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GDEX BERHAD

[Registration No. 200301028159 (630579-A)]
(Incorporated in Malaysia)

PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE
ITS OWN SHARES**

EXTRACT OF THE NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

The above proposals will be tabled as Special Business at the Eighteenth Annual General Meeting ("**18th AGM**") of GDEX Berhad ("**the Company**"). In view of the COVID-19 outbreak and as part of the safety measures, the 17th AGM will be conducted entirely on a virtual basis through live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities vide the meeting platform at <https://web.lumiagm.com/> from the Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 7 June 2022 at 11.00 a.m. ("**Broadcast Venue**"). The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and shareholders will not be allowed to attend the 18th AGM in person at the Broadcast Venue on that day of the meeting. For further information, please refer to the Notice of 18th AGM and Administrative Guide on 18th AGM in order to register, participate and vote remotely via the RPV.

The Notice of the 18th AGM and the Form of Proxy are set out in the 2021 Annual Report and can be downloaded at the Company's website at www.gdexpress.com or Bursa Securities' website at www.bursamalaysia.com.

A member entitled to participate and vote at the 18th AGM is entitled to appoint a proxy or proxies to participate and vote on his/her behalf. In such event, please complete and return the Form of Proxy in accordance with the instructions therein as soon as possible and shall be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the 18th AGM or any adjournment thereof at which the person named in the Form of Proxy proposes to vote, and in default the Form of Proxy shall not be treated as valid. Alternatively, members may deposit the Form of Proxy by electronic means directly at <https://boardroomlimited.my> not less than forty-eight (48) hours before the 18th AGM. For further information on the electronic submission of the Form of Proxy and participation at the 18th AGM, kindly refer to the Administrative Guide.

Last date and time for lodging the Form of Proxy : Sunday, 5 June 2022 at 11.00 a.m.

Date and time of the 18th AGM : Tuesday, 7 June 2022 at 11.00 a.m.

DEFINITIONS

Unless otherwise stated, the following definitions shall have the following meanings:

“Act”	:	Companies Act, 2016, as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of GDEX
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“CCM”	:	Companies Commission of Malaysia
“Circular/Statement”	:	This circular/statement to the shareholders of GDEX dated 29 April 2022
“CMSA”	:	Capital Markets and Services Act, 2007, as amended from time to time
“Code”	:	Malaysian Code on Take-Over and Mergers 2016, as amended from time to time
“Director(s)”	:	Directors of our Company and shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months from the date on which the terms of the transactions were agreed upon: (a) a Director of GDEX or any other company which is its subsidiary or holding company; or (b) a chief executive officer of GDEX, its subsidiary or holding company
“GDEX” or “the Company”	:	GDEX Berhad [Registration No. 200301028159 (630579-A)]
“GDEX Group”	:	GDEX and its subsidiaries, collectively
“GDSB”	:	GD Express Sdn Bhd [Registration No. 199501018421 (347624-X)], a wholly-owned subsidiary of GDEX
“GD(S)”	:	GD Express (Singapore) Pte Ltd (200516110Z), a wholly-owned subsidiary of GDEX
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
“LPD”	:	5 April 2022 being the latest practicable date prior to the printing of this Circular/Statement

DEFINITIONS (Cont'd)

- “Major Shareholder(s)” : A person who has an interest or interests in one (1) or more voting shares in GDEX and the number or aggregate number of those shares, is:
- a. 10% or more of the total number of voting shares in GDEX; or
 - b. 5% or more of the total number of voting shares in GDEX where such person is the largest shareholder of GDEX.
- This includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of GDEX as defined above or any other company which is a subsidiary or holding company of GDEX
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act
- “Minister” : The Minister charged with the responsibility for companies, as defined in the Act
- “NA” : Net assets attributable to ordinary equity holders of GDEX
- “Person Connected” : Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
- “Prevailing Laws” : Prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities
- “Proposed Mandate Period” : The period during which the Recurrent Related Party Transactions are to be entered into for which the proposed mandate is being sought. This period shall commence immediately upon the passing of the resolution in respect of the proposed mandate during the forthcoming AGM until:-
- (a) the conclusion of the first AGM of the listed company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting,
- whichever is the earlier
- “Proposed Renewal of Shareholders’ Mandate” : Proposed renewal of shareholders’ mandate for the GDEX Group to enter into Recurrent Related Party Transactions
- “Proposed Renewal of Share Buy-Back Authority” : Proposed renewal of authority for the Company to purchase its own shares
- “Purchased Shares” : Shares to be purchased by GDEX pursuant to the Proposed Renewal of Share Buy-Back Authority

DEFINITIONS (Cont'd)

“QSI (M)”	:	Quantium Solutions International (Malaysia) Sdn Bhd [Registration No. 199601008873 (381221-M)], an indirect subsidiary 66%-owned by Singapore Post Limited
“QS (S)”	:	Quantium Solutions (Singapore) Pte Ltd (198200267G), an indirect subsidiary 66%-owned by Singapore Post Limited
“Recurrent Related Party Transaction(s)”	:	Related party transaction(s) which is/are recurrent, of a revenue or trading nature and which is/are necessary for the day-to-day operations of the GDEX Group
“Related Party(ies)”	:	Director(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major Shareholder(s)
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission Malaysia
“Share(s)”	:	Ordinary share(s) in GDEX
“SingPost”	:	Singapore Post Limited (199201623M), a company incorporated in Singapore, a substantial shareholder of GDEX
“SingTel”	:	Singapore Telecommunications Limited (199201624D), a company incorporated in Singapore, a substantial shareholder of SingPost
“Substantial Shareholder(s)”	:	Shall have the meaning given in Section 136(2) of the Act
“Temasek”	:	Temasek Holdings (Private) Limited (197401143C), a company incorporated in Singapore, a substantial shareholder of Singtel
“Treasury Shares”	:	The Shares purchased by GDEX which are or will be retained in treasury and shall have the meaning given under Section 127(4)(b) of the Act
“Yamato Asia”	:	Yamato Asia Pte Ltd (201328800W), a company incorporated in Singapore, a substantial shareholder of GDEX
“Yamato Group”	:	Yamato Holdings and its subsidiaries, collectively
“Yamato Holdings”	:	Yamato Holdings Co., Ltd (7010001034964), a company incorporated in Japan, a substantial shareholder of GDEX
“Yamato Transport”	:	Yamato Transport (M) Sdn Bhd [Registration No. 198801008330 (175686-M)], a company incorporated in Malaysia, a subsidiary of Yamato Asia Pte Ltd
“Web Bytes”	:	Web Bytes Sdn Bhd [Registration No. 200701041800 (799832-T)], a company incorporated in Malaysia, a 32.69%-owned associate company of GDEX

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular/Statement shall be a reference to Malaysian time, unless otherwise specified.

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PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**



GDEX BERHAD

[Registration No. 200301028159 (630579-A)]
(Incorporated in Malaysia)

Registered Office:

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

29 April 2022

Board of Directors:

Tan Sri Muhammad Bin Ibrahim (*Independent Non-Executive Chairman*)
Teong Teck Lean (*Managing Director and Group Chief Executive Officer*)
Lim Chee Seong (*Executive Director and Chief Financial Officer*)
Lee Kah Hin (*Executive Director and Chief Investment Officer*)
Chua Put Moy (*Independent Non-Executive Director*)
Low Ngai Yuen (*Independent Non-Executive Director*)
Dato' Azman Bin Mahmud (*Independent Non-Executive Director*)
Nuraini Binti Ismail (*Independent Non-Executive Director*)
Hiroshi Etani (*Non-Independent Non-Executive Director*)
Yik Yen Shan, Vincent (*Non-Independent Non-Executive Director*)

To: The Shareholders of GDEX

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the AGM held on 3 December 2020, the Company obtained a shareholders' mandate from its shareholders for the GDEX Group to enter into Recurrent Related Party Transactions. The aforesaid authorisation shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM unless approval for its renewal is obtained from the shareholders of the Company at the forthcoming AGM.

On 7 April 2022, the Board announced that the Company proposes to seek the shareholders' approval for the Proposed Renewal of Shareholders' Mandate which are necessary for the GDEX Group's day-to-day operations and are in the ordinary course of business, which the GDEX Group may from time to time enter into in accordance with Paragraph 10.09, Part E of the Listing Requirements.

The purpose of this Circular is to provide you with the details of the Proposed Renewal of Shareholders' Mandate together with the recommendation of the Board and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled as special business at the forthcoming AGM. The notice of the AGM and the Form of Proxy are included in the 2021 Annual Report of the Company.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provisions under the Main Market Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of recurrent related party transactions which are necessary for its day-to-day operations subject to, amongst others, the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:

“in relation to a listed issuer with an issued and paid-up capital which is RM60 million and above –

- (i) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1 million or more; or
- (ii) the percentage ratio of such Recurrent Related Party Transactions is 1% or more,

whichever is the higher”;

- (c) the listed issuer's circular to shareholders for the shareholders' mandate includes information as may be prescribed by Bursa Securities;
- (d) in a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer, exceeds the estimated value of the recurrent related party transaction disclosed in the circular by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In the ordinary course of its business, the GDEX Group has entered into certain Recurrent Related Party Transactions and it is anticipated that the companies within the GDEX Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 2.5 (a). It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In this regard, the Board proposes to seek a general mandate from the shareholders of the Company to enter into arrangements or transactions with the Related Parties, which are necessary for the day-to-day operations of the GDEX Group based on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public.

2.2 Validity period for the Proposed Renewal of Shareholders' Mandate

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming AGM, will take effect from the date of the passing of the proposed ordinary resolution at the AGM and shall continue to be in force until:

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

whichever is the earlier.

Thereafter, the approval of the shareholders of the Company will be sought for the renewal of the shareholders' mandate at each subsequent AGM of the Company.

2.3 Principal activities of the GDEX Group

GDEX is principally an investment holding company. The principal activities of its subsidiaries which are involved in the Recurrent Related Party Transactions are as follows:

Subsidiaries	Effective equity interest held (%)	Principal activities
GDSB	100	Provision of express delivery services
GD(S)	100	Provision of express delivery services

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2.4 Classes of Related Parties

The Proposed Renewal of Shareholders' Mandate involves the following classes of Related Parties:

Transacting Related Parties	Country of incorporation	Nature of transactions	Interested Directors and Major Shareholders	Shareholdings of interested Directors and Major Shareholders in Related Parties		Interest Directors' and Major Shareholders' relationship with Related Parties
				Direct %	Indirect %	
SingPost, a customer to the GDEX Group	Singapore	Provision of express delivery services by the GDEX Group to SingPost	Mr Yik Yen Shan, Vincent (Appointed on 11 February 2022)	-	-	Mr Mr Yik Yen Shan, Vincent is a Non-Independent Non-Executive Director of GDEX. He is a Representative of SingPost on the Board of GDEX. SingPost is a Major Shareholder of GDEX
Yamato Asia, a vendor to the GDEX Group	Singapore	Provision of advisory services related to express delivery by Yamato to enhance operational efficiency for business collaboration projects between Yamato Group and GDEX Group	SingPost	12.19	-	The transacting party itself
			SingTel Temasek	-	12.19 ⁽¹⁾ 12.19 ⁽²⁾	A substantial shareholder of SingPost A substantial shareholder of SingTel
Yamato Asia, a vendor to the GDEX Group	Singapore	Provision of advisory services related to express delivery by Yamato to enhance operational efficiency for business collaboration projects between Yamato Group and GDEX Group	Mr Hiroshi Etani (Appointed on 1 April 2021)	-	-	Mr Hiroshi Etani is a Non-Independent Non-Executive Director of GDEX. He is a Representative of Yamato Asia on the Board of GDEX.
			Yamato Asia	23.08	-	The transacting party itself
			Yamato Holdings	-	23.08 ⁽³⁾	A Major Shareholder of GDEX

2.4 Classes of Related Parties (continued)

Transacting Related Parties	Country of Incorporation	Nature of transactions	Interested Directors and Major Shareholders	Shareholdings of interested Directors and Major Shareholders in Related Parties		Interest Directors' and Major Shareholders' relationship with Related Parties
				Direct %	Indirect %	
Yamato Transport, a customer to the GDEX Group	Malaysia	Provision of express delivery services by the GDEX Group to YAMATO Transport	Yamato Asia	23.08	-	Yamato Asia is a Major Shareholder of GDEX and the holding company of Yamato Transport
Web Bytes, a vendor to the GDEX Group	Malaysia	Provision and development of software solution for GDEX	Yamato Transport	-	-	The transacting party itself
			Yamato Holdings	-	23.08 ⁽³⁾	A Major Shareholder of GDEX
Web Bytes, a vendor to the GDEX Group	Malaysia	Provision and development of software solution for GDEX	Mr Teong Teck Lean	-	32.69 ⁽⁴⁾	Mr Teong Teck Leong is the Managing Director and Group Chief Executive Officer of GDEX. He is GDEX's Representative on the Board of Web Bytes. He is also a Major Shareholder of GDEX
			Mr Lee Kah Hin	-	32.69 ⁽⁴⁾	Mr Lee Kah Hin is an Executive Director of GDEX. He is GDEX's Representative on the Board of Web Bytes

Notes:

- (1) Deemed interested by virtue of interest held through SingPost.
- (2) Deemed interested by virtue of interest held through SingTel via SingPost.
- (3) Deemed interested by virtue of interest held through Yamato Asia.
- (4) Deemed interested by virtue of interest held through GDEX.

2.5 (a) Nature of Recurrent Related Party Transactions and the estimated values

The information on the Recurrent Related Party Transactions and their estimated values for which approval is being sought at the forthcoming AGM pursuant to the Proposed Renewal of Shareholders' Mandate are set out below:

(i) Proposed renewal of shareholders' mandate

	Transacting parties		Nature of transactions	Estimated value per last mandate RM'000	Actual value transacted since last AGM to LPD RM'000	Explanation for variation between the actual value and the estimated value by ten percent (10%) or more (if any)	Estimated value during the Proposed Mandate Period* RM'000
	GDEX Group	Related Party					
(i)	GD(S)	SingPost	Provision of express delivery services to SingPost by GD(S)	1,000	1,114	**	5,000
(ii)	GDSB	QSI (M)	Provision of express delivery services to QSI (M) by GDSB	5,000	6,384	**	8,000
(iii)	GD(S)	QS (S)	Provision of express delivery services to QS (S) by GD(S)	1,000	-	Not applicable	1,000

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2.5 (a) Nature of Recurrent Related Party Transactions and the estimated values (cont'd)

(i) Proposed renewal of shareholders' mandate (cont'd)

	Transacting parties		Nature of transactions	Estimated value per last mandate RM'000	Actual value transacted since last AGM to LPD RM'000	Explanation for variation between the actual value and the estimated value by ten percent (10%) or more (if any)	Estimated value during the Proposed Mandate Period* RM'000
	GDEX Group	Related Party					
(iv)	GDSB	Yamato Transport, a subsidiary of Yamato Asia	Provision of express delivery services to Yamato Transport by GDSB	3,000	45	Not applicable	3,000
(v)	GDEX	Yamato Transport Co., Ltd	Provision of advisory services related to express delivery by Yamato Transport Co., Ltd to enhance operational efficiency for business collaboration projects between Yamato Group and GDEX Group	(250)	(120)	Not applicable	(500)
(vi)	GDEX	Yamato Holdings, the holding company of Yamato Asia	Provision of advisory services related to express delivery by Yamato Asia to enhance operational efficiency for business collaboration projects between Yamato Group and GDEX Group	(250)	(60)	Not applicable	-

2.5 (a) Nature of Recurrent Related Party Transactions and the estimated values (cont'd)

(i) Proposed renewal of shareholders' mandate (cont'd)

	Transacting parties		Nature of transactions	Estimated value per last mandate RM'000	Actual value transacted since last AGM to LPD RM'000	Explanation for variation between the actual value and the estimated value by ten percent (10%) or more (if any)	Estimated value during the Proposed Mandate Period* RM'000
	GDEX Group	Related Party					
(vii)	GDEX	Web Bytes	Provision and development of software solution for GDEX	(2,500)	(61)	Not applicable	(5,000)

Note:

* The amount represents the estimated value of transactions excluding customs duties (if any) that will be undertaken during the Proposed Mandate Period. These estimated values have been arrived at by the GDEX Group after taking into account the Management's forecasts on transaction values which have been undertaken and anticipated for the Proposed Mandate Period. Nevertheless, the above estimates may vary from the actual amounts and are subject to changes.

The projected amount from 7 June 2022 (date of AGM) to the date of next AGM are based on historical records and projected business transactions volume of the respective Recurrent Related Parties Transactions.

** The amounts of the above reported transactions are higher mainly due to longer reporting period as a result of the change of financial year end of the Company from 30 June to 31 December i.e. 18 months instead of 12 months reporting period.

(b) Amount due from and owing by Related Parties under previous mandate obtained

As at end of the financial period ended 31 December 2021, there is no amount due and owing by the Related Parties pursuant to the Recurrent Related Party Transactions that has exceeded the credit terms.

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(c) Methods or procedures on which transaction prices are determined

The terms, including pricing of the Recurrent Related Party Transactions as set out above are based on normal commercial terms and on transaction price practiced in the industry and are also on similar terms if the same were to be offered to/by third parties. At least two (2) other contemporaneous transactions with unrelated third parties for similar products, services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products, services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction process will be determined based on the GDEX Group's usual business practice.

2.6 Threshold of authority

There is no specific threshold for approval of the Recurrent Related Party Transactions within the GDEX Group. However, all Recurrent Related Party Transactions are subject to the approval of the Board. Where any Director has any interest (direct or indirect) in any Recurrent Related Party Transaction, such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stipulated in Section 2.7 of this Circular, are inadequate and to ensure that:

- (a) Recurrent Related Party Transaction(s) will be conducted on an arms' length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (b) such transaction will not be detrimental to the minority shareholders of the Company or prejudicial to the interests of the shareholders,

the Company will obtain a fresh shareholders' mandate.

2.7 Review methods or procedures for Recurrent Related Party Transactions

The following review procedures have been formalised to ensure that Recurrent Related Party Transactions contemplated under the Proposed Renewal of Shareholders' Mandate are undertaken on transaction prices and terms no more favourable to the Related Party than those generally available to the public, and are not to the detriment of the minority shareholders of the Company:

(a) Identification

- (i) A list of the Related Parties will be circulated within the GDEX Group to notify that all Recurrent Related Party Transactions are required to be undertaken on an arm's length basis, under normal commercial terms consistent with the GDEX Group's business practices and policies, on terms not more favourable to the Related Party than those generally available to the public and not to the detriment of the minority shareholders of the Company.
- (ii) All companies within the GDEX Group are required to inform the Company's headquarters before entering into any Recurrent Related Party Transactions other than those entered into pursuant to the shareholders' mandate. In addition, all heads of department are advised to report on all transactions involving related parties which are to be tabled to the Audit and Risk Management Committee for review on a quarterly basis.

(b) Authorisation

- (i) The pricing methods and procedures of the transactions are to be determined by market forces, under similar commercial terms for transactions with third parties that depend on the demand and supply, quality and the availability of the products/services.

- (ii) All types of Recurrent Related Party Transactions are carried out at arm's length and on the GDEX Group's normal commercial terms which are no 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.
- (iii) The Related Parties and Directors who are deemed interested have been advised of their responsibilities, obligations under the Listing Requirements, and the GDEX Group's policy and procedures for Recurrent Related Party Transactions.
- (iv) If a member of the Board or Audit and Risk Management Committee has an interest, direct or indirect, in any Recurrent Related Party Transaction, he/she shall abstain from any decision-making by the Board or Audit and Risk Management Committee in respect of the said transaction.
- (c) Monitoring and Reporting
- (i) A register shall be maintained by the respective companies within the GDEX Group to record all Recurrent Related Party Transactions, including Related Party Transactions which are entered into pursuant to the shareholders' mandate. All Recurrent Related Party Transactions shall be reported to the Audit and Risk Management Committee on a quarterly basis together with the quarterly financial reports.
- (ii) The annual internal audit plan shall incorporate a review of all Recurrent Related Party Transactions entered into pursuant to the shareholders' mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to. Any divergence will be reported to the Audit and Risk Management Committee.
- (iii) The Audit and Risk Management Committee shall review the annual and periodic internal audit reports to ascertain that the guidelines and procedures established to monitor all Recurrent Related Party Transactions have been complied with.
- (iv) The Audit and Risk Management Committee has reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.
- (v) If during the annual or periodic review as mentioned in Sections (c)(iii) and (iv) above, the Audit and Risk Management Committee is of the opinion that the guidelines and procedures are not sufficient to ensure that all Recurrent Related Party Transactions are undertaken:
- on arm's length basis;
 - under normal commercial terms consistent with the GDEX Group's business practices and policies;
 - on terms no more favourable to the related parties than those generally available to the public; and
 - not to the detriment of the minority shareholders of the Company,
- the Company will procure a fresh mandate from the non-interested shareholders of the Company based on a new or additional set of review procedures and guidelines.

2.8 Disclosure in annual report

Disclosure will be made in the Company's annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions made during the financial year, amongst others, based on the following information:

- (a) the type of Recurrent Related Party Transactions made; and
- (b) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

2.9 Audit and Risk Management Committee's Statement

The Audit and Risk Management Committee has seen and reviewed the procedures and processes as set out in Section 2.7 above and is satisfied that the GDEX Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner as well as to ensure that the Recurrent Related Party Transactions will be undertaken:

- (a) on arm's length basis;
- (b) under normal commercial terms consistent with the GDEX Group's business practices and policies;
- (c) on terms no more favourable to the related parties than those generally available to the public; and
- (d) not to the detriment of the minority shareholders of the Company.

The Audit and Risk Management Committee reviews the procedures and processes in Section 2.7 periodically, as and when the need arises.

The Audit and Risk Management Committee is also of the view that the above procedures in Section 2.7 are sufficient to ensure that Recurrent Related Party Transactions are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders.

3. RATIONALE FOR AND BENEFITS OF THE RECURRENT RELATED PARTY TRANSACTIONS

The Recurrent Related Party Transactions entered into by the GDEX Group with the Related Parties are all in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and could arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such Recurrent Related Party Transactions. Consequently, this will eliminate the need to make regular announcements to Bursa Securities and to convene separate general meetings from time to time to seek shareholders' approval as and when the need arises. Also, it would substantially reduce administrative time, inconvenience and expenses associated with the making of announcements and convening of such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the GDEX Group.

The Recurrent Related Party Transactions entered into by the GDEX Group with SingPost, QSI (M), QS (S), Yamato Asia, Yamato Transport and Web Bytes are in the ordinary course of business on normal commercial terms and not detrimental to minority shareholders' interests. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions will generate income and expenses to both GDEX Group and the Related Parties. It is in the best interest of the GDEX Group to transact with such related parties so that GDEX Group and the Related Parties could enjoy synergistic benefits. The Proposed Renewal of Shareholders' Mandate would also enable the GDEX Group to broaden its customer base to include related parties.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any material effect on the share capital, shareholdings of the substantial shareholders, earnings per share, net assets per share and working capital of the GDEX Group.

5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

The direct and indirect interests of the Interested Directors and interested Major Shareholders of the Company as at LPD are as follows:

	Shareholdings in GDEX as at LPD			
	< -----Direct----- >		< -----Indirect----- >	
	No. of Shares	%	No. of Shares	%
Interested Directors				
Mr Hiroshi Etani ^	-	0.00	-	0.00
Mr Yik Yen Shan, Vincent ^^	-	0.00	-	0.00
Mr Teong Teck Lean ^^^	142,955,452	2.56	2,054,230,938 ⁽⁴⁾	36.81
Mr Lee Kah Hin ^^^	716,753	0.01	-	-
Interested Major Shareholders				
SingPost	680,072,053	12.19	-	0.00
SingTel	-	0.00	680,072,053 ⁽¹⁾	12.19
Temasek	-	0.00	680,072,053 ⁽²⁾	12.19
Yamato Asia	1,287,938,501	23.08	-	0.00
Yamato Holdings	-	0.00	1,287,938,501 ⁽³⁾	23.08

Notes:

(1) Deemed interested by virtue of interest held through SingPost.

(2) Deemed interested by virtue of interest held through SingTel via SingPost.

(3) Deemed interested by virtue of interest held through Yamato Asia.

(4) Deemed interested by virtue of interest held through GDEX Foundation, GD Express Holdings (M) Sdn Bhd, GD Holdings International Limited and his spouse's direct shareholding in GDEX.

^ Representative of SingPost on the Board of the Company.

^^ Representative of Yamato Asia on the Board of the Company.

^^^ Representative of the Company on the Board of Web Bytes.

The interested Directors of the Company, namely Mr Teong Teck Lean, Mr Lee Kah Hin, Mr Hiroshi Etani and Mr Yik Yen Shan, Vincent ("**Interested Directors**") have abstained and will continue to abstain from the Board's deliberations. They will also abstain from voting in respect of their direct and/or indirect shareholdings in GDEX, on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

In addition, the interested Major Shareholders of the Company, namely SingPost, SingTel, Temasek, Yamato Asia and Yamato Holdings ("**Interested Major Shareholders**") will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

The aforementioned Interested Directors and Interested Major Shareholders of the Company have also undertaken to ensure that the persons connected with them (if any) will abstain from deliberating and/or voting in respect of their direct and/or indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

6. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of GDEX at the forthcoming AGM.

7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), after having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Company and accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the ordinary resolution on Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM.

8. AGM

The AGM, the notice of which is enclosed in the Annual Report of the Company for financial period ended 31 December 2021 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 Tuesday, 7 June 2022 at 11.00 a.m., for the purpose of considering and, if thought fit, passing, *inter alia*, the ordinary resolution set out in the Notice of AGM, to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend or vote in person at the AGM, you will find attached to the Annual Report of the Company for the financial period ended 31 December 2021, a Form of Proxy, which you are required to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive 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 not less than forty-eight (48) hours before the date and time set for the AGM or any adjournment thereof. The lodging of the Form of Proxy will not, however, preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to the Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
GDEX BERHAD

TAN SRI MUHAMMAD BIN IBRAHIM
Independent Non-Executive Chairman

PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE
ITS OWN SHARES**



GDEX BERHAD

[Registration No. 200301028159 (630579-A)]
(Incorporated in Malaysia)

Registered Office:

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

29 April 2022

Board of Directors:

Tan Sri Muhammad Bin Ibrahim (*Independent Non-Executive Chairman*)
Teong Teck Lean (*Managing Director and Group Chief Executive Officer*)
Lim Chee Seong (*Executive Director and Chief Financial Officer*)
Lee Kah Hin (*Executive Director and Chief Investment Officer*)
Chua Put Moy (*Independent Non-Executive Director*)
Low Ngai Yuen (*Independent Non-Executive Director*)
Dato' Azman Bin Mahmud (*Independent Non-Executive Director*)
Nuraini Binti Ismail (*Independent Non-Executive Director*)
Hiroshi Etani (*Non-Independent Non-Executive Director*)
Yik Yen Shan, Vincent (*Non-Independent Non-Executive Director*)

To: The Shareholders of GDEX

Dear Sir/Madam,

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

1. INTRODUCTION

At the AGM of the Company held on 3 December 2020, the Company had obtained its shareholders' approval to purchase up to 10% of the total number of issued shares of the Company at any point of time through Bursa Securities. The aforesaid mandate shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless a new mandate is obtained from the shareholders.

On 7 April 2022, the Company announced that the Company proposes to seek its shareholders' approval for the Proposed Renewal of Share Buy-Back Authority.

The purpose of this Statement is to provide you with the details of the Proposed Renewal of Share Buy-Back Authority together with the recommendation of the Board and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled as special business at the forthcoming AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

2.1 Details of the Proposed Renewal of Share Buy-Back Authority

The Board proposes to seek the renewal of the authority for the Company to purchase up to 10% of the total number of issued shares at any point in time, subject to compliance with Section 127 of the Act, Chapter 12 of the Listing Requirements, the Code and any Prevailing Laws at the time of purchase(s).

As at the LPD, the total number of issued Shares of the Company was 5,641,410,835 (including Treasury Shares of 61,316,300). Hence, subject to the shareholders' approval, the Company may purchase up to 564,141,084 Shares pursuant to the Proposed Renewal of Share Buy-Back Authority, representing 10% of the total number of issued shares.

The authorisation from the shareholders for the Proposed Renewal of Share Buy-Back Authority, if granted, will be effective upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM of the Company and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed at which time it will lapse unless by ordinary resolution passed at the that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) the authority is revoked or varied by an ordinary resolution passed by the shareholders at in a general meeting of the Company,

whichever occurs first.

The Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares. However, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

2.2 Maximum Amount of Funds to be Allocated and Source of Funds

Paragraph 12.10(1) of the Listing Requirements stipulated that the Proposed Renewal of Share Buy-Back Authority must be made wholly out of the retained profits of the Company. The Proposed Renewal of Share Buy-Back Authority will be financed through internally generated funds.

The Proposed Renewal of Share Buy-Back Authority is not expected to have a material impact on the cashflow position of the Company. In addition, the Board will ensure that the Company satisfies the solvency test stated in Section 112(2) of the Act before implementing the Proposed Renewal of Share Buy-Back Authority.

Based on the latest audited consolidated financial statements for the financial year ended 30 June 2020, the retained profits of the Company were approximately RM73.6 million. The Board shall ensure that the maximum funds to be utilised for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company.

2.3 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, the Board may deal with any of the Purchased Shares in the following manner:

- i. cancel the Purchased Shares so purchased;
- ii. retain the Purchased Shares so purchased as Treasury Shares; or
- iii. a combination of (i) and (ii) above.

The decision whether to retain the Purchased Shares as Treasury Shares or to cancel the Purchased Shares or a combination of both, will be made by the Board at the appropriate time subject to compliance with the prevailing laws.

Accordingly, based on Section 127(7) of the Act, where such Purchased Shares are held as Treasury Shares, the Directors may, at their discretion:

- (a) distribute the Purchased Shares as dividends to the shareholders of the Company, such dividends to be known as "share dividends";
- (b) resell the Purchased Shares or any of the shares in accordance with the relevant rules of the Bursa Securities;

- (c) transfer the Purchased Shares, or any of the Purchased Shares for the purposes of or under an employees' share scheme;
- (d) transfer the Purchased Shares, or any of the Purchased Shares as purchase consideration;
- (e) cancel the Purchased Shares or any of the Purchased Shares; or
- (f) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe.

An immediate announcement will be made to Bursa Securities on any purchase of Shares as well as any resale or cancellation of the Treasury Shares or a combination of both.

Pursuant to Section 127(8) of the Act, if the Purchased Shares are held as Treasury Shares, the rights attached to them in relation to voting, dividends and participation in any other distribution and otherwise is suspended. In accordance with Section 127(9) of the Act, the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting. The Board will be mindful of the interests of the Company and its shareholders in exercising the authority granted by the shareholders in deciding the final number of Shares to be purchased and thereafter cancelled and/or retained as Treasury Shares.

2.4 Purchase Price

In compliance with the Listing Requirements, the Company may only purchase the Shares at a price which is not more than 15% above the weighted average market price for the Shares for the 5 market days immediately before the purchase.

2.5 Resale or Transfer Price

In the case of resale or transfer of Treasury Shares (if any), the Company may only resell Treasury Shares on Bursa Securities or transfer Treasury Shares pursuant to Section 127(7) of the Act at:

- (i) a price which is not less than the weighted average market price for the Shares for the 5 market days immediately before the resale or transfer; or
- (ii) a discounted price of not more than 5% to the weighted average market price for the Shares for the 5 market days immediately before the resale or transfer provided that:
 - (a) the resale or transfer takes place no earlier than 30 days from the date of purchase; and
 - (b) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

2.6 Public Shareholding Spread

As at LPD, the public shareholding spread of the Company was approximately 25.06%.

The Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with Section 127 of the Act and any Prevailing Laws and requirements issued by the relevant authorities at the time of purchase including compliance with the 25% shareholding spread requirement as set out in paragraph 8.02(1) of the Listing Requirements.

3. RATIONALE AND POTENTIAL ADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority will enable GDEX to utilise its surplus resources to purchase the Shares at prices which the Board views as favourable. It may stabilise the supply and demand of the Shares traded on Bursa Securities and thereby supporting the fundamental value. In addition, where Purchased Shares are held as Treasury Shares, such shares may be resold on Bursa Securities at prices higher than their purchase prices and therefore realising a potential gain without affected the total issued Shares of the Company. The Treasury Shares may be distributed to the shareholders as share dividends, this would serve to reward the shareholders of the Company.

The Proposed Renewal of Share Buy-Back Authority will enable the Company to utilise its surplus of financial resources, not immediately required for use, to purchase its own Shares. The Proposed Renewal of Share Buy-Back Authority is expected to potentially benefit the Company and its shareholders as follows:

- (a) allow the Company to take preventive measures against speculation particularly when the Shares are undervalued, which would, in turn, stabilise the market price of the Shares and hence investors' confidence;
- (b) provide flexibility to the Company to utilise available financial resources to purchase its own Shares;
- (c) allow improvements to the earnings per share with the cancellation of the Purchased Shares or Treasury Shares from the exercise;
- (d) allow the Company to realise potential capital gains if the Purchased Shares which are kept as Treasury Shares are subsequently resold at prices higher than their purchase prices; and
- (e) allow the distribution of Treasury Shares as share dividends to shareholders which serves as a reward to the shareholders of the Company.

4. DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders is that the Proposed Renewal of Share Buy-Back Authority will require utilisation of financial resources which may result in the Company foregoing other investment opportunities and/or foregoing income that may be derived from the deposit of such funds in interest bearing instruments and may also reduce cash dividend distributions to its shareholders.

However, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages as it will be exercised only after in-dept consideration of the financial resources of the Company and the potential impact on the Group's earnings and financial position.

5. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

On the assumption that the Proposed Renewal of Share Buy-Back Authority is carried out in full, the effects on the existing issued shares capital, NA per share, working capital, earnings, dividends and shareholdings of existing Directors and substantial shareholders of the Company are as set out below:

5.1 Share Capital

The effects of the Proposed Renewal of Share Buy-Back Authority on the number of issued Shares are set out below:

	<u>No. of Issued Shares</u>	<u>%</u>
Existing number of issued Shares as at LPD	5,641,410,835	100.00
Less: Shares purchased amounting to 10% of the existing number of issued Shares pursuant to the Proposed Renewal of Share Buy-Back Authority	(564,141,084)	10.00
Resultant number of Shares in issued	5,077,269,751	90.00

The effect of the Proposed Renewal of Share Buy-Back Authority on the issued Shares of the Company will depend on whether the Purchased Shares are cancelled or retained as Treasury Shares. If the Purchased Shares are cancelled, the issued Shares of the Company will be reduced by the number of Shares so cancelled. Conversely, if the Purchased Shares are retained as Treasury Shares, resold or distributed to the shareholders, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the issued Shares of the Company.

5.2 Working Capital

The Proposed Renewal of Share Buy-Back Authority if exercised is likely to reduce the working capital and cash flow of the Company, the quantum of which depends on, amongst others, the purchase price and the actual number of Shares purchased. Notwithstanding, it is not expected to have a material effect on the working capital and cash flow of the Company.

However, the Shares so purchased and maintained as treasury shares may increase the working capital of the Company, if the Treasury Shares are subsequently resold at a higher price than the initial purchase price (subject to the extent of the number of treasury shares resold and the prevalent selling price).

5.3 Earnings

The effect of the Proposed Renewal of Share Buy-Back Authority if carried out, may give rise to an increased earnings per share of the Company (subject to the purchase price, the actual number of shares bought back and the opportunity cost of the funds utilised for the Purchased Shares).

If the Treasury Shares are subsequently sold on Bursa Securities, there will be no impact on the earnings as the gain or loss is taken directly to the equity.

5.4 NA per Share

The effects of the Proposed Renewal of Share Buy-Back Authority on the NA per Share are dependent on the number of Shares which the Company will buy back, the purchase price and the effective funding cost. Proposed Renewal of Share Buy-Back Authority will reduce the NA per Share if the purchase price exceeds the NA per Share and conversely, will increase the NA per Share if the purchase price is less than the NA per Share. Should the Company choose to retain any Purchased Shares as Treasury Shares and subsequently resell the Treasury Shares on Bursa Securities and, depending on the price at which the said Treasury Shares are resold, the Proposed Renewal of Share Buy-Back Authority may have a positive effect on the NA per Share, if a gain is achieved on resale (but subject to the selling price and number of Treasury Shares resold).

5.5 Dividends

The Proposed Renewal of Share Buy-Back Authority may reduce the amount of retained profits available for payment of cash dividends to its shareholders. Nevertheless, if the Shares so purchased are retained as Treasury Shares, the said Treasury Shares may be distributed as dividends to its shareholders, if the Company so decides. Accordingly, the Directors will fully consider the interest of the Company and its shareholders in implementing Proposed Renewal of Share Buy-Back Authority.

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5.6 Directors' and Substantial Shareholders' Shareholdings

The effect on the direct and indirect interests of the Directors and substantial shareholders of GDEX as at the LPD based on the assumption that the Proposed Renewal of Share Buy-Back Authority is carried out in full on the basis that all the Shares are purchased from shareholders other than the substantial shareholders of GDEX, and all such shares purchased are cancelled, the effects of such purchase on the shareholdings of the existing substantial shareholders of GDEX are as follows:

Minimum Scenario

Assuming none of the Warrants C are exercised into new GDEX Shares

Directors	As at LPD			After the Proposed Share Buy-Back		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%		No. of Shares	%	
Tan Sri Muhammad Bin Ibrahim	2,200,000	0.04	-	2,200,000	0.04	-
Teong Teck Lean	142,955,452	2.56	2,054,230,938 ⁽¹⁾	142,955,452	2.81	2,054,230,938 ⁽¹⁾
Lim Chee Seong	330,000	0.01	-	330,000	0.01	-
Lee Kah Hin	716,735	0.01	-	716,735	0.01	-
Chua Put Moy (f)	-	-	-	-	-	-
Low Ngai Yuen (f)	-	-	-	-	-	-
Hiroshi Etani	-	-	-	-	-	-
Dato' Azman Bin Mahmud	-	-	-	-	-	-
Nuraini Binti Ismail (f)	-	-	-	-	-	-
Yik Yen Shan, Vincent	-	-	-	-	-	-
Substantial Shareholders	As at LPD			After the Proposed Share Buy-Back		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%		No. of Shares	%	
Teong Teck Lean	142,955,452	2.56	2,054,230,938 ⁽¹⁾	142,955,452	2.81	2,054,230,938 ⁽¹⁾
GD Express Holdings (M) Sdn Bhd	1,384,804,622	24.82	-	1,384,804,622	27.28	-
GD Holdings International Limited	636,831,693	11.41	-	636,831,693	12.54	-
SingPost	680,072,053	12.19	-	680,072,053	13.39	-
SingTel	-	-	680,072,053 ⁽²⁾	-	-	655,106,119 ⁽³⁾
Temasek	-	-	680,072,053 ⁽³⁾	-	-	655,106,119 ⁽⁴⁾
Yamato Asia	1,287,938,501	23.08	-	1,287,938,501	25.37	-
Yamato Holdings	-	-	1,287,938,501 ⁽⁴⁾	-	-	1,287,938,501 ⁽⁵⁾
			23.08			25.37

Maximum Scenario

Assuming all the Warrants C are fully exercised into new GDEX Shares and 10% of GDEX Shares are fully purchased

Directors	As at LPD [@]						Assuming all the Warrants are fully exercised and 10% of the GDEX Shares are fully purchased ^{@@}					
	Direct			Indirect			Direct			Indirect		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Sri Muhammad Bin Ibrahim	2,200,000	0.04	-	-	2,200,000	0.04	-	-	2,200,000	0.04	-	-
Teong Teck Lean	142,955,452	2.56	2,054,230,938 ⁽¹⁾	36.81	171,554,669	3.38	2,397,331,309 ⁽¹⁾	47.22	171,554,669	3.38	2,397,331,309 ⁽¹⁾	47.22
Lim Chee Seong	330,000	0.01	-	-	371,250	0.01	-	-	371,250	0.01	-	-
Lee Kah Hin	716,735	0.01	-	-	806,347	0.02	-	-	806,347	0.02	-	-
Chua Put Moy (f)	-	-	-	-	-	-	-	-	-	-	-	-
Low Ngai Yuen (f)	-	-	-	-	-	-	-	-	-	-	-	-
Hiroshi Etani	-	-	-	-	-	-	-	-	-	-	-	-
Dato' Azman Bin Mahmud	-	-	-	-	-	-	-	-	-	-	-	-
Nuraini Binti Ismail (f)	-	-	-	-	-	-	-	-	-	-	-	-
Yik Yen Shan, Vincent	-	-	-	-	-	-	-	-	-	-	-	-
	As at LPD[@]						Assuming all the Warrants are fully exercised and 10% of the GDEX Shares are fully purchased^{@@}					
Substantial Shareholders	Direct			Indirect			Direct			Indirect		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Teong Teck Lean	142,955,452	2.56	2,054,230,938 ⁽¹⁾	36.81	171,554,669	3.38	2,397,331,309 ⁽¹⁾	47.22	171,554,669	3.38	2,397,331,309 ⁽¹⁾	47.22
GD Express Holdings (M) Sdn Bhd	1,384,804,622	24.82	-	-	1,644,789,205	32.40	-	-	1,644,789,205	32.40	-	-
GD Holdings International Limited	636,831,693	11.41	-	-	896,816,276	17.66	-	-	896,816,276	17.66	-	-
SingPost	680,072,053	12.19	-	-	680,072,053	13.99	-	-	680,072,053	13.99	-	-
SingTel	-	-	680,072,053 ⁽²⁾	12.19	-	-	680,072,053 ⁽²⁾	13.39	-	-	680,072,053 ⁽²⁾	13.39
Temasek	-	-	680,072,053 ⁽³⁾	12.19	-	-	680,072,053 ⁽³⁾	13.39	-	-	680,072,053 ⁽³⁾	13.39
Yamato Asia	1,287,938,501	23.08	-	-	1,448,930,813	28.54	-	-	1,448,930,813	28.54	-	-
Yamato Holdings	-	-	1,287,938,501 ⁽⁴⁾	23.08	-	-	1,448,930,813 ⁽⁴⁾	28.54	-	-	1,448,930,813 ⁽⁴⁾	28.54

Notes:

(1) Deemed interested by virtue of interest held through GDEX Foundation, GD Express Holdings (M) Sdn Bhd, GD Holdings International Limited and his spouse's direct shareholding in GDEX.

(2) Deemed interested by virtue of interest held through SingPost.

(3) Deemed interested by virtue of interest held through SingTel via SingPost.

(4) Deemed interested by virtue of interest held through Yamato Asia.

@ Based on 5,580,094,535 Shares, excluding Treasury Shares of 61,316,300 Shares as at the LPD.

@@ Based on 5,077,269,751 Shares, excluding 564,141,084 Shares (being the 10% of the total number of issued Shares of the Company as at the LPD).

6. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares as traded on Bursa Securities for the past twelve (12) months from October April 2021 to March 2022 are as follows:

	High (RM)	Low (RM)
2021		
April	0.420	0.355
May	0.405	0.355
June	0.385	0.385
July	0.365	0.325
August	0.330	0.300
September	0.330	0.295
October	0.335	0.295
November	0.325	0.290
December	0.300	0.275.
2022		
January	0.290	0.270
February	0.285	0.250
March	0.260	0.205

(Source:www.investing.com)

The last transacted price of the Shares on LPD was RM0.25 per Share.

7. PURCHASE, RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES

The Company has purchased its own Shares in the preceding 12 months and details of purchases are as follows:

Date of Purchase	No. of Shares Purchased	Purchase Price (RM)		Total Consideration Paid* (RM)
		Highest	Lowest	
26/10/2020	290,100	0.350	0.350	101,888.36
18/12/2020	1,000,000	0.405	0.405	406,409.40
22/12/2020	1,324,900	0.390	0.390	518,509.16
29/12/2020	1,000,000	0.410	0.405	409,720.88
04/01/2021	473,300	0.400	0.395	188,126.55
06/01/2021	1,000,000	0.395	0.390	395,371.12
08/01/2021	925,000	0.365	0.365	338,799.94
02/03/2021	2,000,000	0.365	0.365	732,740.40
08/03/2021	2,000,000	0.360	0.360	722,705.60
09/03/2021	1,256,100	0.360	0.360	453,969.65
10/03/2021	270,500	0.360	0.360	98,126.56
11/03/2021	1,973,400	0.365	0.360	715,670.63
12/03/2021	1,000,000	0.365	0.360	363,861.15
15/03/2021	893,800	0.365	0.365	327,572.31
22/03/2021	1,000,000	0.375	0.375	376,505.00
23/03/2021	2,000,000	0.375	0.370	743,778.68
29/03/2021	1,000,000	0.365	0.365	366,470.20
30/03/2021	400,000	0.365	0.365	144,645.12
31/03/2021	1,000,000	0.360	0.360	361,452.80
05/04/2021	251,900	0.365	0.365	92,647.85
14/04/2021	500,000	0.380	0.380	190,851.20
15/04/2021	1,000,000	0.375	0.375	376,505.00
16/04/2021	1,000,000	0.375	0.375	376,505.00
19/04/2021	2,000,000	0.380	0.375	755,218.35
28/04/2021	1,000,000	0.380	0.380	381,522.40
30/04/2021	2,000,000	0.380	0.380	762,844.80

Cont'd/-.....

Date of Purchase	No. of Shares Purchased	Purchase Price (RM)		Total Consideration Paid* (RM)
		Highest	Lowest	
05/05/2021	2,000,000	0.390	0.385	777,897.00
19/05/2021	500,000	0.365	0.365	183,318.10
21/05/2021	500,000	0.355	0.355	178,295.70
25/05/2021	396,400	0.365	0.365	145,334.51
27/05/2021	1,061,700	0.365	0.365	389,069.07
03/06/2021	543,900	0.370	0.370	202,143.33
04/06/2021	735,300	0.370	0.370	273,207.77
17/06/2021	1,000,000	0.370	0.370	371,487.60
24/06/2021	1,000,000	0.365	0.365	366,470.20
25/06/2021	500,000	0.365	0.365	183,318.10
09/07/2021	1,438,400	0.345	0.350	500,628.73
30/07/2021	500,000	0.325	0.325	163,228.50
13/09/2021	500,000	0.315	0.315	158,206.10
22/09/2021	525,800	0.300	0.295	158,341.41
23/09/2021	1,000,000	0.300	0.300	301,244.00
27/09/2021	500,000	0.305	0.305	153,183.70
05/10/2021	392,200	0.300	0.300	118,187.46
12/10/2021	712,200	0.320	0.320	228,897.11
13/10/2021	847,700	0.325	0.320	276,491.12
22/10/2021	500,000	0.320	0.320	160,716.80
25/10/2021	500,000	0.325	0.325	163,228.50
26/10/2021	500,000	0.325	0.325	163,228.50
28/10/2021	500,000	0.325	0.325	163,228.50
01/11/2021	500,000	0.320	0.320	160,716.80
02/11/2021	500,000	0.320	0.320	160,716.80
05/11/2021	500,000	0.315	0.315	158,206.10
09/11/2021	401,100	0.310	0.310	124,898.71
12/11/2021	757,000	0.310	0.310	235,686.66
15/11/2021	800,000	0.310	0.310	249,063.04
16/11/2021	844,300	0.310	0.310	262,843.83
17/11/2021	1,000,000	0.310	0.310	311,278.80
18/11/2021	2,000,000	0.315	0.310	627,375.00
19/11/2021	500,000	0.315	0.315	158,206.10
01/03/2022	100,000	0.250	0.250	25,195.00
02/03/2022	300,000	0.250	0.240	73,923.11
03/03/2022	600,000	0.250	0.245	150,479.21
Total	53,015,000			19,017,130.58

* Inclusive transaction cost.

As at LPD, the Company held a total of 61,316,300 Treasury Shares. There was no resale, transfer or cancellation of Treasury Shares in the preceding 12 months.

8. IMPLICATION OF THE CODE

In the event that the Proposed Renewal of Share Buy-Back Authority results in any major shareholder and/or persons acting in concert with him/her/them obtaining control in a Company pursuant to the Code, the affected major shareholder and/or persons acting in concert with him/her/them will be obliged to make a mandatory offer for the remaining Shares not held by him/her/them.

In the event the Proposed Renewal of Share Buy-Back Authority results in any major shareholder and/or persons acting in concert with him/her/them who already hold more than 33% but less than 50% of the voting shares of the Company increasing by more than 2% in any 6 months' period, pursuant to the Code, the affected major shareholder and/or persons acting in concert with him/her/them will be obliged to make a mandatory offer for the remaining Shares not held by him/her/them.

It is not the intention of the Company to cause any shareholders to trigger an obligation to undertake a mandatory general offer under the Code and the Company will be mindful of the above implications of the Code in making any purchase of its own Shares pursuant to the Proposed Renewal of Share Buy-Back Authority.

However, an exemption from mandatory offer obligation may be granted by the SC under the Code subject to the parties acting in concert complying with the conditions stipulated in the Code.

9. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save for the proportionate increase in the percentage of shareholdings of the Directors, substantial shareholders and persons connected with them as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors and substantial shareholders and/or persons connected to them have any interest in the Proposed Renewal of Share Buy-Back Authority.

10. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of GDEX at the forthcoming AGM.

11. DIRECTORS' RECOMMENDATION

The Board having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company, and accordingly recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM.

12. FURTHER INFORMATION

Shareholders are requested to refer to the Appendix I for further information.

Yours faithfully
For and on behalf of the Board of
GDEX BERHAD

TAN SRI MUHAMMAD BIN IBRAHIM
Independent Non-Executive Chairman

ADDITIONAL INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular/Statement has been seen and approved by our Board and its members who collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular/Statement misleading.

2. MATERIAL CONTRACTS

Neither the Company nor any of its subsidiaries has entered into any material contracts (not being contracts entered into in the ordinary course of business) within two years preceding the date of this Circular/Statement.

3. MATERIAL LITIGATION

Neither the Company nor any of its subsidiaries is engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Directors of GDEX do not have any knowledge of proceedings pending or threatened against GDEX and/or its subsidiaries, or of any fact likely to give rise to any proceeding, which might materially and adversely affect the financial position or business of the GDEX Group as at the date of this Circular/Statement.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours (except for public holidays) from the date of this Circular/Statement up to and including the date of the forthcoming AGM, at the Registered Office of the Company:

- (i) Constitution of GDEX;
- (ii) The latest audited consolidated financial statements of GDEX for the financial year ended 30 June 2020 and 18 months period ended 31 December 2021; and
- (iii) The latest unaudited results of GDEX for three (3) months ended 31 December 2021.

EXTRACT OF THE NOTICE OF THE EIGHTEENTH AGM

ORDINARY RESOLUTION 11

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

"**THAT** approval be and is hereby given to the Company and its subsidiaries ("**Group**") to enter into and give effect to the 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 29 April 2022, 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 12

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:

- (a) 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;
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) the authority conferred by this resolution shall continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, 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 ordinary resolution passed by the shareholders in 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.”