

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 16th Annual General Meeting of Members of **NAIM HOLDINGS BERHAD** will be held at Damai Beach Resort, Teluk Banding Santubong, 93756 Kuching, Sarawak on Monday, 28 May 2018 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESSES

- Adoption of Financial Statements**
To receive and adopt the audited financial statements and reports of Directors and Auditors for the financial year ended 31 December 2017. **[Please refer to Explanatory Note a]**
ORDINARY RESOLUTION 1
ORDINARY RESOLUTION 2
- Approval of Directors' remuneration**
i. To approve the payment of Directors' remuneration for the Non-Executive Chairman.
ii. To approve the payment of Directors' remuneration for the Non-Executive Directors.
ORDINARY RESOLUTION 3
ORDINARY RESOLUTION 4
ORDINARY RESOLUTION 5
- Re-Election of Directors**
To re-elect the following Directors who retire in accordance with Article 85 of the Constitution of the Company:
Datuk Amar Abdul Hamed Bin Haji Sepawi
Datuk Hasmi Bin Hanan
Emeritus Professor Dato' Abang Abdullah Bin Abang Mohamad Ali
ORDINARY RESOLUTION 6
- Re-Appointment of Auditors**
To re-appoint KPMG PLT as Auditors and to authorise the Directors to fix their remuneration.
ORDINARY RESOLUTION 7

SPECIAL BUSINESSES

To consider and, if thought fit, to pass the following as Ordinary Resolutions:

- ORDINARY RESOLUTION 7 – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
"That subject to the passing of Resolution 5 and pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017, Emeritus Professor Dato' Abang Abdullah Bin Abang Mohamad Ali who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
ORDINARY RESOLUTION 7
- ORDINARY RESOLUTION 8 - AUTHORITY TO ALLOT AND ISSUE SHARES**
"THAT, subject always to the Companies Act, 2016, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of total number of issued shares/total number of voting shares of the Company for the time being and that Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued."
ORDINARY RESOLUTION 8
- ORDINARY RESOLUTION 9 - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")**
"THAT, subject always to the Companies Act, 2016 and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares in the Company's issued ordinary share capital from time to time through Bursa Malaysia Securities Berhad as the Directors may deem fit and expedient in the interest of the Company provided that:
i. the aggregate number of ordinary shares purchased shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company;
ii. the amount not exceeding the Company's audited retained profits for the financial year ended 31 December 2017 will be allocated by the Company for the purchase of own shares; and
iii. the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares or so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or transfer the shares for the purpose of employees' share scheme or transfer the shares as purchase consideration;
AND THAT such authority conferred by this resolution shall commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this ordinary resolution, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.
AND THAT authority be and is hereby given to the Directors of the Company to act and to take all such steps and to do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase."
ORDINARY RESOLUTION 9
- To transact any other ordinary business of which due notice shall have been given.**

BY ORDER OF THE BOARD

BONG SIU LIAN (MAICSA 7002221)

HASMAH BINTI ANTHONY HASBI (SAA0772-KH004)

Company Secretaries

Kuching, Sarawak

Dated this 27 April 2018

NOTES:

- A member entitled to attend, speak and vote at the same meeting may appoint a proxy to attend, speak and vote on his behalf. A proxy may but need not be a member of the Company.
- To be valid the Proxy form duly completed must be deposited at the Office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Keniciri, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that where a Member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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 authorized nominee may appoint in respects of each omnibus account it holds.
- Only members registered in the Record of Depositors as at 21 May 2018 shall be eligible to attend the meeting or appoint proxy to attend and vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

Explanatory Notes on Ordinary and Special Businesses

a. Item 1 of the Agenda

The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, not put forward for voting.

b. Ordinary Resolutions 1 and 2 – Directors' Remuneration

Pursuant to Section 231(1) of the Companies Act 2016, ("the Act"), the fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders of the Company at a general meeting. In this respect, the Board of Directors of the Company hereby seek the shareholders' approval for the Directors' remuneration in two (2) separate resolutions as follows:

- Ordinary resolution 1 payment of Directors' remuneration for the Non-Executive Chairman
- Ordinary resolution 2 payment of Directors' remuneration for the Non-Executive Directors

Details of the estimated Directors' Remuneration for Non-Executive Directors for the period from May 2018 to April 2019 are as follows:

Description	Non-Executive Chairman RM	Non-Executive Director RM
Fixed allowance per month	97,640	Not applicable
EPF contribution per month	15,623	Not applicable
Directors' Fee per month	Not applicable	10,000
Additional Directors' Fee per month for Senior Independent Non-Executive director	Not applicable	1,000
Meeting allowance per Board meeting	2,000	2,000
Meeting allowance per Board Committees meeting	1,500	1,500
Proposed Ex-gratia payment to a resigning senior independent director who has served more than 13 years in the Company	Not applicable	219,066
Other Benefits	Car, driver, petrol, medical coverage, professional & club memberships, travel, communication, D&O [®] Liability Insurance coverage and other claimable benefits	reimbursement for travel expenses (to attend meetings), communication, D&O [®] Liability Insurance coverage and other claimable benefits

Notes: @ - Directors & Officers

The Executive Directors are not entitled to Directors' fees and meeting allowances for attending Board and Board Committee meetings.

c. Ordinary Resolutions 3, 4 and 5 – Re-Election of Directors

Article 85 provides that one third (1/3) of the Directors of the Company for the time being shall retire by rotation at the Annual General Meeting of the Company. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

The Directors retiring under Article 85 are as follows:

- Datuk Amar Abdul Hamed Bin Haji Sepawi,
- Datuk Hasmi Bin Hanan and
- Emeritus Professor Dato' Abang Abdullah Bin Abang Mohamad Ali

and being eligible have offered themselves for re-election.

The respective profiles of the above Directors are set out in the Profile of Directors pages 16 to 24.

The details of interest in securities of the Company (if any) held by the Directors are stated on page 158 of the Annual Report.

d. Ordinary Resolution 6 – Re-appointment of Auditors

The Audit Committee and the Board have considered the re-appointment of KPMG PLT as Auditors of the Company and collectively agree that KPMG PLT meets the criteria of adequacy of experience and resources of the firm and the audit team assigned to the audit as prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

e. Ordinary Resolution 7 – Retention of Independent Non-Executive Director

In line with the practice 4.2 of the Malaysian Code of Corporate Governance 2017, the Nominating Committee has assessed the independence of Emeritus Professor Dato' Abang Abdullah Bin Abang Mohamad Ali who has served as Independent Non- Executive Director of the Company for a cumulative term of more than nine (9) years, and upon its recommendation, the Board of Directors have recommended Emeritus Professor Dato' Abang Abdullah Bin Abang Mohamad Ali to continue to act as an Independent Non- Executive Director of the Company based on the following justifications:

- Emeritus Professor Dato' Abang Abdullah Bin Abang Mohamad Ali continues to fulfill the criteria under the definition of independent director pursuant to paragraph 1.01 of the Listing Requirements of Bursa Malaysia Securities Berhad, and hence, he would be able to continue to provide objective and independent judgment to the Board.
- He has been performing his duty diligently and in the best interest of the Company.
- Having been in the Company for ten (10) years, he is familiar in the Group's business operations and has devoted sufficient time and attention to his professional obligations and facilitated informed and balanced decision making process.

f. Ordinary Resolution 8 – Authority to Allot and Issue Share pursuant to Sections 75 and 76 of the Companies Act 2016

This resolution is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares/total number of voting shares 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 revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting. This mandate is a renewal of the last mandate granted to the Directors at the Fifteenth (15th) Annual General Meeting held on 29 May 2017 and which will lapse at the conclusion of the Sixteenth (16th) Annual General Meeting.

The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

g. Ordinary Resolution 9 – Proposed Renewal of Authority for the Company to Purchase its Own Shares

The Proposed Ordinary Resolution 9, if passed will empower the Directors of the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the total number of issued shares of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expires at the next Annual General Meeting in the Company.

The Share Buy-Back Statement in relation to The Proposed Renewal of Authority for the Company to Purchase of its Own Shares dated 27 April 2018 is enclosed for further information.