

Freight Links Express Holdings Limited

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Freight Links Express Holdings Limited will be held at 51Penjuru Road #04-00, Freight Links Express Logisticcentre, Singapore 609143, on Thursday, 30 August 2007 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 year ended 30 April 2007 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a First and Final Dividend of 0.25 cent per ordinary share (tax exempt - one-tier) for the year ended 30 April 2007. **(Resolution 2)**
3. To approve the payment of Directors' Fees of S\$234,329 (2006: S\$235,000). **(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)**

Mr Sebastian Tan Cher Liang will upon his re-appointment as a Director, remain as an Independent Director, Chairman of Audit Committee and member of the Nominating Committee and Remuneration Committee. He is considered as independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Ltd.

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)**

Mr Derek Loh Eu Tse will upon his re-appointment as a Director, remain as an Independent Director, Chairman of the Nominating Committee and Remuneration Committee and member of the Audit Committee. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

6. To re-appoint KPMG as the Company's Auditors 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 "That authority be and is hereby given to the Directors to:

- (a) (i) issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise), and including any capitalization pursuant to Article 115 of the Company's Articles of Association of any sum for the time being standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution; 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:
 - (aa) the creation and issue of warrants, debentures or other instruments convertible into Shares; and
 - (bb) adjustments to the Instruments and any Shares to be issued pursuant to such adjustments to the Instruments,

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 that the authority conferred by this resolution (“Resolution”) may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument), does not exceed 50% of the issued Shares (as calculated in accordance with sub-paragraph (ii) 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 but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 20% of the issued Shares (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares shall be based on the maximum potential issued Shares as at the date of passing of this Resolution after adjusting for:
- (aa) new Shares arising from the conversion or exercise of convertible securities or employee share options in issue as at the date of the passing of this Resolution; and
- (bb) any subsequent consolidation or sub-division of Shares;
- (iii) in exercising the authority to make or grant Instruments (including the making of any adjustments under any relevant Instrument), the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association for the time being of the Company; and
- (iv) (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 “That authority be and is hereby given to the Directors of the Company to allot and issue shares in the capital of the Company to all the holders of the options granted by the Company under the FLEH Share Option Scheme (“the Scheme”), upon the exercise of such options and in accordance with the terms and conditions and subject to the limit set out in the Scheme.” **(Resolution 8)**

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

By Order of the Board

Dorothy Ho
Company Secretary

Singapore: 15 August 2007

Notes:

1. A member of the Company entitled to attend and vote is entitled to appoint one or two proxies to attend and vote instead of him and such proxies need not be a member of the Company.
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:

Ordinary Resolution 7 proposed in item 7.1 above, if passed, will empower the Directors of the Company from the date of the above meeting until the next Annual General Meeting, to issue shares and convertible securities in the capital of the Company, without seeking any further approval from shareholders in general meeting but within the limitation imposed by the Resolution, for such purposes as the Directors may consider to be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or at the expiration of the period within which the next Annual General Meeting is required by the law to be held, whichever is the earlier.

Ordinary Resolution 8 proposed in item 7.2 above, if passed, will empower the Directors of the Company to grant options, allot and issue from time to time such number of shares in the capital of the Company pursuant to the exercise of the options under the Scheme.

The aggregate number of shares to be allotted and issued pursuant to the exercise of options under the Scheme shall not exceed 15% of the issued shares in the capital of the Company for the time being.