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Notice of 31st Annual General Meeting

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting (“31st AGM”) of Bina Darulaman Berhad (“BDB or the Company”) will be held at the Tangkai Rotan, The Jerai Hotel Alor Setar, Lot 134-141, Jalan Sultan Badlishah, Bandar Alor Setar, 05000 Alor Setar, Kedah Darul Aman, on **Thursday, 30 April 2026 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 2025 together with the Reports of the Directors and Auditors thereon.

(Refer Explanatory Note 1)

2. To re-elect **Dato’ Zakiah Binti Kassim** who retire by rotation in accordance with Article 88(ii) of the Company’s Constitution and who being eligible offer herself for re-election.

(Resolution 1)

Tuan Mohamad Ibrahim Bin Ghazali who retire by rotation in accordance with Article 88(ii) of the Company’s Constitution, have expressed his intention not to seek for re-election at this 31st AGM. Hence, he will retain office until the conclusion of the 31st AGM.

(Refer to Explanatory Note 2)

3. To re-elect **Dato’ Haji Mohd Sahil Bin Zabidi** who retire by rotation in accordance with Article 89 of the Company’s Constitution and who being eligible offer himself for re-election.

(Resolution 2)

(Refer to Explanatory Note 3)

4. To approve Directors’ Benefits (excluding Directors’ Fees) in accordance with Section 230(1) of the Companies Act 2016 with effect from the 31st AGM until the next Annual General Meeting of the Company.

(Resolution 3)

(Refer to Explanatory Note 4)

5. To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

(Resolution 4)

(Refer to Explanatory Note 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.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, speak and vote at the 31st AGM, 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 April 2026** Only a depositor whose name appears on the Record of Depositors as of **21 April 2026** shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

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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

2 April 2026

Notes:

1. With regards to the deposited securities, only members whose names appear in the Record of Depositors as of 21 April 2026 shall be eligible to participate in this 31st AGM.
2. A member of the Company entitled to participate in this 31st 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 31st 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

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(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

- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 31st 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.
- Pursuant to Article 61 of the Company's Constitution, all resolutions set out in this Notice will be put to vote by way of poll.

Members Entitled to Attend

- 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 2025 (FY2025) 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

2. THE RETIREMENT OF DIRECTORS PURSUANT TO ARTICLE 88(ii) OF THE COMPANY'S CONSTITUTION

Article 88(ii) of the Company's Constitution states that an election of Directors shall take place each year at the Annual General Meeting of the Company where one-third of the Directors for the time being, or the number nearest to one-third, shall retire from office. All Directors shall retire from office at least once in every three (3) years. If there is only one (1) Director who is subjected to retirement by rotation, he shall retire. All Directors who retire from office shall be eligible for re-election.

The directors to retire in every year shall be those who has been longest in office since their appointment or last election. As between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

Dato' Zakiah Binti Kassim is a director who is standing for re-election in accordance with Article 88(ii) of the Company's Constitution at the 31st Annual General Meeting of the Company. The profile of Dato' Zakiah Binti Kassim is provided on page 27 of the Annual Report 2025. It is important to note that she is entitled for re-election.

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The Company has received notice from Tuan Mohamad Ibrahim Bin Ghazali that he does not wish to seek re-election at the 31st AGM. Accordingly, he will remain in office as a Director of the Company until the conclusion of the 31st AGM. The profile of Tuan Mohamad Ibrahim Bin Ghazali is provided on page 28 of the Annual Report 2025.

The Annual Report 2025 is available at <https://www.bdb.com.my/31st-agm/>.

AGENDA 3 – RESOLUTION 2

3. RE-ELECTION OF DIRECTOR PURSUANT TO ARTICLE 89 OF THE COMPANY'S CONSTITUTION

Article 89 of the Company's Constitution states that any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.

Dato' Haji Mohd Sahil Bin Zabidi is a director who is standing for re-election in accordance with Article 89 of the Company's Constitution at the 31st Annual General Meeting of the Company. The profile of Dato' Haji Mohd Sahil is provided on page 26 of the Annual Report 2025. It is important to note that he is entitled for re-election.

The Annual Report 2025 is available at <https://www.bdb.com.my/31st-agm/>.

AGENDA 4 – RESOLUTION 3

4. DIRECTORS' BENEFITS

Resolution 3 : Benefits payable to Chairman, NEDs (excluding Directors' Fees) for the period from 31st AGM until the next AGM of the Company (the Relevant Period) the proposed Resolution 3, if passed, will authorise the payment of Directors' Benefits of the Chairman and NEDs at the Relevant Period. The Benefits comprise Allowances, Benefits in-kind and other emoluments payable to the Chairman and NEDs.

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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:

Directors' Remuneration (Excluding Directors' Fees)

Description	Chairman 2026 (RM)	NEDs & ED 2026 (RM)
a. Monthly Fixed Allowance	10,000	Not Applicable
Description	Chairman of Meeting (RM)	Member (RM)
b. Meeting allowances per meeting:		
- Board Meeting	4,000	3,500
- Board Committee Meetings		
i. Board Nomination, Remuneration, and ESOS Committee Meeting	3,000	2,500
ii. Board Audit Committee Meeting	3,000	2,500
iii. Board Risk and Investment Committee Meeting	3,000	2,500
iv. Board Procurement Committee Meeting	3,000	2,500
c. Annual General Meeting & Extraordinary General Meeting	3,000	2,500
d. Other Allowances:		
Leave passage for NEDs		16,000

AGENDA 5 - RESOLUTION 4

5. APPOINTMENT OF AUDITORS

The proposed re-appointment of Messrs. BDO 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.