

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth (19th) Annual General Meeting of PBA Holdings Bhd. ("PBAHB" or the "Company") will be held at the Hotel Jen, Magazine Road, 10300 Georgetown, Penang on Thursday, 30 May 2019 at 10.00 a.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.
(Please refer to the Note 3)

- To approve the payment of a single tier final dividend of 1.75 sen per share in respect of the financial year ended 31 December 2018.
(Please refer to Note 4)

- To re-elect the following Directors who are retiring in accordance with the Company's Constitution: -

Article 114

- YAB Tuan Chow Kon Yeow
- YB Dato' Seri Farizan Bin Darus
- YBhg. Dato' Brian Tan Guan Hooi

Article 112

- YB Dato' Ir. Haji Ahmad Zaki Yuddin Bin Abd Rahman
- YB Tuan Zairil Khir Johari
- YB Dr. Afif Bin Bahardin
- YB Tuan Khaliq Mehtab Bin Mohd Ishaq
- YB Tuan Muhammad Faiz Bin Fadzil

(Please refer to Note 5)

- To re-appoint Messrs. Grant Thornton as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
(Please refer to Note 6)

AS SPECIAL BUSINESS

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

5.1 Ordinary Resolution: - Payment of benefits payable to the Directors under Section 230 (1) (b) of the Companies Act 2016

"THAT the benefits payable to the Directors up to an amount of RM600,000 for the period from 31 May 2019 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act, 2016, be and is hereby approved."

5.2 Ordinary Resolution: - Proposed renewal of authority for the Company to undertake a share buy-back of up to 10% of its issued and paid-up ordinary share capital ("Proposed Renewal of Share Buy-Back Authority")

"THAT, subject always to the Companies Act 2016 ("the Act"), the Company's Constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised, to the fullest extent permitted by law to purchase such amount of ordinary shares 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: -

- the aggregate number PBAHB Shares which may be purchased or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company;
- 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 Authority shall not exceed the Company's retained profits of the Company based on its audited financial statements for the financial year ended 31 December 2018;
- the authority conferred by this resolution shall commence immediately upon passing of this ordinary resolution and shall continue to be in force until:-
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM after the date is required by law to be held; or
 - the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of 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;

- upon completion of the purchase(s) of the PBAHB Shares by the Company, the Directors of the Company may decide either to cancel PBAHB Shares so purchased or to retain 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 PBAHB Shares so purchased as treasury shares and/or subsequently cancelled, or to retain part of PBAHB Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, the requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations issued by other relevant authority for the time being in force;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise, complete or to give full effect to the above purchase(s) with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be required or imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter in accordance with the Act, the provisions of the Constitution of the Company and the requirements and/or guidelines of Bursa Securities and other relevant governmental and/or regulatory authorities.

5.3 Ordinary Resolution: Mandate for YBhg. Dato' Agatha Foo Tet Sin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company

"THAT approval be and is hereby given to YBhg. Dato' Agatha Foo Tet Sin, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as Senior Independent Non-Executive Director of the Company in compliance with the Malaysian Code on Corporate Governance."

5.4 Special Resolution: Proposed Adoption of the new Constitution of the Company

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution, as set out in the Appendix I of the Document to Shareholders dated 30 April 2019 despatched together with the Company's Annual Report be and is hereby adopted as the Constitution of the Company ("Proposed Adoption")."

AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities (if any) and to take all steps and do all acts and things as may be considered necessary or expedient in order to implement, finalise and give full effect to the Proposed Adoption."

- 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 single tier final dividend of 1.75 sen per share in respect of the financial year ended 31 December 2018 will be payable on 19 July 2019 to the Depositors who are registered in the Record of Depositors at the close of business on 5 July 2019, if approved by the members at the forthcoming 19th AGM on 30 May 2019.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 5 July 2019 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board,

THUM SOOK FUN
(MIA 24701)
Company Secretary

Dated: 30 April 2019
Penang

NOTES TO THE NOTICE OF THE 19TH AGM: -

1. Appointment of Proxy and/or Authorised Representative

- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 21 May 2019 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the said meeting or appoint proxy to attend, speak and vote on his/her behalf.
- A member entitled to attend and vote at the Meeting is entitled to appoint his or her proxy to attend and vote in his or her stead. Where a member appoints two (2) 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.
- A proxy may but need not to be a member of 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.
- 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.
- Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member is an exempt authorised nominee ("EAN") 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 EAN may appoint in respect of each omnibus account it holds.
- Any alteration to the instrument appointing a proxy must be initiated. The instrument appointing a proxy must be deposited at the registered office of the Company at Level 32, KOMTAR, Jalan Penang, 10000 Georgetown, Pulau Pinang, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.

2. Poll Voting

Pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), all resolutions set out in this notice will be put to vote by way of a poll.

3. Audited Financial Statements for the financial year ended 31 December 2018

This Agenda item is meant for discussion only, as Section 340(1) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda is not put forward for voting.

4. Declaration of a Single Tier Final dividend for the year ended 31 December 2018

In accordance with Article 148 of the Company's Constitution, the Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors. On 28 February 2019, the Board recommended the final dividend to be paid to its shareholders subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.

Pursuant to Paragraph 8.26 of the Listing Requirements, the Single Tier Final Dividend, if approved, shall be paid not later than three (3) months from the date of the shareholders' approval.

5. Re-election of Directors

Article 114 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.

Article 112 of the Company's Constitution states that any Director who is appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office until the next AGM and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotations at that meeting.

In determining the eligibility of the Directors to stand for re-election at the forthcoming AGM 2019, the Nomination and Remuneration Committee ("NRC") has considered the following: -

- Evaluation on the effectiveness of the Directors, the Board as a whole and all Board Committees; and
- For independent Non-Executive Directors ("INEDs") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.

In line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Board has conducted an assessment of the Directors of the Company based on the relevant performance criteria which include the following: -

- Board mix and composition;
- Quality of information and decision making;
- Boardroom activities;
- Board's relationship with the management;

The Board approved the NRC's recommendation for the retiring Directors pursuant to Article 112 and 114 of the Company's Constitution, respectively. All the retiring Directors have consented to their re-election and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NRC and Board meetings, where applicable.

6. Re-appointment of Auditors

Pursuant to Section 271 (3)(b) of the Act, shareholders shall appoint auditors who shall hold office until the conclusion of the next AGM in year 2020. The current auditors have expressed their willingness to continue in office and the Board of Directors has recommended their re-appointment. The shareholders shall consider this Resolution 10 and to authorize the Board of Directors to determine their remuneration thereof.

The Board and Audit and Risk Management Committee have considered the re-appointment of Messrs. Grant Thornton as auditors of the Company and collectively agreed that Messrs. Grant Thornton has met the relevant criteria prescribed by Paragraph 15.21 of Listing Requirements.

EXPLANATORY NOTES ON SPECIAL BUSINESS

7.1 Payment of Benefits Payable to the Directors

Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

Under Ordinary Resolution 11, the benefits payable to the Directors pursuant to Section 230(1)(b) of the Act have been reviewed by the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the period from 31 May 2019 until the next AGM. The benefits comprise of allowances, benefits in kind and the meeting allowance, which will only be accorded based on actual attendance of meetings by the Directors.

In this respect, the Board wishes to seek shareholders' approval for the benefits payable to the Directors for the period from 31 May 2019 until the next AGM, details of which are as follows: -

Description	Chairman		Non-Executive Directors	
	Company	Subsidiaries	Company	Subsidiaries
Monthly fixed allowances	RM500	RM3,000	RM500 - RM1,500	RM1,000
Meeting allowance (per meeting)				
a) Board Members	RM300	RM300	RM300	RM300
b) Board Committee Members	RM300	RM300	RM300	RM300
Other Claimable Benefits	Business travel and accommodation, communication, medical coverage and other claimable benefits		Business travel and accommodation, communication, medical coverage and other claimable benefits	

Payment of benefits to the Directors will be made by the Company and its subsidiary on a monthly basis and/ or as and when incurred if the proposed Resolution 11 has been passed at the forthcoming 19th AGM.

7.2 Proposed Renewal of Share Buy-Back Authority

The proposed adoption of Resolution 12 is to renew the authority granted by the shareholders of the Company at the 18th AGM held on 28 June 2018.

The proposed renewal of the Shares Buy Back Authority, if passed, will allow the Directors to buy-back and/ or hold up to a maximum of 10% of the issued shares capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, 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.

For further information, please refer to details as set out in Part A of the Document to Shareholders dated 30 April 2019, which is dispatched together with the Company's Annual Report 2018.

7.3 Mandate for YBhg. Dato' Agatha Foo Tet Sin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company

Pursuant to Practice 4.2 of Malaysian Code on Corporate Governance, the Company is required to seek shareholders' approval if intends to retain an independent director who has served the Company for a cumulative term of more than nine (9) years.

The proposed Resolution 13, if passed, will enable the Company to retain YBhg. Dato' Agatha Foo Tet Sin who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years at this 19th AGM, to continue to act as Senior Independent Non-Executive Director of the Company.

Both the NRC and the Board have at the annual assessment assessed the independence of YBhg. Dato' Agatha Foo Tet Sin. They were of the view that she remains objective and independent in expressing her views and in participating in deliberation and decision making of the Board and Board Committees. Her length of service on the Board does not in any way interfere with her exercise of independent judgement and ability to act in the best interests of the Company. In addition, she has confirmed and declared in writing that she is an Independent Director and has satisfied all the criteria of an Independent Director set out in Paragraph 1.01 of the Listing Requirements.

7.4 Proposed Adoption of the new Constitution of the Company

The Resolution 14, if passes, will streamline the Company's Constitution with the new provisions of the Companies Act, 2016, amendments made to Listing Requirements and to enhance administrative efficiency. The Proposed adoption of new Company's Constitution is set out in the Part B of the Document to Shareholders dated 30 April 2019, which is dispatched together with the Company's Annual Report 2018. The Proposed Adoption shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 19th AGM of the Company.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming 19th AGM of the Company and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of warranty.