



GIIB HOLDINGS BERHAD

[Registration No.: 200301016552 (618972-T)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty First ("21st") Annual General Meeting of GIIB Holdings Berhad [Registration No. 200301016552 (618972-T)] ("the Company") will be held at the Conference Room, Level 9, Menara Access World, No. 1, Jalan 19/3, Seksyen 19, 46300 Petaling Jaya, Selangor on Friday, 22 May 2026 at 10:00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial period from 1 July 2024 to 31 December 2025 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note 1
2. To approve the payment of Directors' fees and benefits for the period commencing from the date immediately after the conclusion of this 21st Annual General Meeting until the conclusion of the next Annual General Meeting of the Company in 2027. Resolution 1
3. To re-elect Dato' Sri Hj. Wan Adnan Bin Wan Mamat, who is retiring pursuant to Clause 94 of the Constitution of the Company and being eligible, has offered himself for re-election. Resolution 2
4. To re-elect Tai Qisheng, who is retiring pursuant to Clause 94 of the Constitution of the Company and being eligible, has offered himself for re-election. Resolution 3
5. To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Resolution 4
6. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016** Resolution 5

"**THAT** subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to the Act, to allot and issue shares in the capital of 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 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 the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

7. To transact any other business of which due notice has been given.

By Order of the Board

Mak Chooi Peng (MAICSA 7017931)
SSM PC No. 201908000889
Company Secretary

Kuala Lumpur
30 April 2026

EXPLANATORY NOTES

1. Item 1 of the Agenda – Receipt of Reports and Audited Financial Statements

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (“the Act”) does not require a formal approval from the shareholders for the audited financial statements. Hence, this Agenda item will not be put forward for voting.

2. Item 2 of the Agenda – Payment of Directors’ fees and benefits for the period commencing from the date immediately after the conclusion of this 21st Annual General Meeting (“AGM”) until the conclusion of the next AGM of the Company

The Company is seeking shareholders’ approval for the payment of Directors’ fees and benefits to all the Directors of the Company of up to RM351,200/- upon the conclusion of this 21st AGM until the conclusion of the next AGM as detailed below:

Description	Chairman (RM)		Members (RM)	
	Fee (RM per annum)	Meeting allowance (RM per meeting day)	Fee (RM per annum)	Meeting allowance (RM per meeting day)
Board	48,000	1,000	36,000	600
Audit and Risk Management Committee (“ ARMC ”)	48,000	1,000	36,000	600
Joint Nomination and Remuneration Committee (“ JNRC ”)	48,000	1,000	36,000	600

The Directors’ benefits comprise meeting attendance allowance and/or other allowances to meet expenses incurred in carrying out their duties. In determining the estimated total amount, the Board of Directors (“**Board**”) has considered various factors, among others, the estimated number of meetings for the Board and its Committees.

In the event that the proposed Directors’ fees and benefits are insufficient, approval will be sought at the next AGM for additional Directors’ fees and benefits to meet the shortfall.

3. Items 3 and 4 of the Agenda – Re-election of Directors

Dato’ Sri Hj. Wan Adnan Bin Wan Mamat and Mr. Tai Qisheng (“**the Retiring Directors**”) are standing for re-election as Directors of the Company as per Agenda items no. 3 and 4.

The profiles of the Retiring Directors are set out in the Board of Directors’ profile in the Annual Report 2025.

As the JNRC was not constituted at that time when the Board evaluation was carried out (*as its composition fell below the required minimum number of three (3) as stipulated in its terms of reference*), the evaluation was carried out directly by the Board with the Retiring Directors abstaining from all deliberations and recommendations pertaining to their respective re-election.

Based on the evaluation, the Board, with each Retiring Directors abstaining from deliberations and voting on their own re-election, was satisfied with the performance and contributions of the Retiring Directors and recommends their re-election based on the following considerations:

- (i) satisfactory performance and they have met the Board’s expectation in discharging their duties and responsibilities;
- (ii) met the criteria of character, experience, integrity, competence and time commitment in discharging their role as Directors of the Company;
- (iii) their ability to act in the best interest of the Company in decision-making; and

(iv) level of independence demonstrated by the Independent Non-Executive Director.

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

As the ARMC was not duly constituted at the time of the annual assessment of the external auditors (*as its composition having fallen below the minimum requirement of three (3) members as stipulated in its Terms of Reference*), the assessment was undertaken directly by the Board.

The Board carried out its annual evaluation of the external auditors, Baker Tilly Monteiro Heng PLT (“Baker Tilly”), covering key areas including independence, scope of audit, audit fees, expertise and experience, as well as performance against the annual audit plan. Based on this review, the Board was satisfied with the suitability of Baker Tilly, particularly in terms of audit quality, competency, performance, and adequacy of resources provided to the Group.

Accordingly, the Board recommends that shareholders approve the re-appointment of Baker Tilly as the Company’s external auditors for the financial year ending 31 December 2026, to hold office until the conclusion of the Annual General Meeting to be convened in 2027.

5. Item 6 of the Agenda – Authority to Issue and Allot Shares Pursuant to the Act

The proposed Ordinary Resolution under Resolution 5 seeks to renew the general mandate for the issuance of shares by the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 20th AGM of the Company held on 28 November 2024, which will lapse at the conclusion of the 26th AGM of the Company. Hence, no proceeds were raised therefrom.

The proposed Ordinary Resolution, if passed, will give authority to the Directors of the Company, from the conclusion of the 21st AGM, to allot and issue shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM. The mandate sought will enable the Directors of the Company to allot and issue shares, including but not limited to making a placement of shares for the purposes of raising funding for investment(s), working capital and general corporate purposes as deemed necessary.

NOTES

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 May 2026 (General Meeting Record of Depositors) shall be eligible to participate in the 21st AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.
- (ii) A member entitled to attend and vote at the 21st AGM is entitled to appoint more than one (1) proxy 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 21st AGM shall have the same rights as the member to participate at the 21st AGM.
- (iii) 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.

- (iv) 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 21st AGM, 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.
- (v) The instrument appointing a proxy by a member who is entitled to participate at the 21st AGM, shall be executed by the appointor or of 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.
- (vi) 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, Sectrars Management Sdn. Bhd. no later than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e. no later than Wednesday, 20 May 2026 at 10:00 a.m. or any adjournment thereof

In hardcopy form

Deposited at the office of the Share Registrar of the Company, Sectrars Management Sdn. Bhd. at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e. no later than Wednesday, 20 May 2026 at 10:00 a.m. or any adjournment thereof.

By electronic means

Alternatively, the instrument appointing a proxy may be electronically lodged with the Poll Administrator of the Company via Dvote Online website at <https://www.dvote.my> not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e., no later than Wednesday, 20 May 2026 at 10:00 a.m. or any adjournment thereof.

The electronically Proxy Form submission applicable for the individual shareholders only and corporations required to send a hard copy Proxy Form.

Revocation of proxy

If you have submitted your proxy form(s) prior to the 21st AGM and subsequently decide to appoint another person or wish to personally participate in the 21st AGM, please write in to dvoteservice@gmail.com to revoke the earlier appointed proxy(ies) no later than Wednesday, 20 May 2026 at 10.00 a.m. or any adjournment thereof.