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**FAR EAST CONSORTIUM
INTERNATIONAL LIMITED**

遠東發展有限公司*

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.fecil.com.hk>

(Stock Code: 35)

CNY1,000,000,000 5.875 per cent. Bonds due 2016

(Bond Stock Code: 85915)



DORSETT

HOSPITALITY INTERNATIONAL

帝盛酒店集團

**Dorsett Hospitality
International Limited**

帝盛酒店集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.dorsett.com>

(Stock Code: 2266)

CNY850,000,000 6.0 per cent. Bonds due 2018

(Bond Stock Code: 85917)

Willow Bliss Limited

(Incorporated in the British Virgin Islands with limited liability)

JOINT ANNOUNCEMENT

**PROPOSED PRIVATISATION OF
DORSETT HOSPITALITY INTERNATIONAL LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES LAW)**

AND

**PROPOSED WITHDRAWAL OF THE LISTING OF THE SHARES OF
DORSETT HOSPITALITY INTERNATIONAL LIMITED**

**CLARIFICATION ANNOUNCEMENT,
REVISED EXPECTED TIMETABLE**

AND

**DISPATCH OF THIS ANNOUNCEMENT, NEW COURT MEETING
NOTICE, NEW EGM NOTICE, NEW COURT MEETING PROXY FORM,
NEW EGM PROXY FORM AND NEW FORM OF ACCEPTANCE**

Financial Adviser to FEC and the Offeror



Independent Financial Adviser to the Dorsett Independent Board Committee

ALTUS CAPITAL LIMITED

* For identification purposes only

This announcement provides historical share price information on FEC Shares and a comparison of value of the Cancellation Consideration which should have been disclosed in the Scheme Document in accordance with the schedule disclosure requirements under the Takeovers Code. The required information was inadvertently omitted from the Scheme Document and this announcement amends the Scheme Document.

A new Court Meeting is required to be convened pursuant to the Court Order. Due to the need for such new meeting, it is intended that the voting on the resolutions to be considered at the Court Meeting and Extraordinary General Meeting will now not take place on 22 September 2015 and the voting on the Resolutions will now take place at the New Court Meeting and the New Extraordinary Meeting to be held as follows. The New Court Meeting will be held at 2:30 p.m. on 29 September 2015 and the New Extraordinary General Meeting will be held at 4:00 p.m. on 29 September 2015 (or immediately after the conclusion or adjournment of the New Court Meeting convened on the same day and place).

Given the dates of the New Court Meeting and the New Extraordinary General Meeting, the register of members of Dorsett will no longer close from 16 September 2015 to 22 September 2015 (both days inclusive) as previously announced, and instead will close from 23 September 2015 to 29 September 2015 (both days inclusive).

Dorsett Shareholders and holders of Dorsett Options are urged to read this announcement which sets out the documents in connection with the Scheme and Rule 13 Offer that they should sign and return in respect of the New Court Meeting and the New Extraordinary General Meeting.

This announcement together with the New Court Meeting Notice, the New EGM Notice, the New Court Meeting Proxy Form printed on YELLOW paper and the New EGM Proxy Form printed on GREEN paper will be dispatched to each Dorsett Shareholder and holder of Dorsett Options on 8 September 2015, and the New Form of Acceptance will also be dispatched to each holder of Dorsett Options on 8 September 2015 and marked with the words "DISPATCHED ON 8 SEPTEMBER 2015".

Warning:

Shareholders of FEC and/or potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders of FEC and potential investors should therefore exercise caution when dealing in the securities of FEC. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.

Dorsett Shareholders and/or potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Dorsett Shareholders and potential investors should therefore exercise caution when dealing in the securities of Dorsett. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.

The holders of Dorsett Bonds are reminded to refer to the terms and conditions of Dorsett Bonds for their rights or actions to be taken in relation to the Scheme. If the holders of Dorsett Bonds are in any doubt as to any aspect of the Scheme or as to their rights or actions to be taken, they should consult a licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

INTRODUCTION

Reference is made to (i) the announcement dated 27 May 2015 jointly issued by FEC, the Offeror and Dorsett in relation to the proposed privatisation of Dorsett by way of a scheme of arrangement under Section 86 of the Companies Law; (ii) the announcements dated 30 June 2015 and 24 August 2015 jointly issued by FEC, the Offeror and Dorsett in relation to the respective applications made to the Executive for its consent to an extension of time limit for dispatching the Scheme Document (as defined below); and (iii) the composite scheme document dated 31 August 2015 including each of the letters, statements, appendices and notices therein jointly issued by FEC, the Offeror and Dorsett in relation to the Scheme, the Proposal and the Rule 13 Offer (the “**Scheme Document**”); and (iv) the letter dated 31 August 2015 setting out the terms and conditions of the Rule 13 Offer sent to the holders of outstanding Dorsett Options.

Unless otherwise defined herein or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this announcement.

This announcement amends the Scheme Document and the Scheme Document is incorporated into this announcement in its entirety, except as amended by the contents of this announcement. Unless amended by this announcement, all other information in the Scheme Document, including the recommendations from the Dorsett Independent Board Committee and the Dorsett Independent Financial Adviser, remains unchanged. There has been no material change to any disclosure on material contracts, shareholdings and dealings, directors’ emoluments, special arrangements, ultimate owners of the Scheme Shares, arrangements in relation to dealings and directors’ service contracts that were disclosed in the Scheme Document dispatched on 31 August 2015.

This announcement amends the Rule 13 Offer Letter by inclusion therein of the information in this announcement, and from the date hereof, references to “Rule 13 Offer Letter” means the Rule 13 Offer Letter as amended by the contents of this announcement. Unless amended by this announcement, all other information in the Rule 13 Offer Letter dated 31 August 2015 remains unchanged.

For the purposes of the Scheme as set out in Appendix VIII of the Scheme Document the Record Date shall be amended from 6 October 2015 to 14 October 2015 and all references to Record Date in the Scheme as set out in Appendix VIII of the Scheme Document are to be read with the new date.

CLARIFICATION

In addition to the information provided in the Scheme Document, FEC, the Offeror and Dorsett wish to provide the Dorsett Shareholders with the following required information which should have been disclosed in the Scheme Document in accordance with the schedule disclosure requirements under the Takeovers Code and was not disclosed in the Scheme Document due to inadvertent omission:

	Closing price for each FEC Share (HK\$)
28 November 2014	2.90
31 December 2014	3.01
30 January 2015	3.06
27 February 2015	2.96
31 March 2015	2.95
30 April 2015	3.68
29 May 2015	3.65
30 June 2015	3.67
31 July 2015	3.61

The highest and lowest closing prices of FEC Shares as quoted on the Stock Exchange during the period commencing six months preceding the Announcement Date and ending on the Latest Practicable Date was HK\$3.99 per FEC Share on 21 July 2015, and HK\$2.53 per FEC Share on 15 December 2014, 17 December 2014 and 18 December 2014, respectively.

Based on the closing price of HK\$3.05 per FEC Share as quoted on the Stock Exchange on the Latest Practicable Date, the value of the Cancellation Consideration is equivalent to HK\$1.58, being the aggregate of the cash sum of HK\$0.72 and 0.28125 of the aforesaid closing price of HK\$3.05 per FEC Share, which represents premium of approximately 16.2% over the closing price of HK\$1.36 per Dorsett Share as quoted on the Stock Exchange on the Last Trading Day.

The information set out in this section “Clarification” forms part of the amendments to the Scheme Document.

NEW COURT MEETING AND NEW EXTRAORDINARY GENERAL MEETING

The Court Order requires that the dispatch of the Scheme Document with such amendments and modifications as may be necessary to comply with the requirements, among others, of the Securities and Futures Commission, is at least 21 days from the date of the meeting of the Scheme Shareholders to consider, and if thought fit, approve the Scheme. Given that this announcement accordingly amends the Scheme Document and will be dispatched to

the Scheme Shareholders and holders of Dorsett Options on 8 September 2015, the Dorsett Board has determined that the date on which a meeting of the Scheme Shareholders to be held pursuant to the Court Order shall be 29 September 2015.

Due to the need for the new Court Meeting as required to be convened pursuant to the Court Order, it is intended that the voting on the resolutions to be considered at the original Court Meeting and Extraordinary General Meeting will now not take place on 22 September 2015 and the voting on the Resolutions will now take place at the New Court Meeting and the New Extraordinary Meeting to be held as follows. The New Court Meeting will be held at 2:30 p.m. on 29 September 2015 and the New Extraordinary General Meeting will be held at 4:00 p.m. on 29 September 2015 (or immediately after the conclusion or adjournment of the New Court Meeting convened on the same day and place).

The New Court Meeting is proposed to be convened by way of the New Court Meeting Notice to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wan Chai, Hong Kong at 2:30 p.m. on 29 September 2015. Due to the date of the New Court Meeting, the New Extraordinary General Meeting is proposed to be convened by way of the New EGM Notice to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wan Chai, Hong Kong at 4:00 p.m. on 29 September 2015 (or immediately after the conclusion or adjournment of the New Court Meeting convened on the same day and place).

Notices of the New Court Meeting and the New Extraordinary General Meeting are set out below and are available on the websites of the Stock Exchange and Dorsett.

REVISED DATES OF CLOSURE OF REGISTER OF MEMBERS

Given the dates of the New Court Meeting and the New Extraordinary General Meeting, the register of members of Dorsett will be closed from 23 September 2015 to 29 September 2015 (both days inclusive) for the purposes of determining the entitlement of the Independent Dorsett Shareholders to attend and vote at the New Court Meeting and the entitlement of the Dorsett Shareholders to attend and vote at the New Extraordinary General Meeting. During such period, no transfer of Dorsett Shares will be effected. Such book close period is not for determining entitlements under the Scheme. The register of members of Dorsett will no longer close from 16 September 2015 to 22 September 2015 (both days inclusive) as previously announced.

In order to qualify to vote at the New Court Meeting and the New Extraordinary General Meeting, (i) all transfers accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, Dorsett’s branch share registrar in Hong Kong at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 4:30 p.m. on 22 September 2015, and (ii) holders of Dorsett Options must exercise their vested Dorsett Options before 3:30 p.m. on 22 September 2015.

REVISED EXPECTED TIMETABLE

The timetable set out below takes into account the procedures of the Grand Court for the Scheme. The expected timetable is indicative only and is subject to change. Further announcement(s) will be made if there is any change to the following expected timetable.

All references to times and dates in this announcement are references to Hong Kong times and dates, unless otherwise stated.

Hong Kong Time
(unless otherwise stated)

Date of dispatch of this announcement,
the New Court Meeting Notice, the New EGM Notice,
the New Court Meeting Proxy Form,
the New EGM Proxy Form and the New Form of Acceptance . . Tuesday, 8 September 2015

Latest time for holders to exercise their vested and
outstanding Dorsett Options in order to become
entitled to vote at the New Court Meeting and
the New Extraordinary General Meeting (*Note a*) 3:30 p.m. on
Tuesday, 22 September 2015

Latest time for lodging transfers of Dorsett Shares in order
to become entitled to vote at the New Court Meeting and
the New Extraordinary General Meeting 4:30 p.m. on
Tuesday, 22 September 2015

Register of members of Dorsett closed for determination of
entitlements of Independent Dorsett Shareholders to
attend and vote at the New Court Meeting and of
Dorsett Shareholders to attend and vote at the
New Extraordinary General Meeting (*Note b*) from Wednesday, 23 September 2015
to Tuesday, 29 September 2015
(both days inclusive)

Latest time for lodging forms of proxy in respect of (*Note c*)

- New Court Meeting 2:30 p.m. on
Sunday, 27 September 2015
- New Extraordinary General Meeting 4:00 p.m. on
Sunday, 27 September 2015

Meeting Record Date Tuesday, 29 September 2015

Suspension of trading in the respective securities of
FEC and Dorsett on the Stock Exchange 9:00 a.m. on
Tuesday, 29 September 2015

New Court Meeting (*Note d*) 2:30 p.m. on
Tuesday, 29 September 2015

Hong Kong Time
(unless otherwise stated)

New Extraordinary General Meeting (<i>Note d</i>)	4:00 p.m. on Tuesday, 29 September 2015 (or immediately after the conclusion or adjournment of the Court Meeting)
Announcement of the results of the New Court Meeting and the New Extraordinary General Meeting posted on the website of the Stock Exchange	not later than 7:00 p.m. on Tuesday, 29 September 2015
Resumption of trading in the respective securities of FEC and Dorsett on the Stock Exchange	9:00 a.m. on Wednesday, 30 September 2015
Expected last day for trading in Dorsett Shares on the Stock Exchange	4:00 p.m. on Monday, 5 October 2015
Latest time on the Latest Option Exercise Date for holders of Dorsett Options to exercise their vested and outstanding Dorsett Options in order to qualify as Scheme Shareholders for entitlements under the Scheme (<i>Note e</i>)	3:30 p.m. on Wednesday, 7 October 2015
Latest time for lodging transfers of Dorsett Shares in order to qualify for entitlements under the Scheme	4:30 p.m. on Wednesday, 7 October 2015
Register of members of Dorsett closed for determining entitlements under the Scheme (<i>Note f</i>)	from Thursday, 8 October 2015 onwards
Court hearing of the petition to sanction the Scheme and to confirm the capital reduction	Tuesday, 13 October 2015 (Cayman Islands time)
Announcement of the result of the court hearing to sanction the Scheme and to confirm the capital reduction, the expected Effective Date and the expected date of withdrawal of listing of Dorsett Shares on the Stock Exchange	Wednesday, 14 October 2015
Scheme Record Date	Wednesday, 14 October 2015
Rule 13 Offer Record Date	Wednesday, 14 October 2015
Effective Date (<i>Note g</i>)	Wednesday, 14 October 2015 (Cayman Islands time)

Hong Kong Time
(unless otherwise stated)

The commencement of the Matching Period during which a service to match the sale and purchase of odd lots of the FEC Consideration Shares will be provided	Wednesday, 14 October 2015 (Cayman Islands time after the Scheme becomes effective)
Announcement of the Effective Date and the withdrawal of the listing of Dorsett Shares on the Stock Exchange	not later than 7:00 p.m. on Thursday, 15 October 2015
Withdrawal of the listing of Dorsett Shares on the Stock Exchange (<i>Note h</i>)	4:00 p.m. on Friday, 16 October 2015
Latest time to dispatch cheques for cash payment and certificates for FEC Consideration Shares under the Scheme	on or before Monday, 26 October 2015
Latest time to accept the Rule 13 Offer and closing date of the Rule 13 Offer (<i>Note i</i>)	4:00 p.m. on Thursday, 29 October 2015
Lapse of outstanding Dorsett Options (<i>Note j</i>)	Thursday, 29 October 2015
Announcement of the results of the Rule 13 Offer on the website of the Securities and Futures Commission	not later than 7:00 p.m. on Thursday, 29 October 2015
Announcement of the results of the Rule 13 Offer published in one leading English language newspaper and one leading Chinese language newspaper in Hong Kong	Friday, 30 October 2015
Latest time to dispatch cheques for cash payment under the Rule 13 Offer, in respect of Dorsett Options as at the Rule 13 Offer Record Date (<i>Note k</i>)	on or before Monday, 9 November 2015
The end of the Matching Period during which a service to match the sale and purchase of odd lots of the FEC Consideration Shares will be provided	Monday, 14 December 2015

Notes:

- (a) Holders of Dorsett Options that vest after the Meeting Record Date are not able to exercise their Dorsett Options in time to entitle them to attend and vote at the New Court Meeting and the New Extraordinary General Meeting.
- (b) The register of members of Dorsett will be closed during such period for the purpose of determining the entitlements of the Independent Dorsett Shareholders to attend and vote at the New Court Meeting and of Dorsett Shareholders to attend and vote at the New Extraordinary General Meeting. This book close period is not for determining entitlements under the Scheme.
- (c) Forms of proxy should be lodged with the office of Dorsett's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than the times and dates stated above. In order to be valid, the YELLOW form of proxy for the New Court Meeting and the GREEN form of proxy for the New Extraordinary General Meeting must be lodged no later than the latest times and dates stated above or not less than 48 hours before the time appointed for holding an adjourned meeting. Completion and return of a form of proxy for the New Court Meeting or the New Extraordinary General Meeting will not preclude an Independent Dorsett Shareholder and a Dorsett Shareholder, respectively, from attending the relevant meeting and voting in person. In such event, the returned form of proxy will be deemed to have been revoked.
- (d) The New Court Meeting and the New Extraordinary General Meeting will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen's Road East, Wan Chai, Hong Kong at the times and dates specified above. Please see the notices of New Court Meeting and New Extraordinary General Meeting accompanied with this announcement and available on the websites of the Stock Exchange and Dorsett for details.
- (e) Holders of outstanding Dorsett Options that vest after the Rule 13 Offer Record Date are not able to exercise their outstanding Dorsett Options in time to qualify as Scheme Shareholders for entitlements under the Scheme. Holders of outstanding Dorsett Options as at the Rule 13 Offer Record Date will be entitled to the Rule 13 Offer. If a holder of outstanding Dorsett Options decides not to exercise his/her vested Dorsett Options, the right to exercise such Dorsett Options shall lapse from this time and subject to the Scheme becoming effective, such holder of Dorsett Options shall only be entitled under the Rule 13 Offer in accordance with the terms herein. If the Scheme is not approved, the outstanding Dorsett Options shall remain capable of being exercised in accordance with their original terms.
- (f) The register of members of Dorsett will be closed as from such time and on such date for the purpose of determining which Scheme Shareholders are qualified for entitlements under the Scheme.
- (g) The Scheme will become effective upon all the Conditions set out in the section headed "4. Conditions of the Scheme and the Proposal" in Part VII – Explanatory Statement of the Scheme Document having been fulfilled or (to the extent permitted) waived (as the case may be).
- (h) If the Proposal becomes unconditional and the Scheme becomes effective, it is expected that the listing of Dorsett Shares on the Stock Exchange will be withdrawn at or before 4:00 p.m. on Friday, 16 October 2015.
- (i) Forms of Acceptance, duly completed and executed in accordance with the instructions on them, must be lodged with the Offeror, care of FEC at 16/F, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong, for the attention of the board of the Offeror and marked "Dorsett Hospitality International Limited – Rule 13 Offer" not later than 4:00 p.m. on Thursday, 29 October 2015 (or such later date and time as may be notified by FEC, the Offeror or Investec). Each holder of outstanding Dorsett Options as at the Rule 13 Offer Record Date is entitled to accept the Rule 13 Offer.

- (j) If any holders of outstanding Dorsett Options have not accepted the Rule 13 Offer by 4:00 p.m. on Thursday, 29 October 2015, the Dorsett Options held by these holders will be cancelled by Dorsett with effect from 4:00 p.m. on Thursday, 29 October 2015 and these holders will receive neither the Dorsett Options Offer Price nor the Cancellation Consideration.
- (k) Payment by cheques in respect of validly completed and executed Forms of Acceptance received after the Rule 13 Offer Record Date but at or before 4:00 p.m. on Thursday, 29 October 2015 will be dispatched within seven Business Days following the later of the date that the Rule 13 Offer becomes unconditional and the date of receipt of such validly completed and executed Forms of Acceptance.

DISPATCH OF THIS ANNOUNCEMENT, NEW COURT MEETING NOTICE, NEW EGM NOTICE, NEW COURT MEETING PROXY FORM, NEW EGM PROXY FORM AND NEW FORM OF ACCEPTANCE

At the hearing held on 20 August 2015 (Cayman Islands time) regarding the Scheme, the Grand Court ordered, among other things, that Dorsett be at liberty to convene the New Court Meeting and not less than 21 days' notice be given to the Scheme Shareholders.

This announcement together with the New Court Meeting Notice, the New EGM Notice, the New Court Meeting Proxy Form printed on YELLOW paper and the New EGM Proxy Form printed on GREEN paper will be dispatched to the Dorsett Shareholders and the holders of Dorsett Options on 8 September 2015. The New Form of Acceptance will also be dispatched to the holders of Dorsett Options on 8 September 2015 and marked with the words "DISPATCHED ON 8 SEPTEMBER 2015".

RULE 13 OFFER LETTER

Due to the dates of the New Court Meeting and the New Extraordinary General Meeting, the latest date for holders of outstanding Dorsett Options to sign and return the completed New Form of Acceptance is now 4:00 p.m. (Hong Kong time) on 29 October 2015. Assuming the Rule 13 Offer will close on 29 October 2015, payment for the Dorsett Options Offer Price is now expected to be made on 9 November 2015, being the date within seven Business Days following the later of the date that the Rule 13 Offer becomes unconditional and the date of receipt of the duly completed Form of Acceptance by the Offeror.

WHAT DORSETT SHAREHOLDERS AND HOLDERS OF DORSETT OPTIONS SHOULD SIGN AND RETURN IN CONNECTION WITH THE NEW COURT MEETING AND THE NEW EXTRAORDINARY GENERAL MEETING

Each Dorsett Shareholder and holder of Dorsett Options should:

- (i) ignore all the Original Court Meeting Proxy Form printed on white or pink papers and the Original EGM Proxy Form printed on white paper that have been previously dispatched to you; and
- (ii) only complete the New Court Meeting Proxy Form printed on YELLOW paper and the New EGM Proxy Form printed on GREEN paper that will be dispatched on 8 September 2015.

Dorsett Shareholders and/or holders of Dorsett Options who have questions about which proxy forms to complete and return may contact Dorsett's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 2980 1333 from 9:00 a.m. to 6:00 p.m., Monday to Friday. Tricor Investor Services Limited will contact each Dorsett Shareholder and/or holder of Dorsett Options who have completed and returned the Original Court Meeting Proxy Form and/or the Original EGM Proxy Form and ask them to complete and return (as applicable) the New Court Meeting Proxy Form and/or the New EGM Proxy Form.

If a holder of Dorsett Options has already completed and returned the Original Form of Acceptance dispatched on 31 August 2015 in accordance with the instructions set out therein and:

- (i) does not return the New Form of Acceptance, the Original Form of Acceptance will remain valid; or
- (ii) completes and returns the New Form of Acceptance, the New Form of Acceptance will supersede the Original Form of Acceptance.

Both the Original Form of Acceptance and New Form of Acceptance are valid but only one will be accepted. If a holder of Dorsett Options completes and returns both the Original Form of Acceptance and the New Form of Acceptance, only the New Form of Acceptance will be accepted.

Holders of Dorsett Options who have questions about which Form of Acceptance to complete and return may contact Dorsett's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 2980 1333 from 9:00 a.m. to 6:00 p.m., Monday to Friday.

OVERSEAS DORSETT SHAREHOLDERS AND OVERSEAS HOLDERS OF DORSETT OPTIONS

The making of (i) the Proposal to the Scheme Shareholders; and (ii) the Rule 13 Offer to the holders of outstanding Dorsett Options, who are not resident in Hong Kong may be subject to the laws of the relevant jurisdictions in which such Scheme Shareholders or holders of outstanding Dorsett Options respectively are located. Such Scheme Shareholders and such holders of Dorsett Options should inform themselves about and observe any applicable legal, tax or regulatory requirements. It is the responsibility of any overseas Scheme Shareholders and overseas holders of outstanding Dorsett Options wishing to take any action in relation to the Scheme, the Proposal and the Rule 13 Offer, respectively, to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with any other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction. Any acceptance by such Scheme Shareholders and holders of outstanding Dorsett Options will be deemed to constitute a representation and warranty from such persons to FEC, the Offeror, Dorsett and their respective advisers, including Investec, the financial adviser to the Offeror, that those local laws and regulatory requirements have been complied with. If you are in doubt as to your position, you should consult your professional advisers.

In the event that the dispatch of this announcement to overseas Dorsett Shareholders or overseas holders of outstanding Dorsett Options is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of Dorsett regard as unduly onerous or burdensome (or otherwise not in the best interests of Dorsett or Dorsett Shareholders), subject to a waiver being granted by the Executive as described below, this announcement will not be dispatched to such overseas Dorsett Shareholders or such overseas holders of Dorsett Options. For that purpose, Dorsett will apply for any waivers as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to dispatch this announcement to such overseas Dorsett Shareholders or such overseas holders of Dorsett Options. In granting the waiver, the Executive will be concerned to see that all material information in this announcement is made available to such overseas Dorsett Shareholders and overseas holders of Dorsett Options, as the case may be.

As at the date of this announcement, there are no overseas Dorsett Shareholders or overseas holders of outstanding Dorsett Options. In the event there are overseas Dorsett Shareholders as at the Scheme Record Date or overseas holders of outstanding Dorsett Options as at the Rule 13 Offer Record Date, Dorsett will apply for the above-mentioned waivers as required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code.

Scheme Shareholders and holders of outstanding Dorsett Options are recommended to consult their own professional advisers if they are in any doubt as to their respective positions.

Warnings:

Shareholders of FEC and/or potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders of FEC and potential investors should therefore exercise caution when dealing in the securities of FEC. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.

Dorsett Shareholders and/or potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Dorsett Shareholders and potential investors should therefore exercise caution when dealing in the securities of Dorsett. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.

The holders of Dorsett Bonds are reminded to refer to the terms and conditions of Dorsett Bonds for their rights or actions to be taken in relation to the Scheme. If the holders of Dorsett Bonds are in any doubt as to any aspect of the Scheme or as to their rights or actions to be taken, they should consult a licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

DEFINITIONS

“Court Order”	the order of the Grand Court dated 20 August 2015 made in respect of the Scheme
“Latest Option Exercise Date”	3:30 p.m. on 7 October 2015, or such other time and date as shall have been announced to Dorsett Shareholders and holders of outstanding Dorsett Options, being the expected latest time and date upon which holders of outstanding Dorsett Options must exercise their vested and outstanding Dorsett Options in order for holders of outstanding Dorsett Options to qualify for entitlements under the Scheme
“Matching Period”	the period commencing from the Effective Date to 14 December 2015 (both days inclusive), or such other period as shall have been announced to Dorsett Shareholders and holders of outstanding Dorsett Options, pursuant to which Fulbright Securities Limited shall provide to Scheme Shareholders who wish to sell their odd lots of FEC Consideration Shares received under the Scheme, on a best efforts basis, a service to match the sale and purchase of odd lots of FEC Consideration Shares
“Meeting Record Date”	29 September 2015, or such other time and date as shall have been announced to Dorsett Shareholders and holders of outstanding Dorsett Options, being the record date for the purpose of determining the entitlement of the Independent Dorsett Shareholders to attend and vote at the New Court Meeting and the entitlement of Dorsett Shareholders to attend and vote at the New Extraordinary General Meeting, or such other date as announced by Dorsett
“New Court Meeting”	a meeting of the Scheme Shareholders to be convened at the direction of the Grand Court, which is to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wan Chai, Hong Kong at 2:30 p.m. on 29 September 2015, or such other time and date as shall have been announced to Dorsett Shareholders and holders of outstanding Dorsett Options, notice of which is accompanying this announcement and available on the websites of the Stock Exchange and Dorsett, or any adjournment thereof
“New Court Meeting Notice”	the notice of the New Court Meeting accompanying this announcement and available on the websites of the Stock Exchange and Dorsett
“New Court Meeting Proxy Form(s)”	form(s) of proxy for use at the New Court Meeting that will be dispatched to Dorsett Shareholders and holders of Dorsett Options on 8 September 2015

“New EGM Notice”	the notice of the New Extraordinary General Meeting accompanying this announcement and available on the websites of the Stock Exchange and Dorsett
“New EGM Proxy Form(s)”	form(s) of proxy for use at the New Extraordinary General Meeting that will be dispatched to Dorsett Shareholders and holders of Dorsett Options on 8 September 2015
“New Extraordinary General Meeting”	the extraordinary general meeting of Dorsett to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wan Chai, Hong Kong at 4:00 p.m. on 29 September 2015 (or immediately after the conclusion or adjournment of the New Court Meeting convened on the same day and place), or such other time and date as shall have been announced to Dorsett Shareholders and holders of outstanding Dorsett Options, notice of which is accompanying this announcement and available on the websites of the Stock Exchange and Dorsett, or any adjournment thereof
“New Form(s) of Acceptance”	the form(s) of acceptance dispatched to holders of Dorsett Options in connection with the Rule 13 Offer dated 8 September 2015 and marked with the words “DISPATCHED ON 8 SEPTEMBER 2015”
“Original Court Meeting Proxy Form(s)”	form(s) of proxy for use at the Court Meeting that have been previously dispatched to Dorsett Shareholders and holders of Dorsett Options
“Original EGM Proxy Form(s)”	form(s) of proxy for use at the Extraordinary General Meeting that have been previously dispatched to Dorsett Shareholders and holders of Dorsett Options
“Original Form(s) of Acceptance”	the form(s) of acceptance that have been previously dispatched to holders of Dorsett Options in connection with the Rule 13 Offer
“Resolutions”	(i) the resolution to approve the Scheme to be considered at the New Court Meeting; and (ii) the special resolution to approve the reduction of the issued share capital of Dorsett by cancelling and extinguishing the Scheme Shares and the ordinary resolution to approve the immediate restoration of the issued share capital of Dorsett to its former amount by the issue of the same number of Dorsett Shares as the number of Scheme Shares cancelled, credited as fully paid, to the Offeror to be considered at the New Extraordinary General Meeting

“Rule 13 Offer Record Date” 14 October 2015, or such other time and date as shall have been announced to Dorsett Shareholders and holders of outstanding Dorsett Options, being the record date for the purpose of determining entitlements under the Rule 13 Offer

“Scheme Record Date” 14 October 2015, or such other time and date as shall have been announced to Dorsett Shareholders and holders of outstanding Dorsett Options, being the record date for the purpose of determining the entitlements of the Scheme Shareholders to the Cancellation Consideration under the Scheme, or such other time and date as announced by Dorsett

By order of the Board of
Far East Consortium International Limited
CHEUNG Wai Hung Boswell
*Chief Financial Officer and
Company Secretary*

By order of the Board of
Dorsett Hospitality International Limited
WONG Kang Yean Clarence
*Chief Financial Officer and
Company Secretary*

By order of the Board of
Willow Bliss Limited
HOONG Cheong Thard
Director

Hong Kong, 8 September 2015

As at the date of this announcement, the Board of FEC comprises five executive directors namely, Tan Sri Dato' CHIU David, Mr. HOONG Cheong Thard, Mr. CHAN Chi Hing, Mr. CHIU Dennis and Mr. WILLIAMS Craig Grenfell, and three independent non-executive directors, namely Mr. CHAN Kwok Wai, Mr. WONG Man Kong Peter and Mr. LAM Kwong Siu.

The directors of FEC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the directors of the Offeror are Tan Sri Dato' CHIU David, Mr. HOONG Cheong Thard and Mr. CHAN Chi Hing.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the Board of Dorsett comprises two executive directors namely, Ms. CHIU Wing Kwan Winnie and Mr. LAI Wai Keung, three non-executive directors, namely Tan Sri Dato' CHIU David, Mr. HOONG Cheong Thard and Mr. CHAN Chi Hing, and four independent non-executive directors, namely Mr. SHEK Lai Him Abraham, G.B.S., J.P., Mr. TO Peter, Dr. LIU Ngai Wing and Mr. ANGELINI Giovanni.

The directors of Dorsett jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to FEC Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by FEC Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

NOTICE OF NEW COURT MEETING

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

Cause No. FSD 125 of 2015 (IMJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES LAW
(2013 REVISION)

AND IN THE MATTER OF THE GRAND COURT RULES, ORDER 102

AND IN THE MATTER OF DORSETT HOSPITALITY INTERNATIONAL LIMITED

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 20 August 2015 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between Dorsett Hospitality International Limited (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wan Chai, Hong Kong on 29 September 2015 at 2:30 p.m. at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme of Arrangement and a copy of an explanatory statement explaining the effect of the Scheme of Arrangement are incorporated in the composite scheme document as amended on 8 September 2015 of which this Notice forms part. A copy of the composite scheme document as amended can also be obtained by the Scheme Shareholders from the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend and vote in their stead. A YELLOW form of proxy for use at the Court Meeting is enclosed with the announcement issued by the Company dated 8 September 2015 incorporating and amending the composite scheme document and despatched to members of the Company on 8 September 2015.

In the case of joint holders of a share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding, the first named shareholder being the senior.

NOTICE OF NEW COURT MEETING

It is requested that forms appointing proxies be deposited at the Hong Kong branch share registrar of the Company in Hong Kong at Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 2:30 p.m. on 27 September 2015, but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting.

By the Order, the Court has appointed Mr. LAI Wai Keung, a director of the Company, or failing him, Ms. CHIU Wing Kwan Winnie, also a director of the Company, or failing her, any other person who is a director of the Company as at the time of the Court Meeting, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme of Arrangement will be subject to a subsequent application seeking the sanction of the Court.

By Order of the Court
Dorsett Hospitality International Limited

Dated 8 September 2015

Registered Office

P.O. Box 309

Ugland House Grand Cayman KY1-1104

Cayman Islands

Principal Place of Business in Hong Kong

18th Floor

Far East Consortium Building

121 Des Voeux Road Central

Hong Kong

NOTICE OF NEW EXTRAORDINARY GENERAL MEETING



DORSETT

HOSPITALITY INTERNATIONAL

帝 盛 酒 店 集 團

Dorsett Hospitality International Limited

帝 盛 酒 店 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.dorsett.com>

(Stock Code: 2266)

**NOTICE OF
EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Dorsett Hospitality International Limited (the “**Company**”) will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wan Chai, Hong Kong on 29 September 2015 at 4:00 p.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the meeting of holders of ordinary shares of HK\$0.10 each in the share capital of the Company other than Far East Consortium International Limited, Willow Bliss Limited and other parties acting in concert with Willow Bliss Limited in relation to the Company, convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following as a special resolution and (with or without modifications) an ordinary resolution, respectively:

SPECIAL RESOLUTION

“THAT AS A SPECIAL RESOLUTION for the purposes of giving effect to the scheme of arrangement dated 31 August 2015 as amended by the joint announcement dated 8 September 2015 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme), on the Effective Date (as defined in the Scheme):

- (a) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme); and
- (b) the directors of the Company be and are hereby authorized to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose.”

NOTICE OF NEW EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTION

“THAT AS AN ORDINARY RESOLUTION:

- (a) subject to and forthwith upon such reduction of share capital taking effect, the issued share capital of the Company shall be increased to its former amount by the allotment and issue to Willow Bliss Limited of the same number of ordinary shares of HK\$0.10 each in the capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished;
- (b) the Company shall apply the credit arising in its books of account as a result of such capital reduction referred to in paragraph (a) of the special resolution above in paying up in full at par the new ordinary shares issued, credited as fully paid, to Willow Bliss Limited and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;
- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose; and
- (d) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

By Order of the Board
Dorsett Hospitality International Limited
WONG Kang Yean Clarence
Chief Financial Officer and Company Secretary

Dated 8 September 2015

Registered Office
P.O. Box 309
Ugland House Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong
18th Floor, Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

NOTICE OF NEW EXTRAORDINARY GENERAL MEETING

Notes:

- (a) Any member entitled to attend and vote at the meeting (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (b) In the case of joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto; if more than one of such joint registered holders be present, personally or by proxy, one of the persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (c) In order to be valid, the green proxy form must be completed and deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, 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, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. However, the chairman of the extraordinary general meeting may in his discretion direct that this green form of proxy be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from any member entitled to attend and vote at the meeting (or any adjournment hereof) that this green form of proxy duly signed is in the course of transmission to the Hong Kong branch share registrar of the Company in Hong Kong at the above-stated address. Completion and return of the green proxy form will not preclude any member from attending and voting in person at the meeting. In the event that a member of the Company attends the meeting after having lodged his green form of proxy, the green form of proxy will be deemed to have been revoked.
- (d) A green form of proxy for use at the meeting is enclosed.
- (e) The special resolution and ordinary resolution as set out above will be determined by way of a poll.
- (f) At the date of this notice, the executive directors of the Company are Ms. CHIU Wing Kwan Winnie and Mr. LAI Wai Keung; the non-executive directors of the Company are Tan Sri Dato' CHIU David, Mr. HOONG Cheong Thard and Mr. CHAN Chi Hing; and the independent non-executive directors of the Company are Mr. SHEK Lai Him Abraham, G.B.S., J.P., Mr. TO Peter, Dr. LIU Ngai Wing and Mr. ANGELINI Giovanni.
- (g) For the purpose of determining entitlement of shareholders to the right to attend and vote at the extraordinary general meeting (or any adjournment thereof), the register of members of the Company will be closed from Wednesday, 23 September 2015 to Tuesday, 29 September 2015, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Tuesday, 22 September 2015.
- (h) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.