

## NAIM HOLDINGS BERHAD (“NAIM” OR “THE COMPANY”)

### DISPOSAL OF 2.7% EQUITY INTEREST IN DAYANG ENTERPRISE HOLDINGS BHD (“DAYANG”) FOR A CASH CONSIDERATION OF RM84,008,025

#### 1. INTRODUCTION

The Company wishes to announce that Naim has on 9<sup>th</sup> January 2014 & 10<sup>th</sup> January 2014 disposed 15 million ordinary shares of RM0.50 each representing 2.7% equity interest in Dayang (“Dayang Shares”) on the open market for an aggregate gross sale proceed of Ringgit Malaysia Eighty-Four Million, Eight Thousand and Twenty-Five Only (RM84,008,025.00). (“the Disposal”)

##### 1.1 Sale Consideration

The proceeds will be settled in cash, which represents a premium of RM4.43 per share or approximately 378.6% above the unaudited net asset per share of Dayang of RM1.17 as at 30 September 2013.

##### 1.2 Information on Dayang

Dayang is a company limited by shares incorporated in Malaysia under the Companies Act, 1965 since 10 October 2005 listed on the Main Market on Bursa Malaysia on 24 April 2008. It has an issued and paid-up share capital of RM275,000,000 comprising 550,000,000 ordinary shares of RM0.50 each. Dayang is principally engaged in the provision of offshore topside maintenance services, minor fabrication works, offshore hook-up and commissioning services and chartering of marine vessels.

Naim holds 33.63% equity interest in Dayang prior to the disposal. The summary of cost of investment in Dayang and percentage of shareholding is set out below:

Date		Cost of investment (RM'000)	No. of shares in Dayang ('000)	Equity interest in Dayang
2008	Acquisition	108,819	126,687	35.99%
2011	Bonus Issue	-	31,672	35.99%
	Acquisition via rights	43,548	39,589	35.99%
	issue	(7,697)	(10,000)	34.17%
	Disposal			
2012	Disposal	(2,309)	(3,000)	33.63%
	Total	142,361	184,948	

#### 2.0 RATIONALE FOR THE DISPOSAL AND UTILISATION OF PROCEEDS

The Disposal enables Naim to realize some of its investment in Dayang at an attractive return. The proceeds from the Disposal would be utilized for working capital requirement of Naim.

### **3.0 EFFECTS OF THE DISPOSAL**

#### **3.1 Issued and paid-up share capital**

The Disposal will not have any effect on the share capital of Naim.

#### **3.2 Net Asset (“NA”) and gearing**

Based on the unaudited consolidated quarter report of Naim as at 30 September 2013, the proforma effects of the Disposal on the NA per share and gearing of Naim Group are expected to improve from RM3.52 and 0.40 times to RM3.77 and 0.38 times respectively.

#### **3.3 Shareholdings of substantial shareholders**

The Disposal will not have any effect on the substantial shareholders’ shareholdings.

#### **3.4 Earnings and earnings per share**

Naim expects to record a proforma gain of about RM62 million from the disposal in the current year, which is determined based on the unaudited results of Dayang up to the period ended 30 September 2013, and this represents a proforma non-recurring gain on disposal per Naim share of about 26.2 sen.

### **4.0 APPROVALS**

The Disposal is not subject to the approval of the Company’s shareholders or any other regulatory body.

### **5.0 DIRECTORS’ AND/OR MAJOR SHAREHOLDERS’ INTERESTS AND/OR PERSONS CONNECT TO THEM**

None of the directors and/or major shareholders of Naim and/or persons connected to them has any interest, direct or indirect, in the Disposal.

### **6.0 DIRECTORS’ STATEMENT**

The Board of Naim is of the opinion that the Disposal is in the best interest of Naim.

### **7.0 HIGHEST PERCENTAGE RATIO APPLICABLE TO THE DISPOSAL PURSUANT TO PARAGRAPH 10.02(G) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (“LISTING REQUIREMENTS”)**

The highest percentage ratio applicable to the Disposal pursuant to Paragraph 10.02 (g) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is approximately 9.90%.