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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 3.7 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
AND
RESUMPTION OF TRADING**

On 10 July 2015, the Company entered into six Subscription Agreements, one with each of Regent Pacific, Prime Precision, Crystal Vision, Grow Success, Celestial Knight and Gatti Holdings, respectively, pursuant to which and among other things (i) each of Regent Pacific, Prime Precision, Crystal Vision, Grow Success, Celestial Knight and Gatti Holdings has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 6,534,711,558 Shares, 980,206,734 Shares, 816,838,945 Shares, 653,471,156 Shares, 533,668,111 Shares and 283,170,834 Shares, respectively, each at HK\$0.10 per Share, and (ii) Regent Pacific has conditionally agreed to further subscribe for, and the Company has conditionally agreed to create and issue, a total of 5,000,000,000 Convertible Shares, to be issued at nil consideration. Each Convertible Share will be convertible into a Share at an exercise price of HK\$0.10 (subject to adjustments).

The Company was informed by the Stock Exchange that the Company's assets will consist substantially of cash upon completion of the Subscription Agreements, and under Rule 14.82 of the Listing Rules, the Company may not be regarded as suitable for listing and trading in its securities may be suspended. On this basis, it became apparent to the parties that it would not be commercially practicable for the Subscription Agreements to proceed. As a result, the Subscription Agreements have been terminated by mutual consent on 15 September 2015. The Company remains open to proposals (if any) from the Subscribers and others about possible investment opportunities. Further announcements in that regard will be made if and when appropriate.

As a result of the termination, the offer period in respect of the Company that commenced on 17 July 2015 has now terminated.

Shareholders and potential investors are advised to continue to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult professional advisers.

Trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on Monday, 29 June 2015. The Company has applied to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 16 September 2015.

This announcement is made pursuant to Rule 3.7 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.

Far East Holdings International Limited (the “**Company**”) refers to its announcement dated 17 July 2015 (the “**First Announcement**”) and its announcement of 18 August 2015. Unless otherwise stated, terms defined in the First Announcement are used herein with their defined meanings.

On 10 July 2015, the Company entered into six Subscription Agreements, one with each of Regent Pacific Business Ltd. (“**Regent Pacific**”), Prime Precision Holdings Limited (“**Prime Precision**”), Crystal Vision Ventures Limited (“**Crystal Vision**”), Grow Success Investments Limited (“**Grow Success**”), Celestial Knight Limited (“**Celestial Knight**”) and Gatti Holdings Limited (“**Gatti Holdings**”), respectively, pursuant to which and among other things (i) each of Regent Pacific, Prime Precision, Crystal Vision, Grow Success, Celestial Knight and Gatti Holdings has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 6,534,711,558 new ordinary shares of the Company (“**Shares**”), 980,206,734 Shares, 816,838,945 Shares, 653,471,156 Shares, 533,668,111 Shares and 283,170,834 Shares, respectively, each at HK\$0.10 per Share, and (ii) Regent Pacific has conditionally agreed to further subscribe for, and the Company has conditionally agreed to create and issue convertible securities of the Company convertible into 5,000,000,000 Shares (“**Convertible Share(s)**”) to be issued at nil consideration. Each Convertible Share will be convertible into a Share at an exercise price of HK\$0.10 (subject to adjustments). The new Shares and Convertible Shares to be issued represent approximately 61.7% 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 Company was informed by the Stock Exchange that the Company’s assets will consist substantially of cash upon completion of the Subscription Agreements, and under Rule 14.82 of the Listing Rules, the Company may not be regarded as suitable for listing and trading in its securities may be suspended. On this basis, it became apparent to the parties that it would not be commercially practicable for the Subscription Agreements to proceed. As a result, all the Subscription Agreements were terminated by mutual consent on 15 September 2015. The Company remains open to proposals (if any) from the Subscribers and others about possible investment opportunities. Further announcements in that regard will be made if and when appropriate.

As a result of the termination, the offer period in respect of the Company that commenced on 17 July 2015 has now terminated.

Shareholders and potential investors are advised to continue to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult professional advisers.

RESUMPTION 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. The Company has applied to the Stock Exchange for a resumption of trading in the Shares with effect from 9:00 a.m. on 16 September 2015.

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

Hong Kong, 15 September 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.