



**CENTURY LOGISTICS HOLDINGS BERHAD (424341-A)**  
Incorporated in Malaysia

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-First Annual General Meeting (“**AGM**”) of the Company will be held at Function Room 1, Mezzanine Floor, Setia City Convention Centre, No 1, Jalan Setia Dagang AG U13/AG, Setia Alam Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan on Friday, 27 April 2018 at 3:00 p.m. for the following purposes:

#### **AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and the Auditors thereon. (Note 1)
2. To approve the declaration and payment of a single-tier final dividend of 1 sen per share for the financial year ended 31 December 2017. (Resolution 1)
3. To approve the payment of Directors’ fees payable to Non-Executive Directors of the Company amounting to RM144,000 for the financial year ended 31 December 2017. (Resolution 2)
4. To approve the payment of Directors’ fees to Non-Executive Directors of the Company amounting to RM288,000 to be paid on a quarterly basis for the financial year ending 31 December 2018 and thereafter. (Resolution 3)
5. To approve the payment of Directors’ benefits to the Directors up to RM18,000 from 28 April 2018 until the Twenty-Second AGM of the Company. (Resolution 4)
6. To re-elect the following Directors who are due to retire pursuant to Article 82 of the Company’s Articles of Association and being eligible, have offered themselves for re-election:-
  - (a) Yeap Khoo Soon Edwin (Resolution 5)
  - (b) Winston Tan Kheng Huang (Resolution 6)
  - (c) Lee Eui Sung (Resolution 7)
7. To re-elect Park Chul Moon who is due to retire pursuant to Article 85 of the Company’s Articles of Association and being eligible, has offered himself for re-election. (Resolution 8)
8. To re-appoint Messrs. Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 9)

#### **As Special Business**

To consider and, if thought fit, with or without any modification, to pass the following resolutions as Ordinary and Special Resolutions:-

9. **Ordinary Resolution** (Resolution 10)

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**- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

**"THAT** subject always to the Companies Act 2016 ("**the Act**"), the Articles of Association of the Company and Bursa Malaysia Securities Berhad Main Market Listing Requirements, a shareholders' mandate be and is hereby granted to Century Logistics Holdings Berhad and its subsidiary companies to enter into the Recurrent Related Party Transactions as described in the Circular to Shareholders dated 29 March 2018 with the related parties mentioned therein **PROVIDED THAT:**

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and
- (ii) disclosure is made in the annual report of a breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

**AND THAT** the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the general meeting, 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 of the Company after that date it is required to be held pursuant to Section 340(2) of the Act (but must 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 of the Company in general meeting;

whichever is the earlier;

**AND THAT**, the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

10. **Ordinary Resolution**

**- Proposed Renewal of Share Buy-Back Authority of Up to 10% of the Issued and Paid-Up Share Capital of the Company** (Resolution 11)

**"THAT** subject to the compliance with Section 127 of the Companies Act 2016 ("**the Act**") and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time

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through Bursa Malaysia Securities Berhad ("**Bursa Securities**") as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company including the shares previously purchased and retained as Treasury Shares (if any); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase, upon such terms and conditions as set out in the Circular/Statement to Shareholders dated 29 March 2018.

**THAT** such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("**AGM**") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Securities Main Market Listing Requirements and any other relevant authorities.

**THAT** upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion to cancel all the shares so purchased; and/or retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or retain part thereof as treasury shares and cancel the remainder; or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such actions and steps as are necessary or expedient to implement or to effect the purchase of the Company's shares."

11. **Ordinary Resolution**  
**- Authority to Issue Shares pursuant to the Companies Act 2016** (Resolution 12)

"**THAT**, subject always to the Companies Act 2016 ("**the Act**"), the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate

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number of shares issued pursuant to this Resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being; **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

**AND FURTHER THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

12. **Special Resolution** (Resolution 13)  
**- Proposed Change of Name of the Company from "Century Logistics Holdings Berhad" to "CJ Century Logistics Holdings Berhad"**

**"THAT** the name of the Company be changed from "Century Logistics Holdings Berhad" to "CJ Century Logistics Holdings Berhad" effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company ("**Proposed Change of Name**").

**AND THAT** the Directors and/or the Secretaries be and are hereby authorised and empowered to carry out all the necessary steps and formalities in effecting the Proposed Change of Name."

13. To transact any other ordinary business of which due notice has been given.

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a Single-Tier Final Dividend of 1 sen per share in respect of financial year ended 31 December 2017, will be payable on 31 May 2018 to depositors who are registered in the Record of Depositors at the close of business on 11 May 2018, if approved by shareholders at the forthcoming Twenty-First Annual General Meeting on Friday, 27 April 2018.

A Depositor shall qualify for entitlement only in respect of: -

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 11 May 2018 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)**  
**YEOW SZE MIN (MAICSA 7065735)**  
Company Secretaries

Kuala Lumpur  
29 March 2018

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Notes:

1. *This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.*
2. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 April 2018 shall be eligible to attend the Meeting.*
3. *A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A member may appoint more than one (1) proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.*
4. *Where a holder appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.*
6. *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. Where a shareholder is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
7. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.*

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**Explanatory Notes To Special Business:**

1. **Resolution 2, Resolution 3 and Resolution 4**

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the following payments to Directors at the Twenty-First AGM in three (3) separate resolutions as below:-

- **Resolution 2** on payment of Directors' fees totalling RM144,000 in respect of the financial year ended 31 December 2017;
- **Resolution 3** on payment of Directors' fees to Non-Executive Directors of the Company amounting to RM288,000 to be paid on a quarterly basis for the financial year ending 31 December 2018 and thereafter; and
- **Resolution 4** on payment of Directors' benefits of up to RM18,000 in respect of meeting allowances payable for attendance of Board and/or Board Committee Meetings and Annual General Meeting by the Non-Executive Directors with effect from 28 April 2018 up to the next Annual General Meeting.

2. **Resolution 10**

The proposed Ordinary Resolution, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for the Group's day-to-day operations. This mandate shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature are set out in the Circular/Statement to Shareholders dated 29 March 2018 of the Company which is despatched together with the Company's 2017 Annual Report.

3. **Resolution 11**

The proposed Resolution 11 is intended to allow the Company to purchase its own shares up to 10% of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Please refer to the Circular/Statement to Shareholders dated 29 March 2018 of the Company which is despatched together with the Company's 2017 Annual Report

4. **Resolution 12**

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The proposed Resolution 12 is intended to renew the authority granted to the Directors of the Company at the Twentieth Annual General Meeting of the Company held on 21 April 2017 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "**Authority to Issue Shares**").

The General Mandate granted by the shareholders at the Twentieth Annual General Meeting of the Company had not been utilised and hence no proceeds were raised therefrom.

The new General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

5. **Resolution 13**

The proposed resolution 13 is to reflect the combination of the corporate identities of the major shareholder, CJ Logistics Corporation (incorporated in Korea) as well as the existing company, Century.

The proposed resolution 13, if passed, will allow the change of name of the Company from "Century Logistics Holdings Berhad" to "CJ Century Logistics Holdings Berhad" effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company.