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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. This announcement does not constitute a prospectus, notice, circular, brochure, advertisement or other document calculated to invite or solicit offers by any person to subscribe for or purchase any securities. It must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended.

Securities may not be offered or sold in the United States absent registration or an exemption from such registration requirement. The securities described herein have not been and will not be registered in the United States.



# FAR EAST CONSORTIUM INTERNATIONAL LIMITED

(Incorporated in Cayman Islands with limited liability) Website: http://www.fecil.com.hk (Stock Code: 00035)

# PRICE SENSITIVE ANNOUNCEMENT

# PUBLICATION OF THE PROSPECTUS OF KOSMOPOLITO

OFFER PRICE RANGE FOR KOSMOPOLITO SHARES UNDER THE GLOBAL OFFERING

# DESPATCH OF PROSPECTUS IN CD-ROM TO QUALIFYING SHAREHOLDERS

This announcement is made pursuant to and in compliance with the Company's obligations under Rule 13.09 of the Listing Rules.

# PUBLICATION OF THE PROSPECTUS OF KOSMOPOLITO

In connection with the Proposed Spin-off, Kosmopolito has published the Prospectus on 28 September 2010. The Prospectus contains, among other things, details of the number of Kosmopolito Shares to be issued in the Global Offering, the indicative offer price range for the Kosmopolito Shares under the Global Offering, other details of the Global Offering, certain business and financial information relating to Kosmopolito, the valuation of the properties of Kosmopolito as at 30 June 2010 and Kosmopolito's forecast profit for the six-months ending 30 September 2010. The Prospectus is available for viewing and downloading from the Stock Exchange's website at http://www.hkexnews.hk from 28 September 2010. Printed copies of the Prospectus may be collected from certain branches of the receiving banks, details of which are set out in the section headed "How to Apply for the Hong Kong Offer Shares and Reserved Shares" in the Prospectus, during normal business hours from 9:00 a.m. on Tuesday, 28 September 2010 until 12:00 noon on Monday, 4 October 2010 (excluding Sunday and Hong Kong public holidays).

# PREFERENTIAL OFFERING

The Prospectus in relation to the Global Offering has been despatched on 28 September 2010. A blue application form, together with an electronic copy of the Prospectus on CD-ROM has been despatched on 28 September 2010 to each Qualifying Shareholder who is entitled to apply for Reserved Shares.

# **OVER-ALLOTMENT OPTION**

Ample Bonus and Kosmopolito are expected to grant to the underwriters of the International Offering an option (exercisable by the Joint Global Coordinators on behalf of the underwriters of the International Offering) to require Ample Bonus to sell up to 40,500,000 Kosmopolito Shares and Kosmopolito to allot and issue up to 40,500,000 Kosmopolito Shares at the offer price per Kosmopolito Share to cover over-allocations in the International Offering, if any.

#### **OFFER PRICE RANGE**

The offer price range per Kosmopolito Share under the Global Offering is currently expected to be not less than HK\$2.04 and not more than HK\$2.75 per Kosmopolito Share (excluding brokerage fee, SFC transaction levy and the Stock Exchange trading fee). If the Global Offering proceeds and does so proceed at an offer price which is within such offer price range:

- (a) the market capitalisation of Kosmopolito calculated by reference to such offer price range will, upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), be between approximately HK\$4,080.0 million and approximately HK\$5,500.0 million;
- (b) assuming that the Over-allotment Option is not exercised at all, the Company's percentage shareholding in Kosmopolito will, immediately after the completion of the Global Offering, be reduced from 100.0% to approximately 73.0% and the aggregate gross proceeds to the Company from the sale of Kosmopolito Shares will be (before deduction of expenses) between approximately HK\$550.8 million and approximately HK\$742.5 million; and

(c) assuming that the Over-allotment Option is exercised in full, the Company's percentage shareholding in Kosmopolito will, immediately after the completion of the Global Offering, be reduced from 100.0% to approximately 69.6% and the aggregate gross proceeds to the Company from the sale of Kosmopolito Shares pursuant to such exercise will result in additional proceeds (before deduction of expenses) of between approximately HK\$82.6 million and approximately HK\$111.4 million.

### INTRODUCTION

This announcement is made pursuant to and in compliance with the Company's obligations under Rule 13.09 of the Listing Rules.

Reference is made to (a) the Company's announcement dated 30 June 2010 regarding the possible major transaction in relation to the Proposed Spin-off; (b) the Company's announcement dated 2 September 2010 regarding the possible major transaction in relation to the Proposed Spin-off, the proposed adoption of the Kosmopolito Share Option Scheme and the WPIP; (c) the Company's circular dated 2 September 2010 regarding the possible major transaction in relation to the Proposed Spin-off and the proposed adoption of the Kosmopolito Share Option Scheme; and (d) the Company's announcement dated 20 September 2010 regarding the Revised WPIP. Unless otherwise specified in this announcement, terms as defined in the Company's announcement dated 2 September 2010 shall bear the same meanings when used herein.

#### PUBLICATION OF THE PROSPECTUS OF KOSMOPOLITO

In connection with the Proposed Spin-off, Kosmopolito has published the Prospectus on 28 September 2010. The Prospectus contains, among other things, details of the number of Kosmopolito Shares to be issued in the Global Offering, the indicative offer price range for the Kosmopolito Shares under the Global Offering, other details of the Global Offering, certain business and financial information relating to Kosmopolito, the valuation of the properties of Kosmopolito as at 30 June 2010 and Kosmopolito's profit forecast for the sixmonths ending 30 September 2010. The Prospectus is available for viewing and downloading from the Stock Exchange's website at http://www.hkexnews.hk from 28 September 2010. Printed copies of the Prospectus may be collected from certain branches of the receiving banks, details of which are set out in the section headed "How to Apply for the Hong Kong Offer Shares and Reserved Shares" in the Prospectus, during normal business hours from 9:00 a.m. on Tuesday, 28 September 2010 until 12:00 noon on Monday, 4 October 2010 (excluding Sunday and Hong Kong public holidays).

#### PREFERENTIAL OFFERING

Under the Preferential Offering, a total of 28,626,000 Reserved Shares are available for subscription by Qualifying Shareholders at the Offer Price. Qualifying Shareholders will be entitled to subscribe on an assured basis at the Offer Price for 15 Reserved Shares for every whole multiple of 1,000 Shares held by them on the Record Date.

The Prospectus in relation to the Global Offering has been despatched on 28 September 2010. A blue application form, together with an electronic copy of the Prospectus on CD-ROM has been despatched on 28 September 2010 to each Qualifying Shareholder who is entitled to apply for Reserved Shares.

Printed copies of the Prospectus are available at the Hong Kong branch share registrar and transfer office of Kosmopolito, Tricor Investor Services Limited, during normal business hours at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong between 9:00 a.m. on Tuesday, 28 September 2010 and 12:00 noon on Monday, 4 October 2010 (excluding Sunday and Hong Kong public holiday) for exclusive collection by Qualifying Shareholders. Qualifying Shareholders may also collect printed copies of the Prospectus from receiving banks, details of which are set out in the section headed "How to apply for Hong Kong Offer Shares and Reserved Shares" in the Prospectus. Upon request by a Qualifying Shareholder, the Company will also arrange for prompt delivery of printed copies of the Prospectus to be made to such Qualifying Shareholder.

The Prospectus is also available for viewing on the website of the Stock Exchange at www.hkexnews.hk.

A hotline has been set up in relation to the Preferential Offering. Qualifying Shareholders may contact Tricor Investor Services Limited at (852) 2980 1333 from 9:00 a.m. to 6:00 p.m. from 28 September 2010 to 2 October 2010 (excluding Hong Kong public holiday) and from 9:00 a.m. to 12:00 noon on 4 October 2010.

# **OVER-ALLOTMENT OPTION**

Ample Bonus and Kosmopolito are expected to grant to the underwriters of the International Offering an option (exercisable by the Joint Global Coordinators on behalf of the underwriters of the International Offering) to require Ample Bonus to sell up to 40,500,000 Kosmopolito Shares and Kosmopolito to allot and issue up to 40,500,000 Kosmopolito Shares at the offer price per Kosmopolito Share to cover over-allocations in the International Offering, if any.

#### **OFFER PRICE RANGE**

The offer price range per Kosmopolito Share under the Global Offering is currently expected to be not less than HK\$2.04 and not more than HK\$2.75 per Kosmopolito Share (excluding brokerage fee, SFC transaction levy and the Stock Exchange trading fee). If the Global Offering proceeds and does so proceed at an offer price which is within such offer price range:

- (a) the market capitalisation of Kosmopolito calculated by reference to such offer price range will, upon completion of the Global Offering (assuming the Over-allotment Option is not exercised), be between approximately HK\$4,080.0 million and approximately HK\$5,500.0 million;
- (b) assuming that the Over-allotment Option is not exercised at all, the Company's percentage shareholding in Kosmopolito will, immediately upon completion of the Global Offering, be reduced from 100.0% to approximately 73.0% and the aggregate gross proceeds to the Company from the sale of Kosmopolito Shares will be (before deduction of expenses) between approximately HK\$550.8 million and approximately HK\$742.5 million; and

(c) assuming that the Over-allotment Option is exercised in full, the Company's percentage shareholding in Kosmopolito will, immediately upon completion of the Global Offering, be reduced from 100.0% to approximately 69.6% and the aggregate gross proceeds to the Company from the sale of Kosmopolito Shares pursuant to such exercise will result in additional proceeds (before deduction of expenses) of between approximately HK\$82.6 million and approximately HK\$111.4 million.

### GENERAL

In connection with the Global Offering, the price of Kosmopolito Shares may be stabilised in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilisation and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) are contained in the Prospectus.

The listing of the Kosmopolito Shares pursuant to the Proposed Spin-off is subject to, among other things, the Listing Approval and the offer price of Kosmopolito Shares in the Global Offering having been duly agreed between the Company and the Joint Global Coordinators (on behalf of the Underwriters) on or before 7 October 2010. If, for any reason, the offer price of Kosmopolito Shares in the Global Offering is not agreed between the Company and the Joint Global Coordinators (on behalf of the Underwriters) on or before 7 October 2010. If, for on or before 7 October 2010, the Global Coordinators (on behalf of the Underwriters) on or before 7 October 2010, the Global Offering and the Proposed Spin-off will not proceed. Accordingly, Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Spin-off and the separate listing of Kosmopolito Shares will take place or as to when it may take place. Shareholders and potential investors in the Company should therefore exercise caution when dealing in or investing in the securities of the Company.

This announcement is not an offer for sale of any securities in the United States. No securities can be offered or sold in the United States unless registered or exempted from registration. The Proposed Spin-off will not be registered in the United States.

Any decision to apply for Kosmopolito Shares under the Global Offering should be based solely on the information provided in the Prospectus.

Joint Global Coordinators	Credit Suisse (Hong Kong) Limited, Morgan Stanley Asia Limited and The Royal Bank of Scotland N.V., Hong Kong Branch (in alphabetical order)
Over-allotment Option	the option proposed to be granted by Ample Bonus and Kosmopolito to the underwriters of the International Offering, exercisable by the Joint Global Coordinators (on behalf of the underwriters of the International Offering), pursuant to which Ample Bonus may be required to sell up to 40,500,000 Kosmopolito Shares to, and Kosmopolito to allot and issue up to 40,500,000 Kosmopolito Shares, cover over- allocations in the International Offering, details of which are set out in the Prospectus

Prospectus	the prospectus issued by Kosmopolito on 28 September 2010 in connection with the Hong Kong Public Offering
Revised WPIP	the web proof information pack of Kosmopolito published on the Stock Exchange's website at http://www.hkexnews.hk on 20 September 2010
Underwriters	the underwriters of the Hong Kong Public Offering and the underwriters of the International Offering
WPIP	the web proof information pack of Kosmopolito published on the Stock Exchange's website at http://www.hkexnews.hk on 3 September 2010
F	By Order of the Board AR EAST CONSORTIUM INTERNATIONAL LIMITED Mok Kwai Pui Bill

Chief Financial Officer and Company Secretary

Hong Kong, 28 September 2010

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