



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting of TAMADAM BONDED WAREHOUSE BERHAD (the "Company") will be held at Sandakan Room, Auditorium & Convention Center @ The Podium, Ground Floor, Menara Hap Seng, 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur on Tuesday, 31 May 2011 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 2010 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A)
2. To approve the payment of Directors' Fees for the financial year ended 31 December 2010.

Ordinary Resolution 1

3. To approve the payment of Directors' Fees for the financial year ended 31 December 2011 to be payable in arrears.

Ordinary Resolution 2

4. To re-elect the following Directors, who are retiring in accordance with Article 98 of the Articles of Association of the Company:

(i) Tan Sri Dato' Mohd Ibrahim bin Mohd Zain; and

Ordinary Resolution 3

(ii) Mohamed Zamry Bin Mohamed Hashim

Ordinary Resolution 4

5. To re-appoint Messrs Crowe Horwath as Auditors and to authorize the Directors to fix their remuneration.

Ordinary Resolution 5

Special Business

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

6. **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 of 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 6

7. **RE-APPOINTMENT OF DIRECTORS PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965**

To pass the following resolutions in accordance with 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."

Special Resolution 1

(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 2

8. **PROPOSED CHANGE OF NAME FROM TAMADAM BONDED WAREHOUSE BERHAD TO BRAHIM'S HOLDINGS BERHAD**

"THAT approval be and is hereby given for the change of name of the Company from "Tamadam Bonded Warehouse Berhad" to "Brahim's Holdings Berhad" with effect from the date of issuance of the Certificate of Incorporation on the Change of Name of the Company to be issued by the Companies Commission of Malaysia AND THAT all reference in the Memorandum and Articles of Association of the Company to the name of "Tamadam Bonded Warehouse Berhad", wherever the same may appear, shall be deleted and substituted with the name "Brahim's Holdings Berhad".

Special Resolution 3

By Order of the Board

LIM MING TOONG (MAICSA 7000281)

MASHARUM BINTI ABDUL WAHAB (MAICSA 7041619)

Company Secretaries

Kuala Lumpur

6 May 2011

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.

- (1) 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.
- (2) A Member may appoint up to two (2) proxies to attend the same meeting. Where a Member appoints two (2) 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.
- (3) 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.
- (4) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Registered Office at 10th Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.

Explanatory note to Special Business:

- (i) Ordinary Resolution 6

Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 6, 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.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 28 June 2010.

- (ii) Special Resolution

Special Resolution 1 and Special Resolution 2

The proposed Special Resolution 1 and Special Resolution 2, if passed, will result the directors who are over the age seventy 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 Change of Name

The proposed Special Resolution 3, if passed, will result in the change of name from Tamadam Bonded Warehouse Berhad to Brahim's Holdings Berhad. The rationale for the Proposed Change of Name is to rebrand the group's identity to reflect the new core business of the group in the provision of in-flight catering services, operation of restaurants and the vision of the group as a food service specialist.