



GDEX BERHAD

[Registration No. 200301028159 (630579-A)]

ADMINISTRATIVE GUIDE FOR THE NINETEENTH ANNUAL GENERAL MEETING

Meeting Date	:	Thursday, 8 June 2023
Time	:	11.00 a.m.
Meeting Platform	:	ConveneAGM at https://conveneagm.my/gdexagm2023
Mode of Communication	:	<ul style="list-style-type: none">i. Submit questions to the Board prior to the 19th AGM via ConveneAGM at https://conveneagm.my/gdexagm2023 or emailing to support_conveneAGM@kpmg.com.my not later than 11.00 a.m., Tuesday, 6 June 2023ii. Pose questions to the Board via real-time submission of typed texts at ConveneAGM at https://conveneagm.my/gdexagm2023 during live streaming of the 19th AGM
Broadcast Venue	:	Level 10, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan Malaysia

MODE OF MEETING

The Company will be conducting its forthcoming Nineteenth (“19th”) Annual General Meeting (“AGM”) on a virtual basis through remote participation and electronic voting (“RPEV”) facilities.

The Broadcast Venue mentioned above is strictly for the purpose of complying with Section 327 of the Companies Act and Clause 65 of the Constitution of the Company. Shareholders and/or proxies are not allowed to be physically present at the Broadcast Venue, as the venue is only meant to facilitate the conduct of the 19th AGM. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

In line with the Practice 13.3 of the Malaysian Code on Corporate Governance, by conducting a virtual AGM, this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the RPEV Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the 19th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 19th AGM.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 May 2023 (General Meeting Record of Depositors) shall be eligible to participate in the 19th AGM or appoint a proxy(ies) to participate and/or vote on his/her behalf.

FORM(S) OF PROXY

Shareholders who are unable to participate in our online AGM are encouraged to appoint the Chairman of the Meeting as their proxy and indicate the voting instructions in the proxy form. Please take note that you must complete the proxy form for the AGM should you wish to appoint a proxy(ies).

The proxy form may be made in hard copy or by electronic means not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by 11:00 a.m., Tuesday, 6 June 2023, as follows:

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- *Administrative Guide for 19th AGM*

(i) In hard copy form

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

KPMG Management & Risk Consulting Sdn Bhd

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

(ii) By electronic means

The proxy form can also be lodged electronically through the ConveneAGM Meeting Platform at <https://conveneagm.my/gdexagm2023> or email to support_conveneagm@kpmg.com.my.

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

- Go to <https://conveneagm.my/gdexagm2023>.
- Select “**Register Now**” and choose “**Register as Shareholder**”.
- Fill out the form with the required information and select “**Submit Registration**”.
- A confirmation will be displayed after a successful registration.
- Check your email for the next step.
- Open the email from AGM@Convene (agmaccounts@conveneagm.com)
- Select “**Verify Your Email**”.
- After the email verification, you will be redirected to create your own personalised password.
- Sign in to <https://conveneagm.my/gdexagm2023>.
- Select “**Fill Out Proxy Form**”.

REVOCAION OF PROXY

If you have submitted your proxy form prior to the meeting and subsequently decide to participate at the meeting yourself, please write to support_conveneagm@kpmg.com.my to revoke the appointment of your proxy(ies) at least forty-eight (48) hours before the 19th AGM.

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

Please advise your proxy accordingly.

VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed KPMG Management & Risk Consulting Sdn. Bhd. (“**KPMG**”) as Poll Administrator to conduct the poll by way of electronic voting (“**e-voting**”) and Independent Scrutineer to verify and validate the poll results.

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

For the purposes of the virtual AGM, e-voting will be carried out via personal smartphones, tablets, or personal computers/laptops.

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

PROCEDURES FOR RPEV FACILITIES

All shareholders, including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, shall use the RPEV facility at <https://conveneagm.my/gdexagm2023> to participate and vote remotely at the 19th AGM.

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All shareholders who wish to participate at the 19th AGM are required to register online at the ConveneAGM Meeting Platform (<https://conveneagm.my/gdexagm2023>).

Registration for remote access will open from Friday, 28 April 2023, until the day of the 19th AGM on Thursday, 8 June 2023.

Shareholders are encouraged to register at least forty-eight (48) hours before the commencement of the 19th AGM to allow some time for the Company to verify the shareholder status and to avoid any delay in registration.

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

<p>Pre-Meeting Day –</p> <p>Registration for Shareholders and/or Corporate Representatives</p>	<ul style="list-style-type: none"> • Go to https://conveneagm.my/gdexagm2023. • Select “Register Now” and choose “Register as Shareholder”. • Fill out the form with the required information and click to “Submit Registration”. • A confirmation will be displayed after a successful registration. • Check your email for the next step. • Open the email from AGM@Convene (agmaccounts@conveneagm.com). • Select “Verify Your Email”. • After the email verification, you will be redirected to create your own personalised password. • Upon system verification against the Record of Depositors and Register of Members as of 29 May 2023, you will receive an email from AGM@Convene indicating that your registration is approved or rejected. <p>Please note that the corporate shareholders who require their corporate representative to participate and vote at the AGM must deposit their certificate of appointment of a corporate representative to KPMG not later than Tuesday, 6 June 2023, at 11:00 a.m.</p>
<p>Pre-Meeting Day –</p> <p>Registration for Proxy holders</p>	<ul style="list-style-type: none"> • As a Proxy, you will receive an email from AGM@Convene with your proxy code once you are appointed by your shareholder. • Click on the link in the email or https://conveneagm.my/gdexagm2023. • Select “Register Now” and choose “Register as Proxyholder”. • Fill out the form with the required information and click to “Submit Registration”. • A confirmation will be displayed after a successful registration. • Check your email for the next step. • Open the email from AGM@Convene (agmaccounts@conveneagm.com). • Select “Verify Your Email”. • After the email verification, you will be redirected to create your own personalised password. <p>Please note that in the event the shareholder who appointed you cannot be authenticated against the Record of Depositors and Register of Members as at 29 May 2023, your registration will not be valid.</p>
<p>Meeting Day –</p> <p>Participation by Shareholders, Proxies and/or Corporate Representatives during AGM</p>	<ul style="list-style-type: none"> • Login to https://conveneagm.my/gdexagm2023. • Click to start a live webcast. • Proceed to ask questions and/or vote when permissible.

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NO VOUCHERS/DOOR GIFTS

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

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The shareholders may submit questions to the Company via ConveneAGM at <https://conveneagm.my/gdexagm2023> or email to support_conveneAGM@kpmg.com.my not later than 11.00 a.m., Tuesday, 6 June 2023 prior to the AGM to transmit questions to Board of Directors. The Chairman and Board of Directors will endeavour their best to respond to the questions submitted by the shareholders, which are related to the resolutions to be tabled at the AGM.

RECORDING OR PHOTOGRAPHY AT THE AGM

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

ENQUIRY

Should you require any assistance on the RPEV facility, kindly contact KPMG. Details are as follows:

- (a) For matters relating to proxy processing and eligibility to participate at the 19th AGM [During office hours on Mondays to Fridays (except on public holidays) from 8:30 a.m. to 5:30 p.m.].

Email : support_conveneAGM@kpmg.com.my
Telephone No. : 603-7721 3109/ 7329/ 7954/ 7780

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

Toll-Free No : 1 800 817 240
Email : support@conveneagm.com
Live Chat : Click on the chat icon at the bottom right side of <https://conveneagm.my/gdexagm2023>.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.