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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 shares in Far East Holdings International Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy 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 Company to be held at The Penthouse, 24/F., Far East Consortium Building, 121 Des Voeux Road Central, Central, Hong Kong on Wednesday, 6 June, 2012 at 4:00 p.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar and transfer office, 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 of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you wish.

30 April, 2012

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at The Penthouse, 24/F., Far East Consortium Building, 121 Des Voeux Road Central, Central, Hong Kong on Wednesday, 6 June, 2012 at 4:00 p.m. notice of which is set out on pages 13 to 16 of this circular
“Articles of Association”	the existing articles of association of the Company
“Board”	the board of directors of the Company
“Companies Ordinance”	Companies Ordinance (Chapter 32 of Laws of Hong Kong)
“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
“connected person”	has the meaning ascribed thereto 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 the Directors to exercise the power of the Company to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	23 April, 2012, 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

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase the Shares not exceeding 10% of the aggregate nominal amount 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 holders(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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. Derek Chiu

Mr. Richard Yen (*Managing Director and  
Chief Executive Officer*)

Dr. Ip Ngai Sang

*Non-executive Director:*

Mr. Desmond Chiu

*Independent Non-executive Directors:*

Dr. Lam Lee G.

Mr. Eugene Yun Hang Wang

Mr. Lee Kwan Hung

*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

Central, Hong Kong

30 April, 2012

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM which include, among other matters, the approval of the (i) grant of the Repurchase Mandate and the Issue Mandate; and (ii) re-election of Directors, and to give you notice of the AGM.

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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 enable them to repurchase Shares at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution up to a maximum of 10% of the aggregate nominal amount 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 Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to 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 exercise all powers of the Company to allot, issue, and deal with additional Shares up to a maximum of 20% of the aggregate nominal amount 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 prior to 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 passed by the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

An explanatory statement required under 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 the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate at the AGM.

### NOTICE OF THE AGM

Notice of the AGM is set out on pages 13 to 16 of this circular. A form for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.feholdings.com.hk](http://www.feholdings.com.hk)). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return it to the Company's share registrar and transfer office, 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 holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM 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

Pursuant to Articles 79 and 80, Deacon Te Ken Chiu, J.P. and Mr. Desmond Chiu shall retire from office and, being eligible, offer themselves for re-election as Directors at the AGM.

Pursuant to Article 84, Mr. Richard Yen, Dr. Ip Ngai Sang and Mr. Lee Kwan Hung shall hold office only until the AGM. They, being eligible, shall offer themselves for re-election as Directors at the AGM.

Details of the above retiring Directors are set out in Appendix II to this circular.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions set out in the notice of the AGM will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules. 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 in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate and the Issue Mandate 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 resolutions as set out in the notice of the AGM.

Yours faithfully,  
By order of the Board  
**Far East Holdings International Limited**  
**Richard Yen**  
*Managing Director*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite 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 resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 30,283,788 Shares, being 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

### **2. REASONS FOR REPURCHASE**

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 and will only be made when the Directors believe that such a repurchase will be to the benefit of 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 and/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, 2011) 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 do 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.



**4. SHARE PRICES**

Trading in the Shares on the Stock Exchange has been suspended from 12:05 noon on 3 September 2010 to the Latest Practicable Date. Hence, there are no highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months.

**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, have 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.

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. TAKEOVERS CODE**

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 general 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 Directors, Mr. Duncan Chiu was directly interested in 61,210,932 Shares, representing approximately 20.21% of the issued share capital of the Company. Based on the said interest of Mr. Duncan Chiu as at the Latest Practicable Date, in the event that the Directors exercised in full their power under the Repurchase Mandate to repurchase Shares, the interest of Mr. Duncan Chiu in the issued share capital of the Company will be increased to approximately 22.46% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the power to repurchase Shares to such an extent that would give rise to an obligation on the part of Mr. Duncan Chiu to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

**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:*

### EXECUTIVE DIRECTORS

#### **Mr. Deacon Te Ken Chiu, J.P.**

Mr. Chiu, aged 87, is the founder of the Far East Group and has been the Chairman of the Board since 1981. Save as disclosed above, he did not hold any other position with the Group. With effect from 8 September, 2011, Mr. Chiu has retired as the chairman and was appointed as the honorary chairman of Far East Consortium International Limited (stock code: 35). He is also the chairman of the board of directors of 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 and financing and banking. He was a member of the Chinese People's Political and Consultative Conference from the 6th to 9th, the founder of 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, and the founder and chairman of Ju Ching Chu Secondary School since 1966. Save as disclosed above, he did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date.

Mr. Chiu is the father of Messrs. Derek Chiu, an Executive Director and Desmond Chiu, a Non-executive Director. He is also the father of Messrs. Duncan Chiu, Daniel Tat Jung Chiu, Tan Sri Dato' David Chiu and the husband of Madam Ju Ching Lan who are the substantial Shareholders. Save as disclosed above, Mr. Chiu does not have any relationships with any Directors, senior management or substantial or controlling Shareholders.

There is no service contract entered into between Mr. Chiu and the Company or any of its subsidiaries. He received HK\$15,000 as annual Director's fee which was determined by the Board according to his duties and responsibilities with the Company and the prevailing market conditions. The term of office of Mr. Chiu is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Chiu was interested in 26,893,190 Shares, representing approximately 8.88% of the issued share capital of the Company. Out of 26,893,190 Shares, 20,848,664 Shares were beneficially held by Mr. Chiu; 4,175,160 Shares were held by Madam Ju Ching Lan, wife of Mr. Chiu; and 1,869,366 Shares were held by various companies which are wholly and beneficially owned by Mr. Chiu ("Mr. Chiu's Companies"). By virtue of the SFO, he is deemed to be interested in 4,175,160 Shares and 1,869,366 Shares which were held by Madam Ju Ching Lan and Mr. Chiu's Companies respectively. Other than disclosed above, he did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Chiu that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders.

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

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### **Mr. Richard Yen**

Mr. Yen, aged 43, joined the Group in November 2011. He was also appointed as the Chief Executive Officer/Managing Director and directors of various subsidiaries of the Company. Save as disclosed above, he did not hold any other position with the Group. Mr. Yen leads the management team and is responsible for the Group's business development. Mr. Yen has over 20 years of executive management and mergers and acquisitions experience in the region, working in multinational companies in Japan, United States and China. He possesses extensive industry knowledge in advanced technology and consumer products, and devises corporate strategies related to technology and regional business development. Mr. Yen holds a Bachelor Degree in Aerospace Engineering and a Master Degree in Business Administration in International Management from Boston University.

Mr. Yen had also served as the executive director and chief operating officer of KH Investment Holdings Limited (formerly known as "Golife Concepts Holdings Ltd.") (stock code: 8172) from 2006 to 2008. Save as disclosed above, he did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. Mr. Yen does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

Mr. Yen has entered into a service contract with the Company for a fixed term of 2 years and such term of appointment may be terminated by either party giving not less than three-month prior notice in writing. He is entitled to an annual remuneration of HK\$960,000 and a discretionary bonus, which is determined with reference to his duties and responsibilities within the Group, the Group's performance and the then prevailing market conditions. This discretionary bonus is determined by the remuneration committee of the Company and subject to approval by the Board (in which Mr. Yen shall be abstained from voting on such resolution regarding the amount of discretionary bonus payable to him).

As at the Latest Practicable Date, Mr. Yen does not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Yen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders.

**Dr. Ip Ngai Sang**

Dr. Ip, aged 48, firstly joined the Company in April 2009 as a business development manager who is mainly responsible for communicating and managing the portfolio investments of the Group in information, communication and technology companies. In November 2011, he was appointed as Executive Director. Dr. Ip was also directors of various subsidiaries of the Company. Save as disclosed above, he did not hold any other position with the Group. Dr. Ip received both his Bachelor Degree with major in Computer Science and his Master Degree in Executive Master of Business Administration in the Chinese University of Hong Kong.

Prior to joining the Company, Dr. Ip held senior positions in various international and local corporations and university. He has worked in Reuters Corporation for more than 16 years, and was the chief architect and technical evangelist leading the development of information broadcasting system upon his departure. Dr. Ip has been awarded as Honorary Doctor of Engineering at Lincoln University, Honorary Fellow at Canadian Chartered Institute of Business Administration and Fellow at Asian College of Knowledge Management. He was elected as “100s Chinese IT Youth Elite 2007” in 2007 and awarded “2011 United Nations Youth IT Promotion Award” in 2011. Dr. Ip is a Chartered Manager, Chartered Engineer and a member of the Hong Kong Institution of Engineers. Currently, he served as a consultant and advisory committee member in various governmental, semi-governmental and non-governmental agencies. Save as disclosed herein, Dr. Ip did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. Dr. Ip does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

Dr. Ip has entered into a service contract with the Company for a fixed term of 2 years and such term of appointment may be terminated by either party giving not less than three-month prior notice in writing. Dr. Ip is entitled to an annual remuneration of HK\$540,000 and a discretionary bonus, which is determined with reference to his duties and responsibilities within the Group, the Group’s performance and the then prevailing market conditions. This discretionary bonus is determined by the remuneration committee of the Company and subject to approval by the Board (in which Dr. Ip shall be abstained from voting on such resolution regarding the amount of discretionary bonus payable to him).

As at the Latest Practicable Date, Dr. Ip does not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matters in relation to Dr. Ip that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders.

**NON-EXECUTIVE DIRECTOR****Mr. Desmond Chiu**

Mr. Chiu, aged 45, joined the Group since 1991. Mr. Chiu was also directors of various subsidiaries of the Company. Save as disclosed above, he did not hold any other position with the Group. Mr. Chiu was graduated from the University of Cambridge, the United Kingdom. He is the son of Deacon Te Ken Chiu, J.P., the Chairman of the Board and an Executive Director, and brother of Mr. Derek Chiu, an Executive Director. Mr. Chiu is also the brother of Messrs. Duncan Chiu, Daniel Tat Jung Chiu, Tan Sri Dato' David Chiu and the son of Madam Ju Ching Lan who are the substantial Shareholders. Save as disclosed above, he does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

There is no service contract entered into between Mr. Chiu and the Company or any of its subsidiaries. He received HK\$15,000 as annual Director's fee which was determined by the Board according to his annual duties and responsibilities with the Company and the prevailing market conditions. The term of office of Mr. Chiu is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Chiu was beneficially interested in 4,000 Shares, representing approximately 0.001% of the issued share capital of the Company.

Save as disclosed herein, Mr. Chiu did not hold any directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date.

Save as disclosed above, there is no other information in relation to Mr. Chiu that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****Mr. Lee Kwan Hung**

Mr. Lee, aged 46, joined the Group in March 2012. He was also appointed as member of the audit committee of the Company. Save as disclosed above, Mr. Lee did not hold any other position with the Group. He is currently an independent non-executive director of several listed companies in Hong Kong, namely Asia Cassava Resources Holdings Limited, Embry Holdings Limited, Futong Technology Development Holdings Limited, NetDragon Websoft Inc., New Universe International Group Limited, Newton Resources Limited, Tenfu (Cayman) Holdings Company Limited, Walker Group Holdings Limited and Yuexiu REIT Asset Management Limited. Mr. Lee was a senior manager of the Listing Division of the Stock Exchange from 1993 to 1994 and was a partner of a leading law firm in Hong Kong from 2001 to 2011. Save as disclosed above, he did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. Mr. Lee does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

Mr. Lee received his Bachelor of Laws (Honours) Degree and Postgraduate Certificate in Laws from the University of Hong Kong in 1988 and 1989 respectively. He was then admitted as a solicitor in Hong Kong in 1991 and the United Kingdom in 1997.

As at the Latest Practicable Date, Mr. Lee does not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lee has entered into a service contract with the Company for a term of 3 years commencing on 1 March 2012. He is subject to retirement and re-election at the AGM in accordance with the Articles of Association. Mr. Lee is entitled to receive a monthly Director's fee of HK\$15,000 subject to further adjustment if additional appointments are made. Such fee was determined and subject to review by the Board and the remuneration committee of the Company from time to time with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no other matters in relation to Mr. Lee that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders.

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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, 24/F., Far East Consortium Building, 121 Des Voeux Road Central, Central, Hong Kong on Wednesday, 6 June, 2012 at 4:00 p.m. for the following purposes:

**As ordinary business:**

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) and the reports of the directors and the auditors for the year ended 31 December, 2011;
2. 2.1 To re-elect the following directors of the Company (the “Directors”), each as a separate resolution;
  - (a) Deacon Te Ken Chiu, J.P. as executive Director;
  - (b) Mr. Richard Yen as executive Director;
  - (c) Dr. Ip Ngai Sang as executive Director;
  - (d) Mr. Desmond Chiu as non-executive Director; and
  - (e) Mr. Lee Kwan Hung as independent non-executive Director.
- 2.2 To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors;
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix their remuneration;

**As special business:**

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

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## NOTICE OF ANNUAL GENERAL MEETING

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4. “THAT

- (a) subject to paragraph (c) below, the exercise by 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 (as hereinafter defined) 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 (as hereinafter defined);
- (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; and
  - (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.

“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 shareholders of the Company 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



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## NOTICE OF ANNUAL GENERAL MEETING

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“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.”

5. **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by 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 “SFC”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the SFC, 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; and
  - (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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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon the passing of resolutions 4 and 5 above, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to resolution 4 above 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 5 above.”

By order of the Board  
**Far East Holdings International Limited**  
**Richard Yen**  
*Managing Director*

Hong Kong, 30 April, 2012

*Notes:*

- (a) A shareholder 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/her behalf. A proxy need not be a shareholder 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 shareholders 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 and transfer office, 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 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 shareholder from attending and voting in person at the AGM, if he/she so wishes. If such shareholder attends the AGM, his/her form of proxy will be deemed to have been revoked.

*As at the date hereof, the Board comprises eight Directors, of which four are executive Directors, namely, Deacon Te Ken Chiu, J.P., Mr. Derek Chiu, Mr. Richard Yen and Dr. Ip Ngai Sang, one is non-executive Director, namely, Mr. Desmond Chiu; and three are independent non-executive Directors, namely, Dr. Lam Lee G., Mr. Eugene Yun Hang Wang and Mr. Lee Kwan Hung.*