



NAIM INDAH CORPORATION BERHAD

(Company No. 19727-P)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Naim Indah Corporation Berhad ("NICORP" or "Company") will be held at Gemilang Hall, Carlton Holiday Hotel & Suites, No. 1 Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Wednesday, 4 December 2013 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:-

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF NAIM INDAH CORPORATION BERHAD ("NICORP" OR THE "COMPANY") VIA THE CANCELLATION OF RM0.10 FROM THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.20 EACH IN NICORP ("PROPOSED PAR VALUE REDUCTION")

"**THAT**, subject to the passing of the Special Resolution 2 and the confirmation by the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965, approval be and is hereby given to the Company to reduce its issued and paid-up share capital through the cancellation of RM0.10 of the par value of each existing ordinary share of RM0.20 each in the Company to RM0.10 each in the Company AND THAT the credit arising from the Proposed Par Value Reduction be utilised to set-off against all the accumulated losses of the Company and the remaining balance (if any) be credited to the capital reserves in the Company.

AND THAT authority be and is hereby given to the Directors of the Company to do all such acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed Par Value Reduction with full power to assent any conditions, modifications, variations as may be imposed or permitted by the relevant authorities/parties and/or High Court of Malaya."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY FOR THE PROPOSED PAR VALUE REDUCTION

"**THAT** subject to the passing of the Special Resolution 1 and the confirmation by the High Court of Malaya for the Proposed Par Value Reduction, the deletions, alterations, modifications and/or additions to the Memorandum and Articles of Association of the Company as set out in Section 2.2 of the Circular to Shareholders of the Company dated 12 November 2013 be and are hereby approved.

AND THAT authority be and is hereby given to the Directors of the Company to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed Amendments with full power to assent to any conditions, modifications, variations and alteration as may be imposed or permitted by the relevant authorities/parties."

BY ORDER OF THE BOARD

YEAP KOK LEONG (MAICSA No. 0862549)

THAM WAI YING (MAICSA No. 7016123)

Company Secretaries

Kuala Lumpur

12 November 2013

Notes:-

- (i) *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.*
- (ii) *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.*
- (iii) *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.*
- (iv) *Form of Proxy 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.*
- (v) *For the purpose of determining a member who shall be entitled to attend the Extraordinary 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 26 November 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.*