

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT the 31st Annual General Meeting of BRAHIM'S HOLDINGS BERHAD (the "Company") will be held at Cafe Barbera, 18, Lorong Maarof, Bangsar Park, 59000 Kuala Lumpur on Thursday, 6 June 2013 at 10.00 a.m. for the following purposes:-**

**ORDINARY BUSINESS:-**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note A)
2. To approve the payment of the Directors' Fees for the financial year ended 31 December 2012. (Ordinary Resolution 1)
3. To re-elect Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain who retires by rotation as a Director of the Company pursuant to Article 98 of the Articles of Association of the Company. (Ordinary Resolution 2)
4. To re-appoint Messrs Crowe Horwath as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 3)

**SPECIAL BUSINESS:-**

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

5. **AUTHORITY TO ISSUE SHARES** (Ordinary Resolution 4)  
"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."
6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Ordinary Resolution 5)  
"THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature as set out in Section 2.2 of the Circular to Shareholders of the Company dated 14 May 2013 ("the Circular") provided such transactions are:-  
(a) necessary for the day-to-day operations;  
(b) undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and  
(c) not prejudicial to the minority shareholders of the Company.  
("Shareholders' Mandate")  
THAT such approval shall continue to be in force and effect until:  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;  
(b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act); or  
(c) revoked or varied by resolution passed by the shareholders in a general meeting;  
whichever is the earlier;  
AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."
7. **RE-APPOINTMENT OF DIRECTORS PURSUANT TO SECTION 129 OF THE COMPANIES ACT, 1965**  
(i) "That pursuant to Section 129 of the Companies Act, 1965, Col (Rtd) Dato' Ir Cheng Wah be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting." (Special Resolution 1)  
(ii) "That pursuant to Section 129 of the Companies Act, 1965, Goh Joon Hai be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting." (Special Resolution 2)
8. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**  
(i) "THAT subject to the passing of Special Resolution 1, authority be and is hereby given to Col (Rtd) Dato' Ir Cheng Wah who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company." (Ordinary Resolution 6)  
(ii) "THAT subject to the passing of Special Resolution 2, authority be and is hereby given to Goh Joon Hai who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company." (Ordinary Resolution 7)
9. To transact any other business for which due notice has been given in accordance with the Companies Act 1965.

By Order of the Board

LIM LEE KUAN (MAICSA 7017753)  
PANG CHIA TYNG (MAICSA 7034545)  
Company Secretaries

Kuala Lumpur  
14 May 2013

**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 1 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 2 or more 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 authority, 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 meeting or adjourned meeting.
6. The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is Thursday, 30 May 2013.

**Explanatory Note**

A: Item 1 of the Agenda

This 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 for voting.

**Special Business:**

(i) Ordinary Resolution 4

**Authority to Issue shares**

The proposed Ordinary Resolution 4, if passed, will empower the Directors from the date of this Annual General Meeting, to issue and allot up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the best interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The rationale for this general mandate is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated with the convening of such meeting(s). The renewal of such general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of future investment projects(s), working capital, repayment of borrowings and/or acquisitions.

The previous general mandate obtained from the Company's shareholders at the last Annual General Meeting held on 15 May 2012 was not utilised and accordingly, no proceeds were raised.

However, the Company had carried out the following corporate exercises in relation to the issuance of shares in the year 2012:

- a. Private Placement of 17,900,000 new ordinary shares of RM1.00 each in the Company representing approximately ten percent (10%) of the issued and paid up share capital of the Company on 19 March 2012 using the general mandate obtained on 31 May 2011. Please refer to page 58 of the Annual Report for the status of utilisation of the total proceeds from the private placement.
- b. Specific approval was obtained from the Company's shareholders at the Extraordinary General Meeting held on 11 July 2012 for the issuance of 17,900,000 Ordinary Shares of RM1.00 each in Brahim's Holdings Berhad at RM1.00 each as part of the consideration for the acquisition of 60% equity interest in Admuda Sdn. Bhd. pursuant to the share sale agreement dated 13 February 2012. The shares were allotted on 11 July 2012.

(ii) Ordinary Resolution 5

**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

The proposed ordinary resolution, if passed, will allow the Group to enter into recurrent related party transactions made on arms' length basis and on normal commercial terms and which are not prejudicial to the minority shareholders.

Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 14 May 2013 which is dispatched together with the 2012 Annual Report of the Company.

(iii) Special Resolutions 1 and 2

**Re-Appointment of Directors Pursuant to Section 129 of the Companies Act, 1965**

The proposed Special Resolutions 1 and 2, if passed, will allow the directors who are over the age 70 years to be re-appointed as directors of public company pursuant to Section 129 of the Companies Act, 1965.

A vote by the majority of not less than three-fourths of members who are entitled to vote and voting in person or by proxy is required to pass these resolutions.

(iv) Ordinary Resolutions 6 and 7

**Continuing in Office as Independent Non-Executive Directors**

The Nomination Committee has assessed the independence of Col (Rtd) Dato' Ir Cheng Wah and Goh Joon Hai, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to continue act as an Independent Non-Executive Director of the Company based on the following justifications:-

- a. they fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and thus, they would be able to provide check and balance and bring an element of objectivity to the Board;
- b. they are familiar with the Company's business operations and are able to advise the Board diligently on business legacy matters before the change in controlling interest;
- c. they were not appointed by the current controlling shareholder and hence the issue on special relationship with or loyalty to the controlling shareholder does not arise;
- d. they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board; and
- e. they have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.