



## General Meetings

### Form Version 1 (Enhanced)

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**Submitted**

### Company Information

Main Market Company

New Announcement

#### Submitting Investment Bank/Advisor (if applicable)

Submitting Secretarial Firm (if applicable) SECURITIES SERVICES (HOLDINGS) SDN BHD

\* Company name NTPM HOLDINGS BERHAD

\* Stock name NTPM

\* Stock code 5066

\* Contact person THUM SOOK FUN

\* Designation COMPANY SECRETARY

\* Contact number 04-2631966 Ext 184

E-mail address sspg@pd.jaring.my

### Part A - To be filled by Public Listed Company

\* Type of Meeting Annual General Meeting

\* Indicator Notice of Meeting

\* Description Eighteenth Annual General Meeting

\* Date of Meeting 05/09/2014

\* 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 29/08/2014

(Pursuant to paragraph 7.16 (2) of the MAIN LR)

Attachment(s) [NTHB-Notice of 18th AGM.pdf](#)

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eighteenth (18th) 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, 5 September 2014 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 2014 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
2. To re-elect Mr. Lim Han Nge who retires in accordance with Article 133 of the Company's Articles of Association and being eligible, is offering himself for re-election. Resolution 1
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 2
  - (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 3
4. To approve the declaration of a single tier final dividend of 14.5% for the financial year ended 30 April 2014. Resolution 4
5. To approve the payment of Directors' fees of RM360,000 for the financial year ended 30 April 2014. Resolution 5
6. 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:-

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

##### 7.1 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 share premium account and/or retained profits of the Company for the time being;
- (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

##### 7.2 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** subject to the passing of Ordinary Resolution 1, 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

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that a final single tier dividend of 14.5% in respect of the financial year ended 30 April 2014, if approved by members of the Company, will be paid on 26 September 2014. The entitlement date for the dividend payment is 11 September 2014.

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 11 September 2014 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**

(MIA 24701)

Company Secretary

Penang

Dated: 14 August 2014

### 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 17th AGM of the Company held on 20 September 2013. 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 14 August 2014, which is dispatched together with the Company's Annual Report 2014.*

#### 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 29 August 2014 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, Lebuhr Farquhar, 10200 Penang not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.