



ORCHARD PARADE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 196700511H)

JOINT VENTURE IN RESPECT OF LAND PARCEL AT ROBINSON ROAD / CECIL STREET

The Board of Directors refers to the announcement released by the Company on 23 September 2011 in relation to the Proposed Joint Venture between its wholly-owned subsidiary, Pearlvine Pte Ltd ("**PPL**") and Boo Han Holdings Pte. Ltd. ("**BHH**") for the proposed development of a land parcel at Robinson Road / Cecil Street (the "**Property**") (the "Announcement").

As mentioned in the Announcement, the Proposed Joint Venture is considered an interested person transaction pursuant to Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual") by virtue of BHH being wholly owned by The Estate of Mr Ng Teng Fong and Mdm Tan Kim Choo, and the controlling shareholder of the Company is Far East Organisation Pte Ltd, which is in turn controlled by The Estate of Mr Ng Teng Fong and Mdm Tan Kim Choo.

Further thereto, the Company wishes to announce that PPL and BHH had on 4 October 2011 incorporated a private limited company known as Far East Opus Pte. Ltd. ("**FE Opus**") to own and undertake the development of a mixed-use commercial and residential development on the Property (the "**Joint Venture**"). The issued and paid-up share capital of FE Opus is S\$10 divided into 10 ordinary shares. The shares are held by PPL and BHH in the proportion of 20:80 (the "**Agreed Proportion**").

PPL and BHH have entered into a joint venture agreement (the "**Agreement**") today for the purpose of recording and regulating the affairs of the Joint Venture and their respective rights in respect of the Joint Venture.

Under the terms of the Agreement, PPL's and BHH's respective interests in the Joint Venture shall be in the Agreed Proportion. The parties have also agreed that all risks and rewards of the Joint Venture shall be borne and enjoyed by the parties in the Agreed Proportion.

The Audit Committee of the Company has considered the terms of the Agreement and is of the view that the risks and rewards of the Joint Venture are in proportion to the equity of each Joint Venture partner and the terms of the Joint Venture are not prejudicial to the interests of the Company and its minority shareholders.

As such, the Joint Venture complies with the requirements of Rule 916(2) of the Listing Manual.

BY ORDER OF THE BOARD

Danny Peh Kok Kheng
Chief Corporate Officer &
Group Financial Controller
10 January 2012