

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM” or “Meeting”) of Brahim’s Holdings Berhad (“BHB” or the “Company”) will be held on Wednesday, 21 April 2021 at 10.30 a.m. as a fully virtual meeting via live streaming from the Broadcast Venue at Brahim’s Holdings Berhad, 7-05, 7th Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 70,885,600 NEW ORDINARY SHARES IN BHB, REPRESENTING UP TO APPROXIMATELY 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF BHB

“THAT subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“Board” or “Directors”) to issue and allot up to 70,885,600 new ordinary shares in the Company (“BHB Shares” or “Shares”) (“Placement Shares”) by way of private placement to the following parties:-

- (i) Dato’ Seri Ibrahim bin Haji Ahmad, the Executive Chairman and a major shareholder of the Company of up to 17,720,000 Placement Shares; and
- (ii) Independent third-party investor(s), who qualify under Schedule 6 and Schedule 7 of the Capital Markets and Services Act, 2007 to be identified later of up to 53,165,600 Placement Shares,

in one or more tranches at an issue price for each tranche to be determined at a later date by the Board (“Price-Fixing Date”) upon such terms and conditions as disclosed in the Circular to the shareholders of the Company (“Shareholders”) dated 6 April 2021 (“Circular”) (“Proposed Private Placement”).

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of BHB Shares up to and including the Price-Fixing Date.

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.”

By Order of the Board
BRAHIM'S HOLDINGS BERHAD

TEO MEE HUI (SSM PC No. 202008001081 & MAICSA 7050642)

TAN KOK SIONG (SSM PC No. 202008001592 & LS 0009932)

Company Secretaries

Kuala Lumpur

6 April 2021

Notes:-

- (1) Please refer to the Administrative Guide at <https://boardroomlimited.my> for the procedures to register and participate in the virtual meeting.
- (2) The Broadcast Venue, which is the main venue of the extraordinary general meeting (“EGM”) is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the EGM is to inform shareholders where the electronic EGM production and streaming would be conducted from. NO SHAREHOLDER(S)/PROXY(IES) from the public will be allowed to be physically present at the Broadcast Venue.
- (3) A member of the Company entitled to participate and vote at the meeting is entitled to appoint a proxy to participate 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.
- (4) A member may appoint not more than two (2) proxies to participate 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.
- (5) 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.
- (6) 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.
- (7) 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 as follows not less than 48 hours before the time appointed for holding the extraordinary general meeting or at any adjournment thereof:-
 - (a) Deposit the Form of Proxy in hardcopy
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
 - (b) Deposit the Form of Proxy electronically
Share Registrar, Boardroom Share Registrars Sdn. Bhd. via Boardroom Investor Portal at <https://boardroomlimited.my>
- (8) The Date of Record of Depositors for the purpose of determining members’ entitlement to participate, vote and speak at the meeting is 14 April 2021.