



## General Announcement

Form Version 7 (Enhanced)

Ownership transfer to CS\_SECURITIES SERVICES HOLDINGS PENANG/EDMS/KLSE on 21/05/2010 05:11:04 PM

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### Submitting Investment

Bank/Advisor

(if applicable)

Submitting Secretarial Firm

(if applicable)

Company name \*

Stock name \*

Stock code \*

Contact person \*

Designation \*

SECURITIES SERVICES (HOLDINGS) SDN BHD

PBA HOLDINGS BHD

PBA

5041

THUM SOOK FUN

COMPANY SECRETARY

Type \*

Announcement  Reply to query

Subject :\*

PBA Holdings Bhd ("PBAHB" or "the Company")  
- Notice of the Tenth Annual General Meeting

Note: If the announcement is a long announcement, please summarize the announcement in the contents and enter the details of the announcement in the Announcement Details or attached the full details of the announcement as attachment.

### Contents :-\*

*(This field is to be used for the summary of the announcement)*

The Board of Directors of PBAHB wishes to announce that the Tenth Annual General Meeting ("AGM") of the Company will be held at Pinang Ballroom, Traders Hotel, Magazine Road, 10300 Penang on Tuesday, 15 June 2010 at 10.00 a.m.

The full text of the Notice of AGM is attached herewith for your attention.

### Announcement Details :-

*(This field is for the details of the announcement, if applicable)*

**Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:**

**Attachment(s) :- (please attach the attachments here)**



PBAHB-AGM Notice 2010.pdf

## Notice Of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Tenth (10th) Annual General Meeting of PBA Holdings Bhd. ("PBAHB" or the "Company") will be held at Pinang Ballroom, Traders Hotel, Magazine Road, 10300 Penang on Tuesday, 15 June 2010 at 10.00 a.m. for the following purposes: -

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2009 together with the Reports of the Directors and Auditors thereon. **Resolution 1**

2. To re-elect the following Directors who retire in accordance with the Company's Articles of Association and being eligible, have offered themselves for re-election: -

#### Article 114

- 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' Faiza Binti Zulkifli **Resolution 4**

#### Article 112

- a) Y.B. Tuan Mansor Bin Othman **Resolution 5**  
 b) Y.B. Dato' Farizan Bin Darus **Resolution 6**  
 c) Encik Ahmed Bin Chee **Resolution 7**  
 d) Ms. Agatha Foo Tet Sin **Resolution 8**  
 e) Mr. Athi Isvar Athi Nahappan **Resolution 9**

3. To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965 as ordinary resolution:

"That Y.Bhg. Dato' Chew Kong Seng, who is over the age of seventy years and retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company, to hold office until the next Annual General Meeting of the Company."

**Resolution 10**

4. To approve the declaration of a final tax-exempt dividend of 4% for the financial year ended 31 December 2009. **Resolution 11**

5. To re-appoint Messrs KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 12**

#### 6. As Special Business

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

- 6.1 **Ordinary Resolution : -  
 Authority for the Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**

"THAT, subject to Section 132D of the Companies Act, 1965, the Articles of Association of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such person or persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 13**

6.2 **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;

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 14**

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

## Notice Of Annual General Meeting (Cont'd)

### Notice Of Dividend Entitlement

**NOTICE IS ALSO HEREBY GIVEN** that a final tax-exempt dividend of 4% in respect of the financial year ended 31 December 2009, if approved by members of the Company, will be paid on 16 July 2010. The entitlement date for the dividend payment is 30 June 2010.

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 30 June 2010 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**  
**(MAICSA 7025619)**  
Company Secretary

Dated: 24 May 2010  
Penang

### Explanatory Notes to Special Business

- (i) Resolution No. 13 for the Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

*The proposed adoption of Resolution No.13 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied at 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 of the Company is required by law to be held, whichever is earlier.*

*As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at the last AGM held on 9 June 2009 and it will lapse at the conclusion of the Tenth AGM.*

*The renewal of the above mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and / or settlement of banking facilities.*

- (ii) Resolution No. 14 for the Proposed Renewal of Share Buy-Back Mandate

*The proposed adoption of the Resolution No. 14, if passed, will empower 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, 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.*

*Further information on the Proposed Renewal of the Share Buy-Back Mandate is set out in the Share Buy Back Statement dated 24 May 2010, which is despatched together with the Company's Annual Report 2009.*

## Notice Of Annual General Meeting (Cont'd)

### Notes :

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149 (1) (b) of the Companies Act, 1965 shall not apply to the Company. In the case where a Member is an Authorised Nominee as defined under the Securities Industry (Central Depository) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
2. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he or she specifies the proportion of his or her holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Company's registered office at 32nd Floor, Komtar, 10000 Pulau Pinang, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.