

**THIS CIRCULAR/STATEMENT 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 only perused Part A of this Circular/Statement in relation to the proposed new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of the Bursa Malaysia’s Main Market Listing Requirements (“**Listing Requirements**”).

Bursa Malaysia has not perused Part B of this Circular/Statement prior to its issuance as they are prescribed as exempt document pursuant to Practice Note 18 of the Listing Requirements.

Bursa Securities takes no responsibility for the contents of this Circular/Statement, 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/Statement.



**GDEX BERHAD**

[Registration No. 200301028159 (630579-A)]

**PART A**

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

**PART B**

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

**EXTRACT OF THE NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING**

The above proposals will be tabled as Special Business at the Nineteenth Annual General Meeting (“**19th AGM**”) of GDEX Berhad (“**the Company**”) to be conducted virtually through live streaming and online remote voting via the meeting platform at <https://conveneagm.my/gdexagm2023> from the Broadcast Venue at 10th Floor, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan Malaysia on Thursday, 8 June 2023 at 11.00 a.m. The resolution pertaining to the above proposals are set out in the Notice of the 19th AGM which is attached in the Annual Report 2022 and can be downloaded at the Company’s website at [www.gdexpress.com](http://www.gdexpress.com) or Bursa Securities’ website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

A member entitled to participate and vote at the 19th AGM is entitled to appoint a proxy or proxies to participate and vote on his/her behalf. In such event, please complete and return the proxy form in accordance with the instructions therein as soon as possible and shall be deposited at KPMG Management & Risk Consulting Sdn. Bhd. at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the 19th AGM or any adjournment thereof. Alternatively, individual shareholder(s) may submit the proxy form electronically via Convene AGM meeting platform at <https://conveneagm.my/gdexagm2023> or email to [support\\_conveneagm@kpmg.com.my](mailto:support_conveneagm@kpmg.com.my), not less than forty-eight (48) hours before the time for holding the 19th AGM or any adjournment thereof. The lodging of the proxy form shall not preclude you from attending, participating and voting remotely in person at the 19th AGM should you subsequently wish to do so, but if you do, your proxy or proxies shall be precluded from attending the 19th AGM. For further information on the electronic submission of the proxy form and participation at the 19<sup>th</sup> AGM, kindly refer to the Administrative Guide.

Last date and time for lodging the proxy form : Tuesday, 6 June 2023 at 11.00 a.m.

Date and time of the 19th AGM : Thursday, 8 June 2023 at 11.00 a.m.

## DEFINITIONS

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

“Act”	:	Companies Act, 2016, as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of GDEX
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“CCM”	:	Companies Commission of Malaysia
“Circular/Statement”	:	This circular/statement to the shareholders of GDEX dated 28 April 2023
“CMSA”	:	Capital Markets and Services Act, 2007, as amended from time to time
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time
“Director(s)”	:	Directors of our Company and shall have the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months from the date on which the terms of the transactions were agreed upon:  (a) a Director of GDEX or any other company which is its subsidiary or holding company; or (b) a chief executive officer of GDEX, its subsidiary or holding company
“GDEX” or “the Company”	:	GDEX Berhad [Registration No. 200301028159 (630579-A)]
“GDEX Group”	:	GDEX and its subsidiaries, collectively
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time
“LPD”	:	3 April 2023 being the latest practicable date prior to the printing of this Circular/Statement
“Major Shareholder(s)”	:	A person who has an interest or interests in one (1) or more voting shares in GDEX and the number or aggregate number of those shares, is:  a. 10% or more of the total number of voting shares in GDEX; or b. 5% or more of the total number of voting shares in GDEX where such person is the largest shareholder of GDEX.

This includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of GDEX as defined above or any other company which is a subsidiary or holding company of GDEX

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act

## DEFINITIONS (Cont'd)

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“Minister”	:	The Minister charged with the responsibility for companies, as defined in the Act
“NA”	:	Net assets attributable to ordinary equity holders of GDEX
“Person Connected”	:	Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
“Prevailing Laws”	:	Prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities
“Proposed Mandate Period”	:	<p>The period during which the Recurrent Related Party Transactions are to be entered into for which the proposed mandate is being sought. This period shall commence immediately upon the passing of the resolution in respect of the proposed mandate during the forthcoming AGM until:-</p> <ul style="list-style-type: none"><li>(a) the conclusion of the first AGM of the listed company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;</li><li>(b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or</li><li>(c) revoked or varied by resolution passed by the shareholders in general meeting,</li></ul> <p>whichever is the earlier</p>
“Proposed Shareholders’ Mandate”	:	Proposed new shareholders’ mandate for the GDEX Group to enter into Recurrent Related Party Transactions
“Proposed Renewal of Share Buy-Back Authority”	:	Proposed renewal of authority for the Company to purchase its own shares
“Purchased Shares”	:	Shares to be purchased by GDEX pursuant to the Proposed Renewal of Share Buy-Back Authority
“Recurrent Related Party Transaction(s)”	:	Related party transaction(s) which is/are recurrent, of a revenue or trading nature and which is/are necessary for the day-to-day operations of the GDEX Group
“Related Party(ies)”	:	Director(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major Shareholder(s)
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission Malaysia
“Share(s)”	:	Ordinary share(s) in GDEX

## DEFINITIONS (Cont'd)

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“SingPost”	:	Singapore Post Limited (199201623M), a company incorporated in Singapore, a substantial shareholder of GDEX
“SingPost Group”	:	SingPost, its subsidiaries, unincorporated joint ventures, unincorporated consortiums and associated companies
“SingTel”	:	Singapore Telecommunications Limited (199201624D), a company incorporated in Singapore, a substantial shareholder of SingPost
“Substantial Shareholder(s)”	:	Shall have the meaning given in Section 136(2) of the Act
“Temasek”	:	Temasek Holdings (Private) Limited (197401143C), a company incorporated in Singapore, a substantial shareholder of Singtel
“Treasury Shares”	:	The Shares purchased by GDEX which are or will be retained in treasury and shall have the meaning given under Section 127(4)(b) of the Act
“Yamato Asia”	:	Yamato Asia Pte Ltd (201328800W), a company incorporated in Singapore, a substantial shareholder of GDEX and a wholly-owned subsidiary of Yamato Holdings
“Yamato Group”	:	Yamato Holdings and its subsidiaries, collectively
“Yamato Holdings”	:	Yamato Holdings Co., Ltd (7010001034964), a company incorporated in Japan, a substantial shareholder of GDEX

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

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

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**PART A**

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



**GDEX BERHAD**

[Registration No. 200301028159 (630579-A)]

**Registered Office:**  
E-10-4, Megan Avenue 1  
189, Jalan Tun Razak  
50400 Kuala Lumpur  
W.P. Kuala Lumpur  
Malaysia

28 April 2023

**Board of Directors:**

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

**To: The Shareholders of GDEX**

Dear Sir/Madam,

**PROPOSED SHAREHOLDERS' MANDATE**

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**1. INTRODUCTION**

On 11 April 2023, the Board of Directors of the Company had announced that the Company is proposing to seek its shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming 19th AGM of the Company.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate and to seek your approval for the resolution thereto which will be tabled at the forthcoming 19th AGM of the Company. The Notice of the 19th AGM together with the Proxy Form are enclosed in the Annual Report which has been issued together with this Circular.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE 19TH AGM.**

**2. BACKGROUND INFORMATION**

**2.1 DETAILS OF GDEX GROUP**

GDEX Group is primarily in the business of express delivery services and logistic services. The principal place of business of GDEX Group is located at:

19, Jalan Tandang  
46050 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia



It is anticipated that GDEX Group would, in the ordinary course of its business, enter into RRPT which are necessary for its day-to-day operations with the classes of Related Parties which are disclosed in Section 3.5 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

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

## **2.2 PARAGRAPH 10.09 OF THE LISTING REQUIREMENTS**

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

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

"in relation to a listed issuer with a share capital of RM60 million and above –

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

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

## **3. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE**

### **3.1 PERIOD OF VALIDITY OF THE PROPOSED SHAREHOLDERS' MANDATE**

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

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority for the proposed mandate is renewed;

- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

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

### **3.2 AMOUNT DUE AND OWING BY RELATED PARTIES**

As at the LPD, there were no amounts due and owing to GDEX Group under the RRPTs which exceeded the credit term.

### **3.3 REVIEW PROCEDURES IN RELATION TO THE RRPT(S)**

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

#### **(i) Identification**

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

#### **(ii) Authorisation**

- (a) The pricing methods and procedures of the transactions are to be determined by market forces, under similar commercial terms for transactions with third parties that depend on the demand and supply, quality and the availability of the products/services.
- (b) All types of Recurrent Related Party Transactions are carried out at arm's length and on GDEX Group's normal commercial terms which are no more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company.
- (c) The Related Parties and Directors who are deemed interested have been advised of their responsibilities, obligations under the Listing Requirements, and GDEX Group's policy and procedures for Recurrent Related Party Transactions.
- (d) If a member of the Board or Audit and Risk Management Committee has an interest, direct or indirect, in any Recurrent Related Party Transaction, he/she shall abstain from any decision-making by the Board or Audit and Risk Management Committee in respect of the said transaction.

(iii) Monitoring and Reporting

- (a) A register shall be maintained by the respective companies within GDEX Group to record all Recurrent Related Party Transactions, including Related Party Transactions which are entered into pursuant to the shareholders' mandate. All Recurrent Related Party Transactions shall be reported to the Audit and Risk Management Committee on a quarterly basis together with the quarterly financial reports.
- (b) The annual internal audit plan shall incorporate a review of all Recurrent Related Party Transactions entered into pursuant to the shareholders' mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to. Any divergence will be reported to the Audit and Risk Management Committee.
- (c) The Audit and Risk Management Committee shall review the annual and periodic internal audit reports to ascertain that the guidelines and procedures established to monitor all Recurrent Related Party Transactions have been complied with.
- (d) The Audit and Risk Management Committee has reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.
- (e) If during the annual or periodic review, the Audit and Risk Management Committee is of the opinion that the guidelines and procedures are not sufficient to ensure that all Recurrent Related Party Transactions are undertaken:
  - on arm's length basis;
  - under normal commercial terms consistent with GDEX Group's business practices and policies;
  - on terms no more favourable to the related parties than those generally available to the public; and
  - not to the detriment of the minority shareholders of the Company.

the Company will procure a fresh mandate from the non-interested shareholders of the Company based on a new or additional set of review procedures and guidelines.

- (f) At least two (2) other contemporaneous transactions with unrelated third (3rd) parties for similar products or services and/or quantities will be used as comparison, whenever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third (3rd) parties for the same or substantially similar type of products or services and/or quantities. In the event that comparative pricing from unrelated third (3rd) parties cannot be obtained, the Group will rely on its usual business norms and practices taking into account the efficiency, quality and type of products or services to be provided to ensure that the Recurrent Related Party Transactions are not detrimental to the Group.

(iv) Threshold for approval

There are no specific thresholds for approval of Recurrent Related Party Transactions within the Group. However, all Recurrent Related Party Transactions are subject to the approval of the appropriate levels of authority as determined by the Senior Management and/or the Board from time to time, subject to the provisions in the Listing Requirements and/or the Act, where necessary, provided always that such personnel have no interest in the transaction.

### **3.4 AUDIT AND RISK MANAGEMENT COMMITTEE'S STATEMENT**

The Audit and Risk Management Committee of the Company has considered the procedures mentioned above and is of the view that:

- (a) the procedures are sufficient to ensure that the RRPT is conducted at arm's length and on normal commercial terms which are consistent with GDEX Group's normal business practices and policies and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of GDEX Group; and
- (b) GDEX Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. Such procedures and processes are reviewed by the Audit and Risk Management Committee and/or the management staff on a yearly basis and as and when required.

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### 3.5 CLASSES OF RELATED PARTIES AND NATURE OF RRPT

The class and nature of the RRPTs which would be entered into by GDEX Group are as follows:

Transacting party	Transacting Related Parties	Nature of Transaction	Estimated value of transaction for the period from the forthcoming 19th AGM to the next AGM	Nature of relationship between GDEX Group and the Related Parties
(a) GDEX Group	SingPost Group	Provision of express delivery services to SingPost Group by GDEX Group	RM20,000,000	Mr Yik Yen Shan, Vincent is a Non-Independent Non-Executive Director of GDEX and is a representative of SingPost on the Board of GDEX.  SingPost is a Major Shareholder of GDEX.
(b) GDEX Group	Yamato Group	Provision of express delivery services to Yamato Group by GDEX Group	RM36,000,000	Mr Hiroshi Etani is a Non-Independent Non-Executive Director of GDEX and is a representative of Yamato Asia on the Board of GDEX.  Yamato Asia is a Major Shareholder of GDEX and a subsidiary of Yamato Holdings.
(c) GDEX Group	Yamato Group	Provision of advisory services related to express delivery by Yamato Group to enhance operational efficiency for business collaboration projects between Yamato Group and GDEX Group	RM200,000	Mr Hiroshi Etani is a Non-Independent Non-Executive Director of GDEX and is a representative of Yamato Asia on the Board of GDEX.  Yamato Asia is a Major Shareholder of GDEX and a subsidiary of Yamato Holdings.

Note:

The amount represents the estimated value of transactions excluding customs duties (if any) that will be undertaken during the Proposed Mandate Period.

#### 4. RATIONALE FOR AND BENEFITS OF THE RECURRENT RELATED PARTY TRANSACTIONS

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

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

#### 5. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

##### 5.1 TOTAL ISSUED SHARES AND SHAREHOLDINGS OF SUBSTANTIAL SHAREHOLDERS

The Proposed Shareholders' Mandate will not have any effect on the Company's issued share capital and the shareholdings of the substantial shareholders as it does not involve any issuance of new shares in the Company.

##### 5.2 NET ASSETS AND GEARING

Barring any unforeseen circumstances, the Proposed Shareholders' Mandate is not expected to have any material effect on the net assets and gearing of GDEX Group for the financial year ending 31 December 2023.

##### 5.3 EARNINGS AND EARNINGS PER SHARE

The Proposed Shareholders' Mandate is not expected to have any material effect on the earnings and Earnings Per Share of GDEX Group for the financial year ending 31 December 2023.

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

Save as disclosed below and as at the LPD, none of the other Directors, Major Shareholders and/or Persons connected in the Company have any interest, direct or indirect, in the Proposed Shareholders' Mandate:

	Direct Interest		Indirect Interest	
	Number of Shares	% <sup>(6)</sup>	Number of Shares	% <sup>(6)</sup>
<b>Interested Director</b>				
Hiroshi Etani <sup>(1)</sup>	-	-	-	-
Yik Yen Shan, Vincent <sup>(2)</sup>	-	-	-	-
<b>Interested Major Shareholders</b>				
SingPost	680,072,053	12.27	-	0.00
SingTel	-	0.00	680,072,053 <sup>(3)</sup>	12.27
Temasek	-	0.00	680,072,053 <sup>(4)</sup>	12.27
Yamato Asia	1,287,938,501	23.23	-	0.00
Yamato Holdings	-	0.00	1,287,938,501 <sup>(5)</sup>	23.23

Notes:

- (1) Representative of Yamato Asia on the Board of Directors of the Company.
- (2) Representative of SingPost on the Board of Directors of the Company.
- (3) Deemed interested by virtue of interest held through SingPost.
- (4) Deemed interested by virtue of interest held through SingTel via SingPost.
- (5) Deemed interested by virtue of interest held through Yamato Asia.
- (6) Excluding a total of 96,683,600 shares bought back by the Company and retained as treasury shares.

The above interested Director(s) have abstained and will abstain from Board's deliberations and voting on matters relating to the Proposed Shareholders' Mandate at the Board meetings. The above interested Director(s) and/or Major Shareholder(s) will abstain from voting in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate.

In addition, the above interested Directors and interested Major Shareholders have undertaken that they will ensure that the Persons Connected to them (if any) will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the ordinary resolution pertaining to the Proposed Shareholders' Mandate at the AGM of the Company.

## **7. APPROVALS REQUIRED**

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of GDEX at the forthcoming AGM of the Company to be convened or any adjournment thereof.

## **8. OPINION AND RECOMMENDATION FROM THE DIRECTORS**

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

## **9. AGM**

The AGM, the notice of which is enclosed in the Annual Report of the Company for financial year ended 31 December 2022 will be conducted virtually from the Broadcast Venue at 10th Floor, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 8 June 2023 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, *inter alia*, the ordinary resolution set out in the Notice of AGM, to give effect to the Proposed Shareholders' Mandate.

If you are unable to attend or vote in person at the AGM, kindly complete the proxy form attached in the Annual Report of the Company and return to the Company, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:

### **(a) In hard copy form**

The original instrument appointing a proxy must be deposited at KPMG Management & Risk Consulting Sdn. Bhd. at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

### **(b) By electronic means**

The proxy form can also be lodged electronically via ConveneAGM Meeting Platform at <https://conveneagm.my/gdexagm2023> or email to [support\\_conveneagm@kpmg.com.my](mailto:support_conveneagm@kpmg.com.my). Please follow the procedures provided in the Administrative Guide for the 19th AGM in order to deposit the Proxy Form electronically.

## **10. FURTHER INFORMATION**

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

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

**TAN SRI MUHAMMAD BIN IBRAHIM**  
Independent Non-Executive Chairman



**PART B**

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



**GDEX BERHAD**

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

**Registered Office:**

E-10-4, Megan Avenue 1  
189, Jalan Tun Razak  
50400 Kuala Lumpur  
W.P. Kuala Lumpur  
Malaysia

28 April 2023

**Board of Directors:**

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

**To: The Shareholders of GDEX**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

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**1. INTRODUCTION**

At the AGM of the Company held on 7 June 2022, the Company had obtained its shareholders' approval to purchase up to 10% of the total number of issued shares of the Company at any point of time through Bursa Securities. The aforesaid mandate shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless a new mandate is obtained from the shareholders.

On 11 April 2023, the Company announced that the Company proposes to seek its shareholders' approval for the Proposed Renewal of Share Buy-Back Authority.

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

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

**2.1 PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

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

As at the LPD, the total number of issued Shares of the Company was 5,641,410,835 (including Treasury Shares of 96,683,600). Hence, subject to the shareholders' approval, the Company may purchase up to 564,141,084 Shares pursuant to the Proposed Renewal of Share Buy-Back Authority, representing 10% of the total number of issued shares.

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

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

whichever occurs first.

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

## **2.2 MAXIMUM AMOUNT OF FUNDS TO BE ALLOCATED AND SOURCE OF FUNDS**

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

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

Based on the latest audited consolidated financial statements for the financial year ended 31 December 2022, the retained profits of the Company were approximately RM67.4 million. The Board shall ensure that the maximum funds to be utilised for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company.

## **2.3 TREATMENT OF PURCHASED SHARES**

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

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

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

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

- (a) distribute the Purchased Shares as dividends to the shareholders of the Company, such dividends to be known as "share dividends";
- (b) resell the Purchased Shares or any of the shares in accordance with the relevant rules of the Bursa Securities;
- (c) transfer the Purchased Shares, or any of the Purchased Shares for the purposes of or under an employees' share scheme;
- (d) transfer the Purchased Shares, or any of the Purchased Shares as purchase consideration;

- (e) cancel the Purchased Shares or any of the Purchased Shares; or
- (f) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister may by order prescribe.

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

Pursuant to Section 127(8) of the Act, if the Purchased Shares are held as Treasury Shares, it shall not confer:

- (a) The right to attend or vote at meetings any purported exercise of such rights is void; and
- (b) The right to receive dividends or other distribution, whether cash or otherwise, of the Company's assets including any other distribution of assets upon winding up the Company.

In accordance with Section 127(9) of the Act, the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting. The Board will be mindful of the interests of the Company and its shareholders in exercising the authority granted by the shareholders in deciding the final number of Shares to be purchased and thereafter cancelled and/or retained as Treasury Shares.

## **2.4 PURCHASE PRICE**

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

## **2.5 RESALE OR TRANSFER PRICE**

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

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

## **2.6 PUBLIC SHAREHOLDING SPREAD**

As at LPD, the public shareholding spread of the Company was approximately 25.08%.

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

## **3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Proposed Renewal of Share Buy-Back Authority will enable GDEX to utilise its surplus resources to purchase the Shares at prices which the Board views as favourable. It may stabilise the supply and demand of the Shares traded on Bursa Securities and thereby supporting the fundamental value.

In addition, where Purchased Shares are held as Treasury Shares, such shares may be resold on Bursa Securities at prices higher than their purchase prices and therefore realising a potential gain without affected the total issued Shares of the Company. The Treasury Shares may be distributed to the shareholders as share dividends, this would serve to reward the shareholders of the Company.

Nevertheless, the Board will be mindful of the interest of the Company and its shareholders in undertaking the Proposed Renewal of Share Buy-Back Authority and in the subsequent cancellation to the Purchased Shares.

## **4 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

### **4.1 POTENTIAL ADVANTAGES**

The potential advantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

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

### **4.2 POTENTIAL DISADVANTAGES**

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority if implemented is expected to temporarily reduce the immediate financial resources of GDEX Group.
- (b) The Proposed Renewal of Share Buy-Back Authority may also result in GDEX Group foregoing better investment opportunities which may emerge in the future and/or any income that may be derived from other alternative uses of such funds such as deposit in interest bearing instruments.
- (c) The Proposed Renewal of Share Buy-Back Authority may also reduce the amount of resources available for distribution to the shareholders of the Company in the form of dividends as funds are utilised to purchase its own shares.

## **5 EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

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

### **5.1 SHARE CAPITAL**

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

- Minimum scenario : Assuming none of the Warrants C are exercised and converted into new GDEX Shares.
- Maximum scenario : Assuming all the Warrants C are exercised and converted into new GDEX Shares and 10% of GDEX Shares are fully purchased and retained as treasury shares.

	<b>Minimum Scenario No. of Issued Shares</b>	<b>Maximum Scenario No. of Issued Shares</b>
Existing number of issued Shares as at LPD	5,641,410,835	5,641,410,835
Assuming all the Warrants C are fully exercised	-	703,935,325
Enlarged total number of issued shares	<b>5,641,410,835</b>	<b>6,345,346,160</b>
Maximum number of Shares which may be purchased pursuant to the Proposed Share Buy-Back	564,141,084	634,534,616
Resulting total issued Shares upon cancellation of maximum number of Shares which may be purchased under the Proposed Share Buy-Back	<b>5,077,269,751</b>	<b>5,710,811,544</b>

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

## **5.2 WORKING CAPITAL**

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

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

## **5.3 EARNINGS**

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

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

## **5.4 NA PER SHARE**

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

## **5.5 DIVIDENDS**

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

## 5.6 Directors' and Substantial Shareholders' Shareholdings

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

### Minimum Scenario

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

Directors	As at LPD			After the Proposed Share Buy-Back		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%		No. of Shares	%	
Tan Sri Muhammad Bin Ibrahim	2,300,000	0.04	-	2,300,000	0.05	-
Teong Teck Lean	117,498,752	2.12	2,054,230,938 <sup>(1)</sup>	117,498,752	2.31	2,054,230,938 <sup>(1)</sup>
Lim Chee Seong	330,000	0.01	-	330,000	0.01	-
Lee Kah Hin	716,753	0.01	-	716,753	0.01	-
Chua Put Moy (f)	-	-	-	-	-	-
Low Ngai Yuen (f)	-	-	-	-	-	-
Hiroshi Etani	-	-	-	-	-	-
Dato' Azman Bin Mahmud	-	-	-	-	-	-
Nuraini Binti Ismail (f)	-	-	-	-	-	-
Yik Yen Shan, Vincent	-	-	-	-	-	-
Substantial Shareholders	As at LPD			After the Proposed Share Buy-Back		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%		No. of Shares	%	
Teong Teck Lean	117,498,752	2.12	2,054,230,938 <sup>(1)</sup>	117,498,752	2.31	2,054,230,938 <sup>(1)</sup>
GD Express Holdings (M) Sdn Bhd	1,384,804,622	24.98	-	1,384,804,622	27.27	-
GD Holdings International Limited	636,831,693	11.49	-	636,831,693	12.54	-
SingPost	680,072,053	12.27	-	680,072,053	13.39	-
SingTel	-	-	680,072,053 <sup>(2)</sup>	-	-	680,072,053 <sup>(3)</sup>
Temasek	-	-	680,072,053 <sup>(3)</sup>	-	-	680,072,053 <sup>(4)</sup>
Yamato Asia	1,287,938,501	23.23	-	1,287,938,501	25.37	-
Yamato Holdings	-	-	1,287,938,501 <sup>(4)</sup>	-	-	1,287,938,501 <sup>(5)</sup>

### Maximum Scenario

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

Directors	As at LPD <sup>(1)</sup>						Assuming all the Warrants are fully exercised and 10% of the GDEX Shares are fully purchased <sup>(2)</sup>					
	Direct			Indirect			Direct			Indirect		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Sri Muhammad Bin Ibrahim	2,300,000	0.04	-	-	2,300,000	0.04	-	-	2,300,000	0.04	-	-
Teong Teck Lean	1,17,498,752	2.12	2,054,230,938 <sup>(3)</sup>	37.05	147,097,969	2.58	2,397,331,309 <sup>(3)</sup>	41.98	-	-	-	-
Lim Chee Seong	330,000	0.01	-	-	371,250	0.01	-	-	-	-	-	-
Lee Kah Hin	716,753	0.01	-	-	806,347	0.02	-	-	-	-	-	-
Chua Put Moy (f)	-	-	-	-	-	-	-	-	-	-	-	-
Low Ngai Yuen (f)	-	-	-	-	-	-	-	-	-	-	-	-
Hiroshi Etani	-	-	-	-	-	-	-	-	-	-	-	-
Dato' Azman Bin Mahmud	-	-	-	-	-	-	-	-	-	-	-	-
Nuraini Binti Ismail (f)	-	-	-	-	-	-	-	-	-	-	-	-
Yik Yen Shan, Vincent	-	-	-	-	-	-	-	-	-	-	-	-
	As at LPD <sup>(1)</sup>						Assuming all the Warrants are fully exercised and 10% of the GDEX Shares are fully purchased <sup>(2)</sup>					
Substantial Shareholders	Direct			Indirect			Direct			Indirect		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Teong Teck Lean	117,498,752	2.12	2,054,230,938 <sup>(3)</sup>	37.05	147,097,969	2.58	2,397,331,309 <sup>(3)</sup>	41.98	-	-	-	-
GD Express Holdings (M) Sdn Bhd	1,384,804,622	24.98	-	-	1,644,789,205	28.80	-	-	-	-	-	-
GD Holdings International Limited	636,831,693	11.49	-	-	715,873,154	12.54	-	-	-	-	-	-
SingPost	680,072,053	12.27	-	-	680,072,053	11.91	-	-	-	-	-	-
SingTel	-	-	680,072,053 <sup>(4)</sup>	12.27	-	-	680,072,053 <sup>(4)</sup>	11.91	-	-	-	-
Temasek	-	-	680,072,053 <sup>(5)</sup>	12.27	-	-	680,072,053 <sup>(5)</sup>	11.91	-	-	-	-
Yamato Asia	1,287,938,501	23.23	-	-	1,448,930,813	25.37	-	-	-	-	-	-
Yamato Holdings	-	-	1,287,938,501 <sup>(6)</sup>	23.23	-	-	1,448,930,813 <sup>(6)</sup>	25.37	-	-	-	-

Notes:

(1) Based on 5,547,422,735 Shares, excluding Treasury Shares of 96,683,600 Shares as at the LPD.

(2) Based on 5,710,811,544 Shares, excluding Treasury Shares of 634,534,616 Shares.

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

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

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

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



## 6. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares as traded on Bursa Securities for the past twelve (12) months from April 2022 to March 2023 are as follows:

	<b>High (RM)</b>	<b>Low (RM)</b>
<b>2022</b>		
April	0.235	0.215
May	0.220	0.180
June	0.205	0.165
July	0.185	0.165
August	0.175	0.135
September	0.140	0.110
October	0.120	0.105
November	0.140	0.110
December	0.160	0.135
<b>2023</b>		
January	0.195	0.145
February	0.210	0.180
March	0.210	0.180

(Source: <http://www.bursamarketplace.com/>)

The last transacted price of the Shares on LPD was RM0.20 per Share.

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

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

Date of Purchase	No. of Shares Purchased	Purchase Price (RM)		Total Consideration Paid* (RM)
		Highest	Lowest	
30/09/2022	500,000	0.115	0.115	57,949.25
05/10/2022	897,200	0.115	0.115	103,674.49
06/10/2022	1,000,000	0.115	0.115	115,552.00
25/10/2022	1,000,000	0.115	0.115	115,552.00
26/10/2022	1,000,000	0.115	0.115	115,552.00
27/10/2022	800,000	0.110	0.110	88,686.40
28/10/2022	1,000,000	0.110	0.110	110,528.00
24/11/2022	2,000,000	0.125	0.125	251,200.00
02/12/2022	1,000,000	0.140	0.140	140,672.00
07/12/2022	1,428,100	0.145	0.145	208,069.85
08/12/2022	1,000,000	0.145	0.145	145,696.00
30/12/2022	1,832,000	0.150	0.150	276,119.34
04/01/2023	1,425,800	0.160	0.160	229,224.32
05/01/2023	1,323,500	0.160	0.160	212,776.81
06/01/2023	567,400	0.165	0.160	94,237.63
11/01/2023	1,000,000	0.165	0.165	165,792.00
12/01/2023	1,000,000	0.165	0.160	165,591.34
13/01/2023	100,000	0.165	0.165	16,629.45
16/01/2023	1,000,000	0.165	0.165	165,792.00
17/01/2023	1,000,000	0.170	0.170	170,816.00
18/01/2023	1,000,000	0.170	0.170	170,816.00
03/02/2023	689,800	0.190	0.185	131,275.76
13/02/2023	1,133,400	0.195	0.195	222,075.35
14/02/2023	1,000,000	0.200	0.200	200,960.00
16/02/2023	395,500	0.195	0.195	77,725.38
17/02/2023	1,000,000	0.195	0.195	195,936.00
20/02/2023	1,000,000	0.200	0.200	200,960.00
24/02/2023	1,314,500	0.205	0.205	270,766.77
27/02/2023	1,000,000	0.205	0.205	205,984.00

Date of Purchase	No. of Shares Purchased	Purchase Price (RM)		Total Consideration Paid* (RM)
		Highest	Lowest	
01/03/2023	2,000,000	0.195	0.190	386,848.00
02/03/2023	1,000,000	0.185	0.185	185,888.00
07/03/2023	264,600	0.190	0.190	50,667.23
09/03/2023	232,900	0.195	0.195	45,770.62
14/03/2023	1,000,000	0.190	0.190	190,912.00
23/03/2023	484,600	0.185	0.185	90,350.81
24/03/2023	500,000	0.190	0.190	95,741.00
28/03/2023	478,000	0.190	0.190	91,528.67
<b>Total</b>	<b>35,367,300</b>			<b>5,764,316.47</b>

\* Inclusive transaction cost.

As at LPD, the Company held a total of 96,683,600 Treasury Shares. There was no resale, transfer or cancellation of Treasury Shares in the preceding 12 months.

## 8. IMPLICATION OF THE CODE

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

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

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

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

## 9. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

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

## 10. APPROVAL REQUIRED

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

## 11. DIRECTORS' RECOMMENDATION

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

## 12. FURTHER INFORMATION

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

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

**TAN SRI MUHAMMAD BIN IBRAHIM**  
Independent Non-Executive Chairman

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

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

**2. MATERIAL CONTRACTS**

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

**3. MATERIAL LITIGATION**

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

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

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

- (i) Constitution of GDEX;
- (ii) The latest audited consolidated financial statements of GDEX for the financial period ended 31 December 2021 and financial year ended 31 December 2022; and
- (iii) The latest unaudited results of GDEX for three (3) months ended 31 March 2023.

## EXTRACT OF THE NOTICE OF THE NINETEENTH AGM

### ORDINARY RESOLUTION 9

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

"**THAT** approval be and is hereby given to the Company and its subsidiaries ("**Group**") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature and with the specified classes of related parties as specified in Section 3.5 of the Circular to Shareholders dated 28 April 2023, provided that:

- (a) such arrangements and/or transactions are necessary for GDEX Group's day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
  - (i) the related transacting parties and their respective relationship with the Company; and
  - (ii) the nature of the recurrent transactions.

**THAT** such authority shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the general meeting at which such mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by resolution passed by the shareholders of the Company at a general meeting of the Company,

whichever occurs first.

**AND THAT** the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

### ORDINARY RESOLUTION 10

#### **Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**

"**THAT** subject to the Companies Act 2016 ("**Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the Company's aggregate retained profits as at 31 December 2022 to purchase such amount of ordinary shares in the Company ("**Proposed Renewal of Share Buy-Back Authority**") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company.

**THAT** an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

**THAT** authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.

**THAT** the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

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

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

**AND THAT** the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority."