



GDEX BERHAD

[Registration No. 200301028159 (630579-A)]

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting (“**20th AGM**”) of the Company will be conducted virtually through remote participation and electronic voting via the online meeting platform at <https://conveneagm.my/gdexagm2024> from the broadcast venue at Level 10, KPMG Tower, No 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 11 June 2024 at 11.00 a.m. and at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA

As Ordinary Business

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| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Directors’ and Auditors’ Reports thereon. | Please refer to Explanatory Note 1 |
| 2. | To approve the payment of a final single-tier dividend of 0.10 sen per ordinary share in respect of the financial year ended 31 December 2023. | Ordinary Resolution 1 |
| 3. | To approve the payment of Directors’ fees and benefits payable to the Independent Non-Executive Directors of the Company up to an aggregate amount of RM516,000.00 for the period from 12 June 2024 until the conclusion of the next Annual General Meeting of the Company. | Ordinary Resolution 2 |
| 4. | To re-elect the following Directors who retire pursuant to Clause 96 of the Constitution of the Company:

(a) Teong Teck Lean
(b) Dato’ Azman bin Mahmud
(c) Nuraini binti Ismail | Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5 |
| 5. | To re-elect Yuji Nashimoto who retire pursuant to Clause 103 of the Constitution of the Company. | Ordinary Resolution 6 |
| 6. | To re-appoint Messrs Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |

As Special Business

To consider and, if thought fit, to pass the following resolutions:

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| 7. | Authority under Section 75 and Section 76 of the Companies Act 2016 for the Directors to allot and issue shares | Ordinary Resolution 8 |
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“**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.

THAT pursuant to Section 85 of the Companies Act 2016, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the

existing issued Company's shares arising from any issuance of new Company's shares pursuant to Section 76 of the Companies Act 2016.

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."

8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Ordinary Resolution 9**

"**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 3.5 of the Circular to Shareholders dated 30 April 2024, 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 the 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."

9. **Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares** **Ordinary Resolution 10**

"**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 2023 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 to 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) revoked or varied by an ordinary resolution passed by the shareholders in a 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."

10. To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

CHIN WAI YI (MAICSA 7069783) (SSM PC No.: 202008004409)
CHIA SIEW LI (MAICSA 7075719)(SSM PC No.: 202208000715)
Company Secretaries
Kuala Lumpur
30 April 2024

Notes:

1. The 20th AGM of the Company will be conducted as a virtual meeting through live streaming and online remote voting via Remote Participation and Voting ("**RPV**") facilities. The Company has appointed KPMG Management & Risk Consulting Sdn. Bhd. as the Poll Administrator for the 20th AGM to facilitate the RPV facilities via <https://conveneagm.my/gdexagm2024>. Shareholders of the Company are required to register for the 20th AGM not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. **(Please follow the procedures as stipulated in the Administrative Guide).**
2. The venue of the 20th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be present at the main venue of the meeting. **NO SHAREHOLDER(S)/PROXY(IES)** from the public will be allowed to be physically present at the Broadcast Venue.
3. In respect of deposited securities, only members whose names appear in the Company's Record of Depositors on 29 May 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint a proxy(ies) to attend and/or vote on his/her behalf.

4. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
5. Where a member is an Exempt Authorised Nominee who holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“**omnibus account**”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
7. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 20th AGM or at any adjournment thereof, as follows:

(a) In hard copy form

The original instrument appointing a proxy (“**Form of 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/gdexagm2024> or by email to support_conveneagm@kpmg.com.my. Please follow the procedures provided in the Administrative Guide for the 20th AGM in order to deposit the Proxy Form electronically.

8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of 20th AGM will be put to the vote by way of poll.

EXPLANATORY NOTES:

1. Item 1 of the Agenda - Audited Financial Statements

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Item 3 of the Agenda - Directors’ Fees and Benefits Payable

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of the Company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 2, if passed, will facilitate the payment of proposed Directors’ fees and any benefits payable of RM516,000.00 for the period from 12 June 2024 until the conclusion of the next annual general meeting to the Independent Non-Executive Directors.

3. Item 4 of the Agenda - Re-election of Directors pursuant to Clause 96 of the Constitution of the Company

Pursuant to the Malaysian Code on Corporate Governance 2021, the profiles of the Directors who are standing for re-election as per Agenda items are as follows:

Description	Ordinary Resolution 3
Name of the Director	Teong Teck Lean (Managing Director/Group Chief Executive Officer)
Age	63
Gender	Male
Present Directorship(s)	(1) GDEX Berhad
Family relationship with any Director and/or major shareholder of the Company	Mr Teong Teck Lean and his spouse, Madam Wang Herng Tsuey are substantial shareholders and directors of GD Express Holdings (M) Sdn Bhd (“ GDEHM ”) and GD Holdings International Limited (“ GDHIL ”) in which Mr Teong Teck Lean, GDEHM, and GDHIL are substantial shareholders of the Company. Mr. Teong Teck Lean is the father of Mr. Teong Tsang Whon, an Alternate Director to Mr. Teong Teck Lean.

Working experience	<p>Mr Teong was appointed to the Board on 8 February 2005. He holds a degree in Electrical and Electronics Engineering from the University of Manitoba, Canada in 1983. Mr Teong started his career as an engineer with Texas Instruments in 1984. He later joined Lembaga Letrik Negara where he served as a Consumer Engineer for four (4) years. He then joined the stock broking industry and became a dealer with OSK Securities Berhad in 1990. During this stint in the broking industry, he developed extensive contacts and the skills pertinent to managing a service centric business. In 2000, he acquired a controlling stake in GD Express Sdn Bhd. He was instrumental in turning the Group around by putting corporate policies and best practices in place, which culminated in the listing of GDEX on the MESDAQ Market (currently known as ACE Market) on Bursa Securities in 2005. Currently, Mr Teong is responsible for the business development, setting strategic direction and overall management of the Group, as well as overseeing operations of the entire organisation.</p> <p>Mr Teong is also a director of GDEX Foundation, a company limited by guarantee. Mr Teong served as the president of the Association of Malaysian Express Carriers (AMEC) from 2020 until 2023. He currently sits on the board of SJKC Chung Hwa (P) Kuala Lumpur.</p>
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The Board, based on the recommendation of the Combined Nomination and Remuneration Committee, supports the re-election of Mr Teong Teck Lean as Managing Director/Group Chief Executive Officer of the Company based on the following justifications:

1. Mr. Teong Teck Lean has overall responsibility for creating, planning, implementing and integrating the strategic direction of the Company. He is familiar with the Company's business operations and able to provide valuable input to steer the Company forward.
2. Mr. Teong Teck Lean has exercised his due care and carried out his professional duties proficiently during his tenure as Managing Director/Group Chief Executive Officer of the Company.

Description	Ordinary Resolution 4
Name of the Director	Dato' Azman bin Mahmud (Independent Non-Executive Director)
Age	63
Gender	Male
Present Directorship(s)	(1) GDEX Berhad (2) Panasonic Manufacturing Malaysia Berhad (3) Privasia Techonology Berhad (4) Cnergenz Berhad (5) Texchem Resources Berhad
Family relationship with any Director and/or major shareholder of the Company	He has no family relationship with any Director and/or major shareholder of the Company.
Working experience	<p>Dato' Azman Bin Mahmud was appointed to the Board of GDEX Berhad on 1 June 2021. He graduated from Universiti Putra Malaysia in 1986 with a Bachelor of Engineering (Agriculture) in 1986. Dato' Azman has also attended several leadership and professional development programmes such as 'A Cutting Edge of Development Thinking', Harvard Kennedy School, USA; 'Leading Change & Organizational Renewal', Harvard Business School, USA; Strategy Execution Programme, INSEAD France; APAC Government Leadership Programme (AGLP) in Croton Ville, New York, USA; and Temasek Foundation International Asia Leader's Connect, Singapore.</p> <p>After having served with the Malaysian Investment Development Authority (MIDA) for over three decades, Dato' Azman Mahmud ended his tenure there as the Chief Executive Officer. He was entrusted with immense responsibility to drive investments into the country and lead the organization in advising, formulating and recommending strategies, policies, investment and industry development programmes in the manufacturing and services sectors to the Government of Malaysia. In his former role as CEO of MIDA, he was also pivotal in attracting foreign investments into the country, in addition to being instrumental in driving domestic investments in various industries and sectors. He was appointed as Chairman of Exim Bank a government-owned development financial institution from October 2021 - September 2023.</p> <p>He holds Chairmanship positions on several boards of companies which include Panasonic Malaysia Sdn Bhd, Panasonic Manufacturing Malaysia Berhad, SME Aerospace Sdn Bhd, Privasia Technology Bhd and Cnergenz Berhad.</p>

	In addition, he is a board member of companies within the Panasonic Group of Companies Malaysia, Akademi Transformasi Asnaf Perlis Sdn Bhd (a subsidiary of Majlis Agama Islam Perlis) and Kulim Technology Park Corporation (a high technology industrial park developer under SEDC of Kedah). He is also an investment panel member for Penjana Kapital (an entity established by the Ministry of Finance in July 2020).
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The Board, based on the recommendation of the Combined Nomination and Remuneration Committee, supports the re-election of Dato' Azman bin Mahmud as Independent Non-Executive Director of the Company based on the following justifications:

1. Dato' Azman Bin Mahmud fulfils the requirements of independence set out in Bursa Malaysia Securities Berhad Main Market Listing Requirements. He remains objective and independent in expressing his view and participating in Board's deliberations and decision making process.
2. Dato' Azman bin Mahmud has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

Description	Ordinary Resolution 5
Name of the Director	Nuraini binti Ismail (Independent Non-Executive Director)
Age	61
Gender	Female
Present Directorship(s)	(1) GDEX Berhad (2) Bank Islam Malaysia Berhad (3) LBS Bina Group Berhad
Family relationship with any Director and/or major shareholder of the Company	She has no family relationship with any Director and/or major shareholder of the Company.
Working experience	<p>Puan Nuraini Binti Ismail was appointed to the Board on 1 January 2022. She is currently the Chairperson of the Combined Nomination and Remuneration Committee and a member of the Audit and Risk Management Committee. Puan Nuraini is a Fellow member of the Association of Chartered Certified Accountants (FCCA) with more than 35 years' work experience. Her working experience includes the areas of finance, treasury, corporate finance, debt capital markets, trade finance, banking, financial, credit and trading risks, audit & governance, corporate planning, logistics, as well as operations. Being a Jabatan Perkhidmatan Awam (JPA) scholar, she started her career at the Accountant General Office in 1985 and thereafter joined an audit firm to commence her professional working experience.</p> <p>Prior to her appointment to the Board of GDEX Berhad, Puan Nuraini was with PETRONAS for 29 years, since 1992 and the last position held prior to her retirement in 2021 was the Vice-President of Treasury. She has held various senior positions in PETRONAS Group including Senior General Manager, Group Treasury of PETRONAS, General Manager, Finance & Accounts Services and General Manager, Commercial Services of Malaysian International Trading Corporation Sdn Bhd. She was also appointed as a Non-Independent Non-Executive Director of Petronas Dagangan Berhad from 11 November 2011 until 31 May 2021 and was a member of Audit Committee from 1 December 2013 until 31 May 2021.</p> <p>Puan Nuraini is also appointed as an Independent Non-Executive Director of Bank Islam Malaysia Berhad, MCIS Insurance Berhad, LBS Bina Group Berhad, IIUM Holdings Sdn Berhad (IIUM), a wholly-owned subsidiary of the International Islamic University of Malaysia, IIUM Educare Sdn Bhd which are wholly owned subsidiaries of IIUMH and IIUM Daya Bersih Sdn Bhd.</p> <p>Her past experience also included Secretary of the National Trust Fund and Secretary General of Yayasan UTP University Technology Petronas.</p> <p>Prior to joining PETRONAS, she had served in various organisations, including Bank Bumiputra Malaysia Berhad, Bumiputra Merchant Bankers, and Mayban Finance Berhad.</p>

The Board, based on the recommendation of the Combined Nomination and Remuneration Committee, supports the re-election of Puan Nuraini binti Ismail as Independent Non-Executive Director of the Company based on the following justifications:

1. Puan Nuraini binti Ismail fulfils the requirements of independence set out in Bursa Malaysia Securities Berhad Main Market Listing Requirements. She remains objective and independent in expressing her view and participating in Board's deliberations and decision making process.
2. Puan Nuraini binti Ismail has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.

4. **Item 5 of the Agenda - Re-election of Director pursuant to Clause 103 of the Constitution of the Company**

Pursuant to the Malaysian Code on Corporate Governance 2021, the profile of the Director who is standing for re-election as per Agenda items is as follows:

Description	Ordinary Resolution 6
Name of the Director	Yuji Nashimoto (Non-Independent Non-Executive Director)
Age	49
Gender	Male
Present Directorship(s)	(1) GDEX Berhad
Family relationship with any Director and/or major shareholder of the Company	He has no family relationship with any Director and/or major shareholder of the Company.
Working experience	<p>Mr. Yuji Nashimoto was appointed to the Board on 1 February 2024. He graduated from Keio University with a Degree in Business Commerce in 1998. He began his career at Yamato and worked in various management roles, such as Manager at Yamato Holding Co., Ltd and Vice President at Yamato Transport USA. Nashimoto is currently the Managing Director at Yamato Transport (S) Pte. Ltd.</p> <p>He has contributed to Yamato's business growth in Europe, the US, and Asia for 20 years. Nashimoto has great expertise in cross-border e-commerce and global forwarding, where he has helped acquire many customers and contributed to the company's growth.</p> <p>Nashimoto also has extensive experience in the e-commerce industry, in addition to IT skills honed during his concurrent role as the head of IT department at Yamato Transport USA; equipping him with cross-functional experience in operations and technology.</p>

The Board, based on the recommendation of the Combined Nomination and Remuneration Committee, supports the re-election of Mr. Yuji Nashimoto as Non-Independent Non-Executive Director of the Company based on the following justifications:

1. Mr. Yuji Nashimoto has vast experience in transportation and and logistics service.
2. Mr. Yuji Nashimoto has exercised his due care and carried out his professional duties proficiently during his tenure as Non-Independent Non-Executive Director of the Company.

5. **Item 6 of the Agenda – Re-appointment of Auditors**

The auditors of the Company must be re-appointed at each Annual General Meeting. The Proposed Ordinary Resolution 7 proposes the re-appointment of Messrs Deloitte PLT to hold office until the conclusion of the next Annual General Meeting.

The Audit and Risk Management Committee, at its meeting held on 28 February 2024, had undertaken an annual assessment of the suitability and effectiveness of the audit process, performance, suitability and independence of Messrs Deloitte PLT.

6. **Item 7 of the Agenda - Authority under Section 75 and Section 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Company had, at its Nineteenth Annual General Meeting held on 8 June 2023, obtained its shareholders' approval for the general mandate for the issuance of shares pursuant to Section 75 and Section 76 of the Companies Act 2016 ("Act"). As of the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The proposed Ordinary Resolution 8 is a renewal of the general mandate for the issuance of shares by the Company under Section 75 and Section 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company, which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

The authority will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares for purposes of funding investment project(s), working capital and/or acquisition.

7. Item 8 of the Agenda - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 9 is a renewal of Shareholders' Mandate which will enable the Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are 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 the Company.

Please refer to the Circular to Shareholders dated 30 April 2024 for further information.

8. Item 9 of the Agenda - Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares

The proposed Ordinary Resolution 10, if passed, will empower the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.

Please refer to the Statement to Shareholders dated 30 April 2024 for further information.

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.