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FAR EAST CONSORTIUM INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

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

(Stock Code: 35)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of Far East Consortium International Limited (the “Company”) will be held at the Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wanchai, Hong Kong on Wednesday, 4th August, 2010 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors of the Company (“Directors”) and auditors for the year ended 31st March, 2010.
2. To declare a final dividend.
3.
 - (a) To re-elect Tan Sri Dato’ David Chiu as Executive Director.
 - (b) To re-elect Mr. Dennis Chiu as Executive Director.
 - (c) To re-elect Mr. Jian Yin Jiang as Independent Non-executive Director.
 - (d) To re-elect Mr. Peter Man Kong Wong as Independent Non-executive Director.
 - (e) To authorize the board of Directors of the Company (the “Board”) to fix the Directors’ fees.
4. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the Board to fix their remuneration.

5. As special business, to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

A. **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (“Shares”) and to make or grant offers, agreements and options (including bonds and debentures convertible into Shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds and debentures convertible into Shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares; (c) an issue of Shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (d) an issue of Shares under any option scheme or similar arrangement for the grant or issue to employees and/or other eligible persons of the Company and/or any of its subsidiaries of shares or rights to acquire Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (iv) For the purpose of this Resolution,

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (c) 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 open for a period fixed by the Directors of the Company to the holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. “THAT:

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (c) 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.”

C. “THAT subject to the passing of the Resolution Nos. 5A and 5B set out in the notice convening this Meeting, the general mandate granted to the Directors of the Company to allot and deal with additional Shares pursuant to Resolution No. 5A set out in the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5B set out in the notice convening this meeting, provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the said Resolution.”

D “**THAT** the extension of each of the exercise periods of the outstanding 16,300,000 share options and the outstanding 950,000 share options granted on 21st October, 2004 and 25th August, 2006 respectively (the “Share Options”) by the Company under the share option scheme adopted by the Company on 28th August, 2002 (the “Share Option Scheme”) and having a current exercise price of HK\$2.075 and HK\$3.29 respectively per ordinary share of HK\$0.1 each in the share capital of the Company to a full ten year period from each of their dates of grant be and is hereby approved; and **THAT** the directors of the Company (the “Directors”) be and are hereby authorized on behalf of the Company to do all such acts and to enter into all such agreements and arrangements and to take all such actions in connection therewith or arising therefrom as the Directors may consider necessary, desirable or expedient in order to give effect to the aforementioned extension of the exercise periods of the Share Options.”

By Order of the Board of
Far East Consortium International Limited
Bill, Kwai Pui Mok
Chief Financial Officer & Company Secretary

Hong Kong, 6th July, 2010

Notes:

1. The register of members of the Company will be closed from 29th July, 2010 to 4th August, 2010, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4.00 p.m. on 28th July, 2010. The proposed final dividend is expected to be despatched on 6th September, 2010.
2. A member entitled to attend and vote at the meeting to be held on 4th August, 2010 at 3:00 p.m. (“Meeting”) or any adjournment thereof 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, must be deposited at the Company’s share registrar, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
4. Where there are joint registered holders of any share of the Company, 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 Meeting 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. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in this notice will be decided by poll at the Meeting.

6. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 9:00 a.m. on 4th August 2010 and/or the Hong Kong Observatory has announced at or before 9:00 a.m. on 4th August, 2010 that either of the above mentioned warnings is to be issued within the next two hours, the Meeting shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 9:00 a.m. to 11:00 a.m. and in such case the Meeting shall be held at 3:00 p.m. on that Business day at the Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387–397 Queen’s Road East, Wanchai, Hong Kong. “Business Day”, in this context, shall mean a day (not being a Saturday) on which banks are open for general banking facilities in Hong Kong.

As at the date of this announcement, the executive directors of the Company are Mr. Deacon Te Ken Chiu, Tan Sri Dato’ David Chiu, Mr. Dennis Chiu and Mr. Craig Grenfell Williams, the non-executive directors are Madam Ching Lan Ju Chiu, Mr. Daniel Tat Jung Chiu; the independent non-executive directors are Mr. Jian Yin Jiang, Mr. Kwok Wai Chan and Mr. Peter Man Kong Wong.