

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting ("AGM" or "Meeting") of GDB HOLDINGS BERHAD ("GDB" or "the Company") will be held at Rooftop Garden Lounge, Level R, Sime Darby Convention Centre, No. 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur on Thursday, 7 June 2018 at 10.30 a.m. 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 2017 together with the reports of the Directors and Auditors thereon. | PLEASE REFER TO NOTE A |
| 2. To approve the payment of Directors' fees of RM31,000 for the financial year ended 31 December 2017. | ORDINARY RESOLUTION 1 |
| 3. To approve the Directors' fees and benefits of up to RM160,000 for the financial year ending 31 December 2018. | ORDINARY RESOLUTION 2 |
| 4. To re-elect the Mr. Cheah Ham Cheia who retires by rotation in accordance with Clause 85 of the Company's Constitution. | ORDINARY RESOLUTION 3 |
| 5. To re-elect the following Directors who retire pursuant to Clause 91 of the Company's Constitution:- | |
| i. Tan Sri Dato' Ir. Hj. Zaini Bin Omar | ORDINARY RESOLUTION 4 |
| ii. Datuk Chia Lui Meng | ORDINARY RESOLUTION 5 |
| iii. Madam Kow Poh Gek | ORDINARY RESOLUTION 6 |
| 6. To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | ORDINARY RESOLUTION 7 |

AS SPECIAL BUSINESS:

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

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| 7. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | ORDINARY RESOLUTION 8 |
| <p>"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."</p> | |
| 8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016. | |

By order of the Board

TEA SOR HUA (MACS 01324)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan
30 April 2018

Notes:

- The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from shareholders for the Audited Financial Statements. Hence, Agenda No. 1 is not put forward for voting.
- A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- 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 62(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 1 June 2018. Only members whose names appear in the General Meeting Record of Depositors as at 1 June 2018 shall be regarded as members and entitled to attend, speak and vote at the Fifth Annual General Meeting.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- 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 the seal or by at least two (2) authorised officers, one of whom shall be director (or in the case of a sole director, by that director in the presence of a witness who attests the signature) or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, 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.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. Item 7 of the Agenda

The Ordinary Resolution proposed under item 7 of the Agenda is a new general mandate for issuance of shares by the Company under Sections 75 and 76 of Companies Act 2016. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued share 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 such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for allotment of 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).