
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any 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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Far East Horizon Limited, you should at once hand this circular, together with the enclosed 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 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.



遠東宏信有限公司
FAR EAST HORIZON LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 3360)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Far East Horizon Limited to be held at 3:00 p.m. on Wednesday, 7 June 2023 at Emerald I&II, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.fehorizon.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 3:00 p.m. on Monday, 5 June 2023 (Hong Kong time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

2 May 2023

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Retiring Directors	4
3. Proposed Appointment of Independent Non-executive Director	4
4. Proposed Granting of General Mandates to Buy Back and to Issue Shares	5
5. Responsibility Statement	6
6. Annual General Meeting and Proxy Arrangement	6
7. Recommendation	6
 Appendix I – Details of the Retiring Directors Proposed to be Re-elected/ the Independent Non-executive Director Proposed to be Appointed at the Annual General Meeting.	
	7
 Appendix II – Explanatory Statement on the Share Buy-back Mandate ...	
	12
Notice of Annual General Meeting	15

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on Wednesday, 7 June 2023 at Emerald I&II, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“China” or “the PRC”	The People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administration Region of the PRC and Taiwan;
“Company”	Far East Horizon Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“CG Code”	the Corporate Governance Code set out in Appendix 14 of the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 4(b) of the Letter from the Board, a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares in the share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular;

DEFINITIONS

“Latest Practicable Date”	25 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;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company;
“Share Buy-back Mandate”	as defined in paragraph 4(a) of the Letter from the Board, a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares in the share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular;
“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 issued by the Securities and Futures Commission in Hong Kong as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



遠東宏信有限公司 FAR EAST HORIZON LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 3360)

Executive Directors:

Mr. KONG Fanxing (*Chairman,
Chief Executive Officer*)
Mr. WANG Mingzhe (*Chief Financial Officer*)
Mr. CAO Jian (*Senior Vice President*)

Registered Office and Headquarters:

Unit 6608, 66/F
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

Non-executive Directors:

Mr. CHEN Shumin (*Vice Chairman*)
Ms. WEI Mengmeng
Mr. LIU Haifeng David
Mr. John LAW
Mr. KUO Ming-Jian

Principal Place of Business in the PRC:

Far East Horizon Plaza
9 Yaojiang Road
Pudong
Shanghai
The People's Republic of China

Independent Non-executive Directors:

Mr. HAN Xiaojing
Mr. LIU Jialin
Mr. CAI Cunqiang
Mr. YIP Wai Ming

2 May 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for, including but not limited to, (i) re-election of the retiring Directors; (ii) proposed appointment of an independent non-executive Director; and (iii) the granting to the Directors of the Share Buy-back Mandate and the Issuance Mandate to buy back Shares and to issue new Shares respectively; and to give the Shareholders notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 71 of the Articles of Association, Mr. CAO Jian, Mr. CHEN Shumin and Ms. WEI Mengmeng shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting, at which an ordinary resolution for the re-election of each of the retiring Directors will be proposed for Shareholders' approval.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to code provision B.2.4(b) of the CG Code, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting. In accordance with code provision B.2.4(a) of the CG Code, the length of tenure of each existing independent non-executive Director is set out below:

Mr. HAN Xiaojing	12 years
Mr. LIU Jialin	12 years
Mr. CAI Cunqiang	12 years
Mr. YIP Wai Ming	12 years

Because of his age, Mr. CAI Cunqiang intends to resign from the positions of independent non-executive Director, chairman of the Environmental, Social and Governance Committee and member of the Strategy and Investment Committee with effect from the appointment of a new independent non-executive Director by way of an ordinary resolution by Shareholders at the AGM.

In order to fill the vacancy resulting from the resignation of Mr. CAI Cunqiang, and in compliance with the requirements of code provision B.2.4(b) of the CG Code, the Board has considered and approved the proposed recommendation of Mr. WONG Ka Fai Jimmy (“**Mr. Wong**”) as independent non-executive Director, and the proposed appointment will be put forward at the AGM for Shareholders' consideration and approval as an ordinary resolution.

The Remuneration and Nomination Committee of the Company (the “**Remuneration and Nomination Committee**”) has reviewed and assessed the independence of Mr. Wong based on the written confirmation of independence provided by Mr. Wong in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules, and believes that Mr. Wong satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules.

The Board believes that Mr. Wong has extensive knowledge of the global economy, financial business, investment and financial management, which are all related to the Company's business. In addition, his strong educational background, as well as his breadth and diversity of experience have enabled him to provide valuable and diverse views, as well as relevant insights to the Board, and to contribute to the diversity of the Board.

The appointment of Mr. Wong as independent non-executive Director will take effect upon consideration and approval at the AGM. Details of Mr. Wong are set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK AND TO ISSUE SHARES

At the annual general meeting of the Company held on 8 June 2022, general mandates were granted to the Directors to buy back and to issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back and to issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange not exceeding 10% of the total number of issued shares in the share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular (i.e. a total of 431,678,997 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued shares in the share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular (i.e. a total of 863,357,994 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the total number of Shares bought back by the Company pursuant to the Share Buy-back Mandate.

With reference to the Share Buy-back Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to buy back any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. 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 in this circular or this circular misleading.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting shall 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. An announcement on the poll results will be published by the Company after the conclusion of the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.fehorizon.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 3:00 p.m. on Monday, 5 June 2023 (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors consider that the resolutions regarding, inter alia, the proposed re-election of retiring Directors, proposed appointment of an independent non-executive Director and the proposed granting of the Share Buy-back Mandate and the Issuance Mandate as set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board

Far East Horizon Limited
KONG Fanxing

Chairman, Chief Executive Officer and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

(1) Mr. CAO Jian

Mr. CAO Jian (“**Mr. Cao**”), aged 48, is the senior vice president of the Company and was appointed as an executive director the Company on 24 February 2023.

Mr. Cao graduated from Nankai University (南開大學) with a bachelor’s degree in finance in June 1997, and obtained a master’s degree in finance from the University of International Business and Economics (對外經濟貿易大學) in December 2006 and an MBA from Shanghai Jiaotong University (上海交通大學) in June 2008.

Mr. Cao started his career in 1997, and joined International Far Eastern Leasing Co., Ltd. (遠東國際融資租賃有限公司) in September 2002 and gained extensive experience in corporate management, serving multiple managerial roles, among others, the deputy general manager, the standing deputy general manager and the general manager of the healthcare business division, the assistant president and the vice president of the Company. Mr. Cao was appointed as the senior vice president of the Company in January 2013, and has concurrently served as the general manager of the factoring business division since December 2021, and currently serves as the executive director and the general manager of East Horizon Factoring (Tianjin) Co., Limited (遠宏商業保理(天津)有限公司).

Mr. Cao has over 20 years of experience in the financial leasing industry.

Save as disclosed above, Mr. Cao (1) did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, (2) did not have other major appointments and professional qualifications, (3) is not related to any Directors, senior management, other substantial or controlling shareholder (as defined in the Listing Rules) of the Company, and (4) did not hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Cao had the following interests in Shares/underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO:

	No. of Shares of the Company	Approximate % of the issued share capital of the Company
Mr. Cao	26,773,560	0.62%

Save as disclosed above, Mr. Cao did not have or was not deemed to have any other interests or short positions in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Cao has entered into a service contract with the Company for a term of three years commencing from 24 February 2023, under which Mr. Cao will not receive any remuneration as an executive Director. For holding other positions with the Company and other members of the Group, Mr. Cao will receive from the Group an annual emolument of RMB2,674,018 as salaries, allowances and benefits in kind and RMB62,594 as pension scheme contributions. Mr. CAO Jian is also entitled to a bonus payment at the discretion of the Board, which will be determined with reference to the Group's remuneration policy, market rate and the Group's indicators for performance appraisal. Mr. Cao is subject to retirement, re-election and replacement in accordance with the Articles of Association.

Save as disclosed above, there is no information which is discloseable nor is Mr. Cao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Cao that need to be brought to the attention of the Shareholders in relation to his re-election.

NON-EXECUTIVE DIRECTORS

(2) Mr. CHEN Shumin

Mr. CHEN Shumin (“**Mr. Chen**”), aged 56, was appointed as a non-executive director of the Company on 24 February 2023.

Mr. Chen is currently the deputy chief accountant and chief financial officer of Sinochem Holdings Corporation Limited (中國中化控股有限責任公司, “**Sinochem**”). He is also a member of the Second Accounting Standards Advisory Committee for Business Enterprises of the Ministry of Finance of the People's Republic of China. Mr. Chen received a bachelor's degree in financial accounting from Beijing Business College(北京商學院) and a master's degree in business administration from Xiamen University(廈門大學). Mr. Chen holds the qualifications of senior accountant and financial manager.

After graduation, Mr. Chen worked in China International Book Trading Corporation (中國國際圖書貿易總公司) and joined Sinochem in April 1989. He served as the head of the finance section in the company's finance and accounting department, the manager of the finance department of Sinochem Asia Group (中化亞洲集團公司), deputy chief accountant, general manager of the accounting management department, director of finance department, member of the party committee and vice president of the financial business division of Sinochem Group. Mr. Chen has served as the deputy chief accountant and chief financial officer of Sinochem since June 2021.

Save as disclosed above, Mr. Chen (1) did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, (2) did not have other major appointments and professional qualifications, (3) is not related to any Directors, senior management, other substantial or controlling shareholder (as defined in the Listing Rules) of the Company, and (4) did not hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Chen did not have or was not deemed to have any interests or short positions in the Shares or underlying Shares of the Company or its associated corporations pursuant to the Part XV of the SFO.

Mr. Chen has entered into an appointment letter with the Company under which Mr. Chen was appointed as a non-executive Director for a term of three years commencing from 24 February 2023. Under the appointment letter, Mr. Chen is entitled to receive a Director's fee of HK\$420,000 per annum which was determined with reference to his duties and responsibilities and reviewed annually by the remuneration and nomination committee of the Board. Mr. Chen has agreed to waive his Director's fees. Mr. Chen is subject to retirement, re-election and replacement in accordance with the Articles of Association.

Save as disclosed above, there is no information which is discloseable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders in relation to his re-election.

(3) Ms. WEI Mengmeng

Ms. WEI Mengmeng ("**Ms. Wei**"), aged 41, was appointed as a non-executive director of the Company on 24 February 2023.

Ms. Wei is the deputy secretary to the party committee and the general manager of China Foreign Economy and Trade and Trust Co., Ltd. (中國對外經濟貿易信託有限公司, "**FOTIC**"), a subsidiary of Sinochem. She is also the vice president of China Trustee Association and a member of the China Trustee Association's Professional Committee of Industrial Development Research. Ms. Wei obtained a bachelor's degree in international economics and trade and a master's degree in finance from the University of International Business and Economics.

Ms. Wei joined FOTIC after graduation, and had successively served as the general manager of securities products department, the general manager of securities trust business department, the general manager of wealth management centre, the assistant to the general manager and deputy general manager of FOTIC. Ms. Wei has served as the general manager of FOTIC since July 2022.

Save as disclosed above, Ms. Wei (1) did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, (2) did not have other major appointments and professional qualifications, (3) is not related to any Directors, senior management, other substantial or controlling shareholder (as defined in the Listing Rules) of the Company, and (4) did not hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Ms. Wei did not have or was not deemed to have any interests or short positions in the Shares or underlying Shares of the Company or its associated corporations pursuant to the Part XV of the SFO.

Ms. Wei has entered into an appointment letter with the Company under which Ms. Wei was appointed as a non-executive Director for a term of three years commencing from 24 February 2023. Under the appointment letter, Ms. Wei is entitled to receive a Director's fee of HK\$420,000 per annum which was determined with reference to her duties and responsibilities and reviewed annually by the remuneration and nomination committee of the Board. Ms. Wei has agreed to waive her Director's fees. Ms. Wei is subject to retirement, re-election and replacement in accordance with the Articles of Association.

Save as disclosed above, there is no information which is discloseable nor is Ms. Wei involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Wei that need to be brought to the attention of the Shareholders in relation to his re-election.

The biographical details of Mr. Wong, an independent non-executive Director recommended by the Board and to be proposed at the AGM, are set out as follows:

Mr. WONG Ka Fai Jimmy

Mr. WONG Ka Fai Jimmy (“**Mr. Wong**”), aged 54, is an adjunct lecturer at the Business School of the University of New South Wales, Australia. Mr. Wong received his bachelor's and master's degree of arts from the University of Cambridge in 1992 and 1997, respectively, and his master's degree of business administration from the Australian Graduate School of Management in 1998.

Mr. Wong worked at UBS AG, Hong Kong Branch between 2006 and 2020. He became the Managing Director in 2011, and served as the head of the Financial Institutions Group, Asia Pacific from 2015 to 2020. In his role, he managed a team of over 25 professionals across the APAC region, overseeing corporate finance and mergers and acquisitions consultant transactions. Prior to joining UBS AG, Mr. Wong worked as an assistant director at the Financial Institutions Group, Asia of ABN AMRO Bank NV, Hong Kong Branch from 2003 to 2006, and as an associate director in Telecom & Media Group of Credit Suisse First Boston (Hong Kong) Limited from 1999 to 2002. Before joining the investment banking sector, Mr. Wong was an engineer and worked as product manager for data services at Hong Kong Telecommunications Limited from 1992 to 1997. In April 2023, Mr. Wong was appointed as an independent non-executive director of Mobvista Inc., a company listed on the Stock Exchange (stock code: 1860).

Mr. Wong has over 20 years of working experience in investment banking.

Save as disclosed above, Mr. Wong (i) has not held any directorship in any other public companies listed in Hong Kong or overseas in the past three years; (ii) does not have other major appointment or qualification; (iii) does not have any relationship with any Directors, senior management or other substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not hold any other position within the Company and its subsidiaries.

As at the Latest Practicable Date, Mr. Wong did not have or was not deemed to have any interests or short positions in the Shares or underlying Shares of the Company or its associated corporations pursuant to the Part XV of the SFO.

Upon Shareholders' approval at the AGM, Mr. Wong will enter into an appointment letter with the Company, pursuant to which Mr. Wong agrees to act as an independent non-executive Director for a term of three years commencing from 7 June 2023. According to the appointment letter, the Company shall pay Mr. Wong an annual Director's fee of HK\$420,000. Mr. Wong is subject to the relevant retirement and re-election provisions in the Articles of Association.

Save as disclosed above, there is no information which is discloseable nor is Mr. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wong as an independent non-executive Director.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (the “**Companies Ordinance**”).

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,316,789,971 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. 4,316,789,971 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 431,678,997 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR BUY-BACKS

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of Hong Kong and/or any other applicable laws, as the case may be. The Companies Ordinance provides that the amount of capital repaid in connection with a Share buy-back may only be paid out of the distribution profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

4. IMPACT OF BUY-BACKS

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2022) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during the period each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	7.91	6.07
May	7.00	6.10
June	7.48	6.40
July	6.70	6.16
August	6.54	5.89
September	6.06	5.19
October	6.28	5.17
November	6.22	5.25
December	6.40	5.77
2023		
January	7.40	6.04
February	7.38	6.80
March	7.22	6.49
April (<i>up to the Latest Practicable Date</i>)	7.25	6.78

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Share Buyback Mandate.

8. BUY-BACK OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



遠東宏信有限公司 FAR EAST HORIZON LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 3360)

Notice is hereby given that an annual general meeting (the “**AGM**”) of Far East Horizon Limited (the “**Company**”) will be held at 3:00 p.m. on Wednesday, 7 June 2023 at Emerald I&II, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2022.
2. To declare a final dividend of HK\$0.49 per share for the year ended 31 December 2022.
3.
 - (a) To re-elect Mr. CAO Jian as an executive director of the Company.
 - (b) To re-elect Mr. CHEN Shumin as a non-executive director of the Company.
 - (c) To re-elect Ms. WEI Mengmeng as a non-executive director of the Company.
 - (d) To appoint Mr. WONG Ka Fai Jimmy as an independent non-executive director of the Company.
 - (e) To authorize the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint Ernst & Young as auditors and to authorize the board of directors to fix their remuneration.

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

ORDINARY RESOLUTIONS

5. “THAT:
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on

NOTICE OF ANNUAL GENERAL MEETING

which the Shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, and subject to and in accordance with all applicable laws, rules and regulations;

- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares, and the said mandate shall be limited accordingly; and
- (c) for the purposes 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 date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. “THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into share of the Company, which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options and other rights, or issue warrants and other securities during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to option holders of share in the Company; or
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
- (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe for or other securities referred to above, in the price at which shares in the capital of the Company shall be subscribed for, and/or in the number of shares in the Company which shall be subscribed for, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
- (v) a specified authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued shares in the share capital of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares and the said mandate shall be limited accordingly; and

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

“Rights Issue” means an offer of shares in the capital of the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening the AGM (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares representing the aggregate number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares in the share capital of the Company in issue on the date of passing of this resolution.”

By Order of the Board
Far East Horizon Limited
Kong Fanxing

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 2 May 2023

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company and a member may appoint more than one proxy to attend on the same occasion.
3. Receipt by the Company of an instrument of proxy shall not preclude a member from attending and voting in person at the AGM.
4. The instrument appointing a proxy shall be in writing signed by the appointor, or his agent duly authorized in writing, or, if the appointor is a corporation, shall either be executed under its common seal or be signed by some agent or officer duly authorized in that behalf. The directors of the Company may, but shall not be bound to, require evidence of the authority of any such agent or officer.
5. In case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members.
6. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 3:00 p.m. on Monday, 5 June 2023 (Hong Kong time). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all completed transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 1 June 2023 (Hong Kong time), being the last registration date.

NOTICE OF ANNUAL GENERAL MEETING

8. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 14 June 2023 to Friday, 16 June 2023, both dates inclusive, during which period no transfer of shares will be registered. The record date on which the shareholders of the Company are qualified to receive the proposed final dividend is Friday, 16 June 2023. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 13 June 2023 (Hong Kong time), being the last registration date.
9. If a tropical cyclone warning signal number 8 or above or is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning or is/are in force at 3:00 p.m. on 7 June 2023, the AGM will not be held on 7 June 2023 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

As at the date hereof, the executive directors of the Company are Mr. KONG Fanxing (Chairman), Mr. WANG Mingzhe and Mr. CAO Jian, the non-executive directors of the Company are Mr. CHEN Shumin, Ms. WEI Mengmeng, Mr. LIU Haifeng David, Mr. KUO Ming-Jian and Mr. John LAW, and the independent non-executive directors of the Company are Mr. CAI Cunqiang, Mr. HAN Xiaojing, Mr. LIU Jialin and Mr. YIP Wai Ming.