



POH TIONG CHOON LOGISTICS LIMITED

(Incorporated in the Republic of Singapore)
Company Reg. No. 196900049H

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting of the Company will be held at Ficus 2 Room, Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Friday, 27 April 2007 at 11.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2006 together with the Auditor's Report thereon. **Resolution 1**
2. To declare a Final Dividend of 1.00 cent per ordinary share less 18% income tax for the financial year ended 31 December 2006. **Resolution 2**
3. To re-elect the following Directors who will retire by rotation pursuant to Article 91 of the Articles of Association of the Company and who, being eligible, will offer themselves for re-election:
 - (a) Mr Poh Kay Yong **Resolution 3**
 - (b) Mr Lew Syn Pau **Resolution 4**
 - *Mr Lew Syn Pau will, upon re-election as Director, continue to serve as Chairman of the Audit Committee and remain as members of the Nominating and Remuneration Committees and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.*
4. To pass the following resolution under Section 153(6) of the Companies Act, Cap. 50:- **Resolution 5**

That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Poh Choon Ann be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company.
5. To approve Directors' fees of S\$190,000 for the financial year ended 31 December 2006 (2005: S\$190,000). **Resolution 6**
6. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:- **Resolution 8**

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that:

 - (a) the aggregate number of shares and/or convertible securities to be issued pursuant to this Resolution does not exceed fifty per cent of the issued shares in the capital of the Company, of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed twenty per cent of the issued shares in the capital of the Company, and for the purpose of determining the aggregate number of shares that may be issued under this Resolution, the percentage of issued shares shall be based on the number of issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for new shares arising from the conversion or exercise of convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed and any subsequent consolidation or subdivision of the shares of the Company; and

AS SPECIAL BUSINESS (cont'd)

- (b) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion 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, whichever is the earlier.

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

Resolution 9

- (1) that for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 of Singapore, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of :

- (a) market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
- (b) off-market purchase(s) (each an "**Off-Market Purchase**") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (2) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
 - (a) the date on which the next Annual General Meeting of the Company is held or required by the law to be held; or
 - (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated.

- (3) in this Ordinary Resolution:

"**Maximum Limit**" means that number of issued Shares representing 10 per cent of the number of issued ordinary shares of the Company as at the date of the passing of this Ordinary Resolution (excluding any Shares which are held as treasury shares as at that date); and

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (a) in the case of a Market Purchase, 105 per cent of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120 per cent of the Average Closing Price of the Shares,

AS SPECIAL BUSINESS (cont'd)

Where:

"Average Closing Price" means the average of the closing market price of a Share over the last five (5) Market Days (a "Market Day" being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) Market Days; and

- (4) the Directors of the Company 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 and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

ANY OTHER BUSINESS

9. To transact any other business that may be transacted at an Annual General Meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED

1. The proposed Ordinary Resolution 8, if passed, will renew the authority given to the Directors at the last Annual General Meeting and will empower the Directors, until the next Annual General Meeting, to issue new shares and/or convertible securities in the Company, including a rights or bonus issue. The maximum number of shares which the Directors may issue pursuant to this Resolution shall not exceed the quantum set out in the Resolution.
2. The proposed Ordinary Resolution 9, if passed, will renew the authority given to the Directors at the Annual General Meeting of the Company held on 28 April 2006 and will empower the Directors to purchase or acquire, from the date of the above meeting to the date of the next Annual General Meeting, an aggregate number of shares not exceeding ten per cent of the issued shares in the capital of the Company as at the date of this Resolution. More details of the Share Purchase Mandate to be renewed is set out in the letter to shareholders enclosed with this Notice.

By Order of the Board

Koh Geok Hoon Judy (Ms)
Koh Ee Koon (Ms)
Company Secretaries

Singapore
12 April 2007

NOTES

- (a) A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company and where there are two proxies, the number of shares to be represented by each proxy must be stated.
- (b) The instrument or form appointing a proxy or proxies, duly executed, must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 8 Cross Street #11-00 PwC Building, Singapore 048424, not less than 48 hours before the time for holding the above Annual General Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

Notice is hereby given that the Transfer Books and Register of Members of the Company will be closed on 11 May 2007 for the preparation of dividend warrants. Duly completed transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services at 8 Cross Street #11-00, PwC Building, Singapore 048424 up to 5.00 p.m. on 10 May 2007 will be registered before entitlements to the dividends are determined. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 10 May 2007 will be entitled to the proposed dividend. The proposed dividend, if approved by members at the Annual General Meeting, will be paid on 25 May 2007.