

# NOTICE OF 38TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 38th 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, 22 August 2020 at 9.00 a.m. for the following purposes:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 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 RM332,645.00 for the financial year ended 31 December 2019.	<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 23 August 2020 until the next Annual General Meeting.	<b>Ordinary Resolution 2</b>
4. To re-elect the following Directors who retire in accordance with Clause 95 of the Company's Constitution: (i) Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain (ii) Dato' Choo Kah Hoe	<b>Ordinary Resolution 3</b> <b>Ordinary Resolution 4</b>
5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT (AF 0117) 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 5</b>

## Special Business

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

6. <b>AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016</b>	<b>Ordinary Resolution 6</b>
"THAT subject to 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."	
7. 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 (SSM PC No. 202008001081)  
 TAN KOK SIONG (SSM PC No. 202008001592)  
 Company Secretaries

Kuala Lumpur

Dated: 30 June 2020

## 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 not more than two (2) proxies 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, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200, 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 Friday, 14 August 2020.

## Explanatory Note

### Item 1 of the Agenda

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 340(1) 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 38th AGM ("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 2019; and
- Resolution 2 on payment of Directors' Remuneration (excluding Directors' Fees) payable to Directors for the financial period from 23 August 2020 until the next AGM.

The payment of the Directors' Fees in respect of the financial year ended 31 December 2019 will only be made if the proposed Resolution 1 has been passed at the 38th 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 and 4

Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain and Dato' Choo Kah Hoe are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 38th AGM.

The Board has through the Nomination Committee, considered the assessment of the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

### Ordinary Resolution 6 - Authority to Issue Shares

The proposed Ordinary Resolution 6, if passed, will empower the Directors from the date of this AGM, to issue and allot up to a maximum of 10% of the total number of 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 AGM 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 AGM. The previous mandate was not utilised and accordingly no proceeds were raised.