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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)

**DISCLOSEABLE TRANSACTION IN RELATION TO
CORNERSTONE INVESTMENT IN
CHINA BINARY SALE TECHNOLOGY LIMITED
AND
RESUMPTION OF TRADING**

The Board is pleased to announce that on 27 November 2013, the Company entered into the Cornerstone Investor Agreement with China Binary and the Bookrunner, pursuant to which the Company has agreed to acquire the shares of China Binary up to an aggregate value of HK\$10 million.

As the relevant applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the investment exceed 5% but are less than 25%, the investment constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

RESUMPTION OF TRADING

Trading in the shares of the Company on the Stock Exchange was halted with effect from 9:00 a.m. on 27 November 2013 at the request of the Company pending publication of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 28 November 2013.

INTRODUCTION

The Board is pleased to announce that on 27 November 2013, the Company entered into the Cornerstone Investor Agreement with China Binary and the Bookrunner, pursuant to which the Company has agreed to acquire the shares of China Binary up to an aggregate value of HK\$10 million.

THE CORNERSTONE INVESTOR AGREEMENT

Date:

27 November 2013

Parties:

- (a) the Company, as the investor;
- (b) China Binary, as the issuer; and
- (c) Quam Securities Company Limited, as the Bookrunner.

To the best of Directors' knowledge, information and belief, having made all reasonable enquiry, both China Binary and the Bookrunner and their respective ultimate beneficial owners are third parties independent and not connected with any directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates.

Investment in China Binary

Subject to the terms and conditions of the Cornerstone Investor Agreement, the Company has agreed to acquire the shares of China Binary up to an aggregate value of HK\$10 million. The Company will be allocated shares of China Binary at the IPO Price and rounded down to the nearest board lot of 6,000 shares. The shares to be issued by China Binary to the Company will rank pari passu in all respects with the other fully paid shares of China Binary in issue. China Binary is seeking a listing on the GEM of the Stock Exchange by way of placing of its shares and is proposed to be listed on 4 December 2013.

Assuming the IPO Price is fixed at HK\$0.4, being the low-end of the IPO Price range shown in the Prospectus, the Company will acquire approximately 24,996,000 shares in China Binary, representing approximately 5.2% of the shares in issue upon the completion of the placing and the capitalisation issue. Assuming the IPO Price is fixed at HK\$0.6, being the high-end of the IPO Price range shown in the Prospectus, the Company will acquire approximately 16,662,000 shares in China Binary, representing approximately 3.5% of the shares in issue upon the completion of the placing and the capitalisation issue.

The investment amount was agreed between the parties after arm's length negotiations with reference to the prospect of China Binary. The investment amount will be financed by internal resources of the Group. The investment amount shall be settled by same day value credit in clear funds to the Bookrunner on the delivery date.

China Binary has applied to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the shares to be issued to the Company pursuant to the Cornerstone Investor Agreement.

Restriction on Disposal

Without the prior written consent of China Binary and the Bookrunner, the Company will not, at any time during the period of six months following the listing date of China Binary, directly or indirectly, dispose of any of the shares of China Binary which is acquired by the Company pursuant to the Cornerstone Investor Agreement.

Conditions precedent

Closing shall be conditional upon the following matters having occurred:

- (a) the underwriting agreement for the placing being entered into by, inter alia, China Binary and the Bookrunner and having become unconditional and not having been terminated (in accordance with their respective original terms or as subsequently varied by agreement of the relevant parties) by no later than 8:00 a.m. on the 30th day after the date of the Prospectus;
- (b) no laws shall have been enacted or promulgated by any governmental authority which prohibit the consummation of the closing and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of the closing;
- (c) the respective representations, warranties and confirmations of the Company and China Binary are accurate and true in all material respects and not misleading and that there is no material breach of the Cornerstone Investor Agreement on the part of the Company;
- (d) the IPO Price having been agreed upon by China Binary and the Bookrunner; and
- (e) the Listing Division of the Stock Exchange having granted the listing of, and permission to deal in, the shares of China Binary in issue and to be issued pursuant to the placing.

INFORMATION ON THE GROUP

The Company is an investment holding company. The Group's major business activities include aviation maintenance services and manufacturing and sales of garment products.

INFORMATION ON CHINA BINARY

China Binary is principally engaged in providing online transaction services by (i) facilitating transactions between online game operators and online game users; and (ii) providing mobile top-up service to mobile subscribers. China Binary also generates revenue from the distribution of online game products and the operation of the internet website of www.youxiping.com.

Financial information of China Binary is contained in the Prospectus.

INFORMATION ON THE BOOKRUNNER

Quam Securities Company Limited is a corporation licensed by the Securities and Futures Commission to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) under the Securities and Futures Ordinance.

REASONS FOR THE INVESTMENT

The Board is of the view that the terms of the investment are fair and reasonable and the investment is beneficial to the shareholders of the Company as a whole. China Binary has been engaged in the provision of online transaction services and the investment in China Binary would, apart from the expected investment return, allow the Company to diversify its investment in different business sector.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the investment exceed 5% but are less than 25%, the investment constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

RESUMPTION OF TRADING

Trading in the shares of the Company on the Stock Exchange was halted with effect from 9:00 a.m. on 27 November 2013 at the request of the Company pending publication of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 28 November 2013.

DEFINITIONS

“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bookrunner”	Quam Securities Company Limited is a corporation licensed by the Securities and Futures Commission to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) under the Securities and Futures Ordinance
“China Binary”	China Binary Sale Technology Limited, a company incorporated in Cayman Islands with limited liability and the shares of which are proposed to be listed on the GEM of the Stock Exchange
“Company”	Far East Holdings International Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 36)

“Cornerstone Investor Agreement”	the Cornerstone Investor Agreement dated 27 November 2013 entered into amongst the Company, China Binary and the Bookrunner
“Director(s)”	the director(s) of the Company
“GEM”	Growth Enterprise Market
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“IPO Price”	the final price per share of not more than HK\$0.6 per share and expected to be not less than HK\$0.4 per share, exclusive of the Stock Exchange trading fee, the transaction levy imposed by the Securities and Futures Commission and the brokerage fee, at which the shares are issued by China Binary under the placing, expressed in HK\$
“Listing Division”	the listing division of the Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Prospectus”	the prospectus to be issued by China Binary in relation to the listing on the GEM of the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed thereto under the Listing Rules
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 27 November 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.