



CJ CENTURY LOGISTICS HOLDINGS BERHAD

[Registration No. 199701008845 (424341-A)]
Incorporated in Malaysia

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of CJ Century Logistics Holdings Berhad (“**CJ Century**” or “**Company**”) will be held on a fully virtual basis at the Broadcast Venue: **The Conference Room, No. 12, Persiaran Astana / KU2, Bandar Bukit Raja, 41050 Klang, Selangor Darul Ehsan, Malaysia** on Thursday, 28 May 2020 at 11:00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Postponed Twenty-Third Annual General Meeting of CJ Century to be held at the same broadcast venue on the same day at 10:00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF CJ KOREA EXPRESS MALAYSIA SDN BHD (“CJKX”) FROM CJ LOGISTICS ASIA PTE LTD (“CJ ASIA”) FOR A PURCHASE CONSIDERATION OF RM100,000,000 TO BE SATISFIED VIA THE ISSUANCE OF 200,000,000 NEW ORDINARY SHARES IN CJ CENTURY AT THE ISSUE PRICE OF RM0.50 EACH (“PROPOSED ACQUISITION”)

“**THAT**, subject to the passing of Ordinary Resolution 2, and subject to the applicable approvals of all relevant authorities or parties being obtained (where required), approval be and is hereby given to CJ Century to acquire all the 62,356,191 ordinary shares in CJKX, representing 100% of the issued share capital of CJKX from CJ Asia, for a purchase consideration of RM100,000,000 to be satisfied via the issuance of 200,000,000 new ordinary shares in CJ Century (“**Consideration Shares**”) to CJ Asia at the issue price of RM0.50 per Consideration Share, subject to the terms and conditions of the share sale and purchase agreement dated 12 February 2020, between CJ Asia and CJ Century;

THAT approval be and is hereby given to the Board of Directors of CJ Century (“**Board**”) to allot and issue the Consideration Shares to CJ Asia for the purpose of satisfaction of the total purchase consideration for the Proposed Acquisition;

THAT the Consideration Shares shall, upon issuance and allotment, be of the same class and rank pari passu in all respect with the then existing ordinary shares in CJ Century, save and except that the holders of such Consideration Shares shall not be entitled to any dividends and/or other distributions declared by CJ Century, the entitlement date of which is prior to the date of allotment of the Consideration Shares, and shall be free from all encumbrances;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds, things and matters for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(A) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS (“RULES”) FOR CJ ASIA, FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING ORDINARY SHARES IN CJ CENTURY NOT ALREADY OWNED BY IT UPON COMPLETION OF THE PROPOSED ACQUISITION (“PROPOSED EXEMPTION”)

“**THAT**, subject to the passing of Ordinary Resolution 1, and subject to the approval from the Securities Commission Malaysia (“**SC**”) being obtained and/or any other relevant authorities or parties (where required) including such conditions as may be imposed by the SC, approval be and is hereby given for CJ Asia to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining ordinary shares in CJ Century not already held by CJ Asia upon completion of the Proposed Acquisition in accordance with subparagraph 4.08(1) (a) of the Rules;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Exemption with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds, things and matters for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Exemption.”

By Order of the Board

CJ CENTURY LOGISTICS HOLDINGS BERHAD

CHUA SIEW CHUAN (MAICSA 0777689)

SSM PC No.: 201908002648

YEOW SZE MIN (MAICSA 7065735)

SSM PC No.: 201908003120

Company Secretaries

Kuala Lumpur, Malaysia

6 May 2020

Notes:

- In respect of depositaries securities, only members whose names appear in the Record of Depositors on 21 May 2020 (General Meeting Record of Depositors) shall be eligible to participate, speak and vote at the meeting.*
- A shareholder of the Company entitled to participate and vote at the meeting is entitled to appoint one (1) or more proxies to participate, speak and vote in his stead. A member may appoint more than one (1) proxy in relation to the meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.*
- A proxy may but need not be a shareholder of the Company and a shareholder may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate, speak and vote at the meeting shall have the same rights as the shareholder to speak at the meeting.*
- The instrument appointing a proxy shall be in writing under the hand of the shareholder/appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Common Seal or under the hand of an officer or attorney duly authorised.*
- Where a shareholder of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) 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.*
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to info@sshb.com.my, not less than forty-eight (48) hours before the time for holding the meeting or adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshb.net.my/login.aspx>. Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting for further details. All resolutions set out in this notice of meeting are to be voted by poll.*