



FREIGHT MANAGEMENT HOLDINGS BHD

380410-P

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at Function Room: Danau 1-2, Kota Permai Golf & Country Club, No. 1 Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Tuesday, 25 November 2008 at 10.00 a.m. for the following purposes:

- To receive and adopt the Audited Financial Statements for the year ended 30 June 2008 and the Reports of the Directors and the Auditors thereon.
ORDINARY RESOLUTION 1
- To approve the payment of Directors' Fees amounting to RM300,000 in respect of the financial year ended 30 June 2008.
ORDINARY RESOLUTION 2
- To re-elect the following Directors retiring in accordance with Article 109 of the Articles of Association of the Company:
(a) Ms Gan Siew Yong
ORDINARY RESOLUTION 3
(b) Mr. Aaron Sim Kwee Lein
ORDINARY RESOLUTION 4
- To approve the payment of a final dividend of 2.5 sen per share less Malaysian Income tax for the year ended 30 June 2008.
ORDINARY RESOLUTION 5
- To re-appoint Messrs BDO Binder as the Auditors of the Company for the ensuing year 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:

- Ordinary Resolution – Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
"THAT, approval be and is hereby given for a Shareholders' Mandate for FMH Group to enter into the categories of recurrent transactions of a revenue or trading nature with related parties falling within the nature of transactions set out in Section 3.3 under Part A of the Circular to Shareholders dated 3 November 2008, inclusive of the additional recurrent related party transactions of a revenue or trading nature as set out in Section 3.3 of the Circular with the related parties mentioned therein, provided that such transactions are necessary for the Group's day-to-day operations and the transactions are carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders.

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting;

Whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution.

ORDINARY RESOLUTION 7

- Ordinary Resolution – Proposed Renewal of Shareholders' Mandate for Proposed Share Buy-Back by the Company**
"THAT subject to the Company's Act, 1965, (as may be amended, modified or re-enacted from time to time), the Listing Requirements of the Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and / or regulatory authorities, the Company be and is hereby authorized to purchase such number of ordinary shares of RM0.50 each in the Company ("Proposed Renewal of Share Buy Back Authority") as may be determined by the Board from time to time on the Bursa Malaysia Securities Berhad upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the issued and paid up share capital of the Company which amount to 121,714,286 ordinary shares of RM0.50 each as at 30 June 2008 and an amount not exceeding the total retained profits of RM4,545,046 based on the latest audited financial statements of the Company as at 30 June 2008, be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

THAT such authority shall commence upon the passing of this resolution and shall remain in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting;

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and / or cancel them and / or resell the treasury shares or distribute them as share dividend and / or subsequently cancel them;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including the appointment of stockbroker firm and the opening and maintaining of a Central Depository Account designated as a Share Buy-Back Account) and to enter into any agreements and arrangements with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, variations and / or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the directors may deem fit and expedient in the interest of the Company."

ORDINARY RESOLUTION 8

- Ordinary Resolution – Authority to Allot and Issue shares pursuant to Section 132D of the Companies Act, 1965**
"THAT pursuant to Section 132D of the Companies Act, 1965 and approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the issued share capital 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."

ORDINARY RESOLUTION 9

CLOSURE OF BOOKS

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Twelfth Annual General Meeting, a final dividend of 2.5 sen per share less Malaysian Income tax, will be payable on 19 January 2009 to shareholders whose names appear in the Record of Depositors at the close of business on 31 December 2008.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 31 December 2008 in respect of ordinary shares;
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LIM HOOI MOOI
TAN ENK PURN

Joint Company Secretaries
Kuala Lumpur
3 November 2008

NOTES

- 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 shareholding to be represented by each proxy. A member of the Company who is a nominated nominee, either under its common seal or the hand of its attorney duly authorised, may appoint 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.
- A proxy need not be a member of the Company.
- 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.
- The instrument of proxy must be deposited at the Company's Registered Office at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not later than forty-eight hours before the time appointed for holding the meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

(A) Ordinary Resolution 7

The proposed Ordinary Resolution 7 seeking Shareholders' Mandate to allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature is to enable the Company to comply with Paragraph 10.09, Part E of Bursa Malaysia Securities Berhad Listing Requirements. The mandate will take effect from the date of the passing of the Ordinary Resolutions until the next Annual General Meeting of the Company.

(B) Ordinary Resolution 8

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten percentage (10%) of the issued and paid up share capital of the Company ("Proposed Renewal of Share Buy-Back Authority") by utilizing the funds allocated which shall not exceed the total retained profits and share premium account of the Company. Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Circular to Shareholders of the Company dated 3 November 2008 which is despatched together with the Company's 2008 Annual Report.

(C) Ordinary Resolution 9

The proposed Ordinary Resolution No. 9, if passed, will avoid any delay and cost involved in convening a general meeting and will empower the Directors to allot and issue up to 10% of the issued share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

(D) Statement Accompanying Notice of Twelfth Annual General Meeting

A statement accompanying this notice which contains additional information as required under Appendix 8A of Bursa Malaysia Listing Requirements is found on page 110 of the Annual Report dated 3 November 2008.