

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT the 37th Annual General Meeting of BRAHIM'S HOLDINGS BERHAD ("the Company") will be held at Dataran Canselor, Universiti Kebangsaan Malaysia, 43600 Bangi Selangor Darul Ehsan on Saturday, 4 May 2019 at 3.00 p.m. for the following purposes:**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.	<b>Please refer to Explanatory Note</b>
2. To approve the payment of Directors' Fees amounting to RM405,000.00 for the financial year ended 31 December 2018.	<b>Ordinary Resolution 1</b>
3. To approve the payment of Directors' Remuneration (excluding Director's Fee) payable to the Board an amount of RM50,000.00 for the period from 5 May 2019 until the next Annual General Meeting.	<b>Ordinary Resolution 2</b>
4. To re-elect the following Director who retire in accordance with Article 98 of the Constitution of the Company: (i) Kamil Bin Dato' Haji Abdul Rahman	<b>Ordinary Resolution 3</b>
5. To re-appoint Messrs. PricewaterhouseCoopers (LLP0014401-LCA & AF 1146) as Auditors of the Company until the conclusion of the next AGM and authorise the Directors to fix their remuneration.	<b>Ordinary Resolution 4</b>
<b>Special Business</b>	
To consider and, if thought fit, to pass the following ordinary resolutions with or without modification:	
6. <b>AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b>	<b>Ordinary Resolution 5</b>
<p>"THAT subject to Section 75 of the Companies Act 2016, Constitution 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 to issue not more than ten percent (10%) of the issued capital (excluding treasury shares) 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 in accordance with Section 76 of the Companies Act 2016 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."</p>	
7. <b>PROPOSED ADOPTION OF NEW COMPANY'S CONSTITUTION</b>	<b>Special Resolution 1</b>
<p>"THAT the existing Memorandum and Articles of Association of the Company be hereby deleted in its entirety and a new Constitution, as set out in the Circular to Shareholders dated 12 April 2019 (a copy of which is attached) be replaced thereof and adopted as the Company's Constitution.</p> <p>THAT henceforth, the Constitution shall bind the Company, the members and the Directors to the same extent as if the Constitution had been signed and sealed by each member and contain covenants on the part of each member and Director to observe all the provisions of the Constitution.</p> <p>AND THAT the Secretaries be authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as adopted herewith with the Companies Commission of Malaysia on behalf of the Company in accordance with Section 36 of the Companies Act 2016."</p>	
8. To transact any other business for which due notice has been given in accordance with the Companies Act 2016.	

By Order of the Board

TEO MEE HUI (MAICSA 7050642)  
TAN KOK SIONG (LS0009932)  
Company Secretaries

Kuala Lumpur

12 April 2019

**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, Boardroom 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 Friday, 26 April 2019.

**Explanatory Notes**

**Item 1 of the Agenda**

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 248 of the Companies Act 2016 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

**Ordinary Resolutions 1 and 2**

Section 230(1) of the Companies Act 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 37th AGM on the Directors' remuneration in two (2) separate resolutions as below:-

- Resolution 1 on payment of Directors' fees for the year ended 31 December 2018; and
- Resolution 2 on payment of Directors' Remuneration (excluding Directors' Fees) payable to Directors for the financial period from 5 May 2019 until the next AGM.

The payment of the Directors' Fees in respect of the financial year ended 31 December 2018 will only be made if the proposed Resolution 1 has been passed at the 37th AGM pursuant to Section 230(1) of the Companies Act 2016.

The proposed Directors' Remuneration (excluding Directors' Fees) comprises the following allowance payable to the Board of the Company and its subsidiaries:

No.	Description	Non-Executive Directors
1.	Meeting Allowance: Board of Directors' Meeting	RM500.00 (per meeting)

**Ordinary Resolution 3**

Tan Sri Datuk Seri Panglima Sulong Bin Matjeraie has informed the Board in writing of his intention to retire as a Independent Non-Executive Director and therefore would not be seeking election at this AGM under Article 98 of the Constitution of the Company. Hence, he will retain office until the conclusion of this AGM.

**Ordinary Resolution 5 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 6, 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.

**Special Resolution 1**

**Adoption of New Company's Constitution**

The proposed Special Resolution is to seek shareholders' approval to adopt a new Constitution to align with the provisions of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Corporate Governance Requirements ("Proposed New Constitution"). Please refer to the Appendix A for detailed information on the Proposed New Constitution.

The Proposed New Constitution shall take effect once the proposed Special Resolution 1 has been passed by a majority of not less than 75% of members who are entitled to vote and do vote in person or by proxy at the Thirty-seven AGM.