



COMPLETE LOGISTIC SERVICES BERHAD
(Company No.: 716241-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Complete Logistic Services Berhad ("CLSB" or the "Company") will be held at Nilai Inland Port, 1st Floor, PT 3907, Nilai Industrial Estate, 71800 Nilai, Negeri Sembilan Darul Khusus on Wednesday, 25 September 2013 at 11.30 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Eighth (8th) Annual General Meeting of CLSB to be held at the same venue on the same day at 11.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME INVOLVING THE ISSUANCE OF NEW ORDINARY SHARES OF RM0.50 EACH IN CLSB ("ELIGIBLE PERSONS"), REPRESENTING UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF CLSB TO THE ELIGIBLE DIRECTORS AND EMPLOYEES OF CLSB AND ITS SUBSIDIARIES ("CLSB GROUP") ("PROPOSED SIS")

"THAT subject to the provisions under the Companies Act, 1965 and the approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given to the Company to:-

- (a) establish and administer the Proposed SIS, which involves the granting of SIS options to all eligible Directors and employees of the CLSB Group, save for subsidiaries which are dormant, who meet the eligibility criteria for participation in the Proposed SIS ("**Eligible Persons**") as set out in the By-laws governing the Proposed SIS, a draft of which is set out in Appendix I of the Circular to the shareholders of CLSB dated 23 August 2013 ("**By-Laws**");
- (b) allot and issue such number of new CLSB Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed SIS while this approval is in force provided that the aggregate number of CLSB Shares to be allotted and issued shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares) at any one time throughout the duration of the Proposed SIS, subject always that not more than ten percent (10%) of the total number of new CLSB Shares to be issued under the Proposed SIS would be allocated to any one Eligible Person who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of CLSB (excluding treasury shares);
- (c) make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad for the listing of and quotation for the new CLSB Shares which may from time to time be allotted and issued pursuant to the Proposed SIS. Such new CLSB Shares will, upon allotment and issuance, rank pari passu in all respects with the then existing CLSB Shares, save and except that the new CLSB Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid, the entitlement date of which precedes the date of issuance of such new CLSB Shares;
- (d) modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS; and
- (e) extend the duration of the Proposed SIS for up to an additional five (5) years (the duration of the Proposed SIS would then be for a total period of ten (10) years from the effective date of the Proposed SIS), if the Board of Directors of CLSB deems fit;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTIONS 2 TO 9

PROPOSED GRANTING OF OPTIONS TO THE FOLLOWING DIRECTORS OF CLSB

ORDINARY RESOLUTION 2	-	DATO' DR IBRAHIM BIN AHMAD, EXECUTIVE CHAIRMAN
ORDINARY RESOLUTION 3	-	LAW HEE LING, MANAGING DIRECTOR
ORDINARY RESOLUTION 4	-	TAN SRI DATO' SERI LAW HIENG DING, INDEPENDENT NON-EXECUTIVE DIRECTOR
ORDINARY RESOLUTION 5	-	DATO' DR G K ALFRED KUMARASERI, INDEPENDENT NON-EXECUTIVE DIRECTOR
ORDINARY RESOLUTION 6	-	YET KIONG SIANG, INDEPENDENT NON-EXECUTIVE DIRECTOR
ORDINARY RESOLUTION 7	-	LIM KOK ONN, EXECUTIVE DIRECTOR
ORDINARY RESOLUTION 8	-	NG YOON KIN, EXECUTIVE DIRECTOR
ORDINARY RESOLUTION 9	-	CHIA KAH YING, EXECUTIVE DIRECTOR

"THAT, subject to the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given to the SIS committee appointed by the Board of Directors of CLSB to administer the Proposed SIS, at any time, and from time to time, to offer and grant to the above-mentioned Directors of the Company, options to subscribe for such number of new CLSB Shares under the Proposed SIS, and to allot and issue such number of new CLSB Shares to him/her upon exercise of the options, subject always that not more than ten percent (10%) of the total number of new CLSB Shares to be issued under the Proposed SIS would be allocated to any one Director of the Company who, either singly or collectively through persons connected with him/her, holds twenty percent (20%) or more of the issued and paid-up share capital of CLSB (excluding treasury shares) and such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws."

BY ORDER OF THE BOARD

CHIA ONG LEONG (MIA 4797)
CHIA KIA HOCK (LS 1825)
Company Secretaries

Klang
Selangor Darul Ehsan
23 August 2013

Notes:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. A member 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.
4. Where a member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account if holds.
5. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney duly authorized in writing and in the case of a corporation, the instrument appointing a proxy must be under seal or under the hand of an officer of attorney duly authorised.
6. Only members whose names appear in the Record of Depositors as at 18 September 2013 will be entitled to attend and vote at the meeting or appoint a proxy to attend and vote in his stead.
7. To be valid, the original instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 82F, Jalan Pulasan, 41000 Klang, Selangor not less than 48 hours before the time appointed for holding the meeting and any adjournment thereof.