



GD EXPRESS CARRIER BHD
(Registration No. 200301028159 (630579-A))
(Incorporated in Malaysia)

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting (“**17th AGM**”) of the Company will be conducted entirely on a virtual basis at Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 3 December 2020 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2020 together with the Directors’ and Auditors’ Reports thereon.

Please refer to Explanatory Note 1
2. To approve the payment of a first and final single-tier dividend of 0.20 sen per ordinary share in respect of the financial year ended 30 June 2020.

Ordinary Resolution 1
3. To approve the payment of Directors’ fees payable to the Independent Non-Executive Directors of the Company up to an aggregate amount of RM434,000.00 for the period from 1 July 2020 until the conclusion of the next Annual General Meeting.

Ordinary Resolution 2
4. To approve the payment of benefits payable to the Non-Executive Directors of the Company up to an aggregate amount of RM147,800.00 for the period from 1 July 2020 until the conclusion of the next Annual General Meeting.

Ordinary Resolution 3
5. To re-elect the following Directors who retire pursuant to Clause 96 of the Constitution of the Company:
 - (a) Mr Lim Chee Seong **Ordinary Resolution 4**
 - (b) Mr Lee Kah Hin **Ordinary Resolution 5**
6. To re-elect the following Directors who retire pursuant to Clause 103 of the Constitution of the Company:
 - (a) Ms Chua Put Moy **Ordinary Resolution 6**
 - (b) Mr Shuji Yamauchi **Ordinary Resolution 7**
 - (c) Tan Sri Muhammad bin Ibrahim **Ordinary Resolution 8**
7. To re-appoint Messrs Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 9

As Special Business

To consider and, if thought fit, to pass the following resolutions:

8. **Authority under Section 75 and Section 76 of the Companies Act 2016 for the Directors to allot and issue shares**

“**THAT** pursuant to Section 75 and Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever 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 share/total number of voting shares of the Company (excluding treasury shares) at the time of issue and **THAT** the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and **THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Ordinary Resolution 10

9. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

“THAT approval be and is hereby given to the Company and its subsidiaries (**“Group”**) to enter into and give effect to the specified recurrent related party transactions of a revenue or trading nature and with the specified classes of related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 October 2020, provided that:

- (a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
 - (i) the related transacting parties and their respective relationship with the Company; and
 - (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (**“AGM”**) of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

Ordinary Resolution 11

10. **Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**

“THAT subject to the Companies Act 2016 (**“Act”**), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**“Bursa Securities”**) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the Company's aggregate retained profits as at 31 December 2019 to purchase such amount of ordinary shares in the Company (**“Proposed Renewal of Share Buy-Back Authority”**) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company.

THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

- (i) the conclusion of the next Annual General Meeting (**“AGM”**) of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority.”

Ordinary Resolution 12

11. Proposed Change of Company’s Name from “GD Express Carrier Bhd” to “GDEX Berhad”

“**THAT** the name of the Company be changed from “GD Express Carrier Bhd” to “GDEX Berhad” with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears **AND THAT** the Directors and the Secretary of the Company be and are hereby authorised to take all such necessary steps to give effect to the Proposed Change of Company’s Name and to carry out all the necessary formalities in effecting the Proposed Change of Company’s Name.”

Special Resolution

12. To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT the final single-tier dividend of 0.20 sen per ordinary share in respect of the financial year ended 30 June 2020, if approved by the shareholders at the Seventeenth Annual General Meeting, will be paid on 22 February 2021 to Depositors whose names appear in Record of Depositors at the close of business on 22 January 2021.

A depositor shall qualify for entitlement to the dividend only in respect of the following:

- (a) Shares transferred into the Depositor’s Securities Account on or before 4.00 p.m. on 22 January 2021 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)(SSM PC No. 202008001023)
TAN AI NING (MAICSA 7015852)(SSM PC No. 202008000067)
Company Secretaries
Selangor Darul Ehsan
30 October 2020

Notes:

1. *As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia’s official guidance on social distancing, the 17th AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities. Please follow the procedures provided in the Administrative Guide for the 17th AGM in order to register, participate and vote remotely.*
2. *The venue of the 17th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the 17th AGM is to inform shareholders where the electronic 17th AGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/ PROXY(IES)** from the public will be allowed to be physically present at the Broadcast Venue.*
3. *In respect of deposited securities, only members whose names appear in the Company’s Record of Depositors on 23 November 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*
4. *A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*

5. Where a member 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
7. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 17th AGM or at any adjournment thereof, as follows:

(a) In hard copy form

The original instrument appointing a proxy (“Form of Proxy”) must be deposited at the Company’s Share Registrar’s Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(b) By electronic means

The Form of Proxy can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at www.boardroomlimited.my or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the 17th AGM in order to deposit the Form of Proxy electronically.

8. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our electronic 17th AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 17th AGM will be put to vote by way of poll.

EXPLANATORY NOTES:

1. Item 1 of the Agenda - 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 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Item 3 of the Agenda - Directors’ Fees

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 2, if passed, will facilitate the payment of proposed Directors’ fees of RM434,000.00 for the period from 1 July 2020 until the conclusion of the next Annual General Meeting to the Independent Non-Executive Directors.

3. Item 4 of the Agenda - Benefits Payable

The proposed benefits of RM147,800.00 for the period from 1 July 2020 until the conclusion of the next Annual General Meeting payable to the Non-Executive Directors comprises meeting allowances, travelling expenses and hotel accommodation. In the event that the amount proposed is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next Annual General Meeting for the shortfall.

4. Item 5 of the Agenda - Re-election of Directors pursuant to Clause 96 of the Constitution of the Company

Clause 96 of the Company’s Constitution provides that 1/3 of the Directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest to 1/3 shall retire from office and be eligible for re-election provided always that all Directors shall retire from office at least once in every 3 years but shall be eligible for re-election.

Mr Lim Chee Seong and Mr Lee Kah Hin, being eligible, have offered themselves for re-election at the 17th AGM. Please refer to the profiles of Mr Lim Chee Seong and Mr Lee Kah Hin as set out on page 27 of the Annual Report 2020.

5. Item 6 of the Agenda - Re-election of Directors pursuant to Clause 103 of the Constitution of the Company

Clause 103 of the Company’s Constitution provides that any Director appointed, either to fill a casual vacancy or as an addition to the existing Board of Directors, shall hold office only until the next following Annual General Meeting and shall be eligible for re-election but shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

Ms Chua Put Moy, Mr Shuji Yamauchi and Tan Sri Muhammad bin Ibrahim who were appointed to the Board of the Company on 1 November 2019, 1 March 2020 and 1 May 2020 respectively have offered themselves for re-election at the 17th AGM. Please refer to the profiles of Ms Chua Put Moy, Mr Shuji Yamauchi and Tan Sri Muhammad bin Ibrahim as set out on pages 28, 30 and 26 of the Annual Report 2020.

The Board through the Combined Nomination and Remuneration Committee had assessed the above retiring Directors and had recommended the re-election of them as Directors.

6. Item 7 of the Agenda - Re-appointment of Auditors

The auditors of the Company must be re-appointed at each Annual General Meeting. The Proposed Ordinary Resolution 9 proposes the re-appointment of Messrs Deloitte PLT, to hold office until the conclusion of the next Annual General Meeting.

The Audit and Risk Management Committee at its meeting held on 7 October 2020 had undertaken an annual assessment of the suitability and effectiveness of the audit process, performance, suitability and independence of Messrs Deloitte PLT.

7. Item 8 of the Agenda - Authority under Section 75 and Section 76 of the Companies Act 2016 for the Directors to allot and issue shares

The Company had, at its Sixteenth Annual General Meeting held on 5 December 2019, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 75 and Section 76 of the Companies Act 2016 ("Act"). As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The proposed Ordinary Resolution 10 is a renewal of the general mandate for issuance of shares by the Company under Section 75 and Section 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purposes of funding investment project(s), working capital and/or acquisition.

8. Item 9 of the Agenda - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 11 is a renewal of Shareholders' Mandate which will enable the Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 30 October 2020 for further information.

9. Item 10 of the Agenda - Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares

The proposed Ordinary Resolution 12, if passed, will empower the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.

Please refer to the Statement to Shareholders dated 30 October 2020 for further information.

10. Item 11 of the Agenda - Proposed Change of Company's Name from "GD Express Carrier Bhd" to "GDEX Berhad"

The proposed Change of Name is to reflect a new corporate identity of the Company.

Please refer to the Circular to Shareholders dated 30 October 2020 for further information.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 warranty.