

**PECCA GROUP BERHAD**  
(Company No. 909531-D)

SUMMARY OF THE KEY MATTERS DISCUSSED AT THE SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT RAFFLESIA 1, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR ON TUESDAY, 28 NOVEMBER 2017 AT 1.30 P.M.

---

**CHAIRMAN**

The Chairman of the Board of Directors, Dato' Mohamed Suffian bin Awang presided as Chairman of the Meeting and welcomed all shareholders, proxies and guests to the Seventh Annual General Meeting ("7<sup>th</sup> AGM") of the Company.

**QUORUM**

Ms Tai Yit Chan, the Company Secretary, confirmed that a quorum was present. With the requisite quorum being present, the Chairman called the Meeting to order at 1.30 p.m.

The Chairman then proceeded to introduce himself, the Board Members and the Chief Financial Officer, Mr Leong Wai Ming to the shareholders.

**NOTICE**

With the consent of the members present, the Notice convening the Meeting having been circulated for the prescribed period was taken as read.

As part of good governance, the Chairman reported that the Company had received 55 proxy forms from shareholders for a total of 128,661,673 ordinary shares representing 69.42% of the issued share capital of the Company.

The Chairman informed the Meeting that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the AGM must be voted by poll.

The Chairman informed the Meeting that the polling process would be conducted after the deliberation of all items on the Agenda. He added that the Company had appointed GovernAce Advisory & Solutions Sdn Bhd (the "Scrutineers") as the independent scrutineers to facilitate the poll process.

The Chairman then proceeded with the business of the AGM.

**QUESTION AND ANSWER SESSION**

The Chairman invited questions from the floor on the Audited Financial Statements for the financial year ended 30 June 2017. A number of shareholders and proxies made comments and sought clarification on various issues which were succinctly

## **PECCA GROUP BERHAD**

(Company No. 909531-D)

*Summary of the Key Matters discussed at the Seventh Annual General Meeting held on 28 November 2017*

addressed by the Chairman and the Executive Director. The salient points raised were as follows:-

1. The currency used for the leather purchased by the Company and also the hedging policy.
2. Number of competitors in the Original Equipment Manufacturer business in Malaysia.
3. Potential collaboration with manufacturers of luxury cars.
4. The utilisation rate of the capacity of Pecca plant.
5. How the Company compete in foreign market.
6. Whether the recent change of owner of Protion will impact Pecca.
7. The potential growth in aviation and penetration in Thailand market.

### **POLL PROCEDURE**

After going through all the motions set out in the Notice of the Meeting, the Chairman requested for the registration of the shareholders and proxies for the Meeting to be closed.

### **POLL RESULTS**

The Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon were received and duly tabled at the 7<sup>th</sup> AGM of the Company under Agenda 1.

The following resolutions as set out in the Notice of the 7<sup>th</sup> AGM dated 31 October 2017 were duly passed at the 7<sup>th</sup> AGM of the Company.

<b>RESOLUTION</b>	<b>VOTES FOR</b>		<b>VOTES AGAINST</b>		<b>RESULT</b>
	<b>No. of shares</b>	<b>%</b>	<b>No. of shares</b>	<b>%</b>	
<b>Ordinary Resolution 1</b> To approve the declaration of a Final Single Tier Dividend of 3.00 sen per ordinary share for the financial year ended 30 June 2017.	129,405,975	100.00	0	0.00	CARRIED

**PECCA GROUP BERHAD**

(Company No. 909531-D)

*Summary of the Key Matters discussed at the Seventh Annual General Meeting held on 28 November 2017*

RESOLUTION (Cont'd)	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 2</b> To approve the payment of Directors' fees of RM408,000 for the financial year ended 30 June 2017 and benefits payable of RM17,500 from 31 January 2017 to 30 June 2017.	129,404,975	100.00	1,000	0.00	CARRIED
<b>Ordinary Resolution 3</b> To approve the payment of Directors' fees of up to RM544,000 and benefits payable to the Directors of the Company and its subsidiary of up to RM38,500 from 1 July 2017 until the conclusion of the next Annual General Meeting of the Company.	129,404,975	100.00	1,000	0.00	CARRIED
<b>Ordinary Resolution 4</b> To re-elect Datin Sam Yin Thing who is retiring pursuant to Article 98 of the Articles of Association of the Company.	129,380,973	100.00	1,000	0.00	CARRIED
<b>Ordinary Resolution 5</b> To re-elect Dato' Mohamed Suffian Bin Awang who is retiring pursuant to Article 98 of the Articles of Association of the Company.	125,626,175	100.00	1,000	0.00	CARRIED

**PECCA GROUP BERHAD**

(Company No. 909531-D)

*Summary of the Key Matters discussed at the Seventh Annual General Meeting held on 28 November 2017*

RESOLUTION (Cont'd)	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 6</b>  To re-appoint KPMG PLT (converted from a conventional partnership Messrs KPMG, on 27 December 2016) as Auditors of the Company and to authorise the Directors to fix their remuneration.	125,727,175	100.00	0	0.00	CARRIED
<b>Ordinary Resolution 7</b>  Proposed Renewal of Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares.	121,868,175	94.18	7,537,800	5.82	CARRIED
<b>Ordinary Resolution 8</b>  Proposed Renewal of Authority to the Company to Purchase its own Ordinary Shares.	129,405,975	100.00	0	0.00	CARRIED

**CONCLUSION**

There being no other business to be transacted, the Meeting concluded at 2.45 p.m. with a vote of thanks to the Chair.