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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 Wednesday, 16 July, 2014, at 4:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company:

“**THAT:**

- (1) the proposed disposal (the “**Proposed Disposal**”) by the Company and/or its subsidiaries (collectively, the “**Group**”) of up to 113,399,822 ordinary shares (the “**CIL Shares**”) in the share capital of Chinasoft International Limited (“**CIL**”), a company incorporated in Cayman Islands with limited liability and whose shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), during the period of 12 months from the date of passing of this resolution (unless revoked or varied by ordinary resolution of the shareholders in general meeting of the Company) (the “**Mandate Period**”) on the terms set out in the circular of the Company dated 30 June 2014 relating to the Proposed Disposal (the “**Circular**”), in particular, amongst others, the following, be and is hereby approved:
  - (i) the Proposed Disposal may take place by way of sale in the open market or through block trade(s). If the CIL Shares are to be disposed through placing agent, broker or otherwise, the Company may appoint reputable placing agent or broker to identify purchaser(s) for the CIL Shares and the terms and conditions of the placing or brokerage agreement shall be negotiated on an arm’s length basis; and
  - (ii) if the disposal of the CIL Shares is made in the open market, it shall be sold at the market price. If the disposal of the CIL Shares is made through block trade(s), it shall be sold at a price no more than 5% discount to the average closing price of the CIL Shares in the five (5) trading days immediately prior to the date of any definitive agreement. The sale price per CIL Share to be disposed of by the Group shall in no event be lower than HK\$1.80. In the event of capital restructuring of CIL, the lowest sale price of HK\$1.80 shall be adjusted accordingly; and

- (iii) if and when there shall be (a) any alteration to the nominal value of CIL Shares as a result of consolidation, subdivision or reclassification, or issue of new CIL Shares to the Company by way of capitalization of profits or reserves or by way of a scrip dividend during the Mandate Period, or (b) an issue of new CIL Shares to the Company by way of a rights issue or open offer during the Mandate Period, the number of CIL Shares approved under the Disposal Mandate (as defined in the Circular) shall be adjusted accordingly to include such new CIL Shares issued; and
- (2) the directors of the Company (the “**Directors**”) be and are hereby authorised for and on behalf of the Company to exercise all the powers of the Company to procure or effect the Proposed Disposal from time to time during the Mandate Period and to do all such acts and things, including but not limited to execution of all documents, which the Directors deem necessary, appropriate or desirable to implement and give effect to the Proposed Disposal and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate (as defined in the Circular).”

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

Hong Kong, 30 June 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, 21st Floor, 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 17M Floor, 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 resolution will be conducted by way of poll.

*As at the date hereof, 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.*