



BRAHIM'S HOLDINGS BERHAD

(Company No: 82731-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned Extraordinary General Meeting of **BRAHIM'S HOLDINGS BERHAD** ("BHB" or "**Company**") will be held at Café Barbera, 18, Lorong Maarof, Bangsar Park, 59000 Kuala Lumpur on Wednesday, 5 December 2012 at 10.30 a.m. or at any further adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modification:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 49% EQUITY INTEREST IN BRAHIM'S-LSG SKY CHEFS HOLDINGS SDN BHD ("BLH") FOR A CASH CONSIDERATION OF RM130,000,000

"**THAT**, approval be and is hereby given to the Company to acquire 490,000 ordinary shares of RM1.00 each representing 49% equity interest in BLH from LSG Asia GmbH for a cash consideration of RM130,000,000 ("**Proposed BLH Acquisition**") and settle for and on behalf of BLH, the advance owing to LSG Catering Hong Kong Ltd, subject to the terms and conditions as contained in the conditional share sale agreement ("**SSA**") dated 18 May 2012,

AND THAT, the Company do hereby ratify and confirm the SSA,

AND FURTHER THAT, approval be and is hereby given to the Board of Directors of the Company to give effect to the Proposed BLH Acquisition with full power and authority:

- (a) to enter into and execute such further other agreements, instruments, documents and deeds as the Board of Directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed BLH Acquisition,
- (b) to assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed BLH Acquisition and the SSA and/or any provision, term and condition thereof as may be required and/or as the Board of Directors of the Company deems fit, expedient or advisable, and
- (c) to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deem fit, expedient or advisable to implement, finalise and give full effect to the Proposed BLH Acquisition."

By Order of the Board
BRAHIM'S HOLDINGS BERHAD

PANG CHIA TYNG (MAICSA 7034545)
LAI CHEE WAH (MAICSA 7031124)
Company Secretaries

Kuala Lumpur
19 November 2012

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. A member may appoint only 1 proxy to attend the same meeting. However, where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least 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. Where a member of the Company is an exempt authorised nominee 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. Where a member appoints more than 2 proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing (in the common or usual form) 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.
5. The instrument appointing a proxy and the power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding of the adjourned meeting or any further adjournment. For avoidance of doubt, any Form of Proxy previously lodged with the Company's Share Registrar shall still be valid for the forthcoming adjourned EGM, unless a subsequent Form of Proxy is re-lodged with the Company's Share Registrar.
6. Please note that if you have appointed a proxy previously, but subsequent to 30 August 2012 (being the date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting held on 6 September 2012 for the Proposed BLH Acquisition), you have sold part of your ordinary shares of RM1.00 each ("Shares") in the Company, the Form of Proxy previously lodged would be invalid and you would be required to fill in a new Form of Proxy. If you have increased your shareholding, you may submit a Form of Proxy in respect of your new Shares in the Company, bearing in mind that members are only entitled to nominate 1 proxy (and hence if you are an individual, you must appoint the same proxy appointed earlier) unless the member is an authorised nominee or exempt authorised nominee.
7. The date of Record of Depositors for purpose of determining member's entitlement to attend, vote and speak at the meeting is Thursday, 29 November 2012.