



Registration No: 199501003751(332945-x)

STRICTLY PRIVATE & CONFIDENTIAL
28th AGM MINUTES

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, 8 JUNE 2023, 10.00 A.M. AT DELIMA 2, LEVEL 2 , RAI A HOTEL & CONVENTION CENTRE ALOR SETAR, LOT 3860, MUKIM TITI GAJAH, SEKSYEN 2, BANDAR ANAK BUKIT, 06550, ALOR SETAR, KEDAH DARUL AMAN, MALAYSIA

CHAIRMAN & MEMBERS OF THE BOARD : YBhg. Tuan Sr. Haji Che Had Bin Dhali, S.D.K., B.K.M
(Chairman)

YBhg. Dato' Zakiah Binti Kassim
(Senior Independent Director)

YM Raja Shahreen Bin Raja Othman
(Executive Director)

YBhg. Tuan Mohamad Ibrahim Bin Ghazali
(Member)

YB Ir. Ts. Khairil Nizam Bin Khirudin
(Member)

YBhg Dato' Haji Syed Yussof Bin Syed Othman
(Member)

YBhg. Tuan Haji Muhamad Sobri Bin Osman
(Member)

YBhg. Profesor Dr. Mohd Suffian Bin Yusoff
(Member)

YBhg. Puan Nawal Binti Hanafiah
(Member)

IN ATTENDANCE : Puan Khairulmuna Binti Abd Ghani
(Company Secretary)

Encik Mohd Sobri Bin Hussein
(EVP II & Chief Operating Officer)

Encik Mohd Nasir Bin Ismail
(Chief Financial Officer)



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: Ms. Lee Phaik Im
(Partner, Messrs KPMG PLT)

Ms Tan Li Li
(Messrs KPMG PLT)

Mr. Yeap Juin Hung
(Messrs. KPMG PLT)

**SHAREHOLDERS
& PROXIES**

A total of 11 shareholders (“Shareholders”) and proxies representing 187,402,988 ordinary shares participated in BDB 28th AGM held from Delima 2, Level 2, Raia Hotel & Convention Centre Alor Setar, Lot 3860, Mukim Titi Gajah, Seksyen 2, Bandar Anak Bukit, 06550, Alor Setar, Kedah Darul Aman, Malaysia as per Attendance Record issued by Bina Management (M) Sdn Bhd (“Bina Management”) as the Poll Administrator. The Shareholders are based on Record of Depositors (“ROD”) as of 31 May 2023 reproduced by the Company’s Share Registrar, Bina Management.

The attendance list is attached for reference.

CONVENING OF THE MEETING : The 28th Annual General Meeting of the Company (“the Meeting/28th AGM”) was called to order at 10.00 a.m.

1.0 WELCOMING REMARKS & INTRODUCTION

1.1 Welcoming Remarks

YBhg. Tuan Sr. Haji Che Had Bin Dhali, the Chairman (“The Chairman”) chaired the Meeting and extended a warm welcome to all the shareholders and proxies of Bina Darulaman Berhad (“the Company/BDB”) who have attended the 28th AGM of BDB.

1.2 Introduction of Boards and Managements

The Chairman, Tuan Sr. Haji Che Had Bin Dhali, introduced the Board Members, the Company Secretary, the Management and the Auditors who present at the meeting venue to the Shareholders and audience.



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2.0 QUORUM OF MEETING

The presence of requisite quorum was confirmed by the Company Secretary pursuant to 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.

As of 31 May 2023, being the cut-off date for determining who shall be entitled to attend, speak and vote at the 28th AGM or appoint proxies on his/her behalf, BDB had 3,464 depositors and total issued and paid-up capital of RM331,019,698 comprising 303,854,977 BDB shares. As of the date and time of close of proxy on 6 June 2023, a total number of 187,319,788 BDB shares have been received. As of 8 June 2023, there were 8 shareholders present at the 28th AGM and 3 valid proxy forms had been received within the stipulated timeframe representing a total shareholding of 187,397,488 ordinary shares which is approximately 61.65% 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 VOTING

The Chairman invited Company Secretary to explain the procedures of the meeting. The Company Secretary informed the Shareholders that pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the proposed resolutions would be put to vote by way of poll whereby every member who is present in person or by proxy shall have one vote for every share held.

The Company had appointed Bina Management as the Poll Administrator to conduct the polling process and Niche Unity Consultant Sdn Bhd ("Niche") as the Scrutineer to verify the poll results. As there is no legal requirement for a proposed resolution to be seconded, the Chairman will take the Meeting through each item of the agenda.

The Company Secretary informed the meeting that Ordinary Resolutions 1 to 10 required a simple majority of more than 50% of the votes from those members present physically or by proxies and voting at this meeting. The voting session for all resolutions tabled today would be held at the end of the meeting and until the completion of the voting session announced by the Chairman.

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4.0 NOTICE OF MEETING

The Chairman further informed that all the ten (10) Ordinary Resolutions to be put for a vote are based on the Notice of 28th AGM. The Notice of 28th AGM dated 13 April 2023 has been sent to all the Shareholders within the prescribed period and Annual Report 2022 is available for the Shareholders to download on the Company’s website www.bdb.com.my/28th-agm/. He then declared the Notice of 28th AGM taken as read.

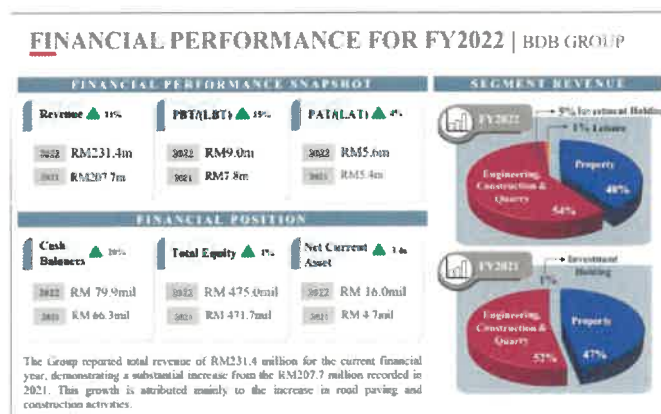
5.0 ITEM 1 OF THE AGENDA

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

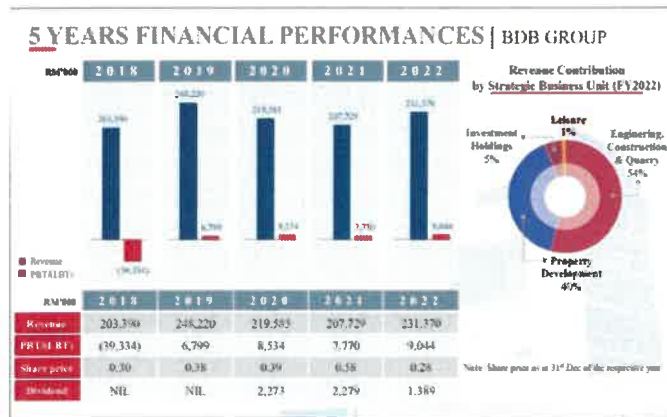
The Chairman invited Encik Mohd Nasir Bin Ismail, the Chief Financial Officer (“CFO”) to present the Group Financial Performance as detailed highlighted in his presentation to the shareholders as follows:

❖ Financial Highlights – Financial Year 2022

Encik Nasir presented the following snapshot and 5 years financial performance of the Group for the shareholders’ information.



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Besides that, Encik Nasir also presented to the shareholder the key achievement in 2022 as the following graph.



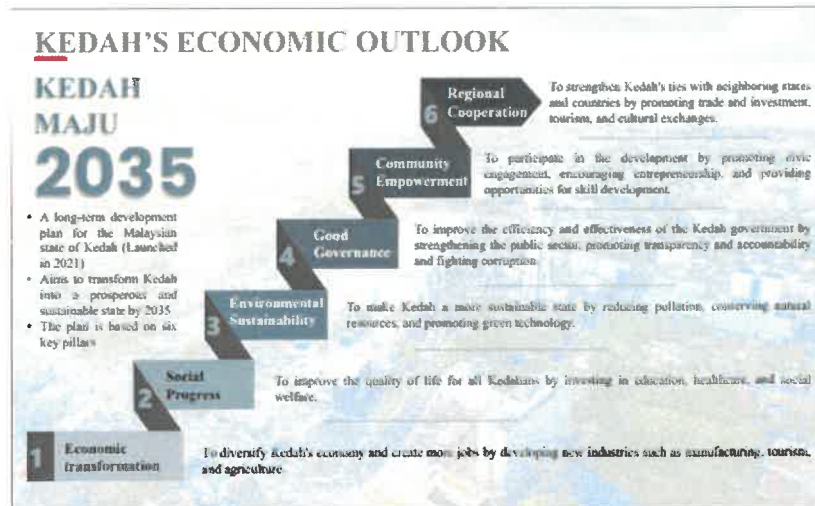
❖ Key Projects Update - Financial Year 2022

Asides to the above key achievement project in 2022, Encik Nasir also mentioned to the shareholders that currently the Company is focused on the following projects.



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Encik Nasir mentioned to the shareholders that, for the future project(s), the Company were looking to be in line with Kedah's economic outlook to support the "Kedah Maju 2035".



The details of the above are attached to this Minutes as Appendix I.

The Chairman thanked the CFO for the presentation and hope the shareholders would have a better understanding of the Group's business outlook, achievements thus far as well as the challenges encountered during the Financial Year and opportunity in the coming year.

The Chairman explained that based on the notice of the 28th AGM, there are ten (10) Ordinary Resolutions to put for vote.

The Chairman proceed to Item 1 of the Agenda which is to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the reports of the Directors and Auditors thereon.

The Annual Report 2022 of the Company containing the Audited Financial Statements had been sent earlier to all the shareholders on 13 April 2023 and the same day announced to Bursa Malaysia.

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 will not be put forward for voting.



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The Chairman informed that shareholders could raise any questions in relation to Agenda 1 item during the Question and Answer (“Q&A”) session later.

The Chairman continued informing the meeting that the Audited Financial Statements have been prepared in accordance with 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 2022.

He also said that the external Auditors, Messrs KPMG have 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 2022.

The 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.

**6.0 ITEM NO. 2 (i) OF THE AGENDA – RESOLUTION 1
TO RE-ELECT YBHG. YB IR. TS. KHAIRIL NIZAM BIN KHIRUDIN WHO
RETIRES IN ACCORDANCE WITH ARTICLE 88 (ii) OF THE COMPANY’S
CONSTITUTION**

YBhg. Chairman tabled Resolution 1 of the agenda on the re-election of YB Ir. Ts. Khairil Nizam Bin Khirudin, who was retiring pursuant to Article 88(ii) of the Company’s Constitution, and being eligible, had offered himself for re-election.

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

The Ordinary Resolution 1 shall be conducted by poll upon the completion of the remaining business of this Meeting.

OUTCOME OF THE POLL FOR ORDINARY RESOLUTION 1

IT WAS RESOLVED THAT pursuant to Article 88(ii) of the Company’s Constitution, YBhg. YB Ir. Ts. Khairil Nizam Bin Khirudin is hereby re-elected as a Director of the Company as **APPROVED** by the shareholders.



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**7.0 ITEM NO 2 (ii) OF THE AGENDA – RESOLUTION 2
TO RE-ELECT YBHG DATO’ HAJI SYED YUSSOF BIN SYED OTHMAN WHO
IS RETIRING PURSUANT TO ARTICLE 88(ii) OF THE COMPANY’S
CONSTITUTION**

YBhg. Chairman tabled Resolution 2 of the agenda on the re-election of Dato’ Haji Syed Yussof Bin Syed Othman, who was retiring pursuant to Article 88(ii) of the Company’s Constitution and being eligible, had offered himself for re-election.

Chairman informed that Dato’ Haji Syed Yussof Bin Syed Othman had indicated his 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.

OUTCOME OF THE POLL FOR ORDINARY RESOLUTION 2

IT WAS RESOLVED THAT pursuant to Article 88(ii) of the Company’s Constitution, YBhg. Dato’ Haji Syed Yussof Bin Syed Othman is hereby re-elected as a Director of the Company as **APPROVED** by the shareholders.

**8.0 ITEM NO. 2 (iii) OF THE AGENDA – RESOLUTION 3
TO RE-ELECT YBHG TUAN HAJI MUHAMAD SOBRI BIN OSMAN WHO IS
RETIRING PURSUANT TO ARTICLE 88(ii) OF THE COMPANY’S
CONSTITUTION**

YBhg. Chairman tabled Resolution 3 of the agenda on the re-election of Tuan Haji Muhamad Sobri Bin Osman, who was retiring pursuant to Article 88(ii) of the Company’s Constitution and being eligible, had offered himself for re-election.

Chairman informed that 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.

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OUTCOME OF THE POLL FOR ORDINARY RESOLUTION 3

IT WAS RESOLVED THAT pursuant to Article 88(ii) of the Company's Constitution, YBhg. Tuan Haji Muhamad Sobri Bin Osman is hereby re-elected as a Director of the Company as **APPROVED** by the shareholders.

**9.0 ITEM NO. 3 (i) OF THE AGENDA – RESOLUTION 4
TO RE-ELECT YBHG PROFESOR DR. MOHD SUFFIAN BIN YUSOFF WHO IS
RETIRING PURSUANT TO ARTICLE 89 OF THE COMPANY'S
CONSTITUTION**

YBhg. Chairman tabled Resolution 4 of the agenda on the re-election of Profesor Dr. Mohd Suffian Bin Yusoff, who was retiring pursuant to Article 89 of the Company's Constitution and being eligible, had offered himself for re-election.

Chairman informed that Profesor Dr. Mohd Suffian Bin Yusoff 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.

OUTCOME OF THE POLL FOR ORDINARY RESOLUTION 4

IT WAS RESOLVED THAT pursuant to Article 89 of the Company's Constitution, YBhg. Profesor Dr. Mohd Suffian Bin Yusoff is hereby re-elected as a Director of the Company as **APPROVED** by the shareholders.

**10.0 ITEM NO. 3 (ii) OF THE AGENDA – RESOLUTION 5
TO RE-ELECT YBHG PUAN NAWAL BINTI HANAFIAH WHO IS RETIRING
PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION**

YBhg. Chairman tabled Resolution 5 of the agenda on the re-election of Puan Nawal Binti Hanafiah, who was retiring pursuant to Article 89 of the Company's Constitution and being eligible, had offered herself for re-election.

Chairman informed that Puan Nawal Binti Hanafiah had indicated her willingness to be re-elected as Director of the Company.



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

OUTCOME OF THE POLL FOR ORDINARY RESOLUTION 5

IT WAS RESOLVED THAT pursuant to Article 89 of the Company's Constitution, YBhg. Puan Nawal Binti Hanafiah is hereby re-elected as a Director of the Company as **APPROVED** by the shareholders.

**11.0 ITEM NO. 3 (iii) OF THE AGENDA – RESOLUTION 6
TO RE-ELECT YM RAJA SHAHREEN BIN RAJA OTHMAN WHO IS RETIRING
PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION**

YBhg. Chairman tabled Resolution 6 of the agenda on the re-election of YM Raja Shahreen Bin Raja Othman, who was retiring pursuant to Article 89 of the Company's Constitution and being eligible, had offered himself for re-election.

Chairman informed that YM Raja Shahreen Bin Raja Othman had indicated his willingness to be re-elected as Director of the Company.

The Ordinary Resolution 6 shall be conducted by poll upon the completion of the remaining business of this Meeting.

OUTCOME OF THE ORDINARY RESOLUTION 6

IT WAS RESOLVED THAT pursuant to Article 89 of the Company's Constitution, YM Raja Shahreen Bin Raja Othman is hereby re-elected as a Director of the Company as **APPROVED** by the shareholders.

**12.0 ITEM 4 OF THE AGENDA – RESOLUTION 7
TO APPROVE THE PAYMENT OF DIRECTOR'S FEES FOR THE YEAR 2023**

YBhg. Chairman informed the Shareholders of the details of the proposed directors' fees for the Year 2023 as stated in *Explanatory Notes 4* of the Notice of the 28th AGM.

YBhg. Chairman informed that the proposed of this resolution 7 if passed, will give authority to the Company to pay the Directors' Fees for the Year 2023 on a monthly basis.



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

OUTCOME OF THE POLL FOR ORDINARY RESOLUTION 7

THAT, the proposed Directors' Fees on a monthly basis for the financial year ended 31 December 2023 tabled as Resolution 7 and was duly **APPROVED** by the shareholders as detailed reflected in the Explanatory Notes 4 of the Notice of the 28th Annual General Meeting dated 13 April 2023. Please refer to Appendix 2 as attached.

13.0 ITEM 5 OF THE AGENDA – RESOLUTION 8

TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) UNDER 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

YBhg. Chairman informed that the details of Directors' Benefits comprise the allowances, other emoluments, and other claimable benefits payable to the Chairman, Non-Executive Directors ("NED"), and Executive Director ("ED") of BDB.

The benefits payable to the Chairman and members of the Board are reflected in Explanatory Notes 5 of the Notice of the 28th Annual General Meeting.

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

OUTCOME OF THE ORDINARY RESOLUTION 8

THAT, the payment of the proposed Directors' Benefits with effect from the 28th AGM until the next AGM of the Company were duly **APPROVED** by the shareholders as detailed mentioned in the Explanatory Notes 5 of the Notice of the 28th Annual General Meeting as circulated to shareholders on 13 April 2023.

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14.0 ITEM 6 OF THE AGENDA – RESOLUTION 9
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

The Chairman said that the proposed Ordinary Resolution 9, is 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 2023.

THE MEETING UNANIMOUSLY RESOLVED, 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 as recommended by the Directors be and is hereby **APPROVED** and declared payable on **18 July 2023** to Depositors of the Company whose name appear in the Record of Depositors at the close of business on **30 June 2023**.

15.0 ITEM 7 OF THE AGENDA – RESOLUTION 10
TO RE-APPOINT KPMG PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman said that Item No. 7 of the Agenda, Resolution 10 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 10 shall be conducted by poll upon the completion of the remaining businesses of this Meeting.

OUTCOME OF THE POLL FOR ORDINARY RESOLUTION 10

THAT, the proposed re-appointment of KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration tabled as Resolution 10 was duly **APPROVED** by the shareholders.

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16.0 ITEM 8 OF THE AGENDA

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.

The Secretary has indicated that no notice of any other business or transaction at this meeting has been received. With that, the Chairman announced that all Resolutions as set out in the 28th AGM notice have been tabled.

17.0 QUESTIONS AND ANSWERS SESSION (Q&A SESSION)

The Chairman invited the shareholders for a Q&A and as there is no question(s) raised by the Shareholders during the Meeting the Chairman proceeded with the next item.

18.0 POLLING SESSION

Closing of the registration counter

The Chairman declared the closure of the registration of attendees for 28th AGM took place at 10.40 a.m. and the Chairman invited the Poll Administrator, Mr Chew from Bina Management to brief the shareholders on the polling procedures.

With the permission of the Chairman, a representative from the Poll Administrator, Mr Chew briefed the shareholders on the polling procedures.

The Chairman informed that the Polling session has been closed and the meeting was adjourned for 20 minutes for the Scrutineer to validate the poll.

19.0 ANNOUNCEMENT OF POLL RESULTS

The Meeting reconvened at 11.05 a.m. and the Chairman called the meeting to order to announce the poll results.

The poll results were compiled and verified by the representative from Scrutineers (Niche Unity Consultant Sdn Bhd) as displayed on the screen. The Chairman announced the poll results as displayed on the screen.



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20.0 CONCLUDING REMARKS

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

The Chairman also thanked the Shareholders for supporting BDB and for having faith in the Board and the Management team. He also records appreciation to the Board members and also the Management.

There is no further business, the Chairman then declared the conclusion of the 28th AGM of the Company.

21.0 END OF MEETING

The Meeting then ended at 11.15 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record of the proceedings.

A handwritten signature in black ink, appearing to be 'SR. HAJI CHE HAD BIN DHALI', is written above a long, thin horizontal line that extends across the page.

SR. HAJI CHE HAD BIN DHALI., S.D.K., B.K.M.

Chairman