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遠東控股國際有限公司

Far East Holdings International Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 36)

ANNOUNCEMENT

**DISCLOSURE MADE PURSUANT TO RULES 13.51B(1), 13.51(2) AND
13.51(5) OF THE LISTING RULES**

**RESIGNATION, APPOINTMENT AND RE-DESIGNATION
OF DIRECTORS**

AND

**CHANGE OF COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVES**

Financial adviser to the Company



This announcement is made by the Company disclosing the change of information in connection with (i) Mr. Duncan Chiu and Mr. Dennis Chiu, the executive Directors, required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules; (ii) Mr. Lui, the Company Secretary, required to be disclosed under Rule 13.51(5) of the Listing Rules; (iii) Dr. Ip Ngai Sang and Mr. Richard Yen required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and (iv) Mr. Derek Chiu required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

The trading in the shares of the Company on the Stock Exchange has been suspended since 12:05 p.m. on 3 September 2010 pending the release of an announcement which is price sensitive in nature. Further announcement(s) will be made to inform the Shareholders as and when appropriate when material development takes place.

In compliance with the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), this announcement is made by Far East Holdings International Limited (the “**Company**”) to disclose the change of information in connection with (i) Mr. Duncan Chiu and Mr. Dennis Chiu, the executive directors of the Company, required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules; (ii) Mr. Lui Hung Kwong, Michael, the secretary of the Company (“**Company Secretary**”), required to be disclosed under Rule 13.51(5) of the Listing Rules; (iii) Dr. Ip Ngai Sang and Mr. Richard Yen required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and (iv) Mr. Derek Chiu required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

RESIGNATION, APPOINTMENT AND RE-DESIGNATION OF DIRECTORS AND CHANGE OF CERTAIN KEY OFFICERS OF THE COMPANY

On 24 January 2011, the Company has made an announcement in relation to the resumption conditions provided by the Stock Exchange which the Company must address before the resumption of trading in the shares of the Company. The Company is taking certain measures including, among others, the change of certain members of the board (the “**Board**”) of directors of the Company (the “**Directors**”) and the key officers of the Company, and details of such changes are set out below.

Resignation of Directors

Mr. Duncan Chiu

In view that Mr. Duncan Chiu desires to allocate more time to deal with his respective personal matters, there are changes to the roles of Mr. Duncan Chiu in the Company. Mr. Duncan Chiu has stepped down and has resigned from the positions of the executive Director and authorized representative of the Company with effect from 2 November 2011 and is in the process of resigning from all directorship positions of all the companies within the Company and its subsidiaries (collectively, the “**Group**”) (except Jiangsu Bang Bang Silky Fashion Manufacturer Co. Ltd.), and is relieved from all daily executive functions (including his managing Director (the “**Managing Director**”)/ chief executive officer (“**Chief Executive Officer**”) roles and cheque signatory), a member of the remuneration committee and investment committee of the Company until all his personal matters have been resolved except that he will continue to act as the Company’s representative to the companies in which the Company has invested in, namely Jiangsu Bang Bang Silky Fashion Manufacturer Co. Ltd. and Beijing Kailan Aviation Technology Co. Ltd. (the “**Relevant Companies**”). The role of Mr. Duncan Chiu as the Company’s representative to the Relevant Companies is to act as a principal communication channel because he has the long-term relationships with the Relevant Companies and it is not practicable to seek replacement. Mr. Duncan Chiu will report to Mr. Richard Yen, the newly appointed executive Director and Chief Executive Officer/ Managing Director, and the Board regularly in respect of matters relating to each of the Relevant Companies. Mr. Duncan Chiu will assist Mr. Richard Yen to assume the overall control and monitoring functions of the Relevant Companies.

Mr. Duncan Chiu has confirmed that there is no disagreement between him and the Board and that, save for the matters disclosed in this announcement, there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Duncan Chiu for his valuable contribution to the Company during his tenure.

Mr. Dennis Chiu

In view that Mr. Dennis Chiu desires to devote more time to his commitments in other business engagement, he has tendered his resignation as an executive Director with effect from 2 November 2011.

Mr. Dennis Chiu has confirmed that there is no disagreement between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Dennis Chiu for his valuable contribution to the Company during his tenure.

Appointment of Directors

The Board is pleased to announce that Dr. Ip Ngai Sang (“**Dr. Ip**”) and Mr. Richard Yen (“**Mr. Yen**”) have been appointed as executive Directors with effect from 2 November 2011. Further details of Dr. Ip and Mr. Yen are set out below.

Dr. Ip Ngai Sang

Dr. Ip Ngai Sang, aged 48, is the business development manager of the Company who is mainly responsible for communicating and managing the portfolio investments of the Group in information, communication and technology companies. Prior to joining the Company, Dr. Ip held senior positions in various international and local corporations and university. He has worked in Reuters Corporation for more than 16 years, and was the chief architect and technical evangelist leading the development of information broadcasting system upon his departure. He has been awarded as Honorary Doctor of Engineering at Lincoln University and Fellow at Asian College of Knowledge Management and he was elected as “100s Chinese IT Youth Elite 2007” in 2007. He is a Chartered Engineer and a member of the Hong Kong Institution of Engineers. Currently, he served as a consultant and committee member in various governmental, semi-governmental and non-governmental agencies. Dr. Ip received his bachelor degree with major in Computer Science in the Chinese University of Hong Kong and received his degree in Executive Master of Business Administration in the Chinese University of Hong Kong. He joined the Company in April 2009.

Dr. Ip has been appointed for a fixed term of 2 years and such term of appointment may be terminated by either party giving not less than three-month prior notice in writing. According to the service contract between the Company and Dr. Ip, Dr. Ip is entitled

to an annual remuneration of HK\$540,000 per annum and a discretionary bonus, which is determined with reference to his duties and responsibilities within the Group, the Group's performance and the then prevailing market conditions. This discretionary bonus is determined by the remuneration committee of the Company and subject to approval by the Board (in which Dr. Ip shall be abstained from voting on such resolution regarding the amount of discretionary bonus payable to him).

Save as disclosed above, Dr. Ip does not hold any other position with the Company or any of its subsidiaries, and has not been a director in any other listed company in the past three years and has no other major appointments and professional qualifications. Dr. Ip has no relationship with any Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, Dr. Ip does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Dr. Ip that need to be brought to the attention of the Shareholders and there is no information in respect of Dr. Ip that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Richard Yen

Mr. Richard Yen, aged 43, has been appointed as the Chief Executive Officer/Managing Director. Mr. Yen will be mainly responsible for reviewing and managing the daily operations of the Group. Prior to joining the Company, Mr. Yen has over 20 years of executive management and mergers and acquisitions experience in the region, working in multinational companies in Japan, US and China. Mr. Yen possesses extensive industry knowledge in advanced technology and consumer products, and devises corporate strategies related to technology and regional business development. He had also served as the executive director and chief operating officer of KH Investment Holdings Limited (formerly known as “Golife Concepts Holdings Ltd.”) (stock code: 8172) from 2006 to 2008.

Mr. Yen holds a bachelor's degree in Aerospace Engineering and a master degree in business administration in International Management from Boston University.

Mr. Yen has been appointed for a fixed term of 2 years and such term of appointment may be terminated by either party giving not less than three-month prior notice in writing. According to the service contract between the Company and Mr. Yen, Mr. Yen is entitled to an annual remuneration of HK\$960,000 per annum and a discretionary bonus, which is determined with reference to his duties and responsibilities within the Group, the Group's performance and the then prevailing market conditions. This discretionary bonus is determined by the remuneration committee of the Company and subject to approval by the Board (in which Mr. Yen shall be abstained from voting on such resolution regarding the amount of discretionary bonus payable to him).

Save as disclosed above, Mr. Yen does not hold any other position with the Company or any of its subsidiaries, and has not been a director in any other listed company in the past three years and has no other major appointments and professional qualifications. Mr. Yen has no relationship with any Directors, senior management or substantial or controlling Shareholders. As at the date of this announcement, Mr. Yen does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Yen that need to be brought to the attention of the Shareholders and there is no information in respect of Mr. Yen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Re-designation of Mr. Derek Chiu

Mr. Derek Chiu, aged 45, a non-executive Director, has ceased to be a non-executive Director and has been re-designated as an executive Director and a member of the remuneration committee of the Company with effect from the date of this announcement. Mr. Derek Chiu will resign as a member of the audit committee of the Company with effect from the date of this announcement. Mr. Derek Chiu was first appointed as a non-executive Director in 1989. He is also the managing director and chief executive of Far East Hotels and Entertainment Limited (stock code: 37), a company listed on the main board of the Stock Exchange. Mr. Derek Chiu has extensive experience in the operation of amusement parks and entertainment business.

Mr. Derek Chiu has been appointed for an initial term of one year subject to retirement and re-election at the next annual general meeting of the Company pursuant to the articles of association of the Company. There is no service contract entered into between Mr. Derek Chiu and the Company or any of its subsidiaries. Mr. Derek Chiu receives emolument from the Company that is determined by the Board from time to time with reference to the prevailing market conditions and director's fee of HK\$360,000 per annum which is also determined with reference to market conditions.

Save as disclosed above, Mr. Derek Chiu does not hold any other position with the Company or any of its subsidiaries, and has not been a director in any other listed company in the past three years, and has no other major appointments and professional qualifications.

He is the son of Deacon Te Ken Chiu, J.P. and the brother of Messrs. Dennis Chiu, Desmond Chiu and Duncan Chiu. Save as disclosed, Mr. Derek Chiu has no relationship with any Directors, senior management or substantial or controlling Shareholders.

As at the date of this announcement, Mr. Derek Chiu has personal interest of 88,440 shares in the Company. Save as disclosed, Mr. Derek Chiu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-designation of Mr. Derek Chiu that need to be brought to the attention of the Shareholders and there is no information in respect of Mr. Derek Chiu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Change of Company Secretary of the Company

The Board announces that Mr. Lui Hung Kwong (“**Mr. Lui**”) has stepped down and has resigned from the position of the Company Secretary, Financial Controller and authorized representative of the Company with effect from 2 November 2011. Before the appointment of the Financial Controller, Mr. Yen will oversee the financial functions of the Group. The Company is in the process of recruiting an appropriate candidate to fill the position of Financial Controller.

Mr. Lui has confirmed that there is no disagreement between him and the Board and that, save for the matters disclosed in this announcement, there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Lui for his valuable contribution to the Company during his tenure.

The Board announces that Ms. Man Tsz Sai, Lavender (“**Ms. Man**”), has been appointed as Company Secretary with effect from 2 November 2011. Ms. Man had served as company secretary in various Hong Kong listed companies and has been engaged in the field of provision of company secretarial services for more than 13 years. She is an associate of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

Change of authorized representatives

The Board announces that Mr. Derek Chiu and Ms. Man Tsz Sai, Lavender, shall act as its authorised representatives replacing Mr. Duncan Chiu and Mr. Lui with effect from 2 November 2011.

Change of position of Investment Manager

The Board announces that Ms. Yung Kim Bing, Wendy has stepped down and resigned from the positions of the senior investment manager of the Company with effect from 2 November 2011. At present, the Board will not fill this position. Individual investments of the Group will be subject to the review and endorsement by the investment committee of the Company, which comprises three Directors of which two must be independent non-executive Directors, or managed and approved by any two executive Directors based on their respective size and nature. As at the date of this announcement, the investment committee of the Company comprises Dr. Lee G. Lam (chairman of the investment committee), Mr. Derek Chiu and Mr. Eugene Yun Hang Wang. The Company has enhanced its investment policies as part of its continuing review of internal control and corporate governance procedures.

GENERAL

The trading in the shares of the Company on the Stock Exchange has been suspended since 12:05 p.m. on 3 September 2010 pending the release of an announcement which is price sensitive in nature. Further announcement(s) will be made to inform the Shareholders as and when appropriate when material development takes place.

By Order of the Board
Far East Holdings International Limited
Derek Chiu
Director

Hong Kong, 2 November 2011

As at the date of this announcement, the Board comprises eight Directors, of which four are executive Directors, namely Deacon Te Ken Chiu, J.P., Mr. Derek Chiu, Dr. Ip Ngai Sang and Mr. Richard Yen; one is non-executive Director, namely Mr. Desmond Chiu; three are independent non-executive Directors, namely Dr. Lee G. Lam, Mr. Eugene Yun Hang Wang and Mr. Andrew Chun Wah Fan.