GDB HOLDINGS BERHAD

201301006623 (1036466-U)
(Incorporated in Malaysia)

SUMMARY OF KEY MATTERS DISCUSSED AT THE THIRTEENTH ANNUAL GENERAL MEETING (“13TH AGM”) OF GDB HOLDINGS BERHAD (“GDB” OR “THE COMPANY”) 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.

PRESENTATION OF QUESTIONS RECEIVED FROM SHAREHOLDERS PRIOR TO THE MEETING

Mr. Andy Lai, the Executive Director/Acting Group Managing Director, and Mr. Lim Siang Hock, Patrick, the Head of Legal, presented the questions submitted in advance by a shareholder together with the Board's responses. A summary of the questions and the corresponding replies is set out below:

Q1. On page 20 of the Annual Report 2025 (“AR 2025”), stated that the Group is actively evaluating strategies to secure recoveries while certain proceedings are ongoing. In the event that a white knight (new developer or buyer) steps in to take over the 8 Conlay project, what is GDB’s legal position? Is the Board currently in any settlement negotiations with the receiver/manager or potential buyer to ensure our RM102.1 million debt is paid as a condition for project revival or settlement?

The Company's legal position remains focused on recovering all outstanding debts due from the developer. The receiver and manager's primary responsibility is to recover monies on behalf of the lending banks. As at the date of the Meeting, the Company was not engaged in any settlement negotiations with the receiver and manager or any potential purchaser. In the event that a new purchaser was to acquire the project, such a purchaser would primarily be interested in acquiring the project rather than assuming the Company's outstanding claims.

Q2. With the termination of the acquisition of Lot 19102, GDB is freeing up capital that would have otherwise been tied up in this land deal. Does this termination signal a strategic pivot by Management to reallocate these financial resources towards our core construction order book, or perhaps to preserve cash while we aggressively pursue the RM 102.1 million recovery from the 8 Conlay project?

The proposed acquisition was terminated due to the vendor's inability to fulfil the conditions precedent relating to the transfer of the land to the Company's wholly-owned subsidiary. Consequently, the capital remains available to support the Group's ongoing construction projects and expansion into East Malaysia. The termination does not represent a structural shift in the Group's business direction but is part of GDB's strategic expansion into East Malaysia.

Q3. As our major Peninsular projects wrap up this year, and following our recent strategic moves regarding land and corporate positioning in East Malaysia, is the Group planning a structural shift toward the Sarawak infrastructure/construction

market to replace our depleting Peninsular order book? If so, what is the targeted timeline for our first major contract win in East Malaysia?

The Group has commenced its expansion into East Malaysia and has successfully secured three (3) infrastructure projects in Sarawak with a combined contract value of RM236.9 million. Whilst Sarawak has become an important growth market for the Group, the expansion complements, rather than replaces, the Group's operations in Peninsular Malaysia. The Group remains active in pursuing opportunities across both regions and is also working towards its first property development project in Kuching. The Group remains active in pursuing opportunities across both regions, with approximately RM4.0 billion worth of tenders submitted pending result and a further RM4.5 billion worth of tenders is expected to be submitted by the end of the year.

QUESTIONS RAISED BY THE SHAREHOLDERS DURING THE MEETING

During the Q&A session, Shareholders raised a number of questions and sought clarifications on various matters relating to the Company's business operations, financial performance, corporate developments and future prospects. The questions were addressed by the Executive Directors and the Chief Financial Officer of the Company, who provided detailed explanations and clarifications to the shareholders' satisfaction.

A summary of the key questions raised and the corresponding responses is set out below:

Q1. By referring to page 173 of the AR 2025, the allowance for impairment losses recognised was RM62.0 million. Would additional impairment of RM40.0 million be required in relation to the outstanding RM102.1 million receivable arising from the 8 Conlay project? If so, would it materially affect the Group's financial performance?

The assessment of whether any further impairment losses are required is performed by Management at each reporting date, in accordance with the applicable accounting standards. Such assessment considers, among other factors, the current status or updates of the ongoing legal proceedings, prevailing facts and circumstances, as well as the latest available information on the debtor's financial position and ability to settle the outstanding amount.

Q2. How do the expected profit margins of projects in East Malaysia compare with those of projects undertaken in Peninsular Malaysia? Are there any significant differences between the margins of the new project secured in Kuching?

All tenders are evaluated based on the Group's internal profitability requirements prior to submission. Based on prevailing market conditions, the projects in Sarawak are generally expected to offer higher profit margin prospects compared to projects in Peninsular Malaysia.

Q3. In regard to Ordinary Resolution 9, given the Group's current strong financial performance, could the Board explain the rationale for seeking the general authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016?

The proposed resolution seeks to obtain a general mandate from shareholders pursuant to Sections 75 and 76 of the Companies Act 2016. This mandate is a standard annual resolution that provides the Company with flexibility to issue and allot new shares for fund-raising purposes, including the financing of future investments, acquisitions, working capital requirements, and/or other corporate exercises, as and when suitable opportunities arise.

The proposed mandate does not imply that the Company will immediately undertake any share issuance. Rather, it is intended to enable the Company to respond promptly to market opportunities or funding requirements, where appropriate, without the need to convene a separate general meeting, thereby saving time and administrative costs while allowing the Company to act efficiently when circumstances warrant.

Q4. What is the current breakdown of the Group's tender book between Peninsular Malaysia and East Malaysia?

The Group's tenders submitted and pending results amounted to approximately RM3.2 billion in Peninsular Malaysia and RM800 million in East Malaysia. In addition, the Group expects to submit approximately RM3.1 billion worth of tenders in Peninsular Malaysia and RM1.4 billion in East Malaysia by the end of the year.

Q5. What is the latest progress on the Group's expansion into Sabah, including the establishment of its office and any projects secured within the state?

Expanding the Group's footprint in Sabah, the Group is in active pursuit to set up an office in Kota Kinabalu, the State Capital. Presently, the Group is actively participating in various tenders in Sabah involving substantial contract values as part of its expansion strategy in East Malaysia. As at today, no projects have been secured in Sabah.

Q6. Referring to the AR 2025, is the Group currently involved in data centre development opportunities in East Malaysia or Peninsular Malaysia?

The data centre project for which we have submitted a tender is located in Pahang, Peninsular Malaysia and the tender outcome is currently pending. Meanwhile, the Group will continue to pursue and participate in relevant tender opportunities as and when such opportunities arise.

Q7. Could the Board explain the rationale behind the disposal of shares by a Director of the Company at a price below the prevailing market price?

The transaction was negotiated and agreed upon at an earlier date, with the disposal price determined based on the prevailing market conditions at the time the parties reached agreement. The pricing reflected the commercial terms negotiated between the parties at the time the agreement was entered into, rather than the market price prevailing upon completion.

Q8. Could the Board elaborate on the impact of rising construction material prices resulting from the war in Iran on the profit margins of the Group's ongoing projects in Peninsular Malaysia and East Malaysia?

For the Group's ongoing projects in Peninsular Malaysia, a substantial portion of the major construction materials had already been procured and the diesel component represents a small proportion of the overall contract cost. Accordingly, its impact on the project profit margin is not expected to be material. The anticipated impact on the Group's East Malaysia projects is likewise not significant.