

# NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting of BDB Darulaman Golf Resort Berhad (“the Company”) will be held at Centre of Learning (COL), Level 4, Menara BDB, No. 88, Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darulaman on Thursday, 27 June 2024 at 11.00 a.m. to transact the following businesses:

## AGENDA

### As Ordinary Business

- 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 to Explanatory Note 1)
- To re-elect YBhg. Dato’ Haji Abdul Rahman Bin Abdullah who retires in accordance with Article 106 of the Company’s Constitution and being eligible offers himself for re-election.  
(Refer to Explanatory Note 2) **(Resolution 1)**
- To approve the payment of Directors’ Fees for the Financial Year Ended 31 December 2023.  
(Refer to Explanatory Note 3) **(Resolution 2)**
- 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 30th Annual General Meeting until the next Annual General Meeting of the Company.  
(Refer to Explanatory Note 3) **(Resolution 3)**
- 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 4)**
- 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. 202208000505

LS 0008190

Company Secretaries

**DATIN FADHILAH BINTI HJ AHMAD**

SSM PC No. 201908002965

LS 0008868

Company Secretaries

Alor Setar, Kedah Darul Aman.

Dated: 13 June 2024

## NOTICE OF 29TH ANNUAL GENERAL MEETING

(Continued)

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### 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 authorized 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 23 June 2024 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. FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (FYE2023)

The Financial Statements for the financial year ended 31 December 2023 (FYE2023) 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

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

YBhg. Dato' Haji Abdul Rahman Bin Abdullah is a director who is standing for re-election in accordance with Article 106 of the Company's Constitution at the 30th Annual General Meeting of the Company and being eligible offers himself for re-election.

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### Resolution 2 and Resolution 3

#### 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 of Directors ("Board") agreed that the shareholders' approval shall be sought at the 30th AGM on the Director's Remuneration in two (2) separate resolutions as follows:
- **Resolution 2** : The payment of RM18,000.00 for Directors' Fees is allocated to the external directors (excluding management on the Board). Payment for the preceding year 2023 will only be made if the proposed Ordinary Resolution 2 is passed at the forthcoming AGM.
  - **Resolution 3** : The benefits for the directors will only be payable by the Company if the Ordinary Resolution 3 is passed at the upcoming AGM. These benefits will be paid from the date of the AGM until the next AGM of the Company as and when they are incurred. The board has estimated the total amount of the directors' benefits after careful consideration based on the number of scheduled and Special Meetings to determine meeting allowances. The directors benefits are payable to all board members including management who sit on the Board.
- ii) The Directors' Remuneration (excluding Directors' Fees) comprises the meeting allowances payable to the Chairman and members 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.