



Far East Group Limited
(Company Registration No. 196400096C)
(Incorporated in the Republic of Singapore)

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 Wednesday, 30 April 2014 at 10:30 a.m. for the following purposes:

ORDINARY BUSINESS

- To receive and adopt the audited accounts for the financial year ended 31 December 2013, together with the Reports of the Directors and the Auditors and the Statement of Directors. **(Resolution 1)**
- To declare a one-tier tax exempt final dividend of 0.57 cents per ordinary share for the financial year ended 31 December 2013. **(Resolution 2)**
- To re-elect the following directors retiring pursuant to Article 104 of the Company's Articles of Association:
 - Mr Loh Mun Yew (Article 104) **(Resolution 3)**
 - Mr Hew Koon Chan (Article 104) **(Resolution 4)**
 - Mr Tan Hwee Kiong (Article 104) **(Resolution 5)**
 [see explanatory note (i) below]
- 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, Chapter 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 6)**
- To approve the payment of Directors' fees of S\$220,750 for the financial year ending 31 December 2014, to be paid half-yearly in arrears. **(Resolution 7)**
- To re-appoint Messrs Ernst & Young LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 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:

- "That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") – Section B: Rules of Catalist ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to:-
 - (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 in their absolute, at any time and upon such terms and conditions 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:-

 - 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), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares) (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 shareholders of the Company (number of shares to be issued in pursuance of Instruments made or granted pursuant to this authority) shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below)
 - (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:-
 - 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
 - any subsequent consolidation or sub-division of shares;
 - in exercising the authority conferred by this authority, the Directors shall comply with the provisions of the Catalist 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
 - (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 Catalist Rules to be held, whichever is the earlier".

[See explanatory note (iii) below] **(Resolution 9)**
- "That approval be and is hereby given for the purpose of Chapter 9 of the Catalist 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 2013 (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 ("Shareholders' Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until 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 10)**

BY ORDER OF THE BOARD

Chia Foon Yeow
Company Secretary
Singapore
8 April 2014

Explanatory Notes:

- Mr Loh Mun Yew will, upon re-election as a Director, remain as the Chief Executive Officer and Executive Director of the Company. Mr Hew Koon Chan will, upon re-election as a Director, remain as the Chairman of the Audit Committee and a member of 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 Catalist Rules. Mr Tan Hwee Kiong will, upon re-election as a Director, 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 Catalist Rules.

Please refer to pages 4, 5, 15, 16 and 114 of the Annual Report for key information of the aforesaid Directors.
- Mr Loh Ah Peng @ Loh Ee Ming is of age 80. 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 the company, be re-appointed as a director of the company to hold office until the next annual general meeting of the company.

Please refer to pages 4, 15 and 114 of the Annual Report for key information of Mr Loh Ah Peng @ Loh Ee Ming.
- Under the Catalist 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 9 proposed in item 8 above, 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.
- Ordinary Resolution 10 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:

- 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.
- 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.
- 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.
- 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 112 Lavender Street #04-00 Far East Refrigeration Building Singapore 338728 on 30 April 2014, at 11:00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company, to be held at 10:30 a.m. on the same day and at the same place), for the purpose of considering and if thought fit, passing with or without modifications, the following Resolutions, of which Resolution 1 will be proposed as a Special Resolution and Resolution 2 will be proposed as an Ordinary Resolution:

RESOLUTION 1: SPECIAL RESOLUTION

THE PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION BY THE ADDITION OF ARTICLE 139(1)

That the Articles of Association of the Company be and are hereby amended in the manner described in Appendix A of the Company's circular to shareholders of the Company dated 8 April 2014 (the "Circular").

RESOLUTION 2: ORDINARY RESOLUTION

THE SCRIP DIVIDEND SCHEME

That:

- the scrip dividend scheme to be known as the "FAR EAST GROUP LIMITED Scrip Dividend Scheme" ("Scrip Dividend Scheme"), under which the Directors of the Company, whenever the Directors of the Company or the Company in general meeting have resolved that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, resolve that shareholders entitled to such dividend may elect to receive an allotment of ordinary shares in the Company credited as fully paid *in lieu* of cash in respect of the dividend, be and is hereby approved; and
- the Directors of the Company be and are hereby authorised:
 - to establish and administer the Scrip Dividend Scheme;
 - to modify and/or alter the Scrip Dividend Scheme from time to time and to do all such acts and things and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Scrip Dividend Scheme;
 - subject to and contingent upon the passing of Resolution 1 and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be allotted and issued pursuant to the Scrip Dividend Scheme; and
 - to complete and do all acts and things (including executing such documents as may be required in connection with the Scrip Dividend Scheme) as they may consider desirable, necessary or expedient to give full effect to this Resolution and the Scrip Dividend Scheme.

By Order of the Board of Directors

Loh Mun Yew
Chief Executive Officer and Executive Director
Singapore
8 April 2014

Notes:

- A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote instead of him.
- 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.
- 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.
- 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 Extraordinary General Meeting.

These notices have been prepared by the Company and their contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Canaccord Genuity Singapore Pte. Ltd. has not independently verified the contents of these notices.

These notices have not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of these notices, including the correctness of any of the statements or opinions made, or reports contained in these notices.

The contact person for the Sponsor is Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.