

Notice of 32nd Annual General Meeting

NOTICE IS HEREBY GIVEN that the 32nd Annual General Meeting of BDB Darulaman Golf Resort Berhad ("the Company") will be held at at Bunga Raya Room, Darulaman Golf & Country Club, 06007 Jitra, Kedah Darul Aman on Tuesday, 30 June 2026 at 10.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

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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 to Explanatory Note 1)

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2. To re-elect Dato' Haji Abdul Rahman Bin Abdullah who retire by rotation in accordance with Article 106 of the Company's Constitution and who being eligible offer himself for re-election.

(Resolution 1)

(Refer to Explanatory Note 2)

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3. To re-elect the Encik Che Abdul Khalid Bin Md Din who retire in accordance with Article 109 of the Company's Constitution and who is eligible offer himself for re-election.

(Resolution 2)

Encik Samshul Anor Bin Ahmad and Encik Hanif Bin Haji Hassan who retire by rotation in accordance with Article 109 of the Company's Constitution, have expressed their intention not to seek for re-election at this 32nd AGM. Hence, they will retain office until the conclusion of the 32nd AGM.

(Refer to Explanatory Note 3)

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4. To approve the payment of Directors' Fees for the Financial Year Ended 31 December 2025.

(Resolution 3)

(Refer to Explanatory Note 4)

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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 32nd Annual General Meeting until the next Annual General Meeting of the Company.

(Resolution 4)

(Refer to Explanatory Note 4)

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| 6. 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 5) |
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| 7. 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. | |
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By Order of the Board,

KHAIRULMUNA BINTI ABD GHANI

SSM PC No. 202208000505

LS 0008190

Company Secretary

Alor Setar, Kedah Darul Aman

Dated: 08 June 2026

Notes:

1. A member of the Company who is 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 on 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.

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5. Only a depositor whose name appears on the Record of Depositors as of 24 June 2026 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. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 (FYE2025)

The Audited Financial Statements for the Financial Year Ended 31 December 2025 (FYE2025) 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 DIRECTOR PURSUANT TO ARTICLE 106 OF THE COMPANY'S CONSTITUTION

Director who is standing for re-election and re-appointment at the 32nd Annual General Meeting:

- i) Dato' Haji Abdul Rahman Bin Abdullah

Resolution 2

3. RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLE 109 OF THE COMPANY'S CONSTITUTION

Director who are standing for re-election and re-appointment at the 32nd Annual General Meeting:

- i) Encik Che Abdul Khalid Bin Md Din

The Company have received notice from Encik Samshul Anor Bin Ahmad and Encik Hanif Bin Haji Hassan that they does not wish to seek re-election at the 32nd AGM. Accordingly, they will remain in the office as a Director of the Company until the conclusion of the 32nd AGM.

Resolution 3 to Resolution 4

4. DIRECTORS' REMUNERATION

- i) Pursuant to Section 230(1) of the Companies Act 2016, any Directors' Remuneration including Directors' Fees, provides 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 32nd AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

Resolution 3 : The payment of RM5,000.00 is allocated for the payment of Directors' Fees, which will be paid to external directors (excluding Management on the board). Payment for the previous year, 2025, will only be made if the proposed Resolution 3 is passed at the forthcoming AGM.

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Resolution 4 : The benefits for the directors will only be payable by the Company if Resolution 4 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 the Management team that sits 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 Directors 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.

This 32nd Notice AGM is available at <https://bdb.com.my/dgrb-32nd-agm/>
