

FREIGHT LINKS EXPRESS HOLDINGS LIMITED
(Company Registration No. 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 Friday 28 August 2009 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 2009 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' Fees of S\$200,000. **(Resolution 2)**
3. To re-elect Mr Eric Khua Kian Keong as a Director retiring under Article 94 of the Articles of Association of the Company. **(Resolution 3)**
4. To re-elect Mr Thomas Woo Sai Meng as a Director retiring under Article 94 of the Articles of Association of the Company. **(Resolution 4)**
5. To re-appoint KPMG LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

6.1 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 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 (as well as adjustments to) 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), must be not more than 50% of the total number of issued Shares (excluding treasury 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 existing 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) must be not more than 20% of the total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) 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 total number of issued Shares (excluding treasury shares) at the time of passing of this Resolution after adjusting for:

(aa) new Shares arising from the conversion or exercise of convertible securities or share options outstanding or subsisting at the time of passing of this Resolution; and

(bb) any subsequent bonus issue or consolidation or sub-division of Shares;

(iii) the 50% limit in sub-paragraph (i) above may be increased to 100% for the Company to undertake pro rata renounceable rights issues;

(iv) 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

(v) (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 6)**

6.2 ORDINARY RESOLUTION: Authority to allot and issue shares other than on a pro rata basis to shareholders at a discount of not more than 20%

"That conditional upon the passing of Resolution 6 above, but without limiting the effect of the authority in Resolution 6 above, authority be and is hereby given to the Directors to issue new ordinary shares in the capital of the Company other than on a pro rata basis to shareholders of the Company 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 7)**

6.3 ORDINARY RESOLUTION: Authority to allot and issue shares under the FLEH Share Option Scheme

"That authority be and is hereby given to the Directors of the Company 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 issued pursuant to the exercise of options under the FLEH Share Option Scheme ("the Scheme"), in accordance with the terms and conditions and subject to the limit set out in the Scheme." **(Resolution 8)**

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

By Order of the Board

Dorothy Ho / Lynette Tan
Joint Company Secretaries
Singapore, 13 August 2009

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 proxies need not be members 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 Logisticcentre, Singapore 609143, not less than 48 hours before the time appointed for the Meeting.

Explanatory Notes:

Ordinary Resolution 6 proposed in item 6.1 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. The number of shares and convertible securities that the Directors may issue would not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution. The said 50% limit may be increased to 100% for pro rata renounceable rights issues. Issues other than on a pro rata basis to shareholders would not exceed 20% of the total number of issued shares (excluding treasury shares).

Ordinary Resolution 7 proposed in item 6.2 above, if passed, will empower the Directors of the Company to issue new shares in the capital of the Company, other than on a pro rata basis to shareholders at a price which shall 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, without seeking any further approval from shareholders in general meeting but within the limitation imposed by the Resolution.

Ordinary Resolution 8 proposed in item 6.3 above, if passed, will empower the Directors of the Company to 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 total number of issued shares (excluding treasury shares) in the capital of the Company for the time being.

The respective authorities under Ordinary Resolutions 6, 7 and 8 will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by the law to be held, whichever is the earlier.