



# GPA HOLDINGS BERHAD

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

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Friday, 20 September 2013 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions: -

### AGENDA

1. To receive the Audited Financial Statements of the Group and the Company for the financial year ended 31 March 2013 together with the reports of the Directors and Auditors thereon.  
**Please refer Explanatory Note A**
2. To approve the payment of Directors' fees in respect of the financial year ended 31 March 2013.  
**Ordinary Resolution 1**
3. To re-elect the following Directors retiring in accordance with Article 83 of the Company's Articles of Association :-
  - (a) Mr Ou Wee Sun **Ordinary Resolution 2(a)**
  - (b) Mr Lee Kok Woi **Ordinary Resolution 2(b)**
4. To re-elect the following Directors retiring in accordance with Article 90 of the Company's Articles of Association :-
  - (a) Mr Tan Han Chuan **Ordinary Resolution 3(a)**
  - (b) En Abdul Rasip bin Haron **Ordinary Resolution 3(b)**
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  
**Ordinary Resolution 4**
6. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

Lim Lai Sam (MAICSA No. 0877479)  
Secretary

Kuala Lumpur  
28 August 2013

### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a member appoints two proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.  
  
Where a member of the Company is an exempt authorised nominee (an authorised nominee which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act) which holds ordinary shares in the Company for multiple beneficial owners in one 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.  
  
Where an authorised nominee or an exempt authorised nominee appoints proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. The Proxy Form shall be deposited with the Company's Share Registrars, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the general meeting shall be entitled to attend and vote at the general meeting, or appoint a proxy to attend, speak and vote on his behalf.

### Explanatory Note A

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of members and hence, the matter will not be put forward for voting.