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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Far East Consortium International Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser(s) or transferee(s).

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FAR EAST CONSORTIUM INTERNATIONAL LIMITED

遠東發展有限公司*

(Incorporated in the Cayman Islands with limited liability)

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

(Stock Code: 35)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Far East Consortium International Limited (the "Company") to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wanchai, Hong Kong on Thursday, 27 August 2015 at 11:30 a.m. (the "Meeting") is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the Meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return 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.

* For identification purposes only

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DEFINITIONS

In this circular (other than in AGM Notice), unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wanchai, Hong Kong on Thursday, 27 August 2015 at 11:30 a.m.;
“AGM Notice”	the notice dated 27 July 2015 for convening the AGM as set out on pages 14 to 18 of this circular;
“Articles”	the articles of association of the Company as may be amended from time to time;
“Board”	the board of Directors;
“Chiu Family”	Tan Sri Dato’ David CHIU and his family members including, amongst others, Mr. Dennis CHIU, being a Director;
“Company”	Far East Consortium International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company for the time being;
“Group”	the Company and its subsidiaries from time to time;
“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;
“Latest Practicable Date”	21 July 2015, 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;

DEFINITIONS

“Re-election of Directors”	the re-election of Mr. Cheong Thard HOONG and Mr. Chi Hing CHAN as Executive Directors and Mr. Kwok Wai CHAN as an Independent Non-executive Director immediately following their retirements at the AGM;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“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; and
“%”	per cent.



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遠東發展有限公司*

(Incorporated in the Cayman Islands with limited liability)

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

(Stock Code: 35)

Executive Directors:

Tan Sri Dato' David CHIU

(Chairman and Chief Executive Officer)

Mr. Cheong Thard HOONG

Mr. Chi Hing CHAN

Mr. Dennis CHIU

Mr. Craig Grenfell WILLIAMS

Independent Non-executive Directors:

Mr. Kwok Wai CHAN

Mr. Peter Man Kong WONG

Mr. Kwong Siu LAM

Registered Office:

P.O. Box 1043, Ground Floor

Caledonian House, Mary Street

George Town

Grand Cayman, Cayman Islands

British West Indies

Principal Office:

16th Floor

Far East Consortium Building

121 Des Voeux Road Central

Hong Kong

27 July 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is (1) to provide you with information regarding the resolutions to be proposed at the AGM relating to (among other things) (i) the Re-election of Directors and (ii) the granting of general mandates to repurchase and issue Shares by the Company; and (2) to give you the AGM Notice.

* For identification purposes only

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with clauses 106 and 107 of the Articles, Mr. Chi Hing CHAN (Executive Director of the Company) and Mr. Kwok Wai CHAN (Independent Non-executive Director of the Company) shall retire by rotation at the AGM. In accordance with the second part of clause 115(B) of the Articles, a Director appointed as an Executive Chairman or as Managing Director or Joint Managing Director shall not while holding such office be subject to retirement by rotation or taken into account in determining the rotation retirement of Directors. In order to uphold good corporate governance practices, Mr. Cheong Thard HOONG, the Managing Director of the Company, voluntarily retires from his office and offers himself for re-election at the AGM notwithstanding that he is not required to do so by clause 115(B) of the Articles. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Pursuant to code provision A.4.3 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, where the board believes an independent non-executive director serving the listed issuer more than 9 years, who is subject to retirement, is still independent and should be re-elected, the papers to shareholders accompanying that resolution should include the reasons. Mr. Kwok Wai CHAN, one of the aforesaid retiring Directors, was first appointed to the Board in 2005 and therefore, has been serving as an Independent Non-executive Director of the Company for more than 9 years. During his years of appointment, Mr. Kwok Wai CHAN has demonstrated his ability to provide an independent view to the Company's matters. Besides, Mr. Kwok Wai CHAN has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has given annual confirmation of his independence to the Company. The Board, therefore, considers him to continue to be independent and believes he should be re-elected, in particular because of his experience and contribution to the Board.

Accordingly, ordinary resolutions on the Re-election of Directors will be proposed at the AGM. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Cheong Thard HOONG, Mr. Chi Hing CHAN and Mr. Kwok Wai CHAN are set out in Appendix 1 to this circular.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 28 August 2014, an ordinary resolution was passed to grant a general mandate authorizing the Directors to exercise the power of the Company to repurchase Shares up to 10% of the total number of issued Shares as at that date. Pursuant to the Listing Rules, such mandate, to the extent not utilized, will expire at the conclusion of the AGM.

LETTER FROM THE BOARD

An ordinary resolution will therefore be proposed at the AGM to grant to the Directors a new general and unconditional mandate to exercise the power of the Company to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution (“Repurchase Mandate”).

Subject to the passing of ordinary resolution no. 9 granting the Repurchase Mandate and assuming that the existing number of issued shares of the Company remains at 1,917,586,798 as at the date of the AGM, the Company will be allowed to repurchase a maximum of 191,758,679 Shares. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the ordinary resolution no. 9.

In accordance with the requirements of the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against ordinary resolution no. 9 to be proposed at the AGM in relation to the granting of the Repurchase Mandate. Such explanatory statement is set out in Appendix 2 to this circular.

4. GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 28 August 2014, an ordinary resolution was also passed to grant a general mandate authorizing the Directors to allot, issue and deal with Shares up to 20% of the total number of issued Shares as at that date. Pursuant to the Listing Rules, such mandate, to the extent not utilized, will expire at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM to grant to the Directors a new general and unconditional mandate to allot, issue and deal with Shares up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution (“Issue Mandate”).

Subject to the passing of ordinary resolution no. 8 granting the Issue Mandate and assuming that the existing number of issued shares of the Company remains at 1,917,586,798 as at the date of the AGM, the Company will be allowed to issue a maximum of 383,517,359 Shares. The Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the ordinary resolution no. 8.

In addition, ordinary resolution no. 10 will be proposed at the AGM for extending the Issue Mandate by adding the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

5. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 14 to 18 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the resolutions to be proposed at the AGM shall be voted by poll. An announcement on the results of the poll will be made by the Company after the conclusion of the AGM in accordance with Rule 13.39(5) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the Re-election of Directors, the granting of the Repurchase Mandate and the granting/extension of the Issue Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board of
Far East Consortium International Limited
David CHIU
Chairman and Chief Executive Officer

APPENDIX 1 INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The information as required to be disclosed by the Listing Rules on the retiring Directors proposed to be re-elected at the AGM is set out as follows:

EXECUTIVE DIRECTORS

Mr. Cheong Thard HOONG, B.ENG., ACA (“Mr. HOONG”)

Mr. HOONG, aged 46, was appointed as an Executive Director of the Company in August 2012. He is also a member of the Executive Committee and a director of various subsidiaries of the Company. He joined the Group in September 2008 as the Managing Director. He is responsible for the formulation and implementation of the Group overall strategies for development. He brings with him a wealth of knowledge in corporate development and extensive experience in mergers and acquisitions as well as international capital markets.

Prior to joining the Group, Mr. HOONG was the chief executive officer of China LotSynergy Holdings Limited (stock code: 1371). He was instrumental in implementing a number of important initiatives which established international relationships for the company and built solid foundations for business expansion whereas he is currently a non-executive director of the company. Mr. HOONG was an investment banker for over 12 years and had held senior positions at Deutsche Bank and UBS where he was responsible for corporate finance business in Asia. Mr. HOONG is also a non-executive director of Dorsett Hospitality International Limited (stock code: 2266, a subsidiary of the Company) (“Dorsett”), a director of AGORA Hospitality Group Co., Ltd., a company listed on the Tokyo Stock Exchange and a non-independent and non-executive director of Land & General Berhad, a company listed on the Bursa Malaysia.

Mr. HOONG is a member of the Institute of Chartered Accountants in England and Wales and holds a bachelor’s degree in Mechanical Engineering from Imperial College, University of London.

As far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, Mr. HOONG has not held any directorships in other public listed companies in the last 3 years and he does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date, Mr. HOONG has (1) a total interest in 6,647,278 Shares (representing approximately 0.35% of the issued shares of the Company) which comprise: a personal interest of 6,243,033 Shares; and interests of 404,245 Shares held jointly with Ms. TENG Pei Chun (the spouse of Mr. HOONG); and (2) a personal interest of 5,000,000 share options of the Company attaching thereto the rights to subscribe for 5,000,000 Shares, within the meaning of Part XV of the SFO. In addition, as at the Latest Practicable Date, Mr. HOONG has interests of 4,242 shares in Dorsett held jointly with Ms. TENG Pei Chun; and (ii) a personal interest of 2,269,091 share options in Dorsett attaching thereto the rights to subscribe for 2,269,091 shares of Dorsett, within the meaning of Part XV of the SFO.

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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Pursuant to the letter of appointment issued by the Company to Mr. HOONG, his term of office is 3 years. Mr. HOONG was paid HK\$25,000 as Director's fee and HK\$7,545,000 as salary and other allowances for the year ended 31 March 2015. He was also entitled to discretionary bonus as the Board shall determine. The emoluments of Mr. HOONG were recommended by the Remuneration Committee of the Company and approved by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware, there is no other information of Mr. HOONG to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. HOONG that need to be brought to the attention of the Shareholders.

Mr. Chi Hing CHAN, EMBA ("Mr. Denny CHAN")

Mr. Denny CHAN, aged 52, was appointed as an Executive Director of the Company in August 2012. He is also a member of the Executive Committee of the Company and a director of various subsidiaries of the Company. He has been the Group's Chief Operating Officer since March 2004. He is responsible for the Hong Kong and the Mainland China based activities with emphasis on the commercial management, property and hotel development and investment, and project development. He also leads the sales & marketing team to oversee the strategy planning on the real estate business in Hong Kong and Mainland China. He joined the Company in 1990 as the Group Chief Accountant and promoted as the Group Financial Controller in 2002. From 1990 to 2003, he was responsible for the Group's financial, treasury and accounting functions. Mr. Denny CHAN is a non-executive director of Dorsett and an independent non-executive director of Hidili Industry International Development Limited (stock code: 1393).

Prior to joining the Group, he was an audit manager of a big four international accounting firm with over ten years of audit experience. He has extensive experience in accounting and auditing of Hong Kong listed companies.

Mr. Denny CHAN graduated from the City University of Hong Kong with an Executive Master Degree in Business Administration. He is a member of the Hong Kong Institute of Project and a fellow member of the Hong Kong Institute of Directors. He is also a member of China Real Estate Chamber of Commerce Hong Kong Chapter Limited.

As far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, Mr. Denny CHAN has not held any directorships in other public listed companies in the last 3 years and he does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules).

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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As at the Latest Practicable Date, Mr. Denny CHAN has (i) a personal interest of 2,010,000 Shares (representing approximately 0.10% of the issued shares of the Company) and (ii) a personal interest of 3,500,000 share options of the Company attaching thereto the rights to subscribe for 3,500,000 Shares, within the meaning of Part XV of the SFO. In addition, as at the Latest Practicable Date, Mr. Denny CHAN has (i) a personal interest of 3,000 shares in Dorsett and (ii) a personal interest of 2,836,364 share options in Dorsett attaching thereto the rights to subscribe for 2,836,364 shares of Dorsett, within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment issued by the Company to Mr. Denny CHAN, his term of office is 3 years. He is also subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles.

Mr. Denny CHAN was paid HK\$25,000 as Director's fee and HK\$2,593,000 as salary and other allowances for the year ended 31 March 2015. He was also entitled to discretionary bonus as the Board shall determine. The emoluments of Mr. Denny CHAN were recommended by the Remuneration Committee of the Company and approved by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware, there is no other information of Mr. Denny CHAN to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Denny CHAN that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Kwok Wai CHAN ("Mr. CHAN")

Mr. CHAN, aged 56, was appointed as an Independent Non-executive Director of the Company in November 2005. He is also the Chairman of both the Audit Committee and Remuneration Committee and a member of the Nomination Committee of the Company. He is a member of The Hong Kong Securities Institute and a member of CPA Australia. Mr. CHAN is a director of High Progress Consultants Limited and also an independent non-executive director of Chinese Estates Holdings Limited (stock code: 127), China Investments Holdings Limited (stock code: 132), Tern Properties Company Limited (stock code: 277) and National Electronics Holdings Limited (stock code: 213).

During the last three years, Mr. CHAN had also been an independent non-executive director of Junefield Department Store Group Limited (stock code: 758) from December 2002 to May 2013. As far as the Directors are aware and save as disclosed above, as at the Latest Practicable Date, Mr. CHAN has not held any directorships in other public listed companies in the last 3 years and he does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) nor does he have any interests in the Shares within the meaning of Part XV of the SFO.

APPENDIX 1	INFORMATION ON THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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Pursuant to the letter of appointment issued by the Company to Mr. CHAN, his term of office is 3 years. He is also subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles.

Mr. CHAN was paid HK\$220,000 as Director's fee for the year ended 31 March 2015. Mr. CHAN was not entitled to any discretionary bonus during the year ended 31 March 2015. The emoluments of Mr. CHAN were recommended by the Remuneration Committee of the Company and approved by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As far as the Directors are aware, there is no other information of Mr. CHAN to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rule; and there are no other matters concerning Mr. CHAN that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against ordinary resolution no. 9 to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange, subject to certain restrictions, the most important of which are summarized below:

(a) Shareholders' Approval

The Listing Rules provide that all on-market repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchases.

(b) Source of Funds

Repurchases must be made out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Maximum Number of Securities to be Repurchased

The shares proposed to be repurchased must be fully-paid up. A maximum of 10% of the existing number of issued shares of the company as at the date of passing of the relevant resolution may be repurchased on the Stock Exchange.

2. ISSUED SHARES

As at the Latest Practicable Date, the existing number of issued shares of the Company was 1,917,586,798.

Subject to the passing of ordinary resolution no. 9 granting the Repurchase Mandate and assuming that the existing number of issued shares of the Company remains at 1,917,586,798 as at the date of the AGM, the Company will be allowed to repurchase a maximum of 191,758,679 Shares, being 10% of the total number of issued Shares as at the date of passing of the resolution.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 March 2015 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchased period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirement of the Company or gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest HK\$	Lowest HK\$
2014		
July	2.99	2.78
August	3.13	2.95
September	3.13	2.76
October	2.99	2.80
November	2.93	2.81
December	3.01	2.50
2015		
January	3.18	2.95
February	3.05	2.86
March	3.13	2.91
April	3.74	2.93
May	3.97	3.61
June	4.02	3.58
July (up to the Latest Practicable Date)	4.10	2.93

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) presently intend to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, when a Shareholder, or a group of Shareholders acting in concert, could then obtain or consolidate control of the Company, he/they shall become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Chiu Family held 1,111,541,043 Shares, representing approximately 57.97% of the existing issued shares of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the shareholding of the Chiu Family in the Company would increase to approximately 64.41% of the issued shares of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued shares would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of issued Shares in public hands.

8. SHARES REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**FAR EAST CONSORTIUM INTERNATIONAL LIMITED****遠東發展有限公司***

(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 an annual general meeting (the "Meeting") of Far East Consortium International Limited (the "Company") will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wanchai, Hong Kong on Thursday, 27 August 2015 at 11:30 a.m. for the following purposes:

1. To receive and adopt the Company's audited financial statements and the reports of the Company's directors (the "Directors") and auditor for the year ended 31 March 2015.
2. To declare a final dividend of HK\$0.13 per share for the year ended 31 March 2015 (the "Proposed Final Dividend").
3. To re-elect Mr. Cheong Thard HOONG as an Executive Director.
4. To re-elect Mr. Chi Hing CHAN as an Executive Director.
5. To re-elect Mr. Kwok Wai CHAN as an Independent Non-executive Director.
6. To authorize the board of Directors (the "Board") to fix the respective Directors' remuneration.
7. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix their remuneration.
8. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

"THAT:

- (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "Shares") or securities convertible into Shares, or

* For identification purposes only

options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options (including bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, 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 issued by the Company or any securities which are convertible into Shares;
 - (c) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association of the Company from time to time; or
 - (d) an issue of Shares upon the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the granting or issue to employees and/or other eligible persons of the Company and/or any of its subsidiaries of any options to subscribe for, or rights to acquire Shares;

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) 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 the Articles of Association of the Company or any applicable laws 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 of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares whose name appear, on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusion 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, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

9. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“**THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors 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”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and the regulations of the Rules Governing the Listing of Securities on the Stock Exchange be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution, which had been granted to the Directors and which are still in effect be and are hereby revoked; and

- (iv) 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 the Articles of Association of the Company or any applicable laws 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 of the Company in general meeting.”
10. To consider as special business and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions nos. 8 and 9 set out in the notice convening the Meeting (the “Notice”), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares pursuant to resolution no. 8 set out in the Notice be and is hereby extended by the addition to the total number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 9 set out in the Notice, provided that such amount of Shares so repurchased shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution.”

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

Hong Kong, 27 July 2015

Notes:

- a. For determining the entitlement to attend and vote at the Meeting, the Register of Members of the Company will be closed from Tuesday, 25 August 2015 to Thursday, 27 August 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 24 August 2015.
- b. A member entitled to attend and vote at the Meeting 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.

- c. 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 branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. 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.
- d. 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 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.
- e. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in the Notice will be voted by poll at the Meeting.