

FRENCKEN GROUP LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Frencken Group Limited ("**Frencken**") will be held at Orchard Hotel Singapore, Juniper Room Level 2, 442 Orchard Road, Singapore 238879, on 23 August 2012 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without modifications.

All capitalised terms used in this Notice of Extraordinary General Meeting which are not defined herein shall have the same meanings ascribed to them in the circular dated 8 August 2012 to the shareholders of Frencken (including supplements and modifications thereto).

ORDINARY RESOLUTION

THE PROPOSED ACQUISITION OF JUKEN TECHNOLOGY LIMITED ("JUKEN**") BY WAY OF A PRE-CONDITIONAL VOLUNTARY CONDITIONAL OFFER FOR ALL THE ISSUED AND PAID UP ORDINARY SHARES IN THE CAPITAL OF JUKEN OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY FRENCKEN (THE "**ACQUISITION**"), AND THE PROPOSED ALLOTMENT AND ISSUE OF NEW SHARES IN FRENCKEN IN CONNECTION WITH THE ACQUISITION**

THAT:

- (a) approval be and is hereby given for the proposed acquisition by Frencken for all the issued and paid up ordinary shares in the capital of Juken (the "**Juken Shares**") (excluding issued and paid up ordinary shares held by Juken as treasury shares), other than those Juken Shares already owned, controlled or agreed to be acquired by Frencken;
- (b) approval be and is hereby given for the Offer, the Warrants Offer, and the Options Proposal to be made in connection with the Acquisition;
- (c) the Frencken Directors be and are hereby authorised to allot and issue, in connection with the Acquisition and the Offer, such number of new ordinary shares in the capital of Frencken ("**New Frencken Shares**") to the shareholders of Juken who accept the Offer and who elect to receive the Shares Consideration:
 - (i) credited as fully paid up;
 - (ii) free from any lien, equity, mortgage, charge, encumbrance, easement, right of pre-emption, security, title retention, preferential right, trust arrangement or other security interest or other third party right and interest of any nature whatsoever;
 - (iii) ranked *pari passu* in all respects with one another as well as with all other issued and paid up ordinary shares in the capital of Frencken ("**Frencken Shares**") as at the date of issue of the New Frencken Shares; and
 - (iv) having the same rights, privileges and entitlements as all other issued Frencken Shares as at the date of issue of the New Frencken Shares,

subject to a cap of 27,734,113 New Frencken Shares at the conversion ratio of 1.8 Juken Shares : 1 New Frencken Share (i.e. only a maximum of 49,921,403 Juken Shares will be converted into New Frencken Shares in respect of accepting Juken Shareholders who elect to receive the Shares Consideration). In the event of excess elections for the Shares Consideration, the Shares Consideration to all Juken Shareholders (including the Juken Undertaking Shareholders) electing for New Frencken Shares will be scaled back on a *pro-rata* basis (the “**Scale-back**”) and as a result of the Scale-back, Juken Shareholders will receive Cash Consideration in respect of the balance Juken Shares tendered for acceptance for which they have not received New Frencken Shares as consideration and/or cash for any fraction of New Frencken Shares not allotted or issued; and

- (d) the Frencken Directors or any of them be and are hereby authorised to complete and do all such acts and things (including negotiating, finalising, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of Frencken to any such documents (if necessary)) in connection with the above as they may consider necessary, desirable, expedient or in the interests of Frencken for all the foregoing purposes.

By Order of the Board

Gooi Soon Hock
Executive Director
FRENCKEN GROUP LIMITED
8 August 2012

Notes:

- (a) A member of Frencken entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of Frencken.
- (b) The instrument appointing the proxy must be lodged at the registered office of Frencken at 80 Robinson Road, #02-00, Singapore 068898, not less than 48 hours before the time appointed for the Extraordinary General Meeting.