



FREIGHT MANAGEMENT HOLDINGS BHD

(380410-P)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the 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 Thursday, 22nd November 2012 at 10:00 a.m.** for the following purposes:

- To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Reports of the Directors and Auditors thereon. (Please refer to Note No. 2)
- To approve the payment of Directors' Fee amounting to RM300,000 in respect of the financial year ended 30 June 2012. **(ORDINARY RESOLUTION 1)**
- To re-elect the following Directors retiring in accordance with Article 109 of the Articles of Association of the Company:
(a) Datuk Dr Hj Noordin Bin Hj Razak **(ORDINARY RESOLUTION 2)**
(b) Mr Aaron Sim Swee Lein **(ORDINARY RESOLUTION 3)**
- To approve the payment of a single tier dividend of 2.5 sen per share for the year ended 30 June 2012. **(ORDINARY RESOLUTION 4)**
- To re-appoint Messrs BDO as the Auditors and the Company for the issuing year and to authorise the Directors to fix their remuneration. **(ORDINARY RESOLUTION 5)**

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions:

6. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"**THAT**, subject to the provisions of the Listing Requirement of Bursa Malaysia Securities Berhad, approval be hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature set out in Section 2.4 under Part A of the Circular to Shareholders dated 30 October 2012, provided that such transactions are necessary for the day-to-day operations; and undertaken in the ordinary course of business, on arms length basis, on normal commercial terms which are not more favorable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company ("the Shareholders' Mandate")."

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 the mandate will lapse unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but must 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 earlier.

AND THAT the Directors of the Company be hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholder' Mandate."

(ORDINARY RESOLUTION 6)

7. Proposed Renewal of Authority for Share Buy-Back by the Company

"**THAT** subject to the Companies Act, 1965, (as may be amended, modified or re-enacted from time to time), the Main Market 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 share of RM0.50 each in the Company ("Proposed Renewal 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 162,285,715 ordinary share of RM0.50 each as at 30 June 2012, and an amount not exceeding the total retained profits of RM7,473,254 based on the latest audited financial statements of the Company as at 30 June 2012, be allocated by the Company for the Proposed Renewal 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 if the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in 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 THAT FURTHER authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including the appointment of stockbroking 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 7)

8. Authority to Issue Shares

"**THAT** subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorized to make or grant offers, agreements or options which would or might require shares to be issued after the expirations of the approval hereof."

(ORDINARY RESOLUTION 8)

9. Proposed Amendment to the Articles of Association of the Company

"**THAT** the existing Articles 77 & 79 shall be amended in the following manner:

Article 77

A Member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another Member at any general meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and any share upon which any call due and payable to the Company shall have been paid.

New Article 77

A Member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another Member at any general meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and any share upon which any call due and payable to the Company shall have been paid. **A proxy appointed to attend and vote at a meeting shall have the same rights as the Member to speak at the Meeting.**

Article 79

A Member may appoint not more than two (2) proxies to attend at the same meeting; where a Member appoints two (2) of more proxies, the proxies shall not be valid unless the Member specifies the proportion of his shareholding to be represented by each proxy. Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it 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.

New Article 79

A Member may appoint not more than two (2) proxies to attend at the same meeting; where

a Member appoints two (2) of more proxies, the proxies shall not be valid unless the Member specifies the proportion of his shareholding to be represented by each proxy. Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint **no more than two (2) proxies** in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. **Where a Member of the Company is an Exempt Authorised Nominee 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. An Exempt Authorised Nominee refers to an authorised nominee as defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act. (SPECIAL RESOLUTION 1)**

- To transact any other business that may be properly transacted at an annual general meeting of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

CLOSURE OF BOOKS

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Sixteenth Annual General Meeting, a single tier final dividend of 2.5 sen per share will be payable on 18 December 2012 to shareholders whose name appear in the Record of Depositors at the close of business on 30 November 2012.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 November 2012 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 (MAICSA 0799764)

WONG WAI FOONG (MAICSA 7001358)

Company Secretaries

Kuala Lumpur
30 October 2012

NOTES

1. Appointment of Proxy

For the purpose of determining who shall be entitled to attend this meeting pursuant to Article 62 of the Company's Articles of Association and Section 34(1) of the Central Depositories Act, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 16 November 2012 and only Depositors whose names appear on such Record of Depositors shall be entitled to attend the said meeting.

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 in his stead of him. A member of the Company who is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, may appoint one (1) proxy in respect of each securities account it holds with ordinary share of the Company standing to the credit of the said securities account. A member who is an exempt authorised nominee which holds ordinary shares for multiple beneficial owners in one securities account ("omnibus account") may appoint unlimited number of proxies in respect of each omnibus account it holds. Where a member or an authorised nominee appoints two (2) proxies or an exempt authorised nominee appoints two (2) or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.

A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to 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 Registered Office of the Company situated 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 or any adjournment thereof and in default, the instrument of proxy shall not be treated as valid.

2. Agenda No. 1

This item is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which required a resolution to be put to vote by shareholders.

EXPLANATORY NOTES ON SPECIAL BUSINESS

3. Ordinary Resolution 6

The proposed Ordinary Resolution 6 seeking Shareholders' Mandate to allow the Company and its subsidiaries to enter into Recurrent Related Party Transaction of a Revenue or Trading Nature is to enable the Company to comply with Paragraph 10.09, Part E of the Listing Requirement for the Main Market of Bursa Malaysia Securities Berhad. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next Annual General Meeting of the Company.

4. Ordinary Resolution 7

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid up share capital of the Company ("Proposed Renewal of Share Buy-Back Authority") by utilizing the fund allocated which shall not exceed the total retained profits 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 30 October 2012 which is despatched together with the Company's 2012 Annual Report.

5. Ordinary Resolution 8

Proposed Ordinary Resolution 8 is for the purpose of granting a renewal of a general mandate ("General Mandate") and if passed, will empower the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of share issued pursuant to this General Mandate does not exceed 10% of the issued share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in 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 the members at the last Annual General Meeting held on 30 November 2011. The Company did not utilize the mandate that was approved last year.

The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

6. Special Resolution 1

The proposed Special Resolution 1 is to comply with the recent amendments to the Listing Requirements of Bursa Malaysia Securities Berhad.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

There is no person seeking election as Director of the Company at this Annual General Meeting.