



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth Annual General Meeting of TIONG NAM LOGISTICS HOLDINGS BERHAD will be held at Lot 30462 Jalan Kempas Baru, 81200 Johor Bahru, Johor Darul Takzim on Saturday, 24 August 2019 at 9.30 a.m. to transact the following businesses:

AS ORDINARY BUSINESS		
1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2019 and the Reports of the Directors and Auditors thereon.	(Please refer to Note 1)	Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all acts and things as the Directors may deem fit and expedient in the best interest of the Company."
2. To re-elect Directors retiring under the provisions of the Articles of Association of the Company: Mr Ong Yoong Nyock - Article 98 Mr Ong Eng Teck @ Ong Eng Fatt - Article 98 Mr Chang Chu Shien - Article 98 Datuk Haji Muhammad Shapiae bin Mat Ali - Article 103	Resolution 1 Resolution 2 Resolution 3 Resolution 4	9. To consider and if thought fit, pass the following resolution as an ordinary resolution PROPOSED AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016 "THAT, subject always to the Companies Act 2016, the Memorandum and Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 76 of the Companies Act 2016, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
3. To approve the payment of the Directors' Fees amounting to RM 354,000-00 in respect of the financial year ended 31 March 2019.	Resolution 5	10. To consider and if thought fit, pass the following resolution as an ordinary resolution RETENTION OF INDEPENDENT DIRECTOR, DATO' FU AH KIWOW @ OH (FU) SOON GUAN "THAT Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan be retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
4. To appoint KPMG PLT as Auditors and to authorise the Directors to fix their remuneration.	Resolution 6	11. Special Resolution PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY "THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in PART C of the Company's Circular to Shareholders dated 26 July 2019 dispatched together with the Company's 2019 Annual Report be and is hereby adopted as the new Constitution of the Company. And That the Directors of the Company be and are hereby authorised to do all such acts and things as necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, modifications, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption of New Constitution."
AS SPECIAL BUSINESS	Resolution 7	12. To transact any other business of which due notice shall be given. FURTHER NOTICE IS HEREBY GIVEN THAT 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 15 August 2019 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. By order of the Board CHEN YEW TING TAI YIT CHAN LAW TIK LONG Secretaries 26 July 2019
5. To consider and if thought fit, pass the following resolution as an ordinary resolution PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTs") "THAT, subject to the Companies Act 2016 ("Act"), the Memorandum and Articles of Association of the Company and the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into and give effect to the class and nature of Recurrent Related Party Transactions in Section 2.3 subsection 2.3.1 as specified in the Circular to Shareholders dated 26 July 2019 involving the interests of Directors and major shareholders of the Company, namely Mr Ong Yoong Nyock and Madam Yong Kwee Lian and persons connected to them, Mr Ong Yeng Meng, Mr Ong Weng Seng, Madam Yong Wei Lian, Mr Pan Chee Seng and Mr Wong Swee Siong provided that such Recurrent Related Party Transactions are: (i) recurrent transactions of a revenue or trading nature; (ii) necessary for the day-to-day operations; (iii) carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public; and (iv) are not to the detriment of the minority shareholders. ("Proposed Renewal of Shareholders' Mandate for RRPTs - Mr Ong Yoong Nyock and Madam Yong Kwee Lian"); AND THAT the Mandate is subject to annual renewal and any authority conferred by a Mandate shall only continue to be in force until : (a) the conclusion of the next AGM of the Company following the AGM at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 340(2) of the Act (but shall 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 general meeting, whichever is the earlier. AND FURTHER 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 to give effect to the "Proposed Renewal of Shareholders' Mandate for RRPTs - Mr Ong Yoong Nyock and Madam Yong Kwee".	Special Resolution	
6. To consider and if thought fit, pass the following resolution as an ordinary resolution PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTs") "THAT, subject to the Companies Act 2016 ("Act"), the Memorandum and Articles of Association of the Company and the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into and give effect to the class and nature of Recurrent Related Party Transactions in Section 2.3.2 as specified in the Circular to Shareholders dated 26 July 2019 involving the interests of a Director, Mr Ong Wei Kuan provided that such Recurrent Related Party Transactions are : (i) recurrent transactions of a revenue or trading nature; (ii) necessary for the day-to-day operations; (iii) carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public; and (iv) are not to the detriment of the minority shareholders ("Proposed Renewal of Shareholders' Mandate for RRPTs - Mr Ong Wei Kuan"); AND THAT the Mandate is subject to annual renewal and any authority conferred by a Mandate shall only continue to be in force until : (a) the conclusion of the next AGM of the Company following the AGM at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 340(2) of the Act (but shall 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 general meeting, whichever is the earlier. AND FURTHER 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 to give effect to the "Proposed Renewal of Shareholders' Mandate for RRPTs - Mr Ong Wei Kuan"	Resolution 8	NOTES: 1. Audited Financial Statements <i>The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under agenda 1. They do not require shareholders' approval and hence will not be put forward for voting.</i> 2. Form of Proxy <i>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. ii. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. iii. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. iv. 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. v. The Proxy Form must be deposited at the Company's Registered Office at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor not less than 48 hours before the time of holding the Meeting or any adjournment thereof. vi. 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 15 August 2019 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.</i> 3. Explanatory Notes on Special Business <i>i. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") ("Proposed Shareholders' Mandate") The proposed Resolutions No. 7 to 9, if passed, will authorise the Company and/or its subsidiaries to enter into RRPTs with the respective related parties as set out in Section 2.3, Part B of the Circular to the Shareholders dated 26 July 2019. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. For further information on the Proposed Shareholders' Mandate for RRPTs, please refer to the Circular to Shareholders dated 26 July 2019 which was dispatched together with the Company's 2019 Annual Report. ii. Proposed Renewal of Share Buy-Back Authority The proposed Resolution No. 10, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total issued and paid-up share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. For further information on the Proposed Share Buy-Back, please refer to Part A of the Circular to the Shareholders dated 26 July 2019 which was dispatched together with the Company's 2019 Annual Report. iii. Proposed authority to issue shares pursuant to Section 76 of the Companies Act 2016 The proposed Resolution No. 11, if passed, will empower the Directors of the Company, from the date of the Thirtieth Annual General Meeting, with the authority to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued and paid-up share capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting. The general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercise including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions. The mandate sought under Resolution 11 above is a renewal of an existing mandate. There were no shares issued under the previous mandate for the period from 25 August 2018 to 26 July 2019 and hence no proceed raised. iv. Retention of Independent Director, Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan pursuant to the Malaysian Code on Corporate Governance (Resolution 12): Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan was appointed as an Independent Non-Executive Director of the Company on 30 April 2008 and has, therefore served for more than nine (9) years. As at the date of the notice of the 30th AGM, he has served the Company for 11 years. However, he has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR"). The Board, therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director based on the justifications as set out in Appendix A. v. Proposed Adoption of New Constitution (Special Resolution) The proposed Special Resolution, if passed, will align the Company's Constitution with the Companies Act 2016 which came into force on 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity. Further details relating to this proposed resolution are set out in PART C of the Company's Circular to Shareholders dated 26 July 2019 dispatched together with the Company's 2019 Annual Report.</i>
7. To consider and if thought fit, pass the following resolution as an ordinary resolution PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTs") "THAT, subject to the Companies Act 2016 ("Act"), the Memorandum and Articles of Association of the Company and the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into and give effect to the class and nature of Recurrent Related Party Transactions in Section 2.3.3 as specified in the Circular to Shareholders dated 26 July 2019 involving the interests of a Director, Mr Chang Chu Shien provided that such Recurrent Related Party Transactions are : (i) recurrent transactions of a revenue or trading nature; (ii) necessary for the day-to-day operations; (iii) carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public; and (iv) are not to the detriment of the minority shareholders ("Proposed Renewal of Shareholders' Mandate for RRPTs - Mr Chang Chu Shien"); AND THAT the Mandate is subject to annual renewal and any authority conferred by a Mandate shall only continue to be in force until : (a) the conclusion of the next AGM of the Company following the AGM at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 340(2) of the Act (but shall 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 general meeting, whichever is the earlier. AND FURTHER 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 to give effect to the "Proposed Renewal of Shareholders' Mandate for RRPTs - Mr Chang Chu Shien".	Resolution 9	
8. To consider and if thought fit, pass the following resolution as an ordinary resolution PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY "THAT subject always to the Companies Act 2016 ("Act"), the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and the approvals of all relevant governmental and/or the relevant authorities, the Company be authorized, to buy-back such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:- (i) The aggregate number of shares bought back does not exceed 10% of the total issued and paid-up share capital of the Company at any point of time; (ii) The maximum amount of funds to be allocated for the share buy-back shall not exceed the aggregate of the retained profits of the Company based on latest audited financial statement and/or latest management accounts (where applicable); and (iii) The shares purchased may be dealt with in all or any of the following manner (as selected by the Company) :- (a) the shares so purchased may be cancelled; and/or (b) the shares so purchased may be retained as treasury shares in accordance with the relevant rules of Bursa Securities for distribution as dividend to the shareholders and/or resell through Bursa Securities and/or subsequently cancelled; and/or (c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled; (hereinafter referred to as the "Proposed Renewal of Share Buy-Back Authority"). AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:- (i) the conclusion of the next annual general meeting ("AGM") of the Company, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or (iii) revoked or varied by ordinary resolution passed by shareholders of the Company at a general meeting of the Company, whichever occurs first; AND THAT the Directors of the Company be and are hereby authorised to take such steps to give full effect to the Proposed Renewal of	Resolution 10	
APPENDIX A		
1. Authority for Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan to continue in office as Independent Non-Executive Director		
Justifications		
a. Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board.		
b. He has been with the Company for more than nine years and therefore understand the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at Board meetings without compromising his independence and objective judgement.		
c. He has contributed sufficient time and efforts and attended all Board meetings.		
d. He has exercised his due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.		
e. The current independent directors are strong individuals demonstrating independence. Independence is a result of a director's state of mind and integrity and not dependent on years of service. The experience of the independent directors in the Company is valuable for determining the strategic direction for the continued stability and growth.		