



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 of BRAHIM'S HOLDINGS BERHAD ("**BHB**" or "**Company**") will be held at Café Barbera, 18, Lorong Maarof, Bangsar Park, 59000 Kuala Lumpur on Friday, 15 January 2016 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modification:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 49% EQUITY INTEREST IN BRAHIM'S AIRLINE CATERING HOLDINGS SDN BHD ("BACH**") FOR AN AGGREGATE CASH DISPOSAL CONSIDERATION OF UP TO RM218 MILLION (SUBJECT TO ADJUSTMENT)**

"**THAT**, approval be and is hereby given to the Company to dispose 490,000 ordinary shares of RM1.00 each representing 49% equity interest in BACH to SATS Investments Pte. Ltd. or its nominee for an aggregate cash disposal consideration of up to RM218,000,000 (subject to adjustment) ("**Proposed Disposal**"), subject to the terms and conditions as contained in the conditional share sale agreement ("**SSA**") dated 18 December 2015,

AND THAT, approval be and is hereby given to the Board of Directors of the Company to give effect to the Proposed Disposal with full power and authority:

- (i) to enter into and execute the shareholders agreement in relation to the Proposed Disposal ("**SHA**") and such further other agreements, instruments, documents and deeds as the Board of Directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed Disposal,
- (ii) to assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Disposal, the SSA and the SHA and/or any provision, term and condition thereof as may be required and/or as the Board of Directors of the Company deems fit, expedient or advisable, and
- (iii) to do all such other acts, deeds, and things as the Board of Directors of the Company may from time to time deem fit, expedient or advisable to implement, finalise and give full effect to the Proposed Disposal."

By Order of the Board

LIM LEE KUAN (MAICSA 7017753)

TEO MEE HUI (MAICSA 7050642)

Company Secretaries

Kuala Lumpur

31 December 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, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding of the meeting or adjourned meeting.
6. The date of Record of Depositors for purpose of determining member's entitlement to attend, vote and speak at the meeting is Friday, 8 January 2016.