

PROSPECTUS



GPA HOLDINGS BERHAD

*Company Number 491297-D
Incorporated in Malaysia under the Companies Act, 1965*



PUBLIC ISSUE OF
6,000,000 NEW ORDINARY SHARES
OF RM1.00 EACH
AT AN ISSUE PRICE OF RM1.50
PER NEW ORDINARY SHARE
PAYABLE IN FULL ON APPLICATION

Adviser and Managing Underwriter

CIMB

*Commerce International Merchant Bankers Berhad
Company Number 19417-M*

This Prospectus Is Dated 27 June 2000

THE APPROVAL OF THE SECURITIES COMMISSION ("SC") SHALL NOT BE TAKEN AS AN INDICATION THAT THE SC RECOMMENDS THE PUBLIC ISSUE OF 6,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN GPA HOLDINGS BERHAD ("GPAH") AT AN ISSUE PRICE OF RM1.50 PER SHARE. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF ANY INVESTMENT IN THE ORDINARY SHARES OF GPAH.

THE ISSUE PRICE OF RM1.50 PER SHARE WAS DETERMINED AND AGREED UPON BY GPAH AND COMMERCE INTERNATIONAL MERCHANT BANKERS BERHAD AS THE ADVISER AND MANAGING UNDERWRITER BASED ON VARIOUS RELEVANT FACTORS. INVESTORS SHOULD FORM THEIR OWN VIEWS ON THE VALUATION OF THE SECURITIES AND THE REASONABLENESS OF THE BASES USED.

THE VALUATION OF THE PROPERTY APPROVED BY THE SC SHALL ONLY BE UTILISED FOR THE PURPOSE OF THE CORPORATE PROPOSAL SUBMITTED AND SHALL NOT BE CONSTRUED AS AN ENDORSEMENT BY THE SC ON THE VALUE OF THE SUBJECT PROPERTY FOR ANY OTHER PURPOSES.

A COPY OF THIS PROSPECTUS HAS BEEN LODGED WITH AND REGISTERED BY THE REGISTRAR OF COMPANIES, MALAYSIA WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

THE KUALA LUMPUR STOCK EXCHANGE ("KLSE") ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED IN THIS PROSPECTUS. ADMISSION TO THE OFFICIAL LIST OF THE SECOND BOARD OF THE KLSE IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF GPAH OR OF ITS ORDINARY SHARES.

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following abbreviations shall apply throughout:-

"Acquisition"	:	Acquisition by GPAH of the entire issued and paid-up share capital of GPA for a purchase consideration of RM23,269,977, satisfied through an issue of 17,931,708 new ordinary shares of RM1.00 each in GPAH at approximately RM1.30 per share
"ADA"	:	Authorised Depository Agent
"ADA Code"	:	ADA (Broker) Code
"CDS"	:	Central Depository System
"CIMB"	:	Commerce International Merchant Bankers Berhad (Company No.: 18417-M)
"EPS"	:	Earnings per share
"FIC"	:	Foreign Investment Committee
"GPA"	:	GP Autobat Sdn. Bhd. (Company No.: 120646-K), a wholly-owned subsidiary of GPAH
"GPAH" or the "Company"	:	GPA Holdings Berhad (Company No.: 493897-V)
"GPAH Group" or the "Group"	:	GPAH and its subsidiaries, namely GPA, GPM, KPI, LVC and GPP
"GPM"	:	GP Marketing Sdn. Bhd. (Company No.: 150540-U), a wholly-owned subsidiary of GPAH
"GPP"	:	GP Products Sdn. Bhd. (Company No.: 204551-V), a wholly-owned subsidiary of GPAH
"KLSE"	:	Kuala Lumpur Stock Exchange (Company No.: 30632-P)
"KPI"	:	Koaki Plastics Industries Sdn. Bhd. (Company No.: 281990-A), a wholly-owned subsidiary of GPAH
"LVC"	:	Longview Corporation Sdn. Bhd. (Company No.: 24959-M), a wholly-owned subsidiary of KPI
"MCD"	:	Malaysian Central Depository Sdn. Bhd. (Company No.: 165570-W)
"MIH" or "Issuing House"	:	Malaysian Issuing House Sdn. Bhd. (Company No.: 258345-X)
"MITI"	:	Ministry of International Trade and Industry
"New Shares"	:	The 6,000,000 new ordinary shares of RM1.00 each in GPAH which are the subject of the Public Issue
"NTA"	:	Net tangible assets

DEFINITIONS (Cont'd)

"PE Multiple"	:	Price earnings multiple
"Public Issue"	:	The public issue by GPAH of 6,000,000 New Shares at an issue price of RM1.50 per New Share
"Rights Issue"	:	The rights issue of 16,068,290 new ordinary shares of RM1.00 each in GPAH at par on the basis of approximately eight hundred and ninety-six (896) new GPAH shares for every one thousand (1,000) GPAH shares held subsequent to the Acquisition
"RM"	:	Ringgit Malaysia
"SC"	:	Securities Commission
"sq. ft."	:	square feet
"Transfers"	:	Transfers of the entire equity interest in GPM, KPI and GPP from GPA to GPAH for a total cash consideration of RM1,200,002
"USD"	:	United States of America Dollar

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