



BURSA MALAYSIA

General Announcement

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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 *

GENERAL MEETINGS

NOTICE OF MEETING

Description :-*

(Note : Please enter the announcement description in this field and the announcement details in the Announcement Details/Table Section or attach the full announcement details as an attachment)

PBA HOLDINGS BHD ("PBAHB")

- NOTICE OF TWELFTH ANNUAL GENERAL MEETING

Announcement Details/Table Section :-

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

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting (12th AGM") of PBAHB will be held at Pinang Ballroom, Traders Hotel, Magazine Road, 10300 Penang on Tuesday, 26 June 2012 at 9.00 a.m.

Members whose names appear in the Record of Depositors as at 20 June 2012 shall be eligible to attend, speak and vote at the meeting.

A copy of the notice is attached herewith for your reference.

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



PBA_AGM Notice.pdf

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth (12th) 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, 26 June 2012 at 9.00 a.m. for the following purposes: -

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2011 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 and being eligible, have offered themselves for re-election: -
 - a) Y.B. Dato' Mansor bin Othman Resolution 2
 - b) Enck Ahmed bin Cnee Resolution 3
 - c) Mr. Athi Isvar Athi Nahappan Resolution 4
 - d) Ms. Agatha Foo Tet Sin Resolution 5
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 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
4. To approve the declaration of a final tax-exempt dividend of 3.5% for the financial year ended 31 December 2011. Resolution 7
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 8
6. As Special Business
 To consider and if thought fit, to pass the following resolution as Ordinary Resolution: -
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 9
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 tax-exempt dividend of 3.5% in respect of the financial year ended 31 December 2011, if approved by members of the Company, will be paid on 13 July 2012. The entitlement date for the dividend payment is 29 June 2012.

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 29 June 2012 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: 4 June 2012
Penang

Explanatory Notes to Special Business: -

(i) Resolution No. 9 for the Proposed Renewal of Share Buy-Back Mandate

The proposed adoption of the Resolution No. 9, 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 4 June 2012, which is despatched together with the Company's Annual Report 2011.

Notes :

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2012 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his or her stead. Where a member appoints more than one proxy, 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 does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Notwithstanding this, a member entitled to attend and vote at the meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights 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.