

FRENCKEN GROUP LIMITED

(Registration No. : 199905084D)
(Incorporated in the Republic of Singapore)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Orchard Parade Hotel, Level 2 Antica I, 1 Tanglin Road, Singapore 247905 on Thursday, 23 April 2015 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2014 together with the Auditor's Report thereon. **(Resolution 1)**
2. To declare a first and final exempt (one-tier) dividend of 1.00 cents per share for the financial year ended 31 December 2014. **(Resolution 2)**
3. To approve the Directors' fees of \$184,700 for the financial year ended 31 December 2014. **(Resolution 3)**
4. To re-elect Mr Chia Chor Leong, retiring pursuant to Article 89 of the Company's Articles of Association. [See Explanatory Note 1] **(Resolution 4)**
5. To re-elect Mr Sim Mong Huat, retiring pursuant to Article 89 of the Company's Articles of Association. [See Explanatory Note 2] **(Resolution 5)**
6. To re-elect Dato' Gooi Soon Chai, retiring pursuant to Article 88 of the Company's Articles of Association. [See Explanatory Note 3] **(Resolution 6)**
7. To re-appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolution with or without modifications:

8. **Authority to allot and issue shares** **(Resolution 8)**
 - (a) That pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

SPECIAL BUSINESS (continued)

- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while the authority was in force,

provided always 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) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;

- a) new shares arising from the conversion or exercise of convertible securities;
- b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited; and
- c) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note 4]

9. Authority to grant options and to issue shares under the Company Employee Share Option Scheme 2008 (the "Scheme") (Resolution 9)

That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions with the Scheme and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options under the Scheme always that the total number of new shares issued and issuable in respect of all options granted thereunder, shall not exceed fifteen per cent (15%) of the total number of issued shares of the Company from time to time.

[See Explanatory Note 5]

OTHER BUSINESS

10. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the Annual General Meeting to be held at 23 April 2015.

1. A first and final exempt (one-tier) dividend of 1.00 cents per share for the financial year ended 31 December 2014 will be paid on 15 May 2015.
2. The Share Transfer Books and Register of Members of the Company will be closed on 4 May 2015 for preparation of dividend warrants. Duly completed and stamped transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd), 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on 30 April 2015 will be registered to determine members' entitlements to the proposed dividend. Members (being depositors) whose securities account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 30 April 2015 will be entitled to the payment of the proposed dividend.

ON BEHALF OF THE BOARD

Sim Mong Huat
Executive Director

8 April 2015

Explanatory Notes:

1. Mr Chia Chor Leong who is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited, will, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committee. There are no relationships (including immediate family relationships) between Mr Chia Chor Leong and the other Directors of the Company or its shareholders. Detailed information on Mr Chia Chor Leong can be found on the Profile of Board of Directors and Key Management section of the Annual Report 2014.
2. There are no relationships (including immediate family relationships) between Mr Sim Mong Huat and the other Directors of the Company or its shareholders. Detailed information on Mr Sim Mong Huat can be found on the Profile of Board of Directors and Key Management section of the Annual Report 2014.
3. There are no relationships (including immediate family relationships) between Dato' Gooi Soon Cahi and the other Directors of the Company. Detailed information on Dato' Gooi Soon Chai can be found on the Profile of Board of Directors and Key Management section of the Annual Report 2014.
4. The ordinary resolution in item no. 8 is to authorise 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 Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would 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.
5. The ordinary resolution proposed in item no. 9 is to authorise the Directors of the Company to offer and grant options under the Company Share Option Scheme 2008 and to allot and issue shares pursuant to the exercise of such shares under the Scheme not exceeding fifteen per cent (15%) of the Company from time to time.

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
2. A proxy need not be a member of the Company.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898 not later than 48 hours before the time appointed for the Meeting.

Personal Data Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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) 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.