



TIONG NAM LOGISTICS HOLDINGS BERHAD

(Company No. 182485-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Tiong Nam Logistics Holdings Berhad (**TNLH** or the **Company**) is scheduled to be held at Lot 30462, Jalan Kempas Baru, 81200 Johor Bahru, Johor, on Saturday, 16 November 2013 at 9.30 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH INTO FIVE (5) NEW ORDINARY SHARES OF RM0.20 EACH IN TNLH ("SUBDIVIDED SHARES") HELD BY ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT")

THAT, subject to passing of Special Resolution 1 and conditional upon the approvals of all relevant regulatory authorities for the listing of and quotation for the Subdivided Shares on the Main Market of Bursa Malaysia Securities Berhad (**Bursa Securities**), approval be and is hereby given to the Directors of the Company to subdivide each of the existing ordinary shares of RM1.00 each in the Company into five (5) ordinary shares of RM0.20 each in TNLH held by entitled shareholders of the Company on an entitlement date to be determined and announced later;

THAT the Subdivided Shares will upon allotment and issuance, rank *pari passu* in all respects with each other.

AND THAT the Board of Directors of TNLH (**Board**) be and is hereby authorised to sign and execute all documents to give effect to the Proposed Share Split with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split.+

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 210,258,500 WARRANTS ("WARRANT(S)") AT AN ISSUE PRICE TO BE DETERMINED LATER, ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) TNLH SHARES HELD AFTER THE PROPOSED SHARE SPLIT AND ON THE ENTITLEMENT DATE ("PROPOSED RIGHT ISSUE OF WARRANTS")

THAT, subject to the passing of Ordinary Resolution 1, Special Resolution 1 and conditional upon the approvals of all relevant authorities for the admission of the Warrant to the Official List of Bursa Securities and the listing of and quotation for the Warrants as well as the new ordinary shares in TNLH (**TNLH Shares**) to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities being obtained, the Board be and is hereby authorised to:-

- (i) provisionally issue and allot by way of a renounceable rights issue of 210,258,500 Warrants at an issue price to be determined later, on the basis of one (1) Warrant for every two (2) TNLH Shares held by the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date, for such purpose and utilisation of proceeds as disclosed in the circular to shareholders of the Company dated 25 October 2013 (~~%Circular+~~);
- (iii) enter into and execute a deed poll (~~%Deed Poll+~~) and to do all acts, deeds and things as he may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll;

THAT, the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Rights Issue of Warrants, in a fair and equitable manner as they shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT, the Company shall allot and issue such appropriate number of new TNLH Shares arising from the exercise by the holders of Warrants in accordance with the provisions in the Deed Poll, respectively;

THAT the new Shares will upon allotment and issuance, rank *pari passu* in all respects with the TNLH Shares, save and except that the new TNLH Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date precedes the date of allotment of such new TNLH Shares;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Rights Issue of Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Warrants.+

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF TNLH (“PROPOSED AMENDMENTS”)

~~%THAT~~, subject to the passing of Ordinary Resolution 1, the Memorandum and Articles of Association be amended as follows to facilitate the Proposed Share Split:-

Existing	Proposed Amendments
<p><u>Memorandum of Association</u> <u>First sentence of Clause 5</u></p> <p>The Share Capital of the Company is RM200,000,000 divided into 200,000,000 shares of RM1.00 each.</p>	<p><u>First sentence of Clause 5</u></p> <p>The Share Capital of the Company is RM200,000,000 divided into 1,000,000,000 shares of RM0.20 each.</p>

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendments with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments.+

By Order of the Board,
TIONG NAM LOGISTICS HOLDINGS BERHAD

ANG MUI KIOW (LS 0001886)
Secretary

Johor Bahru
25 October 2013

Notes:-

- (i) *Every member is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative) to attend and vote in his place. A proxy need not be a member of the Company. Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- (ii) *The Proxy Form must be signed by the member and in the case of a corporation, executed under its common seal or attorney duly authorised in writing or in that behalf. In the case of joint holders, all holders must sign the Proxy Form.*
- (iii) *The Proxy Form must be deposited at the Company's Registered Office at Lot 30462 Jalan Kempas Baru, 81200 Johor Bahru, Johor not less than 48 hours before the time of holding the Meeting or any adjournment thereof.*
- (iv) *For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 8 November 2013 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.*

