



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of GPA Holdings Berhad ("GPA" or the "Company") will be held at Bukit Kiara Equestrian and Country Resort, Dewan Perdana, 1st Floor, Sport Complex, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Tuesday, 21 April 2015 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF GPA FROM RM100,000,000 COMPRISING 1,000,000,000 GPA SHARES TO RM300,000,000 COMPRISING 3,000,000,000 GPA SHARES ("PROPOSED IASC")**

"**THAT** subject to the passing of Special Resolution 1 and Ordinary Resolution 2, the authorised share capital of the Company be and is hereby increased from RM100,000,000 divided into 1,000,000,000 ordinary shares of RM0.10 each to RM300,000,000 divided into 3,000,000,000 ordinary shares of RM0.10 each by the creation of 2,000,000,000 new ordinary shares of RM0.10 each in the share capital of the Company;

**AND THAT** the Directors be and are hereby authorised to carry out all the necessary formalities in effecting the Proposed IASC."

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")**

"**THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, the Memorandum of Association of the Company be amended by deleting the existing Clause 5 in its entirety and substituting in place thereof the following amended Clause 5:

Existing Clause 5	Amended Clause 5
The authorised share capital of the Company is RM100,000,000.00 Malaysian Currency divided into 1,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The authorised share capital of the Company is <u>RM300,000,000.00</u> Malaysian Currency divided into <u>3,000,000,000</u> ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, things and deeds which are necessary to give effect to the Proposed Amendments."

**ORDINARY RESOLUTION 2**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 196,097,520 NEW ORDINARY SHARES OF RM0.10 EACH IN GPA HOLDINGS BERHAD ("GPA") ("RIGHTS SHARES") TOGETHER WITH UP TO 490,243,800 NEW FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) GPA SHARES HELD TOGETHER WITH FIVE (5) WARRANTS FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

"**THAT** subject to the passing of the Ordinary Resolution 1 and Special Resolution 1, and all approvals being obtained from the relevant authorities including but not limited to, the approval of Bursa Malaysia Securities Berhad being obtained for the listing of and quotation for up to 196,097,520 Rights Shares to be issued under the Proposed Rights Issue with Warrants, the Directors of the Company be and are hereby authorised to allot (whether provisional or otherwise) and issue by way of a rights issue to the registered shareholders of the Company whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined by the Directors of the Company, or their renounees, up to 196,097,520 Rights Shares on the basis of one (1) Rights Share for every four (4) GPA Shares held, at an issue price of RM0.10 per Rights Share;

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue with Warrants in such manner as they shall in their absolute discretion deem fit and in the interest of the Company;

**AND THAT** the Rights Shares to be issued shall upon allotment and issue rank equally in all respects with the existing issued and paid-up GPA Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which precedes the date of allotment of the Rights Shares. For the purpose hereof, entitlement date means the date as at the close of business on which shareholders of the Company must be registered in order to participate in any dividends, rights, allotments or other distributions;

**AND THAT** any Rights Share which is not validly taken up or which is not allotted for any reason whatsoever shall first be made available for excess shares applications;

**AND THAT** no offer documents pertaining to the Proposed Rights Issue with Warrants shall be issued or sent to shareholders of the Company having registered addresses outside Malaysia or who have not provided an address in Malaysia at which such documents may be delivered to prior to the entitlement date;

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Proposed Rights Issue with Warrants with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments."

**BY ORDER OF THE BOARD**

Lim Lai Sam (MAICSA 0877479)  
Chong Siew Duan (MAICSA 7019353)  
Company Secretaries

Kuala Lumpur  
25 March 2015

**Notes:**

- 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.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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 Securities Industry (Central Depositories) Act, 1991 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.
- 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.
- 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.
- Depositors whose names appear in the Record of Depositors on 14 April 2015, 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.