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

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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)

**RENEWAL OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES
REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Shareholders of Far East Holdings International Limited to be held at The Penthouse, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Tuesday, 2 June, 2009 at 3:00 p.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Room 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you wish.

30 April, 2009

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on 2 June, 2009 (Tuesday) at The Penthouse, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong, notice of which is set out on pages 14 to 18 of this circular
“Articles of Association”	the existing articles of association of the Company
“Board”	the board of directors of the Company
“Company”	Far East Holdings International Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance, the shares of which are listed on the main board of the Stock Exchange
“Companies Ordinance”	Companies Ordinance (Chapter 32 of Laws of Hong Kong)
“connected person”	shall have the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company for the time being
“Group”	the Company and its Subsidiaries
“Issue Mandate”	a general and unconditional mandate to allot, issue, and deal with Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	27 April, 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the existing memorandum and articles of association of the Company
“Model Code”	the Model Code on Securities Transactions by Directors adopted by the Company
“Ordinary Resolution(s)”	the ordinary resolution(s) to be proposed and passed at the AGM for the matters as set out in the AGM Notice

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company on 23 May, 2005
“Share Option Scheme Limit”	the maximum number of Shares which may be issued upon the exercise of all share options granted or to be granted under the Share Option Scheme as permitted under the Listing Rules, being 10% of the issued share capital of the Company as at the date of the approval of the refreshment of such limit
“Share(s)”	an ordinary share of HK\$0.01 in the capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a company which is for the time being and from time to time a subsidiary of the Company including any body corporate which would be a subsidiary within the meaning of Section 2 of the Companies Ordinance, Chapter 32 of the laws of Hong Kong
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of The Hong Kong Special Administrative Region
“%”	per cent.

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

Non-executive Directors:

Tan Sri Dato' David Chiu

Mr. Daniel Tat Jung Chiu

Mr. Derek Chiu

Mr. Desmond Chiu

Ms. Margaret Chiu

Registered office:

16th Floor

Far East Consortium Building

121 Des Voeux Road Central

Hong Kong

*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. Eugene Yun Hang Wang

Mr. Hing Wah Yim

30 April, 2009

To the Shareholders

Dear Sir or Madam,

**RENEWALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES
REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held on 2 June, 2009 (Tuesday). These include (i) Ordinary Resolutions relating to the granting to the Directors general mandates for the issue of the Company's Shares of HK\$0.01 each and the repurchase of its Shares; (ii) the refreshment of Share Option Scheme Limit; and (iii) Ordinary Resolutions relating to the re-election of Directors.

LETTER FROM THE BOARD

RENEWED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a new general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there were a total of 302,837,886 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 30,283,788 Shares.

RENEWED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will also be proposed that the Directors be granted a new general and unconditional mandate to allot, issue, and deal with Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 302,837,886 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue a maximum of 60,567,577 Shares.

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next AGM of the Company.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT

Since the adoption of the Share Option Scheme on 23 May 2005 and up to 27 April 2009, being the Latest Practicable Date, the Company has granted options under the Share Option Scheme carrying rights to subscribe for 14,487,720 Shares, out of which:

- (i) options granted under the Share Option Scheme carrying rights to subscribe for 11,219,372 Shares have been cancelled;

LETTER FROM THE BOARD

- (ii) options granted under the Share Option Scheme carrying rights to subscribe for 968,348 Shares have been exercised;
- (iii) options granted under the Share Option Scheme carrying rights to subscribe for 2,300,000 Shares remained outstanding (representing 0.76% of the issued share capital of the Company as at the Latest Practicable Date).

If the Share Option Scheme Limit is refreshed, on the basis of 302,837,886 Shares in issue at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed to grant further share options to subscribe for up to 30,283,788 Shares, which do not include the share options that are outstanding, cancelled or lapsed as at the date of the AGM.

The purpose of the Share Option Scheme is to provide incentives or rewards to management and employees for their contribution to the Group and to enable the Group to retain high-calibre employees. The Directors consider that it is in the interests of the Company to refresh the Share Option Scheme Limit so as to provide incentives or rewards to encourage the eligible participants to contribute to the success of the Group. Therefore, the Directors propose the passing of an ordinary resolution at the AGM to refresh the Share Option Scheme Limit.

Subject to the approval of the Shareholders at the AGM and such other requirements prescribed under the Listing Rules, the Share Option Scheme Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme. Under the Share Option Scheme Limit as refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of such refreshment by the Shareholders at the AGM and, options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme will not be counted for the purpose of calculating the Share Option Scheme Limit as refreshed.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme at any time must not exceed 30% of the Shares in issue from time to time. No options shall be granted under the Share Option Scheme if this will result in the 30% limit being exceeded.

The refreshment of the Share Option Scheme Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Share Option Scheme Limit at the AGM; and
- (b) the listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed limit which shall not exceed 10% of the issued share capital of the Company as at the date of approval of the refreshment.

Application will be made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of the AGM) which may fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out in this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange (www.hkex.com.hk). Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Room 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and at any adjournment thereof if you so wish.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises eleven directors of which three are executive directors namely Deacon Te Ken Chiu J.P. (Chairman), Mr. Duncan Chiu, Mr. Dennis Chiu; five are non-executive directors namely Tan Sri Dato' David Chiu, Mr. Daniel Tat Jung Chiu, Mr. Derek Chiu, Mr. Desmond Chiu and Ms. Margaret Chiu; and three are independent non-executive directors namely, Dr. Lee G. Lam, Mr. Hing Wah Yim and Mr. Eugene Yun Hang Wang.

In accordance with Articles 79 and 80 of the Company's Articles of Association, Deacon Te Ken Chiu J.P., Mr. Dennis Chiu, Tan Sri Dato' David Chiu and Mr. Desmond Chiu will retire by rotation at the forthcoming AGM of the Company and, being eligible, have offered themselves for re-election.

Details of the above Directors that are required to be disclosed under the Listing Rules are set out in Appendix II of this circular.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Article 57 of the Company. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors jointly and severally accept responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement therein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed granting of the renewal of general mandates to the Directors to issue Shares and to repurchase Shares, the refreshment of Share Option Scheme Limit and the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of each of the Ordinary Resolutions as set out in the notice of the AGM.

Yours faithfully,

For and on behalf of the Board

Duncan Chiu

Managing Director and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 302,837,886 Shares in issue.

Subject to the passing of the resolutions granting the Issue Mandate and the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue a maximum of 60,567,577 Shares and to repurchase a maximum of 30,283,788 Shares, being 20% and 10% respectively of the issued capital of the Company as at the date of passing of the relevant resolutions.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's Memorandum and Articles of Association and the Companies Ordinance. Such funds include distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purposes of the repurchase.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report for the year ended 31 December, 2008) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors will not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Share Prices	
	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2008		
April	1.500	1.180
May	1.495	1.280
June	1.330	1.000
July	1.010	0.890
August	0.880	0.640
September	0.680	0.530
October	0.620	0.310
November	0.380	0.300
December	0.440	0.330
2009		
January	0.470	0.325
February	0.410	0.350
March	0.460	0.355
April (up to and including the Latest Practicable Date)	0.570	0.405

5. UNDERTAKING AND DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the Companies Ordinance, and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

The Company has not been notified by any connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

6. HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Duncan Chiu holds 58,906,932 Shares representing approximately 19.45% of the issued share capital of the Company, is a substantial shareholder of the Company. In the event that the Repurchase Mandate is exercised, the interest of Mr. Duncan Chiu in the Company would be increased to approximately 21.61% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the public float of the Shares be less than 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the Directors proposed to be re-elected at the AGM:

EXECUTIVE DIRECTORS

Mr. Deacon Te Ken Chiu, J.P.

Mr. Chiu, aged 84, is the founder of the Far East Group and has been the Chairman of the Company since 1981. He is also the Chairman of Far East Consortium International Limited (stock code: 35) and FAR EAST HOTELS AND ENTERTAINMENT LIMITED (stock code: 37). Mr. Chiu has more than 50 years of business experience in property investment and development; operation of entertainment and tourism related business; hotel ownership and management; financing and banking. He was a member of the Chinese People's Political and Consultative Conference from the 6th to 9th; the founder of the Yan Chai Hospital and the Vice Patron of the Community Chest since 1968; the founder and permanent Honorary Chairman of The New Territories General Chamber of Commerce; the founder and Chairman of the Ju Ching Chu Secondary School since 1966. Mr. Chiu is the father of Messrs. David Chiu, Dennis Chiu, Daniel Tat Jung Chiu, Derek Chiu, Desmond Chiu, Duncan Chiu and Ms. Margaret Chiu.

Deacon Te Ken Chiu, J.P. was paid HK\$15,000 as director's emoluments for the year ended 31 December, 2008 and his emoluments for the year ending 31 December, 2009 will be determined by the Board according to prevailing market conditions. There is no service contract between Deacon Te Ken Chiu, J.P. and the Company and he is subject to retirement by rotation and re-election at the AGM in accordance with the Company's articles of association. Deacon Te Ken Chiu's interest in 26,893,190 ordinary shares of HK\$0.01 each in the share capital of the Company (representing 8.88% of the issued share capital of the Company) defined under Part XV of the SFO as of the date of this circular.

As far as the Board is aware and save as disclosed above, Deacon Te Ken Chiu, J.P. held the Chairman of Far East Consortium International Limited (stock code: 35) and FAR EAST HOTELS AND ENTERTAINMENT LIMITED (stock code: 37) in the last three years or any executive positions with the Company or other members of the Group, nor does he have other relationship with the Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, there are no other information relating to Deacon Te Ken Chiu, J.P. that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

Mr. Dennis Chiu, B.A.

Mr. Chiu, aged 50, was appointed as an Executive Director of the Company in 1981. Mr. Chiu has been actively involved in the business development in the People's Republic of China ("PRC"), Singapore and Malaysia. He is an Executive Director of Far East Consortium International Limited and a Non-executive Director of FAR EAST HOTELS AND ENTERTAINMENT LIMITED. He is also a Non-executive Director of London-listing Fortune Oil Plc. He is the son of Deacon Te Ken Chiu, J.P. and the brother of Messrs. David Chiu, Daniel Tat Jung Chiu, Derek Chiu, Desmond Chiu, Duncan Chiu and Ms. Margaret Chiu.

Mr. Dennis Chiu was paid HK\$15,000 as director's emoluments for the year ended 31 December, 2008 and his emoluments for the year ending 31 December, 2009 will be determined by the Board according to prevailing market conditions. There is no service contract between Mr. Dennis Chiu and the Company and he is subject to retirement by rotation and re-election at the AGM in accordance with the Company's articles of association. Mr. Dennis Chiu's interest in 11,440,088 ordinary shares of HK\$0.01 each in the share capital of the Company (representing 3.78% of the issued share capital of the Company) defined under Part XV of the SFO as of the date of this circular.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

As far as the Board is aware, Mr. Dennis Chiu did not hold any directorship in other public listed companies in the last three years or any executive positions with the Company or other members of the Group, nor does he have other relationship with the Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, there are no other information relating to Mr. Dennis Chiu that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

Tan Sri Dato' David Chiu, B.Sc.

Tan Sri Dato' David Chiu, aged 54, holds a double degree of Bachelor of Science in Business Administration and Economics at the University of Sophia, Japan. He has over 30 years' experience in the property development and related business. Since 1978, he had been the Managing Director of Far East Consortium Limited (the predecessor of Far East Consortium International Limited). He was appointed as Deputy Chairman and Chief Executive Officer of Far East Consortium International Limited ("FECIL") on 8 December, 1994 and 8 October, 1997 respectively. FECIL is listed on The Stock Exchange of Hong Kong Limited.

In 1987, Tan Sri Dato' David Chiu founded Malaysia Land Holdings Berhad (Mayland Group) in Malaysia. Over the years, Mayland Group has extensive development and become one of the largest real estate developers in Malaysia. Tan Sri Dato' David Chiu is also the Chairman and substantial shareholder of Tokai Kanko Company Limited, which is listed on the Tokyo Stock Exchange. In regards of his devotion to the community services, Tan Sri Dato' David Chiu is a trustee member of The Better Hong Kong Foundation and a committee member of Festival Celebration for the Chinese People's Liberation Army Force in Hong Kong. In Malaysia, he was first conferred an honorary award which carries the title "Dato" by His Majesty, the King of Malaysia, in July 1997. At the end of 2005, he was awarded a more senior honorary title of "Tan Sri" by His Majesty of Malaysia. He is the second son of Deacon Te Ken Chiu J.P. and the brother of Messrs. Dennis Chiu, Daniel Tat Jung Chiu, Derek Chiu, Desmond Chiu, Duncan Chiu and Ms. Margaret Chiu.

Tan Sri Dato' David Chiu was paid HK\$15,000 as director's emoluments for the year ended 31 December, 2008 and his emoluments for the year ending 31 December, 2009 will be determined by the Board according to prevailing market conditions. There is no service contract between Tan Sri Dato' David Chiu and the Company and he is subject to retirement by rotation and re-election at the Company's Annual General Meeting in accordance with the Company's articles of association. Tan Sri Dato' David Chiu's interest in 16,077,600 ordinary shares of HK\$0.01 each in the share capital of the Company (representing 5.31% of the issued share capital of the Company) as defined under Part XV of the SFO as of the date of this circular.

As far as the Board is aware, Tan Sri Dato' David Chiu did not hold any directorship in other public listed companies in the last three years or any executive positions with the Company or other members of the Group, nor does he have other relationship with the Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, there are no other information relating to Tan Sri Dato' David Chiu that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Desmond Chiu, B.A.

Mr. Chiu, aged 42, was first appointed as a Director of the Company in 1991. Graduated from the University of Cambridge, the United Kingdom, Mr. Chiu was appointed as Deputy Managing Director of FAR EAST HOTELS AND ENTERTAINMENT LIMITED from 1999 to February 2009. He is the son of Mr. Deacon Te Ken Chiu, J.P..

Mr. Desmond Chiu was paid HK\$15,000 as director's emoluments for the year ended 31 December, 2008 and his emoluments for the year ending 31 December, 2009 will be determined by the Board according to prevailing market conditions. There is no service contract between Mr. Desmond Chiu and the Company and he is subject to retirement by rotation and re-election at the Company's Annual General Meeting in accordance with the Company's articles of association. Mr. Desmond Chiu's interest in 4,000 ordinary shares of HK\$0.01 each in the share capital of the Company (representing 0.001% of the issued share capital of the Company) as defined under Part XV of the SFO as of the date of this circular.

As far as the Board is aware, Mr. Desmond Chiu did not hold any directorship in other public listed companies in the last three years or any executive positions with the Company or other members of the Group, nor does he have other relationship with the Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, there are no other information relating to Mr. Desmond Chiu that need to be disclosed above, there are no other information relating to Mr. Desmond Chiu that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL 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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Far East Holdings International Limited (the “Company”) will be held at The Penthouse, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on 2 June, 2009 (Tuesday) at 3:00 p.m. for the following purposes:

As ordinary business:

1. To adopt the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 December, 2008;
2. To re-elect directors of the Company;
3. To authorize the board of Directors to fix the remuneration of the directors;
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration;

As special business:

To consider and, if thought fit, pass the following resolutions, with or without amendments, as Ordinary Resolutions:

5. **“THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company, shall not exceed 20% of the existing issued share capital of the Company as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held;
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue of shares or rights to acquire shares of the Company.”

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6. “THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“the Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held;
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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7. “**THAT** conditional upon the passing of Ordinary Resolutions 5 and 6 as set out in the notice convening this Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 5 set out in the notice convening this Meeting be and is hereby extended by the addition thereto the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 6 set out in the notice convening this AGM provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

8. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK\$0.01 each in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 23 May, 2005 (“Share Option Scheme”), the refreshment of the general limit in respect of the grant of options to subscribe for shares of the Company under the Share Option Scheme be and is hereby approved provided that (i) the total number of shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of shares in issue as at the date of passing this resolution, and (ii) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or exercised options) will not be counted for the purpose of calculating the 10% refreshed limit and that the Directors of the Company be and are hereby authorized to offer or grant options pursuant to the Share Option Scheme subject to the 10% refreshed limit and to exercise all powers of the Company to allot and issue shares upon the exercise of such options.”

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

Hong Kong, 30 April, 2009

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) A member entitled to attend and vote at the AGM is entitled to appoint one or, under particular case, more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
- (c) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed must be lodged at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Room 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM (or the adjourned meeting as the case may be).
- (d) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM, if he so wishes. If such member attends the AGM, his form of proxy will be deemed to have been revoked.
- (e) Concerning Ordinary Resolution No. 2 above, Deacon Te Ken Chiu J.P., Mr. Dennis Chiu, Tan Sri Dato' David Chiu and Mr. Desmond Chiu will retire by rotation and, being eligible, have offered themselves for re-election at the AGM. Details of the above Directors are set out in Appendix II to the circular dated 30 April 2009.

As at the date of this circular, the Board comprises eleven directors of which three are executive directors namely Deacon Te Ken Chiu, J.P., Mr. Duncan Chiu and Mr. Dennis Chiu; five are non-executive directors namely Tan Sri Dato' David Chiu, Mr. Daniel Tat Jung Chiu, Mr. Derek Chiu, Mr. Desmond Chiu and Ms. Margaret Chiu and three are independent non-executive directors namely Dr. Lee G. Lam, Mr. Hing Wah Yim, and Mr. Eugene Yun Hang Wang.