

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-First Annual General Meeting of Far East Orchard Limited (the “**Company**”) will be held at Antica Ballroom, Level 2, Orchard Rendezvous Hotel, Singapore, 1 Tanglin Road, Singapore 247905 on Tuesday, 23 April 2019 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors’ Statement and the Report of the Independent Auditor thereon. **(Resolution 1)**
2. To approve a first and final one-tier tax exempt dividend of S\$0.06 per ordinary share for the financial year ended 31 December 2018. **(Resolution 2)**
3. To approve the sum of up to S\$520,000 as Directors’ fees for the financial year ending 31 December 2019, to be paid quarterly in arrears. (2018: S\$520,000) **(Resolution 3)**
4. To re-elect Mr Koh Boon Hwee, a Director retiring pursuant to Regulation 98 of the Company’s Constitution, and who being eligible, has offered himself for re-election. (See Explanatory Note (1)) **(Resolution 4)**
5. To re-elect Ms Chua Kheng Yeng, Jennie, a Director retiring pursuant to Regulation 98 of the Company’s Constitution, and who being eligible, has offered herself for re-election. (See Explanatory Note (2)) **(Resolution 5)**
6. To re-elect Mr Shailesh Anand Ganu, a Director retiring pursuant to Regulation 103 of the Company’s Constitution, and who being eligible, has offered himself for re-election. (See Explanatory Note (3)) **(Resolution 6)**
7. To re-appoint PricewaterhouseCoopers LLP as Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

9. Authority to allot and issue shares
 “That pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (“**Act**”) and the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), 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/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 the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible or exchangeable into Shares,

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 the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:
 - (1) 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 any treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) 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) does not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act and 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 Constitution for the time being of the Company; and
 - (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, 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.” (See Explanatory Note (4)) **(Resolution 8)**
 10. Proposed renewal of the Shareholders’ Mandate for Interested Person Transactions
 “That:
 - (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies which are entities at risk as defined under Chapter 9 of the Listing Manual, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Letter to Shareholders, with any person who is of the class of Interested Persons described in the Letter to Shareholders, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for Interested Person Transactions as set out in the Letter to Shareholders;
 - (b) the approval given in sub-paragraph (a) above (the “**Mandate**”) shall, unless revoked or varied by the Company in general meeting, continue in force until 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; and
 - (c) the Directors be and are hereby authorised, jointly or severally, to take such steps and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary or in the interest of the Company to give effect to the Mandate and/or this Resolution.” (See Explanatory Note (5)) **(Resolution 9)**

BY ORDER OF THE BOARD

PHUA SIYU, AUDREY

Company Secretary

Singapore,

8 April 2019

Notes:

- (i) A member of the Company entitled to attend and vote at the Annual General Meeting and who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend and vote in his/her stead at the Annual General Meeting. A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member (and the number and class of Shares must be specified).
 “relevant intermediary” has the meaning ascribed to it in Section 181(6) of the Act.
- (ii) The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. If the member is a corporation, the instrument appointing the proxy must be executed in a manner as may be permitted by the Act.
- (iii) A proxy need not be a member of the Company.
- (iv) The instrument appointing a proxy or proxies must be deposited at the Share Registrar’s office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 **not less than 72 hours** before the time appointed for holding the Annual General Meeting. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Explanatory Notes:

- (1) **Ordinary Resolution 4**, is to re-elect Mr Koh Boon Hwee (who was appointed on 1 January 2013) pursuant to Regulation 98 of the Company’s Constitution and if he is re-elected, he will remain as the Board Chairman and a member of the Nominating Committee. Mr Koh is considered a Non-Executive Director.
- (2) **Ordinary Resolution 5**, is to re-elect Ms Chua Kheng Yeng, Jennie (who was appointed on 1 January 2014) pursuant to Regulation 98 of the Company’s Constitution and if she is re-elected, she will remain as the Lead Independent Director, the Chairman of the Nominating Committee, and a member of the Audit & Risk Committee and Remuneration Committee. Ms Chua is considered a Non-Executive and Independent Director for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (3) **Ordinary Resolution 6**, is to re-elect Mr Shailesh Anand Ganu (who was appointed on 12 February 2019) pursuant to Regulation 103 of the Company’s Constitution and if he is re-elected, he will remain as an Independent Director. Mr Ganu is considered a Non-Executive and Independent Director.
- (4) **Ordinary Resolution 8**, if passed, will empower the Directors of the Company, from the date of the passing of this Resolution until the next Annual General Meeting, to allot and issue Shares and to make or grant Instruments convertible into Shares and to issue Shares in pursuance of such Instruments, for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of Shares which may be issued (including Shares to be issued pursuant to convertibles) under this Resolution shall not exceed 50% of the issued Shares (excluding treasury shares and subsidiary holdings, if any), of which not more than 20% may be issued other than on a pro-rata basis. The total number of Shares which may be issued will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed after adjusting for (a) new Shares arising from the conversion or exercise of convertible securities or employee share options on issue at the time this Resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.
- (5) **Ordinary Resolution 9**, if passed, will renew the Mandate and empower the Company, its subsidiaries and associated companies, to enter into the Interested Person Transactions as described in the Letter to Shareholders. The authority under the renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.

PERSONAL DATA PRIVACY

By submitting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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 the warranty in (ii).