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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Far East Holdings International Limited (the “**Company**”) will be held at 24th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Monday, 25 July 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase and subscription agreement dated 20 May 2011 (the “**Agreement**”) (as supplemented by the supplemental sale and purchase and subscription agreement dated 17 June 2011) entered into among the Company as vendor, Market Talent Limited (“**Market Talent**”) as purchaser and Mr. Chu Kar Cheong (“**Mr. Chu**”) as guarantor (a copy of which having been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) in respect of (i) the sale and purchase (the “**Disposal**”) of the entire issued share capital of HomeBase Media Group Limited (“**HomeBase Media**” and together with its subsidiaries “**HomeBase Group**”); (ii) all obligations, liabilities and debts owing or incurred by HomeBase Group to the Company on or at any time prior to the completion of the Agreement, at an aggregate consideration of HK\$8,000,000 (the “**Consideration**”) by allotment and issue of 104 new shares of Market Talent to the Company or its nominees and (ii) the subscription (the “**Subscription**”) for 117 new shares of Market Talent at an aggregate subscription money of HK\$9,000,000 (the “**Subscription Price**”) and the matters contemplated thereby under be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company, (or any two directors of the Company if the affixation of the common seal is required), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement and matters contemplated thereunder.”

By order of the Board
**Far East Holdings International
Limited**
Derek Chiu
Director

Hong Kong, 30 June 2011

Registered office:

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

Head office & principal place of business:

Room 2101-2102, 21/F,
Far East Consortium Building,
121 Des Voeux Road Central
Hong Kong

Notes:

1. A form of proxy for use at the extraordinary general meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
3. Any member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with 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 lodged at the office of the Company at the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting.

5. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the extraordinary general meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the extraordinary general meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the Board of the Company comprises eight Directors, of which three are executive Directors, namely Deacon Te Ken Chiu, J.P., Mr. Duncan Chiu and Mr. Dennis Chiu; two are non-executive Directors, namely Mr. Derek Chiu and Mr. Desmond Chiu; and three are independent non-executive Directors, namely Dr. Lee G. Lam, Mr. Eugene Yun Hang Wang and Mr. Andrew Chun Wah Fan.
8. The voting on the resolution will be conducted by way of poll.

As at the date of this announcement, the Board of the Company comprises eight Directors, of which three are executive Directors, namely Deacon Te Ken Chiu, J.P., Mr. Duncan Chiu and Mr. Dennis Chiu; two are non-executive Directors, namely Mr. Derek Chiu and Mr. Desmond Chiu; and three are independent non-executive Directors, namely Dr. Lee G. Lam, Mr. Eugene Yun Hang Wang and Mr. Andrew Chun Wah Fan.