

**THIS NOTICE 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.

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**GD EXPRESS CARRIER BHD**

(Company No. 630579-A)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE TO HOLDERS OF WARRANTS-A**

**IN RELATION TO**

**EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS-A 2011/2016**

**STOCK NAME: GDEX-WA**

**STOCK CODE: 0078WA**

**IMPORTANT RELEVANT DATES**

Last date and time for trading of Warrants-A	:	Tuesday, 19 January 2016 at 5.00 p.m.
Date and time for suspension of trading of Warrants-A	:	Wednesday, 20 January 2016 at 9.00 a.m.
Last date and time (Expiry Date) for the exercise of Warrants-A	:	Wednesday, 10 February 2016 at 5.00 p.m.
Date and time for de-listing of Warrants-A	:	Thursday, 11 February 2016 at 9.00 a.m.

This Notice is dated 8 January 2016

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## DEFINITIONS

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Except where the context otherwise requires, the following terms and abbreviations (in alphabetical order) shall apply throughout this Notice:-

“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“CDS”	: Central Depository System
“Exercise Money”	: The amount calculated by multiplying the Exercise Price by the aggregate number of New Shares in respect of which the Exercise Rights are being exercised
“Exercise Period”	: The period commencing on and including the date of the issue of the Warrants-A on 8 February 2011 (“Issue Date”) and ending at the close of business at 5.00 p.m. on the date which is five (5) years from the Issue Date
“Exercise Price”	: RM0.15 payable in respect of each New Share to which a Warrants-A Holder will be entitled to subscribe upon exercise of the Exercise Rights represented by each Warrant-A
“Exercise Rights”	The rights of a Warrants-A Holder to subscribe for one (1) New Share for every Warrant-A held at the Exercise Price upon the terms and subject to conditions of the Warrants-A set out in the Deed Poll
“Expiry Date”	: Wednesday, 10 February 2016, 5.00 p.m.
“GDEX” or “the Company”	: GD Express Carrier Bhd (630579-A)
“GDEX Share(s)” or “Share(s)”	: Ordinary share(s) of RM0.05 each fully paid-up capital or credited as fully paid-up in the capital of the Company
“New Share(s)”	: New ordinary share(s) of RM0.05 each to be issued by the Company pursuant to any exercise of the Subscription Rights represented by the Warrants-A
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“RM” and “sen”	: Ringgit Malaysia and sen respectively
“Warrants-A”	The warrants issued by the Company on 8 February 2011 and which are due to expire on 10 February 2016, and each Warrant-A carrying the rights to subscribe for one (1) New Share in the Company at the Exercise Price in accordance with and subject to the terms and conditions contained in the Deed Poll dated 11 January 2011
“Warrants-A Holder(s)”	: Any person for the time being holding Warrants-A in the Company and whose name appears in the Register of Warrant-A Holders (except the Bursa Depository Nominees Sdn Bhd), including warrant depositors whose name appear on the Record of Warrant-A Depositors

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**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

8 January 2016

**Board of Directors:**

Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid (*Independent Non-Executive Chairman*)  
Teong Teck Lean (*Managing Director and Group Chief Executive Officer*)  
Liew Heng Heng (*Independent Non-Executive Director*)  
Lim Cheng Sung @ Lim Cheng Sang (*Independent Non-Executive Director*)  
Adi Arman bin Abu Osman (*Independent Non-Executive Director*)  
Lim Chee Seong (*Executive Director and Chief Financial Officer*)  
Woo Keng Leong (*Non-Independent Non-Executive Director*)

**To: The Warrants-A Holders of GD Express Carrier Bhd**

Dear Sir/Madam,

**NOTICE TO WARRANTS-A HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS-A**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions stipulated in the Deed Poll dated 11 January 2011 governing the Warrants-A, the Exercise Rights of the Warrants-A will expire at 5.00 p.m. on Wednesday, 10 February 2016 ("**Expiry Date**"). Accordingly, all Warrants-A Holders intending to exercise Warrants-A are advised to submit the enclosed Exercise Form to the Share Registrar of GDEX, Boardroom Corporate Services (KL) Sdn Bhd, no later than 5.00 p.m. on the Expiry Date.

The total number of Warrants-A outstanding as at 31 December 2015, being the latest practicable date prior to the issuance of this Notice is 1,463,183.

**Warrants-A Holders should note that the Warrants-A which are not exercised by 5.00 p.m. on the Expiry Date will lapse and become null and void and cease to be valid for any purpose.**

**Accordingly, the Warrants-A will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Thursday, 11 February 2016.**

Warrants-A Holders are therefore advised to carefully read the information set out below:-

**1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING**

To facilitate the exercise of the Exercise Rights by the Warrant-A Holder(s), the trading of Warrants-A on Bursa Securities will be suspended with effect from 9.00 a.m., Wednesday, 20 January 2016 until the Expiry Date. Hence, the last day and time for trading of the Warrants-A will be on Tuesday, 19 January 2016, 5.00 p.m.

**2. EXERCISE PRICE**

The Exercise Price payable is RM0.15 for each New Share to which a Warrants-A Holder is entitled to subscribe upon exercise of the Exercise Rights. Accordingly, if you exercise the conversion of 1,000 Warrants-A into 1,000 New Shares, the Exercise Money payable will be RM150.00.

**3. PAYMENT OF EXERCISE PRICE**

The remittance of the Exercise Money must be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia for the credit of the account named "**GD EXPRESS WARRANTS ACCOUNT**" crossed "**A/C Payee Only**" for the full amount of the Exercise Price payable in respect of the Warrants-A exercised and endorsed on the reverse side with the name, old and new NRIC No./company number/Passport number/Armed Forces number/police personnel number, address and CDS Account number of the Warrantholder.

**4. EXERCISE OF EXERCISE RIGHTS**

If you are a Warrant-A Holder and wish to exercise your Exercise Rights, you should:-

- (i) complete and sign the enclosed Exercise Form, additional copies of the exercise form can also be obtained from the Company's Share Registrar, Boardroom Corporate Services (KL) Sdn Bhd (Company No. 3775-X), Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia during normal working hours; and
- (ii) deliver and to reach the Company's Share Registrar no later than 5.00 p.m. on the Expiry Date:-
  - (a) the Exercise Form duly completed and signed by you;
  - (b) remittance by way of **banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia** to be made in favour of "**GD Express Warrants Account**" for the full amount of the Exercise Monies; and
  - (c) remittance of RM25.00 inclusive of 6% GST being the processing fees for each exercise form submitted to the Company's Share Registrar by way of bankers' draft or cashiers' order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia made payable to "**Boardroom Corporate Services (KL) Sdn Bhd**" crossed "**A/C Payee Only**".

The Company shall within eight (8) market days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly completed exercise form together with the requisite payments as set out in item (ii) above:-

- (a) allot and issue the relevant number of New Share(s) arising from the exercise of Warrants-A;
- (b) despatch notices of allotment to the Warrants-A Holders stating the number of New Share(s) that will be credited into the CDS Account(s) of the Warrants-A Holders; and
- (c) make an application to Bursa Securities for the quotation of such New Share(s) issued.

The New Share(s) to be issued pursuant to the exercise of the Warrants-A shall, upon the allotment and issuance, rank *pari passu* in all respects with the existing GDEX Share(s), save and except that such New Share(s) shall not be entitled to any dividends, rights, allotments or other distributions prior to the date of allotment of the New Share(s).

The New Share(s) arising from such exercise will be credited into the CDS Account(s) of the exercising Warrants-A Holders and no physical share certificates would be issued to the Warrants-A Holders in respect of the exercise.

## **5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS-A**

**NOTICE IS ALSO HEREBY GIVEN THAT in relation to the Warrants-A:-**

- (i) Bursa Depository will not be accepting any request for transfer of Warrants-A for the period commencing from 4.00 p.m. on Friday, 29 January 2016 up to the Expiry Date;
- (ii) Warrants-A Holders shall qualify for entitlement to subscribe for New Share(s) in respect of the following:
  - (a) Warrants-A transferred into the depositor's CDS Account before 4.00 p.m. on Friday, 29 January 2016 in respect of transfers; and
  - (b) Warrants-A bought on Bursa Securities on or before Tuesday, 19 January 2016 at 5.00 p.m., being the last day for trading of the Warrants-A.

## **6. EXPIRY OF SUBSCRIPTION RIGHTS**

Warrants-A Holders should note that:-

- (i) If their Exercise Rights are not exercised and the relevant Exercise Form together with the remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All unexercised Warrants-A remaining in the depositors' CDS Account as at the Expiry Date will be debited from the respective depositors' CDS Account on Thursday, 11 February 2016.

**7. CONTACT DETAILS FOR ENQUIRIES**

All enquiries concerning the above should be addressed to the Company's Share Registrar at:

Boardroom Corporate Services (KL) Sdn Bhd  
Lot 6.05, Level 6, KPMG Tower  
8 First Avenue, Bandar Utama  
47800 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

Telephone: 03-7720 1188  
Facsimile : 03-7720 1111

**8. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Directors who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading.

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

**DATO' CAPT. AHMAD SUFIAN @ QURNAIN BIN ABDUL RASHID**  
Independent Non-Executive Chairman

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Notes:

1. *All information given in this Exercise Form must be as per the information provided to Bursa Depository.*
2. *Joint holders are not recognised under the Central Depository System.*
3. *No scrips will be issued to the Depositor in respect of the New Shares issued as a result of any exercise of the Exercise Rights represented by the Warrants.*
4. *In exercising the Exercise Rights represented by the Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provision of the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Depository.*
5. *A corporation completing this Exercise Form is required to affix its common seal in accordance with its Memorandum and Articles of Association, a copy of which must be lodged with the Registrar.*
6. *The attention of the Warrant Holders is drawn to Part IV, Division 2 of the Securities Commission Act, 1993 and Part II of the Malaysian Code on Take-over and Mergers, 1998 as amended or replaced from time to time.*
7. *No direction may be made in this Exercise Form requiring the New Shares to be credited into the Securities Account of a person other than a Securities Account in the name of the person exercising the Exercise Rights under this Exercise Form.*
8. *The exercise of the Exercise Rights under this Exercise Form will be deemed invalid if any banker's draft or cashier's order or money order or postal order for payment of the Exercise Money is not cleared on first presentation.*
9. *If any part of this Exercise Form is not fully and properly completed and/or executed, the Company will be entitled to regard the exercise of the Exercise Rights under the Exercise Form as invalid.*
10. *At the close of business on 7th day of February 2016, any Exercise Rights which have not been exercised and the Exercise Form with appropriate remittance not delivered to the Registrar will lapse and every Warrant will cease thereafter to be valid for any purpose.*
11. *Unless the context otherwise requires, expressions in this Exercise Form will have the same meanings as those defined in the Deed Poll.*