



# FAR EAST CONSORTIUM INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

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

(Stock code: 35)

**Form of proxy for use at the Extraordinary General Meeting (“EGM”)  
to be held on Friday, 20 July 2012 at 11:30 a.m.  
or immediately after the conclusion of the extraordinary general meeting  
of the Company to be held on the same day at 11:00 a.m.  
(details of which are set out in the circular issued by the Company dated 26 June 2012)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.10  
each in the share capital of Far East Consortium International Limited (“FEC”) HEREBY APPOINT THE  
CHAIRMAN OF THE EGM <sup>(Note 3)</sup>, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote and act for me/us and on my/our behalf at the EGM (and any adjournment  
thereof) of FEC to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road  
East, Wanchai, Hong Kong on Friday, 20 July 2012 at 11:30 a.m. or immediately after the conclusion of the  
extraordinary general meeting of the Company to be held on the same day at 11:00 a.m. (details of which are  
set out in the circular issued by the Company dated 26 June 2012), for the purposes of considering and, if  
thought fit, passing the resolutions as set out in the notice convening the EGM (“Notice”) and as hereunder  
indicated, and, if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>.

SPECIAL RESOLUTION	FOR	AGAINST
(1) To approve the share repurchase agreement dated 16 April 2012 entered into between FEC and Penta Investment Advisers Limited and the transactions (including the Share Repurchase) contemplated thereunder.		
ORDINARY RESOLUTION		
(2) To approve the Whitewash Waiver.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012 Signed \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each of FEC registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of FEC registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the EGM, please delete the words “**THE CHAIRMAN OF THE EGM or**” and insert the name and address of the proxy appointed in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM in addition to those referred to in the Notice.
- 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 seal or under the hand of some officer of the corporation or attorney duly authorised in that behalf.
- A member of FEC entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend on the same occasion. A proxy need not be a member of FEC.
- Where there are joint holders of any share of FEC, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share of FEC as if he/she were solely entitled thereto PROVIDED that if more than one of such joint holders be present at the EGM personally or by proxy, the person whose name stands first in the register of members of FEC in respect of such share in FEC shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy and, if required by FEC, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy or office copy of such power or authority shall be deposited at FEC’s share registrar in Hong Kong, Tricolor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time scheduled for holding the EGM or any adjournment thereof. The completion and delivery of the instrument appointing a proxy will not preclude a member of FEC from attending and voting in person at the EGM or any adjournment thereof if you so wish.