



**NAIM INDAH CORPORATION BERHAD**  
(Company No.: 19727-P)  
(Incorporated In Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the FORTIETH ANNUAL GENERAL MEETING of NAIM INDAH CORPORATION BERHAD will be held at Vivatel, Ballroom 1, No. 85, Jalan Loke Yew, 55200 Kuala Lumpur, Malaysia on Thursday, 25 June 2015 at 10.00 a.m. to transact the following business:

**AGENDA**

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| <ol style="list-style-type: none"> <li>1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon.</li> <li>2. To approve the payment of Directors' fees of up to RM550,000 for the financial year ending 31 December 2015.</li> <li>3. To re-elect Dato' Siaw Swee Hin who is retiring pursuant to Article 79 of the Company's Articles of Association:</li> <li>4. To re-elect the following Directors who retires pursuant to Article 86 of the Company's Articles of Association:             <ol style="list-style-type: none"> <li>(i) Dato' Abdel Aziz @ Abdul Aziz bin Abu Bakar</li> <li>(ii) Hud bin Abu Bakar</li> <li>(iii) George Alfonso Miranda</li> </ol> </li> <li>5. To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.</li> </ol> | <p>Please refer to explanatory note below</p> <p>Ordinary Resolution 1</p> <p>Ordinary Resolution 2</p> <p>Ordinary Resolution 3</p> <p>Ordinary Resolution 4</p> <p>Ordinary Resolution 5</p> <p>Ordinary Resolution 6</p> |
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**AS SPECIAL BUSINESS**

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

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| <ol style="list-style-type: none"> <li>6. <b>Ordinary Resolution</b><br/><b>Authority to Issue Shares Pursuant to Section 132D of the Companies Act 1965</b><br/>"THAT pursuant to Section 132D of the Act and the Articles of Association of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed 10% of the nominal value of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."</li> <li>7. <b>Special Resolution</b><br/><b>Proposed Amendment to Articles of Association of the Company</b><br/>THAT the following alterations, modifications or deletions to the Company's Articles of Association be hereby approved:-</li> </ol> | <p>Ordinary Resolution 7</p> <p>Special Resolution</p> |
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Article No.	Existing Articles	Amended Articles
121	A resolution in writing signed or approved by letter by all the Directors who may at the time be present in Malaysia and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors. Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director.	A resolution in writing signed or approved by letter by <b>majority</b> of the Directors who may at the time present in Malaysia and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors. Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director.

8. To consider any other business of which due notice shall have been given in accordance with the Act.

**BY ORDER OF THE BOARD**

**NAIM INDAH CORPORATION BERHAD**

**THAM WAI YING (MAICSA NO. 7016123)**

**NG BEE LIAN (MAICSA NO. 7041392)**

Company Secretaries

Kuala Lumpur

29 May 2015

**Notes:**

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company.
2. A member may appoint not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. The provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. There shall be no restriction as to the qualifications of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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.
5. The instrument appointing a proxy must be deposited at the Company's Share Registrar, Tricor Investor Services Sdn Bhd of Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
6. For the purpose of determining a member who shall be entitled to attend the Fortieth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 56(a) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositor as at 19 June 2015. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote on his stead.

**EXPLANATORY NOTES ON ORDINARY BUSINESSES:**

1. Item 1 of the Agenda  
This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward to the shareholders for voting.
2. Ordinary Resolution 1  
Approval for Directors' Fees  
The Directors' fees proposed for the financial year ending 31 December 2015 are calculated based on the number of scheduled Board and Committee meetings for 2015 and assuming that all Directors will hold office until the end of the financial year. This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

**EXPLANATORY NOTES ON SPECIAL BUSINESS:-**

1. Ordinary Resolution 7  
Approval to Allot Shares Pursuant to Section 132D of the Companies Act 1965  
The proposed Resolution 7 is the renewal if the mandate obtained from the members at the last Annual General Meeting. As at the date of this Notice, the Company has placed out 70,203,000 new Ordinary Shares at an issue price of RM0.12 each, which raised a total of RM8,424,360.00 and which shares were all listed on the Main Market of Bursa Malaysia Securities Berhad on 29 August 2014 ("Private Placement"). Details and status of the utilisation of proceeds from the Private Placement are set out in "Additional Compliance Information" in page 27 of the 2014 Annual Report.  
The proposed Resolution 7, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/ or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number issued pursuant to the mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
2. Special Resolution  
Proposed Amendment to Articles of Association of the Company  
The proposed amendments is to delete the words "all" in Article 121 of the Company's Articles of Association and replaced by "majority".