



GDB HOLDINGS BERHAD
REGISTRATION NO.: 201301006623 (1036466-U)
(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting ("7th AGM" or "Meeting") of GDB HOLDINGS BERHAD ("GDB" or "the Company") will be held on fully virtual and entirely via remote participation and voting at the Broadcast Venue : Conference Room of GDB, A-02-01, F-02-01 & F-02-02, Sekitar 26 Enterprise, Persiaran Hulu Selangor, Seksyen 26, 40400 Shah Alam, Selangor Darul Ehsan on Tuesday, 16 June 2020 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 2019 together with the reports of the Directors and Auditors thereon. | PLEASE REFER TO NOTE (a) |
| 2. To approve the payment of Directors' fees and benefits of up to RM228,600 for the financial year ending 31 December 2020. | ORDINARY RESOLUTION 1 |
| 3. To re-elect the following Directors who retire by rotation in accordance with Clause 85 of the Company's Constitution:-

i. Cheah Ham Cheia
ii. Datuk Chia Lui Meng | ORDINARY RESOLUTION 2
ORDINARY RESOLUTION 3 |
| 4. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | ORDINARY RESOLUTION 4 |

AS SPECIAL BUSINESS :

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

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| 5. GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | ORDINARY RESOLUTION 5 |
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"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 ten per centum (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 AGM of the Company."

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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)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

18 May 2020

Notes:

- a) 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.
- b) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. 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 right as the member to speak and vote at the Meeting.
- c) 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.
- d) 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.
- e) 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.
- f) 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.
- g) To be valid, the instrument appointing a proxy must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to AGM-support.GDB@megacorp.com.my, 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) 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 9 June 2020. Only members whose names appear in the General Meeting Record of Depositors as at 9 June 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.

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- i) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- j) The 7th AGM will be conducted on fully virtual at the Broadcast Venue, the members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.

EXPLANATORY NOTES TO ORDINARY/SPECIAL BUSINESS

1. Item 2 of the Agenda – Directors’ Fees and Benefits

The estimated Directors’ fees and benefits proposed for the financial year ending 31 December 2020 were calculated based on the current Board size and 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 enlarged board size, approval will be sought at the next AGM for the shortfall.

2. Item 5 of the Agenda – General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 5 proposed under item 5 of the Agenda is a renewal of the general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of Companies Act 2016. This Ordinary Resolution, if passed, will 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 the issuance and allotment of such 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 the earlier.

This general mandate will provide flexibility to the Company for issuance and 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).

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the mandate granted to the Directors at the last AGM held on 13 June 2019 which will lapse at the conclusion of the Meeting.