



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)

FORM OF PROXY for use at the Extraordinary General Meeting to be held on 22 April 2014 (or any adjournment thereof)

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of _____ shares (“Shares”)⁽²⁾ of HK\$0.01 each in
the capital of Far East Holdings International Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE
MEETING⁽³⁾, or _____
of _____

as my/our proxy to attend the extraordinary general meeting of the Company (the “EGM”) (or any adjournment thereof) to be held at The Penthouse, 24/F., Far East Consortium Building, 121 Des Voeux Road Central, Central, Hong Kong on Tuesday, 22 April 2014 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at such EGM to vote for me/us and on my/our behalf in respect of the resolutions as indicated below. My/our proxy will also be entitled to vote on any matter properly put to the EGM in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS ⁽⁹⁾		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.(a)	To approve, confirm and ratify the Acquisition Agreement and all the transactions contemplated thereunder.		
1.(b)	To approve the allotment and issue to the Vendor of 62,588,235 Consideration Shares credited as fully paid-up at the issue price of HK\$0.425 per Consideration Share, as part of the consideration for the Acquisition.		
1.(c)	To authorise the Directors to execute all such documents and to do all such things and acts as they may in their absolute discretion consider necessary, desirable, appropriate or expedient to effect the Acquisition Agreement and the transactions contemplated thereunder.		
2.(a)	To approve the Whitewash Waiver.		
2.(b)	To authorise the Directors to execute all such documents and to do all such things and acts as they may in their absolute discretion consider necessary, desirable, appropriate or expedient to implement or give effect to or in connection to the Whitewash Waiver.		

Dated this _____ day of _____ 2014

Signature(s)⁽⁷⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the Chairman of the EGM is preferred, strike out the “THE CHAIRMAN OF THE MEETING, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- You are requested to complete this form of proxy and return it together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority to the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM, whether or not you intend to be present at the EGM. The completion and return of the form of proxy will not preclude you from attending the EGM or any adjournment thereof (as the case may be) and voting in person should you so wish.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. The proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
- The description of the resolutions is by way of summary only. The full text appears in the notice of the EGM of the Company.