

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of this Circular in relation to the Proposed Bonus Issue, Proposed Increase in Authorised Share Capital and Proposed M&A Amendments (as defined in this Circular) prior to its issuance as the said contents fall under the category of Exempt Circular pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Shareholders should rely on their own evaluation to assess the merits and risks of the Proposals (as defined in this Circular). Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

- (I) PROPOSED BONUS ISSUE OF UP TO 310,845,988 NEW ORDINARY SHARES OF RM0.05 EACH IN GD EXPRESS CARRIER BHD ("GDEX") ("GDEX SHARES") ON THE BASIS OF 1 NEW GDEX SHARE FOR EVERY 3 EXISTING GDEX SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")**
- (II) PROPOSED ISSUE OF UP TO 186,507,593 FREE WARRANTS IN GDEX ("WARRANTS-B") ON THE BASIS OF 1 WARRANT-B FOR EVERY 5 EXISTING GDEX SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE**
- (III) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**
- (IV) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF GDEX**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



Hong Leong Investment Bank Berhad (10209-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

The Notice of Extraordinary General Meeting ("**EGM**") and the Form of Proxy are set out in this Circular. The EGM will be held as follows:

- | | |
|--|---|
| Date and time of the EGM | : Tuesday, 13 January 2015 at 10.00 a.m. |
| Venue of the EGM | : Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara Off Jalan Damansara, 60000 Kuala Lumpur |
| Last date and time for lodging the Form of Proxy | : Sunday, 11 January 2015 at 10.00 a.m. |

If you are unable to attend and vote at the EGM, you may appoint a proxy to attend and vote on your behalf. If you wish to do so, you must deposit the Form of Proxy at the registered office of GDEX at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan by Sunday, 11 January 2015 at 10.00 a.m., or in the event the EGM is adjourned, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently decide to do so.

This Circular is dated 22 December 2014

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“2 nd DRP”	:	Dividend Reinvestment Plan that provides the shareholders of GDEX the option to elect to reinvest their cash dividend in new GDEX Shares
“Act”	:	Companies Act, 1965 as amended from time to time and any re-enactment thereof
“Additional Warrants-A”	:	Additional existing Warrants-A arising from the adjustment in accordance to the Deed Poll as a result of the Proposed Bonus Issue
“Board”	:	Board of Directors of our Company
“Bonus Shares”	:	Up to 310,845,988 new GDEX Shares to be issued pursuant to the Proposed Bonus Issue
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Deed Poll”	:	The deed poll to be entered into by our Company, constituting the Warrants-B
“Dividend”	:	The 22.5% first and final single-tier dividend of 1.125 sen per GDEX Share for the FYE 30 June 2014
“EGM”	:	Extraordinary General Meeting
“Entitled Shareholder(s)”	:	Shareholders of GDEX whose names appear in the Record of Depositors of our Company as at the close of business on the Entitlement Date
“Entitlement Date”	:	5.00 p.m. on a date to be determined and announced later by our Board, on which shareholders must be registered in the Record of Depositors of our Company in order to be entitled to the Bonus Shares and the Warrants-B to be issued pursuant to the Proposed Bonus Issue and Proposed Free Warrants Issue
“EPS”	:	Earnings per share
“GDEX” or “Company”	:	GD Express Carrier Bhd
“GDEX Group” or “Group”	:	GDEX and its subsidiaries, collectively
“GDEX Share(s)” or “Share(s)”	:	Ordinary share(s) of RM0.05 each in GDEX
“FPE”	:	Financial period ended
“FYE”	:	Financial year ended/ending
“HLIB”	:	Hong Leong Investment Bank Berhad
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
“LPD”	:	16 December 2014, being the latest practicable date prior to the printing of this Circular
“Market Day”	:	A day on which Bursa Securities is open for trading in securities
“M&A”	:	Memorandum and Articles of Association

DEFINITIONS (Cont'd)

“Maximum Scenario”	:	Assuming that all the Warrants-A are exercised on or prior to the Entitlement Date
“Minimum Scenario”	:	Assuming that none of the outstanding Warrants-A are exercised on or prior to the Entitlement Date
“NA”	:	Net assets
“Proposals”	:	Collectively, the Proposed Bonus Issue, Proposed Free Warrants Issue, Proposed Increase in Authorised Share Capital and Proposed M&A Amendments
“Proposed M&A Amendments”	:	Proposed amendments to our M&A to facilitate and implement the Proposed Increase in Authorised Share Capital
“Proposed Increase in Authorised Share Capital”	:	Proposed increase in the authorised share capital of our Company from RM50,000,000 comprising 1,000,000,000 GDEX Shares to RM500,000,000 comprising 10,000,000,000 GDEX Shares
“Proposed Bonus Issue”	:	Proposed bonus issue of up to 310,845,988 Bonus Shares on the basis of 1 Bonus Share for every 3 existing GDEX Shares held on the Entitlement Date
“Proposed Free Warrants Issue”	:	Proposed issue of up to 186,507,593 Warrants-B on the basis of 1 Warrant-B for every 5 existing GDEX Shares held on the Entitlement Date
“Record of Depositors”	:	A record of securities holders established and maintained by Bursa Depository
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“VWAMP”	:	Volume weighted average market price
“Warrants-A”	:	64,433,890 outstanding warrants as at the LPD
“Warrants-B”	:	Up to 186,507,593 free warrants to be issued pursuant to the Proposed Free Warrants Issue

Words importing the singular only shall include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

All references to the time of day in this Circular are references to Malaysian time.

All references to “our Company” in this Circular are to GDEX, references to “our Group” are to our Company and subsidiaries and references to “we”, “us”, “our” and “ourselves” are to our Company, and save where the context requires, shall include our subsidiaries.

All references to “you” in this Circular are to the shareholders of our Company.

Any discrepancies in the amounts and percentage figures in this Circular have been subjected to rounding adjustments.

TABLE OF CONTENTS

	Page
LETTER TO OUR SHAREHOLDERS	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSALS	2
3. RATIONALE FOR THE PROPOSALS	8
4. EFFECTS OF THE PROPOSALS	8
5. INDUSTRY OVERVIEW AND FUTURE PROSPECTS	16
6. APPROVALS REQUIRED	18
7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	20
8. DIRECTORS' RECOMMENDATION	20
9. HISTORICAL SHARE PRICES	20
10. CORPORATE PROPOSALS WHICH HAVE BEEN ANNOUNCED BUT NOT YET COMPLETED	21
11. ESTIMATED TIME FRAME FOR COMPLETION	21
12. EGM	21
13. FURTHER INFORMATION	21
<u>APPENDICES</u>	
APPENDIX I REPORTING ACCOUNTANTS' LETTER ON THE ADEQUACY OF RESERVES FOR CAPITALISATION IN RELATION TO THE PROPOSED BONUS ISSUE	22
APPENDIX II FURTHER INFORMATION	27
NOTICE OF EGM	ENCLOSED
FORM OF PROXY	ENCLOSED



GD EXPRESS CARRIER BHD

(Company No. 630579-A)

(Incorporated in Malaysia under the Companies Act, 1965)

Registered office:

Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan

22 December 2014

Board of Directors:

Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid	<i>(Independent Non-Executive Chairman)</i>
Teong Teck Lean	<i>(Managing Director / Group Chief Executive Officer)</i>
Wong Eng Su	<i>(Executive Director / Chief Operating Officer)</i>
Dr. Wolfgang Baier	<i>(Non-Independent Non-Executive Director)</i>
Liew Heng Heng	<i>(Independent Non-Executive Director)</i>
Lim Cheng Sung @ Lim Cheng Sang	<i>(Independent Non-Executive Director)</i>
Adi Arman Bin Abu Osman	<i>(Independent Non-Executive Director)</i>
Woo Keng Leong	<i>(Alternate to Dr. Wolfgang Baier)</i>

To: The Shareholders of GDEX

Dear Sir/Madam,

- (I) PROPOSED BONUS ISSUE**
 - (II) PROPOSED FREE WARRANTS ISSUE**
 - (III) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**
 - (IV) PROPOSED M&A AMENDMENTS**
-

1. INTRODUCTION

On 13 November 2014, HLIB, on behalf of our Board, announced that our Company had proposed to undertake the following proposals:

- (i) bonus issue of up to 310,845,988 new GDEX Shares on the basis of 1 Bonus Share for every 3 existing GDEX Shares held on the Entitlement Date;
- (ii) issue of up to 186,507,593 Warrants-B on the basis of 1 Warrant-B for every 5 existing GDEX Shares held on the same Entitlement Date as the Proposed Bonus Issue;
- (iii) increase in authorised share capital; and
- (iv) amendments to our M&A.

Our shareholders had, at our Company's 11th Annual General Meeting held on 3 December 2014, approved the Dividend. On the same date, we also announced that the 2nd DRP will apply to the entire Dividend.

On 16 December 2014, HLIB had, on behalf of our Board, announced that Bursa Securities has, via its letter dated 15 December 2014, resolved to approve the following:

- (i) admission to the Official List and listing and quotation of up to 186,507,593 Warrants-B to be issued pursuant to the Proposed Free Warrants Issue;
- (ii) listing of up to 30,566,890 additional existing Warrants-A arising from the adjustments in accordance to the deed poll governing the Warrants-A as a result of the Proposed Bonus Issue;
- (iii) listing of up to 186,507,593 new GDEX Shares to be issued pursuant to the exercise of the Warrants-B;
- (iv) listing of up to 30,566,890 new GDEX Shares to be issued pursuant to the exercise of the additional existing Warrants-A;
- (v) listing of up to 310,845,988 new GDEX Shares to be issued pursuant to the Proposed Bonus Issue; and
- (vi) listing of up to 7,695,336 new GDEX Shares to be issued pursuant to the 2nd DRP.

The purpose of this Circular is to provide you with relevant information on the Proposals, set out our Board's recommendation on the Proposals and seek your approval for the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM. The Notice of EGM together with the Form of Proxy are enclosed in this Circular.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1 Proposed Bonus Issue

2.1.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue involves the issuance of up to 310,845,988 Bonus Shares to be credited as fully paid-up on the basis of 1 Bonus Share for every 3 existing GDEX Shares held by our Entitled Shareholders.

As at the LPD, the issued and paid-up share capital of GDEX stood at RM43,405,204, comprising 868,104,074 GDEX Shares. GDEX also has 64,433,890 Warrants-A as at the LPD, which are exercisable into 64,433,890 new GDEX Shares.

Under the Minimum Scenario, 289,368,025 Bonus Shares will be issued pursuant to the Proposed Bonus Issue and hence, the issued and paid-up share capital of GDEX will increase up to RM57,873,605 comprising up to 1,157,472,099 GDEX Shares.

Under the Maximum Scenario, up to 310,845,988 Bonus Shares will be issued pursuant to the Proposed Bonus Issue and hence, the issued and paid-up share capital of GDEX will increase up to RM62,169,198 comprising up to 1,243,383,952 GDEX Shares.

The actual number of Bonus Shares to be issued will depend on the issued and paid-up share capital of our Company on the Entitlement Date.

Fractional entitlements to the Bonus Shares, if any, shall be disregarded and dealt with by our Board in such manner as it may in their absolute discretion deem expedient and in the best interest of our Company.

The Proposed Bonus Issue is not intended to be implemented in stages over a period of time.

2.1.2 Capitalisation of reserves

The Proposed Bonus Issue shall be capitalised from the share premium and retained earnings of our Company.

Pursuant to Paragraph 6.30(1) of the Listing Requirements, our Board has confirmed that the reserves required for capitalisation for the Proposed Bonus Issue are unimpaired by losses on a consolidated basis based on our latest audited consolidated financial statements for the FYE 30 June 2014 and our latest unaudited consolidated quarterly results for the 3-month FPE 30 September 2014.

The share premium and retained earnings based on our Company's latest audited financial statements for the FYE 30 June 2014 and the latest unaudited financial results for the 3-month FPE 30 September 2014 as well as the reserves to be capitalised under the Minimum Scenario and Maximum Scenario, including the remaining balances after the capitalisation are set out in the table below:

Company level	Minimum Scenario		Maximum Scenario	
	Share premium	Retained earnings	Share premium	Retained earnings
	RM'000	RM'000	RM'000	RM'000
Audited as at 30 June 2014	6,632	13,638	6,632	13,638
Add: Adjustments for the exercise of 29,412,855 Warrants-A from 1 July 2014 up to and including the LPD	4,265	-	4,265	-
Add: Adjustments for exercise of all the outstanding 64,433,890 Warrants-A	-	-	9,343	-
Add: Dividends from subsidiary ⁽¹⁾	-	5,190	-	5,190
Less: Payment of the Dividend for FYE 30 June 2014 ⁽²⁾	-	(9,766)	-	(9,766)
Less: Amount to be capitalised for the Proposed Bonus Issue	(10,597)	(3,871)	(15,542)	-
Less: Estimated expenses for the Proposals	(300)	-	(300)	-
Balance after Proposed Bonus Issue	-	5,191	4,398	9,062

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Company level	Minimum Scenario		Maximum Scenario	
	Share premium	Retained earnings	Share premium	Retained earnings
	RM'000	RM'000	RM'000	RM'000
Unaudited as at 30 September 2014	6,771	13,609	6,771	13,609
Add: Adjustments for the exercise of 28,453,850 Warrants-A from 1 October 2014 up to and including the LPD	4,126	-	4,126	-
Add: Adjustments for exercise of all the outstanding 64,433,890 Warrants-A	-	-	9,343	-
Add: Dividends from subsidiary ⁽¹⁾	-	5,190	-	5,190
Less: Payment of the Dividend for FYE 30 June 2014 ⁽²⁾	-	(9,766)	-	(9,766)
Less: Amount to be capitalised for the Proposed Bonus Issue	(10,597)	(3,871)	(15,542)	-
Less: Estimated expenses for the Proposals	(300)	-	(300)	-
Balance after Proposed Bonus Issue	-	5,162	4,398	9,033

Notes:

(1) Being the net dividends declared by GDEX's wholly-owned subsidiary on 6 October 2014.

(2) Being the single tier dividend of 1.125 sen per GDEX Share proposed by our Board to our shareholders in respect of FYE 30 June 2014 as announced on 28 August 2014. The Dividend has been approved by our shareholders at our Annual General Meeting held on 3 December 2014.

The reporting accountants, Messrs Deloitte, have confirmed via their letter dated 19 December 2014, which is enclosed in Appendix I of this Circular, that based on our Company's audited financial statements for the FYE 30 June 2014 and the unaudited quarterly report for the 3-month FPE 30 September 2014 and after taking into consideration the computations and assumptions as annexed to their letter, our Company has adequate reserves in our share premium and retained earnings accounts for the purpose of capitalisation for the Proposed Bonus Issue.

2.1.3 Ranking of the Bonus Shares

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

2.1.4 Listing of and quotation for the Bonus Shares

Approval from Bursa Securities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities, had been obtained via its letter dated 15 December 2014.

2.2 Proposed Free Warrants Issue

2.2.1 Basis and number of Warrants-B to be issued

The Proposed Free Warrants Issue involves the issuance of up to 186,507,593 Warrants-B on the basis of 1 Warrant-B for every 5 existing GDEX Shares held by our Entitled Shareholders on the same Entitlement Date as the Proposed Bonus Issue.

As at the LPD, the issued and paid-up share capital of GDEX stood at RM43,405,204, comprising 868,104,074 GDEX Shares. GDEX also has 64,433,890 Warrants-A as at the LPD. Assuming all of the Warrants-A are exercised prior to the Entitlement Date for the Proposed Free Warrants Issue, the enlarged issued and paid-up share capital of GDEX will be up to RM46,626,898 comprising up to 932,537,964 GDEX Shares. Therefore, the Proposed Free Warrants Issue would entail the issuance of up to 186,507,593 Warrants-B.

Fractional entitlements to the Warrants-B, if any, shall be disregarded and dealt with by our Board in such manner as it may in their absolute discretion deem expedient and in the best interest of our Company.

The Proposed Free Warrants Issue is not intended to be implemented in stages over a period of time. The Bonus Shares are not entitled to the Proposed Free Warrants Issue and the Dividend. The new GDEX Shares to be issued pursuant to the 2nd DRP are not entitled to the Bonus Shares and the Proposed Free Warrants Issue.

2.2.2 Indicative salient terms of the Warrants-B

The indicative salient terms of the Warrants-B are set out below:

Issue size	:	Up to 186,507,593 Warrants-B.
Form	:	The Warrants-B will be issued in registered form and constituted by the Deed Poll.
Expiry Date	:	5 years from the date of issue of the Warrants-B.
Exercise Period	:	The Warrants-B can be exercised at any time during the period commencing from and inclusive of the date of issue of the Warrants-B up to and including the Expiry Date. Any Warrants-B not exercised during the Exercise Period will lapse and cease to be valid.
Exercise Rights	:	Each Warrant-B shall entitle the holder to subscribe for 1 new GDEX Share at the Exercise Price at any time during the Exercise Period and shall be subject to adjustments in accordance with the provisions of the Deed Poll.
Exercise Price	:	To be determined and fixed by our Board prior to the Entitlement Date in the following manner: (i) At a discount of up to 10% to the theoretical ex-all price of GDEX Shares based on the 5-day VWAMP of GDEX Shares immediately preceding the price-fixing date; or (ii) The par value of GDEX Shares of RM0.05 each, whichever is higher.
Mode of exercise	:	A Warrant-B holder must complete and sign the exercise form (which shall be irrevocable) and deliver the same to the Registrar together with a remittance by way of a banker's draft/ cashier's order/ money order/ or postal order drawn on a bank or post office operating in Malaysia.
Listing	:	Main Market of Bursa Securities
Rights of Warrant holders	:	The Warrant-B holders are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in GDEX until and unless such warrant holders exercise their Warrants-B into new GDEX Shares.
Board lot	:	The Warrants-B shall be tradable upon listing on Bursa Securities in board lots of 100 Warrants-B.
Ranking	:	The new GDEX Shares arising from the exercise of Warrants-B shall, upon allotment and issuance, rank pari passu in all respects with the existing GDEX Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of the new GDEX Shares.

- Adjustment in the Exercise Price and/or number of Warrants : The Exercise Price and/or number of Warrants-B shall from time to time be adjusted in accordance with the provisions of the Deed Poll in the event of alteration to the share capital of our Company.
- Rights of Warrant holders on Winding-up, Liquidation, Compromise or Arrangement of our Company : Where a resolution has been passed for a members' voluntary winding-up of our Company or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of our Company or the amalgamation of our Company with 1 or more companies, then:
- (i) For the purpose of such winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which our Company is the continuing corporation) to which the Warrant-B holders, or some persons designated by them of such purposes by a special resolution, will be a party, the terms of such winding-up, compromise or arrangement will be binding on all the Warrant-B holders; and
 - (ii) In any other case, every Warrant-B holder shall be entitled, subject to the provisions of the Deed Poll at any time within 6 weeks after the passing of such resolution for a members' voluntary winding-up of our Company or 6 weeks after the granting of the court order approving the compromise or arrangement, as the case may be, by the irrevocable surrender of the Warrants-B held by the shareholders of our Company, to elect to be treated as if he had exercised the Warrants-B immediately prior to the commencement of such winding-up or such compromise or arrangement, represented by the Warrants-B to the extent specified in the subscription forms and be entitled to receive out of the assets of our Company which would be available in liquidation if he had on such date been the holder of the new GDEX Share to which he would have become entitled pursuant to such exercise and the liquidator of our Company shall give effect to such election accordingly. However, all Warrants-B which have not been exercised within 6 weeks of either the passing of such resolution for the winding up or the granting of the court order for the approval of such compromise or arrangement, as the case may be, shall lapse and the Warrants-B shall cease to be valid for any purpose.
- Modification : Any modification to the Deed Poll may be effected only by deed poll, executed by our Company and expressed to be supplemental thereto. Any of such modification shall however be subject to the approval of Bursa Securities (if so required) and other relevant authorities. Our Company may, without the consent of the Warrant-B holders (but in accordance with the terms of the Deed Poll), effect:
- (i) any modification to the Warrants-B or this Deed Poll which, in the opinion of our Company, is not materially prejudicial to the interest of the Warrant-B holders; or
 - (ii) any modification of the Warrants-B or this Deed Poll which in our opinion, is to correct a manifest error or to comply with mandatory provisions of Malaysian law.
- Transferability : The Warrants-B shall be transferable in the manner in accordance with the Deed Poll subject always to the provisions of the Securities Industry (Central Depositories) Act 1991, the Securities Industry (Central Depositories) Amendment Act 1998 and the Rules of Bursa Depository.
- Governing laws : Laws of Malaysia.

2.2.3 Utilisation of proceeds

The Proposed Free Warrants Issue is not expected to raise any funds as the Warrants-B will be issued at no cost to the shareholders of GDEX. However, as and when the Warrants-B are exercised, the proceeds arising from the exercise of Warrants-B will be utilised for working capital of our Group within 12 months upon receiving the proceeds. The exact amount of proceeds that may be raised by our Company will depend upon the actual number of Warrants-B exercised during the tenure of the Warrants-B.

Assuming all Warrants-B are fully exercised at an illustrative exercise price of RM1.53 (being the theoretical ex-all price of GDEX Shares of RM1.53, which was based on the 5-day VWAMP of GDEX Shares up to the LPD of RM2.04) and all Warrants-B are fully exercised, our Company will raise a maximum of RM285.3 million in proceeds.

2.3 Proposed Increase in Authorised Share Capital

As at the LPD, our authorised share capital stood at RM50,000,000 comprising 1,000,000,000 GDEX Shares, of which RM43,405,204, comprising 868,104,074 GDEX Shares have been issued and fully paid-up.

As at the LPD, our Company has 64,433,890 Warrants-A, which, if fully exercised, would increase the issued and paid-up capital of our Company to RM46,626,898, comprising 932,537,964 GDEX Shares.

In order to accommodate the increase in the issued and paid-up share capital of our Company arising from the Proposed Bonus Issue and the exercise of the Warrants-B pursuant to the Proposed Free Warrants Issue, our Company proposes to increase our authorised share capital from RM50,000,000 comprising 1,000,000,000 GDEX Shares to RM500,000,000 comprising 10,000,000,000 GDEX Shares.

2.4 Proposed M&A Amendments

The Proposed M&A Amendments involves the consequential amendments to the M&A of our Company to facilitate and effect the Proposed Increase in Authorised Share Capital. The M&A of our Company will be amended as follows:

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

3. RATIONALE FOR THE PROPOSALS

3.1 Proposed Bonus Issue

After due consideration, our Board is of the view that the Proposed Bonus Issue is an appropriate avenue of rewarding our Company's shareholders through the distribution of its share premium and retained earnings in the form of the Bonus Shares. This will enable our Company's shareholders to have greater participation in the equity of our Company in terms of number of shares while retaining their percentage of equity interest held.

In addition, the Proposed Bonus Issue is expected to improve the trading liquidity and marketability of GDEX Shares on the Main Market of Bursa Securities while increasing the capital base of our Company.

3.2 Proposed Free Warrants Issue

After due consideration, our Board is of the view that the Proposed Free Warrants Issue is an appropriate avenue of rewarding our shareholders as the Proposed Free Warrants Issue will provide our shareholders with the opportunity to increase their participation in the equity of our Company at a pre-determined exercise price during the tenure of the Warrants-B and allow them to further participate in the future prospects and growth of our Company when the Warrants-B are exercised. In addition, the Proposed Free Warrants Issue allows our shareholders to benefit from any potential capital appreciation arising from the exercise of the Warrants-B. Furthermore, proceeds from the exercise of the Warrants-B will further strengthen the capital base of our Company and will enable our Company to raise funds without incurring interest cost, as compared to bank borrowings.

3.3 Proposed Increase in Authorised Share Capital and Proposed M&A Amendments

The Proposed Increase in Authorised Share Capital is undertaken to accommodate the issuance of the Bonus Shares and any future issuance of new GDEX Shares arising from the exercise of the Warrants-B pursuant to the Proposed Free Warrants Issue.

The Proposed Increase in Authorised Share Capital is also undertaken to facilitate and cater for any potential corporate exercise which may be undertaken by our Company in the future. The Proposed M&A Amendments is intended to facilitate the Proposed Increase in Authorised Share Capital.

4. EFFECTS OF THE PROPOSALS

The Proposed Increase in Authorised Share Capital and Proposed M&A Amendments will not have any effect on the share capital, earnings and EPS, NA and gearing and substantial shareholders' shareholdings of our Company.

For illustrative purpose, the proforma effects of the Proposed Bonus Issue and Proposed Free Warrants Issue on the share capital, earnings and EPS, NA and gearing and substantial shareholders' shareholdings of our Company are set out below:

4.1 Share capital

For illustrative purposes, the proforma effects of the Proposed Bonus Issue and Proposed Free Warrants Issue on the issued and paid-up share capital of our Company are shown below:

	Minimum Scenario		Maximum Scenario	
	No. of GDEX Shares ('000)	RM'000	No. of GDEX Shares ('000)	RM'000
Issued and paid-up share capital as at the LPD	868,104	43,405	868,104	43,405
Add: Full exercise of Warrants-A	-	-	64,434	3,222
	868,104	43,405	932,538	46,627
To be issued pursuant to the Proposed Bonus Issue	289,368	14,468	310,846	15,542
	1,157,472	57,874	1,243,384	62,169
To be issued assuming full exercise of the Warrants-B pursuant to the Proposed Free Warrants Issue ⁽¹⁾	173,621	8,681	186,508	9,325
Enlarged issued and paid-up share capital	1,331,093	66,555	1,429,892	71,494

Note:

(1) *The Proposed Free Warrants Issue will not have any effect on the issued and paid-up share capital of our Company until the Warrants-B are exercised.*

4.2 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of our Group for the FYE 30 June 2015, except that the EPS of our Group will be diluted as a result of the increase in the number of GDEX Shares pursuant to the Proposed Bonus Issue.

The Proposed Free Warrants Issue is not expected to have any material effect on the earnings and EPS of our Group for the FYE 30 June 2015. However, going forward, our Group's EPS may be diluted as a result of the increase in the number of new GDEX Shares in issue as and when the Warrants-B are exercised. Nonetheless, the effect of any exercise of Warrants-B on our Group's EPS would be dependent on, among others, the number of Warrants-B exercised at any point in time and the returns generated by our Group from the utilisation of proceeds arising from the exercise of the Warrants-B.

4.3 Convertible securities

Save for the 64,433,890 Warrants-A, there are no other outstanding convertible securities as at the LPD.

The Proposed Bonus Issue will give rise to adjustments to the exercise price of the Warrants-A and the number of Warrants-A pursuant to the provisions of the deed poll governing the Warrants-A. The rights and obligations of the holders of the Warrants-A shall remain unchanged, save for the adjustments to the exercise price and number of Warrants-A. Our Company will issue a notice to the holders of Warrants-A describing the mechanism of the adjustments to the Warrants-A within 21 days of the adjustments.

4.4 NA and gearing

For illustrative purposes, the proforma effects of the Proposed Bonus Issue and Proposed Free Warrants Issue on the audited consolidated NA and gearing of our Company as at 30 June 2014 are set out below:

Minimum Scenario

	Audited as at 30 June 2014	After the material events subsequent to 30 June 2014 ⁽¹⁾	Proforma I After the Proposed Bonus Issue	Proforma II After Proforma I and the Proposed Free Warrants Issue	Proforma III After Proforma II and full exercise of Warrants-B
	RM'000	RM'000	RM'000	RM'000	RM'000
Share capital	41,935	43,405	57,874	57,874	66,555
Share premium	6,632	10,897	-(²)	-	256,959 ⁽³⁾
Translation reserve	23	23	23	23	23
Retained earnings	48,761	38,995	35,123	35,123	35,123
Shareholders' fund/ NA	97,351	93,320	93,020	93,020	358,660
No. of shares in issue ('000)	838,691	868,104	1,157,472	1,157,472	1,331,093
NA per share (RM)	0.12	0.11	0.08	0.08	0.27
Total borrowings (RM'000)	25,291	25,291	25,291	25,291	25,291
Gearing ratio (times)	0.26	0.27	0.27	0.27	0.07

Notes:

(1) Being adjustments arising from the following subsequent events:

a) Exercise of 29,412,855 Warrants-A at an exercise price of RM0.195 subsequent to 30 June 2014 and up to the LPD.
b) Payment of dividend of 1.125 sen per GDEX Share proposed by our Board to our shareholders in respect of the FYE 30 June 2014.

(2) After the Proposed Bonus Issue and deducting estimated expenses of RM300,000 in respect of the Proposals.

(3) Assuming 173,620,815 Warrants-B are fully exercised at an illustrative exercise price of RM1.53. The illustrative exercise price of Warrants-B is computed based on the theoretical ex-all price of GDEX Shares of RM1.53, which was computed based on the 5-day VWAMP of GDEX Shares up to and including the LPD of RM2.04.

Maximum Scenario

	Audited as at 30 June 2014	After the material events subsequent to 30 June 2014 ⁽¹⁾	Proforma I Assuming all Warrants-A are exercised	Proforma II After Proforma I and the Proposed Bonus Issue	Proforma III After Proforma II and the Proposed Free Warrants Issue	Proforma IV After Proforma III and full exercise of Warrants-B
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Share capital	41,935	43,405	46,627	62,169	62,169	71,495
Share premium	6,632	10,897	20,240	4,398 ⁽²⁾	4,398	280,429 ⁽³⁾
Translation reserve	23	23	23	23	23	23
Retained earnings	48,761	38,995	38,995	38,995	38,995	38,995
Shareholders' fund/ NA	97,351	93,320	105,885	105,585	105,585	390,942
No. of shares in issue ('000)	838,691	868,104	932,538	1,243,384	1,243,384	1,429,892
NA per share (RM)	0.12	0.11	0.11	0.08	0.08	0.27
Total borrowings (RM'000)	25,291	25,291	25,291	25,291	25,291	25,291
Gearing ratio (times)	0.26	0.27	0.24	0.24	0.24	0.06

Notes:

(1) Being adjustments arising from the following subsequent events:

- a) Exercise of 29,412,855 Warrants-A at an exercise price of RM0.195 subsequent to 30 June 2014 and up to the LPD.
 - b) Payment of dividend of 1.125 sen per GDEX Share proposed by our Board to our shareholders in respect of the FYE 30 June 2014.
- (2) After the Proposed Bonus Issue and deducting estimated expenses of RM300,000 in respect of the Proposals.
- (3) Assuming 186,507,593 Warrants-B are fully exercised at an illustrative exercise price of RM1.53. The illustrative exercise price of Warrants-B is computed based on the theoretical ex-all price of GDEX Shares of RM1.53, which was computed based on the 5-day VWAMP of GDEX Shares up to and including the LPD of RM2.04.

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4.5 Shareholdings of substantial shareholders

The proforma effects of the Proposed Bonus Issue and Proposed Free Warrants Issue on the shareholdings of our substantial shareholders as at the LPD are set out below:

Minimum Scenario

	Existing as at the LPD				Proforma I After the Proposed Bonus Issue				Proforma II After Proforma I and the Proposed Free Warrants Issue			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%
Teong Teck Lean	4,960	0.57	366,869	42.26 ⁽¹⁾	6,610	0.57	489,159	42.26 ⁽¹⁾	6,610	0.57	489,159	42.26 ⁽¹⁾
GD Express Holdings (M) Sdn Bhd	261,478	30.12	-	-	348,637	30.12	-	-	348,637	30.12	-	-
Singapore Post Limited	216,736	24.97	-	-	288,981	24.97	-	-	288,981	24.97	-	-
GD Holdings International Limited	81,420	9.38	-	-	108,561	9.38	-	-	108,561	9.38	-	-
Singapore Telecommunications Limited	-	-	216,736	24.97 ⁽²⁾	-	-	288,981	24.97 ⁽²⁾	-	-	288,981	24.97 ⁽²⁾
Temasek Holdings (Private) Limited	-	-	216,736	24.97 ⁽²⁾	-	-	288,981	24.97 ⁽²⁾	-	-	288,981	24.97 ⁽²⁾

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Minimum Scenario (Cont'd)

	Proforma III			
	After Proforma II and full exercise of Warrants-B			
	Direct		Indirect	
	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%
Teong Teck Lean	7,602	0.57	562,533	42.26 ⁽¹⁾
GD Express Holdings (M) Sdn Bhd	400,933	30.12	-	-
Singapore Post Limited	332,328	24.97	-	-
GD Holdings International Limited	124,845	9.38	-	-
Singapore Telecommunications Limited	-	-	332,328	24.97 ⁽²⁾
Temasek Holdings (Private) Limited	-	-	332,328	24.97 ⁽²⁾

Notes:

- (1) *Deemed interest by virtue of his interest in GD Express Holdings (M) Sdn Bhd, GD Holdings International Limited and GDEX Foundation pursuant to Section 6A of the Act.*
- (2) *Deemed interest by virtue of its interest in Singapore Post Limited pursuant to Section 6A of the Act.*

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Maximum Scenario

	Existing as at the LPD				Proforma I Assuming all Warrants-A are exercised				Proforma II After Proforma I and the Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%	No. of GDEX Shares '000	%
Teong Teck Lean	4,960	0.57	366,869	42.26 ⁽¹⁾	4,983	0.53	398,699	42.75 ⁽¹⁾	6,644	0.53	531,599	42.75 ⁽¹⁾
GD Express Holdings (M) Sdn Bhd	261,478	30.12	-	-	285,029	30.56	-	-	380,039	30.56	-	-
Singapore Post Limited	216,736	24.97	-	-	216,736	23.24	-	-	288,981	23.24	-	-
GD Holdings International Limited	81,420	9.38	-	-	113,670	12.19	-	-	151,561	12.19	-	-
Singapore Telecommunications Limited	-	-	216,736	24.97 ⁽²⁾	-	-	216,736	23.24 ⁽²⁾	-	-	288,981	23.24 ⁽²⁾
Temasek Holdings (Private) Limited	-	-	216,736	24.97 ⁽²⁾	-	-	216,736	23.24 ⁽²⁾	-	-	288,981	23.24 ⁽²⁾

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Maximum Scenario (Cont'd)

	Proforma III			Proforma IV		
	After Proforma II and the Proposed Free Warrants Issue			After Proforma III and full exercise of Warrants-B		
	Direct	Indirect		Direct	Indirect	
No. of GDEX Shares '000	No. of GDEX Shares '000	%	No. of GDEX Shares '000	No. of GDEX Shares '000	%	No. of GDEX Shares '000
Teong Teck Lean	6,644	531,599	0.53	7,640	611,339	42.75 ⁽¹⁾
GD Express Holdings (M) Sdn Bhd	380,039	-	30.56	437,044	-	-
Singapore Post Limited	288,981	-	23.24	332,328	-	-
GD Holdings International Limited	151,561	-	12.19	174,295	-	-
Singapore Telecommunications Limited	-	288,981	23.24 ⁽²⁾	-	332,328	23.24 ⁽²⁾
Temasek Holdings (Private) Limited	-	288,981	23.24 ⁽²⁾	-	332,328	23.24 ⁽²⁾

Notes:

- (1) Deemed interest by virtue of his interest in GD Express Holdings (M) Sdn Bhd, GD Holdings International Limited and GDEX Foundation pursuant to Section 6A of the Act.
- (2) Deemed interest by virtue of its interest in Singapore Post Limited pursuant to Section 6A of the Act.

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5. INDUSTRY OVERVIEW AND FUTURE PROSPECTS

5.1 Overview of the Malaysian economy

Growth of the Malaysian economy accelerated to 6.4% in the second quarter of 2014 from 6.2% in the first quarter of 2014, marking the strongest growth since the fourth quarter of 2010, and bringing the growth for the first half of 2014 to 6.3%. Growth was supported by resilient domestic demand and reinforced by higher exports. The faster pace of recovery, particularly in the United States of America, the United Kingdom and selected euro area economies as well as moderate growth in the emerging economies provided strong support to the Malaysian export-oriented industries and trade-related services.

On the demand side, growth will be underpinned by resilient consumer spending, strong private investment activity and improving global demand. Consumer spending is envisaged to be sustained, albeit at a moderate pace, supported by favourable labour market conditions, continued wage growth and firm export earnings. Private investment is expected to sustain its strong growth momentum supported by the ongoing projects under the Economic Transformation Programme and investment in the regional economic growth corridors. Meanwhile, public expenditure is envisaged to expand at a slower pace in line with the government's commitment to fiscal consolidation. Public consumption is expected to moderate due to lower growth on emoluments, while public investment will continue to expand supported by higher capital spending of non-financial public enterprises.

On the supply side, all sectors are expected to record positive growth in 2014, with the services and manufacturing sectors spearheading growth. During the first half of 2014, the services sector increased further by 6.3% (January to June 2013: 5.5%) supported by strong domestic consumption and investment activities. In 2014, the services sector is expected to record 5.9% growth, accounting for 55.3% of gross domestic product (2013: 5.9%; 55.2%).

Value-added of the manufacturing sector expanded 7.1% during the first half of 2014 (January to June 2013: 2.1%). Production of the sector rose 6.6% (January to July 2013: 3.5%) supported by resilient domestic demand and recovery in the external sector during the first seven months of the year. Subsequently, the sales value of manufactured products rebounded by 7.7% to RM379.5 billion (January to July 2013: -2.3%; RM352.4 billion). The strong performance of the sector was on account of higher output at 9.4% (January to July 2013: 5.9%) from the domestic-oriented industries, particularly transport equipment, food and beverage.

The economic growth momentum in 2014 is expected to continue in 2015 driven by improving external demand and resilient domestic economic activity. Growth will be private-led in line with the government's efforts to strengthen the private sector's role in the economy. On the supply side, all economic sectors are expected to record positive growth in 2015, with the services and manufacturing sectors remaining the major contributors to growth. Sustained growth in domestic demand, albeit at a moderate pace, is expected to contribute to the expansion in domestic-related activities.

Meanwhile, the export-oriented industries, particularly the electronics and electrical subsector will benefit from the improvement in external conditions in line with improving global growth. The agriculture sector is expected to expand on account of higher output of palm oil while the construction sector is expected to record higher growth driven by robust activity in the civil engineering and residential subsectors. Hence, the economy is projected to grow between 5% to 6% in 2015.

Meanwhile, the Malaysian economy has benefited from several initiatives and reforms taken over the years to enhance its resilience and competitiveness. Consequently, Malaysia is now well placed to gain further from the gradual global recovery with a more broad-based growth. The nation's strengths include: strong macroeconomic fundamentals such as a diversified economy; low unemployment; strong international reserves; growing with its share of investment currently accounting for 68.9% of total investment during the first half of 2014; and a healthy financial system economy will continue to expand in the second half of the year, albeit moderately mainly due to the high-base effect of export performance from the previous year. For 2014, the economy is projected to grow 5.5% to 6% (2013: 4.7%), which is higher than the initial forecast of 4.5% to 5.5% in early 2014.

(Source: Economic Report 2014/2015, Ministry of Finance, Malaysia)

5.2 Overview and prospects of the courier and post service industry

The growing acceptance of e-commerce in Malaysia is expected to spur growth in the post and courier sector which provide logistical support to the increasing number of online merchants. These services include transaction fulfilment, warehousing, inventory management, demand planning for manufacturers and assembly services.

IPTV or television over the Internet is also a new frontier with incumbents as well as new entrants rushing to stake a claim. Broadcasting will see new technology being adopted by providers and broadcasters with the incoming implementation of Digital Terrestrial Television Broadcasting. This will intensify competition in an industry which has seen incumbents upgrading their broadcasting facilities from analogue to digital as well as offering High-Definition (HD) channels.

Together, contributions from courier, post and broadcast are expected to grow by 5.2% annually over the next 10 years.

(Source: Annual Report 2013, Economic Transformation Programme, Performance Management and Delivery Unit, Prime Minister's Department)

5.3 Future prospects

Amidst intensified competition in the industry especially from the global, regional and domestic players, our Group continued to deliver increased earnings during FYE 30 June 2014. For FYE 30 June 2014, our Group registered a 17% increase in revenue of RM158.7 million compared to RM135.2 million for FYE 30 June 2013. For FYE 30 June 2014, our Group's profit before tax improved by 26% to RM24.3 million (FYE 30 June 2013: RM19.3 million) while our Group's profit after tax increased by 72% to RM23.4 million (FYE 30 June 2013: RM13.6 million).

For FYE 30 June 2014, given the increased demand for our express delivery service, our Group has expanded its vehicle fleet size to 453 from 397, raising its carrying tonnage capacity to 1,005 tons from 807 tons as well as shifted its vehicle maintenance centre to a bigger and better equipped premise to accommodate the larger scale of vehicle fleet operations.

Almost all the frontline couriers of our Group are now equipped with mobile devices for scanning shipments, an exercise that started in 2013, to bring its information gathering system on par with other regional players. By capturing customers' shipment information at the point of pick-up and transmitting to headquarter for verification and tighter security handling, this enables our Group to integrate its information system with the rest of the network system and provide up-to-date on-line tracking of shipments to its customers.

Our Group also increased our manpower from 2,013 to 2,315 to cope with the surge in its express delivery service operations. The network infrastructure has been strengthened further with the upgrading of current stations by increasing their handling speed and increased space capacity resulting in better cost efficiency. In total, RM10.21 million was spent on the upgrades and capital expenditure for FYE 30 June 2014.

The expanding use of the internet in e-commerce has resulted in the convergence of businesses in logistics and brought about an era of integration and collaboration for the express carrier industry. As such, our Group will remain focused in enhancing its competencies and also integrate and collaborate with its business partners to improve its competitiveness.

(Source: Management and Annual Report for the FYE 30 June 2014)

6. APPROVALS REQUIRED

The Proposals are subject to approvals being obtained from the following:

- (i) Bursa Securities for the following:
 - (a) admission of the Warrants-B to the Official List of the Main Market of Bursa Securities;
 - (b) listing of and quotation for the Bonus Shares, Warrants-B and new GDEX Shares to be issued arising from the exercise of Warrants-B and the 2nd DRP on the Main Market of Bursa Securities; and
 - (c) listing of and quotation for Additional Warrants-A arising from the adjustment pursuant to the Proposed Bonus Issue and new GDEX Shares to be issued arising from the exercise of Additional Warrants-A on the Main Market of Bursa Securities,which was obtained via its letter dated 15 December 2014;
- (ii) your approval for the Proposals; and
- (iii) any other relevant authorities/parties, if required.

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The approval of Bursa Securities is subject to, *inter alia*, the following conditions:

Conditions imposed	Status of compliance
For the new GDEX Shares to be issued pursuant to the Proposed Bonus Issue, 2 nd DRP and Additional Warrants-A:	
(i) GDEX and HLIB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue and 2 nd DRP respectively;	Noted
(ii) GDEX and HLIB to inform Bursa Securities upon the completion of the Proposed Bonus Issue, Additional Warrants-A and 2 nd DRP respectively;	To be complied
(iii) GDEX to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue, Additional Warrants-A and 2 nd DRP respectively are completed; and	To be complied
(iv) GDEX and HLIB are required to make the relevant announcements pursuant to Paragraph 6.35(2)(a)&(b) and 6.35(4) of the Listing Requirements with regards to the Proposed Bonus Issue.	To be complied
For the Proposed Free Warrants Issue:	
(i) GDEX and HLIB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Free Warrants Issue;	Noted
(ii) GDEX and HLIB to inform Bursa Securities upon the completion of the Proposed Free Warrants Issue;	To be complied
(iii) GDEX to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Free Warrants Issue is completed; and	To be complied
(iv) GDEX is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of the Warrants-B as at the end of each quarter with a detailed computation of listing fees payable.	To be complied

The Proposed Bonus Issue and Proposed Free Warrants Issue are not inter-conditional upon each other. The Proposed Bonus Issue and Proposed Free Warrants Issue are conditional upon the Proposed Increase in Authorised Share Capital and Proposed M&A Amendments. The Proposed Increase in Authorised Share Capital and the Proposed M&A Amendments are inter-conditional upon each other.

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

None of our Directors, major shareholders and/or person(s) connected with them have any interest, direct or indirect, in the Proposals save for their respective entitlements to the Proposed Bonus Issue and Proposed Free Warrants Issue as shareholders of our Company which are also available to all our other shareholders.

8. DIRECTORS' RECOMMENDATION

Our Board, after taking into consideration all aspects of the Proposals, including but not limited to the rationale for the Proposals, is of the opinion that the Proposals are in the best interest of our Company. Accordingly, our Board recommends that you vote in favour of the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

9. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of GDEX Shares transacted for the past 12 months from December 2013 to November 2014 are as follows:

	High RM	Low RM
2013		
December ⁽¹⁾	3.11	1.12
2014		
January	1.26	1.07
February	1.70	1.11
March	1.90	1.54
April	1.82	1.69
May	1.95	1.70
June	2.25	1.91
July	2.22	2.09
August	2.26	2.04
September	2.17	1.97
October	2.04	1.60
November	2.27	1.98

The last transacted market price of GDEX Shares immediately prior to the announcement of the Proposals on 13 November 2014 RM2.12

The last transacted market price of GDEX Shares as at the LPD RM2.00

(Source: Bloomberg)

Note:

(1) As a consequence of a previous bonus issue undertaken by our Company, the market price of GDEX Shares had been adjusted on 23 December 2013. The said bonus issue was completed on 27 December 2013.

10. CORPORATE PROPOSALS WHICH HAVE BEEN ANNOUNCED BUT NOT YET COMPLETED

Save for the Proposals, our Board confirms that there are no other corporate proposals which have been announced but not yet completed prior to the printing of this Circular.

11. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances, our Board expects that the Proposals would be completed by the first quarter of 2015.

The tentative timetable in relation to the implementation of the Proposals is as follows:

Event	Tentative timing
EGM	13 January 2015
Announcement of the Entitlement Date for the Proposed Bonus Issue and Proposed Free Warrants Issue	Mid January 2015
Entitlement Date for the Proposed Bonus Issue and Proposed Free Warrants Issue	Early February 2015
Listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities	Early February 2015
Listing of and quotation for the Warrants-B on the Main Market of Bursa Securities	Mid February 2015

12. EGM

An EGM, the notice of which is enclosed in this Circular together with the Form of Proxy, will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 13 January 2015 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions pertaining to the Proposals to be tabled. If you are unable to attend and vote in person at the EGM, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event, to reach our registered office at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not later than 48 hours before the time fixed for the holding of the EGM or at any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently decide to do so.

13. FURTHER INFORMATION

You are requested to refer to the attached appendices for further information.

Yours faithfully,
For and on behalf of the Board of
GD EXPRESS CARRIER BHD

TEONG TECK LEAN
Managing Director / Group Chief Executive Officer

REPORTING ACCOUNTANTS' LETTER ON THE ADEQUACY OF RESERVES FOR CAPITALISATION IN RELATION TO THE PROPOSED BONUS ISSUE

Deloitte

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19 December 2014

The Board of Directors
GD Express Carrier Berhad
No 19, Jalan Tandang
46050 Petaling Jaya
Selangor Darul Ehsan

Dear Sirs,

GD EXPRESS CARRIER BERHAD (“GDEX” OR “COMPANY”) REPORT ON THE ADEQUACY OF RESERVES

We report on the adequacy of share premium account and retained earnings of the Company (collectively, “Reserves”) as at 30 June 2014 and 30 September 2014 (being the latest unaudited interim reporting period), in connection with the proposed bonus issue of up to 310,845,988 new ordinary shares of RM0.05 each in GDEX on the basis of 1 bonus share for every 3 existing GDEX shares held on an entitlement date to be determined later (“Proposed Bonus Issue”), pursuant to Paragraph 6.30(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“BMSB”), which have been prepared for inclusion in the Company’s Circular to Shareholders to be dated 22 December 2014 (“Circular”).

Responsibilities

It is the sole responsibility of the directors of GDEX to ensure that the Reserves of the Company as at 30 June 2014 and 30 September 2014 as set forth in the Annexure are properly stated and are adequate to cover the capitalisation of the Proposed Bonus Issue.

It is our responsibility to form an opinion on the adequacy of the Reserves of the Company as at 30 June 2014 and 30 September 2014 to cover the capitalisation of the Proposed Bonus Issue, pursuant to Requirement 6.30(3) of the Main Market Listing Requirements of BMSB.

In providing this opinion, we are not updating or refreshing any reports or opinions previously made by us on any financial information used in assessing the adequacy of Reserves of the Company nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue and we have not performed any audit or review on the unaudited management accounts of the Company subsequent to the end of the financial year ended 30 June 2014 and unaudited interim financial statements of the Company for the financial period 1 July 2014 to 30 September 2014.

REPORTING ACCOUNTANTS' LETTER ON THE ADEQUACY OF RESERVES FOR CAPITALISATION IN RELATION TO THE PROPOSED BONUS ISSUE (Cont'd)

19 December 2014
GD Express Carrier Berhad
Page No. 2

Basis of opinion

We conducted our work in accordance with the approved standard for assurance engagements in Malaysia, ISAE 3000 "Assurance Engagement Other Than Audits or Reviews of Historical Financial Information". Our work, which involved no independent examination of any of the underlying financial information, consisted of:

- (i) agreeing the Reserves of the Company as at 30 June 2014 to the audited financial statements of the Company for the financial year ended 30 June 2014 and the Reserves of the Company as at 30 September 2014 to the latest unaudited interim financial statements of the Company for the 3 months period ended 30 September 2014;
- (ii) considering the evidence supporting any adjustments to the Reserves of the Company as at 30 June 2014 and as at 30 September 2014; and
- (iii) assessing the adequacy of Reserves of the Company as at 30 June 2014 and as at 30 September 2014 available to cover the capitalisation of the Proposed Bonus Issue.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Reserves of the Company as at 30 June 2014 and 30 September 2014 is adequate to cover the capitalisation of the Proposed Bonus Issue.

Our opinion

In our opinion, the Reserves of the Company as at 30 June 2014 and 30 September 2014 are adequate to cover the capitalisation of the Proposed Bonus Issue.

Other Matters

This report is issued for the sole purpose for inclusion in the Circular in connection with the abovementioned corporate exercise. As such, this report should not be used or referred to, in whole or in part, for any other purposes without prior written consent.

Yours very truly,



Enclosure

REPORTING ACCOUNTANTS' LETTER ON THE ADEQUACY OF RESERVES FOR CAPITALISATION IN RELATION TO THE PROPOSED BONUS ISSUE
(Cont'd)

Annexure

The following adjustments on pro forma movements of reserves of the Company have been prepared by the management solely for illustrative purpose only, to reflect the effects of the Proposed Bonus Issue by way of capitalisation of the reserves of the Company based on the audited financial statements as at 30 June 2014 and unaudited interim financial statements as at 30 September 2014.

Company level	Minimum Scenario			Maximum Scenario		
	Share premium RM'000	Retained earnings RM'000	Total RM'000	Share premium RM'000	Retained earnings RM'000	Total RM'000
Audited as at 30 June 2014	6,632	13,638	20,270	6,632	13,638	20,270
Add: Adjustments for the exercise of 29,412,855 Warrants-A up to and including the LPD	4,265 ⁽¹⁾	-	4,265	4,265 ⁽¹⁾	-	4,265
Add: Adjustments for exercise of all the outstanding 64,433,890 Warrants-A	-	-	-	9,343 ⁽⁶⁾	-	9,343
Add: Dividends from subsidiary	-	5,190 ⁽²⁾	5,190	-	5,190 ⁽²⁾	5,190
Less: Payment of the dividend for FYE 30 June 2014	-	(9,766) ⁽⁴⁾	(9,766)	-	(9,766) ⁽⁴⁾	(9,766)
Less: Amount to be capitalised for the Proposed Bonus Issue	(10,597) ⁽⁵⁾	(3,871) ⁽⁶⁾	(14,468)	(15,542) ⁽⁷⁾	-	(15,542)
Less: Estimated expenses for the Proposals	(300)	-	(300)	(300)	-	(300)
Balance after Proposed Bonus Issue	-	5,191	5,191	4,398	9,062	13,460

(Forward)

REPORTING ACCOUNTANTS' LETTER ON THE ADEQUACY OF RESERVES FOR CAPITALISATION IN RELATION TO THE PROPOSED BONUS ISSUE
(Cont'd)

Company level	Minimum Scenario		Maximum Scenario		
	Share premium RM'000	Retained earnings RM'000	Share premium RM'000	Retained earnings RM'000	Total RM'000
Unaudited as at 30 September 2014	6,771	13,609	6,771	13,609	20,380
Add: Adjustments for the exercise of 28,453,850 Warrants-A up to and including the LPD	4,126 ⁽³⁾	-	4,126 ⁽³⁾	-	4,126
Add: Adjustments for exercise of all the outstanding 64,433,890 Warrants-A	-	-	9,343 ⁽⁶⁾	-	9,343
Add: Dividends from subsidiary	-	5,190 ⁽²⁾	-	5,190 ⁽²⁾	5,190
Less: Payment of the dividend for FYE 30 June 2014	-	(9,766) ⁽⁴⁾	-	(9,766) ⁽⁴⁾	(9,766)
Less: Amount to be capitalised for the Proposed Bonus Issue	(10,597) ⁽⁵⁾	(3,871) ⁽⁵⁾	(15,542) ⁽⁷⁾	-	(15,542)
Less: Estimated expenses for the Proposals	(300)	-	(300)	-	(300)
Balance after Proposed Bonus Issue	-	5,162	4,398	9,033	13,431

Notes:

- (1) 29,412,855 Warrants are exercised between 1 July 2014 and the Latest Practicable Date of 16 December 2014 ("LPD") at the exercise price of RM0.195 for 29,412,855 units of Ordinary Shares of RM0.05 each in GDEX.
- (2) Dividend from GD Express Sdn. Bhd., a wholly owned subsidiary of GDEX was declared on 6 October 2014.
- (3) 28,453,850 Warrants are exercised between 30 September 2014 and the LPD at the exercise price of RM0.195 for 28,453,850 units of Ordinary Shares of RM0.05 each in GDEX.

(Forward)

REPORTING ACCOUNTANTS' LETTER ON THE ADEQUACY OF RESERVES FOR CAPITALISATION IN RELATION TO THE PROPOSED BONUS ISSUE
(Cont'd)

- (4) Assuming 868,104,074 units of Ordinary Shares of RM0.05 each in GDEX are entitled to the proposed 22.5% single tier dividend in respect of the financial year ended 30 June 2014 as mentioned in the audited financial statements of GDEX for the said financial year.
- (5) Assuming 289,368,025 units of Bonus Shares are issued based on 868,104,074 units of Ordinary Shares of RM0.05 each in GDEX under the minimum scenario.
- (6) Assuming all 64,433,890 units of outstanding Warrants as of LPD are exercised at the exercise price of RM0.195 for 64,433,890 units of Ordinary Shares of RM0.05 each in GDEX under the maximum scenario.
- (7) Assuming 310,845,988 units of Bonus Shares are issued based on 932,537,964 units of Ordinary Shares of RM0.05 each in GDEX under the maximum scenario.

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

Our Directors have seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular 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 false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

HLIB has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which it appears in this Circular. HLIB has given its written confirmation that it is not aware of any conflict of interest, which exists or is likely to exist in its capacity as the Adviser to our Company in respect of the Proposals.

Messrs Deloitte has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name, letter on the adequacy of reserves for capitalisation in relation to the Proposed Bonus Issue and all references thereto in the form and context in which they appear. Messrs Deloitte has given its written confirmation that it is not aware of any conflict of interest, which exists or is likely to exist in its capacity as the Reporting Accountants to our Company in respect of the Proposals.

3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**3.1 Material commitments**

Save as disclosed below, as at the LPD, our Board is not aware of any material commitments incurred or known to be incurred by our Group which may have a material impact on the profits or NA of our Group:

	RM'000
Approved and contracted for:	
Purchase of motor vehicles	5,447
	<u>5,447</u>

3.2 Contingent liabilities

As at the LPD, our Board is not aware of any contingent liabilities, which upon becoming enforceable, may have a material impact on the profits or NA of our Group.

4. MATERIAL LITIGATION

As at the LPD, neither our Company nor any of our subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and our Board does not have any knowledge of any proceedings, pending or threatened, against our Group or of any facts likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of our Group.

FURTHER INFORMATION (Cont'd)

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at our Company's registered office at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of our EGM:

- (i) our M&A;
- (ii) our audited consolidated financial statements for the past 2 FYE 30 June 2013 and 30 June 2014 and our unaudited consolidated financial results for the 3-month FPE 30 September 2014;
- (iii) letters of consent referred to in Section 2 above;
- (iv) Reporting Accountants' letter on the adequacy of reserves for capitalisation in relation to the Proposed Bonus Issue as set out in Appendix I of this Circular; and
- (v) draft Deed Poll for the Warrants-B.

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GD EXPRESS CARRIER BHD (630579-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

ORDINARY RESOLUTION 1

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

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

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

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

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

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

ORDINARY RESOLUTION 2

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

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

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

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

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

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

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

ORDINARY RESOLUTION 3

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

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

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

SPECIAL RESOLUTION 1

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

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

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

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

BY ORDER OF THE BOARD

Tai Yit Chan (MAICSA 7009143)
Tan Ai Ning (MAICSA 7015852)
Company Secretaries

Selangor Darul Ehsan
22 December 2014

NOTES:

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

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

FORM OF PROXY

I/We _____
(name of shareholder as per NRIC, in capital letters)

NRIC No./Passport No./Company No. _____ (New) _____
(Old)

of _____
(full address)

being a Member/Members of GD Express Carrier Bhd hereby appoint
_____ NRIC No. _____ (New)
(name of proxy as per NRIC, in capital letters)

_____ (Old) of _____
(full address)

or failing him/her the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 13 January 2015 at 10.00 a.m..

I/We direct my/our proxy to vote for or against the resolutions to be proposed at the meeting as hereunder indicated.

		For	Against
Ordinary Resolution 1	Proposed Bonus Issue		
Ordinary Resolution 2	Proposed Free Warrants Issue		
Ordinary Resolution 3	Proposed Increase in Authorised Share Capital		
Special Resolution 1	Proposed M&A Amendments		

Dated this _____ day _____ 2014/2015.

CDS ACCOUNT NO.	NUMBER OF SHARES HELD

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	Percentage
Proxy 1	%
Proxy 2	%
Total	100%

Signature/Common Seal

NOTES:

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

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 22 December 2014.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretary
GD EXPRESS CARRIER BHD
Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan
Malaysia

1st fold here
