



FAR EAST TECHNOLOGY INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

Website: <http://www.fet.com.hk>

(Stock Code: 36)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Far East Technology International Limited (the "Company") will be held at the Penthouse, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Friday, 28th May, 2004 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st December, 2003.
2. To re-elect Directors and to fix their remuneration.
3. To re-appoint Auditors and to authorise the Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution:

"THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined), shall not in aggregate exceed 20% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this Resolution; and
- (d) for the purpose of this Resolution:
"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

5. As special business, to consider and, if thought fit, pass with or without modification, the following resolutions as Special Resolutions:

“**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

(I) Article 1:

(i) By adding the following definitions after the definition of “The Ordinance”:

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time.

“Exchange” shall mean The Stock Exchange of Hong Kong Limited as amended from time to time.

(ii) By adding the following definition after the definition of “The Board”:

“associate” shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(iii) By adding the following definition after the definition of “the Register”:

“clearing house” shall mean a recognized clearing house as defined under Schedule 1 to the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time.

(II) By deleting the existing Article 10 and substituting the following:

“10 (i) Every Member shall be entitled without payment to one certificate under the Seal of the Company, specifying the shares held by him and the amount paid up thereon. Such certificate shall be delivered to the Member within two months after the allotment of such shares.

(ii) That fully-paid shares shall be free from any restriction on the right of transfer (except when permitted by the Exchange) and shall also be free from all lien.”

(III) By deleting the existing Article 57 and substituting the following:

“57. Every question submitted to a General Meeting shall be determined in the first instance by a show of hands of the members present in person, but a poll may be demanded (before or upon the declaration of the result of the show of hands) by the Chairman or by:-

(i) not less than three members present in person or by proxy having the right to vote at the meeting; or

(ii) a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(iii) a member or members present in person or by proxy holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is duly demanded in accordance with the foregoing provisions a declaration by the Chairman that a resolution has been carried or lost or has or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number, proportion or validity of the votes recorded in favour of or against such resolution.”

(IV) By adding the following Article as Article 61A after the existing Article 61:

“61A. Where any Member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

(V) By deleting the last two words of “so authorised” of Article 65 and substituting therefor with the words of “duly authorised”;

(VI) By deleting the existing Article 65A and substituting the following:

“65A If a clearing house or a nominee of clearing house is a member of the Company, it may authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised under the provision of these Articles shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as the clearing house (or its nominee) could exercise if it were an individual member of the Company.

- (VII) By deleting the Article 74(b) in its entirety and substituting therefor the following:
- “(b) Notwithstanding such disclosure is made in Article 74(a), a Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting, but this prohibition shall not apply to:
- (1) the giving of any security or indemnity either:
 - (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (2) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/ are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (3) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;
 - (4) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
 - (5) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”
- (VIII) By deleting the entire Articles 79 and 80 and substitutes therefor the following:-
- “79. Subject to the provisions of these Articles at the Annual General Meeting in each year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring Director shall retain office until the conclusion of the meeting or adjourned meeting at which he is due to retire.”
- “80. Subject to the provisions of these Articles and until otherwise determined by the Company by Ordinary Resolution the Directors to retire in every year shall be the Directors who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall (unless such Directors of equal seniority shall agree otherwise amongst themselves) be selected from among them by lot. A retiring Director shall be eligible for re-election.”
- (IX) By deleting the words “the latest date for lodgement of such notices will be not more than seven days prior to the date of the Meeting appointed for such election” in Article 81 (b) and substituting the following:
- “the period for lodgement of the notices will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”
- (X) By adding the following paragraph after the existing paragraph in Article 84:
- “That any person appointed by the directors to fill a casual vacancy on or as an addition to the board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.
- (XI) By deleting the word “Special” on the first line of Article 86 and substituting the word “Ordinary”.

“**THAT** the words “the Colony of” wherever appear before the words “Hong Kong” in the Memorandum and Articles of Association of the Company be deleted.”

By Order of the Board
Kwok Wor Chow
Company Secretary

Hong Kong, 21st April, 2004

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the registered office of the Company at 16th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (3) In accordance with the Company’s Articles of Association and the Companies Ordinance (a) not less than three members present in person or by proxy having the right to vote at the meeting; or (b) a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or (c) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right may demand that the vote in respect of any resolution to be put to the general meeting be taken on a poll (on or before the declaration of the result of the shows of hands).
- (4) In relation to item 2 of this notice, Mr. Deacon Te Ken Chiu, Mr. Dennis Chiu, Dato’ David Chiu, Mr. Daniel Tat Jung Chiu, Mr. Derek Chiu, Mr. Desmond Chiu, Ms. Margaret Chiu, Mr. Chi Man Ma, and Mr. Siu Hong Chow shall retire by rotation, and being eligible, offer themselves for re-election at the Annual General Meeting pursuant to the Company’s Articles of Association.

Mr. Dennis Chiu, B.A., was appointed an Executive Director and Managing Director of the Company in 1981 and 1993 respectively. Mr. Dennis Chiu was redesignated as Executive Director on 23 April 2004. Mr. Chiu has been actively involved in the business development in the People’s Republic of China, Singapore and Malaysia. He is an Executive Director of Far East Consortium International Limited and a Non-executive Director of Far East Hotels and Entertainment Limited. He is also a Non-executive Director of London-listing Fortune Oil Plc. He is the son of Mr. Deacon Te Ken Chiu and the brother of Messrs. David Chiu, Daniel Tat Jung Chiu, Derek Chiu, Desmond Chiu, Duncan Chiu and Miss Margaret Chiu. As at the date of this Notice Mr. Dennis Chiu is interested in 55,510,200 shares of the Company (including 30,400,000 shares registered in the name of Cape York Investments Ltd., a company jointly owned with Mr. Daniel Tat Jung Chiu) and 1,250,000 shares in Tang Dynasty City Pte Ltd., a subsidiary of the Company.

Mr. Deacon Te Ken Chiu, Dato’ David Chiu, Mr. Derek Chiu and Ms. Margaret Chiu is interested in 24,886,600 shares, 28,040,000 shares, 201,000 shares and 5,000,000 shares of the Company respectively. Mr. Daniel Tat Jung Chiu is interested in 83,400,200 shares of the Company (including 30,400,000 shares registered in the name of Cape York Investments Limited, a company owned with Mr. Dennis Chiu jointly and 42,000,200 shares registered in the name of Gorich Holdings Limited. Their biographical details are mentioned under the heading of “Profile of the Directors and Senior Management” in the Annual Report 2003.

None of the directors of the Company has a contract of service with the Company or any of its subsidiaries. The amount of emoluments payable to the respective directors is determined by the Company with reference to the level and/or range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable calibre and job responsibilities at reasonable amount.

- (5) The Special Resolutions as set out in item 5 of this notice are proposed mainly to amend the Articles of Association of the Company to ensure compliance with the recent amendments to the Listing Rules.
- (6) The Board of Directors of the Company comprises executive directors namely Mr. Deacon Te Ken Chiu, Mr. Duncan Chiu, Mr. Dennis Chiu; non-executive directors namely Dato’ David Chiu, Mr. Daniel Tat Jung Chiu, Mr. Derek Chiu, Mr. Desmond Chiu, Ms. Margaret Chiu and independent non-executive directors namely Mr. Chi Man Ma and Mr. Siu Hong Chow.