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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)

**ANNOUNCEMENT PURSUANT TO
RULE 3 OF THE TAKEOVERS CODE,
RULE 13.09 OF THE LISTING RULES
AND
THE INSIDE INFORMATION PROVISIONS UNDER
PART XIVA OF THE SECURITIES AND
FUTURES ORDINANCE**

The Company has entered into Subscription Agreements with various independent third parties for, amongst other things, the possible subscription of new Shares, representing more than 50% of the enlarged issued share capital of the Company. If these Subscription Agreements are completed, that will lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code unless the Whitewash Waiver is granted.

Trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on Monday, 29 June 2015 and will remain suspended until the release of an announcement giving fuller details of the matters referred to in this announcement.

WARNING: There is no assurance that the Subscription Agreements will be completed and that there will be a resulting change in control of the Company. Shareholders and potential investors should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult professional advisers.

This announcement is made pursuant to Rule 3 of the Takeovers Code, Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance.

On 10 July 2015 the Company entered into the Subscription Agreements with six independent third parties regarding the possible subscription of new securities of the Company, representing more than 50% of the entire issued share capital of the Company as enlarged by that subscription, and of convertible securities to be created by the Company, amongst other things.

The Subscription Agreements are conditional on the approval of Shareholders of the Company in general meeting, a capital reduction by the Company and a related cash distribution to Shareholders and the grant of the Whitewash Waiver, amongst other things.

To the best of the Directors' knowledge and belief, having made all reasonable enquiries, each of the Potential Subscribers and their respective beneficial owners are third parties independent of the Company and its connected persons.

At the date of this announcement, the Company has 1,089,118,593 Shares in issue. The Company has no other relevant securities (as that term is defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

MONTHLY UPDATE

In accordance with the Takeovers Code, monthly announcement(s) will be made until the making of an appropriate announcement under Rule 3.5 of the Takeovers Code or an announcement of a decision not to proceed. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commenced on the date of this announcement, being 17 July 2015.

The associates (as "associates" is defined in the Takeovers Code) including shareholders holding 5% or more of the Shares of the Company and the Potential Subscribers as well as its associates are reminded to disclose their dealings in any securities of the Company as required by Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

SUSPENSION OF TRADING

At the request of the Company trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on Monday, 29 June 2015 pending the release of an announcement containing inside information of the Company and will remain suspended until the release of an announcement giving fuller details of the matters referred to in this announcement.

WARNING: There is no assurance that the Possible Subscription will be completed and that there will be a resulting change in control of the Company. Shareholders and potential investors should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult professional advisers.

In this announcement, unless the context otherwise requires, the following terms have the meanings set out below:

“Company”	Far East Holdings International Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	the meaning ascribed to it in the Listing Rules
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

“Shares”	ordinary shares in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreements”	the subscription agreements dated 10 July 2015 referred to herein
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Whitewash Waiver”	a waiver from the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code in respect of the obligations of to make a mandatory general offer for all of the Shares not already owned or agreed to be acquired by the relevant subscriber or parties acting in concert with it which would, if they proceed, otherwise arise upon completion of the Subscription Agreements

By Order of the Board
Far East Holdings International Limited
Yu Pak Yan, Peter
Executive Director

Hong Kong, 17 July 2015

At the date of this announcement, the Board comprises six Directors, of which three are executive Directors, namely, Mr. Derek Chiu, Mr. Yu Pak Yan, Peter and Mr. Fok Chi Tak; and three are independent non-executive Directors, namely, Mr. Chan Ming Sun, Jonathan, Dr. Wong Yun Kuen and Ms. Kwan Shan.

The directors of the Company 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.