



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting (“11th AGM” or “Meeting”) of GDB HOLDINGS BERHAD (“GDB” or “the Company”) will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Off Jalan Tropicana Utama, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 10 June 2024 at 10.30 a.m. or at any adjournment thereof, to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS :

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. | <i>PLEASE REFER TO
EXPLANATORY NOTE 1</i> |
| 2. To approve the payment of Directors’ fees and benefits of up to RM285,000.00 for the financial year ending 31 December 2024. | <i>ORDINARY RESOLUTION 1</i> |
| 3. To re-elect the following Directors who retire by rotation in accordance with Clause 85 of the Company’s Constitution:

i. Tan Sri Dato’ Ir. Hj. Zaini Bin Omar
ii. Madam Kow Poh Gek | <i>ORDINARY RESOLUTION 2
ORDINARY RESOLUTION 3</i> |
| 4. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting (“AGM”) of the Company and to authorise the Directors to fix their remuneration. | <i>ORDINARY RESOLUTION 4</i> |

AS SPECIAL BUSINESS :

To consider and if thought fit, to pass with or without any modifications, the following resolutions:

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| 5. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”) | <i>ORDINARY RESOLUTION 5</i> |
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“THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, 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 ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time (“Mandate”) AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND such authority shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares.”

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

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)
LEE SIEW FUN (MAICSA 7063623) (SSM PC No.: 202008000735)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
22 April 2024

Notes:

- a) A member who is entitled to present, participate, speak and to vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- b) A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
- e) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company’s Constitution to issue a General Meeting Record of Depositors as at 4 June 2024. Only members whose names appear in the General Meeting Record of Depositors as at 4 June 2024 shall be regarded as members and entitled to attend, speak and vote at the Meeting.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

- g) To be valid, the instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting:
- (i) In hard copy form

In the case of an appointment made in hardcopy form, the proxy form must be deposited at the Company's Share Registrars, Boardroom Share Registrars Sdn. Bhd. at **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.**
 - (ii) By Electronic Form

The proxy form can be electronically lodged via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Notes on the procedures for electronic lodgement of proxy forms via the Boardroom Smart Investor Portal be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar situated at **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** not less than forty-eight (48) hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote.
- h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- i) Kindly check Bursa Securities' website and the Company's website at <https://www.gdbhb.com.my/> for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2023

The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of members for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. Item 2 of the Agenda – Directors' Fees and Benefits

The estimated Directors' fees and benefits proposed for the financial year ending 31 December 2024 were calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits on a current financial year basis.

In the event the proposed amount is insufficient due to more meetings or an enlarged board size, approval will be sought at the next AGM for the shortfall.

3. Item 3 of the Agenda – Re-election of Directors

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, two (2) out of six (6) Directors of the Company are to retire in accordance with Clause 85 of the Company's Constitution.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Following thereto, Tan Sri Dato' Ir. Hj. Zaini Bin Omar and Madam Kow Poh Gek will retire by rotation pursuant to Clause 85 of the Company's Constitution (collectively referred to as "Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the 11th AGM.

The Board has endorsed the Nomination Committee's recommendation to seek for shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors' Profile on Pages 7 and 12 of the Company's Annual Report 2023.

4. Item 5 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 5 proposed under item 5 of the Agenda, is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, is to empower the Directors to issue and allot new Shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such new Shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of new Shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

The Company had at its Tenth AGM held on 8 June 2023 ("10th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, 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 total number of issued shares of the Company (excluding treasury shares) at any point of time ("General Mandate"). This General Mandate will expire at the conclusion of the 11th AGM.

As at the date of this Notice, no new Shares were issued and allotted pursuant to the General Mandate granted to the Directors at the 10th AGM which will lapse at the conclusion of the 11th AGM.

ADMINISTRATIVE NOTES FOR THE ELEVENTH ANNUAL GENERAL MEETING OF GDB HOLDINGS BERHAD (“GDB” OR “COMPANY”) (“11TH AGM” OR “MEETING”)

Day & Date : Monday, 10 June 2024

Time : 10:30 a.m.

Venue : Ballroom V, Main Wing, Tropicana Golf & Country Resort,
Jalan Kelab Tropicana, Off Jalan Tropicana Utama,
47410 Petaling Jaya, Selangor Darul Ehsan

APPOINTMENT OF PROXY

1. A member who is entitled to present, participate, speak and to vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his/her stead. If you are not able to participate in the 11th AGM, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form.
2. To be valid, the instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting:

(i) In hard copy form

In the case of an appointment made in hardcopy form, the proxy form must be deposited at the Company’s Share Registrars, Boardroom Share Registrars Sdn. Bhd. at **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.**

(ii) By Electronic Form

The proxy form can be electronically lodged via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Notes on the procedures for the electronic lodgement of Proxy Forms via the Boardroom Smart Investor Portal.

3. Kindly follow the steps below to register online with Boardroom Smart Investor Portal and to lodge the Proxy Form electronically.

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 to lodge your Proxy Form electronically.]

- a. Access website at <https://investor.boardroomlimited.com>
- b. Click <<**Register**>> to sign up as a user, by creating your own user ID and password.
- c. Complete registration and upload a softcopy of your MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format.
- d. Please enter a valid email address and wait for Boardroom’s email verification.
- e. Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. Click on “Request OTP Code” and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click “Enter” to complete the process.
- f. Your registration will be verified and approved within one (1) business day and an email notification will be sent to you.

ADMINISTRATIVE NOTES FOR THE ELEVENTH ANNUAL GENERAL MEETING OF GDB HOLDINGS BERHAD (“GDB” OR “COMPANY”) (“11TH AGM” OR “MEETING”) (CONT'D)

Step 2 – E-Proxy Lodgement

- a. Access the website at <https://investor.boardroomlimited.com>
- b. Login with your user ID and password which you have created in Step 1(b) above.
- c. Select “GDB HOLDINGS BERHAD (11th) ANNUAL GENERAL MEETING” from the list of Corporate Meetings and click “Enter”.
- d. Go to “PROXY” and click on “Submit eProxy Form”
- e. Read the Terms & Conditions and confirm the Declaration.
- f. Enter your CDS Account number and the total number of securities held.
- g. Select your proxy – either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- h. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your votes.
- i. Review and confirm your proxy(ies) appointment.
- j. Click submit.
- k. Download or print the eProxy Form acknowledgement.

4. If you wish to participate in the Meeting yourself, please do not submit any Proxy Form for the Meeting. You will not be allowed to participate in the 11th AGM together with the proxy(ies) appointed by you.
5. If you have submitted your Proxy Form prior to the Meeting and subsequently decide to personally participate in the Meeting, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointment of your proxy(ies) at least forty-eight (48) hours before the commencement of the Meeting. Upon revocation, your proxy(ies) will not be allowed to participate in the 11th AGM. In such an event, kindly advise your proxy(ies) accordingly.

PROCEDURES OF THE MEETING

In the interest of public health including the well-being of our members, members must cooperate with the following precautionary measures put in place by the Company should members or proxies wish to attend the Meeting in person. Your safety and health are the Company’s top priority.

- (a) A member is required to register ahead of the Meeting to allow the Company to make the necessary arrangements in relation to the Meeting, i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants by providing the below details by email to enquiry@gdbhb.com.my:
 - i) Full name;
 - ii) Identity Card or Passport Number;
 - iii) Contact number (optional – for better co-ordination); and
 - iv) CDS account number.

The date of Record of Depositors for the 11th AGM is 4 June 2024. As such, only members whose name appears in the Record of Depositors of the Company as at 4 June 2024 shall be entitled to attend the 11th AGM and to present, participate, speak and vote thereat.

ADMINISTRATIVE NOTES FOR THE ELEVENTH ANNUAL GENERAL MEETING OF GDB HOLDINGS BERHAD (“GDB” OR “COMPANY”) (“11TH AGM” OR “MEETING”) (CONT’D)

- (b) Members are encouraged to appoint the Chairman of the Meeting to act as a proxy to attend and vote at the Meeting on their behalf by submitting the proxy form with predetermined voting instructions.
- (c) Members or proxies must sanitise their hands and to wear a face mask throughout the Meeting if they are attending the Meeting in person. Please note that no face mask will be provided at the Meeting venue.
- (d) Members or proxies are advised to observe/maintain social distancing of at least 1 meter from each other throughout the Meeting.
- (e) Members or proxies are advised to arrive early at the Meeting venue given the above-mentioned precautionary measures which may cause a delay in the registration process.
- (f) **NO door gift** will be provided to the members/proxies.
- (g) The Company will closely monitor the situation and reserve the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the Meeting.
- (h) **Recording/Photography**

By participating in this 11th AGM, you agree that no part of the 11th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

Kindly check Bursa Malaysia Securities Berhad’s and Company’s website at <https://www.gdbhb.com.my/> for the latest updates on the status of the Meeting.

ENQUIRY

If you have any questions regarding the Meeting, please contact the following persons during office hours on Monday to Friday from 8.30 a.m. to 5.30 p.m. (except public holidays) prior to the Meeting: -

For Registration matters:		For Proxy Form matters:	
Name	: Julie Tan	Name	: Nursyahirah
Telephone No.	: 603-5103 8162 (Ext. 137)	Telephone No.	: 603-7890 4754
Email	: Julie.tan@gdbsb.com	Helpdesk No.	: 603-7890 4700
		Fax	: 603-7890 4670
		Email	: bsr.helpdesk@boardroomlimited.com