

**COMPLETE LOGISTIC SERVICES BERHAD**

(Company No.: 716241-X)

(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Ninth (9th) Annual General Meeting of Complete Logistic Services Berhad will be held at Nilai Inland Port, 1st Floor, PT 3907, Nilai Industrial Estate, 71800 Nilai, Negeri Sembilan Darul Khusus on Thursday, 25 September 2014 at 11.30 a.m. for the following purposes:

**ORDINARY BUSINESS**

1. To receive the audited financial statements for the financial year ended 31 March 2014 and the Reports of the Directors and Auditors thereon;
2. To approve the payment of Directors' fees of RM67,344 for the financial year ended 31 March 2014 (2013-RM72,000); **(Ordinary Resolution 1)**
3. To re-elect the following Directors retiring pursuant to Article 95 of the Articles of Association of the Company:
  - (i) Lim Kok Onn; **(Ordinary Resolution 2)**
  - (ii) Dato' Dr Ibrahim Bin Ahmad; **(Ordinary Resolution 3)**
4. To re-elect Vice Admiral (R) Datuk Haji Jamil Bin Haji Osman retiring pursuant to Article 101 of the Articles of Association of the Company; **(Ordinary Resolution 4)**
5. To re-appoint Tan Sri Dato' Seri Law Hieng Ding to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965; **(Ordinary Resolution 5)**
6. To re-appoint Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration; **(Ordinary Resolution 6)**
7. **SPECIAL BUSINESS**  
To consider and, if thought fit, to pass the following resolutions:
  - (A) Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965 ("Act") - General Allotment **(Ordinary Resolution 7)**  
"That pursuant to Section 132D of the Act, full authority be and is hereby given to the Directors to issue shares of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, and that the Directors be and are hereby empowered to obtain the approval of Bursa Malaysia Securities Berhad for the listing of and quotation for the new shares so issued." [See Explanatory Note 3 (i) on Special Business below]
  - (B) Authority to Allot and Issue Shares Pursuant to Section 132D of the Act - SIS Allotment **(Ordinary Resolution 8)**  
"That pursuant to Section 132D of the Act, full authority be and is hereby given to the Directors to issue shares in the Company from time to time under the existing Shares Issue Scheme ("SIS") of the Company provided that the aggregate number of shares to be issued under this resolution does not exceed the amount approved under the SIS and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, and that the Directors be and are hereby empowered to obtain the approval of Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued". [see Explanatory Note 3(ii) on Special Business below]
  - (C) Proposed Renewal of Shareholders' Mandate to Enable the Company to Purchase up to 10% of its Issued and Paid-up Share Capital ("Proposed Renewal of Share Buy-Back Authority") **(Ordinary Resolution 9)**  
"That subject to the Act, rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Listing Requirements of Bursa Securities ("Listing Requirements") and any other relevant authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:
    - (a) the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any one time; and
    - (b) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits and share premium of the Company;
 And that the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next AGM of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, but shall not prejudice the completion of purchases(s) by the Company before that aforesaid expiry date and in any event in accordance with provisions of the Listing Requirements and other relevant authorities." [See Explanatory Note 3(iii) on Special Business below]
  - (D) Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue and/ or Trading Nature ("Proposed Shareholders' Mandate for RRPT") **(Ordinary Resolution 10)**  
"That authority be and is hereby given in line with Paragraph 10.09 of the Listing Requirements, for the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the RRPT, particulars of which are set out in the Circular to Shareholders dated 26 August 2014 ("the Circular"), with the Related Parties as described in the Circular, provided that such transactions are of a revenue and/or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, within the ordinary course of business of the Company and/or its subsidiaries, made on at arm's length basis and on normal commercial terms which are generally available to the public and are not detrimental to the minority shareholders of the Company; That such authority shall commence immediately upon the passing of this ordinary resolution until:
    - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the ordinary resolution for the Proposed Shareholders' Mandate for RRPT is passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
    - (b) the expiration of the period within which the next AGM after the date it is required by law to be held; or
    - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company, whichever is the earlier;
 And that the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Proposed Shareholders' Mandate for RRPT". [See Explanatory Note 3(iv) on Special Business below]
8. To transact any other business of which notice shall have been given.

By Order of the Board  
Complete Logistic Services Berhad  
Chia Ong Leong (MIA 4797)  
Company Secretary  
Klang, Selangor Darul Ehsan

Dated: 26 August 2014

**NOTES**

1. Receiving of the Audited Financial Statements  
Item 1 of the Agenda is intended for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders of the Audited Financial Statements. As such this item is not put forward for voting.
2. Form of Proxy
  - (i) 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.
  - (ii) 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.
  - (iii) 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.
  - (iv) 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 it holds.
  - (v) The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney duly authorised 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 or attorney duly authorised.
  - (vi) Only a member whose name appear in the Record of Depositors as at 18 September 2014 will be entitled to attend, speak and vote at the meeting or appoint a proxy to attend, speak and vote in his stead.
  - (vii) To be valid, the original instrument appointing a proxy must be deposited at the Registered Office of the Company at 82-F Jalan Pulasan, 41000 Klang, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting and any adjournment thereof.
3. Explanatory Notes on Special Business:
  - (i) Ordinary Resolution 7 - Proposed renewal of authority for Directors to issue shares-General Allotment  
Ordinary Resolution 7 is proposed for the purpose of granting a renewal of the general mandate for the issuance of shares by the Company under Section 132D of the Act. Ordinary Resolution 7, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.  
The Company had, at the 8th AGM held on 25 September 2013, obtained its shareholders' approval for the general mandate for the issuance of shares pursuant to Section 132 D of the Act. The Company did not issue any new shares pursuant to this mandate obtained as at the date of this notice. Ordinary Resolution 7 is a renewal of the general mandate. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, an announcement will be made by the Company in respect of the purpose and utilisation of proceeds arising from such issue.  
The general mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).
  - (ii) Ordinary Resolution 8 - Proposed authority for Directors to issue shares - SIS Allotment.  
Ordinary Resolution 8 is proposed for the purpose of granting Directors of the Company authority to allot and issue ordinary shares in the Company at any time to those employees who have exercised their options under the Shares Issue Scheme (SIS).
  - (iii) Ordinary Resolution 9 - Proposed renewal of the share buy-back authority.  
Ordinary Resolution 9, if passed, will enable the Company to utilise any of its surplus financial resources to purchase its own shares through Bursa Securities up to 10% of the issued and paid-up capital of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company.  
Further information on the proposed renewal of the share buy-back authority are set out in the Statement to Shareholders of the Company dated 26 August 2014, which is dispatched together with the Company's 2014 Annual Report.
  - (iv) Ordinary Resolution 10 - Proposed shareholders' mandate for RRPT.  
Ordinary Resolution 10, if passed, is primarily to authorise the Company and/or its unlisted subsidiaries to enter into arrangements or transactions with Related Parties, particulars of which are set out in Section 4 of the Circular to Shareholders dated 26 August 2014, which is dispatched together with the Company's 2014 Annual Report, which are necessary for the day-to-day operations of the Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally made available to the public.