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If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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NAIM INDAH CORPORATION BERHAD
(Company No.19727-P)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

The above proposal will be tabled as Special Business at the Thirty Eighth (38th) Annual General Meeting of Naim Indah Corporation Berhad (“NICORP” or “the Company”) to 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. on, together with a Form of Proxy, are enclosed together with the Annual Report of the Company for the financial year ended 31 December 2012.

The Form of Proxy should be completed and returned in accordance with the instructions therein as soon as possible and should be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the meeting. The completion and return of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Tuesday, 25 June 2013 at 2 p.m.

Date and time of Thirty Eighth (38th) Annual General Meeting : Thursday, 27 June 2013 at 2 p.m.

This Circular is dated 5 June 2013

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

- “Act” : The Companies Act, 1965 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
- “AGM” : Annual General Meeting
- “Audit Committee” : The Audit Committee of NICORP
- “Board” : The Board of Directors of NICORP
- “Bursa Securities” : Bursa Malaysia Securities Berhad (635998-W)
- “CDS” : Central Depository System
- “CHSB” : Consistent Harvest Sdn Bhd, a wholly-owned subsidiary of NICORP
- “Director” : Shall have the same meaning given in Section 2(1) of the the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of NICORP or any other company which is a subsidiary of NICORP or a holding of NICORP
- “EPS” : Earnings per Share
- “HCIB” : Harvest Court Industries Bhd
- “HCIB Group” : HCIB and its subsidiaries
- “Listing Requirements” : Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
- “LPD” : 15 May 2013, being the latest practicable date prior to the printing of this Circular
- “Major Shareholder(s)” : Means a person who has an interest or interests in one or more voting shares in a company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:
- (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or
 - (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company,

and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the company or any other company which is its subsidiary or holding company

For the purpose of this definition, “interest in shares” has the meaning given in Section 6A of the Act

“NA”	: Net assets attributable to ordinary equity holders of NICORP
“NICORP” or “the Company”	: Naim Indah Corporation Berhad (19727-P)
“NICORP Group” or “the Group”	: NICORP and its subsidiaries
“NICORP Share(s)” or “Share(s)”	: Ordinary Shares of RM0.20 each in NICORP
“Proposed Shareholders’ Mandate”	: Proposed New Shareholders’ Mandate for NICORP Group to enter into RRPTs of a revenue or trading nature
“Related Party(ies)”	: Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s) of NICORP
“RRPT(s)”	: A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day to day operations of the Company or its subsidiaries
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Sagajuta”	: Sagajuta (Sabah) Sdn Bhd
“Sagajuta Group”	: Sagajuta and its subsidiaries
“SCCSB”	: Sagajuta Creatives & Communications Sdn Bhd
“Shareholders”	: Shareholders of NICORP
“SC”	: Securities Commission
“Substantial Shareholder(s)”	: A person who has interest or interests in one or more voting Shares in the Company and the nominal amount of that Share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting Shares in the Company
“2012 Annual Report”	: Annual Report of NICORP issued for the financial year ended 31 December 2012

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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NAIM INDAH CORPORATION BERHAD

(Company No. 19727-p)
(Incorporated in Malaysia)

Registered Office:

Level 18
The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

Date: 5 June 2013

Board of Directors:

Datuk Raymond Chan Boon Siew (*Chief Executive Officer*)
Dato' Dr.Tan Tiang Lai (*Non Independent-Executive Director*)
Siaw Swee Hin (*Non Independent-Executive Director*)
Datuk Tan Choon Hwa (JMK, JP) (*Non-Independent-Executive Director*)
Khoo Lay Wah (*Non Independent-Executive Director*)
Zailan Bin Othman (*Independent Non-Executive Director*)
Chan Kwai Weng (*Independent Non-Executive Director*)
Md. Noor Bin Abd. Rahim (*Independent Non-Executive Director*)

To : The Shareholders of Naim Indah Corporation Berhad

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 27 May 2013, the Company has announced its intention to seek for its shareholders' approval the general mandate for NICORP Group to enter into RRPTs of a revenue or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for NICORP Group's day to day operations.

The purpose of this Circular is to provide you with the relevant information of the Proposed Shareholders' Mandate and to seek your approval on the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM, which 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. The notice of the AGM together with the Form of Proxy is enclosed in the Annual Report 2012 of the Company for the financial year ended 31 December 2012.

SHAREHOLDERS OF NICORP ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPTs subject to the following: -

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with an issued and paid-up capital which is more than RM60.0 million :
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more,whichever is the higher.
- (c) the listed issuers' circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such directors or major shareholder, must not vote on the resolution to approve the RRPT. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPT; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.1 Principal Activities of NICORP Group

The principal activity of NICORP is investment holding while its subsidiary companies are mainly involved in property development, timber logging and property management and trading of building materials. The details of NICORP's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

Name of company	Effective equity interest (%)	Principal Activities
Consistent Harvest Sdn Bhd	100	Property Management
Angkasa Lampiran Sdn Bhd	100	Property Development
Bitarex Sdn Bhd	100	Property Development
Jernih Makmur Sdn Bhd	100	Logging and selling round timber logs
NI-Corp Oil & Gas Technologies Sdn Bhd	100	Trading of building materials
NAIMKBB Bhd	100	Dormant

It is anticipated that NICORP Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 2.4 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek the shareholders' approval for the Proposed Shareholders' Mandate for the NICORP Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 below, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders. Such mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTs will also be subject to the review procedures set out in Section 2.5 below.

2.2 Categories of RRPT

The types of RRPT to be covered by the Proposed Shareholders' Mandate relate principally to award contract, provision of construction, management and consultancy services and leasing of assets in the ordinary course of the NICORP Group's businesses such as property development, property management, trading of building materials and timber logging activities ("the NICORP Group's businesses")

(a) Construction and Project Management Services

In the course of the NICORP Group's businesses, it is anticipated that transactions with Related Party under this category will include:-

- The provision by companies in the NICORP Group to, or receipt from Related Party of, construction contracts, project management, management and construction services, and/or project development, including property management services and other related management services.

The inclusion of this category of transactions in the Proposed Shareholders' Mandate will facilitate such transactions by the NICORP Group with Related Party that arise in the normal course of operations of the NICORP Group in a more expeditious.

(b) Purchase and Supply of Materials

In the course of the NICORP Group's businesses, the NICORP Group may enter into RRPT to purchase materials such as timber, timber doors, architraves and other timber products, construction and building materials, manufacturing and construction equipment and machinery, and such other materials which are necessary for its day to day operation that may be carried out with Related Party under this category include:-

- The design, installation, supply and provision of equipment and machinery, timber and timber products, construction and building materials by NICORP Group to Related Party or vice versa;
- the purchase from, or sale to, and/or rental of equipment and machinery and/or materials by companies in the NICORP Group to, or from, Related Party for on-sale or for use in the construction businesses or property development activities of the Group or, as the case may be, the Related Party; and

The transactions relate to the supply of materials used in the NICORP Group's businesses or the Related Party businesses. The inclusion of the category of transactions in the Proposed Shareholders' Mandate will allow the NICORP Group to transact with Related Party in an expeditious manner to meet business for the supply, provision and/or purchasing of materials and equipment.

(c) Advertisement and Marketing

In the course of the NICORP Group's businesses, it is anticipated that transactions with Related Party under this category will include provision of advertisement, marketing and event management services by Related Party to NICORP Group.

2.3 Validity Period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of NICORP following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate 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 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 general meeting,

whichever is earlier.

Thereafter, approval from shareholders will be sought for the renewal of the Proposed Shareholders' Mandate.

2.4 Classes of Related Parties and Nature of RRPTs

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

Related Party	NICORP Group - Transacting Party	Nature of Transaction with NICORP Group	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM *	Nature of relationship between NICORP Group and the Related Party
Sagajuta Group	NICORP Group	<p>Provision and/or receipt of construction work for mixed development project comprising of residential and commercial buildings to/from Sagajuta Group</p> <p>Provision and/or receipt of project management and development for mixed development comprising of residential and commercial buildings to/from Sagajuta Group</p> <p>Supply of timber and timber products, construction and building materials to Sagajuta Group</p>	May exceed 5% of the percentage ratio pursuant to Paragraph 10.02 of the Listing Requirements #	<ul style="list-style-type: none"> • Datuk Raymond Chan Boon Siew is a Managing Director and substantial shareholder of Sagajuta with a shareholding of 8.71%. He is also Chief Executive Officer and substantial shareholder of NICORP. • Dato' Dr. Tan Tiang Lai is an Executive Director and shareholder of Sagajuta. He is also Executive Director of NICORP.

HCIB Group	NICORP Group	<p>Provision and/or receipt of construction work for mixed development project comprising of residential and commercial buildings to/from HCIB Group</p> <p>Provision and/or receipt of project management and development for mixed development comprising of residential and commercial buildings to/from HCIB Group</p> <p>Provision and/or receipt of timber and timber products, construction and building materials to/from HCIB Group</p>	May exceed 5% of the percentage ratio pursuant to Paragraph 10.02 of the Listing Requirements [#]	<ul style="list-style-type: none"> Datuk Raymond Chan Boon Siew is a Managing Director & Chief Executive Officer and Non-Independent Director and substantial shareholder of HCIB with a shareholding of 14.96%. He is also a Chief Executive Officer and substantial shareholder of NICORP. Datuk Tan Choon Hwa (JMK, JP) is a Non Executive Director of HCIB. He is an Executive Director of NICORP.
SCCSB	NICORP Group	Receipt of advertisement, marketing and event management services ¹ from SCCSB.	RM500,000	Datuk Raymond Chan Boon Siew is a Director of SCCSB. He is also a Managing Director & Chief Executive Officer and substantial shareholder of NICORP.

(i) Notes on Nature of Transaction:

- * The estimated values are calculated based on the historical data and best estimates by the management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and subject to changes.
- # The estimated value of transactions cannot be determined as these are anticipatory contracts. It is dependent on the particular requirements of the project and the transactions are on project to project basis.
- 1 Provision of advertisement, marketing and events management services by SCCSB to NICORP based on prevailing market price.

2.5 Review Methods or Procedures for the Recurrent Related Party Transactions

NICORP Group has established various methods and procedures to ensure the RRPTs are undertaken on arms' length and on transaction prices and on normal commercial terms, which are consistent with NICORP Group's usual business practices and policies, on terms which are not more favourable to the Related Parties than those extended to the public and are not detrimental to the minority shareholders.

The review and disclosure procedures are as follows:

- (i) the Related Parties, interested Directors and persons connected will be advised that they are subject to the shareholders mandate and will also be advised of the review and disclosure procedures;
- (ii) The transaction prices, terms and conditions which are market driven are to be determined at arms' length on a customer/supplier relationship basis at mutually agreed rates after due consideration of benefits to be derived from the transaction, under similar commercial terms for transactions with unrelated third parties, which depend on demand and supply, quality, level of service and other related factors;
- (iii) Some transactions may be on a cost recovery basis, being recovery of part of the costs for sharing or provision of some services or on a negotiated basis where both parties would contract on terms which are mutually acceptable and beneficial;
- (iv) The management of the NICORP Group is cognisant that, all RRPTs are required to be undertaken on an arm's length basis and on normal commercial terms. Where practicable and feasible, quotation and/or tenders will be obtained from at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated third parties, or where there has not been any similar or substantially similar transactions between NICORP Group and unrelated third parties, the terms of the transactions price will be in accordance with applicable industry norms, and based on the usual business practices of NICORP Group to ensure that the RRPTs are not detrimental to the NICORP Group;
- (v) Where RRPT is one with a value equal to or in excess of RM1.0 million, it will be reviewed and approved by the Directors of the Company who has no interest in the transaction. Where the RRPT is one with a value below RM1.0 million, it will be reviewed and approved by the Group Chief Executive Officer or Executive Director or the Board;
- (vi) Records will be maintained by the respective companies to capture all RRPTs which are entered pursuant to the shareholders' mandate;
- (vii) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the shareholders' mandate to ensure that relevant approvals are obtained and the procedures in respect of such transactions are adhered to;
- (viii) The Board and Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures to monitor RRPTs have been complied with; and
- (ix) The Board shall have overall responsibility for the determination of the review procedures. If a member of the Board and Audit Committee has an interest in the

transaction to be reviewed by the Board and Audit Committee, as the case may be, he will abstain from any decision making by the Board or Audit Committee in respect of the said transaction.

2.6 Amount Due and Owing Under Recurrent Related Party Transactions

As at the financial year ended 31 December 2012, there is no amount due and owing to NICORP Group which has exceeded the credit term given arising from the RRPTs.

2.7 Statement by Audit Committee

The Audit Committee has the overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate. The Audit Committee will review and ascertain at least once a year whether the procedures established to monitor RRPTs have been complied with. If it is determined that the procedures stated in Section 2.5 are inadequate to ensure that (i) the RRPTs will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The Audit Committee will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit Committee of the Company has seen and reviewed the procedures set out in Section 2.5 above and is of the view that:

- i. the procedures are sufficient to ensure that RRPT(s) is not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of NICORP;
- ii. NICORP Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner. The review of these procedures and processes is carried out at least once a year or when deemed necessary by the Audit Committee.

2.8 Disclosure of Recurrent Related Party Transactions

Disclosure will be made in the annual report of the Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information:

- (a) the type of the RRPTs made; and
- (b) the names of the Related Parties involved in each type of the RRPTs made and their relationships with NICORP Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Shareholders' Mandate had been obtained.

3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable the NICORP Group to carry out RRPTs necessary for the Group's day-to-day operations, which are time sensitive in nature, and

will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

The RRPTs carried out within the NICORP's Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPTs are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPTs.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any material effect on the share capital of the Company as well as the consolidated NA, gearing, EPS and the shareholdings of the substantial shareholders of NICORP.

5. INTEREST OF DIRECTORS / MAJOR SHAREHOLDERS

As at LPD, the direct and indirect interests of the Directors of NICORP who are interested and/or do not consider themselves independent in the RRPTs are as follows:

Interested Directors	Direct	%	Indirect	%
Datuk Raymond Chan Boon Siew	61,266,600	8.73	-	-
Dato' Dr. Tan Tiang Lai	-	-	-	-
Datuk Tan Choon Hwa (JMK, JP)	-	-	-	-

Accordingly, Datuk Raymond Chan Boon Siew, Dato' Dr. Tan Tiang Lai and Datuk Tan Choon Hwa (JMK, JP)(collectively referred to as "Interested Director") had abstained and will continue to abstain from all deliberations and voting on matters relating to the Proposed Shareholders' Mandate at Board meetings and will abstain from voting in respect of their direct and/or indirect shareholdings in NICORP at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate.

The Interested Major Shareholders, namely Datuk Raymond Chan Boon Siew ("Interested Major Shareholders") will abstain from voting in respect of his direct and/or indirect shareholdings in NICORP at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate

The above Interested Director and Interested Major Shareholders has undertaken that they shall ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed Shareholders' Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or major shareholders or persons connected with a Director or major shareholders have any interest, directly or indirectly in the Proposed Shareholders' Mandate.

6. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming AGM to be convened.

7. DIRECTORS' RECOMMENDATION

The Directors of NICORP [save for Datuk Raymond Chan Boon Siew , Dato' Dr.Tan Tiang Lai and Datuk Tan Choon Hwa (JMK, JP)] having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and accordingly, the Board [save for Datuk Raymond Chan Boon Siew and Dato' Dr.Tan Tiang Lai and Datuk Tan Choon Hwa (JMK, JP)] recommend that the shareholders of NICORP vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8. ANNUAL GENERAL MEETING

The resolution to vote on the Proposed Shareholders' Mandate is set out in the Notice of AGM contained in 2012 Annual Report of the Company. The Thirty Eighth (38th) AGM 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. for the purpose of considering and, if thought fit, passing the resolutions pertaining to the Proposed Shareholders' Mandate.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the 2012 Annual Report in accordance with the instructions printed therein as soon as possible so as to arrive at the Registered Office of the Company not later than forty-eight (48) hours before the time set for the AGM.

The completion and return of Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully
For and on behalf of the Board
NAIM INDAH CORPORATION BERHAD

DATUK RAYMOND CHAN BOON SIEW
Non Independent-Chief Executive Officer

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of NICORP who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

The Board has confirmed that as at the LPD, neither NICORP nor its subsidiaries have entered into any material contracts (including contracts not reduced into writing), not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

The Board has confirmed that as at the LPD, neither NICORP nor its subsidiaries have engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board has no knowledge of any proceeding pending or threatened against NICORP Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the NICORP Group.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

4.1 Material Commitments

As at LPD, the Board is not aware of any material commitments incurred or known to be incurred by the NICORP Group which, upon becoming enforceable, may have a material impact on the net profit or NA of the NICORP Group.

4.2 Contingent Liabilities

As at LPD, the Board is aware of its contingent liabilities incurred as for the corporate guarantees given to the licensed banks for banking facilities granted to its subsidiary or known to be incurred by the NICORP Group which, upon becoming enforceable, may or may not have an impact on the net profit or NA of the NICORP Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the shareholders of NICORP at the Registered Office of NICORP at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur during normal office hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the AGM:

- (i) The Memorandum and Articles of Association of NICORP;
- (ii) The audited financial statements of NICORP Group for the past two (2) financial years ended 31 December 2011 and 2012; and
- (iii) The unaudited consolidated financial results of NICORP for the quarter ended 31 March 2013.