

NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting (“13th AGM” or “Meeting”) of GDB HOLDINGS BERHAD (“GDB” or “the Company”) will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Off Jalan Tropicana Utama, 47410 Petaling Jaya Selangor Darul Ehsan on Wednesday, 10 June 2026 at 10.30 a.m. or at any adjournment thereof, to transact the following businesses, with or without any modifications:-

A G E N D A

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of additional Directors’ fees and benefits of RM15,895.00 for the financial year ended 31 December 2025.
- To approve the payment of Directors’ fees and benefits of up to RM443,500.00 for the financial year ending 31 December 2026.
- To re-elect Mdm. Kow Poh Gek who retires as Director by rotation pursuant to Clause 85 of the Company’s Constitution.
- To re-elect the following Directors who will retire pursuant to Clause 91 of the Company’s Constitution:
 - Mr. Andy Lai Wee Young
 - Mr. Dasmand Wong Wei Ming
 - Mr. Clement Wong Teck Hoo
 - Mr. Winston Bong Ting Yan
- To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

PLEASE REFER TO EXPLANATORY NOTE 1

ORDINARY RESOLUTION 1

ORDINARY RESOLUTION 2

ORDINARY RESOLUTION 3

ORDINARY RESOLUTION 4

ORDINARY RESOLUTION 5

ORDINARY RESOLUTION 6

ORDINARY RESOLUTION 7

ORDINARY RESOLUTION 8

AS SPECIAL BUSINESS:

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

7. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“AC”)

“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 (“New 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 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 the Mandate 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;

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 may be declared, made or paid before the date of allotment of such New Shares.”

8. PROPOSED GRATUITY PAYMENTS TO FORMER INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY

“THAT, pursuant to Section 230(1) of the Act, approval be and is hereby given for the payment of gratuity amounting to a total sum of RM141,944.00 to the following former Independent Non-Executive Directors of the Company, in recognition of their past services and contributions to the Company:

- RM68,112.00 to Tan Sri Dato’ Ir Hj. Zaini Bin Omar
- RM73,832.00 to Datuk Sr. Chia Lui Meng

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to do all such acts, deeds and things as may be necessary and/or expedient to give full effect to the foregoing, with full power to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities or deemed necessary by the Board.”

- 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
30 April 2026

Notes:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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 3 June 2026. Only members whose names appear in the General Meeting Record of Depositors as at 3 June 2026 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- 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:
 - In hardcopy 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 jointly 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.

- All the resolutions set out in this Notice of Meeting will be put to a vote by poll.

- 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

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2025

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 – Additional Directors’ Fees and Benefits

At the Twelfth Annual General Meeting (“12th AGM”) held on 11 June 2025, the shareholders had approved the payment of Directors’ fees and benefits of up to RM308,000.00 for the financial year ended 31 December 2025 (“FYE 2025”). Subsequently, the approved amount was insufficient, primarily due to an increase in the size of the Board during FYE 2025, which resulted in higher Directors’ fees and meeting allowances than originally anticipated.

Accordingly, this proposed resolution seeks shareholders’ approval for the payment of an additional sum of RM15,895.00, representing the shortfall in Directors’ fees and benefits for FYE 2025.

3. Item 3 of the Agenda – Directors’ Fees and Benefits

The proposed Directors’ fees and benefits payable for the financial year ending 31 December 2026 (“FYE 2026”) have been estimated based on the current composition of the Board, as well as the anticipated number of Board and Board Committee meetings to be convened during the financial year. This resolution, if approved, will authorise the Company to make payment of Directors’ fees and benefits on a current financial year basis, as and when incurred.

In the event the proposed amount is insufficient due to, among others, an increase in the number of meetings held or changes in the composition or size of the Board, the Board will seek further approval from shareholders at the next AGM for any additional amount required.

4. Items 4 and 5 of the Agenda – Re-election of Retiring 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 (3) or a multiple of three (3), 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.

Clause 91 of the Company’s Constitution provides that the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next AGM, and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Following thereto, Mdm. Kow Poh Gek shall retire by rotation pursuant to Clause 85 of the Company’s Constitution. Mr. Andy Lai Wee Young, Mr. Dasmand Wong Wei Ming, Mr. Clement Wong Teck Hoo and Mr. Winston Bong Ting Yan shall retire pursuant to Clause 91 of the Company’s Constitution (collectively referred to as “Retiring Directors”). All these Retiring Directors, being eligible, have offered themselves for re-election at the forthcoming 13th AGM.

The Board has endorsed the recommendation of the Nomination Committee’s recommendation to seek shareholders’ approval for the re-election of the Retiring Directors. The Board is satisfied that each of the Retiring Directors possesses the requisite experience, competence, and skill sets, as well as the commitment necessary to effectively discharge their duties and contribute meaningfully to the Board and the Company.

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

The details and profiles of the Retiring Directors are provided in the Profile of Directors of the Company’s Annual Report 2025.

5. Item 6 of the Agenda – Re-appointment of Auditors

The Audit Committee (“AC”) has undertaken an annual assessment of the suitability, effectiveness, and independence of Crowe Malaysia PLT as Auditors. Based on the outcome of the assessment, the AC is satisfied that Crowe Malaysia PLT has maintained its independence and has performed its duties effectively. Accordingly, the AC recommended to the Board that Crowe Malaysia PLT be re-appointed as the Auditors of the Company.

The Board has endorsed the AC’s recommendation and will seek shareholders’ approval for the re-appointment of Crowe Malaysia PLT as Auditors for the financial year ending 31 December 2026, and to hold office until the conclusion of the next AGM.

6. Item 7 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 9 proposed under item 7 of the Agenda is to seek a general mandate for issuance and allotment of ordinary shares (“Shares”) by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will 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 (excluding treasury shares) 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 earlier.

This general mandate will provide flexibility for the Directors of 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 current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or repayment of borrowings or debt settlement/repayment or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

The Company had at its 12th 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, if any) at any point of time (“General Mandate”). This General Mandate will expire at the conclusion of the 13th AGM. The Company had undertaken a private placement exercise pursuant to the General Mandate (“Private Placement”). As at 15 October 2025, the Company had issued a total of 93,750,000 new ordinary shares under the Private Placement and raised total proceeds of RM39,281,250.

The details of utilisation of proceeds raised from the Private Placement were as follows:

Details of utilisation	Proposed Utilisation (RM’000)	Deviation	Actual Utilisation (RM’000)	Balance Unutilised (RM’000)
Working Capital				
• On going projects - KLH, LHPB and Metrohub 4	30,000	-	(30,000)	-
• Future projects to be secured, including infrastructure-related opportunities	9,021	22	-	9,043
Fees and expenses in relation to the Private Placement	260	(22)	(238)	-
Total	39,281	-	(30,238)	9,043

7. Item 8 of the Agenda – Proposed Gratuity Payments to the Former Independent Non-Executive Directors of the Company

The proposed gratuity payments to the former Independent Non-Executive Directors of the Company are intended to recognise their respective services and contributions during their tenure on the Board. The proposed amounts are determined with reference to each Director’s seniority, responsibilities and length of service with the Company.

Details of the former Directors, gratuity amounts, and periods of service are as follows:

- Tan Sri Dato’ Ir. Hj. Zaini Bin Omar – RM68,112.00

He served as Independent Non-Executive Chairman, having been appointed on 18 September 2017 and subsequently resigned on 12 June 2025 due to health reasons. During his tenure, he provided leadership to the Board, oversaw corporate governance matters, and guided strategic decision-making.

- Datuk Sr. Chia Lui Meng – RM73,832.00

He was appointed as an Independent Non-Executive Director on 18 September 2017 and was redesignated as Independent Non-Executive Chairman on 12 June 2025. He resigned from the Board on 6 February 2026. During his tenure, he served on all Board Committees, providing oversight on governance, strategy, and risk management, and contributed significantly to the Company’s development and corporate objectives.

The Board, having considered the recommendations of the Remuneration Committee, is of the view that the proposed gratuity payments are fair and reasonable, taking into account the respective service periods and contributions of the former Independent Non-Executive Directors to the Company’s growth and corporate governance.

Shareholders’ approval is being sought pursuant to Section 230(1) of the Act for the payment of gratuity to the former Independent Non-Executive Directors. If Ordinary Resolution 10 is approved by the shareholders, the gratuity payments will be made in recognition of their dedicated service and significant contributions to the Company.