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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**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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**GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Monday, 7 June, 2010 at 3:00 p.m. is set out on pages 12 to 15 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 17M 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, 2010

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## DEFINITIONS

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*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 Monday, 7 June, 2010 at The Penthouse, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong, notice of which is set out on pages 12 to 15 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, 2010, 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

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## DEFINITIONS

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“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(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.

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## LETTER FROM THE BOARD

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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)**

*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 2101-2102, 21st 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. Andrew Chun Wah Fan

30 April, 2010

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES  
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 Monday, 7 June, 2010. 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; and (ii) Ordinary Resolutions relating to the re-election of Directors.

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## LETTER FROM THE BOARD

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### 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.

### 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.

### 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](http://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 17M 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.

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## LETTER FROM THE BOARD

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### 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 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; three are independent non-executive Directors, namely Dr. Lee G. Lam, Mr. Eugene Yun Hang Wang and Mr. Andrew Chun Wah Fan.

Pursuant to Articles 79 and 80, Mr. Daniel Tat Jung Chiu, Dr. Lee G. Lam and Ms. Margaret Chiu shall retire from office by rotation at the AGM. Mr. Daniel Tat Jung Chiu and Ms. Margaret Chiu will not offer themselves for re-election as Directors whereas Dr. Lee G. Lam will offer themselves for re-election. Each of Mr. Daniel Tat Jung Chiu and Ms. Margaret Chiu confirm that she/he has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there is no disagreement with the Board and there are no matters relating to her/his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. The Company has determined not to fill up the places of the retiring directors in order to reduce the number of Directors in the Board.

Pursuant to Article 84, Mr. Andrew Chun Wah Fan shall hold office only until the next following general meeting of the Company and shall then be eligible 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed granting of the general mandates to the Directors to issue Shares and to repurchase Shares 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*



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## **APPENDIX I      EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

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*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, 2009) 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.

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**APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

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**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:

<b>Month</b>	<b>Share Prices Per Share</b>	
	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2009</b>		
April	0.570	0.405
May	0.660	0.490
June	0.660	0.520
July	1.290	0.500
August	1.150	0.860
September	1.370	0.860
October	1.110	0.970
November	1.150	0.930
December	1.000	0.700
<b>2010</b>		
January	0.860	0.720
February	0.820	0.730
March	0.820	0.770
April (up to and including the Latest Practicable Date)	0.860	0.790

**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 60,610,932 Shares representing approximately 20.01% 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 22.24% 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.

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## APPENDIX II            DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Andrew Chun Wah Fan, BBA., CPA, LLB**

Mr. Fan, aged 31, was appointed as an Independent Non-executive Director and member of the audit committee of the Company on 9 October 2009. He holds a bachelor's degree in business administration (accounting and finance) from the University of Hong Kong and a bachelor's degree in law from the University of London. He is a practicing CPA under the name of C. W. Fan & Co. and prior to that, he was a vice president of Citigroup and a manager of PricewaterhouseCoopers, Hong Kong. Mr. Fan is a member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and Council member of The Society of Chinese Accountants & Auditors, served on the administration and finance committee, the mainland and international affairs committee and the small and medium practitioners committee of HKICPA in 2008. Mr. Fan is a member of the Tenth Chinese People's Political Consultative Conference of Zhejiang Province (中國人民政治協商會議第十屆浙江省委員會), a member of the Fourth Chinese People's Political Consultative Conference of Shenzhen (中國人民政治協商會議第四屆廣東省深圳市委員會), a standing member of the Tenth Shanghai United Youth Association (第十屆上海市青年聯合會), a member of the Ninth Shanghai United Young Association (第九屆上海市青年聯合會), a vice secretary of the Hong Kong United Youth Association, an executive director of the Zhejiang Overseas Association (浙江海外聯誼會) and an executive director of the Ningbo Overseas Association (寧波海外聯誼會), Part Time Member of The Government of HKSAR, Central Policy Unit and Member of The Government of HKSAR, the Greater Pearl River Delta Business Council. Save as disclosed above, he did not hold directorship in other listed companies in Hong Kong or overseas in the last three years.

Mr. Fan has not entered into a service contract and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The Director's fee under the service agreement is HK\$120,000 per annum which is determined by the Board with reference to the responsibilities undertaken by him as a Director.

Mr. Fan does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company, nor does he has any other interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Mr. Fan that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

**Dr. Lee G. Lam**

Dr. Lam, aged 50, has been an Independent Non-executive Director of the Company since 30 September, 2004. He holds a Bachelor of Science in Mathematics and Sciences, a Master of Science in Systems Science, and a Master of Business Administration, all from the University of Ottawa in Canada, a Post-graduate Diploma in Public Administration from Carleton University in Canada, a Post-graduate Diploma in English and Hong Kong Law and a Bachelor of Law (Hons) from Manchester Metropolitan University in the U.K., a PCLL in law (and has completed the Bar Course) from the City University of Hong Kong, a LLM in law from the University of Wolverhampton in the U.K., and a Doctor of Philosophy from the University of Hong Kong. Dr. Lam has over 28 years of multinational general management, strategy consulting, corporate governance, investment banking, and direct investment experience in the telecommunications, media and technology (TMT), retail, property and financial services sector. He is Chairman of Monte Jade Science and Technology Association of Hong Kong, and serves as an independent or non-executive director of several publicly-listed companies in the Asia Pacific region. Having served as a Part-time Member of the Central Policy Unit of the Government of the Hong Kong Special Administrative Region for two terms, Dr. Lam is a Member of the Jilin Province Committee of the Chinese People's Political Consultative Committee (CPPCC), a Member of the Hong Kong Institute of Bankers, a Board Member of the East-West Center Foundation, a Member of the Young Presidents' Organization, a Fellow of the Hong Kong Institute of Directors and a Member of its Corporate Governance Committee, a Member of the General Committee and the Corporate Governance Committee of the Chamber of Hong Kong Listed Companies, and a Visiting Professor at the School of Economics & Management of Tsinghua University in Beijing. Save as disclosed above, Dr. Lam did not hold directorship in other listed public companies in Hong Kong or overseas in the last three years.

Dr. Lam has not entered into a service contract and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The Director's fee under the service agreement is HK\$120,000 per annum which is determined by the Remuneration Committee with reference to the responsibilities undertaken by him as a Director. Dr. Lam is also entitled to salary, discretionary bonus and retirement scheme contribution.

Dr. Lam does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company, nor does he have any other interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Dr. Lam that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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遠東控股國際有限公司

**Far East Holdings International Limited**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 36)**

### NOTICE OF 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 Monday, 7 June, 2010 at 3:00 p.m. for the following purposes:

**As ordinary business:**

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and the auditors for the year ended 31 December, 2009;
2. To re-elect the following directors of the Company;
  - (a) Mr. Andrew Chun Wah Fan as independent non-executive director; and
  - (b) Dr. Lee G. Lam as independent non-executive director.
3. To authorize the board of directors to fix the remuneration of the directors;
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
- (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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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

7. **“THAT** conditional upon the passing of 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 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 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.”

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

Hong Kong, 30 April, 2010



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## NOTICE OF ANNUAL GENERAL MEETING

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*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 17M 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, Dr. Lee G. Lam and Mr. Andrew Chun Wah Fan 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, 2010.

As at the date of this circular, the Board of the Company 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; three are independent non-executive Directors, namely Dr. Lee G. Lam, Mr. Eugene Yun Hang Wang and Mr. Andrew Chun Wah Fan.