

GENERAL MEETINGS: Notice of Meeting

NTPM HOLDINGS BERHAD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	Nineteenth Annual General Meeting
Date of Meeting	11 Sep 2015
Time	09:30 AM
Venue	Bukit Jawi Golf Resort, 691, Main Road, Sungai Bakap, 14200 Seberang Perai Selatan, Pulau Pinang
Date of General Meeting Record of Depositors	04 Sep 2015

Please refer attachment below.

Attachments

[NTHB - AGM Notice 2015.pdf](#)
86.3 kB

Announcement Info

Company Name	NTPM HOLDINGS BERHAD
Stock Name	NTPM
Date Announced	19 Aug 2015
Category	General Meeting
Reference Number	GMA-18082015-00014

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth (19th) Annual General Meeting of NTPM Holdings Berhad ("the Company") will be held at Bukit Jawi Golf Resort, 691, Main Road, Sungai Bakap, 14200 Seberang Perai Selatan, Pulau Pinang on Friday, 11 September 2015 at 9.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the financial year ended 30 April 2015 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
2. To re-elect the following Directors who retire in accordance with Article 133 of the Company's Articles of Association and being eligible, are offering themselves for re-election:-
 - (i) Dr. Teoh Teik Toe Resolution 1
 - (ii) Mr. Chang Kong Foo Resolution 2
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:-
 - (i) **"THAT** Dato' Teoh Boon Beng @ Teoh Eng Kuan, who is over the age of seventy years and retiring in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of next Annual General Meeting of the Company." Resolution 3
 - (ii) **"THAT** Mr. Lee See Jin, who is over the age of seventy years and retiring in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of next Annual General Meeting of the Company." Resolution 4
4. To approve the payment of Directors' fees of RM360,000 for the financial year ended 30 April 2015. Resolution 5
5. To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Resolution 6

AS SPECIAL BUSINESS:-

6. To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modification:-

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 Directors of the Company be and are hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.10 each in the Company ("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:-

- (a) the aggregate number of 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, subject to a restriction that the Company continues to maintain a shareholding spread that is in compliance with the Main Market Listing Requirements of Bursa Securities after the Share Buy-Back;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares under the Proposed Renewal of Share Buy-Back Mandate shall not exceed the aggregate of the retained profits and share premium account of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);
- (c) authority conferred by this resolution shall commence immediately upon passing of this ordinary resolution and shall continue to be in force until:-
 - (i) 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
 - (ii) the expiration of the period within which the next AGM after the date is required by law to be held; or
 - (iii) 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 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; and
- (d) upon completion of the purchase(s) of the Shares by the Company, authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either to cancel the Shares so purchased and/or to retain the Shares so purchased as treasury shares and if retained as treasury shares, may resell the treasury shares and/or to distribute as share dividends to shareholders in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of 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 Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the Shares." Resolution 7

6.2 Ordinary Resolution:-

Mandate for Mr. Lim Han Nge 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 approval be and is hereby given to Mr. Lim Han Nge, 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 8

By Order of the Board,

THUM SOOK FUN
(MIA 24701)
Company Secretary

Penang
Dated: 20 August 2015

Explanatory Notes to Special Business:

i) Resolution 7 - Proposed Renewal of Share Buy-Back Mandate

The proposed adoption of the Resolution No. 7 is to renew the authority granted by the shareholders of the Company at the Eighteenth ("18th") AGM of the Company held on 5 September 2014. The Proposed Renewal of Share Buy-Back Mandate, 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 funds allocated which shall not exceed the total retained profits and/or share premium account of the Company. 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.

For further information, please refer to the Share Buy-Back Statement dated 20 August 2015, which is dispatched together with the Company's Annual Report 2015.

ii) Resolution 8 - Mandate for Mr. Lim Han Nge 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

Pursuant to the Board Charter of the Company and in line with Malaysian Code on Corporate Governance 2012, both the Nominating Committee and the Board have assessed the independence of Mr. Lim Han Nge, 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 continues to fulfill the definition of independence as set out in Malaysian Code on Corporate Governance 2012 and Main Market Listing Requirements of Bursa Securities;
- (b) His existing tenure in office (despite of more than 9 years) does not impair his independence;
- (c) He remains objective and independent in expressing his views and in participating in deliberation and decision making of the Board and Board Committee(s); and
- (d) He continues to demonstrate conduct and behaviour that are essential indicators of independence.

Notes:

1. The first agenda of this meeting is meant for discussion only, as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval for the audited financial statements from the shareholders. Hence, this Agenda is not put forward for voting.
2. In respect of deposited securities, only members whose name appears on the Record of Depositors as at 4 September 2015 shall be entitled to attend, speak and vote at the Meeting.
3. 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 (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. A proxy may but does not need 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. 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.
5. Where a member of the Company is an exempt authorised nominee as defined under 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 exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarized certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Suite 18.05, MWE Plaza, No. 8, Lebuh Farquhar, 10200 Penang not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.