



**FAR EAST
ORCHARD
LIMITED**

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

COMPLETION OF INTEREST TRANSFER

1. INTRODUCTION

The Board of Directors (the "**Board**") of Far East Orchard Limited ("**FEOrchard**") refers to:

- (a) the announcement made by FEOrchard on 18th April 2013 in relation to the subscription and redemption agreement dated 18th April 2013 between the following:
- (i) FEOrchard;
 - (ii) Far East Hospitality Investments (Australia) Pte. Ltd. ("**FEHIPL**"), a wholly-owned subsidiary of FEOrchard;
 - (iii) Toga Pty Ltd ("**Toga**");
 - (iv) Toga Hospitality Investments Pty. Limited;
 - (v) Toga Hotel Management Holdings Pty Limited; and
 - (vi) Toga Hotel Holdings Pty Limited, in its capacity as trustee of the Toga Hotel Holdings Unit Trust (the "**Trust SPV**"),
- pursuant to which, *inter alia*, FEHIPL has agreed to subscribe for an aggregate of 225,000,000 new securities in the capital of the Trust SPV for an aggregate consideration of A\$225 million, which will represent 50% of the issued securities in the Trust SPV;
- (b) the circular to shareholders of FEOrchard ("**Shareholders**") dated 24th June 2013 in relation to, *inter alia*, the proposed joint venture between FEOrchard and The Straits Trading Company Limited ("**STC**") ("**STC Joint Venture**"), the proposed joint venture between FEOrchard and Toga ("**Toga Joint Venture**") and convening the extraordinary general meeting of FEOrchard held on 9th July 2013 the ("**Circular**"); and
- (c) the announcement made by FEOrchard on 9th July 2013 announcing, *inter alia*, that the resolutions relating to the respective approvals of the STC Joint Venture and Toga Joint Venture have been duly approved by the Shareholders at the extraordinary general meeting of FEOrchard held on 9th July 2013.

All capitalised terms used in this announcement shall unless otherwise defined or the context otherwise requires have the same meanings as given to them in the Circular.

2. INTEREST TRANSFER

As stated in paragraph 3.2 of the Letter to Shareholders in the Circular, FEOrchard will, prior to Subscription Completion as contemplated under the Toga Joint Venture, transfer its entire shareholding interest in its wholly-owned subsidiary, FEHIPL, to Far East Hospitality Holdings Pte. Ltd. ("**Hospitality HoldCo**"), a subsidiary of FEOrchard in which FEOrchard holds a 70% shareholding interest and STC holds a 30% indirect shareholding interest through its wholly-owned subsidiary Sword Private Limited, for a purchase consideration of S\$1.00, conditional upon certain conditions set out therein. The purchase consideration of S\$1.00 for the Interest Transfer was based on the net asset value of FEHIPL at the time of the Interest Transfer (being S\$1.00), and has been satisfied in cash.

The Board wishes to announce that further to the satisfaction of the relevant conditions, the Interest Transfer has been completed on 29th July 2013. Please refer to the **Appendix** for a diagrammatical representation of the corporate holding structure of FEHIPL upon the Interest Transfer.

By Order of the Board

Leow Chiap Seng
Company Secretary
29th July 2013

APPENDIX

