



TIONG NAM LOGISTICS HOLDINGS BERHAD

Company No. 198901005177 (182485-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Second (32nd) Annual General Meeting ("32nd AGM" or "AGM") of **TIONG NAM LOGISTICS HOLDINGS BERHAD** will be held on fully virtual basis via remote participation and voting provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjh.online> on Saturday, 21 August 2021 at 9:30 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2021 and the Reports of the Directors and Auditors thereon.
- To re-elect Directors retiring in accordance with the following clause in the Constitution of the Company:
Ong Yoong Nyock - Clause 104
Yong Kwee Lian - Clause 104
Yong Seng Huat - Clause 104
- To approve the payment of the Directors' Fees amounting to RM 332,204-00 in respect of the financial year ended 31 March 2021.
- To appoint KPMG PLT as Auditors and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

- 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 Constitution of the Company and the Main Market 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 23 July 2021 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, Ms Christina Ong Chu Voon, Mr Ong Yoong 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 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 Shareholders' Mandate for RRPTs - Mr Ong Yoong Nyock and Madam Yong Kwee".

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(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
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(i) recurrent transactions of a revenue or trading nature;
(ii) necessary for the day-to-day operations;
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"THAT, subject to the Companies Act 2016 ("Act"), the provisions of the Constitution of the Company, the Main Market 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 purchased by the Company does not exceed 10% of the total number of issued shares of the Company at any point of time;
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(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 and shall continue to be in force until:-
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- To consider and if thought fit, pass the following resolution as an ordinary resolution
RETENTION OF INDEPENDENT DIRECTOR, MR LING CHENG FAH @ LING CHENG MING
"THAT Mr Ling Cheng Fah @ Ling Cheng Ming be retained as an Independent Non-Executive Director of the Company notwithstanding that he has served the Company for a cumulative term of more than nine (9) years in accordance with the Malaysian Code on Corporate Governance."
11. To consider and if thought fit, pass the following resolution as an ordinary resolution
PROPOSED FINAL SINGLE TIER DIVIDEND OF 1.0 SEN PER ORDINARY SHARE
"THAT the payment of a final single tier dividend of 1.0 sen per ordinary share for the financial year ended 31 March 2021 be hereby approved."
12. To consider and if thought fit, pass the following resolution as special resolution
PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY
"THAT the Proposed Amendments to the Constitution of the Company, details as set out in the Appendix marked "B" annexed hereto, be and are hereby approved."
13. To transact any other business appropriate to an Annual General Meeting, due notice of which shall have been previously given in accordance with the Companies Act, 2016 and the Company's Constitution".

NOTICE OF DIVIDEND ENTITLEMENT

FINAL SINGLE TIER DIVIDEND OF 1.0 SEN PER ORDINARY SHARE

FURTHER NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the 32nd AGM, the single tier final dividend of 1.0 sen per share in respect of the financial year ended 31 March 2021 will be payable on 22 September 2021 to the Depositors who are registered in the Record of Depositors at the close of business on 1 September 2021.

- A Depositor shall qualify for entitlement to the dividend only in respect of:-
(a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 1 September 2021 in respect of ordinary transfers; and
(b) Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities

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 **12 August 2021** 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

LEONG SIEW FOONG
SANTHI A/P SAMINATHAN
LAW TIK LONG
Secretaries

Date: 23 July 2021

NOTES:

1. Audited Financial Statements

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.

2. Re-election of Directors who retire in accordance with Regulation 109 of the Company's Constitution ("Constitution")

Ordinary Resolutions 1, 2 and 3, Regulation 104 of the Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. With the current Board size of ten (10), three (3) Directors are to retire in accordance with Regulation 104 of the Constitution.

The Nomination Committee has assessed the performance of these Directors seeking for re-election based on salient criteria of their contribution to the Board's decision making and their individual performance in their roles and responsibilities to the Company/Group.

The satisfactory outcome of the assessment was reported to the Board of Directors and the Board recommends these Directors to be re-elected according to the resolutions put forth in the forthcoming AGM.

These Directors had abstained from deliberation and participation of their own agenda in both the Nomination Committee meeting as well as the Board of Directors' meeting.

3. Directors' fees and allowance

Ordinary Resolution 4, pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The fee payable to the Non-Executive Directors up to an amount of RM 332,204-00 is for the period of 1 April 2020 to 31 March 2021.

The Board will seek shareholders' approval at the next AGM in the event the remuneration amount is insufficient due to an increase in Board/Board Committee meetings and/or increase in board size. Details of the Directors' fees and benefits paid are disclosed on page 31 to 32 in this Annual Report 2021.

4. Appointment of Auditors

Ordinary Resolution 5, pursuant to Section 273(b) of the Act, the term of office of the present Auditors, Messrs KPMG PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office.

Messrs KPMG PLT have indicated their willingness to continue their service until the conclusion of the Thirty Second AGM. The re-appointment of Messrs KPMG PLT as Auditors has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR. This proposed Ordinary Resolution 5, if passed, will also give the Directors of the Company, the authority to determine the remuneration of the Auditors.

5. Form of Proxy

i. The 32nd AGM will be conducted on a fully virtual basis via TIH Online website at <https://tjh.online>. Members/proxies/corporate representatives/attorneys are advised to refer to the Administrative Details on the registration and voting process for the 32nd AGM.

ii. Members/proxies/corporate representatives/attorneys are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 32nd AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd (the "Share Registrar", "Tricor" or "TIH") via its TIH Online website at <https://tjh.online>. Please follow the Procedures for RPV provided in the Administration Details of the 32nd AGM and read the notes therein in order to participate remotely via RPV.

iii. 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.

iv. 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.

v. 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.

vi. A member who has appointed a proxy or attorney or corporate representative to attend and vote at the 32nd AGM must specify his/her proxy or attorney or corporate representative to register himself/herself for RPV at TIH Online website at <https://tjh.online>. Please follow the Procedures for RPV in the Administrative Details of the 32nd AGM.

vii. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 32nd AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

(a) In hard copy form
In the case of an appointment made in hard copy form, the Form of Proxy must be deposited at the Company's Registered Office at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time of holding the Meeting or any adjournment thereof.

(b) By electronic form
The Form of Proxy can be electronically lodged via TIH Online website at <https://tjh.online>. Kindly refer to the Administrative Details of the 32nd AGM on the procedure for electronic lodgement of proxy form via TIH Online.

viii. Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.

ix. Last date and time for lodging the Form of Proxy is **Thursday, 19 August 2021 at 9.30 a.m.**

x. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Registered Office at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 32nd AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

xi. For a corporate member who has appointed an authorised representative, please deposit the original or duly certified certificate of appointment of authorised representative at the Company's Registered Office at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:

(a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
(b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
(1) at least two (2) authorised officers, of whom one shall be a director; or
(2) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

xii. 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 12 August 2021 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.

xiii. In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 3