

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **FAR EAST CONSORTIUM INTERNATIONAL LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

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

**(Stock Code: 35)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Far East Consortium International Limited (the “Company”) will be held at 2/F, Cosmo Kowloon Hotel, 88 Tai Kok Tsui Road, Kowloon, Hong Kong at 3:30 p.m. on Friday, 17 September 2010 for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

**(1) “THAT:**

- (a) the Proposed Spin-off (as defined below) and all documents or agreements in connection therewith or contemplated thereunder or for the purpose of giving effect thereto (including but not limited to the relevant non-competition undertaking, underwriting agreements, stock borrowing agreement and deed of indemnity), be and are hereby approved;
- (b) the directors of the Company be and are hereby authorised on behalf of the Company to approve and implement the Proposed Spin-off and all matters incidental thereto and to take all actions in connection therewith or arising therefrom relating to the Proposed Spin-off as they shall think fit (including, inter alia, (i) to sign, seal, execute, perfect and deliver any document, instruments and agreements for and on behalf of the Company in connection with or pursuant to the Proposed Spin-off (including but not limited to the relevant non-competition undertaking, underwriting agreements, stock borrowing agreement and deed of indemnity); and (ii) to exercise all such powers and do all such acts as they consider necessary, desirable or expedient to give effect to the Proposed Spin-off);

- (c) the Company be and is hereby authorised to sell or approve the issue of such number of Kosmopolito Shares, such that the percentage of shareholding interest of the Company in Kosmopolito will be no less than 50% provided that (i) the actual or deemed disposal by the Company of its interests in Kosmopolito Shares will not result in any of the Company's "percentage ratios" under Rule 14.07 of the Listing Rules to exceed 75% (ii) an independent financial adviser and a committee of independent non-executive directors of the Company recommends that the Company proceed with the Proposed Spin-Off; and (iii) the Company makes the relevant disclosures required under the Listing Rules."

Further details of the Global Offering will be set out in the Prospectus.

**"Global Offering"** means (a) the offering of Kosmopolito Shares (as defined below) to the public in Hong Kong and (b) the offering of Kosmopolito Shares to institutional, professional and other investors (including the preferential offering to qualifying shareholders of the Company for subscription of reserved Kosmopolito Shares) subject to the terms and conditions as set out in (i) an offering circular and (ii) the application forms to be issued in relation to these offerings;

**"Kosmopolito"** means Kosmopolito Hotels International Limited;

**"Kosmopolito Shares"** means ordinary shares of HK\$0.10 each in the share capital of Kosmopolito;

**"Proposed Spin-off"** means the proposed spin-off of Kosmopolito comprising the Global Offering and the Separate Listing; and

**"Separate Listing"** means the separate listing of the Kosmopolito Shares on the Main Board of The Stock Exchange of Hong Kong Limited.

- (2) **"THAT:**

the rules of the share option scheme of Kosmopolito (**"Kosmopolito Share Option Scheme"**), a copy of which having been produced to the meeting marked "A" and for the purpose of identification signed by the Chairman, the summaries of which are set out in the Circular, be and are hereby approved and adopted to be the share option scheme of Kosmopolito and the directors of the Company be and are hereby authorised to approve any amendments to the rules of the Kosmopolito Share Option Scheme as may be acceptable or not objected to by the Stock Exchange and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the Kosmopolito Share Option Scheme."

Yours faithfully,  
For and on behalf of  
**Far East Consortium International Limited**  
**Mok Kwai Pui Bill**  
*Chief Financial Officer and Company Secretary*

Hong Kong, 2 September 2010

*Registered office:*

Caledonian Bank & Trust Limited  
P.O. Box 1043, Ground Floor  
Caledonian House, Mary Street  
George Town, Grand Cayman  
Cayman Islands, British West Indies

*Principal Place of Business:*

16/F., Far East Consortium Building  
121 Des Voeux Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a 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 that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person.
3. A form of proxy for use at the meeting is enclosed.
4. In the case of joint holders of any share, any one of such holders may vote at the Meeting either personally or by proxy in respect of such share, but if more than one of such joint holders is present at the Meeting either personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the 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 in respect of joint holders.

*As at the date of this announcement, the executive directors of the Company are Mr. Deacon Te Ken Chiu, Tan Sri Dato' David Chiu, Mr. Dennis Chiu and Mr. Craig Grenfell Williams, the non-executive directors are Madam Ching Lan Ju Chiu, Mr. Daniel Tat Jung Chiu; the independent non-executive directors are Mr. Jian Yin Jiang, Mr. Kwok Wai Chan and Mr. Peter Man Kong Wong.*