

FREIGHT LINKS EXPRESS HOLDINGS LIMITED
(Company Registration Number:198600061G)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Freight Links Express Holdings Limited will be held at 51 Penjuru Road #04-00, Freight Links Express Logisticentre, Singapore 609143, on Tuesday 31 August 2010 at 9:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 30 April 2010 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a First and Final Dividend of 0.25 cent per ordinary share and a Special Dividend of 0.1 cent per ordinary share for the year ended 30 April 2010. **(Resolution 2)**
3. To approve the payment of Directors' Fees of S\$120,000/-. **(Resolution 3)**
4. To re-elect Mr Sebastian Tan Cher Liang as a Director retiring under Article 94 of the Articles of Association of the Company. **(Resolution 4)**

[Note:- Mr Sebastian Tan Cher Liang shall upon his re-election as a Director, remain as an Independent Director, as well as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees. He is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Ltd ("SGX-ST").]

5. To re-elect Mr Derek Loh Eu Tse as a Director retiring under Article 94 of the Articles of Association of the Company. **(Resolution 5)**

[Note:- Mr Derek Loh Eu Tse shall upon his re-election as a Director, remain as an Independent Director, as well as the Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee. He is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.]

6. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolutions, with or without amendments, as Ordinary Resolutions:

7.1 ORDINARY RESOLUTION: Authority to allot and issue shares up to 100% of the total number of issued shares in the capital of the Company

"THAT pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares and convertible securities 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) 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 may in their absolute discretion deem fit; and
- (b) (notwithstanding 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 was in force,

Provided that:

- (1) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall, (a) in the case of a renounceable rights issue, not exceed 100% of the total number of issued shares (excluding treasury shares), and (b) in all other cases, shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall 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.” **(Resolution 7)**

7.2 Authority to allot and issue new shares other than on a pro-rata basis to shareholders at a discount exceeding 10% but not more than 20%

“That, conditional upon the passing of Resolution 7 above, but without limiting the effect of the authority in Resolution 7 above, authority be and is hereby given to the Directors to issue new shares and convertible securities in the capital of the Company (whether in pursuance of any offer, agreement or option made or granted by the Directors or otherwise) other than on a pro-rata basis to shareholders at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price may represent a discount exceeding 10% but not more than 20% (or such other discount as may be permitted by the SGX-ST from time to time) to the price per share determined in accordance with the requirements of the SGX-ST.” **(Resolution 8)**

7.3 Authority to allot and issue shares under FLEH Share Option Scheme

That:-

- (a) approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the FLEH Share Option Scheme; and
- (b) approval be and is hereby given to the Directors to exercise full powers of the Company to issue, allot or otherwise dispose of shares in the Company as may be required to be issued, allotted or disposed, in connection with or pursuant to the exercise of the options granted under the FLEH Share Option Scheme.

Provided that the aggregate number of shares to be issued and allotted pursuant to the FLEH Share Option Scheme shall not exceed 15 percent of the total number of issued shares of the Company from time to time. **(Resolution 9)**

8. To transact any other business that can be transacted at an Annual General Meeting of which due notice shall have been given.

BY ORDER OF THE BOARD

DOROTHY HO / NANCY QUEK

Company Secretaries

Singapore, 6 August 2010

Notes:

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company and where there are two proxies, the number of share to be represented by each proxy must be stated.
2. The instrument appointing a Proxy must be deposited at the Company's Registered Office at 51 Penjuru Road #04-00, Freight Links Express Logisticentre, Singapore 609143, not less than 48 hours before the time appointed for the Meeting.

Explanatory Notes:

- (1) Resolution 7 proposed in item 7.1 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting to issue shares and convertible securities in the Company, without seeking any further approval from the shareholders at a general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider in the interests of the Company. This proposed Resolution, if passed, will authorise and empower the Directors of the Company to issue up to 100% of the Company's issued shares in the case of a pro-rata renounceable rights issue. This is pursuant to one of the new measures introduced by the Singapore Exchange Securities Trading Limited ("SGX-ST") on 20 February 2009 and which will be in effect until 31 December 2010.
- (2) Resolution 8 proposed in item 7.2 above, if passed, will empower the Directors of the Company to issue shares in the capital of the Company other than on a pro-rata basis to shareholders of the Company at a price which shall represent not more than a 20% discount (or such other discount as may be permitted by the SGX-ST from time to time) to the price per share determined in accordance with the requirements of the SGX-ST, without seeking any further approval from shareholders in general meeting but within the limitation imposed by the Resolution. This is also pursuant to one of the new measures introduced by SGX-ST on 20 February 2009 and which will be in effect until 31 December 2010.
- (3) Resolution 9 proposed in item 7.3 above, is to empower the Directors to grant options, allot and issue shares pursuant to the exercise of options under the FLEH Share Option Scheme, provided that the aggregate number of shares to be issued under the FLEH Share Option Scheme does not exceed fifteen per cent (15%) of the total number of issued shares of the Company from time to time.