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BrandLaureate
Corporate Award for
Construction 2011-2012



Laman Vila, Mon't Kiara



Power Plant in Indonesia



LRT Extension Package A



2,000 houses for the National Housing
Scheme of Brunei Darussalam

Petrie Villa, Johor Bahru



- Type : 23 units of 4 storey link Villas
Amenities : Gated & guarded with an individual private sky swimming pool for every unit and a club house.
Land Size : 2.0 acres
Accessibility : Via Jalan Straits View & Tengku Petra

Laman Villa (Mon't Kiara North), Kuala Lumpur



- Type : 22 units of 3 & 3 1/2 storey link Bungalows & 8 units of condominium
Amenities : Club house, swimming pool, gym and a children's playground. Gated and guarded.
Land size : 3.34 acres
Accessibilty : Located in the exclusive Mon't Kiara Desa Hartamas vicinity and easily accessible from the SPRINT highway.

Property Development Division

The Puri Tower @ Puchong



- Type : 1 block, 20 storey condominium with 130 units apartment & 8 units of penthouse.
Amenities : 1 multipurpose hall, 2 shops, a surau, gym, swimming pool and beautifully landscaped.
Land size : 1.97 acres
Accessibility : Situated in Bandar Bukit Puchong, accessed via LDP, near Pusat Bandar Puchong



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Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of 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, 13 June 2012 at 11:00 a.m. to transact the following business:-

Ordinary business

1. To receive the Audited Accounts for the year ended 31 December 2011 and the Reports of Directors and Auditors thereon. **Ordinary Resolution 1**
2. To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association :
 - 2.1 Dr Tan Cheng Kiat **Ordinary Resolution 2**
 - 2.2 Datuk Henry Tee Hock Hin **Ordinary Resolution 3**
 - 2.3 Khalid Bin Sufat **Ordinary Resolution 4**
3. To approve the final dividend of 2% less 25% income tax in respect of the financial year ended 31 December 2011. **Ordinary Resolution 5**
4. To ratify and approve directors' annual fees of RM488,000.00. **Ordinary Resolution 6**
5. To re-appoint Messrs Baker Tilly Monteiro Heng 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, pass the following resolutions:

6. **Re-Appointment of Director**

"THAT En. Yusuf Khan Bin Ghows Khan who retires pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company and to hold office until the conclusion of the next annual general meeting."

Ordinary Resolution 8
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 22 May 2012 which are necessary for their day-to-day operations with:

 - 7.1 Sea Travel and Tours Sdn. Bhd. and New Hong Wah Holdings Sdn. Bhd. **Ordinary Resolution 9**
 - 7.2 Messrs Anad & Noraini **Ordinary Resolution 10**
 - 7.3 Kumpulan Melaka Bhd. **Ordinary Resolution 11**
 - 7.4 Ideal Heights Properties Sdn. Bhd. **Ordinary Resolution 12**
 - 7.5 Dimara Holdings Sdn. Bhd. **Ordinary Resolution 13**

subject further to the following :

 - (a) the transactions are in the ordinary course of business and are on terms not more favourable 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:



Notice of Annual General Meeting (Cont'd)

- 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 authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM1.00 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;

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;



Notice of Annual General Meeting (Cont'd)

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 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 ("AGM") of the Company or the expiry of the period within which the next AGM 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."

Special Resolution

10. Proposed Amendments to the Articles of Association

"THAT the following alterations, modifications, additions or deletions to the Company's Articles of Association be and are hereby approved:-

Special Resolution

Existing Articles	Amended Articles
<p>70. Appointment of at least one proxy</p> <p>Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.</p>	<p>Deleted.</p>
<p>75. Form of proxy</p> <p>Notes</p> <p>A proxy may but need not be a Member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company.</p> <p>A Member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meetings. The provision of Section 149(1)(c) of the Act shall not apply to the Company.</p>	<p>75. Form of proxy</p> <p>Notes</p> <p>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.</p> <p>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.</p>



Notice of Annual General Meeting (Cont'd)

<p>Where a Member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.</p>	<p>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.</p>
<p>Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account</p>	<p>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.</p> <p>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.</p> <p>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.</p>

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as necessary and expedient to give full effect to the Proposed Amendments to the Articles of Association."

11. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

Notice of Dividend Entitlement and Payment

NOTICE IS ALSO HEREBY GIVEN that the final dividend, if approved, will be paid on 18 July 2012 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 28 June 2012.

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 28 June 2012 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
Company Secretary
Selangor Darul Ehsan
Date: 22 May 2012



Notice of Annual General Meeting (Cont'd)

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 Companies Act, 1965 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 shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. The provision of Section 149(1)(c) of the Companies Act, 1965 shall not apply to the Company.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy 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 authorized 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 7 June 2012 shall be eligible to attend the Twenty-First Annual General Meeting or appoint proxy(ies) to attend and vote on his behalf.

Explanatory Notes on Special Business:

Re-appointment pursuant to Section 129 of the Companies Act, 1965

The re-appointment of En. Yusuf Khan Bin Ghows Khan, who is 70 years of age, shall take effect if the proposed ordinary resolution 8 has been 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-First Annual General Meeting.

Proposed renewal of shareholders' mandate for recurrent related party transactions

The ordinary resolutions 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 22 May 2012 despatched with the Annual Report 2011.

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 without having to convene a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next general meeting.

This mandate is a renewal of the last mandate granted to the Directors at the Twentieth Annual General Meeting held on 1 June 2011 which will lapse at the conclusion of the Twenty-First Annual General Meeting.

The Company has issued 11,228,300 new shares of RM1.00 each at an issue price of RM1.00 each, raising net proceeds of RM11.13 million under the general authority pursuant to the private placement which was approved at the Twentieth Annual General Meeting held on 1 June 2011. RM10.54 million of the proceeds arising from the exercise was utilised for working capital purposes and the balance of RM0.59 million for repayment of bank borrowings.

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).



Notice of Annual General Meeting (Cont'd)

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 8 of the annual report.

Proposed Amendments to the Articles of Association

The proposed amendments to the Articles of Association of the Company are made to comply with the provisions of the Main Market Listing Requirements of Bursa Securities and to enhance administrative efficiency.

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-First 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 1 June 2011, 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 is 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 2012 of RM124,062,325 comprising 124,062,325 ordinary shares of RM1.00 each and an outstanding 11,300,775 ESOS options, a total of 13,536,310 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 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 2011, the retained profits amounted to approximately RM27.670 million and the share premium account amounted to approximately RM4.762 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.

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.



Share Buy-Back Statement (Cont'd)

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 2012, the public shareholding spread of the Company based on the issued and paid-up share capital of RM124,062,325 Bina Puri Shares was 41.02%. 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 2011.



Share Buy-Back Statement (Cont'd)

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*	124,062	124,062	124,062	124,062
To be issued pursuant to:				
- Assuming none of the outstanding ESOS options granted are exercised**				
- Assuming full exercise of the ESOS options granted	—	—	11,301	11,301
Enlarged share capital	124,062	124,062	135,363	135,363
Maximum number of purchased shares to be cancelled pursuant to the Proposed Renewal of Share Buy-Back	(12,406)	(12,406)	(13,536)	(13,536)
Upon completion of the Proposed Renewal of Share Buy-Back	111,656	111,656	121,827	121,827

Notes:-

* As at 30 April 2012

** As at 30 April 2012, Bina Puri has 11,300,775 ESOS options granted but not exercised

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 2012:-



Share Buy-Back Statement (Cont'd)

(i) Minimum Scenario

	As at 30 April 2012				After the Proposed Renewal of Share Buy-Back [^]			
	Direct		Indirect		Direct		Indirect	
	No. of shares '000	%	No. of shares '000	%	No. of shares '000	%	No. of shares '000	%
Substantial shareholders								
Jentera Jati Sdn. Bhd.	20,388,000	16.43	—	—	20,388,000	18.26	—	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778	12.39	340,000*	0.27	15,369,778	13.77	340,000*	0.30
Dr. Tony Tan Cheng Kiat	9,368,902	7.55	—	—	9,368,902	8.39	—	—
Bumimaju Mawar Sdn. Bhd.	8,078,000	6.51	—	—	8,078,000	7.23	—	—
Directors								
Dato' Ir Wong Foon Meng	—	—	—	—	—	—	—	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778	12.39	340,000*	0.27	15,369,778	13.77	340,000*	0.30
Dr Tony Tan Cheng Kiat	9,368,902	7.55	—	—	9,368,902	8.39	—	—
Matthew Tee Kai Woon	1,317,000	1.06	—	—	1,317,000	1.18	—	—
Datuk Henry Tee Hock Hin	5,594,668	4.51	—	—	5,594,668	5.01	—	—
Tay Hock Lee	1,772,707	1.43	—	—	1,772,707	1.59	—	—
Yusuf Khan bin Ghows Khan	—	—	—	—	—	—	—	—
Khalid bin Sufat	—	—	—	—	—	—	—	—
Dato' Anad Krishnan A/L Muthusamy	10,000	0.01	—	—	10,000	0.01	—	—
Tan Seng Hu	—	—	—	—	—	—	—	—
We Her Ching	104,900	0.08	—	—	104,900	0.09	—	—

Notes:-

* Deemed interested by virtue of his direct interest in Tee Hock Seng Holdings Sdn. Bhd. pursuant to Section 6A of the Act

[^] 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 held as treasury shares or cancelled



Share Buy-Back Statement (Cont'd)

(ii) Maximum Scenario

	As at 30 April 2012				Assuming full exercise of the ESOS options granted#				After the Proposed Renewal of Share Buy-Back^			
	No. of shares '000	Direct	No. of shares '000	Indirect	No. of shares '000	Direct	No. of shares '000	Indirect	No. of shares '000	Direct	No. of shares '000	Indirect
Substantial shareholders												
Jentera Jati Sdn. Bhd.	20,388,000	16.43	—	—	20,388,000	15.06	—	—	20,388,000	16.74	—	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778	12.39	340,000*	0.27	15,369,778	11.35	340,000*	0.25	15,369,778	12.62	340,000*	0.28
Dr. Tony Tan Cheng Kiat	9,368,902	7.55	—	—	10,368,902	7.66	—	—	10,368,902	8.51	—	—
Bumimaju Mawar Sdn. Bhd.	8,078,000	6.51	—	—	8,078,000	5.97	—	—	8,078,000	6.63	—	—
Directors												
Dato' Ir Wong Foon Meng	—	—	—	—	—	—	—	—	—	—	—	—
Tan Sri Datuk Tee Hock Seng, JP	15,369,778	12.39	340,000*	0.27	15,369,778	11.35	340,000*	0.25	15,369,778	12.62	340,000*	0.28
Dr Tony Tan Cheng Kiat	9,368,902	7.55	—	—	10,368,902	7.66	—	—	10,368,902	8.51	—	—
Matthew Tee Kai Woon	1,317,000	1.06	—	—	1,317,000	0.97	—	—	1,317,000	1.08	—	—
Datuk Henry Tee Hock Hin	5,594,668	4.51	—	—	6,194,668	4.58	—	—	6,194,668	5.09	—	—
Tay Hock Lee	1,772,707	1.43	—	—	2,272,707	1.68	—	—	2,272,707	1.87	—	—
Yusuf Khan Bin Ghows Khan	—	—	—	—	—	—	—	—	—	—	—	—
Khalid Bin Sufat	—	—	—	—	—	—	—	—	—	—	—	—
Dato' Anad Krishnan A/L Muthusamy	10,000	0.01	—	—	10,000	0.01	—	—	10,000	0.01	—	—
Tan Seng Hu	—	—	—	—	—	—	—	—	—	—	—	—
We Her Ching	104,900	0.08	—	—	554,000	0.41	—	—	554,000	0.45	—	—

Notes:-

* Deemed interested by virtue of his direct interest in Tee Hock Seng Holdings Sdn. Bhd. pursuant to Section 6A of the Act

Assuming 11.30 million 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 held as treasury shares or 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 actually 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.



Completion of Eastern Dispersal Link (EDL), Johor Bahru



Group Corporate Structure



	100%	Bina Puri Development Sdn. Bhd. (645395-X)		
	100%	Bina Puri Vietnam Co. Ltd. (43/GP-BV)		
	60%	Latar Project Management Sdn. Bhd. (409396-U)		
	100%	Bina Puri Machinery Sdn. Bhd. (250807-M)		
	70%	Konsortium Syarikat Bina Puri – TA 3 JV Sdn. Bhd. (426625-P)		
	12%	Ideal Heights Properties Sdn. Bhd. (127701-D)		
	55%	Konsortium DPBSH-BPHB-AGSB Sdn. Bhd. (661791-X)		
	100%	Easy Mix Sdn. Bhd. (242217-D)		
	70%	KM Quarry Sdn. Bhd. (409397-V)		
	51%	Sungai Long Industries Sdn. Bhd. (198655-D)	100%	Sungai Long Bricks Sdn. Bhd. (332315-X)
			40%	Rock Processors (Melaka) Sdn. Bhd. (605068-M)
	30%	Dimara Building System Sdn. Bhd. (593653-T)		
	55%	Sumbangan Lagenda Sdn. Bhd. (527920-U)		
	20%	Manifest Merger Sdn Bhd (91244-K)		
	80%	PT. Megapower Makmur		
	51%	Bina Puri (Thailand) Ltd. (0105547057486)		



Corporate Information

BOARD OF DIRECTORS

Dato' Ir. Wong Foon Meng
Tan Sri Datuk Tee Hock Seng, JP
Dr. Tony Tan Cheng Kiat
Datuk Henry Tee Hock Hin
Matthew Tee Kai Woon
Tay Hock Lee
Yusuf Khan bin Ghows Khan
Khalid bin Sufat
Dato' Anad Krishnan a/l Muthusamy
Tan Seng Hu
We Her Ching (appointed on 6 June 2011)

Chairman/ Non-Executive Director
Group Managing Director
Founder Director
Executive Director
Executive Director
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 DOMICILE

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)

Audit Committee

Khalid bin Sufat (Chairman)
Yusuf Khan bin Ghows Khan (Member)
Dato' Anad Krishnan a/l Muthusamy (Member)

Remuneration Committee

Khalid bin Sufat (Chairman)
Yusuf Khan bin Ghows Khan (Member)
Dato' Anad Krishnan a/l Muthusamy (Member)
Tan Sri Datuk Tee Hock Seng, JP (Member)

Nomination Committee

Khalid bin Sufat (Chairman)
Yusuf Khan bin Ghows Khan (Member)
Dato' Anad Krishnan a/l Muthusamy (Member)

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

DOMICILE

Malaysia

LEGAL FORM & PLACE OF INCORPORATION

Public listed company limited by way of shares
Incorporated in Malaysia under the Companies Act, 1965

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
No. 22, Jalan Tun Sambathan 3
50470 Kuala Lumpur
Tel: 03 2274 8988
Fax: 03 2260 1708

PRINCIPAL BANKERS

Malayan Banking Bhd. (3813-K)
United Overseas Bank (Malaysia) Bhd. (271809-K)
CIMB Bank Bhd. (13491-P)
RHB Bank Bhd. (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



Standing from Left

Khalid Bin Sufat, YBhg. Dato' Anad Krishnan a/l Muthusamy, Yusuf Khan Bin Ghows Khan, Tay Hock Lee

Sitting from Left

Dr Tony Tan Cheng Kiat, YBhg. Tan Sri Datuk Tee Hock Seng, JP, YBhg. Dato' Ir Wong Foon Meng, Matthew Tee Kai Woon, YBhg. Datuk Henry Tee Hock Hin

Profile of Directors



Dato' Ir Wong Foon Meng, Malaysian, aged 58, was appointed as Chairman/Non-Executive Director of the Company on 1 June 2010. 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.

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 attended all four (4) Board meetings held after his appointment during the financial year ended 31 December 2011





Tan Sri Datuk Tee Hock Seng, JP, Malaysian, aged 63, 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 President of The Federation of Hokkien Associations of Malaysia, Chairman of the Malaysia Quarries Association, Honorary Chairman of The International Fellowship of Eng Choon Associates, Deputy President of the Associated Eng Choon Societies of Malaysia, President of the Kuala Lumpur Eng Choon Hoey Kuan, Chairman of the Chinese Maternity Hospital (CMH) and Director of Tung Shin Hospital and Confucian Secondary School. He is also the Honorary Chairman of the Young Malaysians Movement and The Federation of Malaysian Clans & Guilds Association, Division Chairman of MCA Bahagian Cheras as well as an elder of Elim Chapel.

He was accorded the “Most Prominent Player” by the Construction Industry Development Board in 2005 which was one of the highest individual accolade recognised by the industry.

As at 30 April 2012, 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 176 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

He is the Chairman of the Group Executive Committee and a member of the Remuneration Committee. He attended all four (4) Board meetings held during the financial year ended 31 December 2011.



Board of Directors (Cont'd)



Dr Tony Tan Cheng Kiat, Malaysian, aged 64, 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 2012, 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 176 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. He attended all four (4) Board meetings held during the financial year ended 31 December 2011.

Matthew Tee Kai Woon, Malaysian, aged 37, was appointed as Alternate Director to Tan Sri Datuk Tee Hock Seng, JP on 18 December 2007 and became an Executive Director on 1 December 2009. He joined the Company in December 2003 as Special Assistant to the Group Managing Director. 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 was the Administrator of the Chinese Maternity Hospital from 2001 to 2003 and was previously attached to PricewaterhouseCoopers in the

audit department. He is currently the Deputy President of the Master Builders Association Malaysia and Vice President of the Malaysian Steel Structural Association. He holds directorships in several other companies. He is a member of the Group Executive Committee.

As at 30 April 2012, he held 1,317,000 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries.

He attended all four (4) Board meetings held during the financial year ended 31 December 2011.



Datuk Henry Tee Hock Hin, Malaysian, aged 54, 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 2012, 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 176 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. He attended all four (4) Board meetings held during the financial year ended 31 December 2011.



Board of Directors (Cont'd)



Tay Hock Lee, Malaysian, aged 58, 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 2012, he held 1,772,707 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 176 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

He attended all four (4) Board meetings held during the financial year ended 31 December 2011.

Yusuf Khan Bin Ghows Khan P.P.T., Malaysian, aged 70, was appointed to the Board of the Company on 2 February 1994. A lawyer by profession, he obtained his Barrister-at-Law (Middle Temple) in 1970. He has held numerous positions in the Legal and Judicial Services as Magistrate, Senior Assistant Registrar High Court, Senior President Sessions Court, Assistant Treasury Solicitor (Housing Loan Division), Senior Federal Counsel and Chief Legal Adviser, Ministry of Defence, Malaysia cum Principal Legal Officer Armed Forces Malaysia.

He is currently in private practice. He is 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, Remuneration Committee and Nomination Committee.

He attended all four (4) Board meetings held during the financial year ended 31 December 2011.



Khalid Bin Sufat, Malaysian, aged 56, was appointed to the Board of the Company on 15 August 2001. He is an Accountant by profession and a member of the Malaysian Institute of Accountants (MIA). He is also a Fellow of the Chartered Association of Certified Accountants, UK and also a member of the Malaysian Institute of Certified Public Accountants (MICPA).

He had considerable experience in the banking industry having held several senior positions, namely Managing Director of Bank Kerjasama Rakyat Malaysia Bhd., General Manager, Consumer Banking of Malayan Banking Bhd. and Executive Director of United Merchant Finance Bhd.

He had previously managed a few listed companies, namely as

Executive Director of Tronoh Mines Malaysia Bhd., Deputy Executive Chairman of Furqan Business Organisation Bhd. and Group Managing Director of Seacera Tiles Bhd.

His directorships in other public listed companies include Tradewinds (M) Berhad, UMW Holdings Bhd., Chemical Company of Malaysia Bhd. and Kuwait Finance House (Malaysia) Bhd. He does not have any securities holdings in the Company or in any of its subsidiaries. He is currently the Chairman of the Audit Committee, Remuneration Committee and Nomination Committee.

He attended all four (4) Board meetings held during the financial year ended 31 December 2011.



Board of Directors (Cont'd)



Dato' Anad Krishnan a/l Muthusamy, Malaysian, aged 58, was appointed to the Board of the Company on 1 May 2005. A lawyer by profession, Dato' Anad graduated with a Bachelor of Law (Hons) from the University of Singapore in 1978 and was subsequently called to the Malaysian Bar. Dato' Anad is currently in private practice. He is a director of several private limited companies.

As at 30 April 2012, he held 10,000 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries.

He is a member of the Audit Committee, Remuneration Committee and Nomination Committee.

He attended all four (4) Board meetings held during the financial year ended 31 December 2011.

Tan Seng Hu, Malaysian, aged 36, 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.

He has been involved in the construction industry for six 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 52, was appointed as an Alternate Director to Datuk Henry Tee Hock Hin, 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 (MCI OB).

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 2012, he held 104,900 ordinary shares of the Company and did not have any securities holdings in any of its subsidiaries.

Notes:-

- 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.
 - 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.
- Conflict of Interest

None of the Directors has any conflict of interest with the Company.
- Conviction for offences

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



Chairman's Statement

“The Bina Puri Group reported a net profit before tax of RM25.8 million for the financial year ended 31 December 2011 as compared to RM14.1 million in 2010. Revenue for 2011 was RM1.2 billion which continued to reflect the Company's prudent business activities during the year under review.

Bina Puri's track record in delivering quality performance was evident by new high profile projects secured.”



DATO' IR WONG FOON MENG
Chairman, Bina Puri Holdings Bhd.
D.P.M.T , J.M.N



Chairman's Statement (Cont'd)

DEAR SHAREHOLDERS,

After the record financial performances in 2010, a major challenge for the Bina Puri Group of Companies in the financial year ended 31 December 2011 was to sustain the forward momentum.

While the current economic and construction landscape remains a challenging one, looking forward Bina Puri is optimistic that it will continue to improve its performance in the coming financial year.

I'm pleased to report that, in terms of revenue, the company has been equal to the challenge, registering a total revenue of RM1.2 billion for the year and having secured more projects totaling RM1.6 billion. This contributes to the current ongoing projects worth more than RM4.6 billion with a balance of unbuilt portion of RM3.0 billion (66%)



While encouraged by the performance in the construction industry, Bina Puri is now focusing on streamlining its property development business by investing substantially in this sector and undertaking most projects under Bina Puri Properties Sdn Bhd's banner. We have put together a competent sophisticated team, equipped with technical and management knows how to tackle this sector which the Group is fully confident will raise the bar for Bina Puri.

On behalf of the Board of Directors, it is my pleasure to present this annual report and audited accounts of Bina Puri Holdings Bhd for the year ended 31 December 2011.

FINANCIAL RESULTS

The Bina Puri Group reported a net profit before tax of RM25.8 million for the financial year ended 31 December 2011 as compared to RM14.1 million in 2010. Revenue for 2011 was RM1.2 billion which continued to reflect the Company's prudent business activities during the year under review. Bina Puri's track record in delivering quality performance was evident by new high profile projects secured that includes the Sabah New Administrative Complex in Teluk Likas and the KK Times Square, both in Sabah.

Quite naturally, in light of changing conditions in a challenging economy, some of Bina Puri's operating units performed better than others. However, the overall results achieved were more than satisfactory.

BUSINESS OUTLOOK AND PROSPECTS

The 2011 financial year was a volatile year for the world's economy, and while the Malaysian economic landscape remains a challenging one, looking forward, the Bina Puri Group is optimistic that it will further improve its performance in the coming financial year.

The Malaysian Government expects the country to be able to endure external pressure with the GDP expected to grow between 5.0% to 6.0% in 2012. The first half of 2012 can still be susceptible to the backlash of Europe and US economies and the local social-political issues at home could lead to some caution about near-term prospects. However, the medium to long-term picture remains positive.



Chairman's Statement (Cont'd)



Extension of Ampang LRT Package A

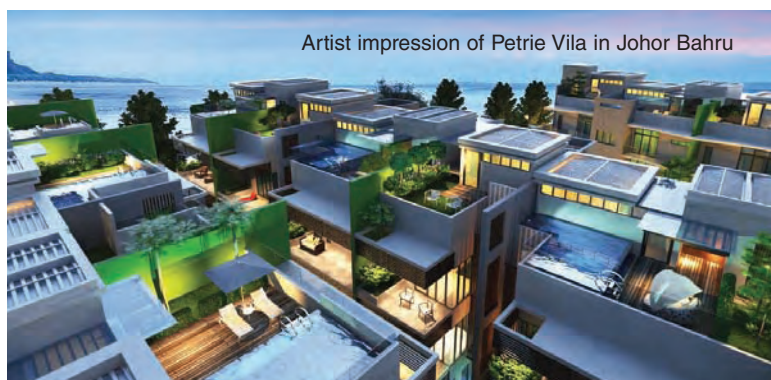
Catalyst for growth in 2012 would be from the Economic Transformation Programme (ETP) that includes the roll-out of large scale infrastructure works such as the mass rail transit (MRT) and the light rail transit (LRT) extension projects. Also with the Government Transformation Plan (GTP), the Tenth Malaysian Plan (10MP) and the Various Economic Corridors, Bina Puri is confident that given our experience and strength, we will be in good stead to bid and benefit in many of the projects that will be rolled out under these programmes.

DIVIDENDS

The Board has recommended a first and final dividend of 2% per share less 25% income tax for the financial year ended 31 December 2011, subject to approval of the shareholders at the forthcoming Annual General Meeting.

TRANSFORMATION OF THE BINA PURI GROUP OF COMPANIES

As alluded to earlier, the Bina Puri Group will be seeking to streamline its property development sector to reflect the Group's initiative to rebalance its dependency on the construction sector. Various projects have been identified and concerted efforts are undertaken to remain prudent and carry out diligent risks assessments in our pursuit for new opportunities. To this end, I am glad to note that, over the past 12 months, the Management has taken many steps to ensure that the risks and strategy processes were strengthened.



Artist impression of Petrie Villa in Johor Bahru

Some of the projects identified in the development sector are Laman Vila in Mon't Kiara North, Kuala Lumpur, the Puri Tower in Puchong, Selangor, Petrie Villa in Johor Bahru, Johor and Jesselton View in Kota Kinabalu, Sabah.

ACKNOWLEDGEMENT

The notable achievements of Bina Puri Group of Companies are attributable to our dedicated and loyal management and employees. On behalf of the Board of Directors, I wish to express my deep gratitude to the management teams and all our staff from the various subsidiaries for their valued contribution and unfaltering commitment.

On behalf of my Board members, I would also like to record my appreciation to the financiers, business partners and the relevant approving authorities that have graciously supported our Group in achieving our objectives. In conclusion, I extend my deep appreciation and gratitude to my fellow Board members for their wisdom, guidance and advice in assisting me carving out policies for the Group of companies. To our valued shareholders, thank you for your continued support and confidence in us. The Group is resolved to strive and deliver better results for the future years.

DATO' IR WONG FOON MENG

Chairman, Bina Puri Holdings Bhd.
D.P.M.T , J.M.N



Artist impression of Sabah New
Administrative Complex, Teluk Likas,
Kota Kinabalu, Sabah



Group Managing Director's Review of Operations

2011 continued to be an excellent year for Bina Puri Group with more new projects secured totaling RM1.6 billion. The Group has shown its ability to procure new projects on average of RM1.6 billion over the last five years.



TAN SRI DATUK TEE HOCK SENG
P.S.M; P.G.D.K; A.S.D.K; J.P
Group Managing Director

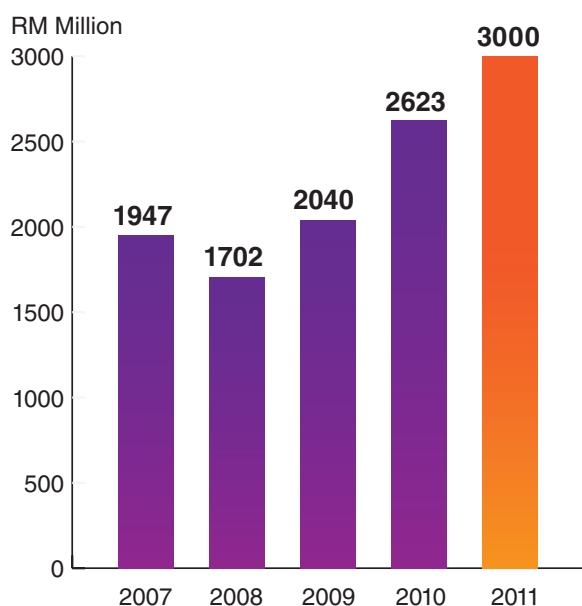


REVIEW

The year under review was a challenging one for the Group. However, the Group was still able to chalk up another year of respectable performance to be profitable for the twelfth consecutive financial year since 1999, which is not an easy achievement considering the intense and challenging construction industry which we operate in.

We are monitoring closely the current business environment and strengthen our fundamentals for managing our diversified operations to support growth of the Group in the future. The Group has also undertaken new initiatives such as rebranding and strengthening of our human capital through implementation of new and dynamic systems and processes that will further enhance our operations and project the Group as a vibrant and dynamic organization. This initiative has been recognized and rewarded through the BrandLaureate 2011-12 Corporate Award for construction which the Group received on 8th May 2012.

Unbuilt Book Order from year 2007 to 2011

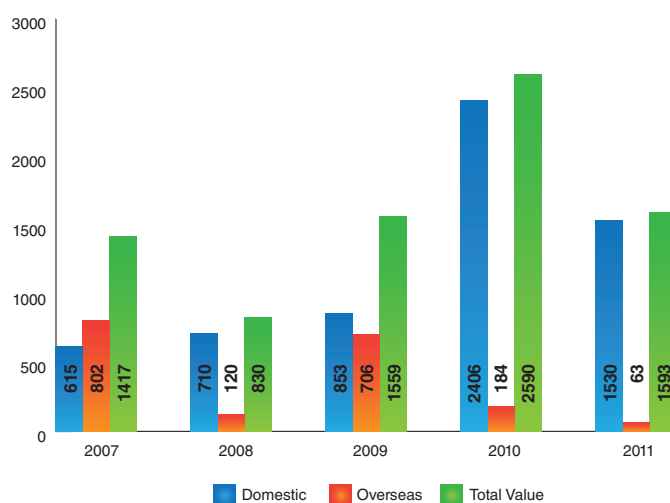


2011 continued to be an excellent year for Bina Puri Group with more new projects secured totaling RM1.6 billion. The Group has shown its ability to procure new projects on average of RM1.6 billion over the last five years. This contributes to our book order of RM4.6 billion with un-built portion of RM3.0 billion for the year ending 31 December 2011. New high profile projects secured include the Sabah New Administrative Complex in Teluk Likas and the KK Times Square, both in Sabah. Along with the KLIA2 and LRT Ampang Line extension projects, which are already in execution, these high profile projects have placed the Group on the radar screen of a lot of people within Malaysia.

On property development, the Group has yet to unlock potential Gross Development Value in excess of RM1.5 billion from its several projects to be launched and we are optimistic that it will have a positive impact on the Group's results in 2012 after missing out on our target for 2011.

At this juncture, I would like to comment in detail on the performance of each of our operating subsidiaries during the year under review.

Project Secured from year 2007 to 2011 (RM' Million)



CONSTRUCTION

Our construction division has recorded healthy order books as well as created increased visibility and interest in the Bina Puri brand name. Year 2011 has proven rewarding for the construction division with a consistent contribution to the Group's revenue of RM 1.1 billion as compared to RM1.2 billion in the previous year. The profit before tax has increased to RM 23.6 million from RM 11.8 million in 2010.

For the year, the construction division has secured several new projects totaling RM1.6 billion. Among these major new projects were:-

New Projects Secured in 2011

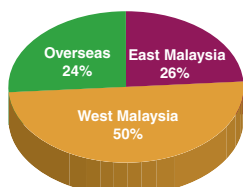
1. Sabah Administration Complex in Teluk Likas, Kota Kinabalu, Sabah RM 388.7 million
2. KK Times Square, Kota Kinabalu, Sabah RM 470.3 million
3. Residential Building at Phaholyothin Road Bangkok, Thailand RM 62.7 million



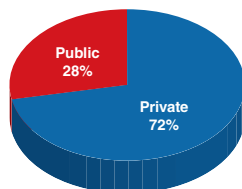
Review of Operations (Cont'd)

Projects Secured from year 2007 to 2011 (RM' Million)

Geographical Breakdown



Public vs. Private



On Going Projects in Malaysia

1. UiTM Campus Kota Samarahan, Sarawak	RM 306.9 million
2. The New Kuala Lumpur International Airport 2 (joint venture with UEM Construction Sdn Bhd)	RM 997.2 million
3. Plaza Merdeka Commercial Complex & Hotel at Kuching Sarawak	RM 95.7 million
4. The Heaven, Bukit Tambun, Ipoh, Perak	RM 82.3 million
5. Facilities Works (Package A) for the Ampang (AMG) Line Extension and supply of fabrication and Delivery of Segmental Box Girders for the Ampang Line Extension	RM 702.3 million

On Going International Projects

1. 520 units of houses for Skim Tanah Kurnia Jati Kampung Lugu, Brunei	RM 158.3 million
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HIGHWAY CONCESSION

Bina Puri Pakistan (Private) Ltd, a wholly-owned subsidiary of Bina Puri Holdings Bhd was awarded by the National Highway Authority of Pakistan a contract worth of PKR 24.93 billion (equivalent to RM864 million) for the Conversion of the Existing 4-Lane Superhighway into a 6-Lane Motorway (M9) on B.O.T basis for a concession period of 28 years.

Our team is currently working on the technical and financial aspect of the Motorway and we hope to commence works as early as the last quarter of 2012.

PROPERTY DEVELOPMENT

The Management has, during the financial year 2011, diligently pursued a number of planned initiatives to further re-position our property development division to be more aggressive in building up a healthy portfolio, so as not to be over reliant on the construction division. The Group have built up a portfolio of over RM1.5 billion in expected Gross Development Value (GDV). Appended below are some of the development to be undertaken by Bina Puri are;

Development	Expected GDV (RM mil)
Laman Vila, Mon't Kiara, Kuala Lumpur	100.2
Puri Tower, Puchong, Selangor	60.0
Petrie Villa, Johor Baharu, Johor	73.6
MainPlace Residence, USJ, Subang Jaya, Selangor	360.0



Jesselton View, Kota Kinabalu, Sabah	66.0
One Jesselton@Kepayan, Kota Kinabalu, Sabah	67.0
Medini Square, Johor Baharu, Johor	512.0
Jalan Tallala, Kuala Lumpur	290.0

We believe when completed successfully, these developments will contribute significantly to the Group's profit margin.



Review of Operations (Cont'd)



An artist impression of
The Puri Tower Apartment, Puchong

QUARRY OPERATIONS AND CONSTRUCTION MATERIALS DIVISION

This division recorded revenue of RM99.0 million in 2011, as compared to RM81.7 million in 2010. Profit before tax for the financial year 2011 stood at RM2.2 million, as compared to RM2.0 million in 2010.

With more infrastructure projects to be rolled out over the next few years such as Mass Rail Transit (MRT), Light Rail Transit (LRT) and the implementation and upgrading of highway concessions, we believe that this division will benefit from these projects.

POWER GENERATION DIVISION



Our Power Generation division in Indonesia is also performing within expectation as we look to expand this division within the region. The division recorded revenue of RM 6.0 million as compared to RM1.6 million in 2010. Profit before tax for year 2011 increased to RM 2.4 million as compared to RM 0.09 million in the previous year.

In 2011, this division managed to secure another 2 units of 2 Megawatt power plants in Toboali II at Pulau Bangka and Sei Pakning at Kepulauan Riau, both located in Indonesia bringing the total units to 5. The Management team is also exploring other power generation models such as hydro

electric while at the same time continue to progress on the business model which this division operate in.

HOSPITALITY DIVISION

The Hospitality division with the completion of the Puri Indah Residence at Ong Sum Ping, Bandar Seri Begawan Brunei has received encouraging feedback. We can proudly say that this is the most high end service apartment in its vicinity at the moment. As at May 2012, we have managed to achieve 80% occupancy on the 72 units service apartments which we privatized from the Brunei Government for a period of 20 years.

Together with the completion of the 2,000 affordable houses at Kuala Belait, this has raised the profile of the Group within Brunei, which the Management foresees as another growth area.

POLYOL DIVISION

For the Financial Year 2011 the division recorded a revenue of RM15.2 million a slight increase from year 2010 of RM15.1 million. The division recorded losses of RM0.9 million in the 2011 as compared to profit recorded of RM0.04 million in the previous year. The Group is hopeful that the planned relocation of its factory to Beranang, Selangor will have a positive impact on its performance and profitability. This division has made concerted efforts to reposition and remodel itself to add value to the Group..

FUTURE PROSPECTS

With the announcements of large scale projects under the umbrella of Economic Transformation Programme (ETP), Government Transformation Programme (GTP), Tenth Malaysian Plan (10MP) and the various Economic Corridors, we are optimistic on the future prospects of Bina Puri in the Construction Sector. Given our experience and strength, we will benefit when all these projects are implemented.

We are reminded constantly of the evolving change in the economic and industrial landscape. Operating in an ever changing global economy, we are often susceptible to the many challenges triggered by global events, such as increasing commodity prices (oil) brought about by the continuing unrest in the Middle East and North Africa. Our objective will always continue to be mindful of our responsibility as a company to never compromise our long term future for short term gains.

The Government expects the country to be able to endure external pressure with GDP expected to grow between 5.0 to 6.0% in 2012. We have since 1995 made continuous efforts to venture beyond local shores. Although these efforts have been recognized by our industry as shown by the International Contractor of the Year Award received in 2008 and 2011 from the Malaysian Construction Industry



Review of Operations (Cont'd)

Development Board, we have to admit that Malaysia is a relatively small country with a population of only 28 million with access to limited human capital resources, especially on construction. As such, the Group has worked hard to firm up strategic alliance with local and international partners when operating abroad. Successful deployment of our continuous improvement initiatives is yielding positive results and will help us to strengthen our competitiveness and resilience going forward.



Our diversification efforts are also bearing positive returns and will contribute significantly to our bottom line in the near future. This will also enable the Group to be less reliant on the construction sector. Our plans to increase the number of power plants in the power supply sector in Indonesia, the on-going management toll concession and renewed enthusiasm in the property development division are examples of the direction of the Group to increase stakeholders value.

APPRECIATION

Within the industry we operate in, human capital is our number one asset. With that, I would like to thank all employees of the Group for their contributions and commitment towards the Group. I would also like to thank the dedication and loyalty of the management team in assisting the Group to resolve the numerous challenges faced by the Group throughout the year with more to come in the foreseeable future. The Board members should also be commended for their valuable inputs and guidance rendered during the year. A big thank you should go out to our bankers, supplier, subcontractors and professional service providers for working closely and providing tolerance with our team.

Last but not least, I would like to thank the shareholders of Bina Puri for continuing your journey with us. Please be assured that the Group is doubling its efforts to increase profitability and providing maximum value to our stakeholders.

TAN SRI DATUK TEE HOCK SENG

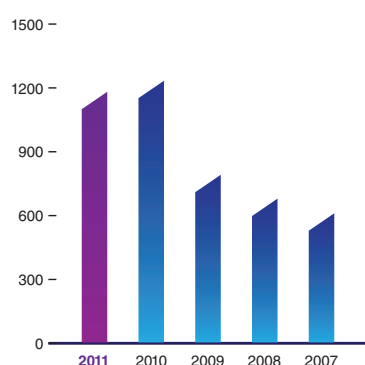
P.S.M; P.G.D.K; A.S.D.K; J.P
Group Managing Director



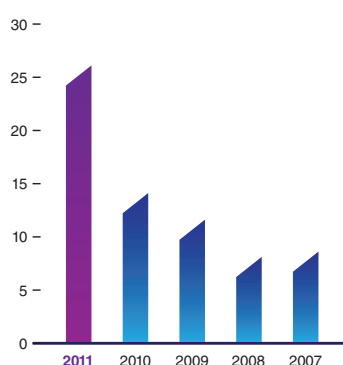
Group Financial Highlights

	2011 RM'000	2010 RM'000	2009 RM'000	2008 RM'000	2007 RM'000
Revenue	1,178,063	1,230,646	788,045	676,542	607,869
Profit before taxation	25,849	14,136	11,498	8,034	8,528
Profit attributable to the shareholders of the Company	5,997	10,603	6,420	4,283	7,020
Dividend Paid (Net)	3,221	3,135	2,511	2,452	2,979
Issued share capital	121,883	107,036	104,194	83,610	82,666
Shareholders' equity	128,987	109,670	100,031	75,429	73,766
Total assets employed	886,212	776,020	646,406	473,061	500,043
Net earnings per share (sen)	5.40	10.09	7.13	5.17	8.60
Net assets per share (RM)	1.06	1.02	0.96	0.90	0.89
Share price (RM)					
- High	1.65	1.54	0.96	1.15	1.41
- Low	0.85	0.74	0.72	0.65	0.63

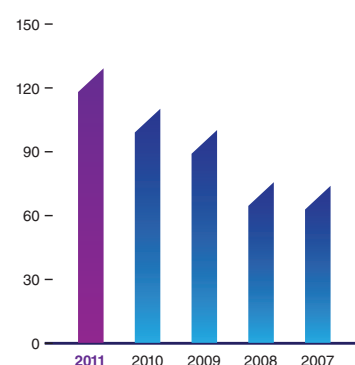
REVENUE (RM Million)



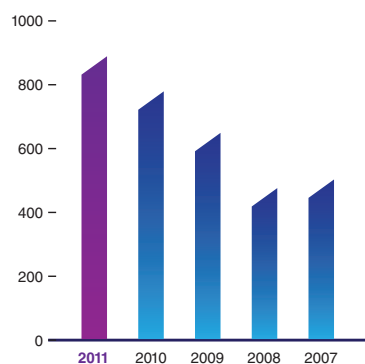
PROFIT BEFORE TAXATION
(RM Million)



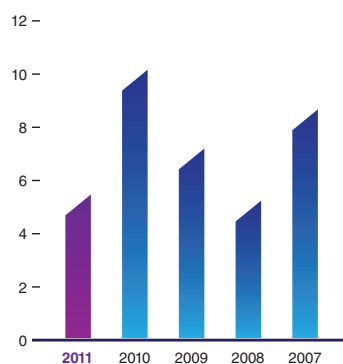
SHAREHOLDERS' EQUITY
(RM Million)



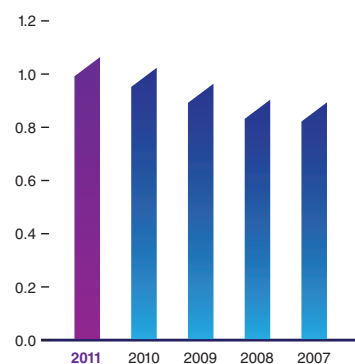
TOTAL ASSETS (RM Million)



EARNINGS PER SHARE (sen)



NET ASSETS PER SHARE (RM)



Calendar of Events 2011-2012



15th May 2011

Bina Puri successfully completed the construction of a postgraduate studies building, an auditorium, a cafeteria and other ancillary buildings, an academic services building and two lecture halls for Universiti Malaysia Sabah. The project was completed three months ahead of schedule.

1st June 2011

Bina Puri held its 20th Annual General Meeting at Wisma Bina Puri, Selayang, Selangor Darul Ehsan, Malaysia.



16th June 2011

OSP Puri Indah Residences, a fully furnished luxury condominium development in Bandar Seri Begawan, Brunei Darussalam was officially launched by Yang Di Muliakan Pehin Haji Abu Bakar Bin Haji Apeng, Minister of Education, Brunei Darussalam/ Chairman of Brunei Investment Agency (B.I.A)

23rd June 2011

KL-Kuala Selangor Expressway (LATAR Expressway) was officially opened to the public. YB Dato' Shaziman Bin Hj Abu Mansor, Minister of Works Malaysia graced the opening of the expressway. LATAR Expressway is a 33 km linking Kuala Lumpur and Kuala Selangor. It has four interchanges in connectivity of several townships such as Kuala Selangor, Assam Jawa, Ijok, Bestari Jaya (Batang Berjuntai), Kota Puteri, Puncak Alam, Shah Alam, Bukit Jelutong, Sungai Buloh, Kundang, Rawang and Selayang. KL-Kuala Selangor Expressway Berhad (KLSEB) is the concessionaire for the KL-Kuala Selangor Expressway (LATAR Expressway). KLSEB is an Associate of Bina Puri Holdings Berhad (50%).



Calendar of Events 2011-2012 (Cont'd)

13th July 2011

His Majesty The Sultan and Yang Dipertuan of Brunei Darussalam visited the project site of Pilot Scheme for the Development of 2,000 Houses in Brunei Darussalam and acknowledged Bina Puri works. The Sultan of Brunei described the new houses as "very good."



21st July 2011

Bina Puri Construction Sdn Bhd was awarded a project from the Sabah State Government worth of RM388.7 million to undertake the construction of the Sabah State Administrative Complex located at Likas Bay, Kota Kinabalu, Sabah.

16th August 2011

Bina Puri Construction Sdn Bhd, a wholly-owned subsidiary of Bina Puri Holdings Bhd secured a project worth RM470.3 million from Syarikat Kapasi Sdn Bhd for a proposed tourist recreational and commercial development at KK Times Square (Phase 2) in Kota Kinabalu, Sabah.



31st August 2011

Bina Puri Sdn Bhd successfully completed the construction of Universiti Malaysia Kelantan (Phase 2).



Calendar of Events 2011-2012 (Cont'd)



29th September 2011

Bina Puri Pakistan (Private) Ltd, a subsidiary of Bina Puri Holdings Bhd successfully completed the construction of 174 units of villa, Defense Raya Golf Resort (Phase VI) in Lahore, Pakistan.

30th September 2011

Bina Puri Construction Sdn Bhd successfully completed the Eastern Dispersal Link (EDL) project in Johor Bahru, Johor for the Design, Construct and Complete Main Line Bridge, Ramp A, Ramp B, Ramp C and Ramp D.



21st November 2011

An appreciation dinner was held in conjunction with the completion of Regalia Service Apartments project in Kuala Lumpur.

21st November 2011

Successful completion of Politeknik Sandakan in Sabah involving the Staff Quarters and Non-Academic Buildings by Bina Puri Construction Sdn Bhd.



Calendar of Events 2011-2012 (Cont'd)



16th January 2012

Bina Puri Pakistan (Private) Ltd, a wholly-owned subsidiary of Bina Puri Holdings Bhd was awarded by the National Highway Authority of Pakistan a contract worth of PKR 24.93 billion (equivalent to RM864 million) for the Conversion of the Existing 4-Lane Superhighway into a 6-Lane Motorway (M9) on B.O.T basis for a concession period of 28 years.

15th February 2012

Bina Puri Holdings Bhd won the International Achievement Award at the Malaysian Construction Industry Excellence Awards (MCIEA) 2011. The winning project, Pilot Scheme for the Development of 2,000 Houses for the National Housing Scheme of Brunei Darussalam, was a mega project awarded to Bina Puri by Brunei Economic Development Board.



21st April 2012

The Official Launch of Laman Vila (Mon't Kiara North), a property development consists of 22 units of 3 & 3 ½ storey link bungalows and 8 units of condominiums located within the exclusive Mon't Kiara Desa Hartamas vicinity.

8th May 2012

Bina Puri won another prestigious award at The BrandLaureate-BestBrands Awards 2011-2012 for brand excellence in Corporate Branding-Best Brands in Construction.



Corporate Social Responsibility (CSR)

As Bina Puri Group forges ahead with the next stage of growth, the group believes in maintaining a good relationship with the community and strives to create an image of a good corporate citizen that cares for the community at large. Over the years, we have undertaken numerous corporate initiatives that take into consideration the interest of the community, employees, environment and our shareholders.

Contribution to various bodies



Dato' Ir. Wong Foon Meng attended school program at SMK Ideal Heights

Education, in any form, plays a vital part of our community. Thus, in the past, we at Bina Puri have always contributed and supported various academic institution and this year was no different. Bina Puri contributed funds to various schools in many parts of the country, namely, SMK Ideal Heights, SMJK Hua Lian, SJKC Chow Hwa, Marang, Terengganu, SMJK Yuk Choy, Ipoh, Perak, SJKC Desa Jaya, Selayang and SJKC Chee Mong, Paka Terengganu. UNITEN, one of the newly established universities in the country also benefited from our CSR funding. Another higher education body that received funding from the group was the Women Institute of Management.



Dr Tony Tan, Founder Director together with YAB Datin Rosmah Mansor presenting to Melaka Stroke Foundation

As a corporate body, Bina Puri has always had a soft spot for the less fortunate. In the year 2011, we donated funds to the Melaka Stroke Foundation, Pertubuhan Orang Cacat Cina, National Council for the Blind, Malaysia and Pertubuhan Kanak-kanak Spastik Ipoh. This year, we also spread our contribution across our borders to our neighbouring country, Thailand. When disaster struck the Kingdom in the form of a major flood, in and around their capital, Bangkok, Bina Puri without any hesitation contributed substantially towards the Thailand Flood Disaster Fund 2011.

Being a key player in the construction industry for such a long time, we have fully supported construction related associations. One such association to receive our financial contribution this year was the Malaysia Structural Steel Association (MSSA). It is our hope that by supporting these associations, the local construction industry will be able to play an even more prominent role in our nation building.



Under graduate scholarship receivers



"Our Asset"



Corporate Social Responsibility (CSR) (Cont'd)



Human Capital

At Bina Puri, our employees are and will always be our most valuable asset. Thus, we continuously look into their welfare and well being through our dedicated programmes and activities in reciprocal to their loyalty and effort towards the success of Bina Puri.

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

In the meantime, we also rewarded our staff's children who excelled in their SPM, PMR and UPSR examinations by giving them lucrative incentives in the form of cash. As for our staff, those who excelled and successfully completed their studies in obtaining a Diploma, Bachelors, Masters or Doctorate Degrees were also rewarded under the Bina Puri Education Incentives.

The Group Training Committee (GTC) that was established in 2010 within the Group to design, coordinate and monitor the training and development programmes for the staff. The said committee has managed to conduct 10 in-house training programmes while many others have attended external public training courses conducted by professionals to further enhance themselves in order to perform their various job functions better.

Meanwhile, under Kelab Sukan Dan Sosial Bina Puri, we organised various trips, which included overseas trips to Jakarta & Bandung, Zhangjiajie, China and Singapore. There were also local trips to Pulau Tiga (Survivor Island) and Kota Belud both in Sabah. The social club also conducts regular yoga sessions and line dance. Various sports tournaments were also held in the year 2011, namely football, netball, badminton futsal, bowling and even a fishing competition. This year, we also had a 'Quarry race' in April conducted by Kelab Sukan & Kebajikan Sungai Long.

Other programmes designed to appreciate our staff include the Best Employee Awards, birthday celebrations, festive celebrations and many other such similar joyous events and occasions.

With all these activities and involvement of the company, we are proud to claim to be an organisation that looks after the welfare of our staff and able to give towards the betterment of society as a whole.



Audit Committee Report

Members of the Committee

Designation in the Company

Khalid bin Sufat (Chairman)	Independent Non-Executive Director
Yusuf Khan bin Ghows Khan	Independent Non-Executive Director
Dato' Anad Krishnan a/l Muthusamy	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:
- is a member of the Malaysian Institute of Accountants; or
 - 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
 - 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. Khalid bin Sufat.

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 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 2011, 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
Khalid bin Sufat	Independent Non-Executive Director	5/5
Yusuf Khan bin Ghows Khan	Independent Non-Executive Director	5/5
Dato' Anad Krishnan a/l Muthusamy	Independent Non-Executive Director	5/5

AUTHORITY

The Committee is authorised by the Board to investigate any activities within its terms of reference. It is also authorised to seek any information it requests from any employees and all employees 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:

- (a) to review with the external auditor, the audit plan;
- (b) to review with the external auditor, his evaluation of the system of internal controls;
- (c) to review with the external auditor, his audit report;
- (d) to review the assistance given by the Company's officers to the external auditor;
- (e) 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;
- (f) 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;
- (g) to review the quarterly results and year end financial statements, before the approval by the board of directors, focusing particularly on:
 - i. changes in or implementation of major accounting policy changes;
 - ii. significant and unusual events; and
 - iii. compliance with accounting standards and other legal requirements;
- (h) to review any related party transactions that may arise within the Company or Group;
- (i) to recommend and consider the nomination and appointment of external auditors as well as their audit fee;
- (j) to consider any letter of resignation from the external auditor and any questions of resignation or dismissal;
- (k) 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;
- (l) 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 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 results of follow-up audits conducted by the Internal Auditors on the Management's implementation of audit recommendations;
- (g) 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;
- (h) Reviewed the unaudited quarterly financial results announcements before recommending them for Board approval;
- (i) Reviewed related party transactions that may arise within the Company or the Group;
- (j) 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 8.21A. The Audit Committee is satisfied that the allocation of options pursuant to the Company's ESOS during the financial year ended 31 December 2011 is in accordance with the criteria set out in the ESOS by-laws.

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 2011, the Company incurred a cost of RM35,000 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 (“the Code”). The Code sets out principles and best practices on structures and processes that companies may use in their operations towards achieving the 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 principles and best practices of corporate governance as set out in parts 1 and 2 of the Code respectively.

1. DIRECTORS

An effective Board comprising members with a wide range of business, legal, financial and technical experience leads and controls the Group.

(a) Composition

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

The Board has a balance of Executive and Non-Executive Directors. It consists of a Chairman (Non-Executive Director), a Group Managing Director, a Founder Director, two (2) Executive Directors and four (4) Non-Executive Directors, three (3) of whom are independent. There is a clear division of duties between the 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 would be available to act as the Senior Independent Non-Executive Director.

(b) Board Meetings

The Board meets ordinarily four (4) times per year with additional meetings being convened where necessary. For the financial year 2011, the Board met four (4) times. Details of attendance of Directors at the Board Meetings are as follows:-

Attendance at Board Meetings

Directors	No. of meetings attended
Dato’ Ir Wong Foon Meng	4/4
Tan Sri Datuk Tee Hock Seng, JP	4/4
Dr. Tony Tan Cheng Kiat	4/4
Matthew Tee Kai Woon	4/4
Datuk Henry Tee Hock Hin	4/4
Tay Hock Lee	4/4
Yusuf Khan bin Ghows Khan	4/4
Khalid bin Sufat	4/4
Dato’ Anad Krishnan a/l Muthusamy	4/4

(c) 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.



Corporate Governance Statement (Cont'd)

(d) Group Executive Committee

The Group Executive Committee was established in January 1997 and its members consist of 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.

(e) Audit Committee

The Audit Committee was established in June 1995. Please refer to the Audit Committee report in pages 40 to 42.

(f) Nomination Committee

The Board has set up a Nomination Committee represented by Non-Executive Directors, all of whom are independent. The Nomination Committee would be responsible to nominate to the Board individuals as Directors and assess the Directors on an ongoing basis to exercise effectiveness in the decision-making of the Directors.

(g) Remuneration Committee

The Board has set up a Remuneration Committee comprising Non-Executive Directors as majority. The Remuneration Committee would be responsible to recommend to the Board the remuneration packages of the Directors. The Directors concerned shall abstain from voting in respect of the individual's remuneration.

The details of remuneration of Directors during the financial year ended 31 December 2011 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	3,162	48	382	37	3,629
Non-Executive Directors	208	440	26	10	684
Total	3,370	488	408	47	4,313

(ii) Aggregate remuneration of each Director

Range of remuneration	No. of Directors	
	Executive	Non-Executive
RM50,001 – RM100,000		3
RM200,001 – RM250,000		1
RM250,001 – RM300,000		1
RM400,001 – RM450,000	1	
RM700,001 – RM750,000	1	
RM1,100,001 – RM1,150,000	1	
RM1,250,001 – RM1,300,000	1	
Total	4	5



Corporate Governance Statement (Cont'd)

(h) ESOS Committee

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

(i) Directors' Training

All Directors have attended and completed the Mandatory Accreditation Programme prescribed by the Bursa Malaysia Securities Berhad. The training programmes attended by the Directors during the year 2011 are as follows:-

- Corporate Governance Programme: Banking Insights
- ICAA-MICPA Forum "Improving Corporate Governance in Malaysian Capital Markets -The Role of Audit Committee"
- Financial Institutions Directors' Education Programme
- Converge, Transform, Sustain: Towards World Class Excellence
- Continuing Obligations of Directors of listed corporations
- Common pitfalls under chapter 10 of the listing requirements - Transactions

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 page 48 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 Malaysia Securities Berhad.

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.



Corporate Governance Statement (Cont'd)

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 41 to 42 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:

- (i) The Annual Report
- (ii) The various disclosures and announcements made to the Bursa Malaysia Securities Berhad 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.

5. ADDITIONAL COMPLIANCE INFORMATION

(a) Share Buy-Back

There was no share buy-back exercise for the financial year ended 31 December 2011.

(b) Options, Warrants or Convertible Securities Exercised

During the financial year ended 31 December 2011, 4,282,625 options were exercised 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 2011 was RM50,549.00.



Corporate Governance Statement (Cont'd)

(f) Variation of Results

The results for the financial year ended 31 December 2011 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 2011.

(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.



Internal Control Statement

The Malaysian Code of Corporate Governance (“the Code”) stipulates that the Board of listed companies should maintain a sound system of internal control 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 nature, scope and status of the Group’s internal controls for the year ended 31 December 2011.

The Board affirms the overall responsibility for maintaining a sound system of internal controls 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 INTERNAL CONTROL FEATURES

The following key 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.

- Delegated Authority Limits are established for various financial and non-financial transactions and regularly reviewed and revised to ensure their effectiveness.
- 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 sites visits by the contract officers and project management team are established in monitoring the progress of projects undertaken by the Group. The ongoing performances of each business operating units are reviewed on a monthly basis and the 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 performances.
- Emphasis is also placed on enhancing the quality and capability of human assets through trainings and development programs, which enhances their ability to meet their performance and job expectations.
- Safety Committee is in place to be in compliance with Section 30(1) of the Occupational Safety and Health Act, 1994.



Internal Control Statement (Cont'd)

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 controls 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 2011, BDOGA has completed two (2) 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.

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, the external party outsourced to oversee the internal audit function of the Group. Other initiatives deemed necessary will be considered from time to time in order to ensure that the control environment remains reasonably secure.

REVIEW OF THE STATEMENT BY THE EXTERNAL AUDITORS

The External Auditors have reviewed the Statement on Internal Control and reported that nothing has come to their attention that causes them to believe the Statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the Group's internal control system.





Artist impression of
KK Times Square, Sabah

