

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of GIB Holdings Berhad (“GIB” or the “Company”) will be conducted on fully virtual basis through live streaming and online remote voting by shareholders on Dvote Online meeting platform provided by Dvote Services Sdn. Bhd. in Malaysia at <https://www.dvote.my> (Domain registration number with MYNIC: D6A434007) on Friday, 28 February 2025 at 9:30 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY**

“THAT the proposed amendment to the Constitution of the Company as set out below (“Proposed Amendment”) be and is hereby approved and adopted:

Clause No.	Existing Clause	Clause No.	Proposed Clause
9(b) Share capital and variation of rights	every issue of shares or options to employees and/or Directors shall be approved by members in general meeting and in respect of issuance of shares or options to Directors such approval shall specifically detail the amount of shares or options to be issued to such Directors;	9(b) Share capital and variation of rights	every issue of shares or options to employees and/or Directors shall be approved by members in general meeting and <del>no Directors shall participate in such issue of shares or options unless the members in general meeting have approved of the specific allotment to be made in respect of issuance of shares or options to Directors such approval shall specifically detail the amount of shares or options to be issued to such Directors;</del>

AND THAT the Directors of the Company be and are hereby authorised to execute all relevant documents and to do all acts and things as deemed necessary to give full effect to the Proposed Amendment.”

**SPECIAL RESOLUTION 2**

**PROPOSED CAPITAL REDUCTION OF RM127,000,000 OF THE ISSUED SHARE CAPITAL OF GIB PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)**

“THAT subject to the approvals being obtained from all relevant parties and/or authorities (where applicable) pursuant to Section 117 of the Act, the Board of Directors of GIB (“Board”) be and is hereby given the authority and approval to reduce the share capital of the Company via the cancellation of the issued share capital by RM127,000,000 which is lost and unrepresented by available assets, and for the credit arising from such cancellation to be used to set-off the accumulated losses of the Company;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to the Proposed Share Capital Reduction with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Share Capital Reduction and to do all such things as the Board may consider necessary or expedient in the best interest of the Company.”

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME (“SIS” OR “SCHEME”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN GIB (“GIB SHARES” OR “SHARES”) (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF GIB AND ITS SUBSIDIARIES (“GIB GROUP” OR “GROUP”) (EXCLUDING DORMANT SUBSIDIARIES AND FOREIGN SUBSIDIARIES INCORPORATED OUT OF MALAYSIA, IF ANY) (“PROPOSED SIS”)**

“THAT subject to the approvals being obtained from all relevant parties and/or authorities (where applicable), including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the new Shares to be issued pursuant to the exercise of the SIS Options (as defined herein) granted under the Proposed SIS on the Main Market of Bursa Securities having been obtained, approval be and is hereby given for the Board to establish the Proposed SIS for the eligible directors of the Group (excluding dormant subsidiaries and foreign subsidiaries incorporated out of Malaysia, if any) (“Eligible Directors”) and employees of the Group (excluding dormant subsidiaries and foreign subsidiaries incorporated out of Malaysia, if any) (collectively, “Eligible Person(s)”), who fulfil the criteria of eligibility for participation in the Proposed SIS under which options will be granted to the Eligible Persons to subscribe for new Shares (“SIS Options”) in accordance with the draft By-Laws governing the Proposed SIS as set out in Appendix II of the Circular to the shareholders of the Company dated 6 February 2025 (“By-Laws”), and for the adoption of the By-Laws, and the Board be and is hereby authorised to:

- (i) implement and administer the Proposed SIS in accordance with the By-Laws, and to give full effect to the Proposed SIS with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or required by the relevant authorities or deemed necessary by the Board in the best interest of the Company;
- (ii) make the necessary applications as may be required at the appropriate time or times to Bursa Securities for the listing and quotation of the new GIB Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the SIS Options under the Proposed SIS;
- (iii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the SIS Options granted under the Proposed SIS provided that the aggregate number of new Shares to be allotted and issued shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Scheme and such new Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Shares, save and except that the holders of such new Shares to be issued upon exercise of the SIS Options shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of such new Shares to be issued upon exercise of the SIS Options;
- (iv) amend and/or modify the By-Laws from time to time as may be required/permitted by the relevant authorities or deemed to be necessary by the Board provided that such amendments and/or modifications are effected in accordance with the provisions in the By-Laws relating to amendments and/or modifications and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate and to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed SIS and terms of the By-Laws; and
- (v) extend the duration of the Proposed SIS, provided always that such extension of the Proposed SIS made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the effective date of the Proposed SIS as determined in accordance with the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”) and the By-Laws or such longer period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting.”

**ORDINARY RESOLUTIONS 2 TO 8**

**PROPOSED GRANTING OF SIS OPTIONS TO THE DIRECTORS OF THE COMPANY**

“THAT subject to the passing of the Ordinary Resolution 1 and approvals being obtained from all relevant parties and/or authorities (where applicable), and for so long as such approvals remain in force, the Board be and is hereby authorised (or vest such powers and duties to the committee to be appointed and authorised by the Board to implement and administer the Proposed SIS (“SIS Committee”), at any time and from time to time during the duration of the Proposed SIS, to offer and grant SIS Options under the Proposed SIS to each of the eligible directors of the Company (“Directors”) as follows:

<b>DATO’ SRI HI WAN ADNAN BIN WAN MAMAT</b> (Independent Non-Executive Chairman)	<b>ORDINARY RESOLUTION 2</b>
<b>TAI QISHENG</b> (Chief Executive Officer)	<b>ORDINARY RESOLUTION 3</b>
<b>TAI QIYAO</b> (Executive Director)	<b>ORDINARY RESOLUTION 4</b>
<b>H’NG BOON KENG</b> (Independent Non-Executive Director)	<b>ORDINARY RESOLUTION 5</b>
<b>DATUK FIRMANSYAH AANG BIN MUHAMAD</b> (Independent Non-Executive Director)	<b>ORDINARY RESOLUTION 6</b>
<b>JUNG HEE WON</b> (Independent Non-Executive Director)	<b>ORDINARY RESOLUTION 7</b>
<b>CHOO KEE SIONG</b> (Non-Independent Non-Executive Director)	<b>ORDINARY RESOLUTION 8</b>

**PROVIDED ALWAYS THAT:**

- (i) the abovementioned Directors must not participate in the deliberation or discussion in respect of their own allocations and the allocation(s) of SIS Options to any persons connected with them under the Proposed SIS, if any;
- (ii) at any point in time during the duration of the Proposed SIS, not more than 80% of the total number of Shares available to be issued under the Scheme shall be allocated, in aggregate, to the Eligible Directors and senior management of the Group (excluding dormant subsidiaries and foreign subsidiaries incorporated out of Malaysia, if any) who are eligible to participate in the Scheme; and
- (iii) at any point in time when a written offer by the SIS Committee to participate in the SIS in the manner provided in the By-Laws, not more than 10% of the total number of new Shares to be issued under the Proposed SIS shall be allocated to any one of the abovementioned Directors who, either singly or collectively through persons connected with him/her, holds 20% or more of the total number of Shares (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements and any prevailing guidelines issued by Bursa Securities and/or any other relevant authorities, as may be amended from time to time;

AND THAT the Board be and is hereby authorised to allot and issue from time to time such number of new Shares to the abovementioned Directors as may be required pursuant to the exercise of the SIS Options at any point in time during the duration of the Proposed SIS.”

**By Order of the Board**

**MAK CHOOI PENG (MAICSA 7017931)**  
**SSM PRACTISING NO. 201908000889**  
Company Secretary

Kuala Lumpur  
6 February 2025

**Notes:**

1. The EGM will be conducted on a fully virtual basis through live streaming and online remote voting by shareholders on Dvote Online meeting platform at <https://www.dvote.my>. Please follow the steps and procedures provided in the Administrative Guide for the EGM of the Company in order to register, participate and vote remotely via the Dvote Online meeting platform.
2. The conduct of fully virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions (“the Revised Guidance Note and FAQ”) by the Securities Commission Malaysia on 7 April 2022. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 February 2025 (General Meeting Record of Depositors) shall be eligible to participate in the EGM or appoint proxy(ies) to attend and/or vote on his/her behalf.
4. A member entitled to attend and vote at the EGM is entitled to appoint more than one (1) proxy but not more than two (2) proxies to participate and vote in his/her stead at the same meeting. A proxy may but need not be a member of the Company. There shall be no restriction to the qualification of the proxy. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy appointed to participate and vote at the EGM shall have the same rights as the member to participate at the EGM.
5. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
6. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it is entitled to 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. Where an Authorised Nominee appoints two (2) proxies to attend and vote at the EGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing of the proxies, failing which, the appointment shall be invalid.
7. The instrument appointing a proxy by a member who is entitled to participate at the EGM, shall be executed by the appointor or his/her attorney duly authorised in writing or via electronic submission. If the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
8. The appointment of proxy may be made in the form of hardcopy or by electronic means as specified below and must be received by the Share Registrar of the Company, Sectrans Management Sdn. Bhd. no later than forty-eight (48) hours before the time appointed for the holding of the EGM, i.e. no later than Wednesday, 26 February 2025 at 9:30 a.m. or any adjournment thereof.