

**NOTICE IS HEREBY GIVEN THAT** the 27<sup>th</sup> Annual General Meeting of FM Global Logistics Holdings Berhad (“the Company”) will be conducted entirely through live streaming from the **Broadcast Venue at The Vertical, Connexion Conference & Event Centre, The Vertical, Pinnacle 3 (Level M1), Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 23 November 2023 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 2023 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1 of the Explanatory Notes to the Agenda**
- To approve the payment of Directors’ fees up to an aggregate amount of RM500,000 for the financial year ending 30 June 2024, to be paid monthly in arrears. **Ordinary Resolution 1**
- To approve the payment of Directors’ benefits up to an aggregate amount of RM80,000 for the period from 23 November 2023 until the next annual general meeting of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors who are retiring pursuant to Clause 125 of the Constitution of the Company:- **Ordinary Resolution 3**  
 (a) Yang Heng Lam  
 (b) Ong Looi Chai **Ordinary Resolution 4**
- To re-elect Francis Lee Fook Wah who is retiring pursuant to Clause 130 of the Constitution of the Company. **Ordinary Resolution 5**
- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

**AS SPECIAL BUSINESS:-**

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

- PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK** **Ordinary Resolution 7**  
 “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:  
 (i) 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;  
 (ii) 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  
 (iii) 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:  
 (a) 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;

- (b) 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
- (c) 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 Proposed Renewal of Shareholders’ Mandate for Share Buy-Back 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.”
- SPECIAL RESOLUTION** **Special Resolution**  
**WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016**  
 “THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 15 of the Constitution of the Company, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees subject to the passing of Ordinary Resolution 8 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016.”
- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 8**  
 “THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 (“the Act”) and subject always to the 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 (if any), the Directors be and are hereby authorised 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 does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND 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 AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.”
- 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)**  
**TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)**  
 Company Secretaries

Kuala Lumpur  
 25 October 2023

**NOTES:-**

- The Broadcast Venue is strictly for the purpose of complying with 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 27<sup>th</sup> Annual General Meeting (“27<sup>th</sup> AGM”) in person at the Broadcast Venue on the day of the meeting. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the 27<sup>th</sup> AGM via the remote participation and voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via TIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for the 27<sup>th</sup> AGM available at <https://fmgloballogistics.listedcompany.com/AR2023.html> on registration, participation and voting at the 27<sup>th</sup> AGM.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 November 2023 (General Meeting Record of Depositors) shall be eligible to participate in the 27<sup>th</sup> 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 48 hours before the time appointed for holding the meeting or any adjournment thereof:-  
 i. In hard copy form  
 Tricor Investor & Issuing House Services Sdn Bhd 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.  
 ii. By electronic means via TIH Online website at <https://tiah.online>  
 Please refer to the Administrative Guide of the 27<sup>th</sup> AGM for further information on 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 48 hours before the time appointed for holding the general meeting or adjourned general 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.
- Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- Last date and time for lodging the Proxy Form is **Tuesday, 21 November 2023 at 10.00 a.m.**
- For a corporate member who has appointed a representative instead of a proxy to attend the meeting, please deposit the **original or duly certified** certificate of appointment executed in the manner as stated in the Proxy Form 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 if it has not been lodged with the Company’s Share Registrar earlier.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 27<sup>th</sup> AGM will be put to vote by poll.

**EXPLANATORY NOTES TO THE AGENDA:**

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2023**  
 This agenda item is meant for discussion only. The provisions of Section 248(2) and 340(1)(a) of the Companies Act 2016 (“Act”) require the audited financial statements and the reports of the Directors and Auditors thereon be laid before the Company at its annual general meeting. Hence, this agenda item is not a business which requires a motion to be put forward for voting.
- Ordinary Resolution 1 – Payment of Directors’ fees**  
 This proposed resolution, if passed, will facilitate the payment of Directors’ fees for the financial year ending 30 June 2024.

The Directors’ fees payable to Directors are calculated based on the current board size and assuming that all Directors will hold office until the end of the financial year 2024. In the event the proposed amount is insufficient due to enlarged board size, approval will be sought at the next annual general meeting for the shortfall.

**3. Ordinary Resolution 2 – Payment of Directors’ Benefits**

Directors’ benefits are meeting allowance payable to all Directors and in determining the estimated amount, the Board has considered various factors including the current board size and number of scheduled meetings for the Board and Board Committee for the period from 23 November 2023 until the next annual general meeting. In the event the proposed amount is insufficient (due to more meetings/ enlarged board size), approval will be sought at the next annual general meeting for the shortfall.

**4. Ordinary Resolutions 3, 4 and 5 – Re-election of retiring Directors**

Mr Yang Heng Lam, Mr Ong Looi Chai and Mr Francis Lee Fook Wah are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 27<sup>th</sup> AGM.

Their profiles are disclosed in the Board of Directors’ Profile of the Annual Report 2023.

Save as disclosed, the retiring Directors have no conflict of interest with the Company and its subsidiaries. The Nomination Committee (“NC”) has considered the performance and contribution, time and commitment, calibre and personality, and fit and properness of the retiring Directors as well as their objectivity and capability. Based on the recommendation of the NC, the Board is supportive of their re-election based on the following justifications:-

- Ordinary Resolution 3 – Re-election of Yang Heng Lam as Executive Director**  
 Mr Yang Heng Lam contributes tremendously to the Group by overseeing the Group’s operations as well as directing business growth and strategic direction of the Group. His expertise and hard work had been instrumental to the growth and development of the Group.
- Ordinary Resolution 4 – Re-election of Ong Looi Chai as Executive Director**  
 Mr Ong Looi Chai possesses relevant qualification, knowledge and experience which complement the Board’s competencies. He has been involved in the Group’s business operation and able to provide valuable input to steer the Group forward.
- Ordinary Resolution 5 – Re-election of Francis Lee Fook Wah as Non-Independent Non-Executive Director**  
 Mr Francis Lee Fook Wah was appointed to the Board on 20 September 2023. He has extensive experience in financial management and regulatory compliance which complement the Board’s competencies.

**5. Ordinary Resolution 7 – 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 annual general meeting of the Company.

Further information relating to this proposed resolution is set out in the Statement to Shareholders dated 25 October 2023.

**6. Special Resolution – Waiver of Pre-emptive Rights under Section 85 of the Act**

The provision of Section 85 of the Act requires all new shares or other convertible securities of the Company be first offered to shareholders in proportion to their existing holdings.

The purpose of this Special Resolution is to seek waiver from the shareholders on their statutory pre-emptive rights pursuant to Section 85 of the Act. This Special Resolution, if passed, will allow the Directors to issue and allot new shares in the Company from time to time without having to offer the new shares to be issued equally to all existing shareholders of the Company.

**7. Ordinary Resolution 8 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act**

The proposed 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 without having to convene separate general meetings. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

This is a renewal of the mandate obtained from shareholders at the last annual general meeting held on 28 November 2022. Subject to the passing of the Special Resolution on the waiver of pre-emptive rights under Section 85 of the Act, the proposed Ordinary Resolution 8, if passed, will provide flexibility to the Company for any possible 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.

As of the date of this notice, the Company did not issue any new shares pursuant to the mandate granted by the shareholders at the last annual general meeting.