

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, 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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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)

**(1) GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 15 June 2018 at 11:00 a.m. is set out on pages 13 to 16 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. 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, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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

6 April 2018

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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 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 15 June 2018 at 11:00 a.m., notice of which is set out on pages 13 to 16 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Ordinance”	the 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
“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 number of issued Shares at the date of the passing of the relevant resolution
“Latest Practicable Date”	28 March 2018, 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
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase not exceeding 10% of the number of issued Shares at the date of the passing of the relevant resolution
“SFO”	the 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

DEFINITIONS

“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

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

Dr. Wong Yun Kuen (*Chairman*)

Mr. Sheung Kwong Cho

Independent Non-executive Directors

Ms. Kwan Shan

Mr. Wong Kui Shing, Danny

Mr. Mak Ka Wing, Patrick

Registered Office

Unit 904, 9/F

Wings Building

110–116 Queen's Road Central

Central, Hong Kong

6 April 2018

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS; AND
(3) 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; (ii) re-election of Directors; and (iii) 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 number of issued Shares at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 1,089,118,593 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 108,911,859 Shares.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will also be proposed at the AGM 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 number of issued Shares at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 1,089,118,593 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 prior to the date of the AGM, the Company will be allowed to issue a maximum of 217,823,718 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 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 73, 74 and 78 of the Articles of Association and code provision A.4.2 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules (the “CG Code”), Mr. Sheung Kwong Cho, Mr. Wong Kui Shing, Danny and Mr. Mak Ka Wing, Patrick, being the newly appointed Directors, shall hold office only until the AGM. They, being eligible, offer themselves for re-election as Directors at the AGM.

Details of the Directors proposed 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 of 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. Completion and return of the form of proxy will not preclude you from

LETTER FROM THE BOARD

attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

The register of members of the Company will be closed from 12 June 2018 to 15 June 2018 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the AGM, all transfer documents, 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 Shops 1712–1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 11 June 2018.

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
Dr. Wong Yun Kuen
Chairman

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 1,089,118,593 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 108,911,859 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 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 2017) in the event that the Repurchase Mandate is 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
March	0.82	0.74
April	0.82	0.69
May	0.93	0.72
June	0.85	0.74
July	0.78	0.66
August	0.70	0.58
September	0.75	0.63
October	0.95	0.69
November	0.92	0.67
December	0.72	0.65
2018		
January	1.18	0.65
February	1.12	0.87
March (up to and including the Latest Practicable Date)	0.95	0.75

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 close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries 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 Articles of Association, the Listing Rules and the Companies Ordinance.

The Company has not been notified by any core connected person (as defined in the Listing Rules) that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company or its subsidiaries 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 purpose 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. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

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:

MR. SHEUNG KWONG CHO

Executive Director

Mr. Sheung Kwong Cho (“**Mr. Sheung**”), aged 37, joined the Group in May 2015 as the financial controller. In June 2016, he was appointed as the company secretary and authorized representative of the Company. In October 2017, Mr. Sheung has been further appointed as an executive Director and a director of certain subsidiaries of the Company. Mr. Sheung is currently a member of investment committee of the Company.

Mr. Sheung holds a Bachelor of Commerce degree from Macquarie University in Australia. He is a member of the Hong Kong Institute of Certified Public Accountants and has more than 12 years of experience in corporate governance, mergers and acquisitions, auditing and financial management.

Save as disclosed above, Mr. Sheung has not held any directorship in other public listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Mr. Sheung does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. Sheung has entered into a service agreement with the Company in relation to his appointments as the Company’s financial controller, company secretary and authorized representative. Mr. Sheung has no fixed term of service with the Company unless terminated by at least one month’s written notice served by either party at any time during the then existing term. The remuneration of Mr. Sheung for his appointments in the Group is fixed at HK\$85,000 per month. Mr. Sheung will also be entitled to receive discretionary bonus.

Remuneration of Mr. Sheung is determined by the remuneration committee of the Company and the Board from time to time with reference to his background, performance, duties and responsibilities with the Group and the prevailing market situation. Mr. Sheung is not appointed for any specified length of service, but the directorship of Mr. Sheung with the Company is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Sheung did not have any interest in the Shares or underlying 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. Sheung that is required to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

MR. WONG KUI SHING, DANNY**Independent Non-executive Director**

Mr. Wong Kui Shing, Danny (“**Mr. Wong**”), aged 58, joined the Group in July 2017 as an independent non-executive Director, the chairman of the remuneration committee and a member of each of the audit committee, nomination committee and investment committee of the Company. Mr. Wong holds a Bachelor of Arts degree from the University of Hong Kong. He has extensive exposure in the financial and investment fields for over 20 years and is well experienced in the international investment market.

Mr. Wong is currently an executive director and chief executive officer of TFG International Group Limited (stock code: 542), an executive director of Huiyin Holdings Group Limited (stock code: 1178) and an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823). The securities of the above companies are listed on the Main Board of the Stock Exchange. Mr. Wong is also an executive director, the chairman of the board and chief executive officer of China Information Technology Development Limited (stock code: 8178) and an executive director of Larry Jewelry International Company Limited (stock code: 8351). The securities of the above companies are listed on the GEM of the Stock Exchange.

Mr. Wong was a vice chief executive officer of InvesTech Holdings Limited (stock code: 1087) from June 2015 to September 2015 and a non-executive director from September 2015 to June 2017. Mr. Wong was an executive director and managing director of Emperor Culture Group Limited (stock code: 491) from December 2009 to January 2015. In addition, Mr. Wong was an executive director of SMI Holdings Group Limited (stock code: 198) from November 2011 to June 2014. The securities of the above companies are listed on the Main Board of the Stock Exchange. Mr. Wong was a non-executive director of Kong Shum Union Property Management (Holding) Limited (stock code: 8181) from October 2015 to January 2017, whose securities are listed on the GEM of the Stock Exchange.

Pursuant to the listing enforcement notice/announcement of the Stock Exchange dated 16 October 2008, Mr. Wong, together with another former director of China Oil and Gas Group Limited (“**China Oil and Gas Group**”) (stock code: 603), had admitted breaching the directors’ declaration, undertaking and acknowledgement with regard to directors given by each of them to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules in failing to use their best endeavours to procure China Oil and Gas Group’s compliance with the Listing Rules in relation to the failure of China Oil and Gas Group to publish its annual results and annual report for the year ended 31 July 2005 by 30 November 2005 and the interim results and interim report for the six months ended 31 January 2006 by 30 April 2006. Accordingly, the Listing Committee of the Stock Exchange publicly criticised Mr. Wong and another former director of China Oil and Gas Group for their respective breaches mentioned above.

Save as disclosed above, Mr. Wong has not held any directorship in other public listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Mr. Wong does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. Wong has entered into a letter of appointment with the Company for a term of one year commencing from 18 July 2017 and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Wong is entitled to an annual emolument of HK\$200,000 which has been determined by the Board with reference to their duties and experience.

As at the Latest Practicable Date, Mr. Wong did not have any interest in the Shares or underlying 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. Wong that is required to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

MR. MAK KA WING, PATRICK

Independent Non-executive Director

Mr. Mak Ka Wing, Patrick (“**Mr. Mak**”), aged 53, joined the Group in July 2017 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. Mr. Mak is a registered solicitor of the High Court of Hong Kong and Managing Partner of Patrick Mak & Tse, Solicitors. Mr. Mak has over 20 years’ legal experience in the legal field. He was awarded the Common Professional Examination Certificate in Laws by the University of Hong Kong in 1995 and was awarded his Postgraduate Certificate in Laws (P.C.LL) by the University of Hong Kong in 1998.

Mr. Mak is currently an independent non-executive director of Fullsun International Holdings Group Co., Limited (stock code: 627) and Fresh Express Delivery Holdings Group Co., Ltd. (stock code: 1175). The securities of these companies are listed on the Main Board of the Stock Exchange.

Mr. Mak was an independent non-executive director of Convoy Global Holdings Limited (stock code: 1019) from March 2017 to November 2017, Tianli Holdings Group Limited (stock code: 117) from September 2013 to July 2015 and Golden Shield Holdings (Industrial) Limited (in liquidation) (stock code: 2123) from November 2014 to May 2015. The securities of these companies are listed on the Main Board of the Stock Exchange. A winding up order against Golden Shield Holdings (Industrial) Limited (in liquidation) was made by the High Court of Hong Kong on 11 May 2015 and the Official Receiver was appointed as its Provisional Liquidator. The subject winding-up petition was filed by a former legal adviser of Golden Shield Holdings (Industrial) Limited (in liquidation) in respect of a claim of approximately HK\$833,000.

Save as disclosed above, Mr. Mak has not held any directorship in other public listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Mr. Mak does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. Mak has entered into a letter of appointment with the Company for a term of one year commencing from 18 July 2017 and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Mak is entitled to an annual emolument of HK\$200,000 which has been determined by the Board with reference to their duties and experience.

As at the Latest Practicable Date, Mr. Mak did not have any interest in the Shares or underlying 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. Mak that is required to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) 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 3/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 15 June 2018 at 11: 00 a.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 2017.
2. 2.1 To re-elect the following directors of the Company (the “**Directors**”), each as a separate resolution:
 - (a) Mr. Sheung Kwong Cho;
 - (b) Mr. Wong Kui Shing, Danny; and
 - (c) Mr. Mak Ka Wing, Patrick.
- 2.2 To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited 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 maximum number of shares of the Company (“**Shares**”) to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued Shares at the date of the passing 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 and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) 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) which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares 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 or warrants to subscribe for Shares; 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 pursuant to the articles of association of the Company, shall not exceed 20% of the number of issued Shares at the date of the 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 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.”

6. “**THAT** conditional upon the passing of resolutions 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to resolution 4 set out in the notice convening this meeting.”

By Order of the Board
Far East Holdings International Limited
Dr. Wong Yun Kuen
Chairman

Hong Kong, 6 April 2018

Notes:

- (a) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy 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) To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from 12 June 2018 to 15 June 2018 (both days inclusive), during which period no transfer of Shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the AGM, all transfer documents, 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 Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 11 June 2018.
- (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 does so, his/her form of proxy will be deemed to have been revoked.
- (f) Each of the resolutions set out in this notice will be voted by way of a poll.