

PECCA GROUP BERHAD
(“Pecca” or “the Company”)
[Registration No. 201001025617 (909531-D)]

SUMMARY OF THE KEY MATTERS DISCUSSED AT THE NINTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT GREENS 1, GOLF WING, GROUND FLOOR, TROPICANA GOLF & COUNTRY RESORT, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON FRIDAY, 29 NOVEMBER 2019 AT 9.40 A.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 invitees to the Ninth Annual General Meeting (“9th AGM”) of the Company.

The Chairman then proceeded to introduce himself, the Board Members, the Company Secretary and the Chief Financial Officer, Mr Foo Ken Nee to the shareholders.

QUORUM

The Company Secretary confirmed that a quorum was present. With the requisite quorum being present, the Chairman called the Meeting to order at 9.37 a.m.

NOTICE

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 28 proxy forms from shareholders for a total of 92,478,772 shares representing 49.20% of the issued share capital of the Company.

Out of those proxy forms, there were 4 shareholders who had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented stood at 6,493,900, which represented 3.45% of the issued share capital of the Company.

The Chairman informed the Meeting that in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), all the resolutions set out in the Notice of the AGM will be voted by poll. The Chairman demanded a poll be taken on all the resolutions which are put forth for voting at this Meeting pursuant to the Company’s Constitution.

The Chairman informed the Meeting that the polling process would be conducted upon the conclusion of the deliberations of all items on the Agenda. He added that Boardroom Corporate Services Sdn Bhd (formerly known as Boardroom Corporate

PECCA GROUP BERHAD

[Registration No. 201001025617 (909531-D)]

Summary of the Key Matters discussed at the Ninth Annual General Meeting held on 29 November 2019

Services (KL) Sdn Bhd) (the “Scrutineer”) had been appointed as the independent scrutineer to facilitate the poll process. The scrutineers would verify the results by the poll voting.

The Chairman then proceeded with the business of the AGM.

QUESTION AND ANSWER SESSION

The Chairman invited the Chief Financial Officer, Mr Foo Ken Nee, to give a brief presentation of the business activities of the Company and the key highlights for the financial year ended 30 June 2019 and thereafter, invited questions from the floor on the Audited Financial Statements for the financial year ended 30 June 2019. A number of shareholders and proxies made comments and sought clarification on various issues which were succinctly addressed by the Board and Management. The salient points raised were as follows:-

1. The Company is suggested to provide financial highlight in amount and ratios.
2. Operating segment
 - a. Geographical segment – how is the business carried out in overseas market, e.g. direct sale, joint venture and associate.
 - b. Major customers – whether the major customers are related party, common shareholder or external party.
3. In view of the Company is going to expand its customer base whether the Company will dilute the current major customers and what is the payment mode for local and overseas.
4. Definition of Original Equipment Manufacturer, Replacement Equipment Manufacturer and Pre-Delivery Inspection.
5. The involvement of the Company in A-segment second hand car cushion.
6. The serious competitor of the Company.

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.

The Company Secretary then briefed the floor on the polling procedure and directed the shareholders and proxies to deposit their polling forms into the ballot box upon completion. The shareholders and proxies present were then given time to cast their votes.

PECCA GROUP BERHAD*[Registration No. 201001025617 (909531-D)]**Summary of the Key Matters discussed at the Ninth Annual General Meeting held on 29 November 2019***POLL RESULTS**

The Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon were received and duly tabled at the 9th AGM of the Company under Agenda 1.

The following resolutions as set out in the Notice of the 9th AGM dated 29 October 2019 were duly passed at the 9th AGM of the Company.

RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
Ordinary Resolution 1 To approve the payment of Directors' fees of up to RM324,000.00 and benefits payable to the Directors of the Company and its subsidiary of up to RM41,000.00 from 1 July 2019 until the conclusion of the next Annual General Meeting of the Company.	101,477,375	94.78	5,593,300	5.22	CARRIED
Ordinary Resolution 2 To re-elect Datuk Teoh Hwa Cheng who is retiring pursuant to Article 98 of the Articles of Association of the Company and being eligible, has offered himself for re-election.	106,170,175	99.16	900,500	0.84	CARRIED
Ordinary Resolution 3 To re-elect Mr Kong Kam Seong who is retiring pursuant to Article 103 of the Articles of Association of the Company and being eligible, has offered himself for re-election.	107,070,675	100.00	0	0.00	CARRIED

PECCA GROUP BERHAD*[Registration No. 201001025617 (909531-D)]**Summary of the Key Matters discussed at the Ninth Annual General Meeting held on 29 November 2019*

RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
Ordinary Resolution 4 To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	107,070,675	100.00	0	0.00	CARRIED
Ordinary Resolution 5 Proposed Renewal of Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares.	101,477,375	94.78	5,593,300	5.22	CARRIED
Ordinary Resolution 6 Proposed Renewal of Authority to the Company to Purchase its own Ordinary Shares.	107,070,675	100.00	0	0.00	CARRIED
Special Resolution Proposed Adoption of a New Constitution of The Company	107,070,675	100.00	0	0.00	CARRIED

CONCLUSION

There being no other business to be transacted, the Meeting concluded at 11.00 a.m. with a vote of thanks to the Chair.