

**LOGISTICS HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
Company Registration No. 201224643D

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING WILL BE HELD AT 24 KRANJI ROAD, SINGAPORE 739465 ON THE 27TH DAY OF OCTOBER 2016 AT 3.00 PM**

**ON TO TRANSACT THE FOLLOWING AS ORDINARY BUSINESS**

- To receive and, if approved, to adopt the Audited Accounts for the financial year ended 30 June 2016 ("FY2016") together with the Directors' Report and Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final tax exempt (one-tier) dividend of Singapore cents 0.40 (S\$0.004) per ordinary share for FY2016. **(Resolution 2)**
- To approve the payment of S\$138,600 as Directors' Fees for the financial year ending 30 June 2017, to be paid on a quarterly basis in arrears. **(Resolution 3)**
- To re-elect Mr Phua Lam Soon who is retiring under Regulation 107 of the Constitution, as a Director of the Company.  
*Mr Phua Lam Soon will, upon such re-election, remain as the CEO and a member of the Nominating Committee of the Company.* **(Resolution 4)**  
*[See Explanatory Note (1)]*
- To re-elect Mr Ng Kok Seng who is retiring under Regulation 107 of the Constitution, as a Director of the Company.  
*Mr Ng Kok Seng will, upon such re-election, remain as an Executive Director of the Company.* **(Resolution 5)**  
*[See Explanatory Note (1)]*
- To re-appoint Messrs Nexia TS Public Accounting Corporation, Public Accountants and Chartered Accountants, as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business that may be properly transacted at an annual general meeting.

**TO TRANSACT THE FOLLOWING SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution with or without modifications:—

**8. AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY (THE "SHARE ISSUE MANDATE")**

**THAT** pursuant to the provisions of Section 161 of the Companies Act, Cap. 50 of Singapore (the "Act") and Rule 806 of the Listing Manual – Section B: Rules of Catalyst ("Rules of Catalyst") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), the Directors be and are hereby authorised and empowered to:

- (i) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or  
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may, in their absolute discretion deem fit; and
- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any instrument made or granted by the Directors while this Resolution is in force, provided that:—
  - (i) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), to be issued pursuant to this Resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company at the time this Resolution is passed after adjusting for:—
    - (1) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
    - (2) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
    - (3) any subsequent bonus issue, consolidation or sub-division of Shares.
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (d) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

**(Resolution 7)**

*[See Explanatory Note (2)]*

BY ORDER OF THE BOARD

**PAO KIEW TEE**

NON-EXECUTIVE CHAIRMAN AND INDEPENDENT DIRECTOR

Date: 12 October 2016

**Notes:**

- (1) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.

A member of the Company who is entitled to attend and vote at the Annual General Meeting who is and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50, of Singapore.

- (2) The instrument appointing a proxy must be deposited at the registered office of the Company at 24 Kranji Road, Singapore 739465 not less than forty-eight (48) hours before the time appointed for holding the annual general meeting.

**Explanatory Notes:**

- (1) Please refer to the Section "Board of Directors" in the annual report for the financial year ended 30 June 2016 for information on Mr Phua Lam Soon and Mr Ng Kok Seng.
- (2) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the above annual general meeting until the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares and/or convertible securities in the Company. The aggregate number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) of the Company at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) of the Company at the time of passing this Resolution.

**Personal Data Privacy:**

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.