

Brahim's®

Brahim's Holdings Berhad

(formerly known as Tamadam Bonded Warehouse Berhad)
(82731-A) (Incorporated in Malaysia)

Notice of Thirtieth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting of BRAHIM'S HOLDINGS BERHAD (formerly known as TAMADAM BONDED WAREHOUSE BERHAD) (the "Company") will be held at Tawau Room, Auditorium & Convention Centre @ The Podium, Ground Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur on Tuesday, 15 May 2012 at 10.00 a.m. for the following purposes:

1.	To lay before the Company the Audited Financial Statements of the Company for the financial year ended 31 December 2011 together with the Reports of the Directors and Auditors thereon.	Please refer to Note A
2.	To approve the payment of additional Directors' Fees for the financial year ended 31 December 2011.	Ordinary Resolution 1 Please refer to Note B
3.	To re-elect the following Directors, who are retiring in accordance with Article 98 of the Articles of Association of the Company: (i) Datuk Ibrahim Bin Haji Ahmad; and (ii) Dato' Choo Kah Hoe	Ordinary Resolution 2 Ordinary Resolution 3
4.	To re-appoint Messrs Crowe Horwath as Auditors and to authorise the Directors to fix their remuneration.	Ordinary Resolution 4

Special Business

To consider and, if thought fit, to pass the following resolutions with or without any modification:

5.	AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 "THAT pursuant to Section 132D of the Companies Act, 1965 ("the Act"), the Directors be and are hereby empowered to allot and issue shares in the share capital of the Company at any time until the conclusion of the next Annual General Meeting ("AGM") and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company at the time of issue, subject to the Articles of Association of the Company and approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary."	Ordinary Resolution 5									
6.	PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE") "THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.2 of the Circular to Shareholders dated 19 April 2012, provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders; THAT such approval shall continue to be in force until: (a) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next Annual General Meeting; (b) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or (c) revoked or varied by resolution passed by shareholders in a general meeting before the next Annual General Meeting, whichever is the earlier. AND FURTHER THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things necessary (including such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."	Ordinary Resolution 6									
7.	RE-APPOINTMENT OF DIRECTORS PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965 (i) "That pursuant to Section 129(6) of the Companies Act, 1965, Col (Rtd) Dato' Ir Cheng Wah be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting." (ii) "That pursuant to Section 129(6) of the Companies Act, 1965, Goh Joon Hai be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."	Special Resolution 1 Special Resolution 2									
8.	PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY "THAT the following Existing Articles in the Articles of Association of the Company be deleted in its entirety and the following be substituted in lieu thereof: <table border="1"><thead><tr><th>Articles No.</th><th>Existing Articles</th><th>Amended Articles</th></tr></thead><tbody><tr><td>Article 65 (2)</td><td>Subject to any special rights or restrictions as to voting for the time being attached to any shares or classes of shares, on a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to 1 vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.</td><td>Subject to any special rights or restrictions as to voting for the time being attached to any shares or classes of shares, on a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to 1 vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.</td></tr><tr><td>Article 67A</td><td>Where a member of the Company is authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account.</td><td>(1) At any general meeting, each member shall be entitled to attend and vote in person or appoint only one (1) proxy or attorney or authorised representative. (2) Where a member of the Company is an authorised nominee as defined under the Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account. (3) Where a member of the Company is an exempt authorised nominee 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 authorised nominee may appoint in respect of each omnibus account it holds. 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9. To transact any other business for which due notice has been given.

By Order of the Board

PANG CHIA TYNG (MAICSA 7034545)
LAI CHEE WAH (MAICSA 7031124)
Company Secretaries

Kuala Lumpur
19 April 2012

- Notes:
Note A: This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting.
Note B: The proposed Ordinary Resolution 1, if passed, will empower the Company to pay the payment of additional Directors' Fees of RM100,000.00 made up to RM220,000.00 for the financial year ended 31 December 2011 to the Directors. The previous Directors' Fees of RM120,000.00 were approved by the Shareholders of the Company in the Annual General Meeting held on 31 May 2011.
- A member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
 - A Member may appoint more than two (2) proxies to attend the same meeting. Where a Member appoints two (2) or more proxies, the appointment shall not be valid unless the Member specifies the proportion of his shareholding to be represented by each proxy. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account.
 - The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
 - The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariated certified copy of that power or authority shall be deposited at the Company's Share Registrar, Symphony Share Registrar Sdn Bhd at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.
 - The Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the Meeting is 8 May 2012.

EXPLANATORY NOTES

Special Business:

- Ordinary Resolution 5
Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965
The proposed Ordinary Resolution 5, if passed, will empower the Directors from the date of this Annual General Meeting, to allot and issue up to a maximum of 10% of the issued share capital of the Company for the time being (other than bonus or rights issue) for such purposes as they consider would be in the best interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated with the convening of such meeting(s). The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of future investment projects(s), working capital and/or acquisition.
The authority obtained from the Company's shareholders at the last Annual General Meeting held on 31 May 2011 has been utilised to undertake the Private Placement of 17,900,000 new ordinary shares of RM1.00 each ("Placement Shares") in the Company representing approximately ten per cent (10%) of the issued and paid up share capital of the Company. The Placement Shares were allotted on 19 March 2012.
- Ordinary Resolution 6
Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")
Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 19 April 2012 which is despatched together with the 2011 Annual Report of the Company.
- Special Resolutions 1 and 2
Re-Appointment of Directors Pursuant to Section 129(6) of the Companies Act, 1965
The proposed Special Resolutions 1 and 2, if passed, will result the directors who are over the age 70 years shall be appointed to act as a director of public company in pursuant to Section 129 of the Companies Act, 1965.
- Special Resolution 3
Proposed Amendments to the Articles of Association of the Company
The proposed Special Resolution 3, if passed, will streamline the Company's Articles of Association to be in line with the latest Main Market Listing Requirements of Bursa Malaysia Securities Berhad, prevailing statutory and regulatory requirements as well as to render clarity and consistency throughout.