

NOTICE OF ANNUAL GENERAL MEETING

FAR EAST ORCHARD LIMITED (Formerly known as Orchard Parade Holdings Limited)

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

NOTICE IS HEREBY GIVEN that the Forty-fifth Annual General Meeting of Far East Orchard Limited (the "Company") will be held at Antica I, Level 2, Orchard Parade Hotel, 1 Tanglin Road, Singapore 247905 on Tuesday, 30 April 2013 at 2.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Independent Auditor thereon. **(Resolution 1)**
2. To declare a first and final one-tier tax exempt dividend of \$0.06 per ordinary share for the financial year ended 31 December 2012. **(Resolution 2)**
3. To approve the payment of \$467,829 as Directors' fees for the financial year ended 31 December 2012 (2011: \$358,048). **(Resolution 3)**
4. To approve the sum of up to \$516,000 as Directors' fees for the financial year ending 31 December 2013, to be paid quarterly in arrears. **(Resolution 4)**
5. To re-elect the following Directors retiring pursuant to Articles 96 and 101 of the Company's Articles of Association:-
 - (i) Mdm Tan Siok Hwee (retiring pursuant to Article 96) **(Resolution 5)**
 - (ii) Mr Heng Chiang Meng (retiring pursuant to Article 96) **(Resolution 6)**
 - (iii) Mr Koh Boon Hwee (retiring pursuant to Article 101) **(Resolution 7)**
 - (iv) Mr Arthur Kiong Kim Hock (retiring pursuant to Article 101) **(Resolution 8)**
6. 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. **(Resolution 9)**
7. To re-appoint PricewaterhouseCoopers LLP as Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 10)**
8. 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 resolution as an ordinary resolution, with or without modifications:

9. 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:

- (a)
 - (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:

- (1) 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);
- (2) (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:

- (i) 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
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) 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
- (4) (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 11)

BY ORDER OF THE BOARD

CHLOE KHO KIM SUAN
MADELYN KWANG YEIT LAM
Company Secretaries

Singapore,
11 April 2013

Explanatory Notes:

- (1) **Ordinary Resolution 3** is to approve payment of \$467,829 as Directors' fees for the financial year ended 31 December 2012. An increase in the Directors' fees is being proposed for the financial year ended 31 December 2012, following a review by the Remuneration Committee with the assistance of an external consultant that took into account competitive director compensation package, market trends and prevailing market rates.
- (2) **Ordinary Resolution 6** is to re-elect Mr Heng Chiang Meng who will be retiring by rotation pursuant to Article 96 of the Articles of Association and if he is re-elected, he will remain as the Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee. Mr Heng is considered an Independent Director.
- (3) **Ordinary Resolution 7** is to re-elect Mr Koh Boon Hwee (who was appointed on 1 January 2013) pursuant to Article 101 of the Articles of Association and if he is re-elected, he will remain as a member of the Nominating Committee. Mr Koh is considered a non-Independent Director.
- (4) **Ordinary Resolution 9** 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 be remain as the Chairman of the Audit Committee and a member of the Remuneration Committee. Mr Cheng is considered an Independent Director.
- (5) **Ordinary Resolution 11**, 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.

Notes:

- (i) 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.
- (ii) 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.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under its common seal or under the hand of its attorney.
- (iv) 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.