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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)

**RESULTS OF THE OPEN OFFER AND ADJUSTMENTS TO  
THE EXERCISE PRICE AND NUMBER OF SHARES  
TO BE ISSUED UPON EXERCISE OF  
THE OUTSTANDING SHARE OPTIONS**

**Financial Adviser to the Company**



**ASIAN CAPITAL**  
(CORPORATE FINANCE) LIMITED

卓亞(企業融資)有限公司

**Underwriter to the Open Offer**



**新鴻基金融集團**

SUN HUNG KAI FINANCIAL

**Sun Hung Kai International Limited**

**RESULTS OF THE OPEN OFFER**

The Board is pleased to announce that as at 4:00 p.m. on Wednesday, 23 January 2013, being the latest time for acceptance of and payment for the Offer Shares, a total of (i) 555 valid applications for provisional allotment have been received for an aggregate of 90,356,183 Offer Shares; and (ii) 549 valid applications for excess Offer Shares have been received for an aggregate of 764,110,133 excess Offer Shares. In aggregate, they represent approximately 5.64 times of the total number of 151,418,943 Offer Shares available for subscription under the Open Offer. The Open Offer was over-subscribed by 703,047,373 Offer Shares.

The Undertaking Shareholder has subscribed for 30,605,466 Offer Shares to which he was entitled to under the Provisional Allotment Letter and 49,000,000 excess Offer Shares under Excess Application Form.

## **EXCESS OFFER SHARES**

The Board has resolved to allot and issue a total of 61,062,760 excess Offer Shares to 549 applicants on a fair and equitable basis in proportion to the number of excess Offer Shares being applied for under each application.

## **DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES**

It is expected that the share certificates for the Offer Shares in respect of valid acceptances for the Offer Shares and successful applications for excess Offer Shares, in their fully-paid form will be despatched to the allottees of the Offer Shares by ordinary post on or before Thursday, 31 January 2013 at their own risk. Each allottees of the Offer Shares will receive one share certificate for all the Offer Shares issued to him/her/it. Refund cheques in respect of partially unsuccessful applications for excess Offer Shares will also be despatched to the allottees of the Offer Shares by ordinary post on or before Thursday, 31 January 2013 at their own risk.

Dealings in the Offer Shares will commence on Friday, 1 February 2013.

Reference is made to the prospectus of Far East Holdings International Limited (the “**Company**”) dated 9 January 2013 (the “**Prospectus**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

## **RESULTS OF THE OPEN OFFER**

The Board is pleased to announce that as at 4:00 p.m. on Wednesday, 23 January 2013, being the latest time for acceptance of and payment for the Offer Shares, a total of (i) 555 valid applications for provisional allotment have been received for an aggregate of 90,356,183 Offer Shares; and (ii) 549 valid applications for excess Offer Shares have been received for an aggregate of 764,110,133 excess Offer Shares. In aggregate, they represent approximately 5.64 times of the total number of 151,418,943 Offer Shares available for subscription under the Open Offer. The Open Offer was over-subscribed by 703,047,373 Offer Shares.

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## **UNDERWRITING AGREEMENT**

As all of the conditions set out in the Underwriting Agreement have been fulfilled, the Underwriting Agreement has not been terminated in accordance with its terms. The Open Offer has become unconditional on 24 January 2013.

As a result of the over-subscription of the Offer Shares, the obligations of the Underwriter in respect of its underwriting obligations under the Underwriting Agreement have been fully discharged.

## EXCESS OFFER SHARES

The Board has resolved to allot and issue a total of 61,062,760 excess Offer Shares to 549 applicants on a fair and equitable basis in proportion to the number of excess Offer Shares being applied for under each application, as set out in the Prospectus.

Allotment results in respect of the excess Offer Shares are set out as follows:

<b>Number of valid application for excess Offer Shares</b>	<b>Total number of excess Offer Shares applied for</b>	<b>Basis of allotment</b>	<b>Total number of Offer Shares allotted</b>	<b>Approximate percentage of allocation based on the total number of excess Offer Shares applied for</b>
549	764,110,133	Approximately 7.99% of the excess Offer Shares applied for, rounded down to the nearest whole number of Offer Shares	61,062,760	7.99%

## SHAREHOLDING STRUCTURE OF THE COMPANY

The following is the shareholding structure of the Company immediately before and after the Open Offer:

	<b>Immediately before completion of the Open Offer</b>		<b>Immediately after completion of the Open Offer</b>	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
<b><i>The Undertaking Shareholder and parties acting in concert with him</i></b>				
The Undertaking Shareholder and companies controlled by him	61,210,932	20.21%	95,732,162	21.07%
The Chiu Family and companies controlled by it (other than the Undertaking Shareholder and companies controlled by him)	<u>80,023,406</u>	<u>26.43%</u>	<u>80,406,128</u>	<u>17.71%</u>
Sub-Total	<u>141,234,338</u>	<u>46.64%</u>	<u>176,138,290</u>	<u>38.78%</u>
<b><i>Public Shareholders</i></b>	<u>161,603,548</u>	<u>53.36%</u>	<u>278,118,539</u>	<u>61.22%</u>
Total	<u><u>302,837,886</u></u>	<u><u>100.00%</u></u>	<u><u>454,256,829</u></u>	<u><u>100.00%</u></u>

## DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES

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Dealings in the Offer Shares will commence on Friday, 1 February 2013.

## ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As at the date of this announcement, the Company has 1,320,000 outstanding Share Options which in aggregate entitle holders thereof to subscribe for 1,320,000 Shares.

As a result of the Open Offer, adjustments will be made to the exercise prices and the number of the outstanding Share Options in accordance with their terms. The adjustments will take effect from 31 January 2013.

The Company's auditor, Deloitte Touche Tohmatsu, had reviewed the adjustments and confirmed in writing that the adjustments are in accordance with the terms of the Share Options. The exercise prices and the number of the outstanding Share Options will be adjusted in the following manner:

Date of grant	Exercise period	Before adjustment		After adjustment	
		Number of outstanding Share Options	Exercise prices of Share Options per Share HK\$	Adjusted number of outstanding Share Options	Adjusted exercise prices of Share Options per Share HK\$
21/04/2006	23/05/2006– 22/05/2016	660,000	0.6091	798,864	0.5032
21/04/2006	23/05/2007– 22/05/2017	660,000	0.6091	798,864	0.5032
		<u>1,320,000</u>		<u>1,597,728</u>	

By order of the Board  
**Far East Holdings International Limited**  
**Richard Yen**  
*Managing Director*

Hong Kong, 30 January 2013

*As at the date of this announcement, the Board comprises eight Directors, of which four are executive Directors, namely, Deacon Te Ken Chiu, J.P., Mr. Derek Chiu, Mr. Richard Yen and Mr. Ip Ngai Sang; one is non-executive Director, namely, Mr. Desmond Chiu; and three are independent non-executive Directors, namely, Dr. Lam Lee G., Mr. Eugene Yun Hang Wang and Mr. Lee Kwan Hung.*