

**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 your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Far East Consortium International Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



## **FAR EAST CONSORTIUM INTERNATIONAL LIMITED**

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

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

**(Stock Code: 35)**

### **PROPOSALS FOR RE-ELECTION OF DIRECTOR, GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of Far East Consortium International Limited (the "Company") to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen's Road East, Wanchai, Hong Kong on Thursday, 8th September, 2011 at 3:00 p.m. (the "Meeting") is set out on pages 11 to 15 of this circular. Whether or not you are able to attend the Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. 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 if you so wish.

29th July, 2011

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Retirement/Re-election of Director(s) .....	4
3. General Mandate to Repurchase Shares .....	4
4. General Mandate to Issue Shares .....	5
5. AGM and Proxy Arrangement .....	5
6. Recommendation .....	6
7. General Information .....	6
<b>Appendix 1 – Information on the Retiring Director Proposed for Re-election</b> ..	7
<b>Appendix 2 – Explanatory Statement</b> .....	8
<b>Appendix 3 – AGM Notice</b> .....	11

## DEFINITIONS

*In this circular (other than in AGM notice), unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wanchai, Hong Kong on Thursday, 8th September, 2011 at 3:00 p.m.;
“AGM Notice”	the notice dated 29th July, 2011 for convening the AGM as set out on pages 11 to 15 of this circular;
“Articles”	the articles of association of the Company as may be amended from time to time;
“Board”	the board of Directors for the time being;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of Cayman Islands;
“Company”	Far East Consortium International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Directors”	directors of the Company for the time being;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	25th July, 2011, 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;
“Ordinary Resolutions”	the proposed ordinary resolutions nos. 5A, 5B and 5C as set out in the AGM Notice;
“PRC”	the People’s Republic of China;
“Re-election of Director”	the re-election of Mr. Craig Grenfell WILLIAMS as an Executive Director immediately following his retirement at the AGM;

## DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers.

**LETTER FROM THE BOARD**



**FAR EAST CONSORTIUM INTERNATIONAL LIMITED**

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

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

**(Stock Code: 35)**

*Executive Directors:*

Mr. Deacon Te Ken CHIU (*Chairman*)  
Tan Sri Dato' David CHIU (*Deputy Chairman and  
Chief Executive Officer*)  
Mr. Dennis CHIU  
Mr. Craig Grenfell WILLIAMS

*Registered Office:*

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

*Non-executive Directors:*

Madam Ching Lan JU CHIU  
Mr. Daniel Tat Jung CHIU

*Principal Office:*

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

*Independent Non-executive Directors:*

Mr. Jian Yin JIANG  
Mr. Kwok Wai CHAN  
Mr. Peter Man Kong WONG

29th July, 2011

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTOR,  
GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is (1) to provide you with information regarding the resolutions to be proposed at the AGM relating to (among other things) (i) the Re-election of Director and (ii) the Ordinary Resolutions relating to the granting of general mandates to repurchase and issue Shares by the Company; and (2) to give you the AGM Notice.

## LETTER FROM THE BOARD

### **2. RETIREMENT/RE-ELECTION OF DIRECTOR(S)**

In accordance with clauses 106, 107 and 115(B) of the Articles, Mr. Craig Grenfell WILLIAMS (Executive Director of the Company) and Madam Ching Lan JU CHIU (Non-executive Director of the Company) shall retire by rotation at the AGM and are eligible to offer themselves for re-election in the meeting. Madam Ching Lan JU CHIU has indicated to the Company that she will not offer herself for re-election and will therefore retire at the AGM whereas Mr. Craig Grenfell WILLIAMS will offer himself for re-election at the AGM.

Accordingly, an ordinary resolution on the Re-election of Director will be proposed at the AGM. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Craig Grenfell WILLIAMS are set out in Appendix 1 to this circular.

### **3. GENERAL MANDATE TO REPURCHASE SHARES**

At the last annual general meeting of the Company held on 4th August, 2010, an ordinary resolution was passed to grant a general mandate authorizing the Directors to exercise the power of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at that date. Pursuant to the Listing Rules, such mandate, to the extent not utilized, will expire at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM to grant to the Directors a new general and unconditional mandate to exercise the power of the Company to repurchase Shares on the Stock Exchange up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution ("Repurchase Mandate").

As at the Latest Practicable Date, there was a total of 1,918,262,559 Shares in issue. Subject to the passing of Ordinary Resolution no. 5B granting the Repurchase Mandate and on the basis that there is no change in the issued share capital of the Company before the AGM, the Company will be allowed to repurchase a maximum of 191,826,255 Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against Ordinary Resolution no. 5B to be proposed at the AGM in relation to the granting of the Repurchase Mandate. Such explanatory statement is set out in Appendix 2 to this circular.

## LETTER FROM THE BOARD

#### 4. GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 4th August, 2010, an ordinary resolution was also passed to grant a general mandate authorising Directors to allot, issue and deal with Shares up to 20% of the issued share capital of the Company as at that date. Pursuant to the Listing Rules, such mandate, to the extent not utilized, will expire at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM to grant to the Directors a new general and unconditional mandate to allot, issue and deal with Shares up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution (“Issue Mandate”).

As at the Latest Practicable Date, there was a total of 1,918,262,559 Shares in issue. Subject to the passing of Ordinary Resolution no. 5A granting the Issue Mandate and on the basis that there is no change in the issued share capital of the Company before the AGM, the Company will be allowed to issue a maximum of 383,652,511 Shares.

In addition, Ordinary Resolution no. 5C will be proposed at the AGM for extending the Issue Mandate by the addition of an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate. The Repurchase Mandate and the Issue Mandate will continue in force until the conclusion of the annual general meeting of the Company held next following the AGM unless they are renewed at such meeting or until their earlier revocation or variation by Shareholders prior to such meeting. The Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant to the Repurchase Mandate and the Issue Mandate.

#### 5. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 11 to 15 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the resolutions to be proposed at the AGM shall be voted by poll. An announcement on the results of the poll will be made by the Company after the conclusion of the AGM in accordance with Rule 13.39(5) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon 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 or authority, to the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment if they so wish.

## LETTER FROM THE BOARD

### 6. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the Re-election of Director, the granting of the Repurchase Mandate and the granting/extension of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board of  
**Far East Consortium International Limited**  
**David CHIU**  
*Deputy Chairman and Chief Executive Officer*



The information as required to be disclosed by the Listing Rules on the retiring Director proposed to be re-elected at the AGM is set out as follows:

#### **EXECUTIVE DIRECTOR**

##### **Mr. Craig Grenfell WILLIAMS, B.ENG. (CIVIL)**

Mr. Craig Grenfell WILLIAMS, aged 59, was appointed as an Executive Director of the Company in 2000. He is responsible for all property development in Australia. He resides in Melbourne, Australia. He holds a degree of Bachelor of Civil Engineering from Melbourne University. Before joining the Australian operations of the Company, he was a director of all development companies of the Lend Lease Group, Australia's largest property developer. Mr. WILLIAMS has extensive experience in all facets of property development and is the immediate Past President of the St. Kilda Road Campaign Inc. He is a director of Care Park Group Pty. Ltd., a subsidiary of the Company and a director of Tokai Kanko Co., Ltd., a company listed on the Tokyo Stock Exchange.

As far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, Mr. WILLIAMS has not held any directorships in other public listed companies in the last 3 years, and he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor does he have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no service contract between the Company and Mr. WILLIAMS in relation to his appointment as an Executive Director. He is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. WILLIAMS was paid HK\$25,000 as Director's fee for the year ended 31st March, 2011. Other than the Director's fee, he has received salary and other allowances amounting to HK\$2,582,000 in connection with the management of the affairs of the Company and its subsidiaries for the year ended 31st March, 2011. Mr. WILLIAMS was not entitled to any discretionary bonus during the year ended 31st March, 2011 and his annual emolument as Director for the year ending 31st March, 2012 will be determined by the Remuneration Committee of the Board according to his duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware, there is no other information of Mr. WILLIAMS to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. WILLIAMS that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against Ordinary Resolution no. 5B to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

## 1. LISTING RULES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange, subject to certain restrictions, the most important of which are summarized below:

### (a) Shareholders' Approval

The Listing Rules provide that all on-market repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchases.

### (b) Source of Funds

Repurchases must be made out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

### (c) Maximum Number of Securities to be Repurchased

The shares proposed to be repurchased must be fully-paid up. A maximum of 10% of the existing issued share capital of the company as at the date of passing of the relevant resolution may be repurchased on the Stock Exchange.

## 2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$191,826,255.90 divided into 1,918,262,559 Shares.

Subject to the passing of Ordinary Resolution no. 5B granting the approval of the Repurchase Mandate and on the basis that there is no change in the issued share capital of the Company before the AGM, the Company will be allowed to repurchase a maximum of 191,826,255 Shares, being 10% of the issued capital of the Company as at the date of passing of the resolution.

## 3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the 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 benefit the Company and the Shareholders.

#### 4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the Companies Law, which provide that Shares may be repurchased out of the profits of the Company, and/or out of the proceeds of a fresh issue of Shares made for this purpose and/or out of the capital paid up on the repurchased Shares.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31st March, 2011 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchased period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirement of the Company or gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. SHARE PRICES

The highest and lowest prices at which Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2010</b>		
July	2.36	2.19
August	2.46	2.21
September	2.40	2.25
October	2.42	2.02
November	2.22	1.99
December	2.12	1.98
<b>2011</b>		
January	2.21	2.01
February	2.15	1.85
March	1.97	1.78
April	1.95	1.84
May	1.94	1.76
June	1.83	1.65
July (up to the Latest Practicable Date)	1.79	1.68

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

**7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

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 purposes of the Takeovers Code. Accordingly, when a Shareholder, or a group of Shareholders acting in concert, could then obtain or consolidate control of the Company, he/they shall become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Deacon Te Ken CHIU, Madam Ching Lan JU CHIU, Tan Sri Dato' David CHIU, Mr. Dennis CHIU and Mr. Daniel Tat Jung CHIU (collectively the "said Directors"), together with their respective associates, held 824,551,941 Shares, representing approximately 42.98% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the shareholding of the said Directors, together with their respective associates, in the Company would increase to approximately 47.76% of the issued share capital of the Company. An obligation to make a general offer to Shareholders under Rule 26 of the Takeovers Code may then arise. The Directors have no present intention to exercise the power of repurchase pursuant to the Repurchase Mandate to such an extent as would result in such a takeover obligation.

The Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

**8. SHARES REPURCHASES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.



## FAR EAST CONSORTIUM INTERNATIONAL LIMITED

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

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

(Stock Code: 35)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “Meeting”) of Far East Consortium International Limited (the “Company”) will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wanchai, Hong Kong on Thursday, 8th September, 2011 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Company’s audited financial statements and the reports of the Company’s directors (the “Directors”) and auditor for the year ended 31st March, 2011.
2. To declare a final dividend of HK\$0.05 per share for the year ended 31st March, 2011 (the “Proposed Final Dividend”).
3.
  - A. To re-elect Mr. Craig Grenfell WILLIAMS as an Executive Director.
  - B. To authorize the board of Directors (the “Board”) to fix the respective Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:
  - A. **“THAT:**
    - (i) subject to paragraph (iii) of this resolution, 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 of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options (including bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to:
  - (a) a Rights Issue (as hereinafter defined);
  - (b) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (c) an issue of Shares as scrip dividends or 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 from time to time; or
  - (d) an issue of Shares upon the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the granting or issue to employees and/or other eligible persons of the Company and/or any of its subsidiaries of any options to subscribe for, or rights to acquire Shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

- (b) 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
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares whose name appear, on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusion 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, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

**B. “THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the regulations of the Rules Governing the Listing of Securities on the Stock Exchange be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution, which had been granted to the Directors and which are still in effect be and are hereby revoked; and

- (iv) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) 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
  - (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
  
- C. “**THAT** subject to the passing of the resolutions nos. 5A and 5B set out in the notice convening the Meeting (the “Notice”), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares pursuant to resolution no. 5A set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5B set out in the Notice, provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board of  
**Far East Consortium International Limited**  
**Boswell Wai Hung CHEUNG**  
*Company Secretary*

Hong Kong, 29th July, 2011



*Notes:*

1. For determining the entitlement to attend and vote at the Meeting, the Register of Members of the Company will be closed from Wednesday, 7th September, 2011 to Thursday, 8th September, 2011, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 6th September, 2011.

For determining the entitlement to the Proposed Final Dividend, the Register of Members of the Company will also be closed from Friday, 16th September, 2011 to Tuesday, 20th September, 2011, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for entitlement to the Proposed Final Dividend, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 15th September, 2011.

2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company but must be present in person to represent the member.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
4. Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person, or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting or any adjournment thereof, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the name stands first in the Register of Members of the Company in respect of such joint holding.
5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in the Notice will be decided by poll at the Meeting.
6. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 9:00 a.m. on 8th September, 2011 and/or the Hong Kong Observatory has announced at or before 9:00 a.m. on 8th September, 2011 that either of the abovementioned warnings is to be issued within the next two hours, the Meeting shall automatically be postponed to the next Business Day on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 9:00 a.m. to 11:00 a.m. and in such case the Meeting shall be held at 3:00 p.m. on that Business Day at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wanchai, Hong Kong. "Business Day", in this context, shall mean a day (not being a Saturday) on which banks are open for general banking business in Hong Kong.