



**BURSA MALAYSIA**

### General Announcement

Form Version 8.1 (Enhanced)

Ownership transfer to CS\_SECURITIES SERVICES HOLDINGS PENANG/EDMS/KLSE on 25/08/2011 05:15:49 PM

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Reference No CS-110825-2F648

#### Submitting Investment

Bank/Advisor  
(if applicable)

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

Company name \*                      NTPM HOLDINGS BERHAD

Stock name \*                          NTPM

Stock code \*                          5066

Contact person \*                      THUM SOOK FUN

Designation \*                          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)

NTPM HOLDINGS BERHAD ("the Company")  
- NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

#### Announcement Details/Table Section :-

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

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting ("15th AGM") of the Company will be held at Bukit Jawi Golf Resort, 691, Main Road, Sungai Bakap, 14200 Seberang Perai Selatan, Pulau Pinang on Friday, 23 September 2011 at 9.30 a.m.

The full text of the Notice of the 15th AGM together with the Statement accompanying the said Notice are attached herewith for your kind attention.

This announcement is dated 25 August 2011.

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



NTHB-AGM Notice.pdf

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifteenth (15th) 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, 23 September 2011 at 9.30 a.m. for the following purposes:

**AS ORDINARY BUSINESS: -**

- |    |   |              |
|----|---|--------------|
| 1. | To receive the Audited Financial Statements for the year ended 30 April 2011 together with the Reports of the Directors and Auditors thereon.   |              |
| 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 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 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 year ended 30 April 2011.   | Resolution 4 |
| 5. | To approve the payment of Directors' fees of RM300,000 for the year ended 30 April 2011.  | 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: -**

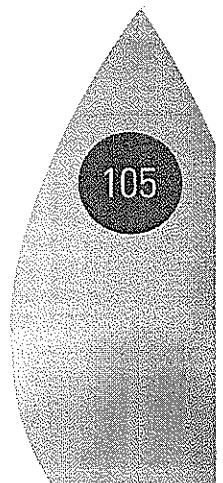
7. To consider and, if thought fit the following resolution as an Ordinary Resolution:-

**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 Directors of the Company be and is 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;



# NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

●●●●● NTPM HOLDINGS BERHAD (384662-U)

## AS SPECIAL BUSINESS: - (Cont'd)

- (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 Shares 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

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a single tier final dividend of 14.5% will be payable on 18 October 2011 to depositors who are registered in the Record of Depositors at the close of business on 30 September 2011 if approved by members at the 15th Annual General Meeting on 23 September 2011.

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 September 2011 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board,

**THUM SOOK FUN**  
(MAICSA 7025619)  
Company Secretary

Penang  
Dated: 26 August 2011

***Explanatory Note to Special Business:*****Resolution 7 - Proposed Renewal of Share Buy-Back Mandate**

The Resolution No. 7 above, 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 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 details of the Resolution 7, please refer to the Share Buy-Back Statement dated 26 August 2011, which is dispatched together with the Company's Annual Report 2011.**

***Notes:***

1. A proxy may but need not 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. If a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a member of the Company 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 with ordinary shares of the Company standing to the credit of the said securities account.
3. The instrument appointing a proxy shall be in writing, under the hand of the appointer or of his attorney duly authorised in writing. In the case where a member is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
4. All proxy forms must be duly executed and deposited at the registered office of the Company at Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 Penang at least 48 hours before the time for holding the meeting or any adjournment thereof.



# STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

●●●● NTPM HOLDINGS BERHAD (384662-U)

**The Directors standing for election are as follows:-**

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election or re-appointment) at this forthcoming 15<sup>th</sup> Annual General Meeting.

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