



BRAHIM'S HOLDINGS BERHAD

(Company No.: 82731-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Brahim's Holdings Berhad ("BHB" or "Company") will be held at Café Barbera, 18, Lorong Maarof, Bangsar Park, 59000 Kuala Lumpur on Wednesday, 25 February 2015 at 10:30 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification(s):-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 100% EQUITY INTEREST IN RANCAK SELERA SDN BHD ("RANCAK SELERA") BY BRAHIM'S TRADING SDN BHD ("BTSB"), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY TOGETHER WITH QUANTUM ANGEL SDN BHD ("QUANTUM ANGEL") FOR A TOTAL CASH CONSIDERATION OF RM95,000,000 ("PROPOSED ACQUISITION")

"THAT, subject to the passing of Ordinary Resolution 2 and approvals being obtained from all relevant authorities and/or parties, approval be and is hereby given to BTSB, a wholly-owned subsidiary of the Company together with Quantum Angel to acquire 317 ordinary shares of RM1.00 each, 687,730 Class A redeemable preference shares ("RPS") of RM0.01 each, 42,874,307 Class B RPS of RM0.01 each and 35,407,600 Class C RPS of RM0.01 each, representing 100% equity interest in Rancak Selera from Integrated Food Group Sdn Bhd ("IFG") and E-Cap (Internal) Two Sdn Bhd ("**E-CAP 2**") for a total cash consideration of RM95,000,000, subject to the terms and conditions as set out in the share sales agreement dated 26 November 2014 entered into between BTSB and Quantum Angel with IFG and E-Cap 2.

AND THAT, the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED JOINT VENTURE BETWEEN BTSB, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY AND QUANTUM ANGEL TO INCORPORATE A SPECIAL PURPOSE VEHICLE COMPANY ("SPV") PURSUANT TO THE PROPOSED ACQUISITION WHEREBY BTSB WOULD HOLD UP TO 80% EQUITY INTEREST IN THE SPV ("PROPOSED JOINT VENTURE")

"THAT, subject to the passing of Ordinary Resolution 1 and approvals being obtained from all relevant authorities and/or parties, approval be and is hereby given to BTSB to enter into a joint venture with Quantum Angel pursuant to a shareholders' agreement ("**SHA**") to set up a SPV for the purpose of the Proposed Acquisition subject to the terms and conditions as set out in the SHA.

THAT, authority be hereby given to the Company to contribute 80% or RM8.0 million to the initial start-up costs of RM10.0 million required to commence the SPV as stipulated in the SHA.

AND THAT, the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Joint Venture."

BY ORDER OF THE BOARD

LIM LEE KUAN (MAICSA 7017753)

TEO MEE HUI (MAICSA 7050642)

Company Secretaries

Kuala Lumpur

10 February 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 one (1) proxy to attend the same meeting. However, where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (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.
3. 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 namely, Omnibus Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Securities Account it holds. Where a member appoints more than two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
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 another 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, Block D13, Pusat Dagangan Dana 1, Jalan PJJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding of the meeting or any adjournment thereof.
6. The date of Record of Depositors for purpose of determining member's entitlement to attend, vote and speak at the meeting is Monday, 16 February 2015.