

NAIM

NAIM HOLDINGS BERHAD

Formerly known as Naim Cendera Holdings Berhad (585467-M) (Incorporated in Malaysia)

notice of annual general meeting

NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting of Members of NAIM HOLDINGS BERHAD will be held at The Sarawak Club, Jalan Taman Budaya, 93000 Kuching, Sarawak on Thursday, 18 June 2009 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

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 2008.

ORDINARY RESOLUTION 1

2. Approval of Directors' Fees

To approve Directors' Fees in respect of the financial year ended 31 December 2008.

ORDINARY RESOLUTION 2

3. Re-Election of Directors

In accordance with Article 85 of the Company's Articles of Association, the following Directors retire by rotation from the Board and being eligible, offer themselves for re-election.

Encik Ahmad Bin Abu Bakar
Abang Hasni Bin Abang Hasnan
YB Tuan Haji Hamden Bin Haji Ahmad
Ir. Abang Jemat Bin Abang Bujang

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ORDINARY RESOLUTION 6

4. Re-Appointment of Auditors

To re-appoint Messrs. KPMG as Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

ORDINARY RESOLUTION 7

SPECIAL BUSINESSES

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

5. ORDINARY RESOLUTION 8 - 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 8

6. ORDINARY RESOLUTION 9 - 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 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 interests of the Company provided THAT :-

- 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;
- 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
- the Directors of the Company may decide in their discretion to retain the shares purchased as treasury shares or to 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 9

7. 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 26 May 2009

NOTES:

- 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.
- 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.
- 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.
- 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.

Explanatory Notes on Special Business

a) Ordinary Resolution 8 – Authority to Allot and Issue Share

This proposed resolution, 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, expire at the next Annual General Meeting of the Company.

b) Ordinary Resolution 9 – 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 26 May 2009 for further information.