



**NAIM HOLDINGS BERHAD**

COMPANY NO. 585467 - M  
[INCORPORATED IN MALAYSIA]

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **NAIM HOLDINGS BERHAD** will be held at Naim Sapphire Condominium Homes, Function Hall, 3rd Floor, Jalan Lintang Selatan, Batu Lintang, 93200 Kuching, Sarawak on Thursday, 28 November 2019 at 9.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolution:

### **SPECIAL RESOLUTION 1 PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

"That approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 30 October 2019 be and is hereby adopted as the Constitution of the Company.

And that the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as maybe considered necessary to give full effect to the foregoing"

### **BY ORDER OF THE BOARD**

**BONG SIU LIAN (MAICSA 7002221)  
HASMIAH BINTI ANTHONY HASBI (SAA0772-KH004)**  
Company Secretaries

Kuching, Sarawak  
Dated this 30 October 2019

### **NOTES:**

1. A member entitled to attend, speak and vote at the 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.
2. 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 Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
3. 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.
4. 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.
5. 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.
6. 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.
7. Only members registered in the Record of Depositors as at 21 November 2019 shall be eligible to attend the meeting or appoint proxy to attend and vote on his/her behalf.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Resolution set out in this Notice will be put to vote by poll.

### **Explanatory Note on Special Resolution 1**

#### **Proposed adoption of new Constitution of the Company ("Proposed Adoption")**

The Proposed Adoption is primarily for the purpose of streamlining the Company's existing Memorandum and Articles of Association ("M&A") to be in line with the Act, the Main Market Listing Requirements, the prevailing statutory and regulatory requirements as well as to update the existing M&A of the Company, where relevant, to render consistency throughout in order to facilitate and further enhance administrative efficiency. Further information on the Proposed Adoption is set out in the Circular to Shareholders dated 30 October 2019.