

# NOTICE OF 40TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 40th Annual General Meeting of BRAHIM'S HOLDINGS BERHAD ("the Company") will be conducted on a fully virtual meeting through live-streaming and online remote voting using Remote Participation and Electronic Voting facilities provided by Boardroom Share Registrars Sdn. Bhd. via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657) on Friday, 24 June 2022 at 10:00 a.m. for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2021 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 RM357,000 for the financial year ended 31 December 2021.	<b>Ordinary Resolution 1</b>
3. To approve the payment of Directors' Remuneration (excluding Directors' Fee) payable to the Board an amount of RM50,000 for the period from 25 June 2022 until the next Annual General Meeting.	<b>Ordinary Resolution 2</b>
4. To re-elect Dato' Seri Ibrahim Bin Haji Ahmad, who retire in accordance with Clause 95 of the Company's Constitution.	<b>Ordinary Resolution 3</b>
5. To re-elect the following Directors who retire in accordance with Clause 101 of the Company's Constitution: (i) Mohamed Zamry Bin Mohamed Hashim (ii) Yee Yit Yang	<b>Ordinary Resolution 4</b> <b>Ordinary Resolution 5</b>
6. 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 6</b>

### AS SPECIAL BUSINESS

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

7. <b>AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016</b>	<b>Ordinary Resolution 7</b>
"THAT subject always 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 pursuant to Section 75 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (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."	
8. 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 (MAICSA No. 7050642 & SSM PC No. 202008001081)**  
**TAN BEE HWA (MAICSA No. 7058049 & SSM PC No. 202008001174)**  
 Company Secretaries

Kuala Lumpur

Dated this 29th day of April 2022

#### 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 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 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, 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, 17 June 2022.
- The 40th AGM of the Company will be conducted on a **fully virtual basis** where shareholders are only allowed to participate remotely through live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform available at <https://meeting.boardroomlimited.my>. Please refer to the Administrative Guide for 40th AGM on the procedures to register and participate in the virtual meeting.
- According to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 7 April 2022, an online meeting platform can be recognised as the meeting venue or place under Section 327 (2) of the Companies Act 2016 provided that the online platform is located in Malaysia and all meeting participants including the Chairman of the meeting, Board members, senior management and shareholders shall participate the meeting online.

#### Explanatory Notes

##### Item 1 of the Agenda

##### - Audited Financial Statements for the financial year ended 31 December 2021

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Sections 248 and 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.

##### Items 2 and 3 of the Agenda (Ordinary Resolutions 1 and 2)

##### - Directors' Fees and Directors' Remuneration (excluding Directors' Fee)

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 40th AGM on the Directors' remuneration in two (2) separate resolutions as below:-

- Resolution 1 on payment of Directors' fees for the financial year ended 31 December 2021; and
- Resolution 2 on payment of Directors' Remuneration (excluding Directors' Fees) payable to Directors for the financial period from 25 June 2022 until the next AGM.

The payment of the Directors' Fees in respect of the financial year ended 31 December 2021 will only be made if the proposed Resolution 1 has been passed at the 40th 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)

##### Items 4 and 5 of the Agenda (Ordinary Resolutions 3, 4 and 5)

##### - Re-election of Directors

No individual is seeking election as a Director at the forthcoming 32nd AGM of the Company.

Dato' Seri Ibrahim Bin Haji Ahmad, Mohamed Zamry Bin Mohamed Hashim and Yee Yit Yang are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 40th AGM. The profile of the retiring Director is set out in the Profile of Directors of the Annual Report 2021.

##### Item 7 of the Agenda (Ordinary Resolution 7)

##### - Authority to Issue Shares

The proposed Ordinary Resolution 7, 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.