



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 ("Tiong Nam" or the "Company") will be held at Lot 30462, Jalan Kempas Baru, 81200 Johor Bahru, Johor Darul Takzim on Tuesday, 17 December 2013 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications or additions the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY TIONG NAM LOGISTICS SOLUTIONS SDN BHD ("TNLS"), A WHOLLY-OWNED SUBSIDIARY OF TIONG NAM LOGISTICS HOLDINGS BERHAD ("TIONG NAM") OF TWENTY (20) PARCELS OF LAND (THE PARTICULARS OF WHICH ARE TABULATED BELOW) ("LOGISTIC ASSETS") FROM ABS LOGISTICS BERHAD ("ALB") FOR A TOTAL PURCHASE CONSIDERATION OF RM176.3 MILLION TO BE SATISFIED BY RM125.0 MILLION IN CASH WITH THE BALANCE OF RM51.3 MILLION AS AMOUNT OWING BY TNLS TO ALB, PURSUANT TO THE EXERCISE OF THE CALL OPTION GRANTED TO TNLS BY ALB UNDER THE CALL OPTION AGREEMENT DATED 26 JANUARY 2007

"THAT subject to the approvals being obtained from the relevant authorities and/or parties, where required, approval be and is hereby given for TNLS to undertake the proposed acquisition of the following properties together with all rights, title and interest held by ALB therein, for a total consideration of RM176.3 million to be satisfied by RM125.0 million in cash with the balance of RM51.3 million as amount owing by TNLS to ALB, pursuant to the issuance of an exercise notice dated 30 July 2013 under the call option agreement dated 26 January 2007 between TNLS and ALB and upon the terms and conditions of the conditional sale and purchase agreement dated 30 July 2013 entered into between TNLS and ALB (including any amendments and/or modifications thereto) ("Proposed Acquisition"):

| No. | Property | Title Particulars |
|-----|---|---|
| 1. | Lot 1638, Kawasan Perindustrian Krubong, Melaka | Lot No 2592, GERAN 27688, In the Mukim of Krubong, District of Melaka Tengah, Melaka |
| 2. | Lot 1639, Kawasan Perindustrian Krubong, Melaka | Lot No 2593, GERAN 27692, In the Mukim of Krubong, District of Melaka Tengah, Melaka |
| 3. | Lot 1641, Kawasan Perindustrian Krubong, Melaka | Lot No 2595, GERAN 27705, In the Mukim of Krubong, District of Melaka Tengah, Melaka |
| 4. | Lot 2-10B, Jln SU 6 Tmn Perindustrian Subang, Sec 26, Shah Alam (WH, A, B - Cold Room) | Lot No 72063, GRN 313551, Mukim of Pekan Baru Hicom, District of Petaling, Selangor. (formerly known as Lot No. PT 98, HS(D) 243482, Mukim of Pekan Baru Hicom, District of Petaling, Selangor) |
| 5. | Lot 973 Kg Baru Hicom, Off Persiaran Tengku Ampuan, Lion Ind Park, Sec 26, Shah Alam (Henkel Cold Room) | Lot No 973, GM 97, In the Mukim of Damansara, District of Petaling, Selangor |
| 6. | Lot 204, Jalan Bukit Belimbing 26/38, Off Persiaran Tengku Ampuan, Lion Ind Park, Sec 26, Shah Alam | Lot No 72061, GRN 313565, Mukim of Damansara, District of Petaling, Selangor. (formerly known as Lot No. PT 34697, HS (D) 243165, Mukim of Damansara, District of Petaling, Selangor) |
| 7. | No. 1484, Lorong Perusahaan Utama 3, Kaw Perusahaan Bukit Tengah, Bukit Mertajam, Pulau Pinang | Lot No PT 3043, HS(D) 17982, Mukim of 11, District of Seberang Perai Tengah, Pulau Pinang |
| 8. | Plot 2, Kawasan Perusahaan Padang Besar, Perlis | Lot No 5073, PM 2532, In the Mukim of Titi Tinggi, District of Perlis, Perlis |
| 9. | Lot 101933, IGB International Park, Jalan Kuala Kangsar, Ipoh, Perak | Lot No 181686, PN 89537, In the Mukim of Hulu Kinta, District of Kinta, Perak |
| 10. | PLO 1, Jln Firma 2/1, Kaw. Perindustrian Tebrau 1, Johor Bahru | Lot No PTD 52056, HS(D) 177833, Mukim of Tebrau, District of Johor Bahru, Johor |
| 11. | PLO 68, Jalan Firma 2/1, Kaw. Perindustrian Tebrau 1, Johor Bahru | Lot No PTD 53929, HS(D) 177916, Mukim of Tebrau, District of Johor Bahru, Johor |
| 12. | PLO 46, Jln Firma 2, Kaw. Perindustrian Tebrau 1, Johor Bahru | Lot No PTD 52054, HS(D) 177831, Mukim of Tebrau, District of Johor Bahru, Johor |
| 13. | PLO 42, Jln Firma 1/1, Kaw. Perindustrian Tebrau 1, Johor Bahru | Lot No PTD 52051, HS(D) 444027, Mukim of Tebrau, District of Johor Bahru, Johor |
| 14. | No. 68, Jln Riang 21, Kaw. Perindustrian Gembira, Johor Bahru | Lot No PTD 137632, HS(D) 420021, Mukim of Tebrau, District of Johor Bahru, Johor |
| 15. | PLO 24, Jalan Cecair 1, Kaw. Pelabuhan Bebas, Pelabuhan Johor, Kawasan Perindustrian Pasir Gudang | Lot No PTD 119702, HS(D) 238596, Mukim of Plentong, District of Johor Bahru, Johor |
| 16. | Plot D13, Jalan Tanjung A/2, Pelabuhan Tanjung Pelepas, Johor | Lot No PTD 2423, HS(D) 303868, Mukim of Tanjung Kupang, District of Johor Bahru, Johor |
| 17. | Lot 242, Jln Kangkar Tebrau, Kaw. Perindustrian Tebrau IV, Johor Bahru | Lot 242, GM 96, In the Mukim of Tebrau, District of Johor Bahru, Johor |
| 18. | PTD 56039, Jln Kempas Lama, Johor Bahru | Lot No 27710, GERAN 413628, Mukim of Tebrau, District of Johor Bahru, Johor |
| 19. | PLO 77, Jln Firma 2/1, Kaw. Perindustrian Tebrau 1, Johor Bahru | Lot No PTD 53919, HS(D) 178007, Mukim of Tebrau, District of Johor Bahru, Johor |
| 20. | Lot 203-D, Kawasan Perindustrian Gebeng, Kuantan, Pahang | Lot No PT 10851, HS(D) 23606, Mukim of Sungai Karang, District of Kuantan, Pahang |

AND THAT authority be hereby given to the Directors of the Company and TNLS to take all such steps and to enter and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees as they may deem fit, if necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition with full power to assent to any conditions, modifications, revaluations, variations including but not limited to the aforesaid consideration for the Proposed Acquisition and/or amendments as may be required by any relevant authority/authorities."

By Order of the Board

ANG MUI KIW (LS 0001886)

Company Secretary

2 December 2013

Notes:

- 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.
- 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.
- The Proxy Form must be deposited at the Company's Registered Office at Lot 30462, Jalan Kempas Baru, 81200 Johor Bahru, Johor Darul Takzim not less than 48 hours before the time of holding the Meeting or any adjournment thereof.
- 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 3 December 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.