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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)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 22 APRIL 2014**

The Board is pleased to announce that the Ordinary Resolutions as set out in the notice of EGM dated 1 April 2014 were duly passed by way of poll by the Independent Shareholders at the EGM held on Tuesday, 22 April 2014.

Reference is made to the circular (the “**Circular**”) of Far East Holdings International Limited (the “**Company**”) in relation to, among other matters, information of the Acquisition and the Whitewash Waiver and the Company’s notice of EGM, both dated 1 April 2014. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

At the EGM, voting on the proposed ordinary resolutions (the “**Ordinary Resolutions**”) was taken by way of poll. The Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that as more than 50% of the votes were cast in favour of the Ordinary Resolutions proposed at the EGM, the Ordinary Resolutions were duly passed by the Independent Shareholders by way of poll at the EGM held on Tuesday, 22 April 2014.

The poll results in respect of the Ordinary Resolutions were as follows:

<b>ORDINARY RESOLUTIONS</b> <i>(Note)</i>	<b>Number of Votes (approximate %)</b>	
	<b>For</b>	<b>Against</b>
1.(a) To approve, confirm and ratify the Acquisition Agreement and all the transactions contemplated thereunder.	42,810,106 (100.00%)	0 (0.00%)
1.(b) To approve the allotment and issue to the Vendor of 62,588,235 Consideration Shares credited as fully paid-up at the issue price of HK\$0.425 per Consideration Share, as part of the consideration for the Acquisition.	42,810,106 (99.80%)	85,282 (0.20%)
1.(c) To authorise the Directors to execute all such documents and to do all such things and acts as they may in their absolute discretion consider necessary, desirable, appropriate or expedient to effect the Acquisition Agreement and the transactions contemplated thereunder.	42,895,388 (100.00%)	0 (0.00%)
2.(a) To approve the Whitewash Waiver.	42,772,633 (100.00%)	0 (0.00%)
2.(b) To authorise the Directors to execute all such documents and to do all such things and acts as they may in their absolute discretion consider necessary, desirable, appropriate or expedient to implement or give effect to or in connection to the Whitewash Waiver.	42,895,388 (100.00%)	0 (0.00%)

*Note: The description of the resolutions are by way of summary only. The full text appears in the notice of EGM.*

As at the date of the EGM, the total number of issued Shares was 454,256,829 Shares. The Vendor and the parties acting in concert with him, who owns 181,235,497 Shares in aggregate or approximately 39.90% of the issued share capital of the Company, and any Shareholders who are involved or interested in the Acquisition and/ or the Whitewash Waiver were required to abstain and have abstained from voting at the EGM in respect of the resolutions approving the Acquisition Agreement and the Whitewash Waiver. To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, save for the Vendor and the parties acting in concert with him, there are no Shareholders who are involved or interested in the Acquisition and/ or the Whitewash Waiver. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolutions was 273,021,332 Shares. No Shareholder was entitled to attend and vote only against the Ordinary Resolutions at the EGM.

## **COMPLETION OF THE ACQUISITION**

Completion is subject to the conditions precedent provided under the Acquisition Agreement, including the Executive granting the Whitewash Waiver. The Executive has granted the Whitewash Waiver to the Vendor which is subject to (i) the issue of the Consideration Shares being approved by a vote of the Independent Shareholders at the EGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Vendor and the parties acting in concert with him between the Announcement and the Completion. As mentioned above, the Acquisition Agreement and the transactions contemplated thereunder (including the issue of the Consideration Shares) and the Whitewash Waiver have been approved by the Independent Shareholders at the EGM by way of poll. Further announcement will be made by the Company upon Completion.

## **NUMBER OF SHARES AND SHAREHOLDING PERCENTAGE OF THE VENDOR AND ITS CONCERT PARTIES UPON COMPLETION**

Upon Completion, the Vendor will own 163,417,604 Shares, representing approximately 31.62% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares (assuming that no Shares other than the Consideration Shares will be issued from the date of this announcement until Completion). The aggregate shareholding of the Vendor and the parties acting in concert with him (including Chiu Family) will increase to 243,823,732 Shares, representing approximately 47.18% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares (assuming that no Shares other than the Consideration Shares will be issued from the date of this announcement until Completion).

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

Hong Kong, 22 April 2014

*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.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*