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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).

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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)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
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, Dorsett Wanchai, Hong Kong, 387-397 Queen's Road East, Wan Chai, Hong Kong on Friday, 23 August 2024 at 11:00 a.m. (the "Meeting") is set out on pages 18 to 22 of this circular. Whether or not you are able to attend the Meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 11:00 a.m. on Wednesday, 21 August 2024 (Hong Kong time)) 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. For the avoidance of doubt, holders of Treasury Shares of the Company (if any) shall abstain from voting at the Company's general meeting in connection to such Treasury Shares.

* For identification purposes only

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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, Dorsett Wanchai, Hong Kong, 387-397 Queen’s Road East, Wan Chai, Hong Kong on Friday, 23 August 2024 at 11:00 a.m.;
“AGM Notice”	the notice dated 29 July 2024 for convening the AGM as set out on pages 18 to 22 of this circular;
“Articles”	the articles of association of the Company as may be amended from time to time;
“BC Invest”	BC Investment Group Holdings Limited (formerly known as BC Group Holdings Limited), a company incorporated in the Cayman Islands with limited liability;
“Board”	the board of Directors;
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
“Chiu Family”	Tan Sri Dato’ David CHIU and his family members including, amongst others, Mr. Dennis CHIU, Ms. Wing Kwan Winnie CHIU and Ms. Jennifer Wendy CHIU, each of them being a Director;
“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;
“Director(s)”	the director(s) of the Company for the time being;
“Dorsett”	Dorsett Hospitality International Limited (formerly known as Kosmopolito Hotels International Limited), a company incorporated in the Cayman Islands with limited liability and a listed subsidiary of the Company until it was privatized (the then stock code: 2266) and became an indirect wholly-owned subsidiary of the Company in October 2015;

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	19 July 2024, 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;
“Palasino”	Palasino Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 2536);
“Re-election of Directors”	the re-election of Mr. Cheong Thard HOONG, Ms. Wing Kwan Winnie CHIU and Ms. Jennifer Wendy CHIU as Executive Directors; and Mr. Kwong Siu LAM as an Independent Non-executive Director immediately following their retirements at the AGM;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“Treasury Shares”	has the meaning ascribed thereto under the Listing Rules; and
“%”	per cent.



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)

Executive Directors:

Tan Sri Dato' David CHIU

(Chairman and Chief Executive Officer)

Mr. Cheong Thard HOONG

Mr. Dennis CHIU

Mr. Craig Grenfell WILLIAMS

Ms. Wing Kwan Winnie CHIU

Ms. Jennifer Wendy CHIU

Independent Non-executive Directors:

Mr. Kwong Siu LAM

Mr. Wai Hon Ambrose LAM

Mr. Lai Him Abraham SHEK

Registered Office:

JTC (Cayman) Limited

P.O. Box 30745

94 Solaris Avenue

2nd Floor, Camana Bay

Grand Cayman KY1-1203

Cayman Islands

Principal Office:

16th Floor

Far East Consortium Building

121 Des Voeux Road Central

Hong Kong

29 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
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 Directors; and (ii) the granting of general mandates to repurchase and issue Shares by the Company; and (2) to give you the AGM Notice.

* *For identification purposes only*

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with clauses 106 and 107 of the Articles, Mr. Cheong Thard HOONG (Executive Director) and Mr. Kwong Siu LAM (Independent Non-executive Director) shall retire by rotation at the AGM; whereas according to clause 112 of the Articles, Ms. Jennifer Wendy CHIU, who was appointed by the Board as Director on 1 January 2024, shall hold office until the AGM. In accordance with the second part of clause 115(B) of the Articles, a Director appointed as an Executive Chairman or as Managing Director or Joint Managing Director shall not while holding such office be subject to retirement by rotation or taken into account in determining the rotation retirement of Directors. In order to uphold good corporate governance practices, Ms. Wing Kwan Winnie CHIU, the Joint Managing Director and Executive Director of the Company, voluntarily retires from her office and offers herself for re-election at the AGM notwithstanding that she is not required to do so by clause 115(B) of the Articles. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Pursuant to code provision B.2.3 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, where the board believes an independent non-executive director serving the listed issuer more than 9 years, who is subject to retirement, is still independent and should be re-elected, the papers to shareholders accompanying that resolution should include the reasons. Mr. Kwong Siu LAM, one of the aforesaid retiring Directors, was first appointed to the Board in 2011 and therefore, has been serving as an Independent Non-executive Director for more than 9 years. During his years of appointment, Mr. Kwong Siu LAM has demonstrated his ability to provide an independent, balanced and objective view to the Company's matters. Besides, Mr. Kwong Siu LAM has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has given annual confirmation of his independence to the Company.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the independence of all Independent Non-executive Directors, and the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on the Re-election of Directors who are due to retire at the AGM.

Based on the foregoing, the Board considered that (i) the retiring Independent Non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules; and (ii) all the retiring Directors (including Mr. Kwong Siu LAM) would continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. On this basis, the Board has recommended the Shareholders to vote for the relevant ordinary resolutions on the Re-election of Directors (including the re-election of Mr. Kwong Siu LAM as an Independent Non-executive Director) at the AGM.

LETTER FROM THE BOARD

Accordingly, ordinary resolutions on the Re-election of Directors 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. Cheong Thard HOONG, Ms. Wing Kwan Winnie CHIU, Ms. Jennifer Wendy CHIU and Mr. Kwong Siu LAM 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 30 August 2023, an ordinary resolution was passed to grant a general mandate authorising the Directors to exercise the power of the Company to repurchase Shares up to 10% of the total number of issued Shares as at that date. Pursuant to the Listing Rules, such mandate, to the extent not utilised, 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 or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, up to 10% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution (the "Repurchase Mandate").

Subject to the passing of ordinary resolution no. 10 granting the Repurchase Mandate and assuming that the existing number of issued Shares remains at 2,817,604,206 as at the date of the AGM and the Company does not have any Treasury Shares prior to the date of the AGM, the Company will be allowed to repurchase a maximum of 281,760,420 Shares. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the ordinary resolution no. 10.

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. 10 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.

4. GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 30 August 2023, an ordinary resolution was also passed to grant a general mandate authorising the Directors to allot, issue and deal with Shares up to 20% of the total number of issued Shares as at that date. Pursuant to the Listing Rules, such mandate, to the extent not utilised, will expire at the conclusion of the AGM.

LETTER FROM THE BOARD

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 (including any sale or transfer of Treasury Shares out of treasury) up to 20% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the relevant resolution (the "Issue Mandate").

Subject to the passing of ordinary resolution no. 9 granting the Issue Mandate and assuming that the existing number of issued Shares remains at 2,817,604,206 as at the date of the AGM and the Company does not have any Treasury Shares prior to the date of the AGM, the Company will be allowed to issue a maximum of 563,520,841 Shares. The Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the ordinary resolution no. 9.

In addition, ordinary resolution no. 11 will be proposed at the AGM for extending the Issue Mandate by adding the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

With reference to the Repurchase Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares (including any sale or transfer of Treasury Shares out of treasury) pursuant thereto.

5. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 18 to 22 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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 share registrar in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Wednesday, 21 August 2024 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the Re-election of Directors, the granting of the Repurchase Mandate and the granting/extension of the Issue Mandate are in the 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
Chairman and Chief Executive Officer

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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The information as required to be disclosed by the Listing Rules on the retiring Directors proposed to be re-elected at the AGM is set out as follows:

EXECUTIVE DIRECTORS

Mr. Cheong Thard HOONG, B.ENG., ACA (“Mr. HOONG”)

Mr. HOONG, aged 55, was appointed as an Executive Director of the Company in August 2012. He joined the Group in September 2008 as the Managing Director. He is responsible for the formulation and implementation of the Group overall strategies for development. He brings with him a wealth of knowledge in corporate development and extensive experience in mergers and acquisitions as well as international capital markets.

Prior to joining the Group, Mr. HOONG was the chief executive officer of China LotSynergy Holdings Limited, a listed company in Hong Kong. He was instrumental in implementing a number of important initiatives which established international relationships for the company and built solid foundations for business expansion whereas he has retired as a non-executive director of the company with effect from 1 June 2017. Mr. HOONG was an investment banker for over 12 years and had held senior positions at Deutsche Bank and UBS where he was responsible for corporate finance business in Asia. Mr. HOONG is also a director of certain subsidiaries of the Company. Besides, he is a non-independent and non-executive director of Land & General Berhad, a company listed on the Bursa Malaysia. Mr. HOONG was a director of AGORA Hospitality Group Co., Ltd., a company listed on the Tokyo Stock Exchange, until March 2017 and a non-executive director of i-CABLE Communications Limited (stock code: 1097) until May 2023. In August 2023, Mr. HOONG was appointed as a non-executive director of Palasino.

Mr. HOONG is a member of the Institute of Chartered Accountants in England and Wales and holds a bachelor’s degree in Mechanical Engineering from Imperial College, University of London.

As far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, Mr. HOONG did not hold 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.

As at the Latest Practicable Date, Mr. HOONG has the following interests within the meaning of Part XV of the SFO: (1) a total interest in 13,284,494 Shares (representing approximately 0.47% of the issued Shares) which comprise: a personal interest of 13,283,692 Shares; and interests of 802 Shares held jointly with his spouse, Ms. Pei Chun TENG; (2) a personal interest of 792,383 shares (representing approximately 3.47% of the issued shares of BC Invest) in BC Invest, an associated corporation of the Company; and the purchase rights for 457,502 shares of BC Invest (representing approximately 2% of the issued shares of BC Invest); and (3) a personal interest of 579 shares (representing approximately 0.0001% of the issued shares of Palasino) in Palasino, an associated corporation of the Company.

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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Pursuant to the letter of appointment issued by the Company to Mr. HOONG, his term of office is 3 years. He is also subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles.

Mr. HOONG was paid HK\$25,000 as Director's fee and approximately HK\$9,228,000 as salary and other allowances for the year ended 31 March 2024. He was also entitled to discretionary bonus. The emoluments of Mr. HOONG were determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware and saved as disclosed above, there is no other information of Mr. HOONG 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. HOONG that need to be brought to the attention of the Shareholders.

Ms. Wing Kwan Winnie CHIU, BBS, JP ("Ms. Winnie CHIU")

Ms. Winnie CHIU, aged 44, was appointed as an Executive Director of the Company in June 2019 and Joint Managing Director of the Company in January 2024. She obtained a Bachelor of Science degree in Business Management from King's College London, University of London in 2003. She was awarded Bronze Bauhinia Star in July 2024 and was appointed Justice of the Peace of the HKSAR in July 2016. She became an Honorary Fellow of The Hong Kong Academy for Performing Arts and the Vocational Training Council respectively in 2017.

Ms. Winnie CHIU first joined the Group in 2005 as Director of Property Development, a position she held until 2008. She was appointed President and Executive Director of Dorsett Hospitality International in November 2011 and June 2010, respectively, to oversee its overall business operations, strategic growth, and development. She was appointed Chairperson of Dorsett Hospitality International in January 2024. She is currently also the Chairman of AGORA Hospitality Group Co., Ltd. (9704.T), listed on the Tokyo Stock Exchange, and an Independent Director of Prenetics Global Limited (PRE), listed on Nasdaq.

Ms. Winnie CHIU's extensive community and professional involvement includes being a member of the electoral college for the election of Hong Kong deputies to the 12th National People's Congress in 2012; a member of the 2017 and 2021 Chief Executive Election Committees (representing Hotel, First Sector); an advisor to The Federation of Hong Kong Hotel Owners since 2012; an Honorary Vice President of the GHM (Guangdong Hong Kong Macao) Hotel General Managers Society since 2013; a committee member of the Betting and Lotteries Commission from 2017 to 2019; a Business Facilitation Advisory Committee member from 2018 to 2020; and the Primary Company Representative of the Hong Kong General Chamber of Commerce.

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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Ms. Winnie CHIU has been Vice Chairman of the Greater Bay Area Homeland Youth Community Foundation since 2019; a Council Member of The University of Hong Kong, and a member of the Election Complaint Committee and Information Technology Committee since 2022; a founding member of the Committee of Overseers of Wu Yee Sun College, The Chinese University of Hong Kong, since 2014; a Council Member of the Vocational Training Council and Board Member of VTC Enterprises since 2023; a member of the International Advisory Council in China of the Singapore Management University since 2024; and an Observer of the University of Manchester's Global Advisory Board since 2024.

Ms. Winnie CHIU was Chairman of the Council, Hong Kong Art School from 2016 to 2023; Joint-President, Society of The Academy for Performing Arts from 2014 to 2023; Vice Chairperson, The Friends of the Hong Kong Arts Centre from 2015 to 2024; a Board Member of the Hong Kong Philharmonic Orchestra from 2010 to 2019 and the Chair of the Hong Kong Philharmonic 50th Anniversary Gala in 2024; a Board Member of the Hong Kong Arts Centre from 2013 to 2023; a Board Member of the Hong Kong Arts Festival Society from 2016 to 2019; and a Director of the Asian Youth Orchestra from 2011 to 2024.

Ms. Winnie CHIU has been a member of the Mega Arts and Cultural Events Committee since 2023; a member of the Advisory Committee on Built Heritage Conservation since 2023; a Council Member of The Better Hong Kong Foundation since 2013; an advisor to Our Hong Kong Foundation since 2015; an Advisory Board Member of the Hong Kong Academy for Wealth Legacy since 2023; a member of the Hospital Governing Committee of Hong Kong Children's Hospital since 2024; a Board Member and Vice Patron of The Community Chest from 2018 to 2024 and since 2024, respectively; a member of Y.Elites Association Limited; a member of the Hong Kong United Youth Association; and a Board Member of the Hong Kong Committee for UNICEF from 2016 to 2018.

Ms. Winnie CHIU is a strong supporter of the Greater Bay Area's new economy ecosystem; she has been a Management Team Member of Beyond Ventures since September 2021 and an Advisory Committee Member of Alibaba Entrepreneurs Fund (Greater Bay Area) since July 2021.

Previously, Ms. Winnie CHIU worked at Credit Suisse and Malaysia Land Properties Sdn. Bhd.

Ms. Winnie CHIU is the daughter of Tan Sri Dato' David CHIU (Executive Director, Chairman and Chief Executive Officer of the Company), sister of Ms. Jennifer Wendy CHIU (Executive Director and Joint Managing Director of the Company), and niece of Mr. Dennis CHIU (Executive Director of the Company). She is also a director of various subsidiaries of the Company.

As far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, Ms. Winnie CHIU did not hold any directorships in other public listed companies in the last 3 years and she 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.

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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As at the Latest Practicable Date, Ms. Winnie CHIU has the following interests within the meaning of Part XV of the SFO: (1) a personal interest of 895,129 Shares (representing approximately 0.03% of the issued Shares); (2) the purchase rights for 114,376 shares of BC Invest (representing approximately 0.5% of the issued shares of BC Invest, an associated corporation of the Company); and (3) a personal interest in the 7.375% USD Senior Guaranteed Perpetual Capital Notes issued by FEC Finance Limited, a wholly-owned subsidiary of the Company, in the principal amount of USD1,000,000.

Pursuant to the letter of appointment issued by the Company to Ms. Winnie CHIU, her term of office is 3 years. She is also subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles.

Ms. Winnie CHIU was paid HK\$25,000 as Director's fee and approximately HK\$9,737,000 as salary and other allowances for the year ended 31 March 2024. She was also entitled to discretionary bonus. The emoluments of Ms. Winnie CHIU were determined by reference to her duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware and saved as disclosed above, there is no other information of Ms. Winnie CHIU 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 Ms. Winnie CHIU that need to be brought to the attention of the Shareholders.

Ms. Jennifer Wendy CHIU ("Ms. Wendy CHIU")

Ms. Wendy CHIU, aged 41, was appointed as an Executive Director and a Joint Managing Director of the Company in January 2024. She joined the Group in September 2005, establishing the Group's inaugural interior design department and subsequently taking the helm as Project Director of all major property developments in June 2016. Currently, Ms. Wendy CHIU is the Managing Director, Global Project of the Company, where she oversees all pipeline property developments within the Group's global portfolio while managing the Company's construction companies in the United Kingdom and Australia. She is also a director of various subsidiaries of the Company.

During her tenure with the Group, Ms. Wendy CHIU has led the successful delivery of numerous residentials, hotels and large scale mixed-use developments across Mainland China, Hong Kong, the United Kingdom, Australia, Malaysia and Singapore. Ms. Wendy CHIU has also delivered a number of widely-recognised hotels including Ritz-Carlton Melbourne, Ritz-Carlton Perth and numerous Dorsett hotels. She brings 18 years of extensive experience, including greenfield, brownfield, conversion and renovation, alteration and addition, adding substantial value to the Group. She is actively involved in all stages of each development project – from inception and feasibility studies through to project design, statutory submissions, construction and final completion, licensing and handover.

Ms. Wendy CHIU graduated from the University of Southern California, she holds a bachelor's degree in Business Management with a focus in entrepreneurship.

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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Ms. Wendy CHIU is the daughter of Tan Sri Dato' David CHIU (Executive Director, Chairman and Chief Executive Officer of the Company), sister of Ms. Wing Kwan Winnie CHIU (Executive Director and Joint Managing Director of the Company) and the niece of Mr. Dennis CHIU (Executive Director of the Company).

As far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, Ms. Wendy CHIU did not hold any directorships in other public listed companies in the last 3 years and she 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.

As at the Latest Practicable Date, Ms. Wendy CHIU has a total interest in 2,378,154 Shares (representing approximately 0.08% of the issued Shares) which comprise: (i) a personal interest of 1,718,965 Shares; and (ii) deemed interest of 659,189 Shares from Mr. Ching Chi HUI (spouse of Ms. Wendy CHIU), within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment issued by the Company to Ms. Wendy CHIU, her term of office is 3 years. She is also subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles.

Ms. Wendy CHIU is entitled to receive HK\$25,000 as Director's fee and approximately HK\$5,808,040 as salary per annum plus a discretionary bonus commencing on 1 January 2024. The emoluments of Ms. Wendy CHIU were determined by reference to her duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware and saved as disclosed above, there is no other information of Ms. Wendy CHIU 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 Ms. Wendy CHIU that need to be brought to the attention of the Shareholders.

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Kwong Siu LAM (“Mr. LAM”)

Mr. LAM, aged 90, was appointed as an Independent Non-executive Director of the Company in September 2011. He was the delegate of the 10th National People’s Congress. Mr. LAM currently serves as the vice chairman of BOC International Holdings Limited, the honorary chairman of Hong Kong Federation of Fujian Association, the life honorary chairman of Hong Kong Fukien Chamber of Commerce, the vice chairman of Fujian Hong Kong Economic Co-operation, the life honorary chairman of the Chinese General Chamber of Commerce, an adviser of the Hong Kong Chinese Enterprises Association, the honorary president of the Chinese Bankers Club of Hong Kong, and appointed as the director and chairman of the board of governors of Chu Hai College of Higher Education Limited in November and December 2021 respectively. In addition, Mr. LAM has been a non-executive director of Bank of China International Limited (formerly known as “BOCI Capital Limited”) since July 2002. Currently, he is an independent non-executive director of Fujian Holdings Limited (stock code: 181), Xinyi Glass Holdings Limited (stock code: 868) and Yuzhou Group Holdings Company Limited (formerly known as “Yuzhou Properties Company Limited”, stock code: 1628). Mr. LAM was an independent non-executive director of Skymission Group Holdings Limited (stock code: 1429) until September 2021. Mr. LAM was awarded the HKSAR Gold Bauhinia Star in 2016 and Silver Bauhinia Star in 2003. He has more than 50 years of banking experience.

As far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, Mr. LAM did not hold 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 SFO.

Pursuant to the letter of appointment issued by the Company to Mr. LAM, his term of office is 3 years. He is also subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Articles.

Mr. LAM was paid HK\$250,000 as Director’s fee for the year ended 31 March 2024. The emoluments of Mr. LAM were determined by reference to his duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware and saved as disclosed above, there is no other information of Mr. LAM 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. LAM 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. 10 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 summarised 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 number of issued shares of the company as at the date of passing of the relevant resolution may be repurchased on the Stock Exchange.

2. ISSUED SHARES

As at the Latest Practicable Date, the existing number of issued Shares was 2,817,604,206 and the Company did not have any Treasury Shares.

Subject to the passing of ordinary resolution no. 10 granting the Repurchase Mandate and assuming that the existing number of issued Shares remains at 2,817,604,206 as at the date of the AGM and the Company does not have any Treasury Shares prior to the date of the AGM, the Company will be allowed to repurchase a maximum of 281,760,420 Shares, being 10% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the resolution.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Such repurchase for cancellation 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. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at

market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Company's Memorandum and Articles of Association, and the laws of the Cayman Islands. Share repurchase will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

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 31 March 2024 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>
2023		
July	1.880	1.800
August	1.840	1.760
September	1.780	1.560
October	1.680	1.550
November	1.600	1.340
December	1.410	1.320
2024		
January	1.400	1.220
February	1.300	1.110
March	1.160	1.010
April	1.070	0.970
May	1.260	1.020
June	1.150	0.990
July (up to the Latest Practicable Date)	1.150	1.080

6. UNDERTAKING

The Directors 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. To the best of the Directors' knowledge and belief, neither the explanatory statement nor the proposed share repurchase has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) 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 core 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 (as defined in the Takeovers Code), 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, the Chiu Family held 1,867,172,187 Shares, representing approximately 66.27% of the existing issued Shares (excluding Treasury Shares). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the shareholding of the Chiu Family in the Company would increase to approximately 73.63% of the issued Shares (excluding Treasury Shares). The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

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 shares would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of issued Shares (excluding Treasury Shares) in public hands.

8. SHARES REPURCHASES MADE BY THE COMPANY

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

9. STATUS OF REPURCHASED SHARES

The Company may cancel any repurchased Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

**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)****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, Dorsett Wanchai, Hong Kong, 387-397 Queen’s Road East, Wan Chai, Hong Kong on Friday, 23 August 2024 at 11:00 a.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 31 March 2024.
2. To declare a final dividend of HK\$0.10 per share for the year ended 31 March 2024 (the “Proposed Final Dividend”).
3. To re-elect Mr. Cheong Thard HOONG as an Executive Director.
4. To re-elect Ms. Wing Kwan Winnie CHIU as an Executive Director.
5. To re-elect Ms. Jennifer Wendy CHIU as an Executive Director.
6. To re-elect Mr. Kwong Siu LAM as an Independent Non-executive Director.
7. To authorise the board of Directors (the “Board”) to fix the respective Directors’ remuneration.
8. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.
9. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“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

* *For identification purposes only*

the Company to allot, issue and deal with additional shares of the Company (the “Shares”) (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options 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 authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of Shares 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 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 (the “Articles”) from time to time; or
 - (c) 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 total number of issued Shares (excluding treasury shares) 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 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 (the “Shareholders”) 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 10. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“**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”) or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and 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 (the “Listing Rules”) be and is hereby generally and unconditionally approved;
- (ii) the total number 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 total number of issued Shares (excluding treasury shares) 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 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 in general meeting.”
11. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions nos. 9 and 10 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 (including any sale or transfer of treasury shares out of treasury) pursuant to resolution no. 9 set out in the Notice be and is hereby extended by the addition to the total number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 10 set out in the Notice, provided that such amount of Shares so repurchased shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of this resolution.”

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

Hong Kong, 29 July 2024

Notes:

- a. For determining the entitlement to attend and vote at the Meeting, the Register of Members of the Company will be closed from Tuesday, 20 August 2024 to Friday, 23 August 2024, 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 share registrar in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 19 August 2024.
- b. For determining the entitlement to the Proposed Final Dividend, the Register of Members of the Company will also be closed from Thursday, 5 September 2024 to Monday, 9 September 2024, 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 share registrar in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 4 September 2024.
- c. 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. For the avoidance of doubt, holders of treasury shares of the Company (if any) shall abstain from voting at the Meeting in connection to such treasury shares. A proxy need not be a

member of the Company but must be present in person to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.

- d. 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 share registrar in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 11:00 a.m. on Wednesday, 21 August 2024 (Hong Kong time)) 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.
- e. 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.
- f. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the Notice will be voted by poll at the Meeting.

Shareholders who have elected to receive the corporate communications of the Company (the "Corporate Communications") in printed form (either in English or Chinese) will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.

This circular, in both English and Chinese, is available on the Company's website at www.fecil.com.hk and on the website of the Stock Exchange at www.hkexnews.hk. If, for any reason, Shareholders who have elected (or are deemed to have consented) to receive the Corporate Communications through the Company's website have difficulty in accessing the circular, the Company or the Company's share registrar in Hong Kong (Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong) will, upon receipt of a written request, promptly send to them a printed copy of the circular free of charge by mail.

Shareholders may at any time change their choice of language of all future Corporate Communications, or choose to receive all future Corporate Communications either in printed form or through the Company's website, by providing reasonable notice (of not less than 7 days) in writing to the Company's share registrar in Hong Kong, Tricor Standard Limited, by post at the above address or by email to 35_fecil_ecom@hk.tricorglobal.com.