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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 a extraordinary general meeting (the “**Meeting**”) 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 Monday, 20 April 2015 at 4:00 p.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**That:**

- a) the sale and purchase agreement dated 17 February 2015 (“**Blooming Success SPA**”) entered into between the Company and Mr. Duncan Chiu (the “**Purchaser**”), a substantial shareholder of the Company in respect of the disposal of the 50,000 ordinary shares in Blooming Success Limited, as amended by a supplemental agreement dated 18 February 2015, the terms are set out in the circular of the Company dated 31 March 2015 relating to the disposal (the “**Circular**”), at the consideration of HK\$119,718,323.06 and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed; and
- b) the directors of the Company be and are hereby authorised to do all such acts and things and sign, agree, ratify or execute all such documents and take all such actions as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Blooming Success SPA and any dealings and transactions contemplated thereunder.”

2. **“That:**

- a) the sale and purchase agreement dated 17 February 2015 (“**Healy SPA**”) entered into between the Company, Healy Company Limited and the Purchaser in respect of the disposal of the Company’s land interest of Lots Nos. 46, 47, 48, 49, 107, 108, 109 and 110 all in Demarcation District No. 279, and Lots Nos. 421 and 718 all in Demarcation District No. 395 in Tuen Mun, New Territories, Hong Kong and Lots Nos. 968, 969, 970, 971, 972, 973, 975, 976, 977, 978 RP, 980 RP and 981 RP all in Demarcation District No. 82 in Fanling, New Territories, Hong Kong at the consideration of HK\$14,295,000 (the principal terms are set out in the Circular) and all the dealings and transactions contemplated thereunder and all acts, negotiations, representations and other matters of and incidental thereto or in connection therewith or contemplated thereunder, whether before or after the signing of Healy SPA, be and are hereby approved, ratified and confirmed; and
- b) the directors of the Company be and are hereby authorised to do all such acts and things and sign, agree, ratify or execute all such documents and take all such actions as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Healy SPA and any dealings and transactions contemplated thereunder.”

3. **“That:**

- a) the sale and purchase agreement dated 17 February 2015 (“**Tigris SPA**”) entered into between the Company, Tigris Investment Limited and the Purchaser in respect of the disposal of the Company’s land interest of one equal undivided half part or share in Lots Nos. 5, 9, 10, 12, 14, 15, 17, 18, 19, 20, 33 and 72 all in Demarcation District No. 447 in Tsuen Wan, New Territories, Hong Kong at the consideration of HK\$455,000 (the principal terms are set out in the Circular) and all the dealings and transactions contemplated thereunder and all acts, negotiations, representations and other matters of and incidental thereto or in connection therewith or contemplated thereunder, whether before or after the signing of the Tigris SPA be and are hereby approved, ratified and confirmed; and
- b) the directors of the Company be and are hereby authorised to do all such acts and things and sign, agree, ratify or execute all such documents and take all such actions as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Tigris SPA and any dealings and transactions contemplated thereunder.”

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

Hong Kong, 31 March 2015

Notes:

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a Shareholder.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company’s branch registrar and transfer office in Hong Kong, 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 fixed for holding the Meeting (or at any adjournment thereof).
3. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person at the Meeting or at any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. 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.
5. Resolution as set out in this notice will be taken by poll at the Meeting.
6. As at the date hereof, the executive directors of the Company are Mr. Derek Chiu, Mr. Richard Yen, Mr. Yu Pak Yan, Peter, Mr. Fok Chi Tak and Mr. Ip Ngai Sang; the independent non-executive directors are Mr. Chan Ming Sun, Jonathan, Dr. Wong Yun Kuen and Ms. Kwan Shan.