

**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 Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 4 June 2021 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.

30 April 2021

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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 Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 4 June 2021 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”	23 April 2021, 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:*

Mr. Eric Todd (*Chairman*)  
Mr. Sheung Kwong Cho

*Registered Office:*

Unit 904, 9th Floor  
Wings Building  
110–116 Queen's Road Central  
Central, Hong Kong

*Independent Non-executive Directors:*

Ms. Kwan Shan  
Mr. Wong Kui Shing, Danny  
Mr. Mak Ka Wing, Patrick

30 April 2021

*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 and 74 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 and Ms. Kwan Shan shall retire by rotation from office and being eligible, offer themselves for re-election as Directors at the AGM. Pursuant to Articles 78 of the Articles of Association, Mr. Eric Todd, who were appointed as an executive Director with effect from 26 February 2021 to fill the casual vacancy occasioned by the resignation of Dr. Wong Yun Kuen, shall hold office until the AGM and being eligible, will offer himself for re-election 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](http://www.hkex.com.hk)) and the Company ([www.0036.com.hk](http://www.0036.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

## LETTER FROM THE BOARD

for holding the AGM. Completion and return of the form of proxy will not preclude you from 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 Tuesday, 1 June 2021 to Friday, 4 June 2021 (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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 31 May 2021.

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**  
**Mr. Eric Todd**  
*Chairman & Executive 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 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 2020) 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
April	0.149	0.120
May	0.142	0.107
June	0.120	0.094
July	0.179	0.109
August	0.152	0.134
September	0.165	0.134
October	0.149	0.126
November	0.145	0.124
December	0.145	0.110
<b>2021</b>		
January	0.140	0.113
February	0.177	0.126
March	0.189	0.137
April (up to and including the Latest Practicable Date)	0.158	0.132

#### 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 40, 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 15 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\$90,000 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.

**MS. KWAN SHAN****Independent Non-executive Director**

Ms. Kwan Shan (“**Ms. Kwan**”), aged 49, joined the Group in December 2014 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. In July 2017, Ms. Kwan has ceased to be the chairman of the nomination committee of the Company and remains as a member of the nomination committee and further appointed as the chairman of the audit committee of the Company.

Ms. Kwan has more than 20 years of experience in the accounting and finance field in listed companies. Ms. Kwan holds a Master of Corporate Governance and a Bachelor’s Degree in Accountancy both from The Hong Kong Polytechnic University. She is an associate member of the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) and the Hong Kong Institute of Chartered Secretaries. She is also a fellow member of the Association of Chartered Certified Accountants. Ms. Kwan is currently a company secretary of Good Resources Holdings Limited (stock code: 109).

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

Ms. Kwan has entered into a letter of appointment with the Company for a term of one year commencing on 1 December 2020 and is subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the Articles of Association. Ms. Kwan is entitled to an annual emolument of HK\$216,000 which has been determined by the Board with reference to her duties and experience.

As at the Latest Practicable Date, Ms. Kwan 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 Ms. Kwan 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. ERIC TODD****Executive Director**

Mr. Eric Todd (“**Mr. Todd**”), aged 59, joined the Group in February 2021 as the chairman of the Board and an executive Director. Mr. Todd is also the chairman of investment committee of the Company and a director of certain subsidiaries of the Company. Mr. Todd possesses extensive professional experience in the auditing, financial management, investment and media industry. Mr. Todd holds a Bachelor’s degree in Business Administration in Accounting and Finance from the School of Management of Boston University in Massachusetts, United States of America. Mr. Todd has qualified as an U.S. Certified Public Accountant in 1989 and was a member of the American Institute of Certified Public Accountants from 1989 to 2010. Mr. Todd started his career at the Hong Kong office of KPMG (formerly known as KPMG Peat Marwick) from 1985 to 1990 and subsequently joined the Standard Chartered Bank Group and worked from 1991 to 1995. Prior to joining the Company, he had been employed as a business consultant and also served as finance director for several companies engaged in the media industry.

Mr. Todd is currently an executive director of DeTai New Energy Group Limited (stock code: 559), and an independent non-executive director of Wan Kei Group Holdings Limited (stock code: 1718). The securities of these companies are listed on the Main Board of the Stock Exchange. Mr. Todd also an executive director of Chinese Food and Beverage Group Limited (stock code: 8272) whose securities are listed on the GEM of the Stock Exchange.

Mr. Todd was an executive director of Shi Shi Services Limited (stock code: 8181) from August 2016 to September 2020 whose securities are listed on the GEM of the Stock Exchange.

Mr. Todd is currently a director of Tech Pro Technology Development Limited (stock code: 3823) (“**Tech Pro**”), the issued shares of which were listed on the main board of the Stock Exchange and delisted on 2 March 2020. Mr. Todd was appointed as a director of Tech Pro on 13 March 2020.

Mr. Todd was a non-executive director of Leyou Technologies Holdings Limited (stock code: 1089) from July 2015 to December 2020 whose securities were listed on the main board of the Stock Exchange and delisted on 24 December 2020. Mr. Todd was also an executive director of Hsin Chong Group Holdings Limited (stock code: 404) (“**Hsin Chong**”) from March 2017 to March 2019, whose securities were listed on the main board of the Stock Exchange until 31 December 2019. Hsin Chong was wound up by an order of the Supreme Court of Bermuda dated 20 January 2020 (“**Winding-up Order**”), following winding up petitions made by a creditor of Hsin Chong. Mr. Todd confirmed that he was not a party to such winding up petition and is not aware of any actual or potential claim that has been or will be made against him as a result thereof.

Save as disclosed above, Mr. Todd 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. Todd does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. Todd has entered into a letter of appointment with the Company for a term of one year commencing from 26 February 2021 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 of the Company. Pursuant to the terms of his letter of appointment with the Company, Mr. Todd is entitled to an annual emolument of HK\$600,000 which has been determined by the Board with reference to his duties and experience.

As at the Latest Practicable Date, Mr. Todd 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. Todd 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 Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 4 June 2021 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 2020.
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) Ms. Kwan Shan; and
  - (c) Mr. Eric Todd.
- 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**  
**Mr. Eric Todd**  
*Chairman & Executive Director*

Hong Kong, 30 April 2021

*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 Tuesday, 1 June 2021 to Friday, 4 June 2021 (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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 31 May 2021.
- (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.