



GDB HOLDINGS BERHAD

201301006623 (1036466-U)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDES FOR THE EIGHTH ANNUAL GENERAL MEETING (“8TH AGM”) AND EXTRAORDINARY GENERAL MEETING (“EGM”)

	8 TH AGM	EGM
Day & Date	Wednesday, 9 June 2021	
Time	10.30 a.m.	11.30 a.m. or immediately following the conclusion or adjournment of the Company’s 8 th AGM, whichever is later
Broadcast Venue	Conference Room, A-02-01, F-02-01 & F-02-02, Sekitar 26 Enterprise, Persiaran Hulu Selangor, Seksyen 26, 40400 Shah Alam, Selangor Darul Ehsan	
Virtual Meeting Platform	https://web.lumiagm.com	

A. FULLY VIRTUAL 8TH AGM AND EGM (“MEETINGS”)

1. In support of the Government of Malaysia’s ongoing efforts to contain the spread of the Coronavirus (COVID-19) and the Government’s advice of social distancing and not having mass gatherings, GDB Holdings Berhad (“GDB” or “Company”) would like to leverage on technology advancement by conducting the Meetings on a **fully virtual basis through electronic live streaming and online remote voting**.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the meeting. Members/proxies/authorised representatives/attorneys **WILL NOT BE ALLOWED** to attend the Meetings in person at the Broadcast Venue on the day of the Meetings.
3. Shareholders are reminded to kindly check our website at <https://www.gdbhb.com.my/> for the latest announcements or updates, if any, regarding the administration of the Meetings.

B. ENTITLEMENT TO PARTICIPATE AND VOTE AT THE MEETINGS

Only shareholders whose names appear in the General Meeting Record of Depositors on **31 May 2021** shall be entitled to attend, participate, pose questions via text and vote virtually at the Meetings or to appoint a proxy(ies) on his/her behalf.

C. MODE OF COMMUNICATION

1. Shareholders may pose questions via real time submission of typed texts at the virtual meeting platform during the live streaming of the Meetings.
2. Shareholders may submit questions in advance relating to the agenda items of the Meetings and/or the Annual Report 2020 commencing from 28 May 2021 and in any event, no later than **11.30 a.m. on 7 June 2021** via Boardroom Share Registrars Sdn. Bhd.'s ("Boardroom") website at <https://boardroomlimited.my> by selecting "SUBMIT QUESTION".

D. REMOTE PARTICIPATION AND ELECTRONIC VOTING

1. Shareholders are encouraged to go online, participate and vote at the Meetings via remote participation and electronic voting. **Please follow the steps listed in Section F below on how to request for login ID and password.**
2. Please note that the remote participation and electronic voting are available to:
 - (i) Individual Members;
 - (ii) Corporate Shareholders;
 - (iii) Authorised Nominees; and
 - (iv) Exempt Authorised Nominees.

E. APPOINTMENT OF PROXY

1. A shareholder who entitled to participate and vote at the Meeting is entitled to appoint more than one (1) proxy to participate and vote in his/her stead. If you are not able to participate in the 8th AGM or EGM remotely, you are encouraged to appoint the Chairman of the Meetings as your proxy and indicate the voting instructions in the Proxy Form.
2. The Proxy Form must be deposited with the Company's Share Registrars, Boardroom at **Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardroomlimited.com or by sending it through the post not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. Alternatively, the Proxy Form can be deposited electronically through the Boardroom Smart Investor Portal at <https://boardroomlimited.my> not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.

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://boardroomlimited.my>.
- b. Click <<**Login**>> and then 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. Your registration will be verified and approved within one (1) business day and an email notification will be sent to you.

Step 2 – E-Proxy Lodgement

- a. Access website at <https://www.boardroomlimited.my>.
- b. Login with your user ID and password which you have created in Step 1(b) above.
- c. Go to “**E-PROXY LODGEMENT**” and browse the Meeting List for “**GDB HOLDINGS BERHAD (8th) ANNUAL GENERAL MEETING**” and “**GDB HOLDINGS BERHAD EXTRAORDINARY GENERAL MEETING**” and click “**APPLY**”.
- d. Read the Terms & Conditions and confirm the Declaration.
- e. Enter your CDS Account number and the total number of securities held.
- f. Select your proxy – either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
- g. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your votes.
- h. Review and confirm your proxy(ies) appointment.
- i. Click submit.
- j. Download or print the eProxy Form acknowledgement.

4. If you wish to participate in the Meetings yourself, please do not submit any Proxy Form for the Meetings. You will not be allowed to participate in the 8th AGM and EGM together with the proxy(ies) appointed by you.
5. If you have submitted your Proxy Form prior to the Meetings and subsequently decide to personally participate in the Meetings, please write in 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 Meetings. Upon revocation, your proxy(ies) will not be allowed to participate in the 8th AGM and/or EGM. In such event, kindly advise your proxy(ies) accordingly.

F. STEPS FOR REGISTRATION FOR REMOTE PARTICIPATION AND ELECTRONIC VOTING

1. You will be able to view a live webcast of the Meetings proceedings, pose questions and submit your votes in real time whilst the Meetings are in progress.
2. For shareholders whose names appear in the Record of Depositors of Bursa Malaysia Securities Berhad on **31 May 2021**, kindly follow the steps below on how to request for a login ID and password to participate in the 8th AGM and EGM.

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 and submit request for Remote Participation user ID and password.]

- a. Access website at <https://boardroomlimited.my>.
- b. Click <<**Login**>> and then 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. Your registration will be verified and approved within one (1) business day and an email notification will be sent to you.

Step 2 – Submit Request for Remote Participation User ID and Password

[Note: Registration for remote access will be open on 28 May 2021.]

For Individual Members

- Login to <https://boardroomlimited.my> using your user ID and password which you have created in Step 1(b) above.
- Select “**VIRTUAL MEETING**” from the main menu and browse the Meeting List for “**GDB HOLDINGS BERHAD (8th) ANNUAL GENERAL MEETING**” and “**GDB HOLDINGS BERHAD EXTRAORDINARY GENERAL MEETING**” and click “**APPLY**”.
- Read and agree to the Terms & Conditions.
- Enter your CDS Account number and thereafter submit your request.

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

- Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member and CDS Account number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request.
- Please provide a copy of the Corporate Representative's MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format, and his/her email address.

Thereafter:

- a. You will receive an email notification from Boardroom that your request has been received and is being verified.
- b. Upon system verification against the General Meeting Record of Depositors as at 31 May 2021, you will receive another email from Boardroom either approving or rejecting your registration for remote participation.
- c. If your registration is approved, you will receive your remote access user ID and password in the same email from Boardroom.
- d. **Please note that the closing date and time to submit your request for remote participation is 7 June 2021 at 10.30 a.m. (for 8th AGM) and 7 June 2021 at 11.30 a.m. (for EGM).**

Step 3 – Login to Virtual Meeting Portal on the 8th AGM and EGM day

[Please note that the quality of the connectivity to the Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- a. The Virtual Meeting Portal will be open on **9 June 2021** for login one (1) hour before the commencement of the 8th AGM (i.e., from **9.30 a.m.**) and one (1) hour before the commencement of the EGM (i.e., from **10.30 a.m.**).
- b. Follow the steps provided to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal (*Refer to Step 2(c) above*).
- c. The steps will also guide you on how to view the live webcast, pose questions and vote.
- d. The live webcast will end, and the Messaging window (for submission of questions) will be disabled once the Chairman announces the closure of the 8th AGM and EGM.
- e. You can then logout from the Virtual Meeting Portal.

Even though the 8th AGM and EGM use the same administrative procedures, they are deemed as separate meetings. Shareholders that have logged in for the 8th AGM must logout and then re-login again with a separate meeting ID and login credentials to participate in the EGM.

G. PROCEDURES OF THE MEETINGS

1. The Login User Guide for participation, posing questions and voting at the Meetings will be emailed to you together with your remote access user ID and password once your registration has been approved.
2. No recording or photography of the Meetings proceedings is allowed.
3. You must ensure that you are connected to the internet at all times in order to participate and vote when the Meetings have commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meetings is maintained.

H. PARTICIPATION THROUGH LIVE WEBCAST AND QUESTIONS AT THE MEETINGS

1. You will be able to view the Company's presentation or slides via the live webcast.
2. The Chairman and the Board of Directors will endeavour to respond to the questions submitted via the Messaging window which are related to the resolutions to be tabled at the Meetings, as well as the financial performance/prospects of the Company, to the extent where time permits.

[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]

- (i) If you would like to view the live webcast, select the "Broadcast" icon.
- (ii) If you would like to pose a question during the Meeting, select the "Messaging" icon.
- (iii) To submit a question, type your question within the chat box and once completed, click the "Send" button.

I. VOTING PROCEDURES AT THE MEETINGS

1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as Poll Administrator to conduct the poll by way of electronic voting ("**e-Voting**"). The Company has also appointed SKY Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. During the Meetings, you will be provided a briefing on the e-Voting housekeeping rules.
3. For the purposes of the Meetings, e-Voting may be carried out via personal smart mobile phones, tablets, personal computers or laptops.
4. There are two (2) methods for shareholders and proxies to vote remotely. The methods are:
 - (i) Launch **Lumi AGM** by scanning the QR Code provided to you in the email notification received after successful registration; OR
 - (ii) Access to **Lumi AGM** via the website with URL <https://web.lumiagm.com>.
5. You may proceed to cast your votes on each of the proposed resolutions to be tabled at the 8th AGM and EGM as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.

6. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.
 - (i) To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.
 - (ii) To change your vote, simply select another voting direction.
 - (iii) If you wish to cancel your vote, please press "Cancel".
7. The Scrutineers will verify the poll results upon the closure of the poll session by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote are successfully carried or not.

J. NO VOUCHERS / DOOR GIFT

There will be **NO** vouchers or door gift for shareholders/proxies who participated in the Meetings.

K. ENQUIRY

1. If you have any enquiries relating to online registration and/or proxy lodgement, or if you wish to request for technical assistance to participate in the virtual 8th AGM and EGM, please contact Boardroom during office hours from 8.30 a.m. to 5.30 p.m. (Monday to Friday):

Boardroom Share Registrars Sdn Bhd

Tel No : +603-7890 4700 (Helpdesk)

Fax No : +603-7890 4670

Email : BSR.Helpdesk@boardroomlimited.com

2. If you have any general enquiries on the Meetings, please email your queries to Julie.tan@gdbsb.com prior to the Meetings.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate and vote at the 8th AGM and/or EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 8th AGM and/or EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the 8th AGM and/or EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warrant.