

# NOTICE OF ANNUAL GENERAL MEETING

## FAR EAST ORCHARD LIMITED

(Incorporated in the Republic of Singapore)

(Registration No: 196700511H)

**NOTICE IS HEREBY GIVEN** that the Forty-sixth Annual General Meeting of Far East Orchard Limited (the "Company") will be held at Antica 1, Level 2, Orchard Parade Hotel, 1 Tanglin Road, Singapore 247905 on Thursday, 24 April 2014 at 2.00 p.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Independent Auditor thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of S\$0.06 per ordinary share for the financial year ended 31 December 2013. **(Resolution 2)**
- To approve the sum of up to S\$534,625 as Directors' fees for the financial year ending 31 December 2014, to be paid quarterly in arrears. **(Resolution 3)**
- To re-elect the following Directors retiring pursuant to Articles 96 and 101 of the Company's Articles of Association:
  - Mdm Ng Siok Keow (retiring pursuant to Article 96) **(Resolution 4)**
  - Mdm Ee Choo Lin Diana (retiring pursuant to Article 96) **(Resolution 5)**
  - Ms Chua Kheng Yeng, Jennie (retiring pursuant to Article 101) **(Resolution 6)**
- To re-appoint Mr Cheng Hong Kok as a Director of the Company pursuant to Section 153(6) of the Companies Act (Chapter 50) of Singapore, to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 7)**
- To re-appoint PricewaterhouseCoopers LLP as Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 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 the following resolutions as Ordinary Resolutions, with or without modifications;

- Authority to allot and issue shares **(Resolution 9)**

"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 of the Company to:

- issue shares in the capital of the Company (**Shares**) whether by way of rights, bonus or otherwise; and/or
  - 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

- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- 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, 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, if any) (as calculated in accordance with sub-paragraph (2) below);
- (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, if any) shall be based on the total number of issued Shares (excluding treasury shares, if any) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - 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
  - any subsequent bonus issue, consolidation or subdivision of Shares;
- 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 articles of association for the time being of the Company; and
- (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."

- Proposed Renewal Of The Shareholders' Mandate For Interested Person Transactions **(Resolution 10)**

"That:

- 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 or any of them to enter into any of the transactions falling within the types of the Interested Person Transactions, particulars of which are set out in the Appendix to this Notice of Annual General Meeting, with any party who is of the class of Interested Persons described in the Appendix to this Notice of Annual General Meeting, provided that such transactions are in accordance with the review procedures for Interested Person Transactions as set out in the Appendix to this Notice of Annual General Meeting;
- 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
- the Directors of the Company be and is hereby authorised, jointly or severally, to take such steps and exercise such discretion as the Directors of the Company 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."

BY ORDER OF THE BOARD

JESSICA LIEN MEI JIN  
MADELYN KWANG YEIT LAM  
Company Secretaries

Singapore,  
9 April 2014

### Explanatory Notes:

- Ordinary Resolution 4** is to re-elect Mdm Ng Siok Keow who will be retiring by rotation pursuant to Article 96 of the Articles of Association and if she is re-elected, she is considered a Non-Executive Director.
- Ordinary Resolution 5** is to re-elect Mdm Ee Choo Lin Diana who will be retiring by rotation pursuant to Article 96 of the Articles of Association and if she is re-elected, she will remain as a member of the Audit Committee and a member of the Remuneration Committee. Mdm Ee is considered an Independent Director for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- Ordinary Resolution 6** is to re-elect Ms Chua Kheng Yeng, Jennie (who was appointed on 1 January 2014) pursuant to Article 101 of the Articles of Association and if she is re-elected, she will remain as a member of the Audit Committee and a member of the Nominating Committee. Ms Chua is considered an Independent Director for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- Ordinary Resolution 7** is to re-appoint Mr Cheng Hong Kok pursuant to Section 153(6) of the Companies Act, Chapter 50, to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company, and if he is re-appointed, he will remain as the Chairman of the Audit Committee and a member of the Remuneration Committee. Mr Cheng is considered an Independent Director for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- Ordinary Resolution 9**, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to allot and issue shares and to make or grant instruments convertible into shares in the capital of the Company 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, if any) in the capital of the Company, 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, if any) in the capital of the Company 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.
- Ordinary Resolution 10**, if passed, will renew the Mandate (which was approved at the Extraordinary General Meeting of the Company held on 9 July 2013) and empower the Company, its subsidiaries and associated companies, to enter into the Interested Persons Transactions as described in the Appendix to this Notice of Annual General Meeting. 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.

### Notes:

- A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote in his/her stead.
- Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- If the member is a corporation, the instrument appointing the proxy must be under its common seal or under the hand of its attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 1 Tanglin Road #05-01, Orchard Parade Hotel, Singapore 247905 not less than 48 hours before the time appointed for holding the above Meeting.