



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 #02-01 Far East Refrigeration Building Singapore 338728 on Friday, 28 April 2017 at 11:00 a.m. for the following purposes:

- ORDINARY BUSINESS**
- To receive and adopt the audited financial statements for the financial year ended 31 December 2016, together with the report of the Auditors and the Directors' Statement. **(Resolution 1)**
  - To re-elect the following directors retiring pursuant to Regulation 104 of the Company's Constitution: **(Resolution 2)**
    - Ms Loh Pui Lai (Regulation 104) **(Resolution 3)**
    - Mr Leng Chee Keong (Regulation 104) **(Resolution 4)**

[see explanatory note (i) below]
  - To approve the payment of Directors' fees of S\$165,000 for the financial year ending 31 December 2017, to be paid half-yearly in arrears. **(Resolution 5)**
  - To re-appoint Messrs Ernst & Young LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
  - 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:
- Authority to allot and issue shares in the capital of the Company**  
"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 Catalist ("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 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 100% 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 50% 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 Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution 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 Catalist Rules to be held, whichever is the earlier".  
[See explanatory note (ii) below] **(Resolution 6)**

**BY ORDER OF THE BOARD**

Chia Foon Yeow  
Company Secretary  
Singapore  
6 April 2017

- Explanatory Notes:**
- Ms Loh Pui Lai will, upon re-election as a Director, remain as the Non-Executive Chairman of the Company.
  - Mr Leng Chee Keong will, upon re-election as a Director, remain as the Chief Operating Officer (Sales and Marketing) and Executive Director of the Company.
  - 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 6 proposed in item 6 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.

- Notes:**
- A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where such member appoints more than one (1) proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the proxy form.
  - A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
  - "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50) of Singapore.
  - 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 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 forty-eight (48) hours before the time appointed for holding the Annual General Meeting.
  - In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy**  
Where a member of the Company submits an instrument appointing 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 to the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.  
*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), SAC Advisors Private Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor 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 Lee Khai Yinn (Telephone: (65) 6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Far East Group Limited ("Company") will be held at 112 Lavender Street, #02-01, Far East Refrigeration Building, Singapore 338728 on 28 April 2017 at 11.30 a.m. (or such time immediately following the conclusion or adjournment of the AGM of the Company to be held at 11.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following Resolutions (with or without amendments):

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the Circular to Shareholders dated 6 April 2017.

- ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE FEG EMPLOYEE SHARE OPTION SCHEME**  
THAT approval be and is hereby given for the Directors of the Company to:  
(a) implement and establish the FEG Employee Share Option Scheme;  
(b) modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and  
(c) offer and grant Options in accordance with the provisions of the Scheme (including, subject to the passing of Ordinary Resolution 2 below, Options over Shares at an Exercise Price per Share set at a discount to the Market Price of a Share) and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the Scheme, provided that the aggregate number of new Shares to be issued pursuant to the Scheme and all other share schemes implemented by the Company for the time being in force shall not exceed 15% of the issued ordinary share capital of the Company (excluding treasury shares) from time to time.

- ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT OF UP TO 20% UNDER THE FEG EMPLOYEE SHARE OPTION SCHEME**  
THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, approval be and is hereby given for:  
(a) the maximum discount that may be given under the Scheme to be up to 20% of the Market Price for the Shares at the time of the grant of the Option; and  
(b) the Directors to be authorised to offer Options at a maximum discount of up to 20% of the Market Price for the Shares at the time of the grant of the Option.

- ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION BY MR LOH MUN YEW, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE FEG EMPLOYEE SHARE OPTION SCHEME**  
THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, approval be and is hereby given for the participation of Mr Loh Mun Yew, who is a Controlling Shareholder of the Company, in the Scheme in accordance with the Scheme Rules.  
For the avoidance of doubt, any proposed grant of Options under the Scheme to Mr Loh Mun Yew, who is a Controlling Shareholder of the Company, shall be separately approved by the independent Shareholders at a general meeting of the Company.

- ORDINARY RESOLUTION 4: THE PROPOSED PARTICIPATION BY MS LOH PUI LAI, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE FEG EMPLOYEE SHARE OPTION SCHEME**  
THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, approval be and is hereby given for the participation of Ms Loh Pui Lai, who is an Associate of a Controlling Shareholder of the Company, in the Scheme in accordance with the Scheme Rules.  
For the avoidance of doubt, any proposed grant of Options under the Scheme to Ms Loh Pui Lai, who is an Associate of a Controlling Shareholder of the Company, shall be separately approved by the independent Shareholders at a general meeting of the Company.

- ORDINARY RESOLUTION 5: THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE**  
THAT approval be and is hereby given for the Directors of the Company to:

- for the purposes of the Companies Act (Chapter 50) of Singapore ("Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares fully paid in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - on-market purchases, transacted on the Singapore Exchange Securities Trading Limited ("SGX-ST") through the SGX-ST's trading system or through one or more duly licensed stockbrokers appointed by the Company for the purpose ("Market Purchase"); and/or
  - off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules ("Off-Market Purchase"),  
and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("Share Buyback Mandate");
- unless varied or revoked by the Shareholders in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on:
  - the date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held;
  - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
  - the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Shareholders in a general meeting,  
whichever is the earliest;
- in this Ordinary Resolution 3:

"Prescribed Limit" means 10% of the total number of Shares in the Company (excluding treasury shares) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date of the last AGM or the EGM at which the Share Buyback Mandate is approved and expiring on the earliest of (a) the date the next AGM is held or is required by law to be held, (b) the date on which the Share buybacks are carried out to the full extent mandated, and (c) the date the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting;

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding applicable brokerage, stamp duties, goods and services tax and other related expenses) not exceeding:

  - in the case of a Market Purchase: 105% of the Average Closing Price;
  - in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price,  
where:  
"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;  
"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares, immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase and deemed to be adjusted for any corporate action that occurs after the relevant Market Day; and  
"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient, incidental, necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

**SPECIAL RESOLUTION – THE PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION**  
THAT the proposed amendments to the Existing Constitution be approved and adopted by the Company.

**BY ORDER OF THE BOARD**  
Chia Foon Yeow  
Company Secretary  
Singapore  
6 April 2017

- Notes:**
- A member of the Company, who is not a Relevant Intermediary, entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
  - Where a member (other than a Relevant Intermediary\*) appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form.
  - A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
  - The Proxy Form is attached and must be deposited at the registered office of the Company at 112 Lavender Street, #04-00, Far East Refrigeration Building, Singapore 338728 not less than forty-eight (48) hours before the time fixed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.
  - A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited seventy-two (72) hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.

\* A Relevant Intermediary is:  
(a) a banking corporation under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or  
(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or  
(c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Explanatory Note on Special Resolution**  
The Special Resolution proposed above is to adopt a New Constitution following the wide-ranging changes to the Companies Act, introduced pursuant to the Companies (Amendment) Act 2014 ("Amendment Act"). The New Constitution will consist of the memorandum and articles of association of the Company which were in force immediately before the Extraordinary General Meeting, and incorporate amendments to, inter alia, take into account the changes to the Companies Act introduced pursuant to the Amendment Act. Please refer to the Company's Circular to Shareholders dated 6 April 2017 for more details.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), SAC Advisors Private Limited, for compliance with the relevant rules of the SGX-ST. The Sponsor 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 Lee Khai Yinn, at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542, telephone (65) 6532 3829. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.*