

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First 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 Wednesday, 29 November 2017 at 10:00 a.m.** for the following purposes:-

AS ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Note No. 2) (ORDINARY RESOLUTION 1)
2. To approve the payment of Directors' Fee amounting to RM417,600.00 in respect of the financial year ended 30 June 2017. (ORDINARY RESOLUTION 2)
3. To approve the payment of Directors' benefits amounting to RM80,000.00 for the period from 1 January 2017 until the next Annual General Meeting. (ORDINARY RESOLUTION 3)
4. To re-elect the following Directors retiring in accordance with Article 109 of the Constitution of the Company:- (ORDINARY RESOLUTION 4)
 - (a) Mr. Yang Heng Lam (ORDINARY RESOLUTION 5)
 - (b) Mr. Ong Looi Chai (Please refer to Note 3)
5. To re-appoint Datuk Dr. Hj. Noordin Bin Hj. Abd. Razak, who retires at the conclusion of this Twenty-First Annual General Meeting, as Director of the Company. (ORDINARY RESOLUTION 6)
6. To consider and if thought fit, to pass the following resolution:- (Please refer to Note 4)

"THAT Messrs Crowe Horwath, be hereby appointed as Auditors of the Company in place of the outgoing Auditors, Messrs BDO, and to hold office until the conclusion of the next Annual General Meeting of the Company and that authority be and is hereby given to the Directors of the Company to determine their remuneration."

AS SPECIAL BUSINESS:-

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

7. **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 2017 ("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 favourable 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:-

 - (a) 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;
 - (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340 of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
 - (c) 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 7)
8. **Proposed Renewal of Authority for Share Buy-Back by the Company**

"THAT subject to the Companies Act 2016, (as may be amended, modified or re-enacted from time to time), the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") 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 in the Company ("Proposed Renewal Share Buy-Back Authority") as may be determined by the Board from time to time on the Bursa Securities 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 total number of issued share of the Company quote on Bursa Securities and an amount not exceeding the total retained profits and share premium of the Company of RM15,282,009 and RM11,215,484 respectively based on the latest audited financial statements of the Company as at 30 June 2017, 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 8)
9. **Authority to Issue Shares**

"THAT subject always to the Companies Act 2016, Constitution 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 Sections 75 and 76 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares 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 9)
10. **Retention of Independent Directors in accordance with Practice 4.2 of the Malaysian Code on Corporate Governance**

"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:-

 - (a) Datuk Dr. Hj. Noordin Bin Hj. Abd. Razak (ORDINARY RESOLUTION 10)
 - (b) Mr. Aaron Sim Kwee Lein (ORDINARY RESOLUTION 11)
11. 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 Constitution and the Companies Act 2016.

By Order of the Board

LIM HOOI MOOI (MAICSA 0799764)
WONG WAI FOONG (MAICSA 7001358)
 Company Secretaries

Kuala Lumpur
 31 October 2017

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 Constitution and Section 341(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 23 November 2017 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 to 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 Registered Office of the Company situated at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 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.

EXPLANATORY NOTES ON ORDINARY BUSINESS

2. **Agenda No. 1**

This item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward for voting.
3. **Ordinary Resolution No. 5**

Datuk Dr. Hj. Noordin Bin Hj. Abd. Razak, who was appointed at the Twentieth Annual General Meeting held on 29 November 2016 and shall retire at the conclusion of this Twenty-First Annual General Meeting of the Company. Based on the Nomination Committee's recommendation, the Board recommended the re-appointment of Datuk Dr. Hj. Noordin Bin Hj. Abd. Razak as Director to the shareholders for consideration at this Twenty-First Annual General Meeting. Datuk Dr. Hj. Noordin Bin Hj. Abd. Razak had obtained from the deliberations and voting pertaining to the above recommendation.
4. **Ordinary Resolution No. 6**

The Company has received a letter dated 24 October 2017 from its major shareholder, Mr. Chew Chong Keat, nominating Messrs Crowe Horwath, as Auditors of the Company in place of the outgoing Auditors, Messrs BDO. The proposed change of Auditors is in line with good corporate governance of revisiting the appointment of the Company's Auditors from time to time. The Board and Audit Committee had considered Messrs Crowe Horwath's profile, resources, experience, fee and engagement proposal as well as the size and complexity of the Group's operations and recommended the nomination of Messrs Crowe Horwath as Auditors of the Company. Messrs Crowe Horwath has given their consent to act as Auditors of the Company and their appointment is subject to the approval of the shareholders at the forthcoming Annual General Meeting. If approved, they shall hold office until the conclusion of the next Annual General Meeting of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS

5. **Ordinary Resolution No. 7**

The proposed Ordinary Resolution 7 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.
6. **Ordinary Resolution No. 8**

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the total number of issued share of the Company quote on Bursa Securities ("Proposed Renewal of Share Buy-Back Authority") by utilising 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 2017 which is despatched together with the Company's 2017 Annual Report.
7. **Ordinary Resolution No. 9**

Proposed Ordinary Resolution 9 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 Sections 75 and 76 of the Companies Act 2016, 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 total number of issued shares 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 29 November 2016. The Company did not utilise 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.
8. **Ordinary Resolutions No. 10 and 11**

The proposed Resolutions No. 10 and No. 11 is to seek shareholders' approval on the retention of Directors who have served as Independent Directors for more than nine years in the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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