

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT the 35th Annual General Meeting of BRAHIM'S HOLDINGS BERHAD ("the Company") will be held at Café Barbera, 18, Lorong Maarof, Bangsar Park, 59000 Kuala Lumpur on Thursday, 18 May 2017 at 10.30 a.m. for the following purposes:**

1.	To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon	<b>Please refer to Explanatory Note A</b>
2.	To approve the payment of Directors' Fees amounting to RM393,600.00 for the financial year ended 31 December 2016.	<b>Ordinary Resolution 1 Please refer to Explanatory Note B</b>
3.	To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries up to an amount of RM50,000.00 for the financial period from 1 January 2017 until the conclusion of next Annual General Meeting.	<b>Ordinary Resolution 2 Please refer to Explanatory Note B</b>
4.	To re-elect Dato' Choo Kah Hoe who retires by rotation as a Director of the Company pursuant to Paragraph 98 of the Constitution of the Company.	<b>Ordinary Resolution 3</b>
5.	To re-elect Professor Dr Jinap binti Salamet who retires by rotation as a Director of the Company pursuant to Paragraph 98 of the Constitution of the Company.	<b>Ordinary Resolution 4</b>
6.	To re-appoint Tan Sri Dato' Mohd Ibrahim bin Mohd Zain, who retires at the conclusion of this 35th Annual General Meeting of the Company as a Non-Independent Non-Executive Director of the Company.	<b>Ordinary Resolution 5 Please refer to Explanatory Note C</b>
7.	To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.	<b>Ordinary Resolution 6</b>

## Special Business

To consider and, if thought fit, to pass the following ordinary resolutions with or without modification:

8.	<b>AUTHORITY TO ISSUE SHARES</b> "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."	<b>Ordinary Resolution 7</b>
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## 9. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("**the Group**") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature as set out in Section 2.2 of the Circular to Shareholders of the Company dated 26 April 2017 ("**the Circular**") provided such transactions are:-

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- not prejudicial to the minority shareholders of the Company.

### ("Shareholders' Mandate")

THAT such approval shall continue to be in force and effect until:

- the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM;
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("**the Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and to do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

**Ordinary Resolution 8**

10.	To transact any other business for which due notice has been given in accordance with the Companies Act, 2016.
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By Order of the Board

LIM LEE KUAN (MAICSA 7017753)

TEO MEE HUI (MAICSA 7050642)

Company Secretaries

Kuala Lumpur

26 April 2017

## Notes:

- 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.
- 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.
- 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority, 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 not less than 48 hours before the time for holding of the meeting or adjourned meeting.
- The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is Thursday, 11 May 2017.

## Explanatory Notes

### A: 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.

### B: 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 35th Annual General Meeting on the Directors' remuneration in two (2) separate resolutions as below:-

- Resolution 1 on payment of Directors' fees for the year ended 31 December 2016; and
- Resolution 2 on payment of Directors' Remuneration (excluding Directors' Fees) payable to Directors for the financial period from 1 January 2017 until the next Annual General Meeting.

The payment of the Directors' Fees in respect of the financial year ended 31 December 2016 will only be made if the proposed Resolution 1 has been passed at the 35th Annual General Meeting 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	Directors
1.	Meeting Allowance: Board of Directors' Meeting	RM500.00 (per meeting per person)

In determining the estimated total amount of the Directors' Remuneration (excluding Directors' fee), the Board considered various factors including the number of scheduled meetings for the Board and number of Directors involved in these meetings.

### C: Ordinary Resolution 5 - Re-appointment of Director

Tan Sri Dato' Mohd Ibrahim bin Mohd Zain, who is over the age of 70 years was re-appointed under Section 129 of the Companies Act, 1965 at the 34th Annual General Meeting. With the removal of the above section under the Companies Act, 2016, he is subject to retirement and eligible for re-appointment at the forthcoming 35th Annual General Meeting to be held on 18 May 2017. The proposed Resolution 5 is to seek shareholders' approval on the re-appointment of Tan Sri Dato' Mohd Ibrahim bin Mohd Zain as a Non-Independent Non-Executive Director of the Company.

### (i) Ordinary Resolution 7 - Authority to Issue Shares

The proposed Ordinary Resolution 7, 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.

### (ii) Ordinary Resolution 8 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will allow the Group to enter into recurrent related party transactions made on arms' length basis and on normal commercial terms and which are not prejudicial to the minority shareholders.

For further information, please refer to the Circular to Shareholders dated 26 April 2017.