

FRENCKEN GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 199905084D)

APPLICATION FOR THE LISTING AND QUOTATION OF UP TO 27,734,113 NEW ORDINARY SHARES IN FRENCKEN GROUP LIMITED ("FRENCKEN") TO BE ISSUED IN CONNECTION WITH THE PRE-CONDITIONAL VOLUNTARY CONDITIONAL OFFER FOR JUKEN TECHNOLOGY LIMITED ("JUKEN")

1. The board of directors of Frencken ("**Board**") refers to the announcement on 16 May 2012 (the "**Pre-Conditional Offer Announcement**") made by DBS Bank Ltd., for and on behalf of Frencken that, subject to the satisfaction or waiver of the Pre-Condition (as defined below), Frencken intends to make a voluntary conditional offer (the "**Offer**") for all the issued and paid up ordinary shares in the capital of Juken (excluding issued and paid up ordinary shares held by Juken as treasury shares) (the "**Juken Shares**"), other than those already owned, controlled or agreed to be acquired by Frencken in accordance with Rule 15 of the Singapore Code on Takeovers and Mergers (the "**Code**").

As announced in the Pre-Conditional Offer Announcement, Frencken also intends to make an offer (the "**Warrants Offer**") to holders of outstanding warrants issued by Juken pursuant to the Offer Information Statement dated 28 January 2010 (the "**Warrants**") in accordance with Rule 19 of the Code, and a proposal (the "**Options Proposal**") to holders of outstanding options granted by Juken pursuant to the Juken Share Option Scheme, approved and adopted by Juken at the extraordinary general meeting of Juken held on 8 April 2004 (the "**Juken Options**").

The Offer, if made, would constitute a major transaction under Chapter 10 of the SGX-ST listing manual (the "**Listing Manual**") and is therefore subject to and conditional upon approval of the shareholders of Frencken (the "**Frencken Shareholders**") at a general meeting of Frencken (or any adjournment thereof) (the "**Frencken EGM**") by way of ordinary resolutions.

An announcement ("**Chapter 10 Announcement**") in this respect was made on 16 May 2012 in compliance with Rule 1014(1) of the Listing Manual.

In connection with the above, the directors of Frencken (the "**Frencken Directors**") intend to convene the Frencken EGM to seek the approval of the Frencken Shareholders for:

- (a) the Acquisition (as defined below);
- (b) the Offer, the Warrants Offer, and the Options Proposal to be made on the terms set out in the Pre-Conditional Offer Announcement; and
- (c) the allotment and issue of new ordinary shares in the share capital of Frencken (the "**New Frencken Shares**") for the purpose of satisfaction of the Shares Consideration (as defined in the Chapter 10 Announcement).

As stated in the Pre-Conditional Offer Announcement, the making of the Offer, the Warrants Offer, the Options Proposal, and the posting of the formal offer document containing the terms and conditions of the Offer to the shareholders of Juken (the "**Juken Shareholders**") will not be made unless and until the following pre-condition has been satisfied or waived (the "**Pre-Condition**"):

All resolutions as may be necessary or incidental to approve, implement and effect the Offer, the Warrants Offer and the Options Proposal, and the acquisition of any Juken Shares other than those Juken Shares already owned, controlled or agreed to be acquired by Frencken (the "**Acquisition**") having been passed at a general meeting of the shareholders of Frencken (or any adjournment thereof).

All capitalised terms used and not defined herein shall have the same meanings given to them in the Chapter 10 Announcement, unless otherwise expressly stated or the context otherwise requires.

2. The Board is pleased to announce that the Singapore Exchange Securities Trading Limited ("**SGX-ST**") has on 27 July 2012 granted approval-in-principle for the listing and quotation of up to 27,734,113 New Frencken Shares on the Official List of the SGX-ST, subject to the following:
 - (a) compliance with the SGX-ST's listing requirements;
 - (b) Frencken Shareholders' approval being obtained for the Acquisition, the Offer, Warrants Offer, Options Proposal and issuance of New Frencken Shares, to be made to accepting Juken Shareholders, holders of Warrants or holders of Juken Options in connection with the Acquisition; and
 - (c) Frencken having received valid acceptances, which together with the Juken Shares owned, controlled or agreed to be acquired by Frencken and parties acting in concert with it either before or during the Offer and pursuant to the Offer or otherwise, will result in them holding more than 50% of the voting rights attributable to the Juken Shares (including Juken Shares to be issued pursuant to existing Warrants and Juken Options) as at the Closing Date of the Offer.

The SGX-ST's in-principle approval is not an indication of the merits of the New Frencken Shares, Frencken and/or its subsidiaries.

3. **DIRECTORS' RESPONSIBILITY STATEMENT**

The directors of Frencken (including any Frencken Director who may have delegated detailed supervision of the preparation of this Announcement) collectively and individually accept full responsibility for the accuracy of the information given in this Announcement (other than those relating to Juken) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Acquisition, the Offer, Frencken and its subsidiaries, and the Frencken Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading.

Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from Juken or a named source, the sole responsibility of the Frencken Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

BY ORDER OF THE BOARD

Gooi Soon Hock
Executive Director
27 July 2012