

# **GPA HOLDINGS BERHAD**

(Company No. 493897-V) (Incorporated in Malaysia)

**Summary of key matters discussed at the 19<sup>th</sup> Annual General Meeting of the Company held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana, 1<sup>st</sup> Floor, Sport Complex, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 24 August 2018 at 10.30 a.m.**

## **OPENING**

Meeting started at 10.30 a.m. with a welcome address from the Chairman. The Chairman explained the meeting and polling procedures.

### **AGENDA ITEM 1**

#### **AUDITED FINANCIAL STATEMENTS OF THE GROUP AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

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This item is meant for discussion only, and is not a business which requires a resolution to be put forward for voting by the shareholders.

The audited financial statements of the Group and the Company for the financial year ended 31 March 2018, together with the Reports of the Directors and Auditors thereon, were received and noted by the members/proxies present. No question was raised by members/proxies on this item.

### **AGENDA ITEM 2**

#### **ORDINARY RESOLUTION 1**

#### **- PAYMENT OF DIRECTORS' FEES FROM 1 SEPTEMBER 2018 UNTIL NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

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No question was raised by members/proxies on this item.

### **AGENDA ITEM 3**

#### **RE-ELECTION OF DIRECTORS RETIRING IN ACCORDANCE WITH ARTICLE 83 OF THE COMPANY'S ARTICLES OF ASSOCIATION :-**

- **ORDINARY RESOLUTION 2**
    - **RE-ELECTION OF MR GAN LOCK YONG @ GAN CHOON HUR**
  - **ORDINARY RESOLUTION 3**
    - **RE-ELECTION OF MR OU WEE SUN**
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No questions were raised by the members/proxies on these items.

### **AGENDA ITEM 4**

#### **ORDINARY RESOLUTION 4**

#### **- APPOINTMENT OF MESSRS RSM MALAYSIA AS AUDITORS OF THE COMPANY**

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The Chairman informed that the Company had received a letter dated 10 July 2018 from a shareholder of the Company, Tan Sri Dato' Tan Hua Choon, nominating Messrs RSM Malaysia as the new statutory auditors of the Company, a copy of the letter was given as "Annexure A" in the Company's 2018 Annual Report. Messrs RSM Malaysia had given their consent to act as Auditors of the Company, while Messrs PKF had informed the Company that they did not wish to seek re-appointment as Auditors of the Company for the financial year ending 31 March 2019.

No question was raised by the members/proxies on this item.

**AGENDA ITEM 5**

**ORDINARY RESOLUTION 5**

**- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

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The Chairman informed the members/proxies present that details pertaining to the Proposed New Shareholders' Mandate were given in the Circular to Shareholders dated 30 July 2018 ("the Circular"), which had been despatched together with the 2018 Annual Report on the same day.

The Chairman explained that the Proposed New Shareholders' Mandate, if approved, would authorize the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Party as stated in Section 2.6 of the Circular which were necessary for the day-to-day operations of the Group provided that the transactions were undertaken in the ordinary course of business carried out on arm's length basis, on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public, and were not detrimental to the minority shareholders of the Company.

No question was raised by the members/proxies on this item.

**POLL RESULTS**

All resolutions tabled at the Meeting were carried.