



SPRIT OF ACHIEVEMENT

Registration No. 199501003751 (332945-X)

Incorporated in Malaysia

SUMMARY OF MINUTES OF THE 31ST ANNUAL GENERAL MEETING (31ST AGM) OF BINA DARULAMAN BERHAD HELD AT 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.

1. CHAIRMAN'S WELCOMING REMARKS

YBhg. Dato' Haji Mohd Sahil Bin Zabidi, the Chairman of the 31st Annual General Meeting ("the 31st AGM") of Bina Darulaman Berhad ("the Company" or "BDB"), presided as the Chairman of the meeting. The Chairman then welcomed all present at the 31st Annual General Meeting of the Company before introducing the Board of Directors, the Company Secretary, the C-Level Management and the Auditors, BDO PLT, to the members of the floor.

2. QUORUM OF MEETING

The Chairman invited the Company Secretary to confirm the quorum to convene this 31st AGM. The Company Secretary said that pursuant to Article 57(ii) of the Company's Constitution, a quorum for a general meeting shall consist of two (2) members present, by proxy or by any representative or a combination of both, shall be a quorum for a general meeting. She confirmed that there was a sufficient quorum for today's meeting.

With the requisite quorum being present, the Chairman declared the meeting duly constituted and shall proceed to business.

3. VOTING

The Chairman then invited the Company Secretary to advise shareholders participating today on the administrative matters in respect of today's 31st AGM.

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

As there is no legal requirement for a proposed resolution to be seconded, the Chairman will take the Meeting through each item on the Agenda.



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Ordinary Resolutions 1 to 4 require a simple majority exceeding 50% of the votes from those members present or by proxies and voting at this meeting. As such, the Chairman shall go through all the resolutions set out in the notice of the 31st AGM today and defer the voting by poll at the end of the meeting.

4. NOTICE OF MEETING

The Chairman further informed that all four (4) Ordinary Resolutions to be put for a vote are based on the Notice of the 31st AGM. The Notice of 31st AGM dated 02 April 2026 has been sent to all the Shareholders within the prescribed period, and the Annual Report 2025 is available for the Shareholders to download on the Company's website www.bdb.com.my/31st-agm/. He then declared the Notice of the 31st AGM taken as read.

5. PRESENTATION OF THE GROUP FINANCIAL PERFORMANCE FOR THE YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

The Group Chief Executive Officer, Encik Che Abdul Khalid Bin Md Din, proceeded to present the Group's Financial Statements for the financial year ended 31 December 2025, and subsequently delivered *BDB Today*, highlighting the Group's strategic priorities and core strengthening initiatives towards shaping the future.

6. MEETING AGENDA

6.1. Item 1 of the agenda – Financial Statements

The first item on the agenda is to receive the Audited Financial Statements for the Financial Year Ended 31 December 2025 together with the reports of the directors and auditors thereon.

The Annual Report 2025 of the Company containing the Audited Financial Statements has been published earlier to all the shareholders and submitted to Bursa together with the Notice of the 31st AGM.

Pursuant to Section 340(1) of the Companies Act 2026, the Directors are required to lay before the shareholders the Audited Financial Statements. The Audited Financial Statements do not require formal approval of the shareholders and hence, are not put forward for voting.



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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 2025.

The Auditors, Messrs. BDO PLT, are of the opinion 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 2025.

The Company Audited Financial Statements for the Financial Year Ended 31 December 2025, and the Reports of the Directors and Auditors thereon as tabled at the 31st Annual General Meeting of BDB were received and adopted.

6.2. The Chairman then proceeded with the remaining agenda items before the Board of Directors responded to questions from participants (shareholders/proxies).

RESOLUTIONS	AGENDA
Ordinary Resolution 1	<p>To re-elect YBhg. Dato' Zakiah Binti Kassim, who retires in accordance with Article 88(ii) of the Company's Constitution.</p> <p>The Chairman informed that YBhg. Tuan Mohamad Ibrahim Bin Ghazali, retiring by rotation in accordance with Article 88(ii) of the Companies Constitution, has indicated his willingness not to seek re-election and will therefore retire at the conclusion of this AGM.</p> <p>The meeting recorded sincere appreciation for Tuan Haji Mohamad Ibrahim Ghazali for his dedicated service and invaluable contributions to the Company.</p>
Ordinary Resolution 2	<p>To re-elect YBhg. Dato' Haji Mohd Sahil Bin Zabidi, who retires in accordance with Article 89 of the Company's Constitution.</p>
Ordinary Resolution 3	<p>To approve Directors' Benefits (excluding Directors' Fees) under Section 230 (1) of the Companies Act 2016 with effect from the 31st Annual General Meeting until the next Annual General Meeting of the Company.</p>



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Ordinary Resolution 4	To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.
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The Chairman informed that the Company Secretary has indicated that no notice of any other business or transaction was received. Accordingly, all resolutions outlined in the Notice of the 31st Annual General Meeting have been duly tabled.

7. QUESTIONS AND ANSWER SESSION

The Chairman continued the meeting by inviting shareholders, proxies and corporate representatives to raise questions in relation to the Group Financial Performance for the Year Ended 31 December 2025 or questions relating to BDB Group's business or questions which relates to any items on the agenda. The question and answer were attached as per "Annexure".

8. CLOSING OF THE REGISTRATION COUNTER

The Chairman declared that the registration for attendance at the 31st Annual General Meeting of BDB is closed at 10.55 a.m.

9. POLLING SESSION

The Poll Administrator representative, Mr. Chew Nee Soon from Bina Management (M) Sdn Bhd then continues with the briefing on the polling procedure. Upon completion of the Polling process, the Poll Administrator representative handed over the results to the Chairman.

10. POLLING SESSION AND THE RESULTS

The Chairman then announced the poll result for all the resolutions, which was given by the Poll Administrator, Bina Management (M) Sdn Bhd and validated by the Scrutineers, Ms. Carissa Hoh from Amethyst Destiny Sdn Bhd. The Chairman then invited the Scrutineer to confirm the poll voting results have been verified as follows:



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RESOLUTION	VOTED	NO. OF SHAREHOLDERS / UNITHOLDERS	NO. OF SHARES / UNITS	% OF SHARES / UNITS	ABSTAIN* NO. OF SHARES / UNITS
Ordinary Resolution No. 1	FOR	14	185,434,788	99.999901	0
	AGAINST	2	184	0.000099	
Ordinary Resolution No. 2	FOR	14	185,434,788	99.999901	0
	AGAINST	2	184	0.000099	
Ordinary Resolution No. 3	FOR	13	185,433,788	99.999362	0
	AGAINST	3	1,184	0.000638	
Ordinary Resolution No. 4	FOR	14	185,434,788	99.999901	0
	AGAINST	2	184	0.000099	

11. CONCLUSION

The Chairman declared that **ALL** Resolutions tabled and voted at this meeting were **CARRIED** and the 31st Annual General Meeting of the Company is closed.

The Chairman expresses his gratitude to all the shareholders who attended the 31st Annual General Meeting of BDB. The Chairman then announced the AGM ended at 11.21 a.m.

Dated: 30 April 2026

31st ANNUAL GENERAL MEETING

Questions & Answer

Q1: Encik Ahmad Nazri Bin Md Daud (Shareholder BDB)

How have the recent increase in global oil prices and ongoing geopolitical tensions impacted BDB project costs, margins and operational performance and what measures the Group is taking to mitigate these risks moving forward?

Response for Q1 from Chairman of Board Risk/Investment Committee, YB Ir. Ts. Khairil Nizam Bin Khirudin

Thank you for the question. The recent increase in oil prices and geopolitical tensions undoubtedly have put quite a pressure on our project and product margins. In the property industry, cautious market sentiment resulted to lower sales conversion. Meanwhile, an increase in fuel price and bitumen cost have resulted to higher delivery costs per ton of premix.

While we admit the tensions pose a critical challenge to the BDB Group, we take steps to mitigate these risks through cost optimisation initiatives, strategic procurement and close monitoring of project budgets. We also leverage pricing strategy and diversified customers where applicable to manage cost fluctuations.

In response to the heightened uncertainty, BDB Group has activated the Business Continuity Management (BCM) Working Committee to ensure preparedness and resilience across our operations. Moving forward, we remain cautious and will continue to strengthen our cost controls and operational efficiencies to endure this challenging time.

Q2: Puan Sharifah Binti Ma'arof (Shareholder BDB)

- a) First of all, thank you for the 2026 business plan but I appreciate it if you can share with us your three (3) years business plan as to ensure the relevancy of BDB in your core business (property) since we know that the property market is already in this situation not only in Kedah but also in Malaysia in general and also the margin of construction projects. What is your business strategy to sustain the Company's profitability. If possible, give us a concise and clear explanation of the time horizon of each of your strategies and how it gonna impact Company's bottom line.
- b) I also want to know, last year you have made a few announcements regarding your new projects, so what is the progress of those projects?

- c) Lastly, what is your Dividend Policy since you know the market cycle, actually the market now volatile is very high and the market cycle getting shorter and shorter, so as a shareholder, capital efficient is something that difficult to reach, so the dividend is what the shareholder is looking for.

Response for Q2 from the Group Chief Executive Officer, Encik Che Abdul Khalid Bin Md Din

The GCEO said that in his presentation, he presented the 2026 called, ‘Strategic Planning’ that covers the next three (3) years (2026-2028). During this period, the Group remains focused on its core businesses, namely Property, Construction, Quarry and Leisure.

Expansion or diversification into new business areas will depend on the performance and stability of these core businesses. If the core business segments stabilise, the Group may explore new ventures or business opportunities that can support the Group as a whole.

For the immediate three-year period, the focus remains on strengthening and stabilising the existing core businesses.

YBhg. Dato’ Chairman further clarified that the Company have four (4) strategic pillars for the next year onward, we are focusing on to revive the Company’s performance. So, I would rather say that let us be focused on what we are doing now as mentioned by the GCEO and I think that is the focus now and it will take some time but again we will make the proper announcement once the time comes.

Q3: Encik Rusli Md Isa (Shareholder)

My question relates to revenue focus and cost management. In the presentation by the GCEO, I did not observe any specific emphasis on revenue enhancement and cost management for the Leisure Division. Referring to the Financial Statements for the Financial Year 2025, the Leisure Division recorded negative revenue performance. What are the plans and strategies in place for 2026 to address this?

[Saya Rusli Bin Md Isa, Shareholder. Soalan saya berkenaan dengan ‘revenue focus’ and ‘cost management’, dalam penerangan tadi saya tak nampak ‘revenue focus’ untuk Leisure Segment dan ‘cost management’. Kalau mengikut Laporan Kewangan Tahun 2025, Leisure Segment menghadapi pendapatan yang negative, apakah perancangan bagi tahun 2026?]

**the question was asked in Malay.*

Response for Q3 from the Group Chief Executive Officer, Encik Che Abdul Khalid Bin Md Din

The GCEO said that Management agreed that the losses recorded in 2025 were lower compared to 2024, indicating some improvement in reducing losses.

To improve the leisure division's performance, several initiatives are being implemented:

1. Introducing additional activities and attractions to increase visitor traffic and generate higher income, including the introduction of Darulaman Fun Park and, in September, a Petting Zoo;
2. Taking over the full operation of Fantasia Aquapark (previously leased out), enabling the Group to capture the entire revenue stream, with the Company already generating approximately half of the revenue as of the first quarter;
3. Optimising human resources to enhance operational efficiency; and
4. Implementing automation initiatives, such as automatic parking gate systems, to reduce manual processes and improve overall efficiency.

Management emphasised that cost management remains a key focus across the Group, not only within the leisure division. The Group has undertaken workforce optimisation initiatives since the end of last year and has achieved approximately a 15% reduction in operational costs after the first quarter, exceeding the initial target of 7%.

Management expressed optimism that the leisure division's performance will continue improving by year-end.

Q4: Encik Rusli Md Isa (Shareholder)

My question relates to the core business, specifically the contract maintenance agreements that are due to expire in May 2026. It is assumed that the Company has already initiated discussions for the contract renewal. My question is on the expected renewal timeline, particularly as the Letter of Award (LOA) is typically issued around April 2026.

[Soalan kedua berkaitan dengan 'core business' untuk 'contract maintenance' yang akan tamat pada Mei 2026, sekarang pihak Syarikat sedang berbincang untuk pembaharuan kontrak tersebut. Soalan saya adalah berhubung jangkaan tempoh pembaharuan, memandangkan Surat Setuju Terima (Letter of Award – LOA) kebiasaannya dikeluarkan sekitar April 2026]

**the question was asked in Malay.*

Response for Q4 from the Group Chief Executive Officer, Encik Che Abdul Khalid Bin Md Din

YBhg. Dato' Chairman informed that the Company awaited and it is expected in May 2026 and invited the GCEO to further explain. The GCEO explained that the last awarded State Road Maintenance (SRM) is three (3) years in duration. For this coming, we were awarded for five (5) years. The discussions with the Government are ongoing, particularly regarding contract value adjustments due to increased diesel and material costs, especially bitumen.

The Group highlighted that bitumen purchases amount to approximately RM23 million to RM24 million annually. With bitumen prices increasing from approximately RM2,200 per ton to RM3,000 per ton, the impact on costs is significant.

Management is currently negotiating with the Government to secure revised contract terms that better reflect the increased cost environment. Once finalised, the Group will make the appropriate announcements.

-The End-