



40th anniversary
1975-2015



Malaysia's Landmark Builder Since 1975

ANNUAL REPORT 2014



The cover design illustrates Bina Puri's 40th anniversary.

The ruby, associated with 40th Anniversary, is an exclusive and solid gemstone that depicts the 40 years of steady growth and stability of Bina Puri. Our greatest asset being our staff, together with recently completed and on-going projects give life to the ruby.

The orange and red rays shining out of the ruby moving upwards symbolises the joy, warmth, enthusiasm, creativity, success, encouragement and determination of Bina Puri.

To commemorate this auspicious milestone in our journey to success, we have come up with a simple, yet unique logo.

We maintain the usage of the colours red and grey to be in conformity with the colours of our logo.

The red line that continues from the number 'four' clearly signifies the company is not contented to remain where we are, but to more forward and with a spirit full of energy.

The 'red' in our logo testifies to the demand we have thus enjoyed from all walks of customers, both, locally from the private as well as the public sectors and internationally.

The years '1975-2015' is the indication of the period we have been in operation and we look forward to many, many more good years to come in the future.

40th
anniversary
1975-2015

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting of Bina Puri Holdings Bhd. ("Bina Puri" or "the Company") will be held at Ground Floor, Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan on Wednesday, 17 June 2015 at 11:00 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive the Audited Accounts for the year ended 31 December 2014 and the Reports of Directors and Auditors thereon. (Please refer to Note A)

2. To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association:

- 2.1 Datuk Henry Tee Hock Hin
 - 2.2 Matthew Tee Kai Woon
 - 2.3 Tay Hock Lee
- (Please refer to Note B)

Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3

3. To consider and if thought fit, to pass the following as Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:

"THAT Datuk Tan Kwe Hee, a Director retiring pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting."
(Please refer to Note C)

Ordinary Resolution 4

4. To approve the final dividend of 2 sen per share in respect of the financial year ended 31 December 2014.

Ordinary Resolution 5

5. To ratify and approve directors' annual fees of RM476,000.

Ordinary Resolution 6

6. To re-appoint Messrs Baker Tilly Monteiro Heng (AF 0117) as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 7

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

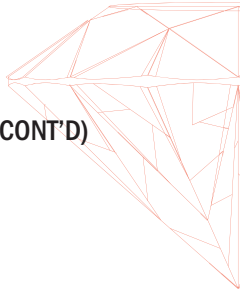
"THAT, subject to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary companies be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature set out in paragraph 2.5 of the Circular to Shareholders of the Company dated 26 May 2015 which are necessary for their day-to-day operations with:

- 7.1 Sea Travel and Tours Sdn. Bhd.
- 7.2 Kumpulan Melaka Bhd.
- 7.3 Ideal Heights Properties Sdn. Bhd.
- 7.4 Dimara Building System Sdn. Bhd.
- 7.5 Dimara Construction Sdn. Bhd.
- 7.6 Dimara Holdings Sdn. Bhd.

Ordinary Resolution 8
Ordinary Resolution 9
Ordinary Resolution 10
Ordinary Resolution 11
Ordinary Resolution 12
Ordinary Resolution 13

subject further to the following:

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)



- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- (b) appropriate disclosure is made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of the Bursa Securities, which requires an actual breakdown of the aggregate value of the recurrent related party transactions entered into during the financial year, including amongst others, the type of recurrent related party transactions and the names of the related parties involved in each type of the recurrent related party transactions entered into and their respective relationships with the Company and that such approval shall, subject to annual renewal, continue to be in force until:
 - i. the conclusion of the next annual general meeting of the Company (unless by a resolution or resolutions passed at the said annual general meeting, the authority is renewed);
 - ii. the expiry of the period within which the next annual general meeting of the Company following the forthcoming annual general meeting at which this mandate is approved, is required to be held pursuant to Section 143(1) of the Companies Act, 1965, without regard to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965; or
 - iii. revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting, whichever is the earliest; and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by these ordinary resolutions."

8. **PROPOSED AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities."

Ordinary Resolution 14

9. **PROPOSED RENEWAL OF AUTHORITY BY THE COMPANY TO PURCHASE UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED RENEWAL OF SHARE BUY-BACK")**

"THAT, subject to the Companies Act, 1965, rules, regulations and orders made pursuant to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

Ordinary Resolution 15

- (a) the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the issued and paid-up capital of the Company at any one time; and
- (b) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits and/or share premium of the Company;



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

AND THAT the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Companies Act, 1965) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Companies Act, 1965, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT the Directors be and are hereby empowered to do all acts and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991 and to take all such steps and to enter into and execute all commitments, transactions, deed, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations (if any) as may be imposed by the relevant authorities;

AND FURTHER THAT the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue in force until the conclusion of the next annual general meeting of the Company or the expiry of the period within which the next annual general meeting of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event in accordance with the provisions of the Listing Requirements and other relevant authorities."

11. **PROPOSED GRANTING OF OPTIONS TO DATUK TAN KWE HEE, GROUP DIRECTOR OF THE COMPANY, UNDER THE COMPANY'S EXECUTIVES' SHARE OPTION SCHEME ("ESOS" OR "THE SCHEME")**

"THAT pursuant to the Company's ESOS approved by the shareholders of the Company at the Annual General Meeting held on 1 June 2011, authority be and is hereby given to the Company at any time and from time to time during the duration of the ESOS, to offer and grant to Datuk Tan Kwe Hee, being the Group Director of the Company, options to subscribe for up to a maximum entitlement of 1,320,000 Bina Puri shares under the ESOS, subject to the provisions of the By-Laws governing and constituting the Scheme."

Ordinary Resolution 16

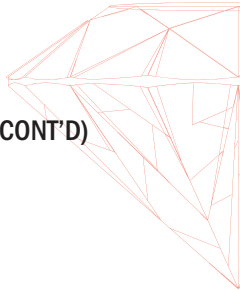
12. **PROPOSED GRANTING OF OPTIONS TO WE HER CHING, ALTERNATE DIRECTOR TO DATUK HENRY TEE HOCK HIN, EXECUTIVE DIRECTOR OF THE COMPANY, UNDER THE COMPANY'S ESOS**

"THAT pursuant to the Company's ESOS approved by the shareholders of the Company at the Annual General Meeting held on 1 June 2011, authority be and is hereby given to the Company at any time and from time to time during the duration of the ESOS, to offer and grant to We Her Ching, being the Alternate Director to Datuk Henry Tee Hock Hin, Executive Director of the Company, options to subscribe for up to a maximum entitlement of 429,000 Bina Puri shares under the ESOS, subject to the provisions of the By-Laws governing and constituting the Scheme."

Ordinary Resolution 17

13. To transact any other business of which due notice shall have been given.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)



Notice of Dividend Entitlement and Payment

NOTICE IS ALSO HEREBY GIVEN that the final dividend, if approved, will be paid on 31 July 2015 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 10 July 2015.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 10 July 2015 in respect of transfers; and
- (b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

TOH GAIK BEE
MAICSA 7005448
Group Company Secretary

Selangor Darul Ehsan
Date: 26 May 2015

Notes:

1. A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Act shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
2. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
3. In the event the member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his proxy.
4. A Member of the Company who is entitled to attend and vote at a meeting of the Company or at a meeting of any class of Members of the Company, may appoint not more than two (2) proxies to attend and vote instead of the Member at the meeting.
5. Where a Member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
7. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

8. To be valid the proxy form duly completed must be deposited at the Registered Office of the Company at Wisma Bina Puri, 88, Jalan Bukit Idaman 8/1, Bukit Idaman, 68100 Selayang, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
9. Only members whose names appear in the Record of Depositors as at 11 June 2015 shall be eligible to attend the Twenty-Fourth Annual General Meeting or appoint proxy(ies) to attend and vote on his behalf.



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Note A

This agenda item is meant for discussion only as under the provisions of Section 169(1) of the Act and the Company's Articles of Association, the audited accounts do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.

Note B

Datuk Henry Tee Hock Hin, Matthew Tee Kai Woon and Tay Hock Lee are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this Annual General Meeting.

Note C

The re-appointment of Datuk Tan Kwe Hee who has attained the age of 70 years, as Director of the Company to hold office until the conclusion of the next annual general meeting, shall take effect if the Ordinary Resolution 4 is passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or where proxies are allowed, by proxy, at the Twenty-Fourth Annual General Meeting.

Explanatory Notes on Special Business:

Proposed renewal of shareholders' mandate for recurrent related party transactions

The ordinary resolutions 8, 9, 10, 11, 12 and 13, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in paragraph 2.5 of the Circular to Shareholders on recurrent related party transactions dated 26 May 2015 despatched with the Annual Report 2014.

Proposed authority to allot shares pursuant to section 132D of the Companies Act, 1965

The ordinary resolution 14, if passed, will give the Directors the authority to allot and issue ordinary shares from the unissued share capital of the Company up to an amount not exceeding 10% of the Company's issued share capital for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting.

The Company did not issue any shares pursuant to the mandate granted to the Directors at the Twenty-Third Annual General Meeting held on 27 June 2014.

The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, placement of shares, funding future investment project(s), working capital and/or acquisition(s).

Proposed Renewal of Share Buy-back

The ordinary resolution 15, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities of up to 10% of the total issued and paid-up share capital of the Company.

The details of the Proposed Renewal of Share Buy-Back are contained in the Share Buy-Back Statement on page 7 of the annual report.

Proposed Granting of Options under the Company's ESOS

The establishment of the ESOS was approved by the shareholders of the Company at the Annual General Meeting held on 1 June 2010.

The ordinary resolutions 16 and 17, if passed, will enable the Company to grant ESOS to the Directors of the Company in accordance with the By-Laws as approved by the shareholders of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(pursuant to paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities)

DETAILS OF INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS

No individual is seeking election as a Director at the Twenty-Fourth Annual General Meeting of the Company.

SHARE BUY-BACK STATEMENT

PROPOSED RENEWAL OF AUTHORITY FOR BINA PURI HOLDINGS BHD. ("BINA PURI") TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED RENEWAL OF SHARE BUY-BACK")

1. INTRODUCTION

On 27 June 2014, the Company had obtained approval from the shareholders of the Company to purchase its own shares of up to ten percent (10%) of the issued and paid-up share capital of the Company. The said authority will lapse at the conclusion of this forthcoming Annual General Meeting ("AGM").

The Company has intention to renew the authority to purchase its own shares by way of an ordinary resolution.

The purpose of this Statement is to provide shareholders with the relevant information on the Proposed Renewal of Share Buy-Back and to seek their approval for the ordinary resolution pertaining to the same to give effect to the Proposed Renewal of Share Buy-Back to be tabled at the forthcoming AGM. The notice of the AGM together with the Proxy Form are set out in this Annual Report.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK

The Board proposes to seek shareholders' approval for a renewal of the authority to purchase and/or hold in aggregate of up to 10% of the issued and paid-up share capital of the Company at any point of time through Bursa Malaysia Securities Berhad ("Bursa Securities").

Based on the issued and paid-up share capital of the Company as at 30 April 2015 of RM102,381,175 comprising 204,762,350 ordinary shares of RM0.50 each (including 360,000 treasury shares) and an outstanding 8,037,950 ESOS options, a total of 22,121,621 Bina Puri shares may be purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back, assuming full exercise of outstanding ESOS options granted under the Company's existing ESOS.

Such authority, if so approved, would be effective upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back until:-

- (i) the conclusion of the next AGM of Bina Puri following the general meeting at which the ordinary resolution for the Proposed Renewal of Share Buy-Back is passed, at which time such authority shall lapse unless it is renewed by ordinary resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first.

The purchase of shares under the Proposed Renewal of Share Buy-Back will be carried out through Bursa Securities via stockbrokers to be appointed by the Board.

The Board proposes to allocate an amount of up to the retained profits and/or share premium account of the Company for the purchase of its own shares subject to the compliance with Section 67A of the Companies Act, 1965 ("Act") and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase. Based on the latest audited financial statements of Bina Puri as at 31 December 2014, the retained profits amounted to approximately RM103.333 million and the share premium account amounted to approximately RM4.714 million.

The Proposed Renewal of Share Buy-Back will allow the Board to exercise the power of the Company to purchase its own shares at any time within the abovementioned period using the internal funds of the Group and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later, depending on, amongst others, the availability of funds at the time of purchase, the actual number of shares to be purchased and other relevant cost factors. The actual number of shares to be purchased and the timing of such purchase will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained profits, the share premium account and the financial resources available to the Group.



SHARE BUY-BACK STATEMENT (Cont'd)

If the Company purchases its own shares using external borrowings, the Board will ensure that the Group has sufficient funds to repay the external borrowings and that the repayment would not have any material effect on the cash flow of the Group.

Bina Puri may only purchase its own shares at a price which is not more than 15% above the weighted average market price of the Bina Puri shares for the 5 market days immediately preceding the date of the purchase.

The Company may only resell the purchased shares held as treasury shares at a price, which is:-

- (a) not less than the weighted average market price of the shares for the 5 market days immediately prior to the date of the resale; or
- (b) a discounted price of not more than 5% to the weighted average market price of the shares for the 5 market days immediately prior to the date of the resale, provided that the resale takes place no earlier than 30 days from the date of the purchase; and the resale price is not less than the cost of purchase of the shares being resold.

The Company shall, upon each purchase or re-sale of shares, make the necessary announcements to Bursa Securities.

In accordance with Section 67A of the Act, the Directors of the Company may deal with the purchased shares pursuant to the Proposed Renewal of Share Buy-Back, in the following manner:-

- (i) to cancel the purchased shares;
- (ii) to retain the purchased shares as treasury shares for distribution as share dividends to the shareholders and/or resell through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
- (iii) retain part of the purchased shares as treasury shares and cancel the remainder.

The decision whether to retain the purchased shares as treasury shares, to cancel the purchased shares, distribute the treasury shares as share dividends or to resell the treasury shares on Bursa Securities will be made by the Board at the appropriate time. The distribution of treasury shares as share dividends may be applied as a reduction of the retained profits or the share premium account of the Company.

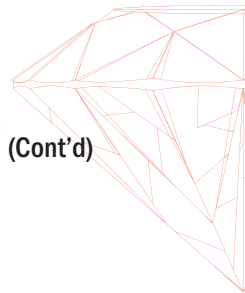
While the purchased shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any distribution and otherwise are suspended. The treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

The Company will make an immediate announcement to Bursa Securities of any purchase and resale of the shares and whether the purchased shares will be cancelled or retain as treasury shares or a combination of both.

The Proposed Renewal of Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% public shareholding spread as required by the Main Market Listing Requirements of Bursa Securities.

As at 30 April 2015, the public shareholding spread of the Company based on the issued and paid-up share capital of RM102,381,175 Bina Puri Shares was 49.83%. The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's own shares if the purchase would result in the public shareholding spread requirements not being met.

The Company did not purchase any Bina Puri shares during the financial year ended 31 December 2014.



3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK

The Proposed Renewal of Share Buy-Back, if implemented, will enable Bina Puri to utilise any of its surplus financial resources, which is not immediately required for other uses, to purchase its own shares from the market. The Proposed Renewal of Share Buy-Back is expected to stabilise the supply and demand, as well as the price of Bina Puri shares.

If the Bina Puri shares purchased are subsequently cancelled, the Proposed Renewal of Share Buy-Back may strengthen the Earnings Per Share ("EPS") of the Bina Puri Group. Consequently, long-term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company.

The purchased shares can also be held as treasury shares and resold on Bursa Securities at a higher price therefore realising a potential gain without affecting the total issued and paid-up share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

The Proposed Renewal of Share Buy-Back is not expected to have any potential material disadvantage to the Company and its shareholders, and it will be implemented only after due consideration of the financial resources of the Bina Puri Group, and of the resultant impact on the shareholders of the Company. The Board will be mindful of the interests of Bina Puri and its shareholders in undertaking the Proposed Renewal of Share Buy-Back.

4. ADVANTAGES AND DISADVANTAGES

The potential advantages of the Proposed Renewal of Share Buy-Back are as follows:-

- (i) allows the Company to take preventive measures against speculation particularly when its shares are undervalued, which would in turn, stabilise the market price of Bina Puri shares and hence, enhance investors' confidence;
- (ii) allows the Company flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity;
- (iii) if the purchased shares which are retained as treasury shares are resold at a higher price, it will provide the Company with opportunities for potential gains; and
- (iv) If the treasury shares are distributed as dividends by the Company, it may then serve to reward the shareholders of the Company.

The potential disadvantages of the Proposed Renewal of Share Buy-Back are as follows:-

- (i) reduce the financial resources of the Company which may otherwise be retained and used for the businesses of the Group. Nevertheless, the Board will be mindful of the interests of the Group and its shareholders in undertaking the Proposed Renewal of Share Buy-Back; and
- (ii) as the Proposed Renewal of Share Buy-Back can only be made out of retained earnings and the share premium account, it may result in the reduction of financial resources available for distribution as dividends and bonus issues to the shareholders of the Company.

5. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK

The effects of the Proposed Renewal of Share Buy-Back on the share capital, shareholding structure, net assets, earnings and working capital of the Company are set out below based on the following scenarios:-

Minimum scenario : Assuming none of the outstanding ESOS options granted are exercised.

Maximum scenario : Assuming full exercise of the ESOS options granted.

SHARE BUY-BACK STATEMENT (Cont'd)

5.1 Share Capital

The proforma effects of the Proposed Renewal of Share Buy-Back on the issued and paid-up share capital of the Company are set out below:-

	Minimum scenario		Maximum scenario	
	No. of shares '000	RM'000	No. of shares '000	Total RM'000
Issued and paid-up share capital*	204,762	102,381	204,762	102,381
Shares Buy-Back and retained as treasury shares	(360)	(180)	(360)	(180)
	204,402	102,201	204,402	102,201
Assuming full exercise of the ESOS options granted **			8,038	4,019
	204,402	102,201	212,440	106,220
Assuming issuance of remaining Placement Shares			8,778	4,389
	204,402	102,201	221,218	110,609
maximum number of purchased shares are cancelled pursuant to the Proposed Renewal of Share Buy-Back	(20,440)	(10,220)	(22,122)	(11,061)
Upon completion of the Proposed Renewal of Share Buy-Back	183,962	91,981	199,096	99,548

Notes:-

* As at 30 April 2015

** As at 30 April 2015, Bina Puri has 8,037,950 ESOS options granted but not exercised

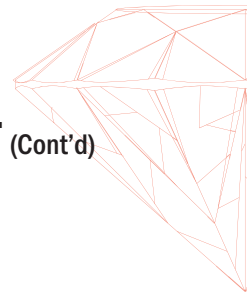
On the other hand, if the Bina Puri Shares purchased are retained as treasury shares, resold or distributed to its shareholders, the Proposed Renewal of Share Buy-Back will have no effect on the existing issued and fully paid-up share capital of Bina Puri.

The actual number of Bina Puri shares to be purchased will depend on, inter alia, market conditions and sentiments of Bursa Securities as well as the retained profits, share premium and financial resources available to the Company at the time of the purchase(s).

5.2 Substantial Shareholders' and Directors' Shareholdings

The proforma effects of the Proposed Renewal of Share Buy-Back on the shareholdings of the Directors and substantial shareholders of the Company are set out below based on the Register of Substantial Shareholders and Register of Directors as at 30 April 2015 (excluding 360,000 treasury shares):-

SHARE BUY-BACK STATEMENT (Cont'd)



(i) Minimum Scenario

	As at 30 April 2015			After the Proposed Renewal of Share Buy-Back [^]		
	Direct No. of shares	%	Indirect No. of shares	Direct No. of shares	%	Indirect No. of shares
Substantial shareholders						
Jentera Jati Sdn. Bhd.	20,388,000**	9.97	—	20,388,000**	11.08	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778**	7.52	2,460,925*	15,369,778**	8.35	2,460,925 *
Ng Keong Wee	14,093,600	6.90	—	14,093,600	7.66	—
Directors						
Tan Sri Dato' Ir Wong Foon Meng	—	—	—	—	—	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778**	7.52	2,460,925*	15,369,778**	8.35	2,460,925 *
Dr Tony Tan Cheng Kiat	9,368,902**	4.58	—	9,368,902**	5.09	—
Matthew Tee Kai Woon	2,060,925	1.01	—	2,060,925	1.12	—
Datuk Henry Tee Hock Hin	5,594,668	2.74	—	5,594,668	3.04	—
Datuk Tan Kwe Hee	121,000	0.06	—	121,000	0.07	—
Tay Hock Lee	1,807,707	0.88	—	1,807,707	0.98	—
Dato' Yeow Wah Chin	—	—	—	—	—	—
Ir. Ghazali Bin Bujang	—	—	—	—	—	—
Mohd Najib Bin Abdul Aziz	—	—	—	—	—	—
Dato' Tan Seng Hu	—	—	—	—	—	—
We Her Ching	104,900	0.05	—	104,900	0.06	—

Notes:-

* Indirect interest - 340,000 Shares held by RHB Nominees (Tempatan) Sdn Bhd, Bank of China pledged securities account for Tee Hock Seng Holdings Sdn Bhd, 60,000 Shares held by Tee Hock Seng Holdings Sdn Bhd and 2,060,925 Shares held by Tan Sri Datuk Tee Hock Seng, JP's son, Matthew Tee Kai Woon.

** includes shares held through nominee company.

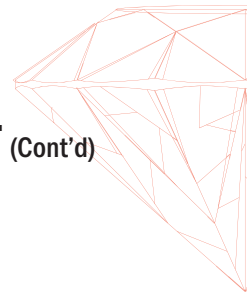
^ Assuming that the Proposed Renewal of Share Buy-Back is implemented in full, i.e. up to ten percent (10%) of the issued and paid-up share capital, the purchased shares are acquired from public shareholders and the purchased shares are cancelled.

SHARE BUY-BACK STATEMENT (Cont'd)

(ii) Maximum Scenario

	As at 30 April 2015				(I) Assuming full exercise of the ESOS options granted*			
	Direct No. of shares	%	Indirect No. of shares	%	Direct No. of shares	%	Indirect No. of shares	%
Substantial shareholders								
Jentera Jati Sdn. Bhd.	20,388,000**	9.97	—	—	20,388,000**	9.60	—	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778**	7.52	2,460,925*	1.20	15,369,778**	7.23	2,460,925*	1.16
Ng Keong Wee	14,093,600	6.90	—	—	14,093,600	6.63	—	—
Directors								
Tan Sri Dato' Ir Wong Foon Meng	—	—	—	—	—	—	—	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778**	7.52	2,460,925*	1.20	15,369,778**	7.23	2,460,925*	1.16
Dr Tony Tan Cheng Kiat	9,368,902**	4.58	—	—	10,368,902**	4.88	—	—
Matthew Tee Kai Woon	2,060,925	1.01	—	—	2,060,925	0.97	—	—
Datuk Henry Tee Hock Hin	5,594,668	2.74	—	—	6,194,668	2.92	—	—
Datuk Tan Kwe Hee	121,000	0.06	—	—	121,000	0.06	—	—
Tay Hock Lee	1,807,707	0.88	—	—	2,307,707	1.09	—	—
Dato' Yeow Wah Chin	—	—	—	—	—	—	—	—
Ir. Ghazali Bin Bujang	—	—	—	—	—	—	—	—
Mohd Najib Bin Abdul Aziz	—	—	—	—	—	—	—	—
Dato' Tan Seng Hu	—	—	—	—	—	—	—	—
We Her Ching	104,900	0.05	—	—	504,900	0.24	—	—

SHARE BUY-BACK STATEMENT (Cont'd)



(ii) Maximum Scenario

	(II) After (I) and Assuming Issuance of Remaining Placement shares			(III) After (II) and the Proposed Renewal of Share Buy-Back [^]		
	Direct No. of shares	Indirect No. of shares	%	Direct No. of shares	Indirect No. of shares	%
Substantial shareholders						
Jentera Jati Sdn. Bhd.	20,388,000**	—	9.22	20,388,000**	—	10.24
Tan Sri Datuk Tee Hock Seng, JP	15,369,778**	2,460,925 *	6.95	15,369,778**	2,460,925 *	7.72
Ng Keong Wee	14,093,600	—	6.37	14,093,600	—	7.08
Directors						
Tan Sri Dato' Ir Wong Foon Meng	—	—	—	—	—	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778**	2,460,925 *	6.95	15,369,778**	2,460,925 *	7.72
Dr Tony Tan Cheng Kiat	10,368,902**	—	4.69	10,368,902**	—	5.21
Matthew Tee Kai Woon	2,060,925	—	0.93	2,060,925	—	1.04
Datuk Henry Tee Hock Hin	6,194,668	—	2.80	6,194,668	—	3.11
Datuk Tan Kwe Hee	121,000	—	0.05	121,000	—	0.06
Tay Hock Lee	2,307,707	—	1.04	2,307,707	—	1.16
Dato' Yeow Wah Chin	—	—	—	—	—	—
Ir. Ghazali Bin Bujang	—	—	—	—	—	—
Mohd Najib Bin Abdul Aziz	—	—	—	—	—	—
Dato' Tan Seng Hu	—	—	—	—	—	—
We Her Ching	504,900	—	0.23	504,900	—	0.25

Notes:-

* indirect interest - 340,000 Shares held by RHB Nominees (Tempatan) Sdn Bhd, Bank of China pledged securities account for Tee Hock Seng Holdings Sdn Bhd, 60,000 Shares held by Tee Hock Seng Holdings Sdn Bhd and 2,060,925 Shares held by Tan Sri Datuk Tee Hock Seng, JP's son, Matthew Tee Kai Woon.

** includes shares held through nominee company.

Assuming 8,037,950 ESOS options were granted and exercised under the Company's ESOS.

^ Assuming that the Proposed Renewal of Share Buy-Back is implemented in full, i.e. up to ten percent (10%) of the issued and paid-up share capital, the purchased shares are acquired from public shareholders and the purchased shares are cancelled.



SHARE BUY-BACK STATEMENT (Cont'd)

5.3 Net Assets

The effect of the Proposed Renewal of Share Buy-Back on the consolidated net assets of the Company will depend on the actual number of shares purchased, the purchase prices of the shares, the effective cost of funding or any loss in interest income to the Company, and the treatment of the shares so purchased.

The Proposed Renewal of Share Buy-Back will reduce the consolidated net assets per share when the purchase price exceeds the consolidated net assets per share of the Company at the time of purchase. On the contrary, the consolidated net assets per share will increase when the purchase price is less than the consolidated net assets per share of the Company at the time of purchase.

If the shares purchased under the Proposed Renewal of Share Buy-Back are held as treasury shares and subsequently resold on Bursa Securities, the consolidated net assets per share would increase if the Group realise a gain from the resale or vice versa. If the treasury shares are distributed as share dividends, it will decrease the consolidated net assets by the cost of the treasury shares redistributed.

5.4 Earnings

The effect of the Proposed Renewal of Share Buy-Back on the consolidated earnings per share of the Company will depend on the purchase prices paid for the shares, the effective funding cost to the Group to finance the purchase of the shares or any loss in interest income to the Group if internally generated funds are utilised to finance the purchase of the shares.

Assuming that any shares so purchased are retained as treasury shares as per Section 67A of the Act and resold on Bursa Securities, the effects on the consolidated earnings of the Company will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising from the exercise.

5.5 Working capital

The implementation of the Proposed Renewal of Share Buy-Back is likely to reduce the working capital of the Group, the quantum being dependent on the number of the purchased shares, the purchase price(s) and the amount of financial resources to be utilised for the purchase of the shares.

For the purchased shares retained as treasury shares as per Section 67A of the Act, upon its resale, the working capital of the Company will increase. Again, the quantum of the increase in the working capital will depend on the actual selling price of the treasury shares resold, the effective gain or interest saving arising and the gain or loss from the disposal.

6. IMPLICATION OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 ("CODE")

Pursuant to the Code, a person and/or any person acting in concert with him will be required to make a mandatory offer for the remaining shares not already owned by him/them if his and/or their holding of voting shares in a company is increased beyond 33% or, if his and/or their holding of voting shares is more than 33% but less than 50%, his and/or their holding of voting shares is increased by more than 2% in any 6 months period. However, an exemption from undertaking a mandatory offer when the company purchases its own voting shares may be granted by the Securities Commission Malaysia under Paragraph 24.1 of Practice Note 9 of the Code.

The Board takes cognizance of the requirements of the Code and will be mindful of the requirements when making any purchases of shares pursuant to the Proposed Renewal of Share Buy-Back.

7. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed Renewal of Share Buy-Back and after careful deliberation, is of the opinion that the Proposed Renewal of Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the relevant resolutions in relation to the Proposed Renewal of Share Buy-Back to be tabled at the forthcoming AGM.

8. DISCLAIMER STATEMENT

Bursa Securities has not perused this Statement prior to its issuance as it is exempted pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

Laman Villa



GROUP CORPORATE STRUCTURE



Holdings Bhd. (207184-X)

CONSTRUCTION DIVISION

100%

Bina Puri Sdn. Bhd. (23296-X)

100%

Bina Puri Construction Sdn. Bhd. (181471-P)

100%

Bina Puri Korea Sdn. Bhd. (453355-P)
(formerly known as Crystal Crown Aerocity Sdn. Bhd.)

60%

Bina Puri Gah Sdn. Bhd. (721968-H)

60%

DPBS-BPHB Sdn. Bhd. (656041-T)

MANUFACTURING / QUARRY DIVISION

100%

Bina Puri Juara Sdn. Bhd. (666714-H)

100%

Bina Puri Ventures Sdn. Bhd. (107999-M)

PROPERTY DEVELOPMENT DIVISION

100%

Gugusan Murni Sdn. Bhd. (231371-T)

100%

Bina Puri Properties Sdn. Bhd. (246157-M)

100%

Karak Spring Sdn. Bhd. (245505-V)
(formerly known as Bina Puri Power Nepal Sdn. Bhd.)

60%

Aksi Bina Puri Sdn. Bhd. (426300-V)

50%

Bina Puri Norwest Sdn. Bhd. (207253-K)

TOLL CONCESSION

50%

KL-Kuala Selangor Expressway Bhd. (409881-W)

OTHER ACTIVITIES

100%

Maskimi Venture Sdn. Bhd. (377437-V)

100%

Bina Puri KL Sdn. Bhd. (212673-H)
(formerly known as Bina Puri (Libya) Sdn. Bhd.)

100%

BP Energy Sdn. Bhd. (940700-V)

80%

Bina Puri Power Sdn. Bhd. (260433-H)

INTERNATIONAL VENTURES

100%

Bina Puri Infrastructure Pte. Ltd.

100%

Bina Puri Cambodia Ltd.

100%

Bina Puri Properties (B) Sdn. Bhd. (RC/00008071)

100%

Bina Puri Hong Kong Ltd. (1887330)

99.97%

Bina Puri Pakistan (Private) Ltd. (0062406)

90%

Bina Puri (B) Sdn. Bhd. (RC/00006344)

50%

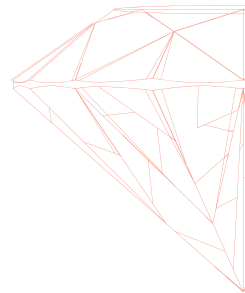
Bina Puri Saudi Co. Ltd. (1010221761)

49%

Bina Puri Holdings (Thailand) Ltd. (0105547046786)

5%

Binapuri Lao Co. Ltd.



100%
70%

Bina Puri Builder Sdn. Bhd. (85650-M) (formerly known as Hamay Glass Sdn. Bhd.)
Konsortium Syarikat Bina Puri - TA 3 JV Sdn. Bhd (426625-P)

100%
95%
60%

Bina Puri Development Sdn. Bhd. (645395-X)
Binapuri Lao Co. Ltd.
Latar Project Management Sdn. Bhd. (409396-U)

55%

Konsortium DPBSH-BPHB-AGSB Sdn. Bhd. (661791-X)

100%

Easy Mix Sdn. Bhd. (242217-D)

100%

Bina Puri Mining Sdn. Bhd. (250807-M)

100%

Sungai Long Bricks Sdn. Bhd. (332315-X)

70%

KM Quarry Sdn. Bhd. (409397-V)

51%

Sungai Long Industries Sdn. Bhd. (198655-D)

50%

Bina Puri Sentosa Ventures Sdn. Bhd. (1004041-A)

40%

Rock Processors (Melaka) Sdn. Bhd. (605068-M)

30%

Dimara Building System Sdn. Bhd. (593653-T)

90%

Maskimi Polyol Sdn. Bhd. (405559-D)

100%

Semarak Semerah Sdn. Bhd. (244980-X)

95%

Star Effort Sdn. Bhd. (728706-A)

100%

Ascotville Development Sdn. Bhd. (880077-D)

12%

Ideal Heights Properties Sdn. Bhd. (127701-D)

70%

Karak Land Sdn. Bhd. (870030-X)
(formerly known as M Kod Innovations Sdn. Bhd.)

55%

Sumbangan Lagenda Sdn. Bhd. (527920-U)

80%

PT. Megapower Makmur

49%

Bina Puri Power (Thailand) Ltd.

51%

Bina Puri (Thailand) Ltd. (0105547057486)

20%

Bangkok Property Co. Ltd. (0105549002182)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Dato' Ir. Wong Foon Meng
Tan Sri Datuk Tee Hock Seng, JP
Dr. Tony Tan Cheng Kiat
Matthew Tee Kai Woon
Datuk Henry Tee Hock Hin
Datuk Tan Kwe Hee
Tay Hock Lee
Dato' Yeow Wah Chin
Ir. Ghazali Bin Bujang
Mohd Najib Bin Abdul Aziz
Dato' Tan Seng Hu
We Her Ching

Chairman/Independent Non-Executive Director
Group Managing Director
Founder Director
Group Executive Director
Executive Director
Group Director, Finance, Credit Control and Legal
Non-Independent Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director
Alternate Director to Dr Tony Tan Cheng Kiat
Alternate Director to Datuk Henry Tee Hock Hin

BOARD COMMITTEES

Group Executive Committee

Tan Sri Datuk Tee Hock Seng, JP	(Chairman)
Dr. Tony Tan Cheng Kiat	(Member)
Datuk Henry Tee Hock Hin	(Member)
Matthew Tee Kai Woon	(Member)
Datuk Tan Kwe Hee	(Member)
Vincent Tee Hock Chun	(Member)

Audit Committee

Dato' Yeow Wah Chin	(Chairman)
Ir. Ghazali Bin Bujang	(Member)
Mohd Najib Bin Abdul Aziz	(Member)

Remuneration Committee

Tan Sri Dato' Ir. Wong Foon Meng	(Chairman)
Dato' Yeow Wah Chin	(Member)
Ir. Ghazali Bin Bujang	(Member)
Mohd Najib Bin Abdul Aziz	(Member)
Tan Sri Datuk Tee Hock Seng, JP	(Member)

Nomination Committee

Tan Sri Dato' Ir. Wong Foon Meng	(Chairman)
Dato' Yeow Wah Chin	(Member)
Ir. Ghazali Bin Bujang	(Member)
Mohd Najib Bin Abdul Aziz	(Member)

GROUP COMPANY SECRETARY

Toh Gaik Bee
MAICSA 7005448

REGISTERED OFFICE

Wisma Bina Puri
88, Jalan Bukit Idaman 8/1
Bukit Idaman, 68100 Selayang
Selangor Darul Ehsan
Tel: 03 6136 3333
Fax: 03 6136 9999
E-mail: corpcomm@binapuri.com.my
Website: www.binapuri.com.my

SHARE REGISTRAR

Systems & Securities Sdn. Bhd. (17394-P)
Plaza 138, Suite 18.03
18th Floor, 138, Jalan Ampang
50450 Kuala Lumpur
Tel : 03 2161 5466
Fax: 03 2163 6968

AUDITORS

Messrs Baker Tilly Monteiro Heng
Baker Tilly MH Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Tel: 03 2297 1000
Fax: 03 2282 9980

PRINCIPAL BANKERS

Malayan Banking Berhad (3813-K)
CIMB Bank Berhad (13491-P)
United Overseas Bank (Malaysia) Bhd. (271809-K)
Bangkok Bank Berhad (299740-W)
Bank of China (Malaysia) Berhad (511251-M)
RHB Bank Berhad (6171-M)

STOCK EXCHANGE LISTING

The Main Board of Bursa Malaysia Securities Berhad
Stock name : BPuri
Stock code : 5932
Listing date : 6 January 1995

BOARD OF DIRECTORS



Tan Sri Dato' Ir Wong Foon Meng

Malaysian, aged 61, was appointed as Chairman/Non-Executive Director of the Company on 1 June 2010 and redesignated as Independent Non-Executive Director on 20 April 2013. He graduated in mechanical engineering from the University of Technology Malaysia in 1978. He spent his early career in Government service where he held various positions at technical and administrative level. He had a distinguished career during his 13 years' service and had been attending various technical trainings, conferences and management courses at international level among others in Thailand, Philippines, Japan, France, Yugoslavia and USA. He had also been accorded the Excellence Service Award by the Ministry of Science, Technology and Environment in 1982. His last position held was as the Regional Director of Department of Environment for Terengganu and Kelantan before he left the service to be in the private practice in 1991.

He was elected as a State Assemblyman in Terengganu in 1995 and subsequently appointed as a member of the State Executive Council (EXCO). He was appointed as Senator and elected as Deputy President of the Senate of Parliament of Malaysia in 2004. He was then elected as the President of the Senate from July 2009 until April 2010. During his tenure with the Parliament, he had fostered close bilateral relationships with the Governments and Parliaments of countries in Asia, Africa, Europe as well as South America.

Tan Sri Dato' Ir Wong Foon Meng's extensive experience in the public sector, executive and legislative experience at state and federal level, as well as corporate experience in the later years has enabled him to lead and share his experience with the Board. He does not have any securities holdings in the Company or in any of its subsidiaries.

He is the Chairman of the Nomination Committee and Remuneration Committee.



BOARD OF DIRECTORS (Cont'd)



Tan Sri Datuk Tee Hock Seng, JP

Malaysian, aged 66, was appointed to the Board on 5 November 1990 and was subsequently appointed as the Group Managing Director on 22 November 1994. He is an experienced entrepreneur with more than 40 years business acumen in trading, construction and development. He is responsible for the day-to-day operations of the Group.

Presently, he is an Exco member of Malaysia South-South Association and Perdana Leadership Foundation. He is a Director of Malaysian South-South Corporation Bhd. and Malaysian Industry-Government Group for High Technology (MiGHT).

He also serves as the Honorary President of The Federation of Hokkien Associations of Malaysia, Honorary Chairman of the Malaysia Quarries Association, Honorary Chairman of The International Fellowship of Eng Choon Associates, President of the Kuala Lumpur Eng Choon Hoey Kuan, Chairman of the Chinese Maternity Hospital (CMH) and Deputy President of Tung Shin Hospital and Chairman, Board of Governors of SMJK Confucian. He is also the Honorary Chairman of the Young Malaysians Movement and The Federation of Malaysian Clans & Guilds Association as well as an elder of Elim Chapel.

He was appointed a member of the Senate (Ahli Dewan Negara), Parliament of Malaysia on 15 July 2008 for a duration of three years and had served as Treasurer-General of Malaysian Chinese Association (MCA) from 2008 to 2010.

A respected individual in the construction industry, he was accorded the “Most Prominent Player” by the Construction Industry Development Board in 2005, being one of the highest individual award recognised by the industry.

As at 30 April 2015, he held 15,369,778 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries.

Except for recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries and for which he is deemed to be interested as disclosed on page 179 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

He is also the Chairman of the Group Executive Committee and a member of the Remuneration Committee.

BOARD OF DIRECTORS (Cont'd)



Dr Tony Tan Cheng Kiat

Matthew Tee Kai Woon

Datuk Henry Tee Hock Hin

Dr Tony Tan Cheng Kiat, Malaysian, aged 67, founded Bina Puri Sdn. Bhd. in 1975 and has been the Executive Chairman since its inception. He was appointed to the Board of the Company on 5 November 1990. He is responsible for the growth and ongoing development of the Company's business. He was instrumental in the development of a number of major projects throughout Malaysia for the Group. He holds a doctorate in Business Administration and is also a licensed builder. He has been successful as a private property developer in Australia. With his wide experience, he has brought much progress to the Group.

As at 30 April 2015, he held 9,368,902 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries.

Except for recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries and for which he is deemed to be interested as disclosed on page 179 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

Dr Tony Tan is a member of the Group Executive Committee.

Matthew Tee Kai Woon, Malaysian, aged 40, joined the Company in December 2003 as Special Assistant to the Group Managing Director. He was appointed as Executive Director on 1 December 2009 and was redesignated as Group Executive Director on 7 March 2013.

He is a Chartered Accountant and has been admitted as a member of the Malaysian Institute of Accountants (MIA). He is also a Certified Financial Planner and a member of the Certified Practising Accountant, Australia.

He is currently the President of the Master Builders Association Malaysia (term 2012-2014 and 2014-2016) and Treasurer of the Malaysian Steel Structural Association (MSSA). He also sits as a Board member of Construction Industry Development Board Malaysia (CIDB Malaysia) and Construction Labour Exchange Centre Berhad (CLAB). He holds directorships in several other companies. He was the Administrator of the Chinese Maternity Hospital from 2001 to 2003 and was previously attached to PricewaterhouseCoopers in the audit department.

As at 30 April 2015, he held 2,060,925 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries. He is a member of the Group Executive Committee.

Datuk Henry Tee Hock Hin, Malaysian, aged 57, was appointed to the Board of the Company on 5 November 1990. He has held the position of Managing Director of Bina Puri Construction Sdn. Bhd. since 22 August 1996. He is responsible for the overall management of projects and operations. He has wide exposure and experience in the management of civil and building construction overseas and in both East and West Malaysia. He represents the Company on the Board of a number of its subsidiaries.

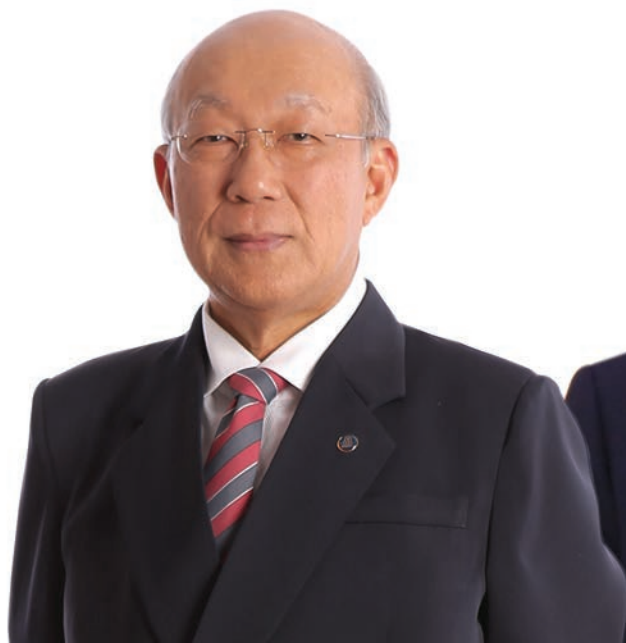
As at 30 April 2015, he held 5,594,668 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries.

Except for recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries and for which he is deemed to be interested as disclosed on page 179 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

Datuk Henry Tee is a member of the Group Executive Committee.



BOARD OF DIRECTORS (Cont'd)



Datuk Tan Kwe Hee



Tay Hock Lee

Datuk Tan Kwe Hee, Malaysian, aged 71, was appointed to the Board on 7 March 2013 as Group Director, Finance, Credit Control and Legal. He holds a Master Degree in Business Administration from Hull University, UK.

He served United Malayan Banking Corporation (UMBC) for 9 years before joining Perwira Habib Bank in 1976. From 1976 to 2002, he has been serving at various bank branches at various capacities from Branch Manager, Assistant General Manager to General Manager. His last position at Affin Bank Berhad was Senior Vice President before he retired in 2002, after 3 years extended service.

Datuk Tan was also appointed by Bank Negara Malaysia as Loan Recovery Advisor in August 1996 for the former Rakyat Merchant Bank Assets (RMBB Assets) Loan recovery committee until June 2009 where the remaining accounts were outsourced by BNM to him to take over the entire recovery work. He has also been appointed as Group Joint Chief Executive Officer of Komarkcorp Berhad in August 2013.

Datuk Tan joined Bina Puri Holdings Bhd. in February 2003 as Group Financial Advisor. He was later on redesignated as Group Senior Chief Operating Officer, Finance, Credit Control and Legal.

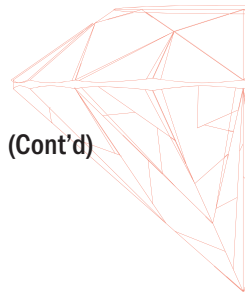
As at 30 April 2015, Datuk Tan held 121,000 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries. He is a member of the Group Executive Committee.

Tay Hock Lee, Malaysian, aged 61, was appointed to the Board of the Company on 5 November 1990. He has more than 20 years' experience in the building and civil engineering industry. He is a director of Ideal Heights Holdings Bhd. and also holds directorships in several other companies.

As at 30 April 2015, he held 1,807,707 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries.

Except for recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries and for which he is deemed to be interested as disclosed on page 179 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

BOARD OF DIRECTORS (Cont'd)



Dato' Yeow Wah Chin

Ir Ghazali Bujang

Dato' Yeow Wah Chin, a Malaysian, aged 55 was appointed to the Board on 31 May 2013. A lawyer by profession, Dato' Yeow holds a Bachelor of Economics (Hons) degree from University Kebangsaan Malaysia in 1984 and worked with Maybank for a number of years before he went for further studies to read law at the University College of Wales, Aberystwyth, United Kingdom in September, 1989 where he graduated with LLB (Hons) degree in 1991. Upon his return he sat and passed his Certificate in Legal Practice and continued to serve Maybank for two years before he set up his own legal practice, Messrs Yeow & Salleh in 1994.

He specialises in banking and commercial law. He had served as a member of Advocates and Solicitors' Disciplinary Committee for some years and had also served as a committee member of the Conveyancing Practice Committee of the Bar Council. As an experienced practising lawyer, he has also been appointed to serve as Legal Advisor for Society of Interpreters of the Deaf in Selangor and Wilayah Persekutuan and Yeow See Association in Melaka. He sits on Board of Komarkcorp Berhad as an independent non-executive director.

Dato' Yeow currently is the Lions Clubs International Multiple District 308 Council Chairperson. He served as District Governor for District 308B1 in 2010-2011 and founded the Lions Education Foundation of which he is the founding Chairman.

In October 2005, Dato' Yeow was conferred Datoship (DIMP) by DYMM Sultan of Pahang and subsequently on 14 February 2012, he was conferred another Datoship-Darjah Setia Tuanku Muhriz Yang Amat Gemilang (DSTM) by Yang di Pertuan Besar Negeri Sembilan, DYMM Tuanku Muhriz for his contribution to the community and the legal profession.

He does not have any securities holdings in the Company or in any of its subsidiaries. He is the Chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee.

Ir Ghazali Bujang, Malaysian, aged 64, was appointed to the Board of the Company on 31 May 2013. He is an engineer by profession and is currently the Executive Chairman of Ghazali & Associates Sdn. Bhd. He graduated with a Bachelor of Engineering from the University of Liverpool, England in 1974 and obtained a Master of Science from the University of Leeds, England in 1979.

He is a member of the Board of Engineers, the Past President of the Association of Consulting Engineers Malaysia (1992-1994) and Honorary member of the Association of Consulting Engineers Malaysia.

He has vast experience in planning, engineering and management of infrastructure and development works. He also has a broad and balanced knowledge with respect to issues on economic and finance, technical and environmental relevant to development and infrastructure projects.

He does not have any securities holdings in the Company or in any of its subsidiaries. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee.

BOARD OF DIRECTORS (Cont'd)



Mohd Najib Bin Abdul Aziz

Dato' Tan Seng Hu

We Her Ching

Mohd Najib Bin Abdul Aziz, Malaysian, aged 42 was appointed to the Board on 31 May 2013. He is an accountant by profession and graduated from the University of New South Wales, Australia with a Bachelor of Commerce (Accounting) Degree. He is a member of the Institute of Chartered Accountants in Australia (ICAA) as well as a member of the Malaysian Institute of Accountants (MIA).

He is currently the Managing Director of Corporate-Pacific Holdings Sdn. Bhd. He was the Assistant Manager of Global Corporate Finance in Arthur Andersen & Co. and had held the position of Senior Consultant with the Corporate Recovery Division of KPMG for three years in Perth, Western Australia.

He was previously an Independent Non-Executive Director of Kumpulan Jetson Berhad, ECM-Avenue Securities Sdn. Bhd. and Alam Flora Sdn. Bhd. He is also a director of several private limited companies.

He does not have any securities holdings in the Company or in any of its subsidiaries. He is a member of the Audit Committee, Nominating Committee and Remuneration Committee.

Dato' Tan Seng Hu, Malaysian, aged 39, was appointed as an Alternate Director to Dr Tony Tan Cheng Kiat, Founder Director on 18 March 2010. He graduated with a Bachelor of Arts, Business Administration, Human Resource and Personnel from the Washington State University in 2001 and obtained a Master of Science, Economics from the University of Idaho in 2003.

Dato' Tan is the Managing Director of Raya International Berhad and sits on the board of several private limited companies.

He has been involved in the construction industry for ten years and is currently managing his own project management company since 2006. He does not have any securities holdings in the Company or in any of its subsidiaries.

We Her Ching, Malaysian, aged 55, was appointed as an Alternate Director to Datuk Henry Tee Hock Kiat, Executive Director on 6 June 2011. He graduated with a Bachelor of Applied Science (Construction Management and Economics) and is a member of The Chartered Institute of Building (MCIOB).

Mr. We joined Bina Puri Sdn. Bhd. in 1986 and has extensive experience in the construction industry. He is responsible for the overall management and operations of projects within the construction arm. He sits on the Board of a number of its subsidiaries.

As at 30 April 2015, he held 104,900 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries.

1. Family relationship

- Tan Sri Datuk Tee Hock Seng, JP, Tay Hock Lee and Datuk Henry Tee Hock Hin are brothers.
- Dr Tony Tan Cheng Kiat is the uncle of Tan Sri Datuk Tee Hock Seng, JP, Tay Hock Lee and Datuk Henry Tee Hock Hin.
- Matthew Tee Kai Woon is the son of Tan Sri Datuk Tee Hock Seng, JP, the nephew of Tay Hock Lee and Datuk Henry Tee Hock Hin and the grandnephew of Dr Tony Tan Cheng Kiat.
- Dato' Tan Seng Hu is the son of Dr Tony Tan Cheng Kiat, the cousin of Tan Sri Datuk Tee Hock Seng, JP, Tay Hock Lee and Datuk Henry Tee Hock Hin and the uncle of Matthew Tee Kai Woon.

Save as disclosed, none of the Directors has any family relationship with any Directors and/or major shareholders of the Company.

2. Conflict of Interest

None of the Directors has any conflict of interest with the Company.

3. Conviction for offences

None of the Directors has been convicted of any offences within the past ten years other than traffic offences, if any.

 **Jesselton View**
condominium

Quality • Excellence • Value



One Jesselton

CHAIRMAN'S STATEMENT

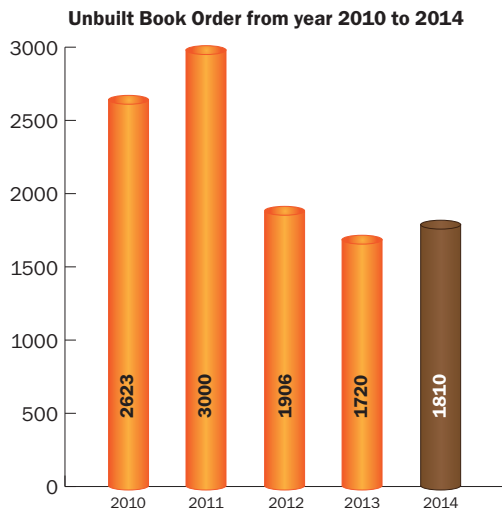
To our dear shareholders, on behalf of the Board of Directors of Bina Puri Holdings Bhd, I present the Annual Report and Audited Financial Statements for the financial year ended 31 December 2014.



TAN SRI DATO' IR WONG FOON MENG
PSM, DPMT, JMN
Chairman, Bina Puri Holdings Bhd

Thriving amid challenging market conditions

2014 was a rather tough year across the international and domestic economic arenas. The Malaysian economy grew by 6% in 2014, as compared to 4.7% in 2013. However, commodity prices plummeted; crude oil price nearly halved by the end of the year. Ringgit depreciated against currencies of our major trading partners, most notably against US Dollar, Chinese Yuan, Singapore Dollar and Thai Bhat. International trade growth was also unusually low for yet another year.



In spite of these challenging conditions, we were able to register a strong performance in 2014. The Group's maintained its total revenue at RM1.1 billion. Profit before tax was RM58.2 million, compared to the RM13.6 million registered in 2013, primarily due to the fair value adjustment of the investment properties in USJ contributing to the improved performance. We also have a very healthy unbuilt book order of RM2.17 billion which will continue to sustain us approximately for the next 3 years based on these on-going or soon-to-begin projects.

Robust performance across all segments

The Malaysian construction industry grew at a rate of 11.6% in 2014. In line with the wider industry growth, the Construction Division, which is the core business of Bina Puri, managed to secure new projects worth RM889.5 million in 2014. Our ongoing projects, just to name a few, include the Melawati Mall in Melawati, Selangor, KK Times Square (Phase 2) in Sabah and Pusat Pentadbiran Negeri Sabah, also in Sabah.

As we continue to diversify our portfolio, we have made some rather impressive in-roads in these other sectors.

The Property Division continues to show promising signs of success. The completion of the Mainplace Mall located in USJ 21 and the subsequent officially opening in June 2014, has proven that we are a serious player in the property market. Various other projects are still in the pipeline including one in Bangkok, Thailand.

The Quarry Operations and Construction Materials Division recorded a lower revenue compared to the previous year. We are in the process of reviewing the ongoing maintenance costs in this area and are confident that performance can be improved in due course.

2014 was also a major year for our Polyol Division. Due to increasing demand and as part of business expansion, we moved our Polyol operation to a new office factory at Beranang, Selangor. The new site has a larger production capacity, and equipped with a more convenient office.

In the Utility Division, we saw a marginal improvement in performance as we added 8 power plants in 7 different locations in Indonesia. With a total capacity of 25MW and a signed tenure for 15 years, we see a promising future in this division.

Our business outlook and prospects

2015 is expected to be another strong year for the Malaysia construction industry. It is projected to grow at a rate of 10.3% in 2015 while the Malaysia GDP is expected to grow 4.5 to 5.5% in the same period. In October 2014, our honourable Prime Minister, YAB Dato' Sri Mohd Najib Tun Razak, in presenting the 2015 budget, announced that in order to support the growth in the construction industry, projects worth approximately RM80 billion will be launched this year. Among these projects are the 276 km West Coast Expressway from Taiping to Banting, the 59 km Sg. Besi - Ulu Klang Expressway (SUKE), the MRT Line 2 from Selayang to Putrajaya and the Pan-Borneo Highway which would be 1,663 km spanning from Sarawak (936 km) to Sabah (727 km).

As for Bina Puri Group of Companies, we have great confidence in our management and staff capabilities in capturing these new opportunities. Nevertheless, we will not compromise on quality and the required standards set by the relevant authorities in the process of expanding and delivering new projects.

We also expect the Property and Utility divisions, as mentioned earlier, to make a bigger contribution towards the Group earnings in 2015 and beyond.



CHAIRMAN'S STATEMENT (Cont'd)

Dividends payable to our Valued Shareholders

For the financial year ending 31 December 2014, the Board of Directors has with pleasure, recommended a final dividend of 2 sen per share. The date of payment for the final dividend for the ordinary share will be determined upon the approved of the recommendation by the shareholders at the forthcoming twenty fourth (24th) Annual General Meeting.

Acknowledgement

Once again, on behalf of the Board of Directors, I would like to express our deepest appreciation to our management team and employees for their hard work and dedication. I would also wish to record our sincere appreciation to our financiers, business partners and relevant approving authorities, for their continuous support and cooperation.

Finally, to all our valued shareholders, thank you once again for your continued support and confidence in us.

TAN SRI DATO' IR WONG FOON MENG

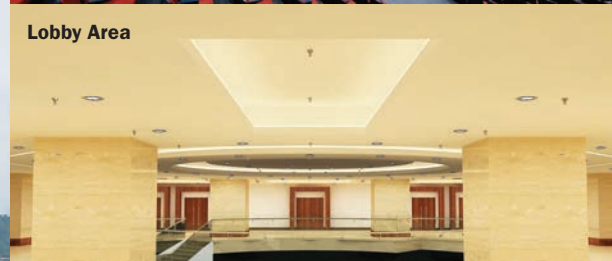
Chairman, Bina Puri Holdings Bhd
PSM, DPMT, JMN



Sabah Administrative Centre, Kota Kinabalu



Auditorium Hall



Lobby Area



Banquet Hall



Multi Vision Hall



Training Room



Meeting Room



Lobby Area

Movenpick Spa Resort Terengganu



GROUP MANAGING DIRECTOR'S

REVIEW OF OPERATIONS



TAN SRI DATUK TEE HOCK SENG
PSM, PGDK, ASDK, JP
Group Managing Director

Overview

The year 2014 was indeed a very trying year for all Malaysians. To begin with, there was the crash in crude oil price between July 2014 and January 2015 which resulted in oil price plunging over 55%. This has a direct hit on the Government's revenue stream. Based on an International Monetary Fund (IMF) report in April 2015, growth in emerging markets have slowed down for the past 4 consecutive years and is also expected to experience the same in 2015. This is evident with the present exchange rates swing, oil price plunge and the slower than expected growth in China's economy, which has been the driver of global economy growth in recent years.

On the local financial front, we were hit by a substantial drop in the value of our Ringgit as compared to other major currencies in the fourth quarter of 2014. There was also the mishaps with the three Malaysian carriers and the horrific flood effecting our East Coast. Also uncertainties leading up to the implementation of GST in April 2015. On the brighter side, the local construction industry experienced growth at an improved rate of 11.6% as compared to the 10.9% registered in the year 2013. This has contributed to our improved performance for the year ending 31 December 2014.

I am indeed proud to state that in spite of various obstacles faced by the Group, it was yet another reasonable year for the Bina Puri Group of Companies. For the fourth year in a row since 2010, we managed to record a healthy Group Revenue of RM1.1 billion and to increase our profit before tax "PBT" to RM58.3 million as compared to RM13.6 million reported for the year ending 31 December 2013.

The improved performance was mainly due to revaluation of our Main Place Mall as reflected in our investment income. Also credit must go to the diligent planning and management hard work plus dedication by the staff for the implementation of the Group's core activities. At the same time, we feel that we can do better and we will work hard to ensure better results in the coming years.

Construction

Needless to state, construction has been our core business from the day we started operations and will continue to be so for some time to come. With projects that are near-completion such as Sabah Administration Center in Teluk Likas, Kota Kinabalu coupled with on-going projects namely, Ampang Light Rail Transit (LRT) Line Extension, Melawati Mall in Kuala Lumpur, LKIM Fishery Complex in Kuching, Sarawak and KOUMS Students Hostel, Kota Kinabalu, the construction division, for the year 2014, recorded a slightly lower revenue of RM889.5 million but an increase in PBT to RM14.2 million as compared to RM969.1 million revenue and RM7.4 million PBT reported last year.

As mentioned by our Chairman, in the budget 2015 announced in October 2014 by our Prime Minister of Malaysia, major construction projects have been planned with an estimated value totalling RM80 billion. As a major construction player in the country, we are confident of securing some of those contracts and will be a beneficiary of the continuous cycle upon replenishment of projects under the 11th Malaysia Plan.

No. New Secured Projects (2014-2015)

West Malaysia

- | | | |
|----|---|-----------------|
| 1. | Construction and completion of infrastructure works at Station 01, Bukit Jalil, Kuala Lumpur for Ampang LRT extension | RM49.9 million |
| 2. | Pembinaan Loji Rawatan Kumbahan Serantau Bunus, Kuala Lumpur | RM291.2 million |
| 3. | Buiding Works for Movenpick Spa Resort, Chendering, Daerah Kuala Terengganu, Terengganu Darul Iman | RM128.5 million |

Sabah

- | | | |
|----|--|------------------|
| 4. | Construction of Block A – Building Works and External Works for KOUMS Asrama UMS, Sabah. | RM115.4 million |
| 5. | Additional Works for Pusat Pentadbiran Negeri Sabah, Teluk Likas, Kota Kinabalu, Sabah
(i) Upgrading works to Existing Seawall
(ii) Upgrading works to External Roundabout
(iii) Upgrading works to Fencing | RM65.0 million. |
| 6. | Interior Design Works: Block A & Block B for Pusat Pentadbiran Negeri Sabah, Teluk Likas, Kota Kinabalu, Sabah | RM123. 3 million |

Sarawak

- | | | |
|----|-------------------------------------|-----------------|
| 7. | Fishery Complex in Kuching, Sarawak | RM247.8 million |
|----|-------------------------------------|-----------------|

Overseas

- | | | |
|----|--|-----------------|
| 8. | 1,000 units of High Density Development Houses at Kg. Lugu, Negara Brunei Darussalam | RM281.5 million |
|----|--|-----------------|

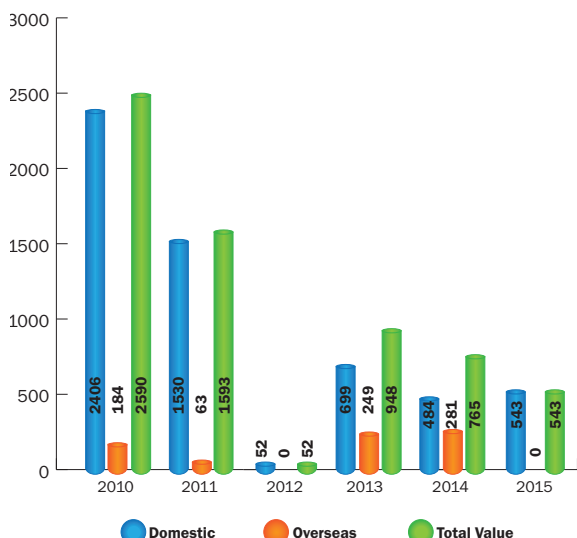
Property

The slowdown in the Malaysian property market continues with slower market activities across the country. This was mainly due to the gloomy economic outlook, the unanticipated drop in value of the Ringgit as compared to major currencies and plummeting crude oil prices. Locally, we had the buyers' and investors' sentiments being very cautious, with many adopting the 'wait-and-see' approach, with a growing number of developers turning their focus on the affordable housing segment. The recently implemented 'Goods and Service Tax' (GST) was another key contributor to the cautious property market due to the many uncertainties surrounding this new taxation system.

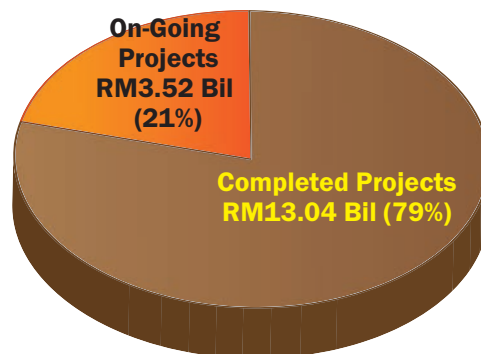
Our Central Bank had imposed many stringent measures on bankers in giving out housing loans due to high household debts. There were many rejections in the prospective buyer trying to apply for housing loans.

REVIEW OF OPERATIONS (Cont'd)

Annual Projects Secured (until June 2015) (RM' Million)



Bina Puri Projects since 1975 - 2014



Although prices of property continued to rise throughout 2014, however, the series of cooling measures taken by the various relevant authorities, managed to somewhat keep the rise to a minimal as compared to previous years.

With the completion and official grand opening of The Main Place Mall in USJ 21 on 24 June 2014, we have once again proved that beyond a doubt we have the abilities to pull through tough projects and overcome difficult hurdles. This was an abandoned project for 16 years before we undertook to complete this Mall in 2011. We are indeed proud of this feat and are aware that this will catapult us even further in the property industry.

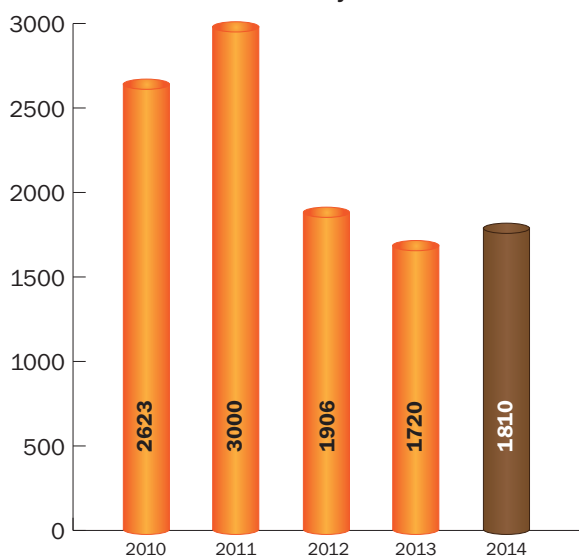
For the year 2014, the property division had an increase in revenue which rose to RM98.5 million as compared to the revenue registered in 2013 of RM74.4 million. Profit before tax also rose to a whopping RM71.3 million for the year 2014 as compared to the RM1.5 million the previous year. This huge jump in the profits was mainly attributed to the completion and operations of the Main Place Mall, which we hope will generate recurring income for the Group in years to come.

The division will also see the successful building of Puri Tower in Puchong with anticipated hand-over to the purchasers by 3rd quarter 2015. This development is presently awaiting approval for CF.

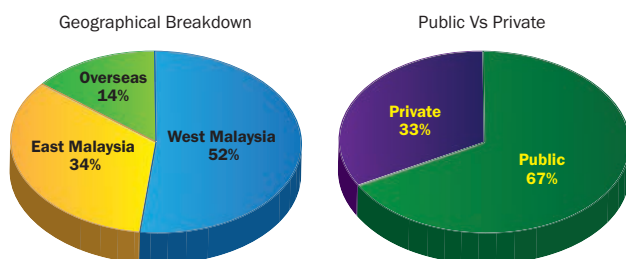
With the potential GDV in excess of RM3billion, we must work hard to materialize the projects on the ground. We also increased our land bank by 1,584 acres through acquisition of an estate in Karak, Pahang.

It must be highlighted here, for the year 2014, profit before tax for the property division has actually exceeded the profit before tax derived from the construction division. However, both these divisions complement each other and we see a bright future for both these divisions.

Unbuilt Book Order from year 2010 to 2014



Project Secured from year 2010 to 2014



REVIEW OF OPERATIONS (Cont'd)

Together with the on-going projects illustrated in the table below, we see great potential in this division and are confident that this indeed will be a great source of profit for the Group.

Project	Expected GDV (RM Million)
KLANG VALLEY	
Laman Villa @ Mont Kiara North (30 units of Bungalow Link Houses)	108.0
The Opus at Jalan Tallala, KL (2 blocks of 32-storey Service Apartment)	338.1
Riveria Sentral@KL	1,288.6
Karak Land, Bentong	163.0
SOUTHERN REGION	
Petrie Villa @ Johor Bahru (23 units of 4-storey pool villas)	110.4
EASTERN REGION	
The Sentosa Residence in Kota Bharu, Kelantan (4 Block 31-Storey with 515 units Apartments, Shops & Offices)	242.0
SABAH	
Jesselton View @ Kota Kinabalu (80 units of 5 & 11 storey Apartment)	66.6
One Jesselton @ Kepayan Condominium, Kota Kinabalu (125 units of 11-storey condominium)	110.6
8 Avenue, Kota Kinabalu, Sabah (2 Towers of Condominium & 2 Levels of Commercial Retails)	198.0
SARAWAK	
Ocean View Residence, Miri (94 units of 8-Storey Condominium)	173.7
1Puri Commercial Centre@Kuching (Phase 1 : 62 units 4 & 5 Storeys Shop- Houses)	187.2
THAILAND	
Bangkok Marina Resort and Spa, Thailand	200.0
Total Expected GDV	3,186.6

Hospitality Division

The 72 units in the Puni Indah Residence at Jalan Ong Sum Ping, Bandar Seri Begawan, Brunei continue to operate at full occupancy. Our hospitality division manages and maintains this high end service apartments, which is one the landmarks in terms of luxury living in our neighbouring country. Although progress in this division lacks the desire and expectations of the Group, we continuously seek similar opportunities elsewhere to emulate the success of this prestigious Puni Indah Residence.

Quarry Operations & Construction Materials Divisions

This division tried to keep the momentum going from the previous years, however due to decrease demand, we experienced a slight drop in revenue to RM92.3 million as compared to RM94.9 million in 2013. This in turn affected the PBT, falling to RM2.8 million against RM3.8 million in 2013. We also experienced additional cost in terms of maintenance of the various machineries involved in this division that contributed to the lower showing in terms of profits for the year. We hope for improvement and overcome the uncertainties in 2015.

Power Supply Division

The Group holds an 80% stake in PT Megapower Makmur, our Indonesian Power arm. To date, we have increased the total number of diesel power plants to 27MW in 7 different locations in Indonesia namely, Toboali I and Toboali II, Mentok, Bengkalis, Sei Pakning, Siak, Pilang in Kepulauan Bangka. With the encouraging performance, PT Megapower Makmur is considering to be listed on the Development Board of the Indonesia Stock Exchange. We hope to complete the exercise before year end 2015.

For the current year under review, the power supply division managed to increase its revenue to RM10.4 million as compared to the RM8.6 million registered in the previous year. This 20% increase in revenue however doubled the profit before tax for this division from the previous year. With good management decisions and increased productivity the PBT derived from these power stations rose to RM1.8 million against RM0.8 million from 2013.

The construction of the 4.2MW Mini Hydro power plant in Bantaeng, Sulawesi Selatan with concession period of 15 years is progressing very well and will be operational by September 2015. We are confident that when fully commissioned, the result will be very positive for the Group's earnings.

Polyol Division

Our operations for the Polyol Division moved to our new, bigger and more efficient office and factory in Beranang, Selangor in June 2014. With this move, we managed to increase our total revenue for the year 2014 to RM23.4 million, which was approximately a 15% increase against last year's reported figure of RM20.4 million. Inevitably, the cost of moving to our new premises coupled with the weakening Ringgit against other major currencies prevented us from

Maskimi Polyol-New Factory in Beranang



REVIEW OF OPERATIONS (Cont'd)

improving our bottom line, thus recording a marginal profit as compared to the RM0.2 million recorded in 2013.

Future Prospects

Construction and Property Development will be the primary focus of the Group moving forward. This however is no indication that the other divisions will lag behind. We have in place a motion plan for all divisions to move productively forward and contribute positively towards the overall improved performance of the Group.

With the many on-going projects in the construction division plus the new projects that we will tender, we are confident of having a fruitful 2015. We see this division growing and continuing to be the driving force for the Group.

The Property Development Division will also continue to be the other main pillar of the Group with the numerous line up projects across the country. More than half of these projects have already been launched and had received an encouraging response from the public, with the rest of these projects to be launched within this year or early 2016.

The Power Supply Division will continue to generate substantial income towards the Group for years to come with the 15 years agreement in force, expiring in the year 2030. We have laid the foundation for future growth in this division with recent new addition power plants.

The Quarry Operations & Construction Materials together with our Polyol Divisions, we must work harder to ensure they continue to add value to the Group.



Ruby Celebration

This year 2015 also marks our 40th year's celebration. From our humble beginnings as a simple JKR class 'BX' licensed contractor in 1975, today, after all the sweat and toil, we have been elevated to become one of the main construction company not just in Malaysia but in the international front.

Bina Puri at forty has earned our place as landmark builders within the country. For us, forty does not symbolize that we will move at a slower pace. On the contrary, it has given us the experience and wisdom to move forward faster with even more strength and vigour to take the Group to greater heights.

I am indeed proud to be part of this esteemed organisation. It is also an honour and privilege to have worked with some of the best personnel in the various industries within this Group. It is this unique support from the management and staff that gives me the fortitude to carry on leading Bina Puri Holdings Bhd.



Appreciation

I must say, we did ourselves proud by achieving a new high in terms of the RM58.2 million Profit before Tax for the financial year 2014. But achieving this amazing feat was the hard work of all levels within the Group who contributed in one way or another to this successful year.

As such, on behalf of the Board of Directors, I take this opportunity to thank the Management and staff for their continuous commitment, loyalty and diligent work. I must record my deepest gratitude and appreciation to our clients, financiers, suppliers, business partners and all the relevant authorities for your continuous support and steadfast loyalty.

To my fellow board members, my heartfelt thanks for your wise counsel and support in helping the Group stay true to our vision and mission. Last but not least, to our dear shareholders, your trust and confidence in us all these years is most appreciated and rest assured we will work even harder to further improve on our overall performances in the future.

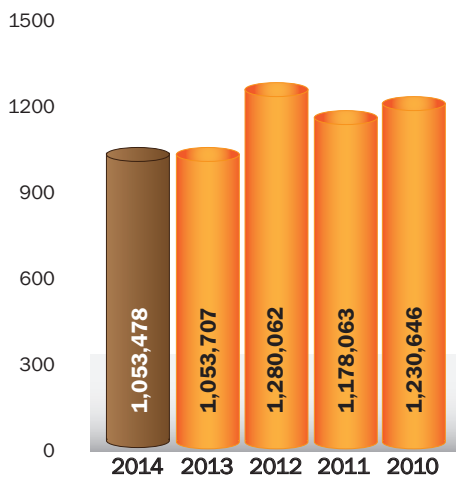
TAN SRI DATUK TEE HOCK SENG
PSM, PGDK, ASDK, JP
Group Managing Director



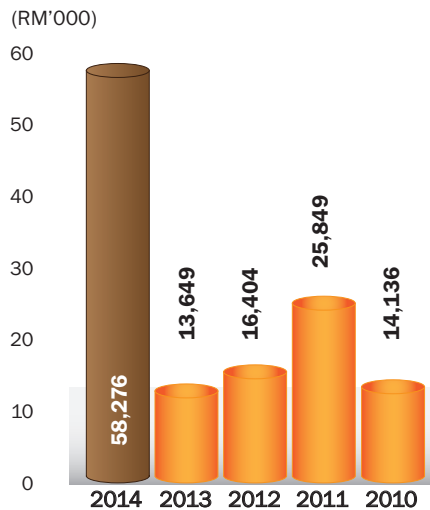
GROUP FINANCIAL HIGHLIGHTS

	2014 RM'000	2013 RM'000	2012 RM'000	2011 RM'000	2010 RM'000
Revenue	1,053,478	1,053,707	1,280,062	1,178,063	1,230,646
Profit before taxation	58,276	13,649	16,404	25,849	14,136
Profit attributable to the shareholders of the Company	6,473	5,232	5,110	5,997	10,603
Dividend paid (Net)	2,669	1,997	1,861	3,221	3,135
Issued share capital	88,956	157,116	124,416	121,883	107,036
Shareholders' equity	193,751	170,533	135,380	128,987	109,670
Total assets employed	1,471,354	1,339,736	1,022,186	886,212	776,020
Net earnings per share (sen)	3.75	3.85	4.12	5.40	10.09
Net assets per share (RM)	1.09	1.09	1.09	1.06	1.02
Share price (RM)					
- High	0.782	0.875	1.05	1.65	1.54
- Low	0.50	0.57	0.80	0.85	0.74

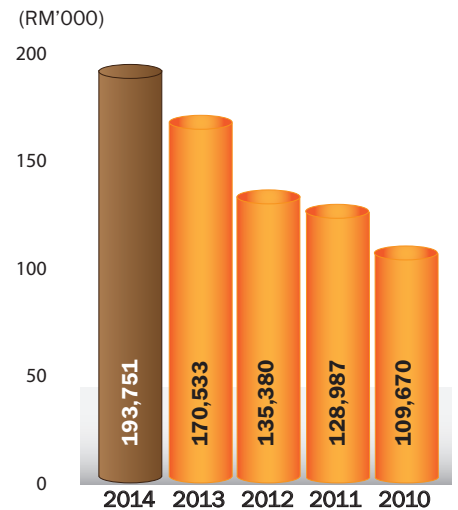
REVENUE (RM'000)



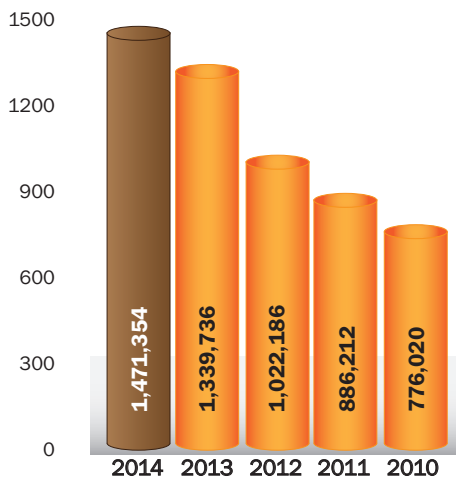
PROFIT BEFORE TAXATION (RM'000)



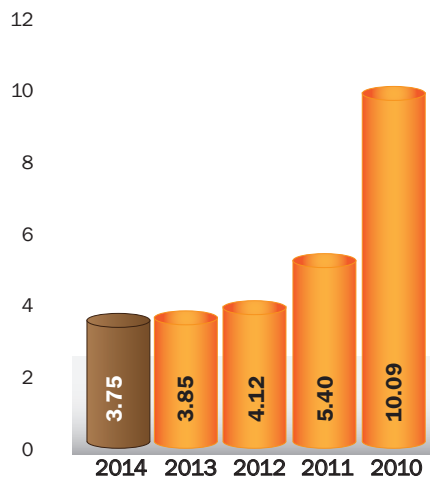
SHAREHOLDERS' EQUITY (RM'000)



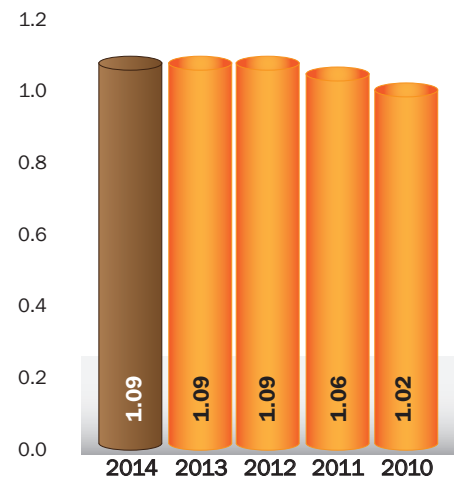
TOTAL ASSETS EMPLOYED (RM'000)



EARNINGS PER SHARE (sen)



NET ASSETS PER SHARE (RM)



CALENDAR OF EVENTS

24th June 2014

Grand Opening of Main Place Mall @ USJ 21, Subang Jaya. It was launched by the Minister of Tourism and Culture Malaysia, YB Dato' Seri Mohamed Nazri bin Abdul Aziz. The event was packed with fashion shows, jazz brass band, street percussionists, the spotlight was on Malaysian award winning songbird, Shila Amzah who mesmerized the audiences with her splendid performance that night.



27th June 2014

Bina Puri Holdings Bhd held its 23rd Annual General Meeting at Wisma Bina Puri. The meeting was chaired by Y.Bhg Tan Sri Dato' Ir. Wong Foon Meng. All the members of the Board attended the meeting.

4th August 2014

Bina Puri Sdn Bhd secured another package of the Proposed Construction of Building Works and External Works for KOUMS Hostel Block A (Phase 2) comprising an 18-Storey Apartment, Shop Lots and Parking Bays in Kg. Numbok, Kuala Menggatal, Sabah from Arkitek TM on behalf Likas Bay Precinct Sdn Bhd. The contract amount is RM 115.4 million.



7th August 2014

Bina Puri (B) Sdn Bhd was awarded a RM281.5 million project to complete the construction of 1,000 homes at Kg Lugu National Housing Scheme by The Ministry of Housing Brunei Darussalam.

8th October 2014

An Extraordinary General Meeting (EGM) was held at Wisma Bina Puri. During the meeting, the shareholders had approved the proposed par value reduction and proposed private placement of up to 37.37 million new shares representing about 20% of its enlarged issued and paid-up share capital.



17th November 2014

Bina Puri Sdn Bhd was awarded the RM49.9 million Construction and Completion of Infrastructure Works inclusive of Main Access Road, Underpass, Vehicular Box Culvert, CBP Wall, Surface and Carpark at Station 01, Bukit Jalil LRT Station by Brilliant Corridor Sdn Bhd.

28th November 2014

A handover ceremony took place between Kuching Hockien Association and Bina Puri Properties Sdn. Bhd. for the development of 1Puri Commercial Centre, Jln Tun Haji Openg, Kuching, Sarawak. 1Puri Commercial Centre is a mixed development consisting of shopping centre and shop houses.



15th December 2014

Bina Puri Sdn Bhd was awarded an additional work for the proposed New Sabah State Administration Complex Teluk Likas, Sabah (Phase 1 - Building Works) under Federal Government's "Facilitation Fund". The contract amount is RM65.0 million.

CALENDAR OF EVENTS (Cont'd)

23rd December 2014

KL-Kuala Selangor Expressway Berhad (LATAR) was certified with ISO 9001:2008 from SIRIM QAS International Sdn Bhd. It was among many efforts done by LATAR to improve its services quality and in compliance with the International standard.



21st January 2015

A Memorandum of Understanding (MoU) was signed between Bina Puri Holdings Bhd and India National Buildings Construction Corporation Limited (NBCC) for the execution of the construction of Affordable Housing Projects in India.

Bina Puri was represented by its Group Executive Director, Mr. Matthew Tee Kai Woon, while NBCC was represented by its Senior Executive Director, Mr. Rajendra Chaudhari.



23rd to 25th January 2015

Bina Puri Group organized a Management Retreat 2015 which was held at Port Dickson, Negeri Sembilan and attended by 110 participants inclusive of Board of Directors, senior management and management-level staff. The objectives of the retreat were to conduct performance review and analysis of the Group's business operations, strengthen teambuilding within the Group and provide knowledge to the participants.



7th February 2015

Group Managing Director, Y.Bhg Tan Sri Datuk Tee Hock Seng, JP was conferred the Golden Entrepreneur Award 2015 by the China Press. The award was presented by YB Datuk Seri Liow Tiong Lai, Transport Minister of Malaysia during the 2nd Golden Entrepreneur Award Presentation and FMCGA 94th Anniversary Celebration Night organized by the China Press.



CALENDAR OF EVENTS (Cont'd)

27th February 2015

Bina Puri Sdn Bhd secured a RM128.5 million contract to construct the Proposed Movenpick Spa Resort in Kuala Terengganu. The project involves the construction, supervision, testing, commissioning and completion of eight blocks of two-storey, three-storey and five-storey high buildings, nine pavilions, a spa and a multi-purpose building and related facilities (Package 2). The contract was awarded by Success Diar Sdn Bhd.



26th March 2015

Bina Puri Sdn Bhd won a massive sewage treatment plant project to expand and upgrade the existing Bunus Regional Sewage Treatment Plant at Jalan Chan Chin Mooi, Titiwangsa. This project, costing RM291.2 million will be completed within 18 months.



1st April 2015

Bina Puri Holdings (Thailand) Limited signed an agreement with Universal Pacific Limited (UPL) Lao Co. Ltd. for the Development of Dingphosy Specific Economic Zone (DSEZ) in Laos.

Universal Pacific Limited (UPL) Lao Co. Ltd is the concession owner and developer of the DSEZ and Bina Puri Holdings (Thailand) Ltd is the main contractor of the 53-hectare DSEZ.



14th April 2015

Bina Puri Sdn Bhd received a letter of award for Interior Design Works for Block A & Block B of the Proposed Sabah Administration Centre in Teluk Likas, Kota Kinabalu, Sabah. The contract value is RM123.3 million to be completed within 12 months.



CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate citizen, Bina Puri Group has always taken upon itself to contribute towards the strengthening of society as a whole. As in the past, we have once again come forward willingly to reward those under our own wings as well as contributing towards deserving cases in areas of educating the younger generation and those in dire need of some assistance due to natural calamities.

Encouraging Academic Excellence and Promoting Knowledge

Education is key in creating a well informed and civilized society, thus Bina Puri continues to contribute generously to various schools in order to improve the quality of education given to our younger generation. This year, the recipients of our financial contributions were, Sekolah Menengah Kebangsaan Ideal Heights, Sekolah Jenis Kebangsaan (C) Chung Hua Klang and Chung Hua Middle School, Port Dickson. The Perdana Leadership Foundation also continued to receive our annual contribution as per the past few years.

Community and Humanitarian Aids



We were hit by floods towards the end of 2014. As a caring and concern organization, Bina Puri Group made the necessary arrangements to assist the East Coast Flood victims in the form of donating in kind by sending basic

necessities as well as donated an electric generator set to the affected area. We also sent volunteers to be stationed at flood disaster collection and distribution centres. We even took part in sending volunteers to affected areas to rehabilitate public infrastructure during the post-disaster period.

Apart from the assistance provided during this flood disaster, Bina Puri Group also gave out financial contributions towards the wellbeing of various other organizations. Among them are Pengurusan Dakwah Islamiyyah Malaysia, Eng Choon Hoey Kuan Association, Kuching Hokkien Association, Persatuan Bola Sepak Daerah Kota Belud, Sabah, and the Malaysian Chinese Medical Association.

Being an active member in the construction industry, we also supported various programs organized by industrial NGOs. These include Master Builders Association Malaysia (MBAM), Malaysia Structural Steel Association (MSSA) and Real Estate and Housing Developers' Association Malaysia (REHDA).

Human Capital

Our employees will always remain our most valuable asset. Thus, their welfare is our priority, and through our dedicated programmes and activities, Bina Puri continues to reward our staff for their loyalty and effort that has led towards our success.

The Undergraduate Scholarship Awards is among one of our staff welfare programme, which is uniquely designed to recognise academic excellence among our staff's children at local and foreign universities.



CORPORATE SOCIAL RESPONSIBILITY (Cont'd)



For our staffs whose children are still in their primary and secondary school, to those who excelled in their SPM, PMR and UPSR examinations, we rewarded these students with cash incentives.

For our staff themselves, those who excelled and successfully completed their studies in Diploma, Bachelor, Master or PhD were also rewarded under the Bina Puri Education Incentives.

Other programmes designed to appreciate our staff include the Best Employee Awards, birthday celebrations, festive celebrations and others.

In promoting a healthy lifestyle and to strengthen staff bonding, many activities were successfully executed by our dynamic and energetic Kelab Sukan & Sosial Bina Puri (KSSBP). In 2014, the club organised outings to Melaka, to Kota Kinabalu, to Sapi Island, Sabah and a Star Cruise trip. Other activities organized include futsal tournament, badminton and ping pong tournaments, fishing competition, paintball and many others.

Environmental Projects in the Community

For the construction industry, we have taken the responsibility to ensure that all our staff as well as the subcontractors abide by the Environmental Policies ensuring all waste at the work site are properly collected and stored; for instance the used oil drums are relocated into the oil storage area while the contaminated soil are cleaned up according to the Environmental Quality (Scheduled Wastes) Regulations 2005.

Our project team has always put their effort to ensure our project sites are in good housekeeping condition and clean. For instance, maintaining the cleanliness of public drainage. This exercise is performed on a weekly basis mainly to prevent a clogged drainage system that can cause flash floods and infectious diseases. Thus, Bina Puri has always committed to continue its effort in helping to protect the environment.



Property developments by Bina Puri Properties Sdn Bhd, for instance Laman Villa @ Mont' Kiara North and Puri Tower @ Puchong, are equipped with solar energy. The roof top is fitted with solar panels that generate electricity and are connected to the national grid. Receipts from this energy-saving installation will be ploughed back for general maintenance of the said properties.



AUDIT COMMITTEE REPORT

Members of the Committee

Dato' Yeow Wah Chin, Chairman
Ir. Ghazali Bin Bujang
Mohd Najib Bin Abdul Aziz

Designation in the Company

Independent Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director

COMPOSITION

- (a) The Audit Committee shall be appointed by the Directors from amongst their numbers via a Directors' resolution and shall consist of not less than three (3) members. All the Audit Committee members must be non-executive directors with a majority of them being Independent Directors. The composition of the Audit Committee shall meet the independence requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other rules and regulations of the Securities Commission.
- (b) At least one member of the Audit Committee:
- i. is a member of the Malaysian Institute of Accountants; or
 - ii. if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and
 - must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
 - must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
 - iii. fulfils such other requirements as prescribed or approved by the Bursa Malaysia Securities Berhad.
- (c) In the event of any vacancy in the Audit Committee, the Directors shall within (3) months of that event, appoint such new members to make up the minimum number of three (3) members.
- (d) An Alternate Director shall not be appointed as a member of the Audit Committee.
- (e) The member of the Audit Committee that meets the requirement for having the necessary accounting qualification is En. Mohd Najib Bin Abdul Aziz.

CHAIRMAN

The members of the Audit Committee shall elect a Chairman from amongst themselves who shall be an Independent Director. All members of the Audit Committee, including the Chairman, will hold office only so long as they serve as Directors of the Company.

ATTENDANCE AT MEETINGS

The quorum of the Audit Committee shall consist of a majority of Independent Directors and shall not be less than two (2). The Committee may require the attendance of any management staff as it may deem necessary together with a representative or representatives from the external auditors. At least twice a year, the Audit Committee shall meet with the external auditors without any executive officer of the Group being present.

The Audit Committee shall have direct communication channels with both the external auditors and the internal auditors. It is able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

SECRETARY

The Company Secretary shall be the Secretary of the Committee.

AUDIT COMMITTEE REPORT (Cont'd)

FREQUENCY OF MEETINGS

Meetings shall be held not less than four (4) times a year. The external auditors may request a meeting if they consider it necessary.

During the financial year ended 31 December 2014, the Committee met a total five (5) times. The following is the attendance record of the Audit Committee members:

Audit Committee members*	Designation	No. of meetings attended
Dato' Yeow Wah Chin	Independent Non-Executive Director	5/5
Ir. Ghazali Bin Bujang	Independent Non-Executive Director	5/5
Mohd Najib Bin Abdul Aziz	Independent Non-Executive Director	5/5

AUTHORITY

The Committee is authorised by the Board to investigate any activities within its terms of reference. It shall also have full and unrestricted access to the resources required as stated below to perform its duties:

- any information pertaining to the Group;
- both the internal and external auditors; and
- all employees of the Group who are directed to cooperate upon requests made by the Committee.

The Committee is authorised by the Board to obtain outside legal or independent professional advice and to request the attendance of outsiders with relevant experience and expertise if it considers necessary.

FUNCTIONS

The functions of the Committee shall be:

- to review with the external auditor, the audit plan;
- to review with the external auditor, his evaluation of the system of internal controls;
- to review with the external auditor, his audit report;
- to review the assistance given by the Company's officers to the external auditor;
- to review the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;
- to review the internal audit program, processes, the results of the internal audit program, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;
- to review the quarterly results and year end financial statements, before the approval by the board of directors, focusing particularly on:
 - changes in or implementation of major accounting policy changes;
 - significant and unusual events; and
 - compliance with accounting standards and other legal requirements;
- to review any related party transactions that may arise within the Company or Group;
- to recommend and consider the nomination and appointment of external auditors as well as their audit fee;
- to consider any letter of resignation from the external auditor and any questions of resignation or dismissal;
- to ensure that matters conveyed to the Board that have not been satisfactorily resolved resulting in a breach of the Main Market Listing Requirements are promptly reported to Bursa Malaysia Securities Berhad;
- to consider any other functions as may be agreed to by the Committee and the Board of Directors.



AUDIT COMMITTEE REPORT (Cont'd)

REPORTING PROCEDURE

The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Board.

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

- (a) Reviewed the Audit Committee Report and its recommendation to the Board for inclusion in the Annual Report;
- (b) Reviewed the Statement on Risk Management and Internal Control and Statement on Corporate Governance and its recommendation to the Board for inclusion in the Annual Report;
- (c) Reviewed the external auditor's audit plan and report for the year;
- (d) Reviewed the external auditor's evaluation of the system of internal controls;
- (e) Reviewed the internal audit reports, recommendations, programs and plans for the year under review and management's response;
- (f) Reviewed the annual report and audited financial statements of the Company and the Group prior to the submission to the Board for consideration and approval. The review was to ensure that the audited financial statements were drawn up in accordance with the applicable accounting standards approved by MASB and other legal requirements;
- (g) Reviewed the unaudited quarterly financial results announcements before recommending them for Board approval;
- (h) Reviewed related party transactions that may arise within the Company or the Group;
- (i) Considered and recommended to the Board for approval of the audit fees payable.

STATEMENT BY AUDIT COMMITTEE ON THE COMPANY'S EMPLOYEE SHARE OPTION SCHEME ("ESOS")

Appendix 9C, Part A (26) of the Main Market Listing Requirements of Bursa Securities Malaysia Berhad requires a Statement by the Audit Committee in relation to the allocation of share options pursuant to any share scheme for employees as stated in paragraph 8.17. There was no allocation of options pursuant to the Company's ESOS during the financial year ended 31 December 2014.

INTERNAL AUDIT FUNCTION

The Company has outsourced the internal audit function to BDO Governance Advisory Sdn. Bhd. ("BDOGA"). BDOGA develops an annual strategic Internal Audit Plan which is presented to the Audit Committee and approved by the Board.

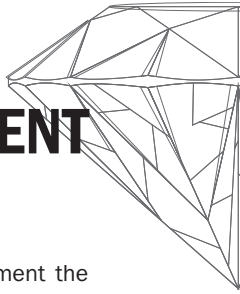
The internal audit function independently reviews the adequacy and integrity of the Company's internal control systems and reports its findings directly to the Audit Committee.

In 2014, the Company incurred a cost of RM49,500 for the internal audit function.

REVIEW OF THE AUDIT COMMITTEE

The Board of directors, as required of a listed issuer, reviews the term of office and performance of an Audit Committee and each of its members at least once every three (3) years to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.

CORPORATE GOVERNANCE STATEMENT



The Board recognises the need for companies to be more efficient and well-managed, and continues to implement the recommendations of the Malaysian Code on Corporate Governance 2012 ("the Code"). The Code sets out principles and best practices on structures and processes that companies may use in their operations towards achieving an optimal governance framework.

The Board realises that good governance practices are important to safeguard the interests of all stakeholders and enhance shareholders' value. The Group will continue to strengthen its compliance with the eight (8) principles and the corresponding twenty six (26) Recommendations laid out in the Code.

1. DIRECTORS

An effective Board comprises members with a wide range of business, legal, financial and technical experience leads and controls the Group. The following considerations have been applied in ensuring the effectiveness of the Board.

(a) Roles and Responsibilities

The Board is responsible for managing and overseeing the conduct of the businesses of the Group through formulating and monitoring achievement of the Group's strategies.

The Board delegates certain roles and responsibilities to the Board Committees noted below whilst, amongst others, assuming the roles and responsibilities as stated below:

- (i) Formulating and reviewing strategic plan for the Group quarterly;
- (ii) Overseeing the conduct of the businesses and financial performance of the Group;
- (iii) Identifying and managing the principal risks of all aspects of the Group's operations and affairs;
- (iv) Ensuring all senior management positions are held by candidates of sufficient caliber and that succession programmes for senior management are in place;
- (v) Ensuring that effective communication with its shareholders and stakeholders is in place; and
- (vi) Ensuring that a sound framework of reporting on management information and internal controls is in place.

The Board is developing a Board Charter comprising a Code of Ethics and Conduct which will provide guidance to the Board on fulfilling its roles, duties and responsibilities in line with the principles and recommendations of the Code.

(b) The Board

The Board's composition represents a mix of knowledge, skills and expertise vital to the successful direction of the Group.

The Board currently has ten (10) members comprising five (5) Non-Executive Directors and five (5) Executive Directors who lead the Group. The Board consists of an Independent Non-Executive Chairman, a Group Managing Director, a Founder Director, three (3) Executive Directors and four (4) Non-Executive Directors, three (3) of whom are independent. There is a clear division of duties between the Independent Non-Executive Chairman and Group Managing Director of the Company. The presence and participation of Independent Non-Executive Directors will bring independent judgement in Board decisions. Any one (1) of the three (3) independent directors will be available to act as the Senior Independent Non-Executive Director.



CORPORATE GOVERNANCE STATEMENT (Cont'd)

(c) Board Meetings

The Board meets at least four (4) times per year with additional meetings being convened where necessary. For the financial year 2014, the Board met five (5) times. Details of attendance of Directors at the Board Meetings are as follows:-

Attendance at Board Meetings

<u>Directors</u>	<u>No. of meetings attended</u>
Tan Sri Dato' Ir Wong Foon Meng	5/5
Tan Sri Datuk Tee Hock Seng, JP	5/5
Dr. Tony Tan Cheng Kiat	3/5
Matthew Tee Kai Woon	4/5
Datuk Tan Kwe Hee	5/5
Datuk Henry Tee Hock Hin	3/5
Tay Hock Lee	4/5
Dato' Yeow Wah Chin	5/5
Ir. Ghazali Bin Bujang	5/5
Mohd Najib Bin Abdul Aziz	5/5

(d) Appointment and Re-election of the Board of Directors

The Board is responsible for the appointment of Directors. It has formulated the terms of reference of the Nomination Committee and has identified the composition of the Committee members.

All the Directors shall retire from office at least once every three (3) years at each Annual General Meeting but shall be eligible for re-election pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

(e) Reinforce independence

The Board took note of the recommendation of the Code that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. The Board will undertake an assessment of its Independent Directors annually after developing formal procedure and criteria for this exercise.

(f) Group Executive Committee

The Group Executive Committee was established in January 1997 and its members consist of the Executive Directors. The Group Executive Committee facilitates timely and appropriate decision-making within the framework of achieving the Corporate Vision and Mission of Bina Puri Group.

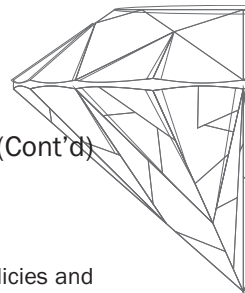
(g) Audit Committee

The Audit Committee was established in June 1995. Please refer to the Audit Committee report on pages 42 to 44

(h) Nomination Committee

The Board has a Nomination Committee represented by Non-Executive Directors, all of whom are independent. The Nomination Committee is responsible for nominating to the Board individuals as Directors and for assessing the Directors on an ongoing basis.

CORPORATE GOVERNANCE STATEMENT (Cont'd)



The Board will further enhance the effectiveness of the Nomination Committee by formulating formal policies and procedures on the nomination and election processes for new candidates and criteria to be used as benchmarks in the nominating and performance assessment processes.

(i) Remuneration Committee

The Board has a Remuneration Committee comprising Non-Executive Directors as majority. The Remuneration Committee is responsible to recommend to the Board the remuneration packages of the Directors. The Directors concerned shall abstain from voting in respect of their own remuneration.

The process of formalising the directors' remuneration policy, which is intended to be reflective of the individuals' responsibilities, expertise and contribution as well as the complexity of the Group's activities, is ongoing.

The details of remuneration of Directors during the financial year ended 31 December 2014 are as follows:

(i) Aggregate remuneration of Directors categorised into appropriate components:

In RM '000	Salaries	Fees	EPF/Socso	Benefits-in-kind	Total
Executive Directors	3,618	48	374	45	4,085
Non-Executive Directors	198	428	25	10	661
Total	3,816	476	399	55	4,746

(ii) Aggregate remuneration of each Director

Range of remuneration	No. of Directors	Executive	Non-Executive
Below RM50,000			1
RM50,001 – RM100,000			2
RM200,001 – RM250,000			1
RM250,001 – RM300,000			1
RM300,001 – RM350,000		1	
RM650,001 – RM700,000		2	
RM1,100,001 – RM1,200,000		1	
RM1,300,001 – RM1,350,000		1	
Total		5	5

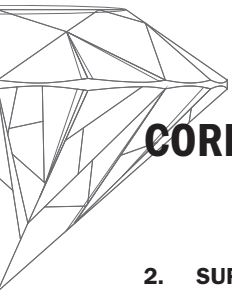
(j) ESOS Committee

The ESOS Committee was established on 20 November 2003 and is responsible for administering the ESOS of the Company.

(k) Directors' Training

All Directors have attended the Directors' Mandatory Accreditation Programme organised by Bursa Securities. During the financial year 2014, all the Directors attended training on Good and Services Tax.

Mr. Matthew Tee also attended the programme on Strategic Stakeholder Engagement: The Power of Partnerships during the financial year 2014.



CORPORATE GOVERNANCE STATEMENT (Cont'd)

2. SUPPLY OF INFORMATION

All Board Members are provided with Board Papers, which include operational, financial and corporate information to enable the Board to discharge its duties effectively.

The Directors have access to members of the senior management team and the advice and services of the Company Secretary.

3. ACCOUNTABILITY AND AUDIT

(a) Financial Reporting

The Board aims to present a balanced and understandable assessment of the Group's position and prospects. The Company has used appropriate accounting policies, consistently applied and supported by reasonable judgement and estimates.

(b) Internal Control

The statement on internal control is set out in pages 51 to 52 of the Annual Report.

(c) Responsibility Statement by the Board of Directors

The Directors are collectively responsible for ensuring that the financial statements are drawn up in accordance with the requirements of the applicable Approved Accounting Standards in Malaysia, the provisions of the Companies Act, 1965 and the Main Market Listing Requirements of the Bursa Securities.

The Directors have to ensure that the financial statements for each financial year present a true and fair view of the state of affairs of the Group and the Company at the end of the financial year and of the results and cash flows of the Group and the Company.

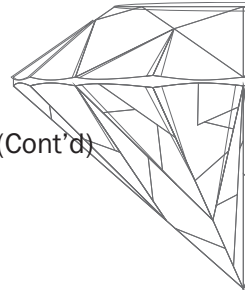
In preparing the financial statements, the Directors have:

- (i) selected suitable accounting policies and applied them consistently;
- (ii) made judgements and estimates that are reasonable and prudent;
- (iii) ensured that all applicable accounting standards have been followed; and
- (iv) prepared financial statements on the going concern basis as the Directors have a reasonable expectation, having made enquiries, that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future and that the Group and the Company have secured significant projects.

The Directors have also taken the necessary steps, as are reasonably open to them, to ensure that appropriate systems are in place for the assets of the Group and the Company to be adequately safeguarded through the prevention and detection of fraud and other irregularities and material misstatements.

(d) Relationship with Auditors

The functions of the Audit Committee in relation to the external auditors are disclosed in pages 42 to 44 of the Annual Report.



4. SHAREHOLDERS' COMMUNICATION AND INVESTOR RELATIONS

(a) Dialogue with Investors

The Board recognises the importance of effective communication with its shareholders and investors. The information of the Company is communicated to them through the following means:

- (i) The Annual Report
- (ii) The various disclosures and announcements made to the Bursa Securities including the Quarterly Results and Annual Results; and
- (iii) BPHB website at www.binapuri.com.my

(b) Annual General Meeting

The notice of Annual General Meeting is sent out to the shareholders at least 21 days before the date of the meeting.

The Annual General Meeting serves as a principal forum for dialogue with shareholders. Extraordinary General Meetings are held as and when required.

The Board is of the view that voting by way of show of hands is efficient with the current level of shareholders' attendance.

5. ADDITIONAL COMPLIANCE INFORMATION

(a) Share Buy-Back

There was no share buy-back exercise for the financial year ended 31 December 2014.

(b) Options, Warrants or Convertible Securities Exercised

There were no options exercised during the financial year ended 31 December 2014 in relation to the ESOS.

(c) American Depositary Receipt ("ADR") or Global Depositary Receipt ("GDR")

There was no ADR or GDR Programme sponsored by the Company.

(d) Sanctions and/or Penalties Imposed

There were no sanctions and/or penalties imposed on the Company or its subsidiaries, directors or management by the relevant regulatory bodies.

(e) Non-Audit Fees

The amount of non-audit fees paid to a company affiliated to the auditors' firm by the Company and its subsidiaries for the financial year ended 31 December 2014 was RM43,000.

(f) Variation of Results

The results for the financial year ended 31 December 2014 do not differ by 10% or more from the unaudited results previously released. The Company has not released or announced any estimated profit, financial forecast or projection during the said financial year.

(g) Profit Guarantee

The Company has not issued any profit guarantee in the financial year ended 31 December 2014.



CORPORATE GOVERNANCE STATEMENT (Cont'd)

(h) Material Contracts

None of the directors and major shareholders has any material contract with the Company and/or its subsidiaries during the financial year under review.

(i) Revaluation Policy on Landed Properties

The Group did not adopt a policy on regular revaluation of its landed properties.

(j) Private Placement 2014

The Company had successfully placed out 26,753,800 new Bina Puri Shares pursuant to the Private Placement 2014, which raised a cumulative gross proceeds of approximately RM13.516 million as detailed in the table below. The Company has utilised the proceeds in the following manner:-

	Amount raised from the Private Placement 2014 (RM'000)	Amount utilised (RM'000)	Amount unutilised (RM'000)
Working capital requirements	8,322	8,322	–
Repayment of bank borrowings	5,020	5,020	–
Expenses in relation to the Private Placement 2014	174	174	–
Total	13,516	13,516	–

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL



The Malaysian Code of Corporate Governance (“the Code”) stipulates that the Board of listed companies should maintain a sound risk management framework and internal control system to safeguard shareholders’ investments and the Group’s assets. Pursuant to paragraph 15.26(b) of the Bursa Malaysia Main Market Listing Requirements, the Board of Directors (“the Board”) is pleased to provide the following statement, which outlines the main features and adequacy of the Group’s risk management and internal control for the year ended 31 December 2014.

The Board affirms the overall responsibility for maintaining a sound system of internal control and for reviewing their adequacy and integrity so as to safeguard shareholders’ investments and the Group’s assets. However, it should be noted that any system of internal control is designed to manage rather than to eliminate the risk of failure to achieve business objectives. Accordingly, the internal control system can only provide reasonable and not absolute assurance against material misstatement or loss and risks should be continually monitored and managed at all times.

Key Risk Management and Internal Control Features

The following key risk management and internal control mechanisms are in place in the governance of the Group’s operations:-

- Clearly defined operating structure and lines of responsibilities. Various Board and Management Committees have been established to assist the Board in discharging its duties, including:-
 - Group Executive Committee
 - Audit Committee
 - Nomination Committee
 - Remuneration Committee
 - ESOS Committee

A process of hierarchical reporting is in place to establish accountability in the business operations.

- Systematically documented standard operating policies and procedures that cover various operational areas which are subject to regular review and improvement.
- An ISO 9001:2008 Quality Management System, which is subject to regular review and improvement, continually manages and controls the quality requirement of the Group’s products and services.
- Frequent site visits by contract officers and project management team are established in monitoring the progress of projects undertaken by the Group. The ongoing performance of each business operating unit is reviewed on a monthly basis and these performance reviews are escalated to the Board on a quarterly basis.
- A standardised performance management system is developed to continually appraise and reward the employees of the Group in accordance with their performance.
- Emphasis is also placed on enhancing the quality and capability of human assets through training and development programs, which enhances their ability to meet their performance and job expectations.
- A Safety Committee is in place to be in compliance with Section 30(1) of the Occupational Safety and Health Act, 1994.

Assurance Mechanism

The Group had established an Audit Committee with the primary objective of assisting the Board to review the adequacy and integrity of the Group’s internal control and management information systems. In discharging its duties, the internal audit function of the Group is outsourced to BDO Governance Advisory Sdn. Bhd. (“BDOGA”).

BDOGA independently reviews the adequacy and integrity of the system of internal control and reports to the Audit Committee on a bi-annual basis. The annual audit plan covering the key activities of the Group is tabled to the Audit Committee for discussion and approval.

For the year 2014, BDOGA has completed three (3) internal control reviews according to the annual audit plan. The findings arising from the internal control reviews together with recommendations, management responses and proposed action plans were promptly reported to the Audit Committee.

The Audit Committee, on behalf of the Board, reviews the measures undertaken on internal control issues identified by BDOGA. The Board will discuss with the Audit Committee and management on matters relating to internal controls and deliberates on their recommendations for implementation.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (Cont'd)

The Board believes that the risk management and system of internal control in place for the year under review and up to the date of issuance of financial statements, is considered appropriate to business operations and that risks taken are at an acceptable level within the operations of the Group.

There have been no significant weaknesses noted during the year which have resulted in any material losses.

The Statement on Risk Management and Internal Control does not deal with the associated companies and joint ventures as the Group does not have management control over their operations.

The Board has received assurance from the Group Managing Director and Group Chief Financial Officer that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

Going Forward

The Board is committed to continually strengthen the transparency and efficiency of the Group's operations and control environment. This will be supported by an assessment independent of operations on the adequacy and integrity of the controls by BDOGA. Other initiatives deemed necessary will be considered from time to time in order to ensure that the control environment remains reasonably secure.

The internal control system is reviewed on an ongoing basis by the Board, Audit Committee and Management for monitoring compliance with policies and procedures. The Heads of Department as well as the respective Project Managers are involved in continually improving the control processes within their respective departments and projects.

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DIRECTORS' REPORT

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31st December 2014.

PRINCIPAL ACTIVITIES

The Company is principally engaged in business as a contractor for earthworks and building, project management services and investment holding. The principal activities of the subsidiaries are as stated in Note 7 to the financial statements.

There has been no significant changes in the nature of these principal activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
Profit/(loss) after taxation	47,478	(11,225)
Other comprehensive expense, net of tax	(1,457)	–
Total comprehensive income/(expense) for the financial year	46,021	(11,225)
Attributable to:		
Owners of the Company	4,960	(11,225)
Non-controlling interests	41,061	–
	46,021	(11,225)

DIVIDENDS

Dividends paid or declared by the Company since the end of the previous financial year were as follows:-

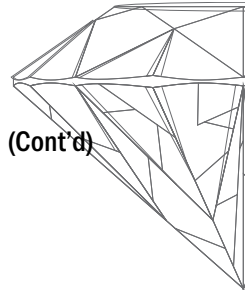
	RM'000
(a) In respect of the financial year ended 31st December 2013:- - Final dividend of 1.5% less 25% tax paid on 31st July 2014	2,669
(b) In respect of the financial year ended 31st December 2014:- - Proposed final dividend of 2 sen payable in 2015	4,090

At the forthcoming Annual General Meeting, a final dividend of 2 sen per ordinary share tax amounting to approximately RM4.09 million in respect of the current financial year will be proposed for shareholders' approval.

The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for as a liability in the financial year ending 31st December 2015.

RESERVES AND PROVISIONS

All material transfers to and from reserves and provisions during the financial year have been disclosed in the financial statements.



BAD AND DOUBTFUL DEBTS

Before the statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for impairment, and had satisfied themselves that all known bad debts had been written off and adequate allowance for impairment had been made.

At the date of this report, the directors are not aware of any circumstances which would render it necessary to write off any bad debts or to make any allowance for impairment in respect of the financial statements of the Group and of the Company.

CURRENT ASSETS

Before the statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps to ensure that any current assets, other than debts, which were unlikely to be realised in the ordinary course of business, their values as shown in the accounting records of the Group and of the Company had been written down to an amount that they might be expected to be realised.

At the date of this report, the directors are not aware of any circumstances that would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

CONTINGENT AND OTHER LIABILITIES

At the date of this report, there does not exist:-

- (i) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person, or
- (ii) any contingent liabilities in respect of the Group and of the Company that has arisen since the end of the financial year, other than as disclosed in Note 39 to the financial statements.

In the opinion of the directors, no contingent liabilities or other liabilities of the Group and of the Company has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances, not otherwise dealt with in this report or the financial statements of the Group and of the Company that would render any amount stated in the financial statements misleading.

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company for the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

No item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.



DIRECTORS' REPORT (Cont'd)

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company had completed the following corporate proposals:-

- (a) the Company increased its issued and paid-up share capital from RM157,116,000/- to RM177,913,000/- by the issuance of 20,797,000 new ordinary shares of RM1/- each pursuant to the private placement exercise at a price of RM1/- per share;
- (b) share capital reduction by the cancellation of RM0.50 of the par value of every existing ordinary share of RM1/- each to be off-set against the retained profits of the Company.

The Company did not issued any debentures during the financial year.

The new ordinary shares issued rank pari passu in all respects with the existing ordinary shares of the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

During the financial year, no options were granted by the Company to any person to take up any unissued shares in the Company except for the share options granted pursuant to the Employee Share Option Scheme below.

EMPLOYEE SHARE OPTION SCHEME

On 1st June 2012, the Company granted options to eligible employees including executive directors of the Group to subscribe up to 15% of the issued and paid-up share capital of the Company under the Executives' Share Option Scheme (ESOS) approved by the shareholders of the Company at the Annual General Meeting. The effective date of the ESOS is on 7th June 2011 for a period of five years and the options may be exercised between 7th June 2011 and 6th June 2016 on the terms and conditions as set out in the ESOS By-Laws of the Company.

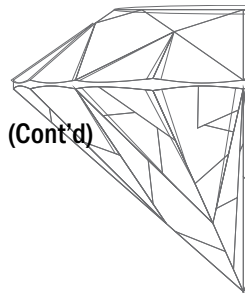
The option price for each share shall be at a discount of not more than ten percent (10%) from the weighted average market price of the shares of the five (5) market days immediately preceding the date of offer or the par value of the shares, whichever is higher.

The consideration is payable in full on application and the options granted do not confer any rights to participate in any share issue of any other companies of the Group.

The movement in the options during the financial year to take up unissued new ordinary shares of RM1/- each at a minimum exercise price of RM1/- per share are as follows:-

	Number of options over ordinary shares
At 1st January 2014	9,181,150
Lapsed	(2,056,500)
At 31st December 2014	7,124,650

DIRECTORS' REPORT (Cont'd)



DIRECTORS

The directors in office since the date of the last report are:-

Tan Sri Dato' Ir. Wong Foon Meng	Dato' Tan Seng Hu (<i>alternate to Dr. Tan Cheng Kiat</i>)
Tan Sri Datuk Tee Hock Seng, JP	We Her Ching (<i>alternate to Datuk Tee Hock Hin</i>)
Dr. Tan Cheng Kiat	Datuk Tan Kwe Hee
Datuk Tee Hock Hin	Dato' Yeow Wah Chin
Matthew Tee Kai Woon	Ir. Ghazali Bin Bujang
Tay Hock Lee	Mohd Najib Bin Abdul Aziz

In accordance with the Company's Article of Association, Tan Sri Datuk Tee Hock Seng, JP, Tay Hock Lee, Datuk Tan Kwe Hee and Matthew Tee Kai Woon retire at the forthcoming AGM and being eligible, offer themselves for re-election.

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965 in Malaysia, the interests of those directors who held office at the end of the financial year in shares and options of the Company and its related corporations during the financial year ended 31st December 2014 are as follows:-

	Number of ordinary shares of RM1 / - each			
	At 1-1-2014	Bought	Sold	At 31-12-2014
The Company Bina Puri Holdings Bhd.				
<i>Direct interests</i>				
Tan Sri Datuk Tee Hock Seng, JP	15,769,778	—	—	15,769,778 *
Dr. Tan Cheng Kiat	9,368,902	—	—	9,368,902 **
Datuk Tee Hock Hin	5,594,668	—	—	5,594,668
Tay Hock Lee	1,807,707	—	—	1,807,707
Datuk Tan Kwe Hee	121,000	—	—	121,000
Matthew Tee Kai Woon	1,439,625	236,200	—	1,675,825
We Her Ching	104,900	—	—	104,900

	Number of ordinary shares of RM1 / - each			
	At 1-1-2014	Bought	Sold	At 31-12-2014
The subsidiary Sungai Long Industries Sdn. Bhd.				
<i>Indirect interest</i>				
Tan Sri Datuk Tee Hock Seng, JP	1,820,000	—	—	1,820,000 @



DIRECTORS' REPORT (Cont'd)

DIRECTORS' INTERESTS (Continued)

Bina Puri Holdings Bhd.	Number of ordinary shares of RM1 / - each			
	At 1-1-2014	Bought	Sold	At 31-12-2014
The Company Bina Puri Holdings Bhd.				
Dr. Tan Cheng Kiat	1,000,000	—	—	1,000,000
Datuk Tee Hock Hin	600,000	—	—	600,000
Tay Hock Lee	500,000	—	—	500,000
We Her Ching	450,000	—	—	450,000

* includes 340,000 shares held through nominee company for Tee Hock Seng Holdings Sdn. Bhd. and 60,000 shares held through Tee Hock Seng Holdings Sdn. Bhd.

** includes shares held through nominee company

@ deemed interested by virtue of his indirect substantial shareholding in the subsidiary

Other than as disclosed above, none of the other directors in office at the end of the financial year had any interest in the shares and options of the Company and its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by directors as shown in the financial statements, or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 37 to the financial statements.

Neither during nor at the end of the financial year was the Group or the Company a party to any arrangements whose object is to enable the directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate other than the options granted to certain directors pursuant to the ESOS of the Company.

AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng, have expressed their willingness to continue in office.

On behalf of the Board,

.....
TAN SRI DATUK TEE HOCK SENG, JP
Director

.....
MATTHEW TEE KAI WOON
Director

Kuala Lumpur

Date: 29 April 2015