



NAIM INDAH CORPORATION BERHAD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **THIRTY NINTH ANNUAL GENERAL MEETING** of **NAIM INDAH CORPORATION BERHAD** will be held at Gemilang Hall, Carlton Holiday Hotel & Suites, No.1 Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan, on Thursday, 26 June 2014 at 10.00 a.m. to transact the following business:

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of up to RM492,000 for the financial year ending 31 December 2014.
- To re-elect the following Directors who retire pursuant to Article 79 of the Company's Articles of Association:
 - Datin Khoo Lay Wah
 - Md Noor Bin Abd Rahim
- To re-elect the following Directors who retires pursuant to Article 86 of the Company's Articles of Association:
 - Chua Eng Chin
 - Cheang Soon Siang
- To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to explanatory note below

Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3

Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6

AS SPECIAL BUSINESS

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

6. Ordinary Resolution

Authority to Issue Shares Pursuant to Section 132D of the Companies Act 1965

"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."

Ordinary Resolution 7

7. Ordinary Resolution

Retention of Independent Non-Executive Director

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

Ordinary Resolution 8

8. Ordinary Resolution

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

"THAT, subject to the provisions of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 4 June 2014, provided that such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are 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,

Ordinary Resolution 9

AND THAT the authority conferred by this resolution shall continue to be in force until:

- 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;
- 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
- 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."

9. Special Resolution

Proposed Amendments to Articles of Association of the Company

THAT the following alterations, modifications or deletions to the Company's Articles of Association be hereby approved:-

Special Resolution

Article No.	Existing Articles	Amended Articles
72(a)	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 proxies to attend the meeting. Where a member appoints two 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 Act 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.	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 proxies to attend the meeting. Where a member appoints two 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 Act 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. There shall be no restriction as to the qualifications of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.

- To consider any other business of which due notice shall have been given in accordance with the Act.

NOTES ON PROXY FORM:

- 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.
- 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. There shall be no restriction as to the qualifications of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 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.
- The instrument appointing a proxy 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.
- For the purpose of determining a member who shall be entitled to attend the Thirty Ninth 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 19 June 2014. 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.

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

4 June 2014

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 Agenda item is not put forward to the shareholders for voting.

2. Ordinary Resolution 1

Approval for Directors' Fees

The Directors' fees proposed for the financial year ending 31 December 2014 are calculated based on the number of scheduled Board and Committee meetings for 2014 and assuming that all 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 BUSINESS:-

1. Ordinary Resolution 7

Approval to Issue Shares Pursuant to Section 132D of the Companies Act 1965
The proposed Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. The Ordinary Resolution, if passed, will empower the Directors of the Company, from the date of the above AGM, to allot and issue new shares of the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless earlier revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The authority to issue shares pursuant to Section 132D of the Companies Act, 1965 will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment projects) or for working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The approval is sought to avoid any delay and cost in convening a general meeting to approve such issuance of shares.

On 16 May 2014, TA Securities Holdings Berhad on behalf of the Board of Directors of the Company, had announced that the Company proposes to

undertake a private placement of up to 10% of the existing issued and paid-up share capital of the Company, pursuant to Section 132D of the Companies Act, 1965 under the general mandate which was approved at the Thirty Eighth Annual General Meeting of the Company held on 27 June 2013 ("Proposed Private Placement"). As at the date of this Notice, the Proposed Private Placement has yet to be completed and accordingly, the Company has not issued any new shares under the Proposed Private Placement.

2. Ordinary Resolution 8

Retention of Zailan Bin Othman as Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

Zailan Bin Othman has served the Board as an Independent Non-Executive Director for a cumulative term of more than nine (9) years since 7 August 2002. He has met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has performed his duty diligently and in the best interest of the Company and has provided independent judgement and broader views and balanced assessments to the proposals from the Management with his diverse experience and expertise. The Board, therefore, recommends that he should be retained as an Independent Non-Executive Director.

3. Ordinary Resolution 9

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

The Ordinary Resolution 9, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 4 June 2014 accompanying the Company's Annual Report for the year ended 31 December 2013, for information pertaining to Ordinary Resolution 9.

4. Special Resolution

Proposed Amendments to Articles of Association of the Company

The proposed amendments is to delete the words "not appoint" in Article 72(a) of the Company's Articles of Association as they are redundant.