

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth (25th) Annual General Meeting (“AGM”) of the Company will be conducted entirely through live streaming from the **Broadcast Venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Wednesday, 24 November 2021 at 10.00 a.m.**, to transact the following businesses:-

AS ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees up to an aggregate amount of RM480,000 for the financial year ending 30 June 2022, to be paid monthly in arrears.
- To approve the payment of Directors’ benefits amounting to RM80,000 from the date of the forthcoming AGM until the next AGM of the Company.
- To re-elect the following Directors who are retiring pursuant to Clause 125 of the Constitution of the Company:-
 - Gan Siew Yong
 - Lau Swee Chin
- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to Note 1 of the Explanatory Notes to the Agenda

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

AS SPECIAL BUSINESS:-

To consider and, if thought fit, to pass the following resolutions with or without modification(s) :-

6. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK

Ordinary Resolution 6

“THAT subject always to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company (“Share Buy-Back Mandate”) provided that:

- the aggregate number of ordinary shares in the Company purchased and/or held as treasury shares pursuant to the Share Buy-Back Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees’ share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

- the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or

- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit or expedient at their discretion in the best interest of the Company.”

7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Ordinary Resolution 7

“THAT subject always to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company, AND FURTHER THAT the Directors be authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities.”

8. PROPOSED CHANGE OF NAME FROM “FREIGHT MANAGEMENT HOLDINGS BHD.” TO “FM GLOBAL LOGISTICS HOLDINGS BERHAD” (“PROPOSED CHANGE OF NAME”)

Special Resolution

“THAT the name of the Company be changed from “Freight Management Holdings Bhd.” to “FM Global Logistics Holdings Berhad” with effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia AND THAT all references in the Company’s Constitution to the name “Freight Management Holdings Bhd.”, wherever the same may appear, shall be deleted and substituted with the name “FM Global Logistics Holdings Berhad”.

AND THAT the Directors and/or Secretary of the Company be and are hereby authorised to do all such acts and things and to carry out all the necessary steps and formalities in effecting the Proposed Change of Name.”

- To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

By Order of the Board,

FONG SOK YEE (MAICSA 7066501) (SSM PC NO. 202008001180)
LIM HOOI MOOI (MAICSA 0799764) (SSM PC NO. 201908000134)
TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)
Company Secretaries

Kuala Lumpur
26 October 2021

NOTES:-

- Pursuant to Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 25th AGM in person at the Broadcast Venue on the day of the meeting. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 25th AGM via the remote participation and voting (“RPV”) facilities provided by Tricor via TIH Online website at <https://tjh.online>. Please read these notes and follow the procedures in the Administrative Guide for the 25th AGM available at <https://fmgloballogistics.listedcompany.com/AR2021.html> in order to participate remotely via RPV facilities.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 November 2021 (General Meeting Record of Depositors) shall be eligible to participate in the 25th AGM or appoint proxy(ies) to participate on his behalf at the meeting.
- A member, including an authorised nominee, entitled to attend, speak and vote at the meeting may appoint not more than two (2) proxies to attend, speak and vote for him. A proxy need not be a member of the Company.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares 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.
- Where a member, an authorised nominee or an exempt authorised nominee, appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy in the Proxy Form.
- The appointment of proxy(ies) may be made in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:-
 - In hard copy form:** Proxy Form may be deposited at the Share Registrar’s office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic means via Tricor TIH Online website at <https://tjh.online>:** Please follow the procedures as set out in the Administrative Guide for 25th AGM for electronic lodgement of Proxy Form via TIH Online.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed a representative, please deposit the **original or duly certified** certificate of appointment at the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. The certificate of appointment should be executed in the following manner:
 - if the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - if the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by: (a) at least two (2) authorised officers, one of whom shall be a director; or (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- A member who has appointed proxy or attorney or authorised representative to participate the 25th AGM must request his proxy or attorney or authorised representative to register himself for the RPV at the Share Registrar’s TIH Online website at <https://tjh.online>. Please read and follow the procedures provided in the Administrative Guide for 25th AGM.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

EXPLANATORY NOTES:-

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2021

This Agenda item is meant for discussion only. The provision of Section 248(2) and 340(1)(a) of the Companies Act 2016 require the audited financial statements and the reports of the Directors and Auditors thereon be laid before the Company at its AGM. Hence, this Agenda item is not a business which requires a motion to be put forward for voting.

2. Ordinary Resolutions 3 and 4 – Re-election of retiring Directors

Madam Gan Siew Yong and Madam Lau Swee Chin are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 25th AGM.

Pursuant to the Malaysian Code on Corporate Governance, the profiles of the retiring Directors are as follows, the details of which are contained in the Board of Directors’ Profile of this Annual Report:-

- Madam Gan Siew Yong was appointed as the Executive Director of the Company on 20 March 1996. Madam Gan is the spouse of Mr Chew Chong Keat, the Group Managing Director of the Company, who is also a major shareholder of the Company. Save as disclosed, she has no conflict of interest with the Company and its subsidiaries.
- Madam Lau Swee Chin was appointed on 21 August 2018 as Independent Non-Executive Director of the Company. She has no conflict of interest with the Company and its subsidiaries and has no family relationship with any Director and/or major shareholder of the Company.

The Board had, through the Nomination Committee (“NC”), conducted annual performance evaluation and assessment on the aforesaid Directors. Based on the recommendation of the NC, the Board is supportive of the re-election of the aforesaid Directors based on the following justifications:-

- Both Directors possess relevant qualification, knowledge and experience which complement the competencies of the Board.
- Madam Gan has vast experience in freight forwarding industry. She is familiar with and has been actively involved in the Company’s business operation. With her extensive industry knowledge, she is able to provide valuable input to steer the Company forward.
- Madam Lau has exercised due care and carried out her duties professionally. She continues to exhibit high commitment and able to bring independent judgement to the Board’s discussion and decision making for the best interest of the Company.

3. Ordinary Resolution 6 – Proposed Renewal of Shareholders’ Mandate for Share Buy-Back

The proposed resolution, if passed, will empower the Company to purchase its own shares up to 10% of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Company has not purchased any of its own shares since the mandate was obtained from its shareholders at the last AGM held on 27 November 2020.

Further information relating to this proposed resolution is set out in the Statement to Shareholders dated 26 October 2021.

4. Ordinary Resolution 7 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Company had, during its 24th AGM held on 27 November 2020, obtained its shareholders approval for the general mandate for issuance of shares up to a maximum of 20% of the total number of issued shares of the Company (“20% General Mandate”). As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the 20% General Mandate and such mandate will lapse at the conclusion of the 25th AGM to be held on 24 November 2021.

The Ordinary Resolution 8, if passed, will empower the Directors to issue and allot shares up to an aggregate amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

This mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions or such other application as the Directors may deem fit in the best interest of the Company.

This proposed resolution is a new mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional costs and time.

5. Special Resolution – Proposed Change of Name from “Freight Management Holdings Bhd.” to “FM Global Logistics Holdings Berhad”

The Company had on 21 October 2021 announced to Bursa Malaysia Securities Berhad that the Board proposed to change the Company’s name from “Freight Management Holdings Bhd.” to “FM Global Logistics Holdings Berhad”. The proposed change of name matches the Company’s existing presence and brand in Malaysia and internationally. It is also in line with expanding the Company’s identity and attaining its vision to be a global freight and logistics player.

The proposed name “FM Global Logistics Holdings Berhad” has been approved by the Companies Commission of Malaysia (“CCM”) on 13 October 2021. The proposed change of name is subject to the approval of the shareholders of the Company by way of special resolution which requires a majority of not less than 75% of such members of the Company who are entitled to vote and do vote in person or by proxy at the 25th AGM.

This proposed resolution, if passed, will change the Company’s name to “FM Global Logistics Holdings Berhad” upon the issuance of the Notice of Registration of New Name by the CCM.