



notice of annual general meeting

NOTICE IS HEREBY GIVEN that the 8th Annual General Meeting of Members of NAIM HOLDINGS BERHAD will be held at Ground Floor, Wisma Naim, 2½ Mile, Rock Road, 93200 Kuching, Sarawak on Tuesday, 15 June 2010 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 2009. **ORDINARY RESOLUTION 1**

2. Approval of Directors' Fees

To approve Directors' Fees in respect of the financial year ended 31 December 2009. **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:-

Datuk Abdul Hamed Bin Haji Sepawi	ORDINARY RESOLUTION 3
Datuk Hasmi Bin Hasnan	ORDINARY RESOLUTION 4
Sylvester Ajah Subah @ Ajah Bin Subah	ORDINARY RESOLUTION 5
Professor Dato' Abang Abdullah Bin Abang Mohamad Alli	ORDINARY RESOLUTION 6

To re-elect the following Directors who retire in accordance with Article 92 of the Company's Articles of Association:-

Dato William Wei How Sieng	ORDINARY RESOLUTION 7
Sulaihah Binti Maimunni (Ms)	ORDINARY RESOLUTION 8
Haji Radzali Bin Haji Alision	ORDINARY RESOLUTION 9

4. Re-Appointment of Auditors

To re-appoint Messrs. KPMG as Auditors and to authorise the Directors to fix their remuneration. **ORDINARY RESOLUTION 10**

SPECIAL BUSINESSES

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

5. ORDINARY RESOLUTION 11 - 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, 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 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 11

6. ORDINARY RESOLUTION 12 - PROPOSED RENEWAL OF AUTHORITY TO PURCHASE OWN SHARES ("PROPOSED SHARE BUY-BACK")

"THAT, subject always to the Companies Act, 1965 and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be and are 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, necessary and expedient in the interests of the Company provided THAT :-

- i) the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up ordinary share capital of the Company;
- ii) an amount not exceeding the Company's audited retained profit and/or share premium account at the time of the purchase(s) 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 12

7. SPECIAL RESOLUTION 1 - PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

“THAT the existing Article 149(a) be amended as follows:

Existing Article 149(a)

Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant, sent through the post directed to the registered address of the Members or person entitled thereto, or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons and to such address as such person may in writing direct or through a crediting of funds into a nominated bank account of such Member or person entitled to the dividend and the receipt by the person whose name at the date of declaration of dividend appears on the Register of Members or the Record of Depositors as the owner of any share shall be a good discharge to the Company for all payments made in respect of such share. Every such cheque and warrant shall be sent at the risk of the person entitled to the money thereby represented. No unpaid dividend or interest shall bear interest as against the Company.

Proposed new Article 149(a)

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant and sent through post direct to the registered address of the holder or to such person and to such address as the holder may in writing direct or **electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment**. Every such cheque or warrant or **electronic transfer or remittance** shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby. Every such cheque or warrant or **electronic transfer or remittance** shall be sent at the risk of the person entitled to the money thereby represented. No unpaid dividend or interest shall bear interest as against the Company.”

SPECIAL RESOLUTION 1

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 21 May 2010

NOTES:

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act 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 Act 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.

Explanatory Notes on Special Businesses

a) Ordinary Resolution 11 - 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 18 June 2009. 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 placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

b) Ordinary Resolution 12 - 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 21 May 2010 for further information.

c) Special Resolution 1 - Proposed Amendment to the Articles of Association of the Company

The proposed special resolution 1 is to amend the Company's Articles of Association in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad in relation to e-Dividend.

Statement accompanying Notice of Annual General Meeting

There is no person seeking election as Director of the Company at this Annual General Meeting