

(Company No. 19727-p)

NAIM INDAH CORPORATION BERHAD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **THIRTY EIGHTH ANNUAL GENERAL MEETING** of **NAIM INDAH CORPORATION BERHAD** will be held at the Crown Hall, Level 1, Crystal Crown Hotel Petaling Jaya, No. 12 Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor on Thursday, 27 June 2013 at 2.00 p.m. to transact the following business:

- | | |
|---|---|
| <ol style="list-style-type: none">1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 and the Reports of the Directors and Auditors thereon.2. To approve the payment of Directors' fees totaling RM360,000.00 for the financial year ending 31 December 2013.3. To re-elect Encik Zailan Bin Othman who retires pursuant to Article 79 of the Company's Articles of Association, and being eligible offered himself for re-election.4. To elect the following Directors who retire pursuant to Article 86 of the Company's Articles of Association, and being eligible have offered themselves for election:-<ol style="list-style-type: none">a) Mr. Siaw Swee Hin; andb) Datuk Tan Choon Hwa.5. To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.6. To transact any other business for which due notice shall be given. | <p>Please refer to explanatory note below</p> <p>[Resolution 1]</p> <p>[Resolution 2]</p> <p>[Resolution 3]</p> <p>[Resolution 4]</p> <p>[Resolution 5]</p> |
|---|---|

AS SPECIAL BUSINESSES

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

- | | |
|--|-----------------------|
| <ol style="list-style-type: none">7. Ordinary Resolution
Authority to issue new ordinary shares pursuant to Section 132D of the Companies Act 1965 ("the Act") | <p>[Resolution 6]</p> |
|--|-----------------------|

"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."

- | | |
|--|-----------------------|
| <ol style="list-style-type: none">8. Ordinary Resolution
Retention of Independent Director | <p>[Resolution 7]</p> |
|--|-----------------------|

"THAT Encik Zailan Bin Othman who has served the Board as Independent Non-Executive Director of the Company for a term of more than nine (9) years since 7 August 2002 be and is hereby retained as Independent Non Executive Director."

- | | |
|---|-----------------------|
| <ol style="list-style-type: none">9. Ordinary Resolution
Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out under Section 2.4 of the Circular to shareholders dated 5 June 2013 ("Circular") | <p>[Resolution 8]</p> |
|---|-----------------------|

"THAT subject to the Companies Act 1965 ("the Act"), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, it is hereby mandated that approval be given to the Company and its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the day to day operations and not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company as set out in Section 2.4 of the Circular and that authority be conferred by this resolution shall commence immediately upon the passing of this resolution;

THAT the authority conferred by such mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but must 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 earlier;

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to such mandate."

- | | |
|---|-----------------------|
| <ol style="list-style-type: none">10. Special Resolution
Proposed Amendments to Articles of Association | <p>[Resolution 9]</p> |
|---|-----------------------|

"THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix I be hereby approved."

BY ORDER OF THE BOARD
NAIM INDAH CORPORATION BERHAD
YEAP KOK LEONG (MAICSA NO. 0862549)
THAM WAI YING (MAICSA NO. 7016123)
Company Secretaries
Kuala Lumpur
5 June 2013

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 and 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.
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. 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.
4. Proxy Form duly completed 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.
5. For the purpose of determining a member who shall be entitled to attend the Thirty Eighth 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 20 June 2013. 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.
6. Mr. Chan Kwai Weng who is subject to retire pursuant to Articles 79 of the Company's Articles of Association, had indicated to the Company that he does not wish to seek re-election at this Thirty Eighth Annual General Meeting.

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 item is not put forward to the shareholders for voting.
2. **Proposed Resolution 2**
Approval for Director's Fees
The Directors' fees proposed for the financial year ending 31 December 2013 are calculated based on the number of scheduled Board and Committee meetings for 2013 and assuming that all Non-Executive 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 BUSINESSES:

1. **Proposed Resolution 6**
Approval for Issuance of New Ordinary Shares Pursuant to Section 132D of the Companies Act 1965
The Proposed Resolution 6 is for the purpose of granting a general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per cent (10%) of the nominal value of the issued and paid up Share Capital (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company. As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Thirty Seventh Annual General Meeting. The Company did not issue any shares pursuant to the mandate granted because there were no investment(s), acquisition(s) or working capital that required fund raising activity.
This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.
The General Mandate will provide flexibility to the Company for issuance of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital, acquisition(s) or such other applications that the Directors may in their absolute discretion deemed fit.

2. **Proposed Resolution 7**
Retention of Encik Zailan Bin Othman as Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012
Encik Zailan Bin Othman was appointed as an Independent Non-Executive Director on 7 August 2002. As at the date of the notice of the Annual General Meeting, he has served the Company for 10 years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. The Board, therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director.

3. **Proposed Resolution 8**
Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
For further information on Proposed Resolution 8, please refer to Circular to Shareholders dated 5 June 2013 accompanying the Company's Annual Report for the year ended 31 December 2012.