



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 ORCHID COUNTRY CLUB, 1 ORCHID CLUB ROAD, #02-35 PEACH GARDEN, SINGAPORE 769162 ON THE 29TH DAY OF OCTOBER 2015 AT 4.00 PM

TO TRANSACT THE FOLLOWING AS ORDINARY BUSINESS

- To receive and, if approved, to adopt the Audited Accounts for the financial year ended 30 June 2015 ("FY2015") together with the Directors' Report and Auditor's Report thereon. **(Resolution 1)**
- To declare a first and final tax exempt (one-tier) dividend of 0.80 Singapore cents (S\$0.0080) per ordinary share for FY2015. **(Resolution 2)**
- To approve the payment of S\$138,600 (as Directors' Fees for the financial year ending 30 June 2016, to be paid on a quarterly basis in arrears. **(Resolution 3)**
- To re-elect Mr Chen Timothy Teck-Leng who is retiring under Article 107 of the Articles of Association, as Director of the Company.
Mr Chen Timothy Teck-Leng will, upon such re-election, remain as the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee of the Company. Mr Chen Timothy Teck-Leng will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "Rules of Catalist"). **(Resolution 4)**
[See Explanatory Note (1)]
- To re-elect Mr Pao Kiew Tee who is retiring under Article 107 of the Articles of Association, as Director of the Company.
Mr Pao Kiew Tee will, upon such re-election, remain as the Non-Executive Chairman of the Board, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company. Mr Pao Kiew Tee will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist. **(Resolution 5)**
[See Explanatory Note (1)]

- To re-appoint Messrs Nexia TS Public Accounting Corporation, 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 Catalist ("Rules of Catalist") 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 Catalist; 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 Catalist 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 Articles of Association 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: 13 October 2015

Notes:

- A member entitled to attend and vote at the annual general meeting is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy 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 shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the member is a corporation, the instrument appointing a proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.
- 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:

- Please refer to the Section "Board of Directors" in the annual report for the financial year ended 2015 for information on Mr Chen Timothy Teck-Leng and Mr Pao Kiew Tee.
- 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 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.