

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirteenth (13th) Annual General Meeting of PBA Holdings Bhd. ("PBAHB" or the "Company") will be held at Pinang Ballroom, Traders Hotel, Magazine Road, 10300 Penang on Saturday, 29 June 2013 at 11.00 a.m. for the following purposes: -

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To re-elect the following Directors who retire in accordance with Article 114 of the Company's Articles of Association: -
  - a) Y.A.B. Tuan Lim Guan Eng **Resolution 2**
  - b) Y.B. Prof. Dr. P. Ramasamy a/l Palanisamy **Resolution 3**
  - c) Y.B. Dato' Farizan bin Darus **Resolution 4**
  - d) Y.B. Dato' Faiza binti Zulkifli **Resolution 5**
3. To consider and if thought fit, to pass the following resolutions in accordance with Section 129(6) of the Companies Act, 1965 as ordinary resolutions: -
  - a) "That Y.Bhg. Dato' Chew Kong Seng retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company and to hold office until the next Annual General Meeting of the Company." **Resolution 6**
  - b) "That Encik Ahmed Bin Chee retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company and to hold office until the next Annual General Meeting of the Company." **Resolution 7**
4. To approve the declaration of a final single tier dividend of 4% for the financial year ended 31 December 2012. **Resolution 8**
5. To appoint Messrs Grant Thornton, having consented to act, as Auditors of the Company for the ensuing year in place of the retiring Auditors, Messrs KPMG, to hold office until the conclusion of the next Annual General Meeting and to pass the following resolution as Ordinary Resolution, with or without modifications: -
 

"That Messrs Grant Thornton be appointed as auditors of the Company in place of the retiring auditors, Messrs KPMG, at a remuneration to be fixed by the Directors and to hold office until the conclusion of the next Annual General Meeting."

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 is set out in the Annual Report 2012. **Resolution 9**



## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

**6. As Special Business**

To consider and if thought fit, to pass the following resolutions: -

**6.1 Ordinary Resolution: -****Proposed renewal of share buy-back authority for the Company to purchase its own ordinary shares of up to 10% of its issued and paid-up ordinary share capital ("Proposed Renewal of Share Buy-Back Mandate")**

"THAT, subject to the Companies Act, 1965 ("the Act"), the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorized, to the fullest extent permitted by law to purchase such amount of ordinary shares of RM0.50 each in the Company ("PBAHB Shares") from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- i) the aggregate number PBAHB Shares which may be purchased or held by the Company shall not exceed ten per centum (10%) of the total issued and paid-up ordinary share capital for the time being of the Company;
- ii) the maximum fund to be allocated by the Company for the purpose of purchasing the PBAHB Shares under the Proposed Renewal of Share Buy-Back Mandate shall not exceed the share premium account and/or retained profits of the Company for the time being;
- iii) the authority conferred by this resolution shall commence immediately upon passing of this ordinary resolution and shall continue to be in force until:
  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
  - (b) the expiration of the period within which the next AGM after the date is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the PBAHB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities;

- iv) upon completion of the purchase(s) of the PBAHB Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the PBAHB Shares so purchased or to retain the PBAHB Shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or resold on the Bursa Securities and/or subsequently cancelled, or to retain part of the PBAHB Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force;



## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

## 6. As Special Business (Cont'd)

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Renewal of Share Buy-Back Mandate with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the PBAHB Shares."

**Resolution 10**

6.2 **Ordinary Resolution: - Retention of Dato' Chew Kong Seng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company**

"THAT subject to the passing of the Resolution 6, approval be and is hereby given to Dato' Chew Kong Seng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."

**Resolution 11**

6.3 **Special Resolution: - Proposed Amendments to the Articles of Association of the Company**

"THAT the proposed deletions, alterations, modifications, variations and additions to the Articles of Association of the Company in the manner as set out in the Circular to Shareholders dated 7 June 2013 ("Proposed Amendments") be and are hereby approved.

AND THAT the Directors and Secretary of the Company be and are hereby authorised to sign and execute all relevant documents, acts and things as may be required for and in connection with and to give effect to the Proposed Amendments with the full power to assent to any conditions, deletion, alteration, modifications, variations and/or amendments as may be required by the relevant authorities."

**Resolution 12**

7. To transact any other ordinary business of which due notice shall have been given.

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a final single tier dividend of 4% in respect of the financial year ended 31 December 2012, if approved by members of the Company, will be paid on 25 July 2013. The entitlement date for the dividend payment is 5 July 2013.

A Depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 5 July 2013 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board,

**THUM SOOK FUN**  
(MIA 24701)  
Company Secretary

Dated: 7 June 2013  
Penang

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

**Explanatory Notes to Special Business: -***(i) Resolution No. 10 for the Proposed Renewal of Share Buy-Back Mandate*

*The proposed adoption of the Resolution No. 10 is to renew the authority granted by the shareholders of the Company at the 12th AGM held on 26 June 2012. The proposed renewal of the Shares Buy Back mandate will allow the Directors to buy-back and/or hold up to a maximum of 10% of the Company's issued and paid-up share capital at any point of time, by utilising the amount allocated which shall not exceed the total retained profits and/or share premium account of the Company, subject to the Act, Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), any prevailing laws, orders, requirements, rules, regulations and guidelines issued by the relevant authorities at the time of purchase. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of period within which the next AGM is required by law to be held, whichever is earlier.*

*(ii) Resolution No. 11 for the retention of Dato' Chew Kong Seng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company*

*Both the Nominating Committee and the Board have assessed the independence of Dato' Chew Kong Seng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:-*

- a) He fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements, and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.*
- b) He remains objective and independent in expressing his view and in participating in deliberation and decision making of the Board and Board Committees.*
- c) He continues to demonstrate conduct and behaviour that are essential indicators as independence.*

*(iii) Resolution No. 12 for the Proposed Amendments to the Articles of Association of the Company*

*The Proposed Amendments are to streamline the Company's Articles of Association to be aligned with the amendments to the Listing Requirements.*

*Further information on the Proposed Renewal of the Share Buy-Back Mandate and Proposed Amendments are set out in the Statements and Circular to Shareholders dated 7 June 2013, which is dispatched together with the Company's Annual Report 2012.*

**Notes :**

- 1. In respect of deposited securities, only members whose name appear in the Record of Depositors on 24 June 2013 shall be entitled to attend, speak and vote at the meeting.*
- 2. A member entitled to attend and vote at the Meeting is entitled to appoint two (2) or more proxies to attend and vote in his or her stead. Where a member appoints two or more proxies, the appointments shall be invalid unless he or she specifies the proportions of his or her shareholdings to be represented by each proxy.*
- 3. A proxy may but need not to be a member of the Company and the provisions of Section 149 (1)(a), (b) and (c) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. Any proxy or duly authorised representative appointed to vote and attend instead of a member, shall have the same right as the member to speak at the meeting.*
- 4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.*
- 5. Where a member of the Company is an authorised nominee who 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.*
- 6. The instrument appointing a proxy must be deposited with the Company's registered office at 32nd Floor, Komtar, 10000 Pulau Pinang not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.*



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING  
(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election or re-appointment) at this forthcoming 13th AGM.