

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of Bina Darulaman Berhad (BDB or the Company) will be held at the **Delima 2, Raia Hotel & Convention Centre Alor Setar, Lot 3860, Mukim Titi Gajah, Seksyen 2, Bandar Anak Bukit, 06550, Alor Setar, Kedah Darul Aman, Malaysia, on Thursday, 30 May 2024 at 10.00 a.m.** for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the Financial Year Ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. **(Refer Explanatory Note 1)**
2. To re-elect the following Directors who retire by rotation in accordance with Article 88(ii) of the Company's Constitution and who being eligible, offer themselves for re-election.
 - i. Tuan Sr. Haji Che Had Bin Dhali **(Resolution 1)**
(Refer to Explanatory Note 2)
 - ii. Dato' Zakiah Binti Kassim **(Resolution 2)**
(Refer to Explanatory Note 2)
 - iii. Tuan Mohamad Ibrahim Bin Ghazali **(Resolution 3)**
(Refer to Explanatory Note 2)
3. To re-elect Dato' Wira Haji Isahak Bin Murat, who retires in accordance with Article 89 of the Company's Constitution and being eligible offers himself for re-election. **(Resolution 4)**
(Refer to Explanatory Note 3)
4. To approve the Directors' Fees of RM648,000 for the Financial Year 2024. **(Resolution 5)**
(Refer to Explanatory Note 4)
5. 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 29th Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 6)**
(Refer to Explanatory Note 5)
6. To approve the payment of the first and final single-tier dividend of 1.00 cents per ordinary share in respect of the financial year ended 31 December 2023. **(Resolution 7)**
(Refer to Explanatory Note 6)
7. 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 8)**
(Refer to Explanatory Note 7)
8. 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.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, speak and vote at the 29th Annual General Meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd (Bursa Depository) in accordance with Article 54 (iii) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as of 21 May 2024. Only a depositor whose name appears on the Record of Depositors as of 21 May 2024 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

By Order of the Board
FOR BINA DARULAMAN BERHAD

KHAIRULMUNA BINTI ABD GHANI
SSM PC No. 202208000505
LS 0008190
Company Secretary

Alor Setar,
Kedah Darul Aman.

30 April 2024

Notes:

1. With regards to the deposited securities, only members whose names appear in the Record of Depositors as of 21 May 2024 shall be eligible to participate in this 29th AGM.
2. A member of the Company entitled to participate in this 29th AGM is entitled to appoint up to two (2) proxies to participate in his stead. A member shall specify the shareholding proportion where two (2) proxies are appointed. A proxy need not be a member of the Company.
3. Every member including Authorised Nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate and vote instead of him at the AGM and that such proxy need not be a member.
4. 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.
5. The instrument appointing a proxy shall:
 - i. In the case of an individual, be signed by the appointer or by his/her attorney.
 - ii. 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.
6. 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 **agm@bdb.com.my** not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
7. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote in this 29th AGM 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.

Voting by Poll

8. Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 29th AGM will be put to vote on poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the voting session and verify the results of the poll respectively.
9. Pursuant to Article 61 of the Constitution of the Company, all resolutions set out in this Notice will be put to vote by way of poll.

Members Entitled to Attend

10. For the purpose of determining who shall be entitled to attend this meeting, the Company shall request the Bursa Malaysia Depository Sdn Bhd (Depository) in accordance with the Rules of the Depository, to issue a Record of Depositors and make available to the Company pursuant to Article 54 (iii) of the Company's Constitution and Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

EXPLANATORY NOTES ON ORDINARY BUSINESSES:AGENDA 1**1. AUDITED FINANCIAL STATEMENTS**

The Audited Financial Statements for the financial year ended 31 December 2023 (FY2023) 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.

AGENDA 2: RESOLUTION 1 TO RESOLUTION 3**2. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 88 (ii) OF THE COMPANY'S CONSTITUTION**

The following directors will be up for re-election or re-appointment at the upcoming 29th Annual General Meeting: Tuan Sr. Haji Che Had Bin Dhali, Dato' Zakiah Binti Kassim and Tuan Mohamad Ibrahim Bin Ghazali. You can find detailed profiles of each of these directors on pages 20, 21 & 24 of the Annual Report 2023. It should be noted that all directors who retire from office will be eligible for re-election.

The Annual Report 2023 is available at <https://www.bdb.com.my/29th-agm/>.

AGENDA 3 – RESOLUTION 4**3. RE-ELECTION OF DIRECTOR PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION**

Dato' Wira Haji Isahak Bin Murat is a director who is standing for re-election in accordance with Article 89 of the Company's Constitution at the 29th Annual General Meeting of the Company. The profile of Dato' Wira is provided on pages 22 of the Annual Report 2023. It is important to note that he is entitled for re-election.

The Annual Report 2023 is available at <https://www.bdb.com.my/29th-agm/>.

AGENDA 4 – RESOLUTION 5**4. DIRECTORS' FEES**

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 listed company shall be approved at the AGM. In this respect, the Board of Directors (Board) agreed that the shareholders' approval shall be sought at the 29th AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

Resolution 5 : Payment of Directors' Fees in respect of the preceding Year 2024. Details of Directors' Fees for the FY2023 are disclosed in the Corporate Governance Report which is available on the Company's website at <https://www.bdb.com.my/corporate-governance/>. The Directors' Fees for FY2023 amount to RM48,000 per director and the proposal for FY2024 is as follows:

A. Proposed Increase Directors' Fees FY2024

No.	Description	FY2024 (RM)
1.	Chairman	72,000
2.	Executive Director (ED)	72,000
3.	Non-Executive Directors (NEDs) (7 x RM6,000 x 12 months)	504,000
TOTAL		648,000

The proposed increase in Directors' Fees takes into account several factors, including the time required to perform duties, the added fiduciary and statutory responsibilities of the directors under various law and regulations. Additionally, the proposed increase aims to reflect the additional responsibilities of the NEDs as well as ED. It's important to note that the proposed increase in fees will not affect the budget. The pool of funds was derived from training expenses. The Company will consider training expenses within its annual budget.

The proposed Resolution 5 will allow the Chairman, NEDs, and ED of the Company to receive their Directors' Fees on a monthly basis of RM6,000 a month for the Financial Year 2024 if resolution 5 is approved.

AGENDA 5 – RESOLUTION 6**5. DIRECTORS' BENEFITS**

Resolution 6 : Benefits payable to Chairman, NEDs and ED (excluding Directors' Fees) for the period from 29th AGM until the next AGM of the Company (the Relevant Period) the proposed Resolution 6, if passed, will authorise the payment of Directors' Benefits of the Chairman, NEDs and ED at the Relevant Period. The Benefits comprise Allowances, Benefits in-kind and other emoluments payable to the Chairman, NEDs and ED.

The Directors' Remuneration (excluding Directors' Fees) comprises meeting allowances and other emoluments payable to the Chairman and members of the Board and Board Committees are as follows:

B. Directors' Remuneration (Excluding Directors' Fees)

Description		Chairman 2024 (RM)	NEDs & ED 2024 (RM)
a.	Monthly Fixed Allowance	10,000	Not Applicable
Description		Chairman of Meeting (RM)	Member (RM)
b.	Meeting allowances per meeting: (Increase of RM500 for Board Meeting & Board Committees Meeting)		
	- Board Meeting	4,000	3,500
	- Board Committee Meetings		
i.	Board Audit Committee Meeting	3,000	2,500
ii.	Board Nomination, Remuneration and ESOS Committee Meeting	3,000	2,500
iii.	Board Risk Committee Meeting	3,000	2,500
iv.	Board Procurement Committee Meeting	3,000	2,500
v.	Board Investment Committee Meeting	3,000	2,500
vi.	Board Sustainability Committee Meeting	3,000	2,500
c.	Annual General Meeting & Extraordinary General Meeting	3,000	2,500
d.	Other Allowances:		
	Leave passage/Study Trip for NEDs (Previously referred as Training Expenses)		16,000

- Propose to increase meeting allowance is referred to Resolution 6 of RM500.00 for Board Meeting and all Board Committee Meeting due to number of meetings held.
- A meeting allowance review was due every 3 years, but it was deferred for several years due to various considerations. The most recent review was conducted in the year 2019.
- BNREC deliberated and recommended reducing training expenses from RM40,000.00 to RM16,000.00. The saved amount will be used for director fees. Training expenses will be renamed as Leave Passage/Study Trip for board members except the ED.
- The proposed increase in meeting allowances, if approved, will be effective from the Financial Year 2024 until the next AGM.

AGENDA 6 – RESOLUTION 7

6. NOTICE OF DIVIDEND PAYMENT & BOOK CLOSURE

NOTICE IS HEREBY GIVEN THAT, a first and final single-tier to be same as notice dividend of 1.00 cents per ordinary share in respect of the financial year ended 31 December 2023, if approved by the shareholders, will be paid on 18 July 2024 to Depositors whose names appear in the Record of Depositors on 28 June 2024.

A depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 28 June 2024 in respect of ordinary transfer; and
- Shares bought on the Bursa Malaysia Securities Berhad (Bursa Malaysia) on a cum entitlement basis according to the Rules of the Bursa Malaysia.

AGENDA 7 – RESOLUTION 8

7. APPOINTMENT OF AUDITORS

The proposed re-appointment of Messrs. KPMG PLT as Auditors of the Company is based on criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, you hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with our Personal Data Protection Notice set out in www.bdb.com.my/privacy-policy.

This serves to warrant that relevant consent has been obtained for us to process any third party's personal data provided by you in accordance with our said Personal Data Protection Notice.