



## **FREIGHT MANAGEMENT HOLDINGS BHD**

(Company No: 380410-P)

(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Freight Management Holdings Bhd ("FMH" or "Company") will be held at Banyan Room, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 5 October 2007 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following ordinary resolution:

#### **ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF 36,514,286 NEW ORDINARY SHARES OF RM0.50 EACH IN FMH ("BONUS SHARES") ON THE BASIS OF 3 BONUS SHARES FOR EVERY 7 EXISTING ORDINARY SHARES OF RM0.50 EACH IN FMH ("SHARES") HELD BY THE SHAREHOLDERS OF FMH ("PROPOSED BONUS ISSUE")**

"**THAT** subject to the approvals of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the 36,514,286 Bonus Shares and other relevant authorities (if any), the Board of Directors of FMH be and is hereby authorised to capitalise a total sum of RM18,257,143, being RM4,075,506 from the share premium account of the Company and RM14,181,637 from the retained profits of the Company, and that the same be applied in making payment in full at par for the Bonus Shares to be issued and allotted to all shareholders of the Company whose names appear on the Record of Depositors at the close of business on a date and time to be determined and announced later by the Board of Directors of FMH ("Entitlement Date"), on the basis of 3 Bonus Shares for every 7 existing Shares held by the shareholders of the Company on the Entitlement Date;

**THAT** such Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other and the then existing issued and paid-up Shares of the Company;

**THAT** the Bonus Shares be listed on the Second Board of Bursa Securities;

**AND THAT** the Board of Directors of the Company be and is hereby empowered and authorised:

- (a) to deal with fractional entitlements of Bonus Shares that may arise from the Proposed Bonus Issue in such manner as it shall in its absolute discretion deems fit and expedient and in the interests of the Company;
- (b) to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary or expedient to give effect to and complete the Proposed Bonus Issue;
- (c) to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Bonus Issue as may be required by any of the relevant authorities or in such manner as the Board of Directors may in its discretion deems fit or expedient for the benefit of the Company; and
- (d) to take all steps as it considers necessary or expedient in connection with the Proposed Bonus Issue."

**BY ORDER OF THE BOARD**

LIM HOOI MOOI  
TAN ENK PURN  
Joint Company Secretaries

Kuala Lumpur  
Date: 21 September 2007

*Notes:*

1. *A member of the Company entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.*
2. *A proxy need not be a member of the Company.*
3. *The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or the hand of its attorney duly authorised.*
4. *The instrument of proxy must be deposited at the Company's Registered Office at Suite 13A-2, Menara Uni.Asia, 1008 Jalan Sultan Ismail, 50250 Kuala Lumpur not later than forty-eight (48) hours before the time appointed for holding the meeting.*