

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of **FREIGHT LINKS EXPRESS HOLDINGS LIMITED** (the “**Company**”) will be held on 31 August 2010 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same place) at 51 Penjuru Road, #04-00, Freight Links Express Logisticentre, Singapore 609143 for the purpose of considering, and if thought fit, passing with or without modifications, the following Ordinary Resolutions and Special Resolution:

**(1) ORDINARY RESOLUTION (1) - THE PROPOSED SHARE BUYBACK MANDATE**

(1) THAT:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), 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 of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) an on-market purchase (“**On-Market Purchase**”) transacted through the SGX-ST’s Central Limit Order Book trading system, through one or more duly licensed stockbrokers appointed by the Company for such purpose; and/or
- (ii) an off-market purchase (“**Off-Market Purchase**”) pursuant to an equal access scheme(s) (as defined in Section 76C of the Act) as may be determined or formulated by the Directors as they consider fit, of which such scheme(s) shall satisfy all the conditions pursuant to the proposed Share Buyback Mandate,

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

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback 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 Resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;
- (iii) the date on which the authority conferred by the proposed Share Buyback Mandate is revoked or varied by the Company in general meeting; or
- (iv) the date on which the share purchases pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

(c) in this Resolution:

“**Maximum Limit**” means that number of Shares representing 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage fees, stamp duties payable, applicable goods and services tax and other related expenses) to be paid per Share for any Share buy-backs shall be determined by the Directors, subject always to a maximum price (“**Maximum Price**”) which:-

- (i) in the case of an On-Market Purchase, shall mean the price per Share based on not more than 5% above the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, shall mean the price per Share based on not more than 10% above the Average Closing Price.

Where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the 5 consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of the on-market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST, for any corporate action which occurs after the relevant 5 day period; and

“**date of the making of the offer**” means the date on which the Company makes an offer for an off-market purchase, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase; and

- (d) 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 expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

(2) **SPECIAL RESOLUTION (2) – THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

(2) THAT:

- (a) the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in **Appendix B (Amendments to the Memorandum and Articles of Association)** to the Circular to shareholders of the Company dated 6 August 2010, be approved and adopted and the reprinting of the Memorandum and Articles of Association of the Company to reflect the proposed amendments as described, be and are hereby approved; and
- (b) the Directors of the Company be and are hereby authorised to do all acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company, in connection with the subject matter of, or to give effect to, this special resolution.

**(3) ORDINARY RESOLUTION (3) – THE PROPOSED SCRIP DIVIDEND SCHEME**

- (3) THAT contingent upon the passing of Resolution 2 above:
- (a) the Scrip Dividend Scheme (as defined in the Circular) under which the Directors may, whenever the Directors of the Company in general meeting have resolved that a dividend (including an interim, final, special or other dividend) be paid or declared on the Shares of the Company, resolve that Shareholders entitled to such dividend may elect to receive an allotment of Shares credited as fully paid in lieu of cash in respect of the dividend (further particulars of which are set out in the Circular in respect of the proposed Scrip Dividend Scheme), be and is hereby approved; and
  - (b) the Directors be and are hereby authorized:
    - (i) to establish and administer the Scrip Dividend Scheme;
    - (ii) to modify and/or alter the Scrip Dividend Scheme from time to time and to do all such acts and things and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Scrip Dividend Scheme; and
  - (c) pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be allotted and issued pursuant to the Scrip Dividend Scheme.

**BY ORDER OF THE BOARD**

Dorothy Ho/Nancy Quek  
Company Secretaries  
**FREIGHT LINKS EXPRESS HOLDINGS LIMITED**  
Singapore, 6 August 2010

**IMPORTANT** Please read notes below:

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**Notes:**

1. A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be lodged at the registered office of the Company at 51 Penjuru Road, #04-00, Freight Links Express Logisticentre, Singapore 609143 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
3. The source of funds, amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or retained profits, and the price at which such shares were purchased or acquired. The illustrative financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Buyback Mandate based on the audited financial statements of the Company and its subsidiaries for the financial year ended 30 April 2010 are set out in paragraph 2.8 of the Circular.