



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Far East Holdings International Limited (the “**Company**”) will be held at 24th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Friday, 28 November 2008 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional subscription and shareholders’ agreement (the “**Subscription and Shareholders’ Agreement**”, a copy of which having been produced at the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification) dated 14 October 2008 entered into among Golden Star Investment Limited, a wholly-owned subsidiary of the Company, Wealth Trend Investment Limited (“**Wealth Trend**”), an indirect wholly-owned subsidiary of the Company, Maxi Wealth Investments Limited (“**Maxi Wealth**”), Mr. Wang Hong Quan (“**Mr. Wang**”), Ms. Dong Shumei (“**Ms. Dong**”) and Mr. Yang Xiang Dong (“**Mr. Yang**”) in relation to (i) the subscriptions of a total of 8,567,265 new shares of HK\$1.00 each in the share capital of Wealth Trend (the “**Subscription Shares**”) by Maxi Wealth, Mr. Wang, Ms. Dong, Mr. Yang (collectively the “**Subscribers**”) for a total consideration of HK\$8,567,265 and (ii) the transactions contemplated thereunder or incidental to the Subscription and Shareholders’ Agreement, and all actions to be taken by the Company and/or its subsidiaries pursuant to the Subscription and Shareholders’ Agreement as more particularly described in the circular to the shareholders of the Company dated 5 November, 2008 (the “**Circular**”, a copy of which has been produced to the meeting and marked “B” and initialed by the Chairman of the meeting for the purpose of identification) be and are hereby generally and unconditionally approved and confirmed;
- (b) the allotment and issue of the Subscription Shares by Wealth Trend to the Subscribers (including the allotment and issue of 2,453,217 new shares of HK\$1.00 each in the share capital of Wealth Trend to Mr. Wang) upon and subject to the terms of the Subscription and Shareholders’ Agreement be and are hereby approved; and

- (c) any one director of the Company, (or any two directors of the Company if the affixation of the common seal is required), be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription and Shareholders' Agreement and matters contemplated thereunder."

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

Hong Kong, 5 November, 2008

Registered office:

16th Floor,
Far East Consortium Building,
121 Des Voeux Road Central
Hong Kong

Head office & principal place of business:

Room 1802-1804, 18th Floor,
Far East Consortium Building,
121 Des Voeux Road Central
Hong Kong

Notes:

1. A form of proxy for use at the Extraordinary General Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
3. Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the office of the Company at the Company's share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.

5. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the Extraordinary General Meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Extraordinary General Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the executive Directors are Deacon Te Ken Chiu J.P., Mr. Duncan Chiu and Mr. Dennis Chiu, the non-executive Directors are Tan Sri Dato' David Chiu, Mr. Daniel Tat Jung Chiu, Mr. Derek Chiu, Mr. Desmond Chiu and Ms. Margaret Chiu; and the independent non-executive Directors are Dr. Lee G. Lam, Mr. Hing Wah Yim and Mr. Eugene Yun Hang Wang.