



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** of Far East Orchard Limited (the "**Company**" or "**FEOrchard**") will be held at Antica 1, Level 2, Orchard Parade Hotel, 1 Tanglin Road, Singapore 247905 on 9 July 2013 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. THE PROPOSED JOINT VENTURE WITH THE STRAITS TRADING COMPANY LIMITED

That approval be and is hereby given for:

- (a) the proposed joint venture with The Straits Trading Company Limited ("**STC**") (the "**STC Joint Venture**"), which involves:
 - (i) a transfer to Far East Hospitality Management (S) Pte. Ltd. (being a wholly-owned subsidiary of Far East Hospitality Holdings Pte. Ltd.) ("**Hospitality HoldCo**") of:
 - (1) 25 hotel and serviced residence management agreements;
 - (2) the Property Management Agreement (as defined in the Circular); and
 - (3) all other assets related to conducting the hospitality management business associated with (1) and (2) above, including all employees engaged in relation to such business and the furniture, fixtures and equipment used in relation to such assets; and
 - (ii) an acquisition by Far East Hospitality Properties (Australia) Pte. Ltd. (being a wholly-owned subsidiary of Hospitality HoldCo) of:
 - (1) Rendezvous Hotel Perth from Sword Properties Pty Ltd (as trustee for Sword Unit Trust) and Rendezvous Studio Hotel Perth Central and Rendezvous Grand Hotel Melbourne from Rendezvous Hotels Management Pty Ltd;
 - (2) the business in relation to each of these hotels in (1) above, including all employees engaged in relation to such business and the furniture, fixtures and equipment used in relation to the hotels; and
 - (iii) an acquisition by Hospitality HoldCo of 100.0% of the issued share capital of Rendezvous Hotels International Private Limited from STC.
- (b) the put option under the joint venture implementation agreement with STC (the "**JVIA**") which the non-defaulting Hospitality HoldCo Shareholder has a right to exercise on the occurrence of certain events of default, in the event that the non-defaulting Hospitality HoldCo shareholder is a member of the STC Group (as defined in the Circular);
- (c) the call option under the JVIA which the non-defaulting Hospitality HoldCo Shareholder has a right to exercise on the occurrence of certain events of default, in the event that the non-defaulting Hospitality HoldCo shareholder is a member of the JVIA FEOrchard Group (as defined in the Circular); and
- (d) 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 they may consider expedient or necessary or in the interests of the Company to give effect to the STC Joint Venture.

ORDINARY RESOLUTION

2. THE PROPOSED JOINT VENTURE WITH TOGA PTY LTD

That:

- (a) approval be and is hereby given for the proposed joint venture with Toga Pty Ltd (the "**Toga Joint Venture**"), by way of subscription by Far East Hospitality Investments (Australia) Pte. Ltd. ("**FEHIPL**"), a wholly-owned subsidiary of FEOrchard of 225,000,000 new securities in Toga Hotel Holdings Unit Trust ("**Trust SPV**") pursuant to the terms of a subscription and redemption agreement dated 18 April 2013 between FEOrchard, FEHIPL, Toga Pty Ltd, Toga Hospitality Investments Pty Limited., Toga Hotel Management Holdings Pty Limited and Toga Hotel Holdings Pty Limited (in its capacity as trustee of Trust SPV); 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 expedient or necessary or in the interests of the Company to give effect to the Toga Joint Venture and this resolution as they may deem fit.

ORDINARY RESOLUTION

3. THE PROPOSED ADOPTION OF A 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 Singapore Exchange Securities Trading Limited, for FEOrchard, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within Interested Person Transactions (as described in the Circular), with any party who falls within the class of Interested Persons (as described in the Circular), provided that such transactions are made on normal commercial terms and are in accordance with the review procedures for such Interested Person Transactions;
- (b) the approval given in (a) above shall, unless revoked or varied by FEOrchard in general meeting, continue in force until the conclusion of the next Annual General Meeting of FEOrchard; 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 expedient or necessary or in the interests of the Company to give effect to this resolution as they may deem fit.

By Order of the Board

Leow Chiap Seng
Company Secretary

Singapore
24 June 2013