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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 (“EGM”) of Far East Holdings International Limited (the “**Company**”) will be held at The Penthouse, 24/F., Far East Consortium Building, 121 Des Voeux Road Central, Central, Hong Kong on Tuesday, 22 April, 2014, at 4:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

RESOLUTIONS

1. **“THAT:**

- (a) conditional sale and purchase agreement dated 24 January 2014 entered into between Mr. Duncan Chiu, a substantial shareholder of the Company as vendor (the “**Vendor**”) and the Company as the purchaser in respect of the acquisition of the entire issued share capital of Blooming Success Limited (the “**Acquisition Agreement**”, a copy of which has been produced before the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) at a total consideration of HK\$36.6 million and all the transactions contemplated thereunder and in connection therewith, be and hereby approved, confirmed and ratified;
- (b) the allotment and issue to the Vendor of 62,588,235 Consideration Shares (as defined in the circular of the Company dated 1 April 2014 (the “**Circular**”, a copy of which has been produced before the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification)) credited as fully paid-up at the issue price of HK\$0.425 per Consideration Share, as part of the consideration for the Acquisition (as defined in the Circular) pursuant to the Acquisition Agreement, be and is hereby approved; and

- (c) any one director (the “**Director**”) of the Company, or if the affixation of the common seal is necessary, two Directors of whom one must be either the Chairman of Directors or a Managing Director, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do all such acts or things as he/they may in his/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or in connection with the Acquisition Agreement and the transactions contemplated thereunder (including without limitation, the allotment and issue of the Consideration Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, is in the interest of the Company and its shareholders as a whole).”

2. “**THAT:**

- (a) the whitewash waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate thereof pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers to waive the obligation of the Vendor and parties acting in concert with him to make a mandatory offer for all the shares and securities issued by the Company not already owned or agreed to be acquired by them as a result of the issue of the Consideration Shares be and is hereby approved; and
- (b) any one Director be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts or things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or in connection with the Whitewash Waiver.”

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

Hong Kong, 1 April 2014

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, Wanchai, 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 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.
8. The voting on the resolutions will be conducted by way of poll.