

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 33rd Annual General Meeting of BRAHIM'S HOLDINGS BERHAD ("the Company") will be held at Café Barbera, 18, Lorong Maarof, Bangsar Park, 59000 Kuala Lumpur on Tuesday, 16 June 2015 at 10.30 a.m. for the following purposes:-

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.

(Please refer to Explanatory Note A)

2. To approve the payment of Directors' Fees for the financial year ended 31 December 2014.

(Ordinary Resolution 1)

3. To re-elect Dato' Seri Ibrahim bin Haji Ahmad 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-elect Dato' Choo Kah Hoe who retires by rotation as a Director of the Company pursuant to Article 98 of the Articles of Association of the Company.

(Ordinary Resolution 3)

5. To re-elect YB Datuk Seri Panglima Haji Abdul Azeez bin Abdul Rahim who retires pursuant to Article 103 of the Articles of Association of the Company.

(Ordinary Resolution 4)

6. To re-elect Professor Dr. Jinap Binti Salamet and who retires pursuant to Article 103 of the Articles of Association of the Company.

(Ordinary Resolution 5)

7. 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 6)

Special Business

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

8. AUTHORITY TO ISSUE SHARES

"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."

(Ordinary Resolution 7)

9. RE-APPOINTMENT OF DIRECTORS PURSUANT TO SECTION 129 OF THE COMPANIES ACT, 1965

(i) "THAT pursuant to Section 129 of the Companies Act, 1965, Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."

(Ordinary Resolution 8)

(ii) "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."

(Ordinary Resolution 9)

(iii) "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."

(Ordinary Resolution 10)

10. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

(i) "THAT subject to the passing of Ordinary Resolution 9, 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 11)

(ii) "THAT subject to the passing of Ordinary Resolution 10, 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 12)

11. 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) | TEO MEE HUI (MAICSA 7050642)
Company Secretaries

Kuala Lumpur | 25 May 2015

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. Where an authorised nominee appoints 2 or more proxies, the appointment shall not be valid unless the member specifies the proportion of its shareholding to be represented by each proxy.

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.

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 attorney, 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, 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 Wednesday, 10 June 2015.

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 7

Authority to Issue Shares

The proposed Ordinary Resolution 7, 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 project(s), working capital, repayment of borrowings and/or acquisitions.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting. The previous mandate was not utilised and accordingly no proceeds were raised.

- (ii) Ordinary Resolutions 8, 9 and 10

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

The proposed Ordinary Resolutions 8, 9 and 10, if passed, will allow the directors who are of or over the age of 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.

- (iii) Ordinary Resolutions 11 and 12

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 to act as 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 Malaysia Securities Berhad, 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 participating 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.