



ORCHARD PARADE HOLDINGS LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Orchard Parade Holdings Limited (the “**Company**” or “**OPHL**”) will be held at Antica I, Level 2, Orchard Parade Hotel, 1 Tanglin Road, Singapore 247905 on Wednesday, 11 July 2012 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. THE PROPOSED RESTRUCTURING OF THE COMPANY

That:

1. approval be and is hereby given for:

- (a) the entry into the REIT Transaction (as described in the Shareholders’ Circular dated 19 June 2012 (the “**Shareholders’ Circular**”) by the Company (whether directly or indirectly through its subsidiaries) on the terms and conditions set out in the REIT Transaction SPAs (as defined in the Shareholders’ Circular);
- (b) the entry into the Asset Swap Transaction (as described in the Shareholders’ Circular) by the Company (whether directly or indirectly through its subsidiaries) on the terms and conditions set out in the Asset Swap SPAs (as defined in the Shareholders’ Circular);
- (c) the entry into all transactions by the Company (whether directly or indirectly through its subsidiaries) contemplated by the REIT Transaction SPAs and the Asset Swap SPAs or are necessary to give effect to the REIT Transaction and the Asset Swap Transaction, including transactions which amount to interested person transactions for purposes of the Listing Manual (as defined in the Shareholders’ Circular) such as those set out in **Appendix H** to the Shareholders’ Circular; and
- (d) the payment of all fees and expenses relating to the Transactions (as defined in the Shareholders’ Circular); and

2. the Company and any director of the Company be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Company or, as the case may be, such director of the Company may consider expedient or necessary or in the interests of the Company to give effect to the Transactions.

ORDINARY RESOLUTION

2. THE PROPOSED SPECIAL DIVIDEND AND DIVIDEND IN SPECIE

That subject to and contingent upon the passing of Resolution 1:

- (a) a special one-tier tax-exempt dividend of S\$0.12 per share in the Company (“**Share**”) be declared and distributed to Shareholders after the Transactions are completed, subject to the terms and in the manner described in the Shareholders’ Circular;
- (b) a dividend in specie amounting to a pro-rata dividend of 83,298,782 shares in Yeo Hiap Seng Limited (“**YHS**”) be declared and distributed to Shareholders after the Transactions are completed, subject to the terms and in the manner described in the Shareholders’ Circular; and
- (c) the Company and any director of the Company be and are hereby severally authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this resolution as they may deem fit.

ORDINARY RESOLUTION

3. THE SHARE ISSUE AUTHORITY FOR THE PROPOSED SPECIAL DIVIDEND

That subject to and contingent upon the passing of Resolution 1 and Resolution 2:

- (a) approval be and is hereby given for the issue of new Shares under the Special Dividend, subject to the terms and in the manner described in the Shareholders’ Circular; and
- (b) the Company and any director of the Company be and are hereby severally authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this resolution as they may deem fit.

SPECIAL RESOLUTION

4. THE PROPOSED NAME CHANGE

That:

- (a) the name of the Company be changed to “Far East Orchard Limited” and that the name “Far East Orchard Limited” be substituted for “Orchard Parade Holdings Limited” wherever the latter name appears in the Company’s Memorandum and Articles of Association; and
- (b) the Company and any director of the Company be and are hereby severally authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this resolution as they may deem fit.

By Order of the Board

Chloe Kho Kim Suan
Madelyn Kwang Yeit Lam
Company Secretaries

Singapore
19 June 2012