
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**

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 Friday, 21 June, 2013 at 4:30 p.m. is set out on pages 12 to 15 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 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 so wish.

The English text of this circular shall prevail over the Chinese text.

30 April, 2013

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DEFINITIONS

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 Friday, 21 June, 2013 at 4:30 p.m., 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
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the 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 proposed to be granted to the Directors to enable them 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, 2013, 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
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase 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

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each 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.

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. Derek Chiu

Mr. Richard Yen

(Managing Director and Chief Executive Officer)

Mr. 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

Central, Hong Kong

Principal Office

Room 2101–2102, 21st Floor

Far East Consortium Building

121 Des Voeux Road Central

Central, Hong Kong

30 April, 2013

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.

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

LETTER FROM THE BOARD

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 454,256,829 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 45,425,682 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 enable them 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 454,256,829 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 90,851,365 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.

Re-election of Directors

Pursuant to Articles 79 and 80 of the Articles of Association, Dr. Lam Lee G. and Mr. Derek Chiu shall retire from office and, being eligible, 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.

AGM

A notice convening the AGM is set out on pages 12 to 15 of this circular. A form proxy is despatched with this circular and published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (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

LETTER FROM THE BOARD

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 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.

Pursuant to rule 13.39(4) of the Listing Rules, resolutions set out in the notice of AGM will be put to the vote by way of poll. An announcement on the poll results will be published by the Company after the AGM 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 explanatory statement contains the information required under rule 10.06(1)(b) of the Listing Rules to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 454,256,829 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 would be allowed under the Repurchase Mandate to repurchase a maximum of 45,425,682 Shares.

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 that 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, 2012) 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

The following table shows the highest and the lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	—	—
May	—	—
June	—	—
July	0.5070*	0.3070*
August	0.3400*	0.3070*
September	0.3700*	0.3030*
October	0.3400*	0.3130*
November	0.3230*	0.2770*
December	0.3730*	0.2600*
2013		
January	0.3300	0.2750
February	0.3400	0.2460
March	0.3300	0.2600
April (up to and including the Latest Practicable Date)	0.2700	0.2460

Trading in the Shares on the Stock Exchange was suspended during 1 April, 2012 to 16 July, 2012. As all the resumption conditions have been fulfilled, trading in the Shares was resumed on 17 July, 2012, details of which were set out in the Company's announcement dated 13 July, 2012.

* *The share price was adjusted due to the open offer on the basis of one offer share for every two Shares held on 7 January, 2013 ("Open Offer"). The Open Offer was completed on 31 January, 2013, details of which were set out in the Company's circular dated 9 January, 2013 and the Company's announcement dated 30 January, 2013.*

5. UNDERTAKING AND DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company in the event that 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 powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the Companies Ordinance, and 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 in the event that the Repurchase Mandate is granted 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 95,732,162 Shares, representing approximately 21.07% 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 23.42% 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) during the six months immediately preceding the Latest Practicable Date.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Lam Lee G.

Dr. Lam, aged 53, has been an Independent Non-Executive Director since September 2004. He is also appointed as the chairman of each of the audit committee, the remuneration committee and the investment committee and a member of the nomination committee of the Company. Dr. Lam has international experience in general management, management consulting, corporate governance, investment banking and fund management across the telecommunications/media/technology (TMT), retail/consumer, infrastructure/real estates and financial services sectors. 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 and investment funds 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 and as a member of the Legal Aid Services Council of Hong Kong, Dr. Lam is a member of the Jilin Province Committee (and formerly a Specially invited Member of the Zhejiang Province Committee) of the Chinese People's Political Consultative Conference (CPPCC), a member of the New Business Committee of the Financial Services Development Council (FSDC), a member of the Hong Kong Institute of Bankers, a member of the World Presidents' Organization (WPO) and the Chief Executives Organization (CEO), a fellow of the Hong Kong Institute of Directors and the Hong Kong Institute of Arbitrators, an accredited mediator of the Centre for Effective Dispute Resolution (CEDR), a member of the General Council and the Corporate Governance Committee of the Chamber of Hong Kong Listed Companies, a vice president of the Hong Kong Real Estate Association, a founding board member and the Honorary Treasurer of the Hong Kong — Vietnam Chamber of Commerce, a board member of the Australian Chamber of Commerce in Hong Kong and Macau, and a visiting professor (in the fields of corporate governance and investment banking) at the School of Economics & Management of Tsinghua University in Beijing.

Dr. Lam is an independent non-executive director of each of CSI Properties Limited (stock code: 497), Hutchison Harbour Ring Limited (stock code: 715), Mei Ah Entertainment Group Limited (stock code: 391) and Vongroup Limited (stock code: 318) and a non-executive director of Sunwah Kingsway Capital Holdings Limited (stock code: 188) (all of which are listed on the Stock Exchange). He is a lead independent non-executive director of each of Asia-Pacific Strategic Investments Limited and Rowsley Limited, and an independent non-executive director of Next-Generation Satellite Communications Ltd. and Top Global Limited (all of which are listed on the Singapore Exchange). Dr. Lam is also an independent director of Sunwah International Limited (whose shares are listed on the Toronto Stock Exchange) and an independent non-executive director of Vietnam Equity Holding and Vietnam Property Holding (shares of both companies are listed on the Stuttgart Stock Exchange commencing on 3 April, 2013).

Dr. Lam was appointed as an independent non-executive Director of China Communication Telecom Services Company Limited (stock code: 8206) ("CCTS") with effect from 1 January, 2013 and was subsequently re-designated from independent non-executive

director to non-executive director of CCTS with effect from 18 March, 2013, appointed as an independent non-executive director of Wai Chun Mining Industry Group Company Limited (stock code: 660) with effect from 1 January, 2013, and re-designated from a non-executive director to an independent non-executive director of Glorious Sun Enterprises Limited (stock code: 393) with effect from 20 August, 2012. He is also an independent non-executive director of Vietnam Equity Holding and Vietnam Property Holding which were delisted on 15 December, 2012 on the Frankfurt Stock Exchange and which were relisted on 3 April, 2013 on the Stuttgart Stock Exchange.

Previously Dr. Lam was an independent non-executive director of Sino Resources Group Limited (whose shares are listed on the Main Board of the Stock Exchange) (*resigned on 23 March, 2011*), Mingyuan Medicare Development Company Limited (whose shares are listed on the Main Board of the Stock Exchange) (*retired on 30 May, 2012*), Finet Group Limited (whose shares are listed on the Growth Enterprise Market of the Stock Exchange) (*resigned on 25 January, 2011*), China.com Inc. (whose shares are listed on the Growth Enterprise Market of the Stock Exchange) (*resigned on 23 March, 2011*) and TMC Life Sciences Berhad (whose shares are listed on the Main Board of Bursa Malaysia Securities Berhad) (*resigned on 27 September, 2012*). He was also previously the chairman and independent non-executive director of CDC Software Corporation (whose American depository shares relating to the CDC Software Corporation's class A ordinary shares are traded on the NASDAQ Global Market) (*resigned on 16 October, 2011*).

Save as disclosed above, he has not held any other directorship in other public listed companies or other major appointment and professional qualification in the last three years prior to the Latest Practicable Date.

Between 15 December, 1999 and 27 October, 2004, Dr. Lam was a director of i-STT Hong Kong Limited ("i-STT"), a Hong Kong incorporated private company with limited liability which was engaged in internet related services. i-STT was in creditors' voluntary liquidation on 12 September, 2001 and it was subsequently completed, the amount involved being around HK\$100 million.

Dr. Lam holds a Bachelor of Science Degree in Mathematics and Sciences, a Master of Science Degree in Systems Science, and a Master of Business Administration Degree, 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 United Kingdom, a PCLL in law from the City University of Hong Kong, a Certificate in Professional Accountancy from the Chinese University of Hong Kong SCS, a LLM in law from the University of Wolverhampton in the United Kingdom, and a Doctor of Philosophy from the University of Hong Kong.

Dr. Lam does not have any relationship with any existing Directors, senior management, substantial or controlling Shareholders.

There is no service contract entered into between Dr. Lam and the Company or any of its subsidiaries. The term of his office is subject to retirement and re-election at the annual general meeting in accordance with the Articles of Association. He received HK\$180,000 as annual

Director's fee which 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.

As at the Latest Practicable Date, Dr. Lam was interested in 1,817,027 underlying Shares deriving from the share options granted by the Company on 16 April, 2013 under the Company's share option scheme adopted on 23 May, 2005. Save as disclosed above, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Dr. Lam that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

Mr. Derek Chiu

Mr. Chiu, aged 47, joined the Group in 1989 and was re-designated from Non-executive Director to Executive Director in November 2011. He is also appointed as a member of each of the remuneration committee, the nomination committee and the investment committee of the Company. Mr. Chiu is also directors of various subsidiaries and an associated company of the Company. He is the managing director and chief executive of Far East Hotels and Entertainment Limited (stock code: 37). Mr. Chiu has extensive experience in the operation of amusement parks and entertainment business. Save as disclosed above, he has not held any other directorship in other public listed companies or other major appointment and professional qualification in the last three years prior to the Latest Practicable Date.

Mr. Chiu is the son of Deacon Chiu, J.P., the Chairman of the Board and the Executive Director, the brother of Mr. Desmond Chiu, the Non-Executive Director, and the brother of Mr. Duncan Chiu, the substantial Shareholder. Save as disclosed above, he does not have any relationship with any existing Directors, senior management, substantial Shareholders and controlling Shareholders.

There is no service contract entered into between Mr. Chiu and the Company or any of its subsidiaries. The term of his office is subject to retirement and re-election at the AGM in accordance with the Articles of Association. He was paid HK\$360,000 as Director's fee for the year ended 31 December, 2012. Mr. Chiu was not entitled to any discretionary bonus during the year. His annual emolument as Director for the year ended 31 December, 2012 was determined by the Board according to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chiu was beneficially interested in 88,440 Shares and 3,179,797 underlying Shares deriving from the share options granted by the Company on 16 April, 2013 under the Company's share option scheme adopted on 23 May, 2005. Save as disclosed above, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Chiu that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

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, 24/F., Far East Consortium Building, 121 Des Voeux Road Central, Central, Hong Kong on Friday, 21 June, 2013 at 4:30 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the reports of the directors and the auditor of the Company for the year ended 31 December, 2012;
2. 2.1 To re-elect the following directors of the Company (the “**Directors**”), each as a separate resolution:
 - (a) Dr. Lam Lee G.; and
 - (b) Mr. Derek Chiu.
- 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 auditor of the Company and to authorize the Board to fix its remuneration;

As special businesses, to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions:

4. “**THAT**
 - (a) subject to paragraph (b) below, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

5. “**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 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, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorization given to the Directors and shall authorize 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 granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under the Share Option Scheme (as hereinafter defined) of the Company; or (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; and/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

NOTICE OF ANNUAL GENERAL MEETING

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

“**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.”

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 5 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 4 above.”

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

Hong Kong, 30th April, 2013

NOTICE OF ANNUAL GENERAL MEETING

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 as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM (or the adjourned meeting as the case may be).
- (d) The register of members of the Company will be closed from 19 June, 2013 to 21 June, 2013 (both dates inclusive). In order to determine the identity of the shareholders who are entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with 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 later than 4:30 p.m. on 18 June, 2013.
- (e) 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 Mr. 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.