



FAR EAST CONSORTIUM INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.fecil.com.hk>

(Stock Code: 35)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the above mentioned company (the “**Company**”) will be held at the La Maison de l’Orient, 1/F., Cosmopolitan Hotel, 387-397 Queen’s Road East, Wanchai, Hong Kong, on 5 February 2007 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the entering into by Far East Consortium Limited of the Sale and Purchase Agreement dated 21 December 2006 (the “**Sale and Purchase Agreement**”) with Mr. David Chiu be and is hereby approved and confirmed;
- (b) the acquisition of the entire issued share capital of Jade River Profits Limited and all loans granted by Mr. David Chiu to Jade River Profits Limited and its subsidiaries on and subject to the terms and conditions set out in the Sale and Purchase Agreement be and is hereby approved;
- (c) the issue of a Convertible Bond by the Company to Mr. David Chiu in the principal amount of HK\$331,445,000 as consideration for the aforementioned acquisition containing the terms set out in Schedule 6 of the Sale and Purchase Agreement be and is hereby approved;
- (d) the other transactions contemplated by the Sale and Purchase Agreement be and is hereby approved; and
- (e) the Directors of the Company be and are hereby authorised to take such other actions and execute such further documents or deeds as they may consider necessary or desirable for the purpose of implementing and giving effect to the transactions contemplated by the Sale and Purchase Agreement.”

By order of the Board

Bill Kwai Pui Mok

Chief Financial Officer and Company Secretary

Dated 19 January 2007

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's registrar, Standard Registrars Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person.
3. A form of proxy for use at the meeting is enclosed.
4. In the case of joint holders of any share, any one of such holders may vote at the Meeting either personally or by proxy in respect of such share, but if more than one of such joint holders is present at the Meeting either personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of joint holders.
5. The vote at the meeting will be taken by poll.

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Deacon Te Ken Chiu, Tan Sri Dato' David Chiu, Mr. Dennis Chiu, Mr. Craig Grenfell Williams; three non-executive Directors, namely Madam Ching Lan Ju Chiu, Mr. Dick Tat Sang Chiu, Mr. Daniel Tat Jung Chiu; and three independent non executive Directors, namely Mr. David Kwok Kwei Lo, Mr. Jian Yin Jiang and Mr. Kwok Wai Chan.

Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Times.