

**NOTICE IS HEREBY GIVEN THAT** the Twentieth Annual General Meeting of the Company will be held at **Topas Room, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 29 November 2016 at 9:00 a.m.** for the following purposes:

- To receive the Audited Financial Statements for the financial year ended 30 June 2016 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 RM417,600.00 in respect of the financial year ended 30 June 2016. (ORDINARY RESOLUTION 1)
- To re-elect the following Directors retiring in accordance with Article 109 of the Articles of Association of the Company: (ORDINARY RESOLUTION 2)
  - Mr Chew Chong Keat (ORDINARY RESOLUTION 3)
  - Mr Chua Tiong Hock (ORDINARY RESOLUTION 4)
- To re-appoint Messrs BDO as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**AS SPECIAL BUSINESS:**

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

- Re-Appointment of Datuk Dr Hj Noordin Bin Hj Abd Razak as a Director Pursuant to Section 129 of the Companies Act, 1965** (ORDINARY RESOLUTION 5)  
**THAT** Datuk Dr Hj Noordin Bin Hj Abd Razak, being over the age of 70 years and retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
**THAT** approval be and is hereby given for the Proposed Renewal of Shareholders' Mandate for the Freight Management Holdings Bhd Group of Companies to enter into the categories of recurrent related party transactions of a revenue or trading nature falling within the nature of transactions set out in Section 2.4 under Part A of the Circular to Shareholders dated 31 October 2016 ("the Circular"), with the related parties falling within the classes of persons set out in Section 2.4 under Part A of the Circular, such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business, on terms which are not more favorable to the related parties than those generally available to the public and are not detriment of the minority shareholders.  
**THAT** the authority conferred by such mandate 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 a resolution passed at the next AGM, 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 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 the earlier.**AND THAT** the Directors of the Company be hereby authorised 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 6)

- Proposed Renewal of Authority for Share Buy-Back by the Company** (ORDINARY RESOLUTION 7)  
**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 authorised 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 and an amount not exceeding the total retained profits and share premium of the Company of RM15,147,632 and RM 7,206,192 respectively based on the latest audited financial statements of the Company as at 30 June 2016, 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** 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)

- Authority to Issue Shares** (ORDINARY RESOLUTION 8)  
**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 authorised 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)

- Retention of Independent Directors in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012** (ORDINARY RESOLUTION 9)  
**THAT** the following Independent Directors who have served in the Company for more than nine years be hereby retained as Independent Directors and to hold office until the next Annual General Meeting:- (ORDINARY RESOLUTION 9)
  - Datuk Dr Hj Noordin Bin Hj Abd Razak (ORDINARY RESOLUTION 10)
  - Mr Aaron Sim Kwee Lein

- Proposed Amendment to the Articles of Association of the Company**  
**THAT** the following Articles of Association of the Company be hereby amended in the following manner:

**Existing Article**

**Article 68**

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- the Chairman;
  - not less than two (2) Members present in person or by proxy and entitled to vote; or
  - any Members or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- any Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn. Unless a poll is demanded (and the demand is not withdrawn) a declaration by the Chairman that a resolution on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

**Article 69**

If a poll were duly demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

**Article 72**

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question of which a poll has been demanded.

**Article 81**

The instrument appointing a proxy together with the power of the attorney (if any) shall be left at the Office at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

**Proposed Amended Article**

**Article 68**

~~Subject to Article 70, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by, in accordance to the provision of the prevailing Companies Act and the Listing Requirements. A resolution to be put before a general meeting may be requisite by:~~

- the Chairman;
- not less than two (2) Members present in person or by proxy and entitled to vote; or
- any Members or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the a general meeting; or
- any Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the a general meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

~~A demand for a poll may be withdrawn. Unless a poll is demanded (and the demand is not withdrawn) a declaration by the Chairman that a resolution on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.~~

**Article 69**

~~If a poll were duly demanded in the manner aforesaid it Polling shall be taken at such time and place and in such manner as the Chairman shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded resolution was in fact passed.~~

**Article 72**

~~The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question of which a poll has been demanded: On a poll taken at a meeting of members of a company, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.~~

**Article 81**

~~The instrument appointing a proxy together with the power of the attorney (if any) shall be left at the Office or at such place as is specified for that purpose in the notice not less than at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.~~

**(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.

By Order of the Board

**LIM HOOI MOOI (MAICSA 0799764)**

**WONG WAI FOONG (MAICSA 7001358)**

Company Secretaries

Kuala Lumpur

31 October 2016

**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 21 November 2016 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. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint not 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. 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 Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 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 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward for voting.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

**3. Ordinary Resolution No. 5**

Pursuant to Section 129 of the Companies Act, 1965, the proposed Resolution No. 5 is to seek shareholders' approval on the re-appointment of Director who is over the age of 70 years.

**4. Ordinary Resolution No. 6**

The proposed Ordinary Resolution 6 is to seek renewal of Shareholders' Mandate to allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and 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.

**5. Ordinary Resolution No. 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 31 October 2016 which is despatched together with the Company's 2016 Annual Report.

**6. Ordinary Resolution No. 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 25 November 2015. 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.

**7. Ordinary Resolutions No. 9 and 10**

The proposed Resolutions No. 9 and No. 10 is to seek shareholders' approval on the retention of Directors who have served as Independent Directors for more than nine years in the Company.

**8. Special Resolution No. 1**

The Special Resolution, if passed, will allow the Chairman the right to promote orderly conduct of general meetings and render the Articles of Association of the Company to be in line with the Main Market Listing Requirements of Bursa Securities.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

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