

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused this Circular prior to its issuance as it is an exempted document.

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SWIFT HAULAGE BERHAD
[Registration No. 200001030627 (533234-V)]
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED AMENDMENT TO THE CONSTITUTION OF
THE COMPANY (“PROPOSED AMENDMENT”)**

The resolution in respect of the above Proposed Amendment will be tabled at the Extraordinary General Meeting (“**EGM**”) of the Company which will be conducted virtually at the broadcast venue at the Board Room, Suite 8.02, Level 8, Intan Millennium Square 2, No. 88, Jalan Batai Laut 4, Taman Intan, 41300 Klang, Selangor Darul Ehsan on Monday, 21 October 2024 at 10.00 a.m., or any adjournment thereof. The Notice of EGM and Form of Proxy, together with this Circular, are available at the Company’s website www.swiftlogistics.com.my.

If you are not able to participate and vote at the EGM via live stream and online voting, you may complete the Form of Proxy and deposit it to the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submit the Form of Proxy electronically via Securities Services e-Portal at <https://sshbsb.net.my> or via email at eservices@sshbsb.com.my, not less than forty-eight (48) hours before the time appointed for holding the EGM.

Date and Time of the EGM	Monday, 21 October 2024 at 10:00 a.m.
Last date and time for lodging the Form of Proxy	: Saturday, 19 October 2024 at 10:00 a.m.
Meeting Platform of the EGM	: Online platform at https://sshbsb.net.my/login.aspx

This Circular is dated 27 September 2024

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

“Act”	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof
“Board” or “Directors”	:	Board of Directors of Swift Haulage
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No.: 200301033577 (635998-W)]
“Constitution”	:	Constitution of the Company
Director(s)	:	Members of the Board and shall have the meaning given in Section 2(1) of Capital Markets and Services Act 2007
“EGM”	:	Extraordinary General Meeting
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time
“LPD”	:	28 August 2024, being the latest practicable date prior to the printing of this Circular
“Major Shareholder”	:	A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is – (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For the purposes of this definition, “interest in shares” shall have the same meaning given in Section 8 of the Act
“SC”	:	Securities Commission Malaysia
“Shareholders”	:	Shareholders of Swift Haulage
“Swift Haulage” or “the Company”	:	Swift Haulage Berhad [Registration No. 200001030627 (533234-V)]
“Swift Haulage” or “the Group”	:	Swift Haulage and its subsidiary companies, collectively
“Substantial Shareholder”	:	Shall have the meaning given in Section 136 of the Act

All references to “**you**” in this Circular are to the shareholders of the Company who are entitled to attend and vote at the EGM and whose names appear in Swift Haulage’s Record of Depositors as at 14 October 2024.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural, and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to any enactment in this Circular is a reference to that enactment as amended or re-enacted from time to time.

Any reference to a time of day in this Circular is a reference to Malaysia time, unless otherwise stated.

Any discrepancy in the figures included in this Circular between the amounts stated and the totals thereof are due to rounding.

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NOTICE OF EGM

ENCLOSED

FORM OF PROXY

ENCLOSED



SWIFT HAULAGE BERHAD

[Registration No. 200001030627 (533234-V)]
(Incorporated in Malaysia)

Registered Office:

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan

27 September 2024

Board of Directors

Tan Sri Dato Sri Abi Musa Asa'ari Bin Mohamed Nor (*Independent Non-Executive Chairman*)
Loo Yong Hui (*Non-Independent Executive Director / Group Chief Executive Officer*)
Loo Hooi Keat (*Non-Independent Non-Executive Director / Advisor*)
Dato' Haji Md Yusoff @ Mohd Yusoff Bin Jaafar (*Non-Independent Non-Executive Director*)
Dato' Gopikrishnan A/L N.S. Menon (*Independent Non-Executive Director*)
Datuk Noripah Binti Kamso (*Independent Non-Executive Director*)
Rozainah Binti Awang (*Independent Non-Executive Director*)
Kee Chung Ching (*Non-Independent Executive Director*)

To: The Shareholders of Swift Haulage

Dear Sir/Madam,

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

1.0 INTRODUCTION

On 25 September 2024, Swift Haulage had announced that the Company's intention to seek the Shareholders' approval for the Proposed Amendment.

The purpose of this Circular is to provide you with the details and information on the Proposed Amendment and to seek your approval for the Special Resolution pertaining to the Proposed Amendment to be tabled at the forthcoming EGM of the Company.

SHAREHOLDERS OF SWIFT HAULAGE ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH ITS APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE SPECIAL RESOLUTION TO GIVE EFFECT TO THE PROPOSED AMENDMENT AT THE FORTHCOMING EGM OF THE COMPANY.

2.0 DETAILS OF THE PROPOSED AMENDMENT

Details of the Proposed Amendment are set out in Appendix II of this Circular.

3.0 RATIONALE FOR THE PROPOSED AMENDMENT

The Proposed Amendment is to remove the restriction on the maximum number of Directors in order to provide the Company with the flexibility and governance tools necessary to support its continued growth and success.

4.0 EFFECTS OF THE PROPOSED AMENDMENT

The Proposed Amendment will not have any effect on the earnings per share, net assets per share, gearing, share capital, substantial shareholders' shareholdings and shareholdings structure of Swift Haulage and the Group.

5.0 APPROVAL REQUIRED

The Proposed Amendment is conditional upon the approval of the shareholders of Swift Haulage at the forthcoming EGM or at any adjournment thereof.

6.0 DIRECTORS' AND/OR MAJOR SHAREHOLDERS' INTERESTS

None of the Directors, major shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Amendment.

7.0 DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Amendment, is of the opinion that the Proposed Amendment is in the best interest of the Company and hereby recommends that you vote in favour of the Special Resolution pertaining to the Proposed Amendment, to be tabled at the forthcoming EGM or at any adjournment thereof.

8.0 FURTHER INFORMATION

Shareholders are advised to refer to the attached appendices for further information.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or information contained in this Circular, and there are no other facts and information the omission of which would make any statement in this Circular false or misleading.

2. DOCUMENT FOR INSPECTION

The Constitution is available for inspection at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal business hours (except public holidays) from the date of this Circular up to and including the date of the EGM.

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PROPOSED AMENDMENT TO THE EXISTING CONSTITUTION OF SWIFT HAULAGE

Clause No.	Existing Clause	Proposed New Clause
21.1	<p><u>Number of Directors on the Board</u></p> <p>Until otherwise determined by the Company in a meeting of Members, the number of Directors shall not be less than two (2) and not more than nine (9). All the Directors of the Company shall be natural persons of at least eighteen (18) years of age.</p>	<p>To remove the maximum number of Directors in the existing Clause 21.1. The new Clause 21.1 is as follows:-</p> <p><u>Number of Directors on the Board</u></p> <p>Until otherwise determined by the Company in a meeting of Members, the number of Directors shall not be less than two (2) but in the event of any vacancy occurring that reduces the number of Directors below the aforesaid minimum number, the remaining Directors or Director may act only for the purpose of filling up such vacancy or vacancies to the minimum number or of summoning a general meeting of the Company save and except in an emergency.</p>



SWIFT HAULAGE BERHAD
[Registration No. 200001030627 (533234-V)]

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EGM**”) of SWIFT HAULAGE BERHAD (“**Company**”) will be conducted virtually at the broadcast venue at Board Room, Suite 8.02, Level 8, Intan Millennium Square 2, No. 88, Jalan Batai Laut 4, Taman Intan, 41300 Klang, Selangor Darul Ehsan on Monday, 21 October 2024 at 10:00 a.m. or at any adjournment thereof, for the following purposes:-

AGENDA

To consider and, if thought fit, with or without modifications, to pass the following Special Resolution:-

1. **SPECIAL RESOLUTION**

- **PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENT”)**

**Special
Resolution**

“**RESOLVED THAT** approval be and is hereby given to amend and modify the existing Constitution in the form and manner as set out in Appendix II of the Circular to Shareholders dated 27 September 2024.

***[Please refer to
the Explanatory
Note]***

Also **RESOLVED THAT** the Directors be and are hereby authorised to do or procure to be done all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendment with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.”

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC No.: 201908002648)
LIM LIH CHAU (LS0010105) (SSM PC NO.: 201908001454)
Company Secretaries

Kuala Lumpur
27 September 2024

Notes:-

1. The Broadcast Venue, which is the main venue of the Meeting is strictly for the purpose of complying with Section 327(2) of the Act and Clause 18.4(a) of the Company's Constitution, which require the Chairman to be present at the main venue of the Meeting. No shareholders/proxies/corporate representatives will be physically present at Broadcast Venue on the day of the Meeting.

With the RPV facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise your right to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the Meeting.

As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers as revised, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within the online platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to eservices@sshsb.com.my during the Meeting. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during the Meeting.

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on **14 October 2024** ("**General Meeting Record of Depositors**") shall be eligible to attend, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
3. A member entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the Corporation's common seal or under the hand of an officer or attorney duly authorised.
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, Wilayah Persekutuan or submit the Form of Proxy electronically via Securities Services e-Portal at <https://sshsb.net.my> or email to eservices@sshsb.com.my, not later than forty-eight (48) hours before the time set for holding the meeting.

Please refer to the Administrative Guide for the EGM of the Company that is available for download at www.swiftlogistics.com.my for further details.

Explanatory Note

The Special Resolution, if passed, will remove the maximum number of Directors in the Company. The Proposed Amendment will take effect once the Special Resolution is passed by a majority of not less than 75% of such members who are entitled to vote in person or by proxy at the EGM.

Please refer to Circular to Shareholders dated 27 September 2024 for more information.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.



SWIFT HAULAGE BERHAD
[Registration No. 200001030627 (533234-V)]

FORM OF PROXY

*I/We:

Full Name (In Block)	CDS account no.:	No. of Shares held:
Address:	NRIC/Passport/Registration no.:	
Contact No.:	Email address:	

being a *member / members of **SWIFT HAULAGE BERHAD** (“**Company**”), do hereby appoint:

First Proxy “A”

Full Name (In Block)	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email:		
	Contact:		

AND

***Second Proxy “B”**

Full Name (In Block)	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email:		
	Contact:		

*or failing him/her, the CHAIRMAN OF THE MEETING as * my/our proxy to vote for * me/us on * my/our behalf at the Extraordinary General Meeting (“**EGM**”) of the Company to be conducted virtually at the broadcast venue at Board Room, Suite 8.02, Level 8, Intan Millennium Square 2, No. 88, Jalan Batai Laut 4, Taman Intan, 41300 Klang, Selangor Darul Ehsan on Monday, 21 October 2024 at 10:00 a.m. or at any adjournment thereof.

Please indicate with an “x” in the appropriate space(s) provided below on how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at *his/her discretion.

Special Resolution	For	Against
Proposed Amendment to the Constitution of the Company		

**strike out whichever not applicable*

Dated this _____ day of _____ 2024.

Signature of Member/Common
Seal

Notes:-

1. The Broadcast Venue, which is the main venue of the Meeting is strictly for the purpose of complying with Section 327(2) of the Act and Clause 18.4(a) of the Company's Constitution, which require the Chairman to be present at the main venue of the Meeting. No shareholders/proxies/corporate representatives will be physically present at Broadcast Venue on the day of the Meeting.

With the RPV facilities, the members, proxies and/or corporate representatives are strongly encouraged to exercise your right to participate (including to pose questions to the Chairman, Board of Directors or Management) and vote at the Meeting.

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4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the Corporation's common seal or under the hand of an officer or attorney duly authorised.
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, Wilayah Persekutuan or submit the Form of Proxy electronically via Securities Services e-Portal at <https://sshbsb.net.my> or email to eservices@sshbsb.com.my, not later than forty-eight (48) hours before the time set for holding the meeting not later than forty-eight (48) hours before the time set for holding the meeting.

Please refer to the Administrative Guide for the EGM of the Company that is available for download at www.swiftlogistics.com.my for further details.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 27 September 2024.

Please fold along this line (1)

**Postage
Stamp**

Registered Office
SWIFT HAULAGE BERHAD
[Registration No. 200001030627 (533234-V)]
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

Please fold along this line (2)