

**GD EXPRESS CARRIER BHD**  
**(Registration No. 200301028159 (630579-A))**

MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT SETIA CITY CONVENTION CENTRE, NO. 1, JALAN SETIA DAGANG AG U13/AG, SETIA ALAM, SEKSYEN U13, 40170 SHAH ALAM, SELANGOR DARUL EHSAN ON THURSDAY, 5 DECEMBER 2019 AT 11.00 A.M.

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**PRESENT**

**DIRECTORS**

Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid ( <i>Chairman</i> )	:	Also a shareholder and proxy holder for shareholders as per Attendance Sheets attached
Mr Teong Teck Lean ( <i>Managing Director/Group Chief Executive Officer</i> )	:	Shareholder
Ms Liew Heng Heng ( <i>Independent Non-Executive Director</i> )	:	Shareholder
Mr Lim Chee Seong ( <i>Executive Director/Chief Financial Officer</i> )	:	Shareholder
Mr Lee Kah Hin ( <i>Executive Director/Chief Investment Officer</i> )	:	Shareholder
Encik Adi Arman Bin Abu Osman ( <i>Independent Non-Executive Director</i> )	:	-
Ms Low Ngai Yuen ( <i>Independent Non-Executive Director</i> )	:	-
Ms Chua Put Moy ( <i>Independent Non-Executive Director</i> )	:	-
Mr Chua Khing Seng ( <i>Non-Independent Non-Executive Director</i> )	:	-
Mr Lai Tak Loi ( <i>Non-Independent Non-Executive Director</i> )	:	-

**IN ATTENDANCE**

Ms Grace Tan – Representing the Company Secretary.

**BY INVITATION**

As per Attendance List attached.

The list of shareholders and proxies who attended the Meeting is set out in the Attendance Lists attached and shall form an integral part of this Minutes.

**No.    Items**

**Action By**

**1.    CHAIRMAN**

The Chairman, Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid, extended a warm welcome to the shareholders, proxies and guests present at the Sixteenth Annual General Meeting ("16th AGM") of the Company.

The Chairman introduced the members of the Board of Directors, Company Secretary and External Auditors to the shareholders/proxies of the Company.

**2.    QUORUM**

The Company Secretary confirmed that a quorum was present. Upon confirming that a requisite quorum was present, the Chairman called the Meeting to order at 11.00 a.m.

**3.    NOTICE**

The Notice of 16<sup>th</sup> AGM having been circulated within the stipulated time frame was taken as read.

As part of good governance, the Chairman reported that the Company had received a total of 188 proxy forms from shareholders for a total of 4,028,683,385 ordinary shares representing 71.41% of the total issued shares of the Company. Out of these proxy forms, there were 9 shareholders who had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 517,796,585 ordinary shares representing 9.18% of the total issued shares of the Company.

**4.    RESOLUTIONS TO BE VOTED BY POLL**

At this juncture, the Chairman informed the members on the requirement for resolutions set out in the Notice of the 16th AGM would be voted by poll in accordance with Paragraph 8.92A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Chairman also informed that the polling process would be conducted after the deliberation of all items on the Agenda.

The Chairman further informed the members that GovernAce Advisory & Solutions Sdn Bhd has been appointed as the Independent Scrutineers to facilitate the polling process.

Before the Chairman proceeded with the business of 16th AGM, Mr Teong Teck Lean, the Managing Director/Group Chief Executive Officer of the Company was invited to give a briefing on the Company's performance and its prospects which covered:-

- Last Mile Network and the Company's investments in Vietnam, Indonesia and Singapore which was in line its regional ambition
- Domestic Operation Strength in terms of sorting capacity, network coverage, staff strength and operational fleets
- Operation Hubs and Warehouse Expansion
- Technology Advancement and Innovation
- Mobile Apps for courier services
- MyGDEX Series – myGDEX Cash Portal and myGDEX Plus
- Financial Highlights for the first quarters 2019 and 2020
- Update on PT Satria Antara Prima Tbk and its financial performance

**No.    Items**

**Action By**

- Investment in Noi Bai Express and Trading Joint Stock Company (Netco) in Vietnam
- Update on Web Bytes Sdn Bhd and procurement of contract of RM36 million awarded by Malaysia Airports Holdings Berhad
- Sustainable Growth and Expansion through network expansion, technology advancement

**5.    AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2019**

Before the Chairman addressed the items on the Agenda, the Chairman reminded the shareholders/proxies to ask questions relevant to the Agenda.

The Chairman then informed the shareholders/proxies that Ms Lim Cian Yai representing Minority Shareholders Watch Group (“MSWG”) was present at the 16<sup>th</sup> AGM. The Chairman informed that MSWG had written to the Company seeking clarifications on several points raised in relation to the Strategy and Financial matters.

The reply letter on the responses of the Company to the questions raised by MSWG in their letter dated 28 November 2019 was presented to the shareholders/proxies. At the request of shareholders, the Chairman read out the content of the reply letter and the representative from MSWG expressed satisfaction towards the Company’s reply to the questions posed by MSWG. A copy of the letter is attached herein as Annexure A.

In summary, despite stiff competition in the market, the Group will continue to invest in people and strengthen its operation to provide better services to the customers. With the investments in other entities both local and outside the country, the Group strives to expand its business while maintaining the quality of services and achieving the desired financial goals.

The Audited Financial Statements for the financial year ended 30 June 2019 (“2019 AFS”) together with the Directors’ and Auditors’ Reports thereon having been circulated to all the shareholders of the Company within the statutory period were taken as read.

The Chairman informed that the 2019 AFS together with the Directors’ and Auditors’ Report thereon were meant for discussion only as approval from shareholders was not required.

Thereafter, the Chairman invited questions from the floor and the comments/questions raised by representative of MSWG/shareholder/proxy holder were taken/responded as follows:-

**(a)    Market position of PT Satria Antarana Prima Tbk (“SAP”) and the company size of SAP as compared to other players in the Indonesian market**

- SAP is one of the top 10 local players in the Indonesian market but the gap between SAP and the largest player is huge with many other foreign companies in the market. Since the Company’s investment in SAP for the past 3½ years, SAP has recorded improved turnover of approximately 5 times. The Company is always concerned about mitigation of risks arising from conducting business in Indonesia and hence the Company is collaborating with SAP as a partner. The Company will also continue to support SAP by creating more innovative products for business growth with the aim to minimise such gap.

**No.    Items**

**Action By**

- (b) **Commended on the presentation done by the Managing Director/ Group Chief Executive Officer**
- (c) **Shared personal experience as a customer on unsatisfied delivery services of GD Express (“GDEX”) as compared to other courier service companies, and emphasised the need to strengthen the trainings to be provided to the staff of GDEX**
- The Management noted the feedback and the operational team will look into that.
- (d) **Future plans on business expansion into other ASEAN countries**
- The Company is keen on regional expansion and will continue to explore investment opportunities gradually in addition to Indonesia, Vietnam and Singapore. This is also the reason why the Company always reserves cash for operational needs such as future expansion.
- (e) **The Group’s margin did not appear to be in line with the top-line growth as reported. What is the plan for local market?**
- There have been some new players in the market and many courier service companies have been offering attractive services which would actually lead to loss-making position in their books. GDEX aims to maintain its corporate quality and has been investing in People, Process, Platform, Product and Speed (4P1S). The Company’s goal is to provide good services to the customers and at the same time remain profitable.
- (f) **Impact of adoption of MFRS 9, 15 and 16 on the books of the Group**
- The teams had thorough discussions with the consultants on the adoption of such accounting standards in the books and significant financial impact is expected due to change in accounting treatments, especially with the adoption of MFRS16 later.
- (g) **Any plan of using environmental friendly plastics or biodegradable products for packaging? What about recycling the plastic bags?**
- The Company has engaged with the regulators and highlighted such issue. However, with the massive plastic usage in the industry, collective effort with all the courier service companies to reduce such usage simultaneously is rather difficult to achieve for the time being. Investing in environmental friendly plastics or biodegradable products may lead to increase in costs as well. Having noted the vitality of such issue, the Company will begin with reducing plastic usage in the packaging. The Company will also look into the idea of producing packaging which enable multiple usage.

After dealing with all the questions raised, the Audited Financial Statements of the Company for the financial year ended 30 June 2019 was taken as having been received.

**6. POLL PROCEDURE**

After going through all the motions set out in the Notice of the 16<sup>th</sup> AGM, the Chairman invited the Company Secretary to brief the floor on the polling procedures. She informed the shareholders and proxies to deposit their polling forms into the Ballot Boxes upon completion. The shareholders and proxies present were then given time to cast their votes.

**No. Items****Action By**

It was RESOLVED:-

“THAT the payment of Directors’ fees to the Independent Non-Executive Directors of the Company up to aggregate amount of RM347,880.00 for the financial year ending 30 June 2020 be and is hereby approved.”

Ordinary Resolution 3	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To approve the payment of benefits payable to the Independent Non-Executive Directors of the Company up to an aggregate amount of RM69,000.00 for the financial year ending 30 June 2020	4,230,372,460	99.999053	40,046	0.000947

It was RESOLVED:-

“THAT the benefits payable to the Independent Non-Executive Directors of the Company up to aggregate amount of RM69,000.00 for the financial year ending 30 June 2020 be and is hereby approved.”

Ordinary Resolution 4	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To approve the re-election of Mr Teong Teck Lean as Director who retired pursuant to Clause 96 of the Constitution of the Company	4,281,229,283	99.999995	200	0.000005

It was RESOLVED:-

“THAT Mr Teong Teck Lean who retired pursuant to Clause 96 of the Constitution of the Company be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 5	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To re-elect Encik Adi Arman bin Abu Osman as Director who retired pursuant to Clause 96 of the Constitution of the Company	4,281,208,330	99.999977	1,000	0.000023

**No.    Items**

**Action By**

It was RESOLVED:-

“THAT Encik Adi Arman bin Abu Osman who retired pursuant Clause 96 of the Constitution of the Company be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 6	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To re-elect Ms Low Ngai Yuen as Director who retired pursuant Clause 103 of the Constitution of the Company	4,281,209,130	99.999995	200	0.000005

It was RESOLVED:-

“THAT Ms Low Ngai Yuen who retired pursuant Clause 103 of the Constitution of the Company be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 7	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To re-elect Mr Lai Tak Loi as Director who retired pursuant Clause 103 of the Constitution of the Company	4,281,208,130	99.999972	1,200	0.000028

It was RESOLVED:-

“THAT Mr Lai Tak Loi who retired pursuant Clause 103 of the Constitution of the Company be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 8	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
To re-appoint Messrs Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	4,280,974,870	99.994524	234,460	0.005476

It was RESOLVED:-

“THAT Messrs Deloitte PLT be and are hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.”

**No. Items****Action By**

Ordinary Resolution 9	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
Retention of Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid as Independent Non-Executive Director	4,281,221,783	99.999820	7,700	0.000180

It was RESOLVED:-

“THAT Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve years be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

Ordinary Resolution 10	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
Authority under Section 75 and Section 76 of the Companies Act 2016 for the Directors to allot and issue shares	4,281,209,483	99.999533	20,000	0.000467

It was RESOLVED:-

“THAT pursuant to Section 75 and Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued share/ total number of voting shares of the Company (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Ordinary Resolution 11	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	1,723,530,003	99.998143	32,000	0.001857

**No.    Items**

**Action By**

It was RESOLVED:-

“**THAT** approval be and is hereby given to the Company and its subsidiaries (“**Group**”) to enter into and give effect to the specified recurrent related party transactions of a revenue or trading nature and with the specified classes of related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 October 2019, provided that:-

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

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

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

whichever occurs first.

**AND THAT** the Directors of the Company 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/authorised by this Ordinary Resolution.”



No.    ItemsAction By

Ordinary Resolution 12	Votes in favour		Votes against	
	No. of shares	%	No. of shares	%
Proposed Grant of Authority to the Company to Purchase its own Ordinary Shares	4,280,864,048	99.991464	365,435	0.008536

It was RESOLVED:-

“**THAT** subject to the Companies Act, 2016 (“Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, Bursa Malaysia Securities Berhad (“**Bursa Securities**”) Main Market Listing Requirements and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of the Company’s shares 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, necessary and expedient in the interest of the Company, provided that:

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total issued shares of the Company at any point in time of the said purchase(s);
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of purchase; and
- (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).

**No.    Items**

**Action By**

**THAT** upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:


- (a)    cancel all the ordinary shares so purchased; and/or
- (b)    retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (c)    retain part thereof as treasury shares and cancel the remainder.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company.”

**9.    CONCLUSION**

There being no other matters, the Meeting concluded at 1.05 p.m. with a vote of thanks to the Chair

SIGNED AS A CORRECT RECORD



**DATO' CAPT. AHMAD SUFIAN @  
QURNAIN BIN ABDUL RASHID  
CHAIRMAN**