

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 12th Annual General Meeting of Members of **NAIM HOLDINGS BERHAD** will be held at Damai Beach Resort, Teluk Bandung Santubong, 93756 Kuching, Sarawak on Friday, 13 June 2014 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESSES

1. **Adoption of Financial Statements**
To receive and adopt the audited financial statements and reports of Directors and Auditors for the financial year ended 31 December 2013. **ORDINARY RESOLUTION 1**
2. **Approval of Directors' Fees**
To approve Directors' Fees. **ORDINARY RESOLUTION 2**
3. **Re-Election of Directors**
To re-elect the following Directors who retire in accordance with Article 85 of the Company's Articles of Association:
Dato Ir. Abang Jemat Bin Abang Bujang
Wong Ping Eng (Ms)
Datu (Dr.) Haji Abdul Rashid Bin Mohd Azis
ORDINARY RESOLUTION 3
ORDINARY RESOLUTION 4
4. **Re-Appointment of Auditors**
To re-appoint Messrs. KPMG as Auditors and to authorise the Directors to fix their remuneration. **ORDINARY RESOLUTION 5**
ORDINARY RESOLUTION 6
ORDINARY RESOLUTION 7

SPECIAL BUSINESSES

To consider and, if thought fit, to pass the following as Ordinary Resolutions:

5. **ORDINARY RESOLUTION 8 – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
"That subject to and, contingent upon the passing of Ordinary Resolution 5 above, authority be and is hereby given to Datu (Dr.) Haji Abdul Rashid Bin Mohd Azis who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." **ORDINARY RESOLUTION 8**
6. **ORDINARY RESOLUTION 9 – AUTHORITY TO ALLOT AND ISSUE SHARES**
"THAT, subject always to the Companies Act 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued capital of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **ORDINARY RESOLUTION 9**
7. **ORDINARY RESOLUTION 10 – PROPOSED RENEWAL OF AUTHORITY TO PURCHASE OWN SHARES ("PROPOSED RENEWAL")**
"THAT, subject always to the Companies Act, 1965 and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad as the Directors may deem fit and expedient in the interest of the Company provided that:
i. the aggregate number of shares purchased shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company;
ii. an amount not exceeding the Company's audited share premium and/or retained profits for the financial year ended 31 December 2013 will be allocated by the Company for the purchase of own shares; and
iii. the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends;
AND THAT such authority conferred by this resolution shall commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this ordinary resolution, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.
AND THAT authority be and is hereby given to the Directors of the Company to act and to take all such steps and to do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase." **ORDINARY RESOLUTION 10**

8. **To transact any other ordinary business of which due notice shall have been given.**

BY ORDER OF THE BOARD

KHO TECK HOCK (MIA 5836)
BONG SIU LIAN (MAICSA 7002221)
Company Secretaries

Kuching, Sarawak
Dated this 22 May 2014

NOTES:

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company.
2. To be valid the Proxy form duly completed must be deposited at the Registered Office of the Company at 9th Floor, Wisma Naim, 2 ½ Mile Jalan Rock, 93200 Kuching, Sarawak not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act 1965 are complied with.
4. 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.
5. 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.
6. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respects of each omnibus account it holds.
7. Only members registered in the Record of Depositors as at 6 June 2014 shall be eligible to attend the meeting or appoint proxy to attend and vote on his/her behalf.

Explanatory Notes on Special Businesses

- a. **Ordinary Resolution 8 – Retention of Independent Non-Executive Director**
In line with the recommendation 3.3 of the Malaysian Code of Corporate Governance 2012, the Nominating Committee has assessed the independence of Datu (Dr.) Haji Abdul Rashid Bin Mohd Azis who has served as Independent Non- Executive Director of the Company for a cumulative term of more than nine (9) years, and upon its recommendation, the Board of Directors has recommended Datu (Dr.) Haji Abdul Rashid Bin Mohd Azis to continue to act as an Independent Non- Executive Director of the Company based on the following justifications:-
i. Datu (Dr.) Haji Abdul Rashid Bin Mohd Azis continues to fulfill the criteria under the definition of independent director pursuant to paragraph 1.01 of the Listing Requirements of Bursa Malaysia Securities Berhad, and hence, he would be able to continue to provide objectively and independent judgment to the Board.
ii. He performed his duty diligently and in the best interest of the Company.
iii. Having been in the Company for more than nine (9) years, he is familiar in the Group's business operations and has devoted sufficient time and attention to his professional obligations and facilitated informed and balanced decision making process.
- b. **Ordinary Resolution 9 – Authority to Allot and Issue Share**
This proposed resolution in relation to authority to issue shares pursuant to Section 132D of the Companies Act, 1965, if passed, will empower the Directors of the Company to issue and allot Ordinary Shares from the unissued capital of the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company. This authority will unless revoked or varied by the Company in General Meeting, will expire at the next Annual General Meeting of the Company.
The general mandate sought for issue of shares is a renewal of the mandate that was approved by shareholders on 14 June 2013. The Company did not utilize the mandate that was approved last year. The purpose of the renewal of the general mandate is to provide flexibility to the Company for any possible fund-raising exercises, including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.
- c. **Ordinary Resolution 10 – Proposed Renewal of Authority to Purchase Own Shares**
Please refer to the Statement to Shareholders in relation to The Proposed Renewal of Authority for Purchase of Own Shares dated 22 May 2014 for further information.

Statement accompanying Notice of Annual General Meeting

Directors standing for re-election at the 12th Annual General Meeting

The following are Directors retiring pursuant to Article 85 and Article 92 of the Company's Articles of Association:

- i. **Article 85 Retirement by rotation**
Dato Ir. Abang Jemat Bin Abang Bujang
Wong Ping Eng (Ms)
Datu (Dr.) Haji Abdul Rashid Bin Mohd Azis
- ii. **Article 92 – Retirement after appointment to fill casual vacancy**
Tuan Haji Soedirman Bin Haji Aini

The respective profiles of the above Directors are set out in the Profile of Directors pages 13 to 18

The details of interest in securities of the Company (if any) held by the Directors are stated on page 138 of the Annual Report.