



GD EXPRESS CARRIER BHD (630579-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("EGM") of GD Express Carrier Bhd ("GDEX" or "Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 13 January 2015 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 310,845,988 NEW ORDINARY SHARES OF RM0.05 EACH IN GDEX ("GDEX SHARES") ("BONUS SHARES"), ON THE BASIS OF 1 BONUS SHARE FOR EVERY 3 EXISTING GDEX SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

THAT, subject to the passing of Ordinary Resolution 3 and Special Resolution 1 and the approval of all relevant authorities being obtained, approval be and is hereby given to the Directors of the Company to increase the issued and paid-up share capital of the Company by way of a bonus issue of up to 310,845,988 Bonus Shares by capitalising a sum of up to RM15,542,299.40 from the share premium and retained earnings of the Company and that the same be applied in making payment in full for the Bonus Shares to be issued and credited as fully paid-up to the registered shareholders of GDEX whose names appear in the Record of Depositors at the close of business on the Entitlement Date on the basis of 1 Bonus Share for every 3 existing GDEX Shares held;

THAT fractional entitlements to the Bonus Shares, if any, shall be disregarded and dealt with by the Board in such manner as it may at its absolute discretion deem expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing GDEX Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of the Bonus Shares;

AND THAT the Directors of the Company be and are hereby empowered and authorised:

- (a) to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed Bonus Issue; and
- (b) to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue.

ORDINARY RESOLUTION 2

PROPOSED ISSUE OF UP TO 186,507,593 FREE WARRANTS IN GDEX ("WARRANTS-B") ON THE BASIS OF 1 WARRANT-B FOR EVERY 5 EXISTING GDEX SHARES HELD AT THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE ("PROPOSED FREE WARRANTS ISSUE")

THAT, subject to the passing of Ordinary Resolution 3 and Special Resolution 1 and the approval of all relevant authorities being obtained, authority be and is hereby given to the Directors of the Company to allot and issue the Warrants-B upon the terms and conditions set out in the Circular dated 22 December 2014 to the registered shareholders of the Company whose names appear in the Record of Depositors at the close of business on the Entitlement Date on the basis of 1 Warrant-B for every 5 existing GDEX Shares held;

THAT fractional entitlements to the Warrants-B, if any, shall be disregarded and dealt with by the Board in such manner as it may at its absolute discretion deem expedient and in the best interest of the Company;

THAT the Directors of the Company be and are hereby authorised to issue and allot such appropriate number of new GDEX Shares arising from any exercise by the holders of the Warrants-B of their rights in accordance with the provisions of the deed poll to be executed by the Company constituting the Warrants-B ("Deed Poll") and such new GDEX Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing GDEX Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of the new GDEX Shares;

THAT the Directors of the Company be and are hereby authorised to execute, sign and enter into the Deed Poll with full power to assent to any condition, modification or amendment as they deem fit, necessary or expedient or as may be imposed by any relevant authorities, and full power to implement and give effect to the terms and conditions of the Deed Poll;

THAT the Directors of the Company be and are hereby authorised, from time to time hereafter, to approve and give effect to any adjustment, variation, modification or amendment to the Deed Poll in accordance with and subject to the terms therein (including but not limited to the exercise price and the number of Warrants-B), to issue and allot such additional number of Warrants-B pursuant to the adjustments under the Deed Poll, and to issue and allot such additional number of GDEX Shares arising from the exercise of such additional Warrants-B, and all such new GDEX Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing GDEX Shares, save and except that the new GDEX Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of such new GDEX Shares;

AND THAT the Directors of the Company be and are hereby authorised to take all such necessary steps to give effect to the Proposed Free Warrants Issue with full power to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Free Warrants Issue and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Free Warrants Issue.

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL FROM RM50,000,000 COMPRISING 1,000,000,000 GDEX SHARES TO RM500,000,000 COMPRISING 10,000,000,000 GDEX SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

THAT subject to the passing of Special Resolution 1, and the approvals of the relevant authorities or parties being obtained, the Company be and is hereby authorised to increase the authorised share capital of the Company from RM50,000,000 comprising 1,000,000,000 GDEX Shares to RM500,000,000 comprising 10,000,000,000 GDEX Shares and in consequence thereof the Memorandum and Articles of Association of the Company and any other relevant documents of the Company be and is hereby amended accordingly.

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Increase In Authorised Share Capital with full powers to assent to any modifications and/or amendments as may be required by the law, the relevant authorities or deemed necessary by the Board and to take all steps as they may deem fit, necessary and/or expedient or in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Increase In Authorised Share Capital.

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF GDEX ("PROPOSED M&A AMENDMENTS")

THAT, subject to the passing of Ordinary Resolution 3 and the approval of the relevant authorities or parties being obtained, the Company be and is hereby authorised to adopt the amendments to the Memorandum and Articles of Association of the Company in the manner as set out below:

Existing Clause and Article of the M&A	Proposed new Clause and Article of the M&A
<p>Clause 5 The capital of the Company is Ringgit Malaysia Fifty Million (RM50,000,000.00) divided into One Billion (1,000,000,000) ordinary shares of RM0.05 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting and otherwise.</p>	<p>Clause 5 The capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000.00) divided into Ten Billion (10,000,000,000) ordinary shares of RM0.05 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting and otherwise.</p>
<p>Article 4 The authorised share capital of the Company is Ringgit Malaysia Fifty Million (RM50,000,000.00) divided into One Billion (1,000,000,000) ordinary shares of RM0.05 each.</p>	<p>Article 4 The authorised share capital of the Company is Ringgit Malaysia Five Hundred Million RM500,000,000.00 divided into Ten Billion (10,000,000,000) ordinary shares of RM0.05 each.</p>

AND THAT the Board be and is hereby empowered and authorised to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may be deemed necessary, expedient and/or appropriate to implement and give full effect to the Proposed M&A Amendments with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.

BY ORDER OF THE BOARD

Tai Yit Chan (MAICSA 7009143)

Tan Ai Ning (MAICSA 7015852)

Company Secretaries
Selangor Darul Ehsan
22 December 2014

NOTES:

1. A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee which holds 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The Proxy Form shall be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority must be deposited by hand at the Registered Office of the Company not less than 48 hours before the time set for the Meeting or any adjournment thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 5 January 2015 (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 behalf.

Personal data privacy:

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