

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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Far East Holdings International Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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.



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)

**(1) GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED ADOPTION OF THE NEW ARTICLES OF
ASSOCIATION; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 5 June 2023 at 2: 00 p.m. is set out on pages 18 to 21 of this circular. A form of proxy is enclosed. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting. 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 (as the case may be) should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

The English text of this circular shall prevail over the Chinese text.

21 April 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
General Mandate to Repurchase Shares	3
General Mandate to Issue Shares	4
Re-election of Directors	4
Proposed Adoption of the New Articles of Association	5
AGM	6
Responsibility Statement	7
Recommendation	7
General	7
APPENDIX I — EXPLANATORY STATEMENT	8
APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	11
APPENDIX III — PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION	15
APPENDIX IV — NOTICE OF ANNUAL GENERAL MEETING	18

DEFINITIONS

In this circular, the expressions below have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 5 June 2023 at 2:00 p.m., notice of which is set out on pages 18 to 21 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Far East Holdings International Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company for the time being
“Existing Articles of Association”	the existing articles of association of the Company adopted by way of a special resolution passed at a general meeting held on and with effect from 5 June 2017
“Group”	the Company and its subsidiaries
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to allot, issue and deal with additional Shares up to a maximum of 20% of the number of issued Shares at the date of the passing of the relevant resolution
“Latest Practicable Date”	17 April 2023, 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
“New Articles of Association”	the amended articles of association of the Company proposed to be adopted at the AGM
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase not exceeding 10% of the number of issued Shares at the date of the passing of the relevant resolution

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of The Hong Kong Special Administrative Region
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Eric Todd (*Chairman*)
Mr. Cheung Sze Ming
Mr. Zhu Weiwen

Registered Office:

Unit 904, 9th Floor
Wings Building
110–116 Queen's Road Central
Central, Hong Kong

Independent Non-executive Directors:

Mr. Wong Kui Shing, Danny
Mr. Mak Ka Wing, Patrick
Mr. Lam Wai Hung

21 April 2023

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED ADOPTION OF THE NEW ARTICLES OF
ASSOCIATION; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM which include, among other matters, the approval of the (i) grant of the Repurchase Mandate and the Issue Mandate; (ii) re-election of Directors; (iii) the adoption of the New Articles of Association; and (iv) to give you notice of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a new general and unconditional mandate to enable them to repurchase Shares at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution up to a maximum of 10% of the number of issued Shares at the date of the passing of the relevant resolution.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there was a total of 1,089,118,593 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed to repurchase a maximum of 108,911,859 Shares.

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will also be proposed at the AGM that the Directors be granted a new general and unconditional mandate to enable them to allot, issue, and deal with additional Shares up to a maximum of 20% of the number of issued Shares at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 1,089,118,593 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company will be allowed to issue a maximum of 217,823,718 Shares.

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company unless renewed at such meeting or until revoked or varied by ordinary resolutions passed by the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

An explanatory statement required under the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

Pursuant to Articles 73 and 74 of the Articles of Association and code provision A.4.2 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules (the “CG Code”), Mr. Eric Todd shall retire by rotation from office and being eligible, offer himself for re-election as Director at the AGM.

Pursuant to Articles 78 of the Articles of Association, (i) Mr. Lam Wai Hung, who was appointed as an independent non-executive Director with effect from 30 September 2022 to fill the casual vacancy occasioned by the resignation of Ms. Kwan Shan; (ii) Mr. Cheung Sze Ming, who was appointed as an executive Director with effect from 17 February 2023 to fill the casual vacancy occasioned by the resignation of Mr. Sheung Kwong Cho; and (iii) Mr. Zhu Weiwen, who was appointed as an executive Director with effect from 20 March 2023, shall hold office until the AGM and being eligible, will offer themselves for re-election as Directors at the AGM.

Details of the Directors proposed to be re-elected are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 21 April 2023 in relation to the proposed adoption of the New Articles of Association.

The Board proposes to amend the Existing Articles of Association and to adopt the New Articles of Association in substitution for and to the exclusion of the Existing Articles of Association in order to, among others, comply with the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules. The major areas of proposed amendments to the Existing Articles of Association that will be incorporated in the New Articles of Association are summarised below:

- (a) to provide that the Company shall in each financial year hold a general meeting as its annual general meeting;
- (b) to provide that two persons appointed by the clearing house as authorised representative or proxy shall form a quorum in a general meeting for all purposes;
- (c) to allow every Shareholder to have the right to speak and to vote at a general meeting, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (d) to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that annual general meeting;
- (e) to allow extension of the period(s) for the closure of the register of holders of the debentures of the Company for a further period not exceeding thirty (30) days in respect of any year if approved by Shareholders by ordinary resolution;
- (f) to clarify that the branch register of members in Hong Kong shall be open for inspection by Shareholders but the Company may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
- (g) to clarify that any one or more Shareholder(s) holding at the date of deposit of the requisition not less than 5% of the total voting rights of all Shareholders shall have at all times the right, by written requisition to the Board, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;
- (h) to clarify that Shareholders may at any general meeting by ordinary resolution remove the auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another auditor in his stead for the remainder of his term;

LETTER FROM THE BOARD

- (i) to clarify that the remuneration of the auditors shall be fixed by the Company by an ordinary resolution passed in general meeting or in such manner as the Shareholders may by ordinary resolution determine;
- (j) to clarify that subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Company may by special resolution alter its articles of association; and
- (k) to make other housekeeping amendments and corresponding and ancillary amendments to the Existing Articles of Association as deemed necessary.

Particulars of the proposed amendments to the Existing Articles of Association, which will be effected by the proposed adoption of the New Articles of Association, are set out in Appendix III to this circular. The proposed adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. If the proposed adoption of the New Articles of Association is approved, the New Articles of Association will take effect immediately.

The legal advisers of the Company as to Hong Kong law have confirmed to the Company that the New Articles of Association conform with the relevant parts of Appendix 3 to the Listing Rules and, on the whole, are not inconsistent with the Listing Rules and the laws of Hong Kong. In addition, the Company has confirmed to the Stock Exchange that there is nothing unusual about the proposed amendments to the Existing Articles of Association for a company listed in Hong Kong.

The Shareholders are advised that the New Articles of Association are drafted in English and that there is no official Chinese translation of them. The Chinese translation of the New Articles of Association is provided for reference only. In the event of any inconsistency between the English version and the Chinese version, the English version shall prevail.

AGM

A notice convening the AGM is set out in Appendix IV to this circular. A form of proxy is despatched with this circular and published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.0036.com.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return it to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM. 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 (as the case may be) if you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Wednesday, 31 May 2023 to Monday, 5 June 2023 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4: 30 p.m. on Tuesday, 30 May 2023.

Pursuant to rule 13.39(4) of the Listing Rules, resolutions set out in the notice of AGM will be put to the vote by way of poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that (i) the grant of the Repurchase Mandate and the Issue Mandate; (ii) the re-election of the Directors; and (iii) the adoption of the New Articles of Association are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of each of the resolutions as set out in the notice of the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

Yours faithfully,
By Order of the Board
Far East Holdings International Limited
Mr. Eric Todd
Chairman & Executive Director

This explanatory statement contains the information required under rule 10.06(1)(b) of the Listing Rules to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 1,089,118,593 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 108,911,859 Shares.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at that 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 be to the benefit of the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles of Association and the Companies Ordinance. Such funds include distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purposes of the repurchase.

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report for the year ended 31 December 2022) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

The following table shows the highest and the lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.182	0.119
May	0.172	0.116
June	0.138	0.116
July	0.130	0.108
August	0.126	0.100
September	0.120	0.090
October	0.125	0.076
November	0.099	0.072
December	0.126	0.085
2023		
January	0.111	0.094
February	0.110	0.083
March	0.106	0.080
April (up to and including the Latest Practicable Date)	0.088	0.081

5. UNDERTAKING AND DISCLOSURE OF INTERESTS

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) have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the Companies Ordinance.

The Company has not been notified by any core connected person (as defined in the Listing Rules) that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is granted by the Shareholders.

6. TAKEOVERS CODE

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 purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding to the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

MR. ERIC TODD

Executive Director

Mr. Todd, aged 61, joined the Group in February 2021 as the chairman of the Board and an executive Director. Mr. Todd is also the chairman of investment committee of the Company and a director of certain subsidiaries of the Company. Mr. Todd possesses extensive professional experience in the auditing, financial management, investment and media industry. Mr. Todd holds a Bachelor's degree in Business Administration in Accounting and Finance from the School of Management of Boston University in Massachusetts, United States of America. Mr. Todd has qualified as an U.S. Certified Public Accountant in 1989 and was a member of the American Institute of Certified Public Accountants from 1989 to 2010. Mr. Todd started his career at the Hong Kong office of KPMG (formerly known as KPMG Peat Marwick) from 1985 to 1990 and subsequently joined the Standard Chartered Bank Group and worked from 1991 to 1995. Prior to joining the Company, he had been employed as a business consultant and also served as finance director for several companies engaged in the media industry.

Mr. Todd is currently an independent non-executive director of Wan Kei Group Holdings Limited (stock code: 1718) whose securities are listed on the Main Board of the Stock Exchange.

Mr. Todd was an executive director of Shi Shi Services Limited (stock code: 8181) from August 2016 to September 2020, the executive director of Chinese Food and Beverage Group Limited (stock code: 8272) from March 2020 to April 2021 and the independent non-executive director of Jimu Group Limited (stock code: 8187) from May 2021 to February 2022. The securities of these companies were/are listed on the GEM of the Stock Exchange.

Mr. Todd was a director of Tech Pro Technology Development Limited (stock code: 3823) ("Tech Pro") for the period from 13 March 2020 to 23 June 2021, the securities of Tech Pro were listed on the Main Board of the Stock Exchange and delisted on 2 March 2020.

Mr. Todd was an executive director of Hsin Chong Group Holdings Limited (stock code: 404) from March 2017 to March 2019, an executive director of DeTai New Energy Group Limited (stock code: 559) from March 2020 to September 2021 and a non-executive director of Leyou Technologies Holdings Limited (stock code: 1089) from July 2015 to December 2020, the securities of these companies were/are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Todd has not held any directorship in other public listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Mr. Todd does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. Todd has entered into a letter of appointment with the Company for a term of one year commencing from 26 February 2021 and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Todd is entitled to an annual emolument of HK\$600,000 which has been determined by the Board with reference to his duties and experience.

As at the Latest Practicable Date, Mr. Todd did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Todd that is required to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

MR. LAM WAI HUNG

Independent Non-executive Director

Mr. Lam, aged 42, joined the Group in September 2022 and was appointed as an independent non-executive Director, the chairman of audit committee and a member of each of the nomination committee and the remuneration committee of the Company. Mr. Lam holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University and is a member of the Association of Chartered Certified Accountants. He had been working in various companies listed on the Stock Exchange, and was responsible for works related to financial management, corporate finance, merger and acquisition, investor relationship and corporate governance. Mr. Lam is currently an independent non-executive director of Kin Shing Holdings Limited (stock code: 1630) whose securities are listed on the Main Board of the Stock Exchange. Mr. Lam is currently an independent non-executive director of Smart City Development Holdings Limited (formerly known as Deson Construction International Holdings Limited) (stock code: 8268) whose securities are listed on GEM of the Stock Exchange. Mr. Lam was an independent non-executive director of Jimu Group Limited (stock code: 8187) for the period from 25 May 2021 to 14 January 2022 whose securities are listed on GEM of the Stock Exchange. Mr. Lam was an executive director of Ming Lam Holdings Limited (formerly known as Sino Haijing Holdings Limited) (“**Ming Lam**”) for the period from 19 March 2015 to 4 September 2020 (stock code: 1106) whose securities were previously listed on the Main Board of the Stock Exchange until 2 November 2021. Mr. Lam was informed that Ming Lam was ordered to be wound up and an official receiver was appointed as the provisional liquidator by the High Court of Hong Kong on 31 August 2020. Mr. Lam confirmed that he was not a party of such winding up proceedings and is not aware of any actual or potential claim that has been or will be made against him as a result of the above.

Save as disclosed above, Mr. Lam has not held any directorship in other public listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Mr. Lam does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. Lam has entered into a letter of appointment with the Company for a term of one year commencing from 30 September 2022 and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Lam is entitled to an annual emolument of HK\$216,000 which has been determined by the Board with reference to his duties and experience.

As at the Latest Practicable Date, Mr. Lam did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Lam that is required to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

MR. CHEUNG SZE MING

Executive Director

Mr. Cheung, aged 53, joined the Group in February 2023 as an executive Director, the chief financial officer, the company secretary and a member of the investment committee of the Company. Mr. Cheung has over 20 years of working experience from an international audit firm and public listed companies. Mr. Cheung is currently an executive director, the company secretary and the chief financial officer of Affluent Partners Holdings Limited, a company listed on the Stock Exchange (stock code: 1466) since April 2018, an independent non-executive director of Ocean Line Port Development Limited, a company listed on the GEM of the Stock Exchange (stock code: 8502) since November 2020, and an independent non-executive director of Great Wall Belt & Road Holdings Limited, a company listed on the Stock Exchange (stock code: 524) since March 2021. Mr. Cheung holds a bachelor's degree in Accountancy from the Hong Kong Polytechnic University. He is also a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He had spent about 8 years in an international audit firm and was an audit manager before he left the firm. Thereafter, Mr. Cheung has held different senior positions in various public listed companies. He was an executive director and chief financial officer of Dingyi Group Investment Limited, a company listed on the Stock Exchange (stock code: 508), from October 2011 to March 2018.

Save as disclosed above, Mr. Cheung has not held any directorship in other public listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Mr. Cheung does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. Cheung has entered into a letter of appointment with the Company for a term of one year commencing from 17 February 2023 and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Cheung is entitled to an annual emolument of HK\$360,000 which has been determined by the Board with reference to his duties and experience.

As at the Latest Practicable Date, Mr. Cheung did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Cheung that is required to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

MR. ZHU WEIWEN

Mr. Zhu, aged 45, joined the Group in March 2023 as an executive Director. Mr. Zhu has over 10 years of working experience in managerial positions from companies in the Mainland China and Australia in the areas of technology, dairy production and mining. Mr. Zhu is currently an executive director and a general manager of Xiamen Oriental Hong Yu Technology Company Limited* (廈門東方虹宇科技有限公司) since May 2004, an executive director and a general manager of Ganzhou Shifeng Mining Company Limited* (贛州市鑫豐礦業有限責任公司) since July 2011, and an executive director and a general manager of Xiamen Zhengrong Investment Company Limited* (廈門正嶸投資有限公司) since August 2012. He also had been the chairman of Australia Deloraine Dairy Pty Ltd from January 2016 to April 2019.

Save as disclosed above, Mr. Zhu has not held any directorship in other public listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date. Mr. Zhu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. Zhu has entered into a letter of appointment with the Company for a term of one year commencing from 20 March 2023 and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Zhu is entitled to an annual emolument of HK\$240,000 which has been determined by the Board with reference to his duties and experience.

As at the Latest Practicable Date, Mr. Zhu did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Zhu that is required to be disclosed pursuant to any of the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

* *The English translation of the Chinese names are for identification purpose only and shall not be regarded as the official English translation of such Chinese names.*

The following are the proposed amendments to the Existing Articles of Association brought about by the adoption of the New Articles of Association. Unless otherwise specified, clauses, paragraphs, clause numbers and Article numbers referred to herein are clauses, paragraphs, clause numbers and Article numbers of the Existing Articles of Association.

- | Article number | Proposed amendments
(showing changes to the original clause) |
|-----------------------|--|
| 1) 13A. | <u>The branch register of members in Hong Kong shall be open for inspection by members but the Company may be permitted to close the register on terms equivalent to section 632 of the Ordinance.</u> |
| 2) 39. | A Register of the holders of the debentures of the Company shall be kept at the Office, and shall be open to inspection by the registered holders of such debentures and by any member, subject to such restrictions as the Company in general meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the members by ordinary resolution.</u> |
| 3) 40. | The Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting, in addition to any other meetings in that year. The annual general meeting shall be held at such time and place as may be determined by the Directors in accordance with the Ordinance. |
| 4) 42. | In the case of a general meeting called in pursuance of a requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted. <u>Any one or more member(s) holding at the date of deposit of the requisition not less than 5% of the total voting rights of all members shall have at all times the right, by written requisition to the Board, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition.</u> |

- | Article number | Proposed amendments
(showing changes to the original clause) |
|----------------|---|
| 5) 43. | Subject to the provisions of section 564 of the Ordinance relating to special resolutions, at least twenty-one 21 clear days notice of any annual general meeting and at least 14 clear days' notice shall be given of every other general meeting specifying (where applicable) that the meeting is an annual general meeting the place, the day, and the hour of meeting, and the general nature of the business; shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in general meeting; but the accidental omission to give notice to any member of such notice, shall not invalidate the proceedings at any general meeting. |
| 6) 45. | No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; and such quorum shall consist of not less than two members personally present or present by proxy <u>or two persons appointed by the clearing house as authorised representative or proxy.</u> |
| 7) 54. | <u>All members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u> Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted. |
| 8) 78. | The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board. Any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the next following first annual general meeting of the Company <u>after his appointment</u> , and shall then be eligible for re-election. |

Article number	Proposed amendments (showing changes to the original clause)
9) 111.	Subject as otherwise provided by the Ordinance the remuneration of the Auditors shall be fixed by the Company <u>by an ordinary resolution passed in general meeting or in such manner as the members may by ordinary resolution determine</u> provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.
10) <u>111A.</u>	<u>Members may at any general meeting by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</u>
11) <u>139.</u>	<u>Subject to the Ordinance, the Company may by special resolution alter its articles.</u>

Other amendments to the Existing Articles of Association are also proposed, including making various corresponding and ancillary amendments for clarity and consistency and other amendments which the Company deems necessary or desirable.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Far East Holdings International Limited (the “Company”) will be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 5 June 2023 at 2:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) and the reports of the directors and the auditor of the Company for the year ended 31 December 2022.
2. 2.1 To re-elect the following directors of the Company (the “Directors”), each as a separate resolution:
 - (a) Mr. Eric Todd;
 - (b) Mr. Lam Wai Hung;
 - (c) Mr. Cheung Sze Ming; and
 - (d) Mr. Zhu Weiwen.
- 2.2 To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to fix its remuneration.

As special businesses, to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions:

4. “**THAT**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and

regulations of the SFC, the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the maximum number of shares of the Company (“**Shares**”) to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued Shares at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

5. “**THAT**

- (a) subject to paragraph (c) below, 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 and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under the Share Option Scheme (as hereinafter defined) of the Company; or (iii) the exercise of rights of conversion under the terms of any securities which are convertible into Shares or warrants to subscribe for Shares; and/or

(iv) any scrip dividend or other 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, shall not exceed 20% of the number of issued Shares at the date of the passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company); and

“**Share Option Scheme**” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue of Shares or rights to acquire Shares.”

6. “**THAT** conditional upon the passing of resolutions 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to resolution 4 set out in the notice convening this meeting.”

As special business, to consider and, if thought fit, with or without amendments pass the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

7. “**THAT** the proposed amendments to the existing articles of association of the Company (the “**Existing Articles of Association**”) as set forth in Appendix III to the circular of the Company dated 21 April 2023 be and are hereby approved, and the amended articles of association of the Company (the “**New Articles of Association**”) in the form produced to the meeting and marked “A” and initialled by the chairman of the meeting for identification purposes be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Articles of Association with immediate effect, and any one Director be and is hereby authorised to do all things necessary to implement the adoption of the New Articles of Association.”

By Order of the Board
Far East Holdings International Limited
Mr. Eric Todd
Chairman & Executive Director

Hong Kong, 21 April 2023

Notes:

- (a) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (b) Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders of the Company shall, in respect of such Share, be entitled alone to vote in respect thereof.
- (c) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed must be lodged at the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or the adjourned meeting (as the case may be).
- (d) To ascertain shareholders’ eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 31 May 2023 to Monday, 5 June 2023 (both days inclusive), during which period no transfer of Shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4: 30 p.m. on Monday, 29 May 2023.
- (e) Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM, if he/she so wishes. If such shareholder does so, his/her form of proxy will be deemed to have been revoked.
- (f) Each of the resolutions set out in this notice will be voted by way of a poll.