

FOOD EMPIRE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200001282G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at River View Hotel, Lily Ballroom, Level 4, 382 Havelock Road, Singapore 169629 on Friday, 27 April 2012 at 5.15 p.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 5.00 p.m. on the same day and at the same place is concluded or adjourned), for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS:

1. **Proposed Adoption of the Food Empire Holdings Share Option Scheme**

That the share option scheme to be known as the Food Empire Holdings Share Option Scheme (the “**Option Scheme**”), the rules of which have been set out in the circular to Shareholders dated 11 April 2012 (the “**Circular**”), be and is hereby approved and adopted substantially in the form set out in the rules of the Option Scheme, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the Option Scheme;
- (b) to modify and/or amend the Option Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Option 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 Option Scheme;
- (c) to offer and grant options (the “**Options**”) in accordance with the rules of the Option Scheme and to allot and issue or deliver from time to time such number of New Shares (required pursuant to the exercise of the Options under the Option Scheme), provided that the aggregate number of Shares to be issued pursuant to the Option Scheme and other share-based incentive schemes of the Company shall not exceed 15% of the total number of Shares (excluding treasury shares) of the Company from time to time; and
- (d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

2. **Proposed Renewal of the Share Purchase Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of the Extraordinary General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in paragraph 4.4.4 of the Circular, in accordance with the “Terms of the Share Purchase Mandate” set out in the Circular, and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the

next Annual General Meeting ("AGM") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 11 April 2012.

By Order of the Board

Tan Cher Liang
Tan San-Ju
Company Secretaries
Singapore
11 April 2012

Notes:

- (1) Terms and expressions not defined herein have the same meanings ascribed to them in the Circular.
- (2) A Member of the Company entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint one or two proxies to attend and vote on his/her behalf. A proxy need not be a Member of the Company.
- (3) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the Meeting.