



GDEX BERHAD

[Registration No. 200301028159 (630579-A)]

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of GDEX Berhad (“GDEX” or the “Company”) will be conducted virtually through remote participation and electronic voting via the online meeting platform at <https://conveneagm.my/gdex-egm2024> from the broadcast venue at Level 10, KPMG Tower, No 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 11 June 2024 at 12.00 p.m. or immediately following the conclusion of the Twentieth Annual General Meeting of the Company to be held on the same day at the same venue at 11.00 a.m. (whichever is later), or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF GDEX AND ITS SUBSIDIARIES TO INCLUDE THE PROVISION OF INFORMATION TECHNOLOGY SERVICES AND SOLUTIONS (“PROPOSED DIVERSIFICATION”)

“THAT, subject to the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company and its subsidiaries to diversify its existing principal activities to include the provision of information technology services and solutions, as described in the circular to shareholders dated 27 May 2024;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Diversification with full power to assent to any conditions, variations, modifications, and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matter relating thereto and to take all such steps to 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 Diversification.”

BY ORDER OF THE BOARD

CHIN WAI YI (MAICSA 7069783) (SSM PC No.: 202008004409)

CHIA SIEW LI (MAICSA 7075719) (SSM PC No.: 202208000715)

Company Secretaries

Kuala Lumpur

27 May 2024

Notes:

1. The EGM of the Company will be conducted as a virtual meeting through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities. The Company has appointed KPMG Management & Risk Consulting Sdn. Bhd. as the Poll Administrator for the EGM to facilitate the RPV facilities via <https://conveneagm.my/gdex-egm2024>. Shareholders of the Company are required to register for the EGM not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. **(Please follow the procedures as stipulated in the Administrative Guide).**
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. **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 29 May 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint a 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 who 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 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 **KPMG Management & Risk Consulting Sdn. Bhd.** at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(b) By electronic means

The Proxy Form can also be lodged electronically via ConveneAGM Meeting Platform at <https://conveneagm.my/gdex-egm2024> or by email to support_conveneagm@kpmg.com.my. Please follow the procedures provided in the Administrative Guide for the EGM in order to deposit the Proxy Form electronically.

8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolution set out in the Notice of EGM will be put to the vote by way of poll.

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.



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ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Meeting Date	: Tuesday, 11 June 2024
Time	: 12.00 p.m. or immediately following the conclusion of the Twentieth Annual General Meeting of the Company to be held on the same day at the same venue at 11.00 a.m. (whichever is later)
Meeting Platform	: ConveneAGM at https://conveneagm.my/gdex-egm2024
Mode of Communication	: i. Submit questions to the Board prior to the EGM via ConveneAGM at https://conveneagm.my/gdex-egm2024 or emailing to support_conveneagm@kpmg.com.my not later than 12.00 p.m., Sunday, 9 June 2024 ii. Pose questions to the Board via real time submission of typed texts at ConveneAGM at https://conveneagm.my/gdex-egm2024 during live streaming of the EGM
Broadcast Venue	: Level 10, KPMG Tower No 8, First Avenue, Bandar Utama 47800 Petaling Jaya Selangor Darul Ehsan

MODE OF MEETING

The Company will be conducting its forthcoming EGM on a virtual basis through remote participation and electronic voting (“RPEV”) facilities.

The Broadcast Venue mentioned above is strictly for the purpose of complying with Section 327 of the Companies Act and Clause 65 of the Constitution of the Company. **Shareholders and/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 EGM.** Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

In line with the Practice 13.3 of the Malaysian Code on Corporate Governance, by conducting a virtual EGM, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the RPEV 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.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 May 2024 (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 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 proxy form. Please take note that you must complete the proxy form for the EGM should you wish to appoint proxy(ies).

The proxy form may be made in hard copy or by electronic means, not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by 12:00 p.m., Sunday, 9 June 2024 as follows:

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- *Administrative Guide for EGM*

(i) In hard copy form

The proxy form must be deposited at the office of our Administration and Polling Agent:

KPMG Management & Risk Consulting Sdn Bhd

Concourse, KPMG Tower,
No. 8, First Avenue, Bandar Utama,
47800 Petaling Jaya,
Selangor Darul Ehsan, Malaysia

(ii) By electronic means

The proxy form can also be lodged electronically through ConveneAGM Meeting Platform at <https://conveneagm.my/gdex-egm2024> or email to support_conveneagm@kpmg.com.my.

You may follow the steps below to lodge electronic proxy via ConveneAGM Meeting Platform:-

- Go to <https://conveneagm.my/gdex-egm2024>.
- Select “**Register Now**” and choose “**Register as Shareholder**”.
- Fill out the form with the required information and select “**Submit Registration**”.
- A confirmation will be displayed after a successful registration.
- Check your email for the next step.
- Open the email from AGM@Convene (agmaccounts@conveneagm.com)
- Select “**Verify Your Email**”.
- After the email verification, you will be redirected to create your own personalised password.
- Sign in to <https://conveneagm.my/gdex-egm2024>.
- Select “**Fill Out proxy form**”.

REVOCAION OF PROXY

If you have submitted your proxy form prior to the meeting and subsequently decide to participate at the meeting yourself, please write in to support_conveneagm@kpmg.com.my to revoke the appointment of your proxy(ies) at least forty-eight (48) hours before the EGM.

Alternatively, you may register for RPEV facilities or appoint another proxy. In such an event, your earlier appointment of proxy shall be revoked.

Please advise your proxy accordingly. Follow the steps listed in Procedures for RPEV facilities to register your attendance.

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 KPMG Management & Risk Consulting Sdn. Bhd. (“**KPMG**”) as Poll Administrator to conduct the poll by way of electronic voting (“**e-voting**”) and 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-voting housekeeping rules. The e-voting session will commence as soon as the Chairman call 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 phones, tablets, or personal computers/laptops.

Upon the conclusion of the e-voting session, the Independent Scrutineer will verify the poll results followed by declaration by the chairman of the meeting whether the resolutions put to vote were successfully carried or not.

PROCEDURES FOR RPEV FACILITIES

All shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities at <https://conveneagm.my/gdex-egm2024> to participate and vote remotely at the EGM.

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- Administrative Guide for EGM

All shareholders and proxyholders who wish to participate at the EGM are required to register online at ConveneAGM Meeting Platform (<https://conveneagm.my/gdex-egm2024>).

Registration for remote access will open from Monday, 27 May 2024 until the day of the EGM on Tuesday, 11 June 2024.

Shareholders are encouraged to register at least forty-eight (48) hours before the commencement of the EGM to allow some time for the Company to verify the shareholder status and to avoid any delay in registration.

Kindly follow the steps below or provided in the EGM User Guide at <https://cdn.azeusconvene.com/wp-content/uploads/brochures/Getting-Started-with-ConveneAGM.pdf> on how to register online:-

<p>Pre-Meeting Day –</p> <p>Registration for Shareholders and/or Corporate Representatives</p>	<ul style="list-style-type: none"> • Go to https://conveneagm.my/gdex-egm2024. • Select “Register Now” and choose “Register as Shareholder”. • Fill out the form with the required information and click to “Submit Registration”. • A confirmation will be displayed after a successful registration. • Check your email for the next step. • Open the email from AGM@Convene (agmaccounts@conveneagm.com). • Select “Verify Your Email”. • After the email verification, you will be redirected to create your own personalised password. • Upon system verification against the Record of Depositors and Register of Members as at 29 May 2024, you will receive email from AGM@Convene indicating that your registration is approved or rejected. <p>Please note that the corporate shareholders who require their corporate representative to participate and vote at the EGM must deposit their certificate of appointment of corporate representative to KPMG not later than Sunday, 9 June 2024 at 12:00 p.m.</p>
<p>Pre-Meeting Day –</p> <p>Registration for Proxyholders</p>	<ul style="list-style-type: none"> • As Proxy, you will receive an email from AGM@Convene (agmaccounts@conveneagm.com) once you are appointed by your shareholder. • Open the email from AGM@Convene (agmaccounts@conveneagm.com). • Select “Verify Your Email”. • After the email verification, you will be redirected to create your own personalised password. <p>Please note that in the event the shareholder who appointed you cannot be authenticated against the Record of Depositors and Register of Members as at 29 May 2024, your registration will not be valid.</p>
<p>Meeting Day –</p> <p>Participation by Shareholders, Proxies and/or Corporate Representatives during EGM</p>	<ul style="list-style-type: none"> • Login to https://conveneagm.my/gdex-egm2024. • Click to start live webcast. • Proceed to ask question and/or vote when permissible.

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- *Administrative Guide for EGM*

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 ConveneAGM at <https://conveneagm.my/gdex-egm2024> or e-mail to support_conveneAGM@kpmg.com.my not later than 12.00 p.m., Sunday, 9 June 2024 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

Should you require any assistance on the RPEV facilities, kindly contact KPMG, details as follows:

- (a) For matters relating to proxy processing and eligibility to participate at the EGM [During office hours on Mondays to Fridays (except on public holidays) from 8:30 a.m. to 5:30 p.m].

Email : support_conveneagm@kpmg.com.my
Telephone No. : 603-7721 7329/ 7954/ 7780

- (b) For ConveneAGM Technical Support (available 24/7)

Toll Free No : 1 800 817 240
Email : support@conveneagm.com
Live Chat : Click on the chat icon at the bottom right side of <https://conveneagm.my/gdex-egm2024>.

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.