



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth (14th) 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 Wednesday, 28 August 2019 at 11.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive the audited financial statements for the financial year ended 31 March 2019 and the Reports of the Directors and Auditors thereon.
- To approve the following payments to Directors:
 - Directors' fees for the Non-Executive Directors not exceeding RM132,000 for the financial year ending 31 March 2020 (2019: RM132,000); and
 - Meeting allowance for the Independent Directors for the period from 29 August 2019 until the next Annual General Meeting ("AGM") of the Company:

(Ordinary Resolution 1)
(Ordinary Resolution 2)

Position	Per Meeting Day
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Board Committee Chairman	RM1,250
Independent Director	RM1,000

- To re-elect the following Directors retiring pursuant to Article 95 of the Articles of Association of the Company:
 - Dato' Dr. Ibrahim Bin Ahmad
 - Mr Yet Kiong Siang, who is to retire by rotation pursuant to Article 95 of the Articles of Association of the Company has indicated he wishes to retire at the AGM.
- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration;

(Ordinary Resolution 3)
(Ordinary Resolution 4)

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following resolutions:

(A) Authority to Allot and Issue Shares Pursuant to Section 75 of the Companies Act 2016 ("Act") - General Allotment ("That pursuant to Section 75 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 total number of issued share capital (excluding treasury shares) of the Company as at the date of this Annual General Meeting ("AGM") and that such authority shall continue in force until the conclusion of the next AGM of the Company, and that the Directors be and are hereby empowered to obtain the approval of Bursa Malaysia Securities Berhad ("Bursa Malaysia") for the listing of and quotation for the new shares so issued." (See Explanatory Note 4 (i) on Special Business below);

(Ordinary Resolution 5)

(B) Authority to Allot and Issue Shares Pursuant to Section 75 of the Act - Share Issuance Scheme ("SIS") Allotment ("That pursuant to Section 75 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 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 AGM of the Company, and that the Directors be and are hereby empowered to obtain the approval of Bursa Malaysia for the listing of and quotation for the additional shares so issued." (see Explanatory Note 4 (ii) on Special Business below);

(Ordinary Resolution 6)

(C) Proposed Renewal of Shareholders' Mandate to Enable the Company to Purchase up to 10% of its Total Number of Issued Shares ("Proposed Renewal of Share Buy-Back Authority") ("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 Main Market Listing Requirements ("MMLR") of Bursa Malaysia and any other relevant authority, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares in the Company's issued share capital through Bursa Malaysia upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:-

(Ordinary Resolution 7)

- 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 number of issued shares of the Company at any one time; and
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the retained profits of the Company;

That upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the Purchased Shares in the following manners:

- to cancel the Purchased Shares;
- to retain the Purchased Shares as treasury shares held by the Company; or
- to retain part of the Purchased Shares as treasury shares and cancel the remainder of the Purchased Shares.

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 AGM 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 MMLR and other relevant authorities." (See Explanatory Note 4(iii) on Special Business below);

(Ordinary Resolution 8)

(D) Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue and/or Trading Nature and New Mandate for Additional RRPT of a Revenue and/or Trading Nature ("Proposed Shareholders' Mandate for RRPT");

(Ordinary Resolution 9)

"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 29 July 2019 ("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 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 and continue in force until:-

- the conclusion of the next 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 that AGM; or
- the expiry of the period within which the next AGM is required by law to be held but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever occurs first;

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 4(iv) on Special Business below);

(E) Proposed Adoption of the New Constitution of The Company

Special Resolution 1

"That approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix II to the Circular to Shareholders dated 29 July 2019 accompanying the Company's 2019 Annual Report for the financial year ended 31 March 2019 be and is hereby adopted as the Constitution of the Company and that the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing". (see Explanatory Note 4 (v) on Special Business below).

- To transact any other business of which due notice shall have been given in accordance with the Act.

By Order of the Board
Complete Logistic Services Berhad
Chia Ong Leong (MIA 4797)
Company Secretary
Klang, Selangor Darul Ehsan
Dated: 29 July 2019

NOTES

- Receiving of the Audited Financial Statements
Item 1 of the Agenda is intended for discussion only as the provision of Section 340 of the Act does not require a formal approval of the shareholders of the Audited Financial Statements. As such this item is not put forward for voting.
- Payment of Directors' Fees and Benefits
Section 230(1) of the Act provides that the fees and any other benefits (including any compensation for loss of employment) payable to the directors of a company shall be approved by the members at a general meeting. The Board wishes to seek shareholders' approval for the following payment to the Non-Executive Directors:
Ordinary Resolution 1 - Proposed payment of Directors' fees for the Non-Executive Directors not exceeding RM132,000 for the financial year ending 31 March 2020 (2019: RM132,000); and
The proposed Ordinary Resolution 1 is to seek shareholders' approval to facilitate the payment of Directors' fees on current year basis. In the event the Directors' fees proposed is insufficient, the Board will seek the approval of shareholders at the next AGM to authorise payment of the shortfall.
Ordinary Resolution 2 - Proposed payment of meeting allowance of RM1,250 per meeting day for the Board Committees Chairman and RM1,000 per meeting day for the other Independent Directors from 29 August 2019 until the next AGM of the Company. The meeting allowance will only be paid on the actual attendance of meetings by the Directors.
- Form of Proxy
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - Only a member whose name appear in the Record of Depositors as at 21 August 2019 will be entitled to attend, speak and vote at the meeting or appoint a proxy to attend, speak and vote in his stead.
 - To be valid, the instrument appointing a proxy and the power of attorney or other authority must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.
- Explanatory Notes on Special Business:
 - Ordinary Resolution 5 - Proposed renewal of authority for Directors to issue shares-General Allotment
Ordinary Resolution 5 is proposed for the purpose of granting a renewal of the general mandate for the issuance of shares by the Company under Section 75 of the Act. Ordinary Resolution 5, 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 did not issue any new shares pursuant to that mandate obtained as at the date of this notice. Ordinary Resolution 5 is a renewal of the general mandate. At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is obtained, an announcement will be made to Bursa Malaysia 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 funds raising activities, including but not limited to placing of shares, for the purpose of funding future investment projects(s), working capital and/or acquisition(s).
 - Ordinary Resolution 6 - Proposed authority for Directors to issue shares - SIS Allotment
Ordinary Resolution 6 is proposed for the purpose of granting to 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 SIS.
 - Ordinary Resolution 7 - Proposed renewal of share buy-back authority.
Ordinary Resolution 7, if passed, will enable the Company to utilise any of its surplus financial resources to purchase its own shares through Bursa Malaysia up to 10% of the total number of issued 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 29 July 2019, which is dispatched together with the Company's 2019 Annual Report.
 - Ordinary Resolution 8 - Proposed shareholders' mandate for RRPT.
Ordinary Resolution 8, 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 29 July 2019, which is dispatched together with the Company's 2019 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.
 - Special Resolution 1 - Proposed adoption of the New Constitution of the Company
The proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the Companies Act 2016, Malaysian Code on Corporate Governance, Main Market Listing Requirements of Bursa Securities, and all other relevant statutory and regulatory requirements. The proposed new Constitution is set out in the Circular to Shareholders dated 29 July 2019 accompanying the Company's 2019 Annual Report.