

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 Wednesday, 3 June, 2015 at 4:00 p.m. or any adjournment thereof is set out on pages 14 to 17 of this circular. A form of proxy is enclosed. 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 (as the case may be) should you so wish.

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

30 April, 2015

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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 Wednesday, 3 June, 2015 at 4:00 p.m., notice of which is set out on pages 14 to 17 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Ordinance”	Companies Ordinance (Chapter 622 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”	24 April, 2015, 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
“Placing”	the conditional placing of a maximum of 103,000,000 new Shares at a placing price of HK\$0.55 per Share pursuant to the terms set out in the placing agreement dated 16 April 2015, details of which are included in the Company’s announcement dated 16 April 2015

DEFINITIONS

“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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of The Hong Kong Special Administrative Region
“%”	per cent.



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

Mr. Derek Chiu

Mr. Richard Yen

(Managing Director and Chief Executive Officer)

Mr. Yu Pak Yan, Peter

Mr. Fok Chi Tak

Mr. Ip Ngai Sang

Independent Non-executive Directors

Mr. Chan Ming Sun, Jonathan

Dr. Wong Yun Kuen

Ms. Kwan Shan

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, 2015

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 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 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.

LETTER FROM THE BOARD

Assuming no further Shares are issued and repurchased between the Latest Practicable Date and the date of the AGM and based on the issued share capital of the Company of 804,919,593 Shares as at the Latest Practicable Date and on the basis of the Placing is not completed, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,491,959 Shares. Based on immediately upon completion of the Placing the enlarged issued share capital of 907,919,593 Shares as at the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 90,791,959 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 the issued share capital of 804,919,593 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 and the Placing is not completed during the period between the Latest Practicable Date and the date of the AGM, the Company will be allowed to issue a maximum of 160,983,918 Shares.

On the basis that the Placing was completed before the AGM and subject to the passing of the proposed resolution for the grant of the Issue Mandate on the basis that no other Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to issue up to a maximum of 181,583,918 Shares pursuant to the Issue Mandate based on immediately upon completion of the Placing the enlarged issued share capital of 907,919,593 Shares as at the date of the AGM.

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, Mr. Richard Yen and Mr. Ip Ngai Sang shall retire from office and, Mr. Richard Yen has tendered his resignation as Director with effect from 31 May, 2015. Mr. Ip Ngai Sang will not offer himself for re-election as Director at the AGM.

LETTER FROM THE BOARD

Pursuant to Article 84 of the Articles of Association, Mr. Yu Pak Yan, Peter, Mr. Fok Chi Tak, Mr. Chan Ming Sun, Jonathan, Dr. Wong Yun Kuen and Ms. Kwan Shan shall hold office only until the AGM. They, being eligible, shall offer themselves for re-election as Directors at the AGM.

Details of the Directors to be re-elected are set out in Appendix II to this circular.

AGM

A notice convening the AGM is set out in Appendix III to 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 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 (as the case may be). 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.

GENERAL

Your attention is also drawn to the appendices to this circular.

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 804,919,593 Shares in issue. Upon completion of the Placing and on the basis that no further Shares are issued or repurchased before the AGM, there will be 907,919,593 Shares.

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 80,491,959 Shares and 90,791,959 Shares respectively.

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 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, 2014) 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>
2014		
April	0.420	0.350
May	0.357	0.313
June	0.400	0.327
July	0.467	0.387
August	0.487	0.420
September	0.700	0.430
October	0.720	0.527
November	0.647	0.547
December	0.660	0.427
2015		
January	0.493	0.415
February	0.710	0.415
March	0.720	0.540
April (up to and including the Latest Practicable Date)	0.800	0.530

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 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 163,417,604 Shares, representing approximately 20.30% (based on the issued share capital of the Company of 804,919,593 Shares as at the Latest Practicable Date and the Placing is not completed) and approximately 18% (based on immediately upon completion of the Placing the enlarged issued share capital of 907,919,593 Shares as at the date of the AGM) 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 22.56% (based on the issued share capital of the Company of 804,919,593 Shares as at the Latest Practicable Date the Placing is not completed) and approximately 20% (based on immediately upon completion of the Placing the enlarged issued share capital of 907,919,593 Shares as at the date of the AGM) 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. In any event the Directors will not exercise the Repurchase Mandate (if granted) to an extent that may result in a public shareholding of 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) 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:

EXECUTIVE DIRECTORS

Mr. Yu Pak Yan, Peter

Mr. Yu, aged 64, joined the Group in November 2014 and was appointed as an executive Director, the chairman of the investment committee of the Company and a director of a subsidiary of the Company. Mr. Yu has extensive experience in real estate and financial services industries. Mr. Yu has a Bachelor Degree in Management from Youngstown State University in Ohio, the United States of America (the “United States”) and a Master of Science Degree in Financial Services from American College in Pennsylvania, the United States. Mr. Yu is a member of the Certified Commercial Investment Member Institute and was the first Chinese-American elected to the board of the San Francisco Association of Realtors. Mr. Yu worked in Pacific Union Real Estate Company in the United States from 1980-1995 and held senior positions in MetLife and New York Life Insurance Company in managing Asian customers in North America.

Mr. Yu is currently an independent non-executive director of China Sandi Holdings Limited (stock code: 910), Kingston Financial Group Limited (stock code: 1031) and Noble Century Investment Holdings Limited (stock code: 2322). Mr. Yu was an executive director and the chairman of Kong Sun Holdings Limited (stock code: 295) from August 2008 to September 2014 and an independent non-executive director of M Dream Inworld Limited (now known as “GET Holdings Limited”) (stock code: 8100) from July 2010 to January 2014. 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. Yu does not have any relationship with any existing Directors, senior management, substantial Shareholders and controlling Shareholders.

Mr. Yu has entered into a letter of appointment with the Company for a term of one year commencing on 12 November, 2014. He is subject to retirement and re-election in the annual general meeting of the Company in accordance with the Articles of Association. Mr. Yu is entitled to receive a monthly director’s fee of HK\$50,000 subject to further adjustment if additional appointments are made. Such fee is 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, Mr. Yu did not have any interests or underlying interests 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. Yu that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

Mr. Fok Chi Tak

Mr. Fok, aged 39, joined the Group in November 2014 and was appointed as an executive Director of the Company and a director of a subsidiary of the Company. Mr. Fok has over 14 years of experience in corporate finance, corporate governance, mergers and acquisitions, auditing and financial management. Mr. Fok graduated from Oxford Brookes University in the United Kingdom with a bachelor's degree in accounting and finance and The University of Hong Kong with a master's degree in business administration. Mr. Fok is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Fok is also a fellow member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries.

Mr. Fok is currently an executive director and the chief financial officer of Hao Tian Development Group Limited (stock code: 474), whose securities are listed on the Main Board of the Stock Exchange. 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. Fok does not have any relationship with any existing Directors, senior management, substantial Shareholders and controlling Shareholders.

Mr. Fok has entered into a letter of appointment with the Company for a term of 1 year commencing on 14 November, 2014. He is subject to retirement and re-election in the annual general meeting of the Company in accordance with the Articles of Association. Mr. Fok is entitled to receive a monthly director's fee of HK\$50,000 subject to further adjustment if additional appointments are made. Such fee is 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, Mr. Fok did not have any interests or underlying interests 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. Fok that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Ming Sun, Jonathan

Mr. Chan, aged 42, joined the Group in November 2014 and was appointed as an independent non-executive Director, the chairman of each of the audit committee and remuneration committee and a member of each of the nomination committee and investment committee of the Company. Mr. Chan has over 15 years of experience in direct investment, management of private equity fund for investing in Chinese enterprises. Between July 2000 and August 2001, Mr. Chan was an investment manager with Softbank China Venture Investments Limited. Between April 1995 and June 2000, he worked at Ernst & Young in Hong Kong and his last position was a senior associate with the audit and corporate finance department. Mr. Chan obtained a Bachelor of Commerce degree in Accounting and Computer Information Systems from the University of New South Wales, Australia in June 1995. Mr. Chan is a member of Hong Kong Institute of Certified Public Accountants since January 1999, a Certified Practising Accountants, Australia since February 1995 and a fellow of The Hong Kong Institute of Directors since June 2013.

Mr. Chan is currently (i) the associate director of Go-To-Asia Investment Limited; (ii) an independent non-executive director of Hao Tian Development Group Limited (stock code: 474) since March 2012 and that of China Dredging Environment Protection Holdings Limited (stock code: 871) since November 2012 and that of Shenyang Public Utility Holdings Company Limited (stock code: 747) re-appointed since February 2015, the securities of these companies are listed on the Main Board of the Stock Exchange, and (iii) an independent non-executive director of Changhong Jiahua Holdings Limited (stock code: 8016) since February 2007 and that of L & A International Holdings Limited (stock code: 8195) since October 2014 and that of Focus Media Network Limited (stock code: 8112) since April 2015, whose securities are listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Chan was an independent non-executive director of (i) Beautiful China Holdings Company Limited (stock code: 706) between March 2013 and February 2014; and (ii) Capital VC Limited (stock code: 2324) between August 2004 and April 2012, the securities of the above companies are listed on the Main Board of the Stock Exchange. 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. Chan does not have any relationship with any existing Directors, senior management, substantial Shareholders and controlling Shareholders.

Mr. Chan has entered into a letter of appointment with the Company for a term of 1 year commencing on 14 November, 2014. He is subject to retirement and re-election in the annual general meeting of the Company in accordance with the Articles of Association. Mr. Chan is entitled to receive a monthly director's fee of HK\$10,000 subject to further adjustment if additional appointments are made. Such fee is 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, Mr. Chan did not have any interests or underlying interests 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. Chan that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

Dr. Wong Yun Kuen

Dr. Wong, aged 57, joined the Group in December 2014 and was appointed as an independent non-executive Director and a member of each of the audit committee and investment committee of the Company. Dr. Wong received his Ph.D. degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. Dr. Wong has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of the Hong Kong Securities and Investment Institute.

Dr. Wong is an executive director of UBA Investments Limited (stock code: 768), and an independent non-executive director of Bauhaus International (Holdings) Limited (stock code: 483), China Yunnan Tin Minerals Group Company Limited (stock code: 263), Kingston Financial Group Limited (stock code: 1031), Guocang Group Limited (stock code: 559), Sincere Watch (Hong Kong) Limited (stock code: 444) and China Sandi Holdings Limited (stock code: 910). The securities of the above companies are listed on the Main Board of the Stock Exchange. Dr. Wong is also an independent non-executive director of Kaisun Energy Group Limited (stock code: 8203), whose securities are listed on the Growth Enterprise Market of the Stock Exchange. Dr. Wong was an independent non-executive director of ZMAY Holdings Limited (now known as “Hong Kong Life Sciences and Technologies Group Limited”) (stock code: 8085) from November 2009 to September 2012, whose securities are listed on the Growth Enterprise Market of the Stock Exchange, and was also an independent non-executive director of Climax International Company Limited (now known as “KuangChi Science Limited”) (stock code: 439) from June 2007 to August 2014, Kong Sun Holdings Limited (stock code: 295) from April 2007 to November 2014, New Island Printing Holdings Limited (now known as “Huajun Holdings Limited”) (stock code: 377) from October 2010 to September 2014 and Harmony Asset Limited (stock code: 428) from September 2004 to December 2014, the securities of these companies are listed on the Main Board of the Stock Exchange. 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.

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

Dr. Wong has entered into a letter of appointment with the Company for a term of 1 year commencing on 1 December, 2014. He is subject to retirement and re-election in the annual general meeting of the Company in accordance with the Articles of Association. Dr. Wong is entitled to receive a monthly director's fee of HK\$10,000 subject to further adjustment if additional appointments are made. Such fee is 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. Wong did not have any interests or underlying interests 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. Wong that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

Ms. Kwan Shan

Ms. Kwan, aged 43, joined the Group in December 2014 and was appointed as an independent non-executive Director, the chairman of the nomination committee and a member of each of the audit committee and remuneration committee of the Company. Ms. Kwan has more than 16 years of experience in the accounting and finance field in listed companies. Ms. Kwan holds a Bachelor's Degree in Accountancy from Hong Kong Polytechnic University and is a fellow member of the Association of Chartered Certified Accountants. Ms. Kwan is currently a company secretary of Yueshou Environmental Holdings Limited (stock code: 1191), whose securities are listed on the Main Board of the Stock Exchange. Save as disclosed above, she 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.

Ms. Kwan does not have any relationship with any existing Directors, senior management, substantial Shareholders and controlling Shareholders.

Ms. Kwan has entered into a letter of appointment with the Company for a term of 1 year commencing on 1 December, 2014. She is subject to retirement and re-election in the annual general meeting of the Company in accordance with the Articles of Association. Ms. Kwan is entitled to receive a monthly director's fee of HK\$10,000 subject to further adjustment if additional appointments are made. Such fee is determined and subject to review by the Board and the remuneration committee of the Company from time to time with reference to her duties and responsibilities with the Company.

As at the Latest Practicable Date, Ms. Kwan did not have any interests or underlying interests 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 Ms. Kwan that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.



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, 3 June, 2015 at 4:00 p.m. for the following purposes:

1. To receive and consider 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, 2014;
2. 2.1 To re-elect the following directors of the Company (the “Directors”), each as a separate resolution:
 - (a) Mr. Yu Pak Yan, Peter;
 - (b) Mr. Fok Chi Tak;
 - (c) Mr. Chan Ming Sun, Jonathan;
 - (d) Dr. Wong Yun Kuen; and
 - (e) Ms. Kwan Shan
- 2.2 To authorise 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 authorise 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;
- (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 authorisation given to the Directors and 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 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 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, 30 April, 2015

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) 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 five are executive Directors, namely, Mr. Derek Chiu, Mr. Richard Yen, Mr. Yu Pak Yan, Peter, Mr. Fok Chi Tak and Mr. Ip Ngai Sang; and three are independent non-executive Directors, namely, Mr. Chan Ming Sun, Jonathan, Dr. Wong Yun Kuen and Ms. Kwan Shan.