

PROXY FORM
23RD ANNUAL GENERAL MEETING

CDS Account No.	No. of Shares held

*I/ We _____
(FULL NAME AND IN CAPITAL LETTERS)

*NRIC/ Passport/ Company No. (Compulsory) _____

Address (in Capital Letters) _____

Mobile Phone No. _____

Being a member of Bina Darulaman Berhad ("the Company") I hereby appoint:			
	FULL NAME OF PROXY AS PER NRIC IN CAPITAL LETTERS	No. of Shares	Percentage (%)
Proxy 1	Name:		
	NRIC No./ Passport No.:		
	Address:		
Proxy 2	Name:		
	NRIC No./ Passport No.:		
	Address:		
	TOTAL		

or failing *him/her, the ****CHAIRMAN OF THE MEETING** as *my/our Proxy to attend and vote for *me/us on *my/our behalf at the 23rd Annual General Meeting of Bina Darulaman Bhd ("BDB or the Company") to be held at Ballroom 3 Intercontinental Hotel Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur on **Thursday, 19 April 2018, at 11.00 a.m.** or any adjournment thereof, as indicated below:

	ORDINARY RESOLUTIONS	FOR	AGAINST
Resolution 1	To approve the payment of Directors' Fees for the Financial Year Ended 31 December 2017.		
Resolution 2	To approve the payment of Directors' Benefits in accordance with Section 230(1) of the Companies Act 2016 with effect from the 23 rd Annual General Meeting until the next Annual General Meeting of the Company.		
Resolution 3	To re-elect Dato' Paduka Haji Rasli Bin Basir retiring pursuant to Article 86 of the Company's Constitution and who, being eligible, offers himself for re-election.		
Resolution 4	To re-elect Encik Sudirman Bin Masduki retiring pursuant to Article 86 of the Company's Constitution and who, being eligible, offers himself for re-election.		
Resolution 5	To re-elect Datuk Mohd Radzif Bin Mohd Yunus retiring pursuant to Article 86 of the Company's Constitution and who, being eligible, offers himself for re-election.		
Resolution 6	To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
	SPECIAL BUSINESS		
Resolution 7	<p>Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate").</p> <p>"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries ("BDB Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") 28 March 2018 subject to the following:</p> <p>(i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on BDB Group's normal commercial terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on an arm's length basis which are not detrimental to the minority shareholders of the Company; and</p> <p>(ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in force until:</p> <p>(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time this shareholders' mandate will lapse, unless by a resolution passed at the next AGM, the shareholders' mandate is renewed;</p> <p>(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 (2) of the Companies Act 2016 ("Act") (subject to such extension as may be allowed pursuant to Section 340 (4) of the Act; or</p> <p>(c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;</p> <p>whichever is earlier;</p> <p>AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Recurrent Related Party Transactions contemplated and/or authorised by this ordinary resolution."</p>		

[Please indicate with an "X" in the appropriate box against the resolution how you wish your Proxy to vote. If no instruction is given, this form will be taken to authorise the Proxy to vote at his/ her discretion]

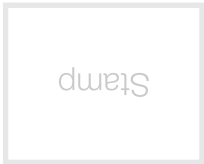
*Strike out whichever is applicable.
** If you do not wish to appoint the Chairman of the Meeting as your proxy/one (1) of your proxies, please strike out the words "the Chairman of the Meeting" and insert the name(s) of the proxy/ proxies you wish to appoint in the blank spaces provided.

Signed this _____ day of _____, 2018

Signature/ Common Seal of Shareholder(s)

BINA DARULAMAN BERHAD
Aras 9 & 10, Menara BDB, 88, Lebuhraya Darulaman,
05100 Alor Setar, Kedah Darul Aman

The Company Secretary



Notes

1. With regards to deposited securities, only members whose names appear in the Record of Depositors as at 12 April 2018 shall be eligible to attend and vote at the meeting.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
4. The instrument appointing a proxy shall:
 - a. In the case of an individual, be signed by the appointor 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 authorised attorney or officer on behalf of the corporation.
5. The instrument appointing a 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 not less than forty eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
6. For the purpose of determining who shall be entitled to attend this meeting the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. ("Depository") in accordance with Rules of the Depository, to issue Record of Depositors and make available to the Company pursuant to Article 52(iii) of the Company's Constitution and Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
7. Please refer to the Administrative Details circulated with this notice for administrative details on 23rd Annual General Meeting.
8. 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, 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)' prior consent for the Company's (or its agents) processing of such proxy(ies)' and/or representative(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.