

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (20th) Annual General Meeting of PBA Holdings Bhd. (“PBAHB” or the “Company”) will be held at Setia SPICE, Convention Centre, Jalan Tun Dr Awang, 11900 Bayan Lepas, Penang on Tuesday, 8 September 2020 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 2019 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 2019.

(Please refer to Note 4)

- To re-elect the following Directors who are due to retire in accordance with the Company's Constitution and being eligible, have offered themselves for re-election: -

Regulation 121

- YB Prof. Dr. P. Ramasamy A/L Palanisamy
- YB Dato' Sarul Bahiyah Binti Abu

YBhg. Dato' Seri Nazir Ariff Bin Mushir Ariff and YBhg. Dato' Syed Mohamad Bin Syed Murtaza, who also retire by rotation in accordance with Regulation 121 of the Company's Constitution, have expressed their intention not to seek for re-election. Hence, they will retire as Directors of the Company after the conclusion of the 20th Annual General Meeting.

Regulation 119

- YB Dato' Abdul Razak bin Jaafar

(Please refer to Note 5)

- To approve the benefits payable to the Directors up to an amount of RM650,000.00 for the period from 9 September 2020 until the next Annual General Meeting of the Company.

(Please refer to Note 6)

- 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 7)

AS SPECIAL BUSINESS

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

- Ordinary Resolution: - Proposed renewal of authority for the Company to undertake a share buy-back of up to 10% of its total issued 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 of PBAHB Shares which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company including the shares previously purchased and retained as Treasury Shares (if any);
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares under the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase, upon such terms and conditions as set out in the Statement to Shareholders dated 11 August 2020;

THAT the authority conferred by this resolution 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 an ordinary resolution passed at that next AGM, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM after that 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, 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;

THAT upon completion of the purchase(s) of the PBAHB Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the PBAHB Shares purchased in their absolute discretion, 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 the Board of Directors be and are hereby authorised to take all such steps as 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, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time or as the Board may in their discretion deem necessary and to do all such acts and things the Directors may deem fit and expedient in the best interest of the Company.

- 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.”

- 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 2019 will be payable on 16 October 2020 to the Depositors who are registered in the Record of Depositors at the close of business on 2 October 2020, if approved by the members at the forthcoming 20th AGM on 8 September 2020.

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 2 October 2020 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,

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC No. 201908002648)
THUM SOOK FUN (MIA 24701) (SSM PC No. 201908000139)
CHEW PECK KHENG (LS 0009559) (SSM PC No. 202008001118)
Companies Secretaries

Dated: 11 August 2020
Penang

NOTES: -

1. Appointment of Proxy

- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 28 August 2020 (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 of the Company entitled to attend, speak and vote at the meeting may appoint not more than two (2) proxies to attend, speak and vote on his behalf provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, speak and vote at the meeting 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 shall be in writing and 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.
- 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.
- Where a member or the authorised nominee or EAN appoints two (2) proxies, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy specified in the instrument appointing the proxies.
- 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 George Town, Pulau Pinang, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.

Resolution 1

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 2019

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

4. Declaration of a Single Tier Final dividend for the year ended 31 December 2019

In accordance with Regulation 158 of the Company's Constitution, the Company in general meeting may declare dividends, but no dividend shall be payable except out of profits of the Company and recommended by the Directors. On 27 February 2020, the Board had recommended a final dividend to be paid to its shareholders subject to the approval of the shareholders at the 20th AGM 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

Regulation 121 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.

Regulation 119 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 20th AGM, 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.

Both YBhg. Dato' Seri Nazir Ariff Bin Mushir Ariff and YBhg. Dato' Syed Mohamad Bin Syed Murtaza, who retire in accordance with Regulation 121 of the Company's Constitution, have expressed their intention not to seek re-election as Directors of the Company. Hence, they will be retired as the Directors of the Company after the conclusion of this AGM.

The Board (save for the retiring Directors who had abstained from deliberation and voting) accepted the NRC's recommendation that the Directors who retire in accordance with Regulation 121 and 119 of the Company's Constitution are eligible to stand for re-election.

6. 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 5, 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 9 September 2020 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 9 September 2020 until the next AGM, details of which are as follows: -

Description	Chairman		Non-Executive Directors	
	Company	Subsidiaries	Company	Subsidiaries
Monthly fixed allowances	RM3,000	RM3,000	RM1,000 – RM1,500	RM1,000 – RM1,500
Meeting allowance (per meeting)				
a) Board members	RM300	RM300	RM300	RM300
b) Board Committee members	RM300	RM300	RM300	RM300
Other 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 5 has been passed at the forthcoming 20th AGM.

7. 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 2021. 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 6 and to authorise 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 TO SPECIAL BUSINESS

8.1 Proposed Renewal of Share Buy-Back Authority

The proposed adoption of Resolution 7 is to renew the authority granted by the shareholders of the Company at the 19th AGM held on 30 May 2019 to allow the Company to purchase its own shares up to a maximum of 10% of the issued shares 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 Statement to Shareholders dated 11 August 2020, which is dispatched together with the Notice of the 20th AGM of the Company.

8.2 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 8, 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 20th 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.

9. Coronavirus Disease (COVID-19) Pandemic

- In view of the COVID-19 pandemic, the Company is closely monitoring the situation and introduce the precautionary measures for the well-being and safety of the shareholders whilst attending the 20th AGM and to be in line with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time.
- Kindly refer to the Administrative Guide for the 20th AGM of the Company as annexed to this AGM notice, if you wish to physically participate at the 20th AGM.

IMPORTANT NOTES: -

This Notice of 20th AGM takes into account the latest measures to-date to deal with the COVID-19 situation announced and/or implemented in Malaysia which affect the holding or conduct of general meetings. The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the AGM. Any material developments will be announced on the Bursa Malaysia and Members are advised to check the Company's announcements made via Bursa Malaysia regularly for updates on the AGM and/or material developments.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming 20th 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.