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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.

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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 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 3:30 p.m. on Monday, 14 April 2025 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 16 to 20 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 3:30 p.m. on Saturday, 12 April 2025 (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.

24 March 2025

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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 3:30 p.m. on Monday, 14 April 2025 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 16 to 20 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“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;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HCD”	Horizon Construction Development Limited (宏信建設發展有限公司), a company incorporated in Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 9930);
“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;

DEFINITIONS

“Issuance Mandate”	as defined in paragraph 3(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 16 to 20 of this circular;
“Latest Practicable Date”	17 March 2025, 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 3(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 16 to 20 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*)

Non-executive Directors:

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

Independent Non-executive Directors:

Mr. HAN Xiaojing
Mr. LIU Jialin
Mr. YIP Wai Ming
Mr. WONG Ka Fai Jimmy

Registered Office and Headquarters:

Units 6706B-6708A, 67/F
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

Principal Place of Business in the PRC:

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

24 March 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
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; and (ii) 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 72(1) of the Articles of Association, Mr. KUO Ming-Jian, Mr. John LAW, Mr. HAN Xiaojing, Mr. LIU Jialin and Mr. YIP Wai Ming 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.

The re-appointment of the retiring Directors has been reviewed by the Remuneration and Nomination Committee of the Company (the "**Remuneration and Nomination Committee**") which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting. The Remuneration and Nomination Committee has also reviewed and assessed the independence of each independent non-executive Director based on the respective annual confirmation of independence (against the independence guidelines as set out in Rule 3.13 of the Listing Rules) provided by the independent non-executive Directors of the Company. All the independent non-executive Directors of the Company satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules. The Remuneration and Nomination Committee has recommended all retiring Directors to the Board for re-election at the Annual General Meeting.

The Board believes that Mr. HAN Xiaojing, Mr. LIU Jialin and Mr. YIP Wai Ming have extensive knowledge of global economy, financial business, investment and financial management, and law, which are all related to the Company's business. In addition, their strong educational background, as well as their breadth and diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board. Mr. HAN Xiaojing, Mr. LIU Jialin and Mr. YIP Wai Ming have thorough understanding of the Company's operations and business, and have always contributed objectively in advising the Board and the senior management, expressing objective views, and giving valuable independent guidance to the Company in their capacity as independent non-executive Directors over the years. The Board recommends that these retiring Directors offer themselves for re-election at the Annual General Meeting.

Notwithstanding the fact that the above named independent non-executive Directors have served the Company for more than nine years, there are no circumstances which are likely to affect their independence as independent non-executive Directors of the Company. None of Mr. HAN Xiaojing, Mr. LIU Jialin and Mr. YIP Wai Ming is involved in the daily management of the Company nor in any relationship which would interfere with the exercise of their independent judgment. The Board considers that Mr. HAN Xiaojing, Mr. LIU Jialin and Mr. YIP Wai Ming remain independent notwithstanding the length of their service and believes that they are able to continue to fulfil their role as independent non-executive Directors of the Company and contribute to an upright and efficient Board for the interest of the Shareholders.

LETTER FROM THE BOARD

In view of the above, the Board considers that the re-election of Mr. HAN Xiaojing, Mr. LIU Jialin and Mr. YIP Wai Ming as independent non-executive Directors of the Company is beneficial to the Board, the Company and the Shareholders as a whole.

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 GRANTING OF GENERAL MANDATES TO BUY BACK AND TO ISSUE SHARES

At the annual general meeting of the Company held on 5 June 2024, 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 16 to 20 of this circular (i.e. a total of 432,214,971 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 16 to 20 of this circular (i.e. a total of 864,429,943 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

4. 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.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 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 3:30 p.m. on Saturday, 12 April 2025 (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.

6. RECOMMENDATION

The Directors consider that the resolutions regarding, inter alia, the proposed re-election of retiring Directors and the proposed granting of the Share Buy-back 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.

NON-EXECUTIVE DIRECTORS

(1) Mr. KUO Ming-Jian

Mr. KUO Ming-Jian (“**Mr. Kuo**”), aged 63, was appointed as a non-executive director of the Company in March 2013.

Mr. Kuo is currently the Chairman of Cathay United Bank and a director of Cathay Financial Holding Co., Ltd. (a company listed in Taiwan, stock code: 2882). Mr. Kuo is also a director of Cathay Securities Investment Trust Co., Ltd., Cathay Private Equity Co., Ltd. and Financial Information Service Co., LTD. He took the roles as vice chairman and senior advisor of Blackstone Group L.P. (a company listed on the New York Stock Exchange, NYSE: BX), Hong Kong during 2007 to 2018. Before joining Blackstone Group L.P., Mr. Kuo was a director of H&Q Asia Pacific. From February 2002 to June 2005, Mr. Kuo was an executive director and senior president of JPMorgan Chase & Co (a company listed on the New York Stock Exchange, NYSE: JPM) in Hong Kong. From September 1998 to June 2005, he was an executive director and senior president of J.P. Morgan Chase Bank, Taiwan. From September 1989 to September 1998, Mr. Kuo was a vice president of Citibank (Taiwan). Mr. Kuo was an independent non-executive director of Cathay Financial Holdings Co., Ltd. and Cathay Life Insurance Co., Ltd.

Mr. Kuo is also an independent non-executive director of Samson Holding Limited (a company listed on the Stock Exchange, stock code: 0531) and an independent director of Huali Industrial Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300979). Mr. Kuo was a director of Long Chen Paper & Packing Co., Ltd. (a company listed in Taiwan, stock code: 1909) from August 2014 to May 2023.

Mr. Kuo received his undergraduate degree from Fu-Jen Catholic University and holds an MBA degree from City University of New York.

Save as disclosed above, Mr. Kuo (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. Kuo 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 Part XV of the SFO.

Mr. Kuo has entered into an appointment letter with the Company under which Mr. Kuo agreed to act as non-executive Director for a term of three years commencing from 11 March 2023. Under the appointment letter, the Company shall pay HK\$420,000 p.a. as Director's fee to Mr. Kuo. Mr. Kuo 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. Kuo 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. Kuo that need to be brought to the attention of the Shareholders in relation to his re-election.

(2) Mr. John LAW

Mr. John LAW (“**Mr. Law**”), aged 74, was appointed as a non-executive director of the Company in October 2012.

Mr. Law worked for J.P. Morgan & Co. as training head of Asia Pacific Region, as risk manager for Greater China Region and as senior credit officer for Asia Pacific Region, Euroclear respectively. He then worked for Citigroup (a company listed on the New York Stock Exchange, NYSE: C) from August 2000 to November 2003 as the regional credit officer for Asia Pacific Financial Markets. Prior to joining the Company, he worked for International Finance Corporation from March 2004 to September 2012 as the principal banking specialist for global financial markets. Mr. Law is currently a non-executive director of Rizal Commercial Banking Corporation (a company listed on the Philippine Stock Exchange, stock code: RCB) and a non-executive director of Khan Bank (a company listed on the Mongolian Stock Exchange, stock code: KHAN).

Mr. Law holds a master degree in business administration (finance) from Indiana University in USA and has more than 35 years' experience in finance.

Save as disclosed above, Mr. Law (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. Law 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 Part XV of the SFO.

Mr. Law has entered into an appointment letter with the Company under which Mr. Law agreed to act as non-executive Director for a term of three years commencing from 11 March 2023. Under the appointment letter, the Company shall pay HK\$420,000 p.a. as Director's fee to Mr. Law. Mr. Law 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. Law 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. Law that need to be brought to the attention of the Shareholders in relation to his re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(3) Mr. HAN Xiaojing

Mr. HAN Xiaojing (“**Mr. Han**”), aged 70, was appointed as an independent non-executive director of the Company in March 2011.

From 1986 to 1992, Mr. Han worked at China Law Center (中國法律事務中心). During the same period, he spent three and a half years at Zimmerman Lawyers (齊默爾曼律師事務所) in Canada and Livasiri & Co. (廖綺雲律師事務所) in Hong Kong for study. In 1992, Mr. Han was involved in the establishment of Commerce & Finance Law Offices (北京市通商律師事務所), and has been a founding partner there ever since. Mr. Han is admitted to practicing law in the PRC and has 38 years of experience in the legal profession.

Currently, Mr. Han is an independent non-executive director of Sino-Ocean Group Holdings Limited (遠洋集團控股有限公司) (a company listed on the Stock Exchange, stock code: 3377), Vital Innovations Holdings Limited (維太創科控股有限公司) (a company listed on the Stock Exchange, stock code: 6133) and Angelalign Technology Inc. (時代天使科技有限公司) (a company listed on the Stock Exchange, stock code: 6699). He also serves as a supervisor of Ping An Bank Company Limited (平安銀行股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000001).

Save as disclosed above, Mr. Han (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. Han 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 Part XV of the SFO.

Mr. Han has entered into an appointment letter with the Company under which Mr. Han agreed to act as independent non-executive Director for a term of three years commencing from 30 March 2023. Under the appointment letter, the Company shall pay HK\$420,000 p.a. as Director’s fee to Mr. Han. Mr. Han 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. Han 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. Han that need to be brought to the attention of the Shareholders in relation to his re-election.

(4) Mr. LIU Jialin

Mr. LIU Jialin (“**Mr. Liu**”), aged 62, was appointed as an independent non-executive director of the Company in March 2011.

From 1992 to 2007, Mr. Liu worked for Morgan Stanley group of companies and once served as a member of the Management Committee and Asia Executive Committee as well as a Managing Director in the Fixed Income Division in Hong Kong. Currently, Mr. Liu is the managing director of Cinda International Asset Management Limited (信達國際資產管理有限公司) and an independent non-executive director of Horizon Construction Development Limited (宏信建設發展有限公司) (a company listed on the Stock Exchange, stock code: 9930). Mr. Liu has 36 years of experience in finance and securities industry.

Mr. Liu served as an independent non-executive director of Changyou Alliance Group Limited (a company listed on the Stock Exchange, stock code: 1039) from April 2017 to July 2023.

Mr. Liu obtained a bachelor’s degree in science from Peking University and a degree of Master of Science in physics from Massachusetts Institute of Technology.

Save as disclosed above, Mr. Liu (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. Liu had the following interests in Shares/underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO:

(i) *Interests in the Shares/underlying Shares of the Company*

	No. of Shares of the Company	Approximate % of the issued share capital of the Company
Mr. Liu	250,000	0.00%

(ii) Interests in the shares/underlying shares of associated corporations of the Company

	Name of associated corporation	No. of shares of associated corporation of the Company	Approximate % of the issued share capital of associated corporation
Mr. Liu	HCD	55,554	0.00%

Save as disclosed above, Mr. Liu 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. Liu has entered into an appointment letter with the Company under which Mr. Liu agreed to act as independent non-executive Director for a term of three years commencing from 30 March 2023. Under the appointment letter, the Company shall pay HK\$420,000 p.a. as Director's fee to Mr. Liu. Mr. Liu 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. Liu 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. Liu that need to be brought to the attention of the Shareholders in relation to his re-election.

(5) Mr. YIP Wai Ming

Mr. YIP Wai Ming (**"Mr. Yip"**), aged 60, was appointed as an independent non-executive director of the Company in March 2011.

Mr. Yip graduated from the University of Hong Kong (香港大學) with a bachelor of social sciences degree in November 1987. He also obtained a degree of bachelor of laws from the University of London (倫敦大學) in August 2001. Mr. Yip started his career in Ernst & Young in 1987, and was a senior manager at the time of his departure in 1996. From 1996 to 2024, Mr. Yip served as an associate director in ING Bank N.V., the chief financial officer in Fulbond Holdings Limited (福邦控股有限公司), the vice president of Hi Sun Technology (China) Limited (高陽科技(中國)有限公司) (a company listed on the Stock Exchange, stock code: 0818), the chief financial officer of Haier Electronics Group Co., Ltd. (海爾電器集團有限公司) (a company listed on the Stock Exchange, stock code: 1169), the deputy general manager of Yuzhou Properties Company Limited (禹州地產股份有限公司) (a company listed on the Stock Exchange, stock code: 1628), an independent non-executive director of Poly Culture Group Corporation Limited (保利文化集團股份有限公司) (a company listed on the Stock Exchange, stock code: 3636), and an independent non-executive director of Yida China Holdings Limited (億達中國控股有限公司) (a company listed on the Stock Exchange, stock code: 3639), etc.,

respectively. Currently, Mr. Yip is an independent non-executive director of Ju Teng International Holdings Limited (巨騰國際控股有限公司) (a company listed on the Stock Exchange, stock code: 3336), Pax Global Technology Limited (百富環球科技有限公司) (a company listed on the Stock Exchange, stock code: 0327), Sinohope Technology Holdings Limited (新火科技控股有限公司) (a company listed on the Stock Exchange, stock code: 1611) and Peijia Medical Limited (沛嘉醫療有限公司) (a company listed on the Stock Exchange, stock code: 9996).

Mr. Yip is a fellow of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Certified Public Accountants and a member of the Chinese Institute of Certified Public Accountants.

Mr. Yip has over 34 years of experience in accounting and finance.

Save as disclosed above, Mr. Yip (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. Yip 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 Part XV of the SFO.

Mr. Yip has entered into an appointment letter with the Company under which Mr. Yip agreed to act as independent non-executive Director for a term of three years commencing from 30 March 2023. Under the appointment letter, the Company shall pay HK\$420,000 p.a. as Director's fee to Mr. Yip. Mr. Yip 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. Yip 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. Yip that need to be brought to the attention of the Shareholders in relation to his re-election.

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 4,322,149,715 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. 4,322,149,715 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 432,214,971 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.

With effect from 11 June 2024, the Listing Rules were amended to introduce flexibility for listed companies to allow repurchased shares to be held in treasury with detailed rules to govern the resale of treasury shares. Amendments have also been made to the relevant provisions of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”), which will come into effect on 17 April 2025, to allow listed companies incorporated in Hong Kong, on buying back their own shares, to hold such shares as treasury shares. The Company will amend the Articles of Association accordingly to align with the latest amendments in the Listing Rules and the Companies Ordinance. After the afore-mentioned amendments to the Companies Ordinance come into effect and after the afore-mentioned amendments to the Articles of Association are approved and adopted by the shareholders of the Company, if the Company buys back any of its shares pursuant to the general mandate to buy back shares, the Company may (i) cancel the shares bought back and/or (ii) hold such shares bought back as treasury shares in accordance with the actual needs of the Company. If the Company holds any shares bought back in treasury, any subsequent sale or transfer of such shares held in treasury shall be subject to the general mandate to issue shares as approved at the Annual General Meeting and made in accordance with the Listing Rules, the Articles of Association, the Companies Ordinance and applicable laws and regulations of Hong Kong.

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 2024) 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 HK\$	Lowest HK\$
2024		
March	6.36	5.79
April	6.00	5.45
May	6.50	5.76
June	6.39	4.92
July	5.39	5.04
August	5.54	5.12
September	5.70	5.18
October	6.28	5.36
November	5.76	5.21
December	5.69	5.23
2025		
January	5.79	5.36
February	6.10	5.60
March (<i>up to the Latest Practicable Date</i>)	6.40	5.78

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 will 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. Neither the explanatory statement nor the proposed share buy-back has any unusual features.

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 six 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 3:30 p.m. on Monday, 14 April 2025 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 2024.
2. To declare a final dividend of HK\$0.30 per share for the year ended 31 December 2024.
3.
 - (a) To re-elect Mr. KUO Ming-Jian as a non-executive director of the Company.
 - (b) To re-elect Mr. John LAW as a non-executive director of the Company.
 - (c) To re-elect Mr. HAN Xiaojing as an independent non-executive director of the Company.
 - (d) To re-elect Mr. LIU Jialin as an independent non-executive director of the Company.
 - (e) To re-elect Mr. YIP Wai Ming as an independent non-executive director of the Company.
 - (f) 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.

NOTICE OF ANNUAL GENERAL MEETING

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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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);
 - (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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

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, 24 March 2025

NOTICE OF ANNUAL GENERAL MEETING

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 3:30 p.m. on Saturday, 12 April 2025 (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 Wednesday, 9 April 2025 to Monday, 14 April 2025, 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 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, 8 April 2025 (Hong Kong time), being the last registration date.
8. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 22 April 2025 to Thursday, 24 April 2025, both dates inclusive. The record date on which the shareholders of the Company are qualified to receive the proposed final dividend is Thursday, 24 April 2025. 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 Thursday, 17 April 2025 (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 3:30 p.m. on 14 April 2025, the AGM will not be held on 14 April 2025 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. HAN Xiaojing, Mr. LIU Jialin, Mr. YIP Wai Ming and Mr. WONG Ka Fai Jimmy.