



## **GPA HOLDINGS BERHAD**

Registration no. 199901018997 (493897-V)  
(Incorporated in Malaysia)

To : All the Shareholders of GPA Holdings Berhad

Dear Sir/Madam,

**RE : ADDENDUM TO THE NOTICE OF THE TWENTY-FIRST ANNUAL  
GENERAL MEETING (“21<sup>ST</sup> AGM”) OF GPA HOLDINGS BERHAD**

We wish to inform that subsequent to the dispatch of the Notice of 21<sup>st</sup> AGM of the Company on 21 August 2020, there were changes to the composition of the Board of Directors of the Company, details as follows :-

1. Appointment of Mr Tang Boon Koon as Independent Non-Executive Director of the Company on 22 August 2020;
2. Appointment of Mr Khoo Chee Siang as Independent Non-Executive Director of the Company on 22 August 2020;
3. Appointment of Mr Koo Kien Yoon as Executive Director of the Company on 27 August 2020;
4. Appointment of Mr Tang Boon Koon as Senior Independent Non-Executive Director of the Company on 28 August 2020;
5. Resignation of Tan Sri Dato’ Tan Hua Choon as Non-Independent Non-Executive Chairman of the Company on 26 August 2020;
6. Resignation of Dato’ Thor Poh Seng as Non-Independent Non-Executive Director of the Company on 26 August 2020;
7. Resignation of Mr Lee Yu-Jin as Non-Independent Non-Executive Director of the Company on 28 August 2020;
8. Resignation of Mr Ou Wee Sun as Independent Non-Executive Director of the Company on 28 August 2020; and
9. Resignation of Mr Gan Lock Yong @ Gan Choon Hur as Executive Director of the Company on 7 September 2020.

Pursuant to the above, the contents of the Notice of 21<sup>st</sup> AGM are to be amended accordingly, by implementing the following :-

**I) WITHDRAWAL of the following previously proposed Ordinary Resolutions :-**

- a) Ordinary Resolution 2 (to be withdrawn)  
To re-elect Mr Gan Lock Yong @ Gan Choon Hur who retire in accordance with Article 98 of the Company's Constitution.
- b) Ordinary Resolution 4 (to be withdrawn)  
To re-elect Tan Sri Dato' Tan Hua Choon who retire in accordance with Article 105 of the Company's Constitution.
- c) Ordinary Resolution 5 (to be withdrawn)  
To re-elect Dato' Thor Poh Seng who retire in accordance with Article 105 of the Company's Constitution.
- d) Ordinary Resolution 7 (to be withdrawn)  
To retain Mr Ou Wee Sun as Independent Non-Executive Director of the Company.

**II) INSERTION of the following new Ordinary Resolutions :-**

- a) Ordinary Resolution 8  
To re-elect Mr Tang Boon Koon who retire in accordance with Article 105 of the Company's Constitution.
- b) Ordinary Resolution 9  
To re-elect Mr Khoo Chee Siang who retire in accordance with Article 105 of the Company's Constitution.
- c) Ordinary Resolution 10  
To re-elect Mr Koo Kien Yoon who retire in accordance with Article 105 of the Company's Constitution.

The Directors have also proposed to include the following additional Ordinary Resolution :-

**III) INSERTION of additional Ordinary Resolution as Special Business :-**

To consider and, if thought fit, to pass with or without modifications, the following Ordinary Resolution :-

Ordinary Resolution 11

**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject always to the approval of the relevant authorities, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting of the Company and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed twenty per centum (20%) of the total number of issued shares of the Company at the time of the issue **AND THAT** the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad.”

Please find enclosed the following for your attention :-

- A) Addendum to the Notice of the 21<sup>st</sup> AGM;
- B) Revised Corporate Information;
- C) Profile of new Directors; and
- D) Revised Proxy Form.

By Order of the Board

**Chong Siew Duan**  
(MAICSA No. 7019353)  
(SSM PC No. 202008002732)  
Secretary

Kuala Lumpur  
15 September 2020



## **GPA HOLDINGS BERHAD**

Registration no. 199901018997 (493897-V)

(Incorporated in Malaysia)

**A) ADDENDUM TO THE NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING (“21<sup>ST</sup> AGM”) OF GPA HOLDINGS BERHAD (“GPA” OR “THE COMPANY”)**

Further to the changes of the Board composition of the Company after the dispatch of the Notice of the 21<sup>st</sup> AGM of the Company on 21 August 2020, **NOTICE IS HEREBY GIVEN** by way of addendum to the Notice of 21<sup>st</sup> AGM for inclusion of the following additional Ordinary Resolutions as Ordinary Business and Special Business :-

### **ORDINARY BUSINESS**

7. To re-elect the following Directors who retire in accordance with Article 105 of the Company’s Constitution: -
- (a) Mr Tang Boon Koon
  - (b) Mr Khoo Chee Siang; and
  - (c) Mr Koo Kien Yoon

**Ordinary Resolution 8**  
**Ordinary Resolution 9**  
**Ordinary Resolution 10**

### **SPECIAL BUSINESS**

8. To consider and, if thought fit, to pass with or without modifications, the following Ordinary Resolution :-

**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject always to the approval of the relevant authorities, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting of the Company and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed twenty per centum (20%) of the total number of issued shares of the Company at the time of the issue **AND THAT** the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad.”

**Ordinary Resolution 11**

By Order of the Board

**Chong Siew Duan**  
(MAICSA No. 7019353)  
(SSM PC No. 202008002732)  
Secretary

Kuala Lumpur  
15 September 2020

**A) ADDENDUM TO THE NOTICE OF 21<sup>ST</sup> AGM OF GPA HOLDINGS BERHAD**  
*(cont'd)*

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**Additional Item – Statement accompanying Notice of 21<sup>st</sup> AGM**  
**- Explanatory Note on Special Business**

**Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

Ordinary Resolution 11 proposed under item 8 of the Agenda is a general mandate for the Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. The proposed resolution, if passed, will give authority to the Directors of the Company, from the date of this AGM, to allot and issue shares or to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 20% of the total number of issued shares of the Company at the time of issue. This authority, unless revoked or varied at general meetings, will expire at the conclusion of the next Annual General Meeting of the Company. The proposed general mandate, once approved, will provide the flexibility for the Directors of the Company to allot and issue shares, including but not limited to placement of shares for purposes of funding investment(s), working capital and general corporate purposes as deemed necessary, in an effective and expeditious manner.

**B) REVISED CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mr Koo Kien Yoon	<i>(Executive Director)</i>
Mr Poh Weng Choon	<i>(Executive Director)</i>
Mr Tang Boon Koon	<i>(Independent Non-Executive Director)</i>
Mr Khoo Chee Siang	<i>(Independent Non-Executive Director)</i>
En Mohtar bin Abdullah	<i>(Independent Non-Executive Director)</i>

**AUDIT COMMITTEE**

Mr Khoo Chee Siang *(Chairman)*  
Mr Tang Boon Koon  
En Mohtar bin Abdullah

**NOMINATION COMMITTEE**

Mr Khoo Chee Siang  
Mr Tang Boon Koon  
En Mohtar bin Abdullah

**REMUNERATION COMMITTEE**

Mr Khoo Chee Siang  
Mr Tang Boon Koon

**SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr Tang Boon Koon  
Fax: (03) 2775 8189

**COMPANY SECRETARY**

Ms Chong Siew Duan  
(MAICSA No. 7019353)  
(SSM PC No. 202008002732)

**REGISTERED OFFICE**

29<sup>th</sup> Floor, Menara JKG  
No. 282, Jalan Raja Laut  
50350 Kuala Lumpur  
Malaysia  
Tel: (03) 2775 8199  
Fax: (03) 2775 8189

**B) REVISED CORPORATE INFORMATION** (*cont'd*)

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**PRINCIPAL OFFICE**

Lot 5031 - 5032, Jalan Teratai  
Off Jalan Meru, 41050 Klang  
Selangor Darul Ehsan  
Malaysia  
Tel: (03) 3392 7180 (8 lines)/3392 9423/3392 9508  
Fax: (03) 3392 7237  
e-mail: gpah@streamyx.com  
website: www.gp-products.com

**PRINCIPAL BANKERS**

United Overseas Bank (Malaysia) Berhad  
AmBank (Malaysia) Berhad

**SHARE REGISTRARS**

Tricor Investor & Issuing House Services Sdn Bhd  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3  
Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Malaysia  
Tel: (03) 2783 9299  
Fax: (03) 2783 9222  
E-mail : is.enquiry@my.tricorglobal.com

**AUDITORS**

Messrs RSM Malaysia  
Chartered Accountants  
5<sup>th</sup> Floor, Penthouse  
Wisma RKT, Block A  
No. 2 Jalan Raja Abdullah  
Off Jalan Sultan Ismail  
50300 Kuala Lumpur  
Malaysia  
Tel : (603) 2610 2888  
Fax : (603) 2698 6600

**STOCK EXCHANGE LISTING**

Main Market of Bursa Malaysia Securities Berhad  
Stock Name : GPA  
Stock Code : 7096  
Stock Code : 7096WA

## C) PROFILE OF NEW DIRECTORS

### **Koo Kien Yoon**

*Executive Director*

Male, aged 44, Malaysian

Mr Koo Kien Yoon was appointed to the Board as an Executive Director of the Company on 27 August 2020. He attended St Michael Institution since May 1993 and earned Certificate in ICM (UK)- Marketing, Business Studies from 1993 to 1994 and Diploma & Advance Diploma ICM (UK) - Business Studies and PR from 1994 to 1996.

He served as Public Relations Officer of Ipoh Specialist Centre from 1996 to 1997. Mr. Koo served as a Product Manager of Amer Sports Malaysia Sdn Bhd from November 2011 to November 2012; Business Development Director of VRC Sdn Bhd & VRC ENT from June 2010 to March 2012; Freelance Consultant of Soo Minn Korea from 2008 to 2010; Business Development Manager of Polyflo Sdn Bhd from 2004 to 2007; Product Manager of Radcoflex Sdn Bhd from 2000 to 2004 and Sales & Marketing Executive of Polyflo Sdn Bhd from 1997 to 2000. Mr. Koo was a Director of Jeratek Sdn Bhd from December 2012 until 2013. He was an Executive Director of Biosis Group Berhad from 5 March 2013 until 2016. He has been managing a retail chain since 2016. Since April 2018, Mr Koo has been appointed as an Executive Director of Lambo Group Berhad, a public listed company.

Mr Koo does not have any family relationship with any Directors and/or major shareholders of the Company nor any conflict of interest with the Company. He had no conviction for offences within the past five years (other than traffic offences, if any), nor any public sanction or penalty imposed by relevant regulatory bodies during the financial year.

### **Tang Boon Koon**

*Independent Non-Executive Director*

Male, aged 50, Malaysian

Mr Tang was appointed to the Board as an Independent Non-Executive Director of the Company on 22 August 2020. He was later appointed as member to the Nomination Committee and Remuneration Committee as well as the Senior Independent Non-Executive Director of the Company on 28 August 2020.

He graduated from Wawasan Open University with Commonwealth Executive Master of Business Administration (CeMBA) degree and had obtained a Diploma in Electronics and Electrical Engineering from Federal College of Technology.

Mr. Tang has more than 28 years of working experience in the Information, Communication & Technology industry, and was an all-rounder from technical, marketing, business development, operation to corporate management and finance.

He has held a number of senior management positions in various public listed companies in Malaysia, Hong Kong and New Zealand. Prior to joining mTouche Technology Berhad, Mr. Tang was the Chief Operation Officer of MyKris Limited, a company listed in New Zealand Alternative Exchange (NZAX).

Mr Tang does not have any family relationship with any Directors and/or major shareholders of the Company nor any conflict of interest with the Company. He had no conviction for offences within the past five years (other than traffic offences, if any), nor any public sanction or penalty imposed by relevant regulatory bodies during the financial year.



C) **PROFILE OF NEW DIRECTORS** *(cont'd)*

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**Khoo Chee Siang**

*Independent Non-Executive Director*

Male, Aged 44, Malaysian

Mr Khoo was appointed to the Board as an Independent Non-Executive Director of the Company on 22 August 2020. He was later appointed as the Chairman of the Audit Committee as well as member of Nomination Committee and Remuneration Committee on 28 August 2020.

Mr Khoo was the Executive Director of UHY Advisory (KL) Sdn Bhd, a boutique financial and corporate advisory firm from 2008 to 2016. He started his career in auditing with an international medium accounting firm, Morison Anuarul Azizan Chew & Co and was subsequently promoted to Senior Consultant in Corporate Finance and Advisory Department. He later joined Finmart Alliance Sdn Bhd as an Associate Director in-charge of corporate finance and business advisory services. He has significant experience in corporate finance, initial public offerings, corporate debt restructuring as well as his external auditing experience covered various sectors. Currently, He is the Managing Director of Eco Asia Capital Advisory Sdn Bhd, a licensed corporate finance advisor by Securities Commission.

He is a Director of Exsim Ventures Berhad and Exsim Capital Resources Berhad. He is also an Independent Non-Executive Director of Green Ocean Corporation Berhad and Seers Berhad, the public company listed on ACE Market and Leap Market of Bursa Malaysia Securities Berhad, respectively. He also holds directorship in other private limited companies.

Mr Khoo does not have any family relationship with any Directors and/or major shareholders of the Company nor any conflict of interest with the Company. He had no conviction for offences within the past five years (other than traffic offences, if any), nor any public sanction or penalty imposed by relevant regulatory bodies during the financial year.

**D) REVISED PROXY FORM**

I/We .....NRIC No./Company No. ....  
 (full name in block letters)

of .....Tel No. ....  
 (full address)

being a member of **GPA HOLDINGS BERHAD** hereby appoint .....

.....NRIC No.....  
 (full name in block letters)

of .....  
 (full address)

representing .....percentage (%) of my/our shareholdings in the Company and/or failing him/her

.....NRIC No.....  
 (full name in block letters)

of .....  
 (full address)

representing .....percentage (%) of my/our shareholdings in the Company AND/OR failing him/her/them, **the Chairman of the Meeting** as my/our proxy/proxies to vote for me/us on my/our behalf, at the Twenty-First Annual General Meeting of the Company to be conducted in a fully virtual manner and entirely via remote participation and voting at the Broadcast Venue at the Conference Room, 29<sup>th</sup> Floor, Menara JKG, No. 282, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia on Tuesday, 29 September 2020 at 2.30 p.m. or any adjournment thereof in the manner as indicated below :-

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
Ordinary Resolution 1		
Ordinary Resolution 2 - withdrawn		
Ordinary Resolution 3		
Ordinary Resolution 4 - withdrawn		
Ordinary Resolution 5 - withdrawn		
Ordinary Resolution 6		
Ordinary Resolution 7 -withdrawn		
Ordinary Resolution 8		
Ordinary Resolution 9		
Ordinary Resolution 10		
Ordinary Resolution 11		

*(Please indicate with an "X" in the space provided as to how you wish your vote to be cast for each resolution as set out in the Notice of Meeting. If no voting instructions are given, the proxy may vote as he/she thinks fit or abstain from voting)*

No. of shares held	
CDS Account No.	

\_\_\_\_\_  
 Signature(s)/Common Seal

Signed this \_\_\_ day of \_\_\_\_\_ 2020

## D) REVISED PROXY FORM (cont'd)

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### Notes on Proxy Form

1. A member entitled to attend and vote at the meeting via the Remote Participation and Voting facilities (“RPV”), is entitled to appoint one or more proxies (but not more than two) to participate and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints more than one proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. 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.
3. The appointment of proxy(ies) may be made either in a hard copy form or by electronic means in the following manner and shall be deposited with the Company’s Share Registrars, not less than forty-eight (48) hours before the time appointed for holding the 21<sup>st</sup> AGM or at any adjournment thereof :  
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<u>Mode of submission</u>	<u>Designated Address</u>
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Hard copy	Tricor Investor & Issuing House Services Sdn Bhd Unit 32-01, Level 32, Tower A , Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia
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or

	Tricor Customer Service Centre Unit G-3, Ground Floor, Vertical Podium, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia
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Electronic means	TIIH Online (applicable to individual shareholder only) Weblink : <a href="https://tiih.online">https://tiih.online</a> . <i>(Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online)</i>
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4. 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 as defined under 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 more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

5. Depositors whose names appear in the Record of Depositors as at 22 September 2020 shall be entitled to participate and vote at the AGM via RPV, or appoint a proxy to participate and vote on his behalf.

### Additional Notes for this addendum :-

1. The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice of the 21<sup>st</sup> Annual General Meeting dated 21 August 2020 (“the Original Proxy Form”).
2. If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER.**
3. In the event that the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **THE MEMBER WHO HAS DESPOSITED THE ORIGINAL PROXY FORM AT THE COMPANY’S SHARE REGISTRAR’S OFFICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE OR ABSTAIN ON THE ADDITIONAL RESOLUTIONS AS THE PROXY DEEMS FIT.**