
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Far East Holdings International Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.



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)

**CONNECTED TRANSACTION IN RELATION TO
SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT RELATING
TO WEALTH TREND INVESTMENT LIMITED**

**Independent financial adviser to the
Independent Board Committee and independent Shareholders**



A letter from the Board is set out on pages 4 to 13 of this circular. A letter from the Independent Board Committee is set out on page 14 of this circular. A letter from Quam Capital Limited containing its advice to the Independent Board Committee and the independent Shareholders is set out on pages 15 to 19 of this circular. A notice convening an Extraordinary General Meeting of Far East Holdings International Limited to be held at 24th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Friday, 28 November 2008 at 4:30 p.m. is set out on pages 26 to 28 of this circular. A form of proxy for use by Shareholders at the Extraordinary General Meeting (or any adjournment thereof) is also enclosed.

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at Room 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournments thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournments thereof should you so desire.

5 November, 2008

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	4
The Subscription and Shareholders' Agreement	5
The Subscriptions	6
Payment terms	6
Conditions precedent	6
Completion	7
Board representation	7
Shareholders' consent	7
Finance	8
Pre-emption on new issue of Wealth Trend Shares	8
Transfer restrictions	8
Information about Wealth Trend	9
Shareholding Structure of Wealth Trend and the PRC Co. immediately prior to and after the Completion of the Acquisitions and the Subscriptions	9
Financial effect of the Subscription on the Group	10
Reasons for benefits of the Acquisitions and the Subscriptions	10
General	11
Extraordinary General Meeting	11
Procedures for demanding a poll by Shareholders	12
Recommendations	12
Additional information	13
LETTER FROM THE INDEPENDENT BOARD COMMITTEE	14
LETTER FROM QUAM CAPITAL LIMITED	15
APPENDIX – GENERAL INFORMATION	20
NOTICE OF EXTRAORDINARY GENERAL MEETING	26

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Acquisitions”	the acquisitions of 30% in aggregate of the total equity interest in the PRC Co. by Wealth Trend pursuant to the Equity Transfer Agreements, details of which were set out in announcement of the Company dated 15 October 2008;
“Beijing Jie Yang”	北京杰洋天寶投資顧問有限公司 (Beijing Jie Yang Tianbao Investment Consultants Ltd)*, a company established in the PRC on 15 December 2005 with limited liability;
“Board”	means the board of Directors;
“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(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	means a director or directors of the Company and shall, where the context so admits, include an alternate director;
“Equity Transfer Agreements”	the Equity Transfer Agreement A and the Equity Transfer Agreement B;
“Equity Transfer Agreement A”	the equity interest transfer agreement entered into between Wealth Trend and Mr. Wang on 14 October, 2008 in relation to the transfer of a 10% of the total equity interest in the PRC Co., details of which were set out in announcement of the Company dated 15 October 2008;
“Equity Transfer Agreement B”	the equity interest transfer agreement entered into between Wealth Trend and Beijing Jie Yang on 14 October, 2008 in relation to the transfer of a 20% of the total equity interest in the PRC Co., details of which were set out in announcement of the Company dated 15 October 2008;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened on 28 November 2008 at 4:30 p.m. at 24th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong at which an ordinary resolution will be proposed to approve the Subscription and the Shareholders’ Agreement;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“GSI”	Golden Star Investment Limited, a wholly-owned subsidiary of the Company;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Board Committee”	the independent board committee of the Company comprising Dr. Lee G. Lam, Mr. Hing Wah Yim and Mr. Eugene Yun Hang Wang appointed to advise the independent Shareholders on the terms of the Subscription and Shareholders’ Agreement;
“Latest Practicable Date”	30 October, 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Maxi Wealth”	Maxi Wealth Investments Limited, a limited company incorporated under the laws of Hong Kong;
“Ms. Dong”	Ms. Dong Shumei;
“Mr. Wang”	Mr. Wang Hong Quan;
“Mr. Yang”	Mr. Yang Xiang Dong;
“PRC”	the People’s Republic of China;
“PRC Co.”	Beijing Golden Music Resources Management Technology Co. Ltd. (北京金音源管理科技有限公司), a sino-foreign equity venture established in the PRC and a 65% owned subsidiary of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholders”	shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Subscription and Shareholders’ Agreement”	the subscription and shareholders’ agreement dated 14 October, 2008 entered into among GSI, Wealth Trend and the Subscribers in relation to the Subscriptions;
“Subscribers”	Maxi Wealth, Mr. Wang, Ms. Dong and Mr. Yang;
“Subscriptions”	the subscriptions for an aggregate of 8,567,265 Wealth Trend Shares by the Subscribers pursuant to the terms of the Subscription and Shareholders’ Agreement, and the term “Subscription by Mr. Wang” refers to the subscription by Mr. Wang for 2,453,217 Wealth Trend Shares pursuant to the Subscription and Shareholders’ Agreement;
“Subscription Price”	means HK\$1.00 per Wealth Trend Share for the Subscriptions;
“Subscription Shares”	means the aggregate of 8,567,265 new Wealth Trend Shares to be allotted and issued to Maxi Wealth, Mr. Wang, Ms. Dong and Mr. Yang upon completion of the Subscriptions;
“Wealth Trend”	Wealth Trend Investment Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company;
“Wealth Trend Shareholder(s)”	the shareholder(s) of Wealth Trend;
“Wealth Trend Share(s)”	share(s) of HK\$1.00 each in the capital of Wealth Trend;
“%”	per cent.

* *The unofficial English transliterations or translations are for identification purposes only.*

For the purpose of illustration only, amounts denominated in RMB in this circular have been translated into HK\$ at the rate of RMB1 = HK\$1.1521. Such translation should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate at all.

LETTER FROM THE BOARD



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)

Executive Directors:

Deacon Te Ken Chiu J.P., (*Chairman*)

Mr. Duncan Chiu

(Managing Director and Chief Executive Officer)

Mr. Dennis Chiu

Registered Office:

16th Floor

Far East Consortium Building

121 Des Voeux Road Central

Hong Kong

Non-executive Directors:

Tan Sri Dato' David Chiu

Mr. Daniel Tat Jung Chiu

Mr. Derek Chiu

Mr. Desmond Chiu

Ms. Margaret Chiu

*Head Office and Principal Place
of Business:*

Room 1802-1804, 18th Floor

Far East Consortium Building

121 Des Voeux Road Central

Hong Kong

Independent Non-executive Directors:

Dr. Lee G. Lam

Mr. Hing Wah Yim

Mr. Eugene Yun Hang Wang

5 November, 2008

To the Shareholders

Dear Sir/Madam,

**CONNECTED TRANSACTION IN RELATION TO
THE SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT RELATING
TO WEALTH TREND INVESTMENT LIMITED**

INTRODUCTION

Reference is made to the announcement of the Company dated 15 October 2008 on (i) the Acquisitions and (ii) the Subscription and Shareholders' Agreement entered into among GSI, Wealth Trend and the Subscribers in relation to the Subscriptions.

The Acquisitions constitute connected transactions of the Company. Given that the total consideration of the Acquisitions is less than HK\$10,000,000 and the applicable percentage ratios are less than 25%, the Acquisitions are only subject to the reporting and announcement requirements set out in

LETTER FROM THE BOARD

rules 14A.45 to 14A.47 of the Listing Rules and are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Shareholders may refer to the announcement of the Company dated 15 October 2008 for details in respect of the connected transactions constituted by the Acquisitions. As at the Latest Practicable Date, the Acquisitions had not been completed yet.

In respect of the Subscriptions, as Mr. Wang is a connected person of the Company, the Subscription by Mr. Wang constitutes a connected transaction of the Company and is subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The purpose of this circular is to provide the Shareholders with, among other things, (i) further details of the Subscription and Shareholders' Agreement; (ii) the letter of recommendation from the Independent Board Committee to the independent Shareholders in respect of the Subscription and Shareholders' Agreement; (iii) the letter of advice from Quam Capital Limited to the Independent Board Committee and the independent Shareholders in respect of the Subscription and Shareholders' Agreement; and (iv) a notice of the Extraordinary General Meeting.

THE SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT

Date : 14 October, 2008

Parties

Subscribers : (i) Maxi Wealth
(ii) Mr. Wang
(iii) Ms. Dong
(iv) Mr. Yang

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Maxi Wealth and its ultimate beneficial owner are third parties independent of the Company and its connected persons, and Ms. Dong and Mr. Yang are third parties independent of the Company and its connected persons.

Mr. Wang is a director and a substantial shareholder of the PRC Co., a subsidiary of the Company.

Wealth Trend, an indirect wholly-owned subsidiary of the Company which at present holds a 65% equity interest in the PRC Co., has agreed to issue the Subscription Shares to the Subscribers on and subject to the terms and conditions of the Subscription and Shareholders' Agreement.

GSI, a wholly-owned subsidiary of the Company and the sole shareholder of Wealth Trend, has joined as a party to the Subscription and Shareholders' Agreement together with Wealth Trend to provide certain representations and warranties to the Subscribers.

LETTER FROM THE BOARD

The Subscriptions

The issued share capital of Wealth Trend prior to the completion of the Subscriptions is 18,570,072 Wealth Trend Shares, all of which are beneficially owned by GSI.

1. Maxi Wealth will subscribe for 2,686,599 Wealth Trend Shares (representing 9.90% of the issued share capital of Wealth Trend as enlarged by the Subscription).
2. Mr. Wang will subscribe for 2,453,217 Wealth Trend Shares (representing 9.04% of the issued share capital of Wealth Trend as enlarged by the Subscription).
3. Ms. Dong will subscribe for 2,000,025 Wealth Trend Shares (representing 7.37% of the issued share capital of Wealth Trend as enlarged by the Subscription).
4. Mr. Yang will subscribe for 1,427,424 Wealth Trend Shares (representing 5.26% of the issued share capital of Wealth Trend as enlarged by the Subscription).

The Subscription Shares, when issued and fully paid, will rank *pari passu* in all respects with each other and other Wealth Trend Shares then in issue as at the date of allotment and issue of the Subscription Shares.

Payment terms

The aggregate subscription price of HK\$8,567,265 will be payable in cash by the Subscribers upon completion of the Subscription. The subscription price of HK\$1.00 per new Subscription Share was agreed after arm's length negotiations between the Subscribers and Wealth Trend and being a price acceptable to them with reference to the consideration payable by Wealth Trend for the Acquisitions.

Conditions precedent

Completion of the Subscription and Shareholders' Agreement is conditional upon:

- (1) approval by the Shareholders (save for such Shareholders required to abstain from voting (if any) under the Listing Rules) in general meeting of the Subscription and Shareholders' Agreement and the transactions contemplated under the Subscription and Shareholders' Agreement, including the allotment and issue of the Subscription Shares pursuant to the terms of the Subscription and Shareholders' Agreement, in accordance with the requirements of the Listing Rules;
- (2) all the relevant consents and approval from all relevant PRC regulatory authorities required for the Acquisitions pursuant to the Equity Transfer Agreements having been obtained; and
- (3) all such other necessary approvals and consents (if any) required for the execution of the Subscription and Shareholders' Agreement and the performance of the transactions hereby contemplated being obtained.

LETTER FROM THE BOARD

Completion

Completion of the Subscriptions will take place on the fifth business day after the satisfaction of the conditions precedent set out above or on such other date as the parties may agree. If the conditions precedent have not been satisfied on or before 30 November 2008, the Subscription and Shareholders' Agreement shall lapse and no party shall, save for any antecedent breach, have any claim of any nature under the Subscription and Shareholders' Agreement against the other parties.

Board representation

(i) *Board of directors of Wealth Trend*

The board of directors of Wealth Trend will consist of 5 members, of which 3 will be nominated by GSI while each of Maxi Wealth and Mr. Wang will be entitled to nominate 1 director. GSI shall have the right to appoint the chairman of the board of Wealth Trend from the directors appointed by it and shall have the right to appoint the chief executive officer of Wealth Trend.

(ii) *Board of directors of the PRC Co.*

Wealth Trend shall use its best endeavors to procure that the board of directors of the PRC Co. shall comprise 5 members, of which 4 shall be nominated by Wealth Trend and 1 shall be nominated by the PRC joint venture partner of the PRC Co. (holding 5% of its total equity interest). Of the 4 directors nominated by Wealth Trend, 1 shall be chosen by Maxi Wealth.

Shareholders' consent

The following actions of Wealth Trend or any of its subsidiaries shall be subject to the prior approval of all Wealth Trend Shareholders:

- (i) change of the scope of business or incorporation of any new subsidiaries for the purpose of conducting business outside the present scope of business;
- (ii) the entering into of any transaction, contract or incur any debt or liability which (1) is not on an arm's length basis; (2) is not in the ordinary course of business of Wealth Trend or its subsidiary concerned; or (3) which would constitute a connected transaction of Wealth Trend had Wealth Trend been listed on the Stock Exchange;
- (iii) sale of assets or business or merger of present business with any other company, partnership or entity;
- (iv) acquisition of the share capital or business of any other company, including the establishment of any subsidiary or joint venture;

LETTER FROM THE BOARD

- (v) issue any new shares or securities convertible into shares or options to subscribe for shares;
- (vi) taking steps for winding-up or liquidation;
- (vii) any change to the memorandum and articles of association or constitutional documents; or
- (viii) obtaining of funding or banking facilities from banks or financial institutions for which guarantee(s) is/are required to be given by the shareholders of Wealth Trend or its subsidiaries in favour of the banks or financial institutions as a security for such facilities.

Finance

The sources of future funding requirement of Wealth Trend shall be determined by the board of directors of Wealth Trend from time to time and shall be in the form of (i) loan from banks or financial institutions; (ii) shareholders' loan; and/or (iii) subscription of new Wealth Trend Shares by the Wealth Trend Shareholders on a pro-rata basis.

If shareholders' funding is required, the Wealth Trend Shareholders shall provide funds in the proportions equal to their respective percentage shareholdings in Wealth Trend.

In the event that any funding by banks or financial institutions is required and that guarantee(s) is required to be given in favour of such banks or financial institutions, subject to prior approval of all Wealth Trend Shareholders, each Wealth Trend Shareholder shall provide such guarantee(s) for the benefit of Wealth Trend on a pro rata and several basis by reference to its percentage shareholdings in Wealth Trend.

Pre-emption on new issue of Wealth Trend Shares

In the event of any new issue of Wealth Trend Shares to any party, Wealth Trend shall first be offered to the Wealth Trend Shareholders for subscription pro-rata to their respective percentage shareholding in Wealth Trend. The portion of new Wealth Trend Shares not subscribed by any Wealth Trend Shareholder may be taken up by the other Wealth Trend Shareholders.

Transfer restrictions

(i) Tag-along right

If GSI receives an offer from an outside party to purchase all or any of its Wealth Trend Shares, each of the Subscribers may by notice require to sell up to such number of the Wealth Trend Shares proposed to be sold to the outsider in proportion to its or his or her shareholding percentage in Wealth Trend, and GSI can sell the remaining portion of Wealth Trend Shares to the outsider.

LETTER FROM THE BOARD

(ii) *Right of first refusal*

If any of the Wealth Trend Shareholders wishes to transfer its Wealth Trend Shares to a third party, the other Wealth Trend Shareholders will have a pre-emption right to purchase such Wealth Trend Shares at the same terms and conditions being offered to such third party.

INFORMATION ABOUT WEALTH TREND

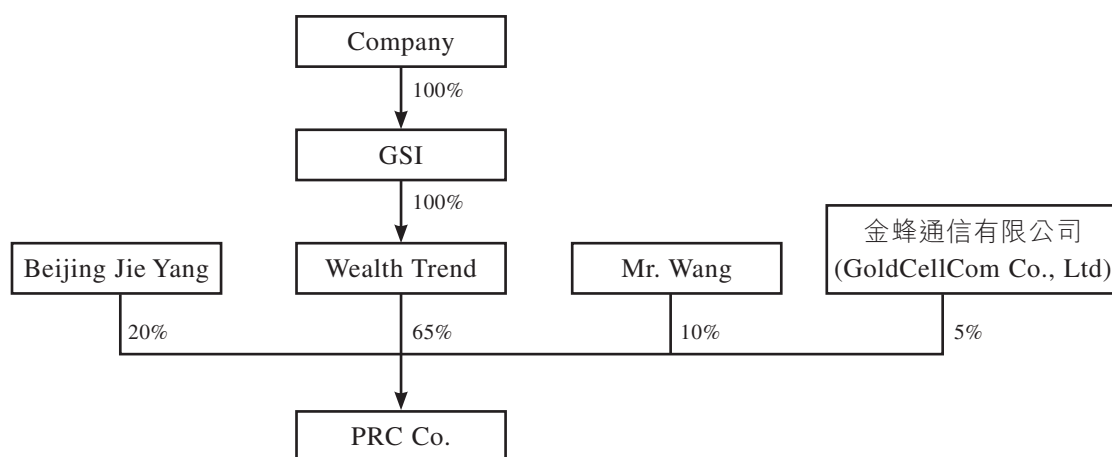
Wealth Trend is a company incorporated in Hong Kong on 11 April 2007 with limited liability and is beneficially wholly-owned by the Company (through GSI). The principal business activity of Wealth Trend is advertising and development of background music equipment and its principal asset is its 65% equity interest in the PRC Co.

According to the unaudited combined financial statements of Wealth Trend prepared in accordance with Hong Kong Financial Reporting Standards for the period from the date of incorporation of Wealth Trend (i.e. 11 April 2007) to 31 December 2007, Wealth Trend incurred a net loss (both before and after tax) of approximately HK\$1,094,832 during such period.

SHAREHOLDING STRUCTURE OF WEALTH TREND AND THE PRC CO. IMMEDIATELY PRIOR TO AND AFTER THE COMPLETION OF THE ACQUISITIONS AND THE SUBSCRIPTIONS

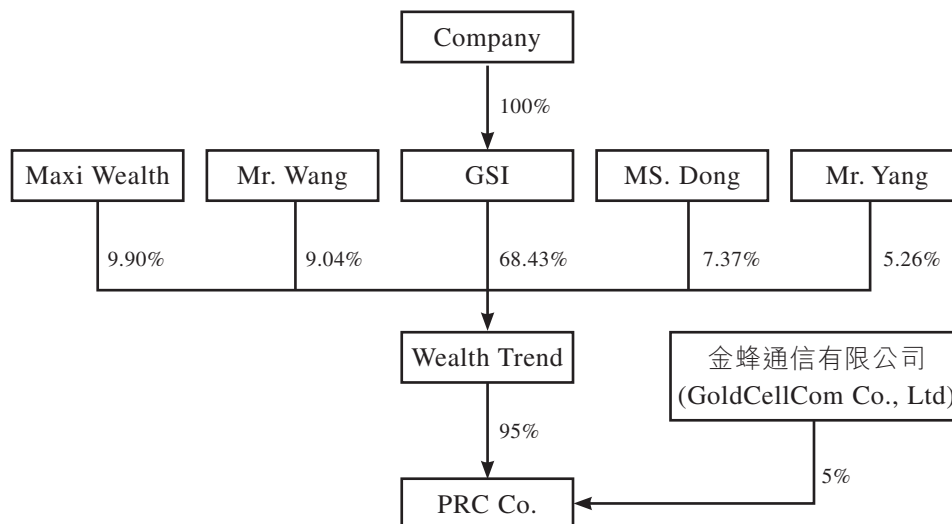
The following charts set out the simplified corporate structure of Wealth Trend and the PRC Co. immediately prior to and after the completion of the Acquisitions and the Subscriptions:

Immediately prior to the completion of the Acquisitions and the Subscriptions:



LETTER FROM THE BOARD

Immediately after the completion of the Acquisitions and the Subscriptions:



After completion of the Acquisitions and Subscriptions, the Group will continue to hold over half of the total issued shares of Wealth Trend and over half of the total equity interest of the PRC Co., and will control the majority of the board of directors of Wealth Trend and of the PRC Co. As the financial results of Wealth Trend and the PRC Co. will remain consolidated into the audited financial statement of the Group, Wealth Trend and the PRC Co. will continue to be subsidiaries of the Company.

FINANCIAL EFFECT OF THE SUBSCRIPTION ON THE GROUP

The Directors are of the view that, under the current accounting standard applied for preparation of financial statements of the Group, upon completion of the Subscriptions, no gain or loss will be recorded by the Group in respect of the Subscriptions.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS AND THE SUBSCRIPTIONS

Upon completion of the Acquisitions and Subscriptions, Wealth Trend will be indirectly owned by the Company as to 68.43% which in turn will own the PRC Co. as to 95%. The Board believes that the Acquisitions and Subscriptions will increase the flexibility for future funding raising or separate listing of the PRC Co. The Company does not have any plans in relation to the funding raising by and/or the separate listing of the PRC Co.

The gross and net proceeds of the Subscriptions are approximately HK\$8,567,265 and HK\$8,207,165. The Board intends to apply the net proceeds of the Subscriptions towards payment of the considerations by Wealth Trend under the Equity Transfer Agreements.

There is no prior transaction between the Company and each of (i) Mr. Wang; (ii) Maxi Wealth and its ultimate beneficial owner; (iv) Ms. Dong; and (v) Mr. Yang which requires to be aggregated with the Subscriptions pursuant to Rule 14.22 or Rule 14A.25 of the Listing Rules.

LETTER FROM THE BOARD

GENERAL

The Company's principal business is to invest in potential businesses in PRC. Its subsidiaries and associates are engaged in information technology, copyright related business, maintenance and manufacture of aviation components, money lending, securities investment and manufacturing and sales of garment products.

Maxi Wealth is a company incorporated in Hong Kong and is an investment holding company.

The PRC Co. is a limited liability company established in the PRC on 13 August 2007 with a registered capital of RMB25,000,000. The principal business activities of the PRC Co. are the development of music software and piped music playing equipments, provision of piped music management services and provision of technology transfer, technical support, consulting and training.

GSI is a company incorporated in Hong Kong on 12 November 2007 with limited liability and is beneficially wholly-owned by the Company. The principal business activity of GSI is investment holding.

EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting to be held at 24th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Friday, 28 November 2008 at 4:30 p.m. is set out on pages 26 to 28 of this circular for the purpose of considering and, if thought fit, passing the ordinary resolution set out therein.

Pursuant to the requirements of the Listing Rules, voting on the ordinary resolution to be proposed at the Extraordinary General Meeting shall be taken on a poll with any Shareholder with material interest in the Subscriptions and his associates abstaining from voting. As at the Latest Practicable Date, none of Mr. Wong, Ms. Dong and Mr. Yang had any shareholding interest in the Company. To the best of the Directors' knowledge, none of the Shareholders is materially interested in the Subscription and Shareholders' Agreement and no Shareholder will be required to abstain from voting at the Extraordinary General Meeting.

Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at Room 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournments thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournments thereof should you so desire.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Pursuant to article 57 of the articles of association of the Company, at any general meeting, resolutions put to the vote of the meeting shall be determined in the first instance by a show of hands of the members present in person, but a poll may be demanded (before or upon the declaration of the result of the show of hands) by the Chairman or by:

- (i) not less than three members present in person or by proxy having the rights to vote at the meeting; or
- (ii) a member or members present in person or by proxy representing not less than one-tenth the total voting rights of all the members having the right to vote at the meeting; or
- (iii) a member or members present in person or by proxy holding shares conferring a right vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

RECOMMENDATIONS

The Directors (including the independent non-executive Directors) are of the view that the terms of Subscriptions are in the interests of the Company and the Shareholders as a whole and are fair and reasonable so far as the independent Shareholders are concerned, and accordingly recommend the independent Shareholders to vote in favour of the ordinary resolution to approve the Subscription and Shareholders' Agreement, as set out in the notice of Extraordinary General Meeting on pages 26 to 28 of this circular. Your attention is drawn to (a) the letter from the Independent Board Committee set out on page 14 of this circular which contains the recommendation of the Independent Board Committee to the independent Shareholders regarding the Subscriptions, and (b) the letter from Quam Capital Limited containing its advice and the principal factors and reasons taken into consideration by them in arriving at its advice regarding the Subscriptions which is set out on pages 15 to 19 of this circular.

The Independent Board Committee, having taken into account the advice of Quam Capital Limited, considers that the terms of the Subscription and Shareholders' Agreement were entered into on normal commercial terms, in the ordinary and usual course of business of the Group, and it is fair and reasonable and in the interests of the Company and the Shareholders as a whole and so far as the independent Shareholders are concerned. Accordingly, the Independent Board Committee recommends the independent Shareholders to vote in favour of the ordinary resolution to be proposed at the Extraordinary General Meeting to approve, if thought fit, the Subscription and Shareholders' Agreement. No member of the Independent Board Committee is materially interested in the transactions under the Subscription and Shareholders' Agreement.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Additional information is set out in the appendix of this circular for your information.

Yours faithfully,
By order of the Board
Far East Holdings International Limited
Duncan Chiu
Managing Director and Chief Executive Officer



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)

5 November, 2008

To the independent Shareholders

Dear Sir or Madam,

**CONNECTED TRANSACTION IN RELATION TO
THE SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT RELATING
TO WEALTH TREND INVESTMENT LIMITED**

We have been appointed as members of the Independent Board Committee to advise you in connection with the Subscriptions contemplated under the Subscription and Shareholders' Agreement, details of which are set out in the "Letter from the Board" in the circular dated 5 November, 2008 (the "Circular"), of which this letter forms part. Terms used in this letter shall have the same meanings as given to them in the Circular unless the context otherwise requires.

Your attention is also drawn to the "Letter from Quam Capital Limited" concerning its advice to us regarding the Subscriptions as set out on pages 15 to 19 of this Circular. Having considered the advice given by Quam Capital Limited, and the principal factors and reasons taken into consideration by them in arriving at its advice, we are of the opinion that the terms of the Subscription and Shareholders' Agreement were entered into on normal commercial terms, in the ordinary and usual course of business of the Group, and it is fair and reasonable and in the interests of the Company and the Shareholders as a whole and so far as the independent Shareholders are concerned. We, therefore, recommend the independent Shareholders to vote in favour of the ordinary resolution to be proposed at the Extraordinary General Meeting as set out in the notice convening such meeting on pages 26 to 28 of this Circular.

Yours faithfully,
Independent Board Committee

Lee G. Lam
Independent
non-executive Director

Hing Wah Yim
Independent
non-executive Director

Eugene Yun Hang Wang
Independent
non-executive Director

LETTER FROM QUAM CAPITAL LIMITED

The following is the full text of the letter of advice dated 5 November 2008 from Quam Capital Limited, the independent financial adviser to the Independent Board Committee and the independent shareholders of the Company, which has been prepared for the purpose of incorporation into this circular, setting out its advice to the Independent Board Committee and the independent shareholders of the Company in respect of the terms of the Subscription and Shareholders' Agreement.



Quam Capital Limited 華富嘉洛企業融資有限公司

A Member of The Quam Group

5 November, 2008

To the Independent Board Committee and the independent Shareholders
Far East Holdings International Limited
Room 1802-1804, 18th Floor
Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

Dear Sir or Madam,

CONNECTED TRANSACTION IN RELATION TO THE SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the independent shareholders of the Company (the "**Independent Shareholders**") in respect of the Subscription and Shareholders' Agreement. Details of the terms of the Subscription and Shareholders' Agreement are set out in the "Letter from the Board" contained in the circular issued by the Company to the Shareholders dated 5 November, 2008 (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meaning as defined in the Circular unless the context otherwise requires.

Dr. Lee G. Lam, Mr. Hing Wah Yim and Mr. Eugene Yun Hang Wang, the independent non-executive Directors, have been appointed as members of the Independent Board Committee to advise the Independent Shareholders as to whether the Subscription and Shareholders' Agreement is on normal commercial terms, in the ordinary and usual course of business of the Company, fair and reasonable and in the interest of the Company and the Shareholders as a whole; and to advise the Independent Shareholders as to whether to vote in favour of the Subscription and Shareholders' Agreement. As the independent financial adviser, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders.

LETTER FROM QUAM CAPITAL LIMITED

Quam Capital Limited is independent of and not connected with any members of the Group or any of their substantial shareholders, directors or chief executives, or any of their respective associates, and is accordingly qualified to give an independent advice in respect of the Subscription and Shareholders' Agreement.

In formulating our recommendation, we have relied on the information, facts supplied by the Company, and the opinions expressed by and the representations of the Directors and management of the Company. We have assumed that all the information and representations contained or referred to in the Circular were true and accurate in all respects at the date thereof and may be relied upon. We have also assumed that all statements and representations made or referred to in the Circular are true at the time that they were made and continue to be true at the date thereof. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the Directors have confirmed to us that no material facts have been withheld or omitted from the information provided and referred to in the Circular, which would make any statement in the Circular misleading.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of any member of the Group.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our recommendation, we have taken into consideration the following principal factors and reasons:

1. Principal terms of the Subscription and Shareholders' Agreement

The Subscriptions

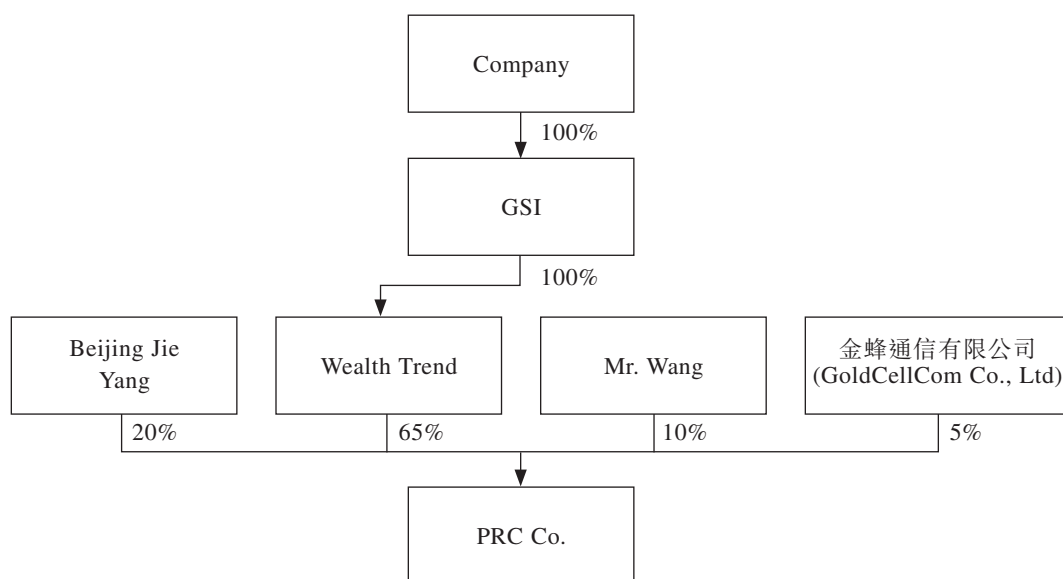
As stated in the "Letter from the Board" of the Circular, GSI and Wealth Trend entered into the Subscription and Shareholders' Agreement with the Subscribers for the subscription of 2,686,599 Wealth Trend Shares by Maxi Wealth, 2,453,217 Wealth Trend Shares by Mr. Wang, 2,000,025 Wealth Trend Shares by Ms. Dong and 1,427,424 Wealth Trend Shares by Mr. Yang at the subscription price of HK\$1.00 per Wealth Trend Share. Mr. Wang is a connected person of the Company. As such, the Subscription by Mr. Wang constitutes a connected transaction and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The subscription price was agreed after arm's length negotiations between the Subscribers and Wealth Trend and being a price acceptable to them with reference to the consideration of the Acquisitions payable by Wealth Trend. The gross and net proceeds of the Subscriptions are about HK\$8,567,265 and HK\$8,207,165 respectively, which approximate to the consideration of the Acquisitions of about HK\$8,640,750.

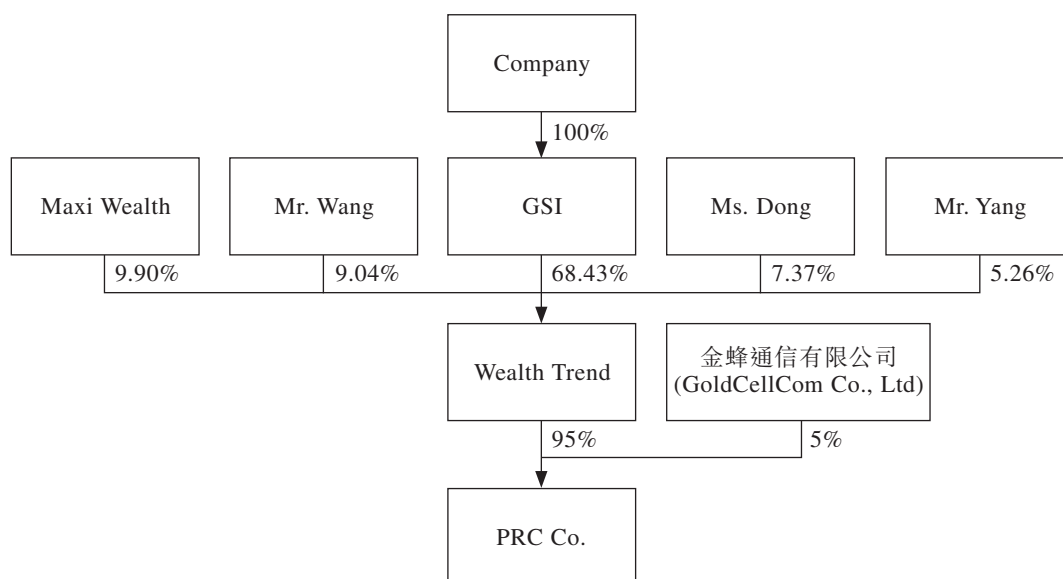
LETTER FROM QUAM CAPITAL LIMITED

Set out below is the shareholding structure of Wealth Trend immediately before and after completion of the Subscriptions and the Acquisitions:

Immediately before the completion of the Subscriptions and the Acquisitions



Immediately after the completion of the Subscriptions and the Acquisitions



Information on Wealth Trend

Wealth Trend is an indirect wholly-owned subsidiary of the Company. It is principally engaged in the advertising and development of background music equipment and its major asset is its 65% interest in PRC Co. It should be noted that the Company's effective interest in PRC Co. remains unchanged at 65% before and after completion of the Subscriptions and the Acquisitions.

LETTER FROM QUAM CAPITAL LIMITED

Wealth Trend was incorporated in Hong Kong on 11 April 2007. According to the unaudited combined financial statements of Wealth Trend prepared in accordance with the Hong Kong Financial Reporting Standards for the period commencing from 11 April 2007 to 31 December 2007, Wealth Trend incurred a net loss of about HK\$1.09 million.

Information on PRC Co.

PRC Co. is a limited liability company established in the PRC on 13 August 2007 with a fully paid up registered capital of RMB25,000,000. It is principally engaged in the development of music software and piped music playing equipments, provision of piped music management services and provision of technology transfer, technical support, consulting and training services. The PRC Co. has also acquired a patent. It is stated in the announcement of the Company dated 15 October 2008 that the Company will continue to explore acquisition opportunities of the same in the PRC in relation to the technology of a promotional and management system of downloading and playing piped music.

The audited financial statements of PRC Co. for the period commencing from 13 August 2007 to 31 December 2007 recorded a net loss of about RMB1.37 million (equivalent to approximately HK\$1.57 million).

Other terms of the Subscription and Shareholders' Agreement

We have reviewed other terms of the Subscription and Shareholders' Agreement (including the board representation, shareholders' consent, finance, pre-emption on new issue of Wealth Trend Shares and transfer restrictions, details of which are stated in the "Letter from the Board" of the Circular). It is noted that the aforesaid terms will (i) allow the Group management control in the operations of Wealth Trend and PRC Co.; (ii) offer the Group the pre-emption rights to subscribe new Wealth Trend Shares and purchase the Wealth Trend Shares to be sold by other Wealth Trend Shareholders; and (iii) offer access to fund raise for the operations of Wealth Trend and PRC Co.

Reasons for and benefits of the Subscriptions and the Acquisitions

The Company is an investment holdings company which principally focuses on investment in potential businesses in the PRC. Its subsidiaries and associates are principally engaged in information technology, copyright related businesses, maintenance and manufacture of aviation components, money lending, brand management business, securities investment and manufacture and sales of garment products. Following completion of the Subscriptions and the Acquisitions, the Company's effective interest in PRC Co. remains unchanged.

As stated in the "Letter from the Board" of the Circular, the Directors believe that the shareholding structure of Wealth Trend after completion of the Subscriptions and the Acquisitions will increase the flexibility for future fund raising or separate listing of PRC Co.

We concur with the Directors' view that the Subscriptions and the Acquisitions are in line with its core business and are in the interests of both the Company and the Shareholders as a whole in this respect.

LETTER FROM QUAM CAPITAL LIMITED

Conclusion

In view of (i) that the Company's effective interest in PRC Co. remains unchanged at 65% before and after the completion of the Subscriptions and the Acquisitions; (ii) that the net proceeds of the Subscriptions approximate to the consideration of the Acquisitions; (iii) other terms of the Subscription and Shareholders' Agreement as discussed above; and (iv) the benefits of the Subscriptions and the Acquisitions as discussed above, we consider that the terms of the Subscription and Shareholders' Agreement are fair and reasonable, on normal commercial terms and in the interest of the Company and the Shareholders as a whole are concerned.

2. Financial effects of the Subscriptions on the Group

As stated in the "Letter from the Board" of the Circular, upon completion of the Subscriptions, no gain or loss will be recorded by the Group in respect of the Subscriptions. Considering that the net proceeds from the Subscriptions of about HK\$8,207,165 to be received by Wealth Trend will be applied to the payment of the considerations of about HK\$8,640,750 under the Acquisitions, the net cash outflow will be reduced to only about HK\$433,585, which is immaterial to the unaudited consolidated net asset value of about HK\$354 million of the Group. On the basis that the Company's effective interest in the principal asset of Wealth Trend, PRC Co., remains unchanged and the immaterial net cash outflow following the Subscriptions and the Acquisitions, we are of the view that the completion of the transactions will not have material impact on the financial position of the Group.

RECOMMENDATION

Taking into consideration of the above mentioned principal factors and reasons, we consider that the terms of the Subscription and Shareholders' Agreement were entered into on normal commercial terms, in the ordinary and usual course of business of the Group, and it is fair and reasonable and in the interests of the Company and the Shareholders as a whole and so far as the Independent Shareholders are concerned. Accordingly, we advise the Independent Shareholders and the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the Extraordinary General Meeting to approve the Subscription and Shareholders' Agreement.

Yours faithfully,
For and on behalf of
Quam Capital Limited
Sandy Yip
Director

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular with regard to the Company and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular, the omission of which would make any statement contained herein misleading.

2. DISCLOSURE OF INTERESTS

(1) Directors' Interests

As at the Latest Practicable Date, the interests of the Directors and the chief executive of the Company in the shares or underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(i) Long positions of Directors' interests in shares of the Company

Name of Director	Number of ordinary shares of the Company held				Percentage of issued share capital of the Company
	Personal interests	Family interests	Corporate interests	Total interests	
Deacon Te Ken Chiu, J.P.	20,848,664	4,175,160 ⁽¹⁾	1,869,366	26,893,190	8.88%
Tan Sri Dato' David Chiu	3,740,000	–	12,337,600 ⁽²⁾	16,077,600	5.31%
Ms. Margaret Chiu	2,200,000	–	–	2,200,000	0.73%
Mr. Dennis Chiu	7,040,088	–	4,400,000 ⁽³⁾	11,440,088	3.78%
Mr. Daniel Tat Jung Chiu	4,840,000	–	22,880,088 ⁽⁴⁾	27,720,088	9.15%
Mr. Derek Chiu	88,440	–	–	88,440	0.03%
Mr. Desmond Chiu	4,000	–	–	4,000	0.001%
Mr. Duncan Chiu	58,485,092	–	–	58,485,092	19.31%

Notes:

- (1) These shares are held by Madam Ching Lan Ju Chiu, wife of Deacon Te Ken Chiu, J.P.
- (2) These shares are held by Rocket High Investments Limited, a company wholly-owned by Tan Sri Dato' David Chiu.
- (3) These shares are held by Cape York Investments Limited ("Cape York"), a company owned by Mr. Dennis Chiu and Mr. Daniel Tat Jung Chiu equally.
- (4) Of the 22,880,088 shares, 4,400,000 shares are held by Cape York, and the remaining 18,480,088 shares are held by Gorich Holdings Limited, a company wholly-owned by Mr. Daniel Tat Jung Chiu.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors nor chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which he was taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, to be notified to the Company and the Stock Exchange.

3. DISCLOSURE OF INTERESTS BY SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as was known to the Directors and chief executive of the Company, the following person (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital were as follows:

(a) Interests in the Company

Name of Substantial Shareholder	Capacity	Number of Ordinary shares held	Percentage of issued share capital of the Company
Madam Ching Lan Ju Chiu ⁽¹⁾	Beneficial owner and spouse	26,893,190	8.88%
Gorich Holdings Limited ("Gorich") ⁽²⁾	Beneficial owner	18,480,088	6.10%
Max Point Holdings Limited ("Max Point") ⁽³⁾	Beneficial owner	15,528,480	5.13%
Mr. Chan Wai Ki ⁽³⁾	Corporation	15,528,480	5.13%
Mr. Sin Kwok Lam ⁽⁴⁾	Beneficial owner and Corporation	40,528,000	13.38%
Allied Wealth Holdings Limited ("Allied Wealth") ⁽⁴⁾	Beneficial owner	40,000,000	13.21%

Notes:

- (1) Of the 26,893,190 shares, 22,718,030 shares are held by Mr. Deacon Chiu. Madam Ching Lan Ju Chiu is the spouse of Mr. Deacon Chiu. The interests of Mr. Deacon Chiu in the Company is stated under the section headed "Director's Interests" above.
- (2) Gorich is wholly-owned by Mr. Daniel Tat Jung Chiu. The interests of Mr. Daniel Tat Jung Chiu in the Company is stated under the section headed "Directors' Interests" above.
- (3) The entire share capital of Max Point is beneficially owned by Mr. Chan Wai Ki.
- (4) Of the 40,528,000 shares, 40,000,000 shares are held by Allied Wealth, a company wholly-owned by Mr. Sin Kwok Lam.
- (5) All interests disclosed above represent long positions in the ordinary shares of the Company.

The following Directors hold directorships with the following companies.

- (i) Mr. Daniel Tat Jung Chiu holds directorship in Gorich Holdings Limited; and
- (ii) Tan Sri Dato' David Chiu holds directorship in Rocket High Investments Limited.

(b) Interests in other members of the Group

Name of member of the Group	Name of substantial shareholders	Class of share capital	Percentage of shareholding
Beijing Golden Music Resources Management Technology Co. Ltd.	Wang Hong Quan	registered capital	10%
Beijing Golden Music Resources Management Technology Co. Ltd.	Beijing Jie Yang	registered capital	20%
Jiangsu Bang Bang Silky Fashion Manufacturer Co., Ltd.	海門市經濟技術發展總公司	registered capital	40%
Panlong Investments (Holdings) Company Limited	Silver Union Investment Limited	ordinary shares	49%
Panlong Asset Management Company Limited	Silver Union Investment Limited	ordinary shares	49% (indirectly through shareholding in Panlong Investments (Holdings) Company Limited)
Panlong Far East Auction Company Limited	Silver Union Investment Limited	ordinary shares	49% (indirectly through shareholding in Panlong Investments (Holdings) Company Limited)

Save as disclosed above, as at the Latest Practicable Date, there was no person (other than Directors and chief executive of the Company) known to the Directors and chief executive of the Company who had, or were deemed to have, interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who was, directly or indirectly, interested in 10% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group, or any options in respect of such capital.

4. DIRECTORS' SERVICE AGREEMENTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group or any associated company of the Company other than contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. COMPETING INTEREST

As at the Latest Practicable Date, in so far as the Directors are aware, none of the Directors or their respective associates had any interest in a business which competes or is likely to compete with the business of the Group.

6. INTEREST IN ASSETS AND/OR CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any asset which had been, since 31 December 2007, being the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, save as disclosed above, none of the Directors is materially interested in any contract or arrangement which is significant in relation to the business of the Company.

7. MATERIAL ADVERSE CHANGE

Apart from the net loss as reported in the interim results of the Group for the six months ended 30 June, 2008 and the expected loss to the Company from the disposal of its 10.83% equity interest in Golife Concepts Holdings Limited as announced by the Company on 13 October, 2008, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December, 2007 (being the date to which the latest published audited financial statements of the Company were made up).

8. QUALIFICATION OF EXPERT

The following is the qualification of the expert who has given opinion or advice which is contained or referred to in this circular:

Name	Qualification
Quam Capital Limited	A licensed corporation to carry out type 6 (advising on corporate finance) regulated activities under the SFO

9. EXPERT'S INTERESTS IN ASSETS

As at the Latest Practicable Date, Quam Capital Limited had no shareholding interest in any member of the Group nor the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities of any member of the Group. Also, as at the Latest Practicable Date, Quam Capital Limited had no direct or indirect interests in any assets which had since 31st December, 2007 (being the date to which the latest published audited accounts of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group.

10. CONSENT OF EXPERT

Quam Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and/or reference to its name included in this circular in the form and context in which it appears.

11. GENERAL

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Subscription and Shareholders' Agreement will be available for inspection at the Company Head Office and Principal Place of Business at Room 1802-1804, 18th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong during normal business hours on any weekday, except public holidays, from the date of this circular up to and including 21 November 2008.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN that an extraordinary general meeting of Far East Holdings International Limited (the “**Company**”) will be held at 24th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Friday, 28 November 2008 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional subscription and shareholders’ agreement (the “**Subscription and Shareholders’ Agreement**”, a copy of which having been produced at the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification) dated 14 October 2008 entered into among Golden Star Investment Limited, a wholly-owned subsidiary of the Company, Wealth Trend Investment Limited (“**Wealth Trend**”), an indirect wholly-owned subsidiary of the Company, Maxi Wealth Investments Limited (“**Maxi Wealth**”), Mr. Wang Hong Quan (“**Mr. Wang**”), Ms. Dong Shumei (“**Ms. Dong**”) and Mr. Yang Xiang Dong (“**Mr. Yang**”) in relation to (i) the subscriptions of a total of 8,567,265 new shares of HK\$1.00 each in the share capital of Wealth Trend (the “**Subscription Shares**”) by Maxi Wealth, Mr. Wang, Ms. Dong, Mr. Yang (collectively the “**Subscribers**”) for a total consideration of HK\$8,567,265 and (ii) the transactions contemplated thereunder or incidental to the Subscription and Shareholders’ Agreement, and all actions to be taken by the Company and/or its subsidiaries pursuant to the Subscription and Shareholders’ Agreement as more particularly described in the circular to the shareholders of the Company dated 5 November, 2008 (the “**Circular**”, a copy of which has been produced to the meeting and marked “B” and initialled by the Chairman of the meeting for the purpose of identification) be and are hereby generally and unconditionally approved and confirmed;
- (b) the allotment and issue of the Subscription Shares by Wealth Trend to the Subscribers (including the allotment and issue of 2,453,217 new shares of HK\$1.00 each in the share capital of Wealth Trend to Mr. Wang) upon and subject to the terms of the Subscription and Shareholders’ Agreement be and are hereby approved; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) any one director of the Company, (or any two directors of the Company if the affixation of the common seal is required), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription and Shareholders' Agreement and matters contemplated thereunder."

By order of the Board
Far East Holdings International Limited
Duncan Chiu
Managing Director and Chief Executive Officer

Hong Kong, 5 November, 2008

Registered office:

16th Floor,
Far East Consortium Building,
121 Des Voeux Road Central
Hong Kong

Head office & principal place of business:

Room 1802-1804, 18th Floor,
Far East Consortium Building,
121 Des Voeux Road Central
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 notorially 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 Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 executive Directors are Deacon Te Ken Chiu J.P., Mr. Duncan Chiu and Mr. Dennis Chiu, the non-executive Directors are Tan Sri Dato' David Chiu, Mr. Daniel Tat Jung Chiu, Mr. Derek Chiu, Mr. Desmond Chiu and Ms. Margaret Chiu; and the independent non-executive Directors are Dr. Lee G. Lam, Mr. Hing Wah Yim and Mr. Eugene Yun Hang Wang.