



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“EGM”) of Freight Management Holdings Berhad (“FMHB” or “Company”) will be held at **Function Room: St Andrew, Holiday Inn Kuala Lumpur Glenmarie, 1 Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Wednesday, 30th November 2011 at 10:30 a.m.** or immediately following the conclusion or adjournment (as the case may be) of the Fifteenth Annual General Meeting of the Company, which will be held at the same venue and on the same day at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:-

**1. ORDINARY RESOLUTION 1- PROPOSED ISSUE OF 40,571,429 ORDINARY SHARES OF RM0.50 EACH IN FMHB (“BONUS SHARES”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY THREE (3) EXISTING SHARES OF RM0.50 EACH HELD IN FMHB (“FMHB SHARES” OR “SHARES”) (“PROPOSED BONUS ISSUE”)**

“THAT, subject to the requisite approvals being obtained from all relevant authorities and/or persons as may be required, approval be and is hereby given to the Board of Directors of our Company (“Board”) to capitalise a total sum of RM20,285,714.50 from the retained earnings of our Company, and that the same be applied in making payment in full and at par for the Bonus Shares to be issued and allotted to all shareholders of our Company whose names appear in the Record of Depositors as of the close of business on a date and time to be determined and announced later by the Board of FMHB (“Entitlement Date”), on the basis of one (1) Bonus Share for every three (3) existing Shares held by our shareholders on the Entitlement Date;

THAT the 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.

AND THAT the Board be and is hereby empowered and authorised to:-

- (a) allot and issue at par, the new Bonus Shares to be credited and fully paid-up as in the terms, conditions and/or basis stipulated above,
- (b) deal with any fractional entitlements to the Bonus Shares that may arise from the Proposed Bonus Issue in such manner as it deems fit, expedient and in the best interest of our Company;
- (c) do all acts, deeds, things and to execute, sign, deliver and cause to be delivered on behalf of our Company all such documents and/or agreements as may be necessary or expedient to give effect to and complete and cause to be completed the Proposed Bonus Issue;
- (d) assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Bonus Issue as may be required by any relevant authorities in such manner as the Board may, in its discretion, deem fit or expedient for the benefit of our Company; and
- (e) take all steps as it considers necessary or expedient in connection with the Proposed Bonus Issue.”

**2. ORDINARY RESOLUTION 2 - PROPOSED ISSUE OF 24,342,857 FREE WARRANTS IN FMHB (“FREE WARRANTS”) ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY FIVE (5) EXISTING SHARES HELD ON THE SAME ENTITLEMENT DATE FOR THE PROPOSED BONUS ISSUE TO BE DETERMINED LATER (“PROPOSED FREE WARRANTS ISSUE”)**

“THAT, subject to the requisite approvals being obtained from all relevant authorities and/or persons as may be required, approval be and is hereby given to the Board to issue 24,342,857 Free Warrants to all shareholders of our Company whose names appear in the Record of Depositors on the Entitlement Date, on the basis of one (1) Free Warrant for every five (5) Shares held by our shareholders on the same Entitlement Date for the Proposed Bonus Issue;

THAT the new Shares to be issued pursuant to the exercise of the Free Warrants 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.

AND THAT the Board be and is hereby empowered and authorised to:-

- (a) deal with any fractional entitlements to the Free Warrants that may arise from the Proposed Free Warrants Issue in such manner as it deems fit, expedient and in the best interest of our Company;

- (b) do all acts, deeds, things and to execute, sign, deliver and cause to be delivered on behalf of our Company all such documents and/or agreements as may be necessary or expedient to give effect to and complete and cause to be completed the Proposed Free Warrants Issue;

- (c) assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Free Warrants Issue as may be required by any relevant authorities in such manner as the Board may, in its discretion, deem fit or expedient for the benefit of our Company; and

- (d) take all steps as it considers necessary or expedient in connection with the Proposed Free Warrants Issue.”

**3. SPECIAL RESOLUTION 1 - PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF FMHB FROM THE EXISTING RM100,000,000 COMPRISING 200,000,000 FMHB SHARES TO RM125,000,000 COMPRISING 250,000,000 FMHB SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)**

“THAT the authorised share capital of the Company be increased from RM100,000,000 divided into 200,000,000 ordinary shares of RM0.50 each to RM125,000,000 divided into 250,000,000 ordinary shares of RM0.50 each by the creation of additional new 50,000,000 ordinary shares of RM0.50 each, and in consequence thereof, the Memorandum of Association of the Company be amended accordingly.

THAT approval be and is hereby given for the first sentence of Clause 5 of the Memorandum of Association of our Company to be deleted in its entirety and replaced with the following:

Existing Clause 5	Proposed Clause 5
The capital of the Company is RM100,000,000 Malaysian Currency divided into 200,000,000 shares of RM0.50 each.	The capital of the Company is RM125,000,000 Malaysian Currency divided into 250,000,000 shares of RM0.50 each.

**BY ORDER OF THE BOARD**

**LIM HOOI MOOI** (MAICSA 0799764)

**TAN ENK PURN** (MAICSA 7045521)

Joint Company Secretaries

Kuala Lumpur

8 November 2011

**Notes:**

1. A member of our Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. 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 in 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 our Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
3. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office of our Company situated at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof, and in default, the instrument of proxy shall not be treated as valid.