



**NAIM CENDERA HOLDINGS BERHAD**  
(Company No. 585467-M) (Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 6th Annual General Meeting of Members of NAIM CENDERA HOLDINGS BERHAD will be held at Damai Puri Resort & Spa, Damai Beach, Teluk Penyuk, Santubong, Kuching, Sarawak on Wednesday, 18th June 2008 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 31st December 2007. **ORDINARY RESOLUTION 1**

**2. Approval of Directors' Fees**

To approve Directors' Fees in respect of the financial year ended 31st December 2007. **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.

Dr. Sharifuddin Bin Abdul Wahab **ORDINARY RESOLUTION 3**  
Mr. Kueh Hoi Chuang **ORDINARY RESOLUTION 4**  
Datu Haji Abdul Rashid Bin Mohd Azis **ORDINARY RESOLUTION 5**

In accordance with Article 92 of the Company's Articles of Association, the following Director retire from the Board and being eligible, offer himself for re-election.

Mr. Leong Chin Chiew **ORDINARY RESOLUTION 6**

**4. Re-Appointment of Auditors**

To re-appoint Messrs. KPMG as Auditors 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**

"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 upon such terms and conditions 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 issued and paid-up ordinary share capital of the Company;
- ii) an amount not exceeding RM30 million being the amount not exceeding the total Company's latest unaudited net cash resources of RM60 million as at 30 April 2008, be allocated for the proposed share buy-back,
- iii) the Directors of the Company may decide in their discretion to retain the shares purchased as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends;

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 and finalise and give full effect to the proposed share buy-back.

AND THAT such authority conferred by this resolution will 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."

**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 27 May 2008

**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 8 - Authority to Allot and Issue Shares  
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 27 May 2008 for further information.