



GD EXPRESS CARRIER BHD

(Registration No. 200301028159 (630579-A))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of GD Express Carrier Bhd (“GDEX” or the “Company”) will be conducted entirely on a virtual basis at the Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“Broadcast Venue”) on Thursday, 3 December 2020 at 1.30 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Company’s Seventeenth (17th) Annual General Meeting which will be conducted virtually from the Broadcast Venue on the same day at 11.00 a.m., whichever is later, for the following purposes:

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF UP TO 705,176,354 FREE WARRANTS IN GDEX (“WARRANTS C”) ON THE BASIS OF ONE (1) WARRANT C FOR EVERY EIGHT (8) EXISTING ORDINARY SHARES IN GDEX (“GDEX SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED FREE WARRANTS ISSUE”)

THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to issue and allot up to 705,176,354 Warrants C (with an exercise price to be determined at a later date) to the shareholders of the Company who are registered as a member and whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on a date to be determined by the Board and announced by the Company at a later date, on the basis of one (1) Warrant C for every eight (8) existing GDEX Shares held, in accordance with the provisions of the deed poll constituting the Warrants C to be executed by the Company (“Deed Poll C”);

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll C with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company subject to the provisions contained in the Deed Poll C, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll C;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of Warrants C in accordance with the provisions of the Deed Poll C and where required, to adjust the exercise price and/or the number of the Warrants C to be issued (including, without limitation, any additional Warrants C as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll C;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new GDEX Shares pursuant to the exercise of the Warrants C or additional Warrants C issued pursuant to adjustments as provided for under the Deed Poll C by the Warrants C holders in accordance with the provisions of the Deed Poll C;

THAT fractional entitlements arising from the Proposed Free Warrants Issue, if any, shall be disregarded and dealt with in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

THAT the new GDEX Shares to be issued and allotted arising from the exercise of the Warrants C shall, upon issuance and allotment, rank equally in all respects with the then existing GDEX Shares, save and except that they will not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid prior to the date of allotment of such new GDEX Shares to be issued arising from the exercise of the Warrants C;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the exercise of the Warrants C for such purposes and in such manner as set out in Section 2.5 of the Circular to shareholders of the Company dated 18 November 2020, and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised 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 arrangements (including without limitations, the affixation of the Company’s Common Seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Free Warrants Issue with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.”

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

Petaling Jaya

18 November 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 EGM 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 EGM in order to register, participate, speak and vote remotely.
2. The venue of the EGM 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 EGM is to inform shareholders where the electronic EGM 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 participate, speak and vote at the meeting or appoint proxy(ies) to participate, speak and vote on his/her behalf.
4. A member entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak 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 EGM, 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 EGM 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 EGM 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, the ordinary resolution set out in the Notice of EGM will be put to vote by way of poll.



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

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING

Day and Date	:	Thursday, 3 December 2020
Time	:	1.30 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Seventeenth Annual General Meeting which will be conducted virtually from the Broadcast Venue on the same day at 11.00 a.m., whichever is later
Broadcast Venue	:	12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Meeting Platform	:	https://web.lumiagm.com/

MODE OF MEETING

Due to the unprecedented circumstances arising from the measures that have been implemented nationally to limit the spread of the COVID-19, and in particular, the Government of Malaysia's official guidance for practising social distancing, the Company will conduct its forthcoming Extraordinary General Meeting ("EGM") entirely on a virtual basis via remote participation and electronic voting (collectively referred hereinafter as "**Virtual EGM**").

The above decision is made pursuant to Section 327 of the Companies Act 2016 and Clause 65 of the Constitution of the Company.

In line with the Malaysian Code on Corporate Governance Practice 12.3, conducting a virtual EGM, would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the Virtual Meeting Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue. Shareholders or proxies are not allowed to be physically present at the Broadcast Venue as the venue is only meant to facilitate the conduct of the Virtual EGM. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on **23 November 2020** (General Meeting Record of Depositors) shall be eligible to participate the EGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

FORM(S) OF PROXY

Shareholders are encouraged to go online, participate and vote at the EGM using remote participation and electronic voting facilities.

Shareholders who are unable to participate in our online EGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form(s) of Proxy. Alternatively, you may use Boardroom Smart Investor Portal proxy appointment service to submit your proxy appointment.

Please take note that you **must** complete the Form(s) of Proxy for the EGM should you wish to appoint a proxy(ies).

GD Express Carrier Bhd
(Registration No. 200301028159 (630579-A))
- *Administrative Guide for EGM*

FORM(S) OF PROXY (cont'd)

Please ensure that the original Form(s) of Proxy is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time appointed for holding the meeting at the following address:

Boardroom Share Registrars Sdn. Bhd.

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

General Line : 603-7890 4700

Alternatively, you may deposit your Form(s) of Proxy by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal at www.boardroomlimited.my to log in and deposit your Form(s) of Proxy electronically, not less than forty-eight (48) hours before the meeting.

REVOCAION OF PROXY

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") as Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and GovernAce Advisory & Solutions Sdn. Bhd. as Independent Scrutineer to verify and validate the poll results.

During the EGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.

For the purposes of the Virtual EGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

There are three (3) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are as follows:-

- (i) Download the free **Lumi AGM** from Apple App Store or Google Play Store prior to the meeting; **OR**
- (ii) Use the QR Scanner Code given in the email received after successful registration; **OR**
- (iii) Navigate to the website URL <https://web.lumiagm.com/>.

Upon the conclusion of the poll session, the Independent Scrutineer will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

REMOTE PARTICIPATION AND E-VOTING



Please note that the remote participation and e-voting are available to individual member, corporate shareholder, authorised nominee and exempt authorised nominee.

You will be able to view a live webcast of the EGM proceeding, ask questions and submit your votes in real time whilst the meeting is in progress.

REMOTE PARTICIPATION AND E-VOTING (cont'd)

Kindly follow the steps below on how to request for login ID and password:

Before the day of the EGM	
Step	Action
1.	<p>Register Online with Boardroom Smart Investor Portal <i>(for first time registration)</i></p> <p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> a. Access website https://boardroomlimited.my b. Click <<Login>> and click <<Register>> to sign up as a user. c. Complete registration and upload softcopy of MyKad (front and back) or Passport. d. Please enter a valid email address. e. Your registration will be verified and approved within one business day and an email notification will be provided.
2.	<p>Submit request for Remote Participation User ID and Password</p> <p><i>[Note: The registration for remote access will be opened on Tuesday, 1 December 2020].</i></p> <p>Individual Members</p> <ol style="list-style-type: none"> a. Log in to https://boardroomlimited.my b. Select “Virtual Meeting” from main menu and select the correct Corporate Event “GD EXPRESS CARRIER BERHAD Virtual EGM”. c. Enter your CDS Account. d. Read and agree to the terms and conditions and thereafter submit your request. <p>Corporate Shareholders</p> <ol style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. b. Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request. b. Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her email address. <ul style="list-style-type: none"> ✓ You will receive notification(s) from Boardroom that your request(s) has been received and is/are being verified. ✓ Upon system verification against the General Meeting Record of Depositories as at 23 November 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. ✓ You will also receive your remote access user ID and password along with email from Boardroom if your registration is approved. ✓ Please note that the closing time to submit your request for remote participation User ID and Password is on Tuesday, 1 December 2020 (forty-eight (48) hours before the commencement of the EGM).
3.	<p>Login to Virtual Meeting Portal</p> <p><i>[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]</i></p> <ol style="list-style-type: none"> a. The Virtual Meeting Portal will be open for login starting an hour [1 hour] before the commencement of the EGM on Thursday, 3 December 2020 at 1.30 p.m. b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal [Refer to Step 2 above].

On the day of the EGM [3 December 2020]		
4.	Participate	<p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All question and messages will be presented with the full name and identity of the participant raising the question.]</i></p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the EGM, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p>
5.	Online Remote Voting	<p>a. Once voting has been opened, the polling page will appear with the resolutions and your voting choices.</p> <p>b. To vote, simply select your voting direction from the options provided.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
6.	End of Remote Participation	<p>a. Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end and the Messaging window will be disabled.</p> <p>b. You can now logout from Virtual Meeting Portal.</p>

NO VOUCHERS/DOOR GIFTS

There will be **NO VOUCHER(S) OR ANY DOOR GIFT(S)** for shareholders/proxies who participate in the EGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The shareholders may submit questions to the Company via e-mail to jerrylee@gdexpress.com / johnteoh@gdexpress.com prior to the EGM to transmit questions to Board of Directors. The Chairman and Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the EGM.

RECORDING OR PHOTOGRAPHY AT THE EGM

Strictly no recording or photography of the EGM proceedings is allowed.

ENQUIRY

If you have any enquiries prior to the EGM, please contact the following during office hours from Mondays to Fridays (except for public holidays):

Boardroom Share Registrars Sdn. Bhd.

General Line : 603-7890 4700
 Fax Number : 603-7890 4670
 Email : bsr.helpdesk@boardroomlimited.com

GD Express Carrier Bhd

General Line : 603-7787 2200
 Fax Number : 603-7787 6686
 Email : nurazlinda@gdexpress.com; shahrulazhar@gdexpress.com

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.