



# Far East Group Limited

(Company Registration No.:196400096C)

(Incorporated in the Republic of Singapore on 18 March 1964)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 112 Lavender Street #04-00 Far East Refrigeration Building Singapore 338728 on Friday, 27 April 2012 at 9.30 a.m. for the following purposes:

### ORDINARY BUSINESS

1. To receive and adopt the audited accounts for the financial year ended 31 December 2011, together with the Reports of the Directors and the Auditors and the Statement of Directors. **(Resolution 1)**
2. To declare a one-tier tax exempt final dividend of 1.05 cents per ordinary share for the financial year ended 31 December 2011. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Article 104 and Article 114 of the Company's Articles of Association and who, being eligible, offers themselves for re-election.
 

(a) Mr Loh Mun Yew	(Article 104)	<b>(Resolution 3)</b>
(b) Mr Hew Koon Chan	(Article 114)	<b>(Resolution 4)</b>
(c) Mr Mak Yen-Chen Andrew	(Article 114)	<b>(Resolution 5)</b>
(d) Mr Tan Hwee Kiong	(Article 114)	<b>(Resolution 6)</b>
(e) Ms Loh Pui Lai	(Article 114)	<b>(Resolution 7)</b>

[See explanatory note (i) below]
4. To re-appoint Mr Loh Ah Peng @ Loh Ee Ming, as a Director of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50 of Singapore ("Companies Act"), to hold office as a Director from the date of this Annual General Meeting until the next Annual General Meeting. [See explanatory note (ii) below] **(Resolution 8)**
5. To approve the payment of Directors' fees of S\$217,500 for the financial year ended 31 December 2011. **(Resolution 9)**
6. To approve the payment of Directors' fees of S\$205,000 for the financial year ending 31 December 2012, to be paid half-yearly in arrears. **(Resolution 10)**
7. To re-appoint Messrs Ernst & Young LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 11)**
8. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

### SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions as ordinary resolutions, with or without any modifications:

9. "That pursuant to Section 161 of the Companies Act, and the Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") – Section B: Rules of Catalyst ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to:-
  - (A) (i) allot and issue shares in the capital of the Company 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 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 that this authority may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this authority was in force, provided that:-
    - (1) the aggregate number of shares to be issued pursuant to this authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50% (or 100%, in the event of a *pro-rata* renounceable rights issue) of the issued share capital of the Company (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 the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the issued share capital of the Company (as calculated in accordance with subparagraph (2) below);
    - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this authority is given, 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 authority is given; and
      - (ii) any subsequent consolidation or sub-division of shares;
    - (3) in exercising the authority conferred by this authority, the Directors shall comply with the provisions of the Catalyst Rules 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) this authority 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 and the Catalyst Rules to be held, whichever is the earlier." [See explanatory note (iii) below] **(Resolution 12)**
  10. Renewal of Shareholders' Mandate for Interested Person Transactions.
 

"That approval be and is hereby given for the purpose of Chapter 9 of the Catalyst Rules for the Company and its subsidiaries to enter into any of the transactions falling within the types of interested person transactions as set out in the Appendix to the Annual Report 2011 (the "Appendix") with the interested persons described in the Appendix, provided that such transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and the minority shareholders of the Company and in accordance with the guidelines and procedures as set out in the Appendix and that such approval (the "Shareholders' Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and the Directors of the Company be and are hereby 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 to give effect to the Shareholders' Mandate." [See explanatory note (iv) below] **(Resolution 13)**

### BY ORDER OF THE BOARD

Chia Foon Yeow  
Company Secretary  
Singapore  
11 April 2012

### Explanatory Notes:

- (i) Mr Hew Koon Chan will, upon re-election, remain as Chairman of the Audit Committee and a member of the the Nominating Committee and the Remuneration Committee. The Board considers Mr Hew Koon Chan to be independent for the purpose of Rule 704(7) of the Catalyst Rules.  
Mr Mak Yen-Chen Andrew will, upon re-election, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. The Board considers Mr Mak Yen-Chen Andrew to be independent for the purpose of Rule 704(7) of the Catalyst Rules.  
Mr Tan Hwee Kiong will, upon re-election, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee. The Board considers Mr Tan Hwee Kiong to be independent for the purpose of Rule 704(7) of the Catalyst Rules.
- (ii) Mr Loh Ah Peng @ Loh Ee Ming is of age 78. By virtue of Section 153(6) of the Companies Act, a person of or over the age of 70 years may, by an ordinary resolution passed at an annual general meeting of a company, be re-appointed as a director of the company to hold office until the next annual general meeting of the company.
- (iii) Under the Catalyst Rules, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the total issued Share in the capital of the issuer (excluding treasury shares) as at the time of passing of the resolution approving the Share issue mandate, of which the aggregate number of new shares and convertibles securities issued other than on a pro-rata basis to existing shareholders must be not more than 50% of the total issued Share in the capital of the Company (excluding treasury shares).  
The Directors of the Company are of the opinion that the proposed Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund raising exercises or other arrangements or transactions involving the capital of the Company.  
The Ordinary Resolution 12, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the capital of the Company and/or the Instruments (as defined above). The aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which the total number of shares and convertible securities other than on a pro-rata basis to existing shareholders, shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company.
- (iv) Ordinary Resolution 13 above is to renew the shareholders' mandate for transactions with interested persons and if passed, will empower the Directors of the Company to do all acts necessary to give effect to the Resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting.

### Notes:

- (1) A member of the Company entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote instead of him.
- (2) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (3) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (4) The instrument appointing a proxy must be deposited at the Company's registered office at 112 Lavender Street #04-00 Far East Refrigeration Building, Singapore 338728, not less than 48 hours before the time appointed for holding the Annual General Meeting.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Canaccord Genuity Singapore Pte. Ltd. (formerly known as Collins Stewart Pte. Limited) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). Canaccord Genuity Singapore Pte. Ltd. has not independently verified the contents of this notice.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms Alice Ng, Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 68546160*