

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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 (“**EGM**”) of Far East Consortium International Limited (“**Company**”) will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wanchai, Hong Kong, on Friday, 20 July 2012 at 11:30 a.m. or immediately after the conclusion of the extraordinary general meeting of the Company to be held on the same day at 11:00 a.m. (details of which are set out in the circular issued by the Company dated 26 June 2012), for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as resolutions of the Company:

SPECIAL RESOLUTION

1. **“THAT**

- (a) the share repurchase agreement dated 16 April 2012 (“**Share Repurchase Agreement**”) entered into between Penta Investment Advisers Limited (“**Penta**”) and the Company in relation to the proposed purchase (“**Share Repurchase**”) of the 230,000,000 ordinary shares of HK\$0.10 each (“**Repurchase Shares**”) in the issued share capital of the Company by the Company from Penta at the proposed total consideration of HK\$282,900,000 (a copy of which is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) be and is hereby confirmed, approved and ratified;
- (b) the Share Repurchase and the transactions contemplated under the Share Repurchase Agreement be and are hereby approved; and
- (c) the directors of the Company (“**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Share Repurchase Agreement and the transactions contemplated thereunder.

ORDINARY RESOLUTION

2. “**THAT** the terms of the waiver pursuant to Note 1 on the Dispensations from Rule 26 of the Code on Takeovers and Mergers of Hong Kong (“**Whitewash Waiver**”) in respect of the obligation of Sumptuous Assets Limited and parties acting in concert with it (“**Sumptuous Concert Group**”) to make a mandatory general offer for all the shares of the Company not already owned by the Sumptuous Concert Group which would otherwise arise as a result of the Share Repurchase be and are hereby approved and the Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to any matters relating to the Whitewash Waiver.”

By order of the Board of
Far East Consortium International Limited
CHEUNG Wai Hung Boswell
Chief Financial Officer and Company Secretary

Hong Kong, 27 June 2012

Registered office:

P.O. Box 1043, Ground Floor
Caledonian House, Mary Street
George Town
Grand Cayman, Cayman Islands
British West Indies

Principal office in Hong Kong:

16th Floor, Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

Notes:

1. For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the EGM, the Register of Members of the Company will be closed from Wednesday, 18 July 2012 to Friday, 20 July 2012, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 17 July 2012.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company but must be present in person to represent the member.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company’s share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
4. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person, or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjournment thereof, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the name stands first in the Register of Members of the Company in respect of such joint holding.
5. The resolutions set out in the notice will be decided by poll at the EGM.

As at the date of this announcement, the Board comprises three executive directors, namely Tan Sri Dato’ David CHIU, Mr. Dennis CHIU and Mr. Craig Grenfell WILLIAMS; one non-executive director, namely Mr. Daniel Tat Jung CHIU; and three independent non-executive directors, namely Mr. Kwok Wai CHAN, Mr. Peter Man Kong WONG and Mr. Kwong Siu LAM.