



**NAIM HOLDINGS BERHAD**

(Company No.: 585467-M)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Naim Holdings Berhad (“**Naim**” or the “**Company**”) will be held at Ranchang Ballroom, Damai Beach Resort, Teluk Bandung Santubong, 93756 Kuching, Sarawak, Malaysia on Tuesday, 13 November 2018 at 11:00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

### ORDINARY RESOLUTION 1

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 355,416,000 NEW ORDINARY SHARES IN NAIM (“RIGHTS SHARES”) AT THE ISSUE PRICE OF RM0.45 PER RIGHTS SHARE, ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN NAIM (“NAIM SHARES” OR “SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE”)**

“**THAT** subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of Naim (“**Board**”) for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 355,416,000 Rights Shares on the basis of three (3) Rights Shares for every two (2) existing Naim Shares held by the shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, at an issue price of RM0.45 per Rights Share;
- to issue such Rights Shares as may be required to give effect to the Proposed Rights Issue, including any persons entitled on renunciation of the provisional allotments; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the Rights Shares;

**THAT** any Rights Shares which are not taken up shall be made available for excess applications to the entitled shareholders and/or their renounee(s) who have applied for the excess Rights Shares, and are intended to be allocated on a fair and equitable basis;

**THAT** any fractional entitlements of the Rights Shares arising from the Proposed Rights Issue, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient, and to be in the best interest of the Company;

**THAT** the proceeds of the Proposed Rights Issue be utilised as set out in the circular to shareholders of the Company dated 29 October 2018, and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to (where required) the approval of the relevant authorities;

**THAT** the Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Naim Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Rights Shares;

**THAT** the Board be and is hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/or undertakings with any party or parties, do all things and acts as may be required to give effect to the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/or amendments including to vary the manner and/or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue, if necessary, in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue in the best interest of the Company;

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue.”

### ORDINARY RESOLUTION 2

**PROPOSED EXEMPTION UNDER PARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS TO DATUK AMAR ABDUL HAMED BIN HAJI SEPAWI (“DATUK AMAR”), DATUK HASMI BIN HASNAN (“DATUK HASMI”) AND PERSONS ACTING IN CONCERT WITH THEM (“PACS”) FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING ORDINARY SHARES IN NAIM (“NAIM SHARES” OR “SHARES”) NOT ALREADY HELD BY THEM UPON COMPLETION OF THE PROPOSED RIGHTS ISSUE (“PROPOSED EXEMPTION”)**

“**THAT** subject to and conditional upon the passing of Ordinary Resolution 1 and the approvals of all relevant regulatory authorities being obtained, where required, including but not limited to such conditions as may be imposed by the Securities Commission Malaysia (“**SC**”) and any other relevant authorities, approval be and is hereby given for exemptions to be granted to Datuk Amar, Datuk Hasmi and their PACs, namely Island Harvests Sdn. Bhd., Tapak Beringin Sdn. Bhd., Hasmi & Associates Management Sdn. Bhd., Lambaian Kukuh Sdn. Bhd., Lembah Rakyat Sdn. Bhd., Jamiah Bt Hasenan @ Hasnah Bt Hasnan and Abd Jalal Bin Abd Rahim, by the SC pursuant to Paragraph 4.08(1)(b) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions from the obligation to undertake a mandatory take-over offer to acquire all the remaining Naim Shares not already held by them which may arise pursuant to the Proposed Rights Issue;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Exemption with full power to assent to, reject and/or appeal against any conditions, stipulations, modifications, variations or amendments imposed by the relevant regulatory authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deemed fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Exemption.”

### By Order of the Board

**BONG SIU LIAN (MAICSA 7002221)**  
**HASMIAH BINTI ANTHONY HASBI (SAA0772-KH004)**  
 Company Secretaries

Kuching, Sarawak  
 Dated this 29 October 2018

### Notes:

- A member entitled to attend, speak and vote at the same meeting may appoint a proxy to attend, speak and vote on his behalf. A proxy may but need not be a member of the Company.
- To be valid the Proxy Form duly completed must be deposited at the Office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holdings the meeting or any adjournment thereof.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that where a Member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- Only members registered in the Records of Depositors as at 2 November 2018 shall be eligible to attend the meeting or appoint proxy to attend and vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.