low revenue to all 3 division in Q1. A recovery initiatives to bring back Korean Golfers in Q2 and Q3 for 2019 managed to reduce the gap.

- 4.7 Besides that, contribution from F&B and Hotel division for FYE2019 decreased mainly due to drop in Meeting, Incentive, Convention and Exhibition (MICE) particularly from the Government Sector especially after 14th General Election.
- 4.8 As for Operational highlight for Golf division, the Meeting took note on the presentation slides as attached to this Minutes.
- 4.9 The CFO also updated the Shareholders on the improvement that has been made by the Management since the last AGM of the Company are as follows:



- 4.10 Aside to that, the CFO presented to the Meeting on the new initiatives for 2020 as follows.

<p>NURSERY AND LANDSCAPES</p> <ul style="list-style-type: none"> • STARTED OPERATION IN AUGUST 2019 • 8 MANPOWER • ADDITIONAL REVENUE RM400K YEARLY 		
	<p>CLEANING SERVICES</p> <ul style="list-style-type: none"> • STARTED OPERATION IN JULY 2020 • 10 MANPOWER • ADDITIONAL REVENUE 144K 	<p>SECURITY SERVICES</p> <ul style="list-style-type: none"> • STARTED OPERATION IN JUNE 2020 • 10 MANPOWER • ADDITIONAL REVENUE RM 350K
<p>CONTRACT AND MAINTENANCE SERVICES</p> <ul style="list-style-type: none"> • STARTED OPERATION IN MAY 2019 • 4 MANPOWER • ADDITIONAL REVENUE RM 73K YEARLY 		

4.11 CFO also mentioned during the Meeting that the Club would like to organise the DGCC Golf Tour in September 2020 for senior golfers and the itinerary as below:

No. of Pax (s)	:	70 members (senior golfers)		
Itinerary	Day 1	8.00 am	Departure from DGCC to Royal Perak Club	
		10.00 am	Arriving at Royal Perak Club	
		8.00 pm	Overnight in Cameron Highland	
	Day 2	8.00 am	Club Member tournament in Cameron Highland	
		6.00 pm	Departure from Cameron Highland to DGCC	

4.12 As there was no questions from the Shareholders, the Chairman concluded the questions and answers session for Agenda 1. The Audited Financial Statements for the Financial Year Ended 31 December 2019 together with the Directors' and Auditors Reports was received and **NOTED** by the Shareholders.

4.13 The Chairman then proceeded with the next Agenda.

5.0 AGENDA 2 – RESOLUTION 1

TO RE-ELECT YM DATO' JOHAN JASA KOL. DATO' TUNKU HAJI AZIZ BENDAHARA BIN TUNKU NONG WHO RETIRING PURSUANT TO ARTICLE 77 OF THE COMPANY'S CONSTITUTION AND WHO, BEING ELIGIBLE, OFFER HIMSELF FOR RE-ELECTION.

The Chairman said that he is retiring by rotation and he invited Encik Fakhruzi Bin Ahmad to take the Chair and to chair the Meeting.

Encik Fakhruzi thank the Chairman & took the chair to continue with the Agenda 2, Resolution 1.

In accordance with Article 77 of the Company's Constitution, YM Dato' Johan Jasa Kol. Dato' Tunku Haji Aziz Bendahara Bin Tunku Nong being eligible offers himself for re-election. This motion was proposed and seconded by Encik Mohd Iskandar Dzulkarnain Bin Ramli and Encik Johari Bin Ismail respectively.

THE MEETING UNANIMOUSLY RESOLVED THAT, pursuant to Article 77 of the Company's Constitution, YM Dato' Johan Jasa Kol. Dato' Tunku Haji Aziz Bendahara Bin Tunku Nong be and is hereby re-elect as Director of the Company.

After the declaration of Resolution 1, Encik Fakhruzi passed the Chair back to the Chairman to continue with the remaining Agendas for 26th AGM.

**6.0 AGENDA 3 – RESOLUTION 2
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019.**

THE MEETING UNANIMOUSLY RESOLVED THAT, the Director's Fees of **RM24,000** for the Financial Year Ended 31 December 2019 be and is hereby **APPROVED**. This motion was proposed by Encik Mohd Iskandar Dzulkarnain Bin Ramli and seconded by Mr. Padamakavander.

NO.	DIRECTORS	QUANTUM (RM)
1.	YM. Dato' Johan Jasa Kol. Dato' Tunku Haji Aziz Bendahara Bin Tunku Nong	18,000
2.	Encik Fakhruzi Bin Ahmad	6,000
The total amount payable will be		24,000

**7.0 AGENDA 4 – RESOLUTION 3
TO APPROVE THE PAYMENT OF DIRECTOR'S BENEFITS IN ACCORDANCE WITH 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.**

IT WAS RESOLVED THAT, the Director's Benefits as tabulated below is hereby **APPROVED** unanimously by the Shareholders and proxies present on 21 July 2020 with effect from the 26th Annual General Meeting until the next Annual General Meeting of the Company as follows:

NO.	DESCRIPTION	CHAIRMAN (RM)	MEMBERS (RM)
1	Board of Director's Meeting Allowances per meeting.	1,500	1,000
2	Annual General Meeting	1,500	1,000
3	Training Expenses (for YM.Kol. Dato' Tunku Aziz Bin Tunku Nong)	3,000	N/A

**8.0 AGENDA 5 – RESOLUTION 4
TO RE-APPOINT KPMG PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR
AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

This motion was proposed and seconded by Mr Padamakavander. **IT WAS RESOLVED THAT**, KPMG PLT be and is hereby re-appointed as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**9.0 AGENDA 6 – RESOLUTION 5
PROPOSED AMENDMENT OF THE COMPANY'S EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION ("M&A") ("PROPOSED AMENDMENT")**

The proposed amendments is to streamline the Company's M&A with the new provision of the CA 2016 and to enhance administrative efficiency.

The main features of the new Constitution of the Company include provisions relating to the enhancement of the Company's administrative efficiency by introducing the use of technology, for example issuance of notices via electronic means and increased flexibility to the Company including via adoption of wider object clause. Detailed explanation is provided in Appendix I of the Circular to Shareholders dated 28 June 2020 dispatched together with the notice of 26th AGM of the Company. As this is a Special Resolution, the Shareholders were notified with ample notice on the proposed changes.

There was no question raised by the shareholders / proxies on this agenda.

IT WAS RESOLVED THAT, the Company's existing M&A be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in Appendix I of the Circular to Shareholders dated 28 June 2020 accompanying the notice of 26th AGM of the Company is hereby **APPROVED** unanimously by the Shareholders and proxies present on 21 July 2020.

AND THAT the Directors be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendment with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.

10.0 OTHER BUSINESS

The Chairman announced that the Company Secretary had indicated to him that no notice of any other business or transaction at this meeting has been received.

(THIS PART HAS BEEN INTENTIONALLY LEFT BLANK)

11.0 END OF MEETING

There being no other business to transact, the Meeting ended at 10.20 a.m. with a vote to thanks to the Chairman

Confirmed as correct,


CHAIRMAN