
NOTICE OF EGM



遠東控股國際有限公司

Far East Holdings International Limited

(Incorporated in Hong Kong with limited liability)

(Stock code: 36)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Far East Holdings International Limited (“the Company”) will be held at 24/F, Far East Consortium Building, 121 Des Voeux Road, Central, on Tuesday, 12 February 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 2 January 2008 (“the S&P Agreement”), a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, between the Company, Golden Star Investment Limited (“the Purchaser”), a wholly-owned subsidiary of the Company as purchaser, Allied Wealth Holdings Limited as vendor (“the Vendor”) and Mr. Sin Kwok Lam, under which the Purchaser conditionally agreed to acquire the entire issued share capital of Wealth Trend Investment Limited (“Wealth Trend”) and the entire shareholders loan owed by Wealth Trend to the Vendor, at a total consideration of HK\$40,000,000, upon the terms and conditions therein contained, be and is hereby approved, confirmed and ratified and the transactions contemplated under the S&P Agreement be and are hereby approved, confirmed and ratified;
- (b) the issue and allotment of 20,000,000 new shares in the capital of the Company (“the Consideration Shares”) as part of the consideration payable under the S&P Agreement be and is hereby approved; and
- (c) any one director of the Company be and is hereby authorized on behalf of the Company to issue and allot the Consideration Shares on the terms as set out in the S & P Agreement, and to do all acts and things and to make, execute and deliver all instruments, agreements and documents, whether under the common seal of the Company or otherwise, as he/she may in

NOTICE OF EGM

his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the issue of the Consideration Shares and the carrying out of, or giving effect to, the S&P Agreement and all transactions contemplated thereunder.”

By order of the Board
Far East Holdings International Limited
Duncan Chiu
Managing Director and Chief Executive Officer

18 January 2008

Registered office:

16th Floor,
Far East Consortium Building,
121 Des Voeux Road Central,
Hong Kong

Head office & principal place of business:

Room 1802-1804, 18th Floor,
Far East Consortium Building,
121 Des Voeux Road Central,
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. A form of proxy for use at the above meeting is enclosed herewith.
3. Where there are joint registered holders of any share, only the person whose name stands first in the register shall be entitled to attend or vote at the Extraordinary General Meeting; but any one of such joint holders may be appointed the proxy of the person entitled to vote on behalf of such joint holders and as such proxy to attend and vote at the Extraordinary General Meeting.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting, in default of which the instrument of proxy shall not be treated as valid.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof.
6. As at the date of this notice, the executive Directors are Deacon Te Ken Chiu *J.P.*, Mr. Duncan Chiu and Mr. Dennis Chiu, the non-executive Directors are Tan Sri Dato David Chiu, Mr. Daniel Tat Jung Chiu, Mr. Derek Chiu, Mr. Desmond Chiu and Ms. Margaret Chiu, Ms. Min Tang; and the independent non-executive Directors are Dr. Lee G. Lam, MR. Hing Wah Yim and Mr. Eugene Yun Hang Wang.