

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-seventh Annual General Meeting of Far East Orchard Limited (the "Company") will be held at Antica Ballroom, Level 2, Orchard Parade Hotel, 1 Tanglin Road, Singapore 247905 on Wednesday, 22 April 2015 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2014 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 2014. **(Resolution 2)**
- To approve the sum of up to S\$540,000 as Directors' fees for the financial year ending 31 December 2015, to be paid quarterly in arrears. **(Resolution 3)**
- To re-elect Mr Lui Chong Chee, a Director retiring pursuant to Article 101 of the Company's Articles of Association. (See Note (1)) **(Resolution 4)**
- To note the retirement of Mr Kiong Kim Hock Arthur, a Director retiring by rotation pursuant to Article 96 of the Company's Articles of Association, who has decided not to seek re-election. (See Note (2))
- To note the retirement of Mdm Tan Siok Hwee, a Director retiring by rotation pursuant to Article 96 of the Company's Articles of Association, who has decided not to seek re-election. (See Note (3))
- 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. (See Note (4)) **(Resolution 5)**
- To re-appoint Ms Chua Kheng Yeng, Jennie 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. (See Note (5)) **(Resolution 6)**
- To re-appoint PricewaterhouseCoopers LLP as Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- 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**
"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:
 - (i) issue shares in the capital of the Company (Shares) whether by way of rights, bonus or otherwise; and/or
 - (ii) 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
- (b) (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." **(Resolution 8)**
- Proposed Renewal Of The Shareholders' Mandate For Interested Person Transactions**
"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." **(Resolution 9)**

BY ORDER OF THE BOARD

CHWEE CHONG FOON
MADELYN KWANG YEIT LAM
Company Secretaries

Singapore,
7 April 2015

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.

Explanatory Notes:

- Ordinary Resolution 4** is to re-elect Mr Lui Chong Chee (who was appointed on 1 September 2014) pursuant to Article 101 of the Company's Articles of Association and if he is re-elected, he is considered an Executive Director.
- Mr Kiong Kim Hock Arthur will retire as a Director of the Company at the conclusion of the 47th Annual General Meeting.
- Mdm Tan Siok Hwee will retire as a Director of the Company at the conclusion of the 47th Annual General Meeting.
- Ordinary Resolution 5** 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 & Risk 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 6** is to re-appoint Ms Chua Kheng Yeng, Jennie 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 she is re-appointed, she will remain as a member of the Audit & Risk 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 8**, 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 9**, if passed, will renew the Mandate 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.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.