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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 dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Far East Global Group Limited (the “Company”), you should at once hand this circular, together with the 2009 Annual Report and the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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FAR EAST GLOBAL GROUP LIMITED
遠東環球集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 830)

**GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Place, Hong Kong on Tuesday, 22 June 2010 at 3:00 p.m. is set out on pages 17 to 20 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to read the notice and to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general 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 annual general meeting or any adjournment thereof should you so wish.

30 April 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2009 Annual Report”	the annual report of the Company for the financial year ended 31 December 2009 despatched to the Shareholders together with this circular;
“AGM”	the annual general meeting of the Company to be held at Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Place, Hong Kong on Tuesday, 22 June 2010 at 3:00 p.m. or any adjournment thereof;
“Articles”	the articles of association of the Company;
“associate(s)”	has the meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“BVI”	the British Virgin Islands;
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Far East Global Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange;
“connected person(s)”	has the meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate;
“Group”	the Company and its subsidiaries;
“HK\$ and HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM;
“Latest Practicable Date”	23 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



FAR EAST GLOBAL GROUP LIMITED

遠東環球集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 830)

Executive Directors:

Mr. HUANG Brad (*Chairman*)
Mr. KWOK Yeung Kwong (*Chief Executive Officer*)
Mr. KO Chuk Kin, Herbert
Mr. CHIU Lok Man

Non-executive Director:

Mr. HUANG Guangyu

Independent non-executive Directors:

Mr. ZHOU Jinsong
Mr. YEN Homer Shih Hung
Mr. HONG Winn

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

17th Floor, Eight Commercial Tower
8 Sun Yip Street
Chai Wan
Hong Kong

30 April 2010

To the Shareholders,

Dear Sir/Madam,

**GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details of (i) the proposed Issue Mandate; (ii) the proposed Repurchase Mandate; (iii) the proposed Extension Mandate; (iv) an explanatory statements regarding the Repurchase Mandate; (v) the proposed re-election of the Directors and to give you notice of the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed, among other matters, to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 1,121,750,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 224,350,000 Shares.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the AGM to extend the Issue Mandate by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting.

RE-ELECTION OF DIRECTORS

Pursuant to articles 16.2 and 16.18 of the Articles, all the Directors are subject to retirement by rotation at the AGM. All the Directors are eligible for re-election at the AGM. The biographical details of all the retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

THE ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 17 to 20 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of the Extension Mandate and the re-election of retiring Directors.

The 2009 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2009 and the reports of the Directors and the auditor thereon are despatched to the Shareholders together with this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later 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 thereof should you so wish.

All resolutions at the AGM shall be conducted by way of poll and the results of the AGM will be announced by the Company in compliance with the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

CLOSURE OF TRANSFER BOOKS AND REGISTER OF MEMBERS

The transfer books and Register of Members of the Company will be closed from 15 June 2010 to 22 June 2010, both days inclusive. During such period, no transfer of shares will be registered.

In order to qualify for attending the annual general meeting to be held on 22 June 2010, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 14 June 2010.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of the Board of
Far East Global Group Limited
Huang Brad
Chairman

This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a connected person, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,121,750,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 112,175,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation by an ordinary resolution of the Shareholders in a general meeting.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have the general authority from the Shareholders to enable the Company to repurchase securities in the market. Such repurchases 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 if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the Companies Law.

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, there might not be a material adverse impact on the working capital and/or gearing positions of the Company (as compared with the financial position as at 31 December 2009 as disclosed in 2009 Annual Report). 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PARTIES

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from 30 March 2010, being the date of listing of the Shares on the Stock Exchange, and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
March (from 30 March 2010)	1.45	1.18
April (up to the Latest Practicable Date)	1.24	1.01

7. THE 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 of voting rights for the purpose of Rule 32 of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the Shareholder's interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the substantial shareholders having interests in 10% or more of the issued share capital of the Company were:

Name of Shareholder	Number of Shares held	As at the Latest Practicable Date	Approximate % shareholding If Repurchase Mandate is exercised in full
Showmost Group Limited (<i>Note 1</i>)	522,750,000	46.60	51.78
LCF II Holdings, Limited (<i>Note 1</i>)	522,750,000	46.60	51.78
Lotus China Fund II, L.P. (<i>Note 1</i>)	522,750,000	46.60	51.78
Full Mission Limited (<i>Note 2</i>)	125,052,000	11.15	12.39
Huang Brad (<i>Note 2</i>)	125,052,000	11.15	12.39
Kwok Yeung Kwong (<i>Note 2</i>)	125,052,000	11.15	12.39
Huang Chen Wei Lay Bernadette (<i>Note 3</i>)	125,052,000	11.15	12.39
Yuen Mary (<i>Note 4</i>)	125,052,000	11.15	12.39

Notes

- (1) To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Showmost Group Limited ("Showmost") is a limited liability company incorporated in BVI and is wholly-owned by LCF II Holdings, Limited (which in turn is wholly-owned by Lotus China Fund II, L.P.). To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Lotus China Fund II, L.P. is a private equity fund dedicated to direct investments in China and China-related businesses and is a fund available to institutions and sophisticated investors who have subscribed for or acquired interests in the fund as admitted partners of the fund and who are independent third parties except Lotus China GP, Limited, which is the general partner of Lotus China Fund II, L.P. and owns approximately 1.6% of the partnership interests in Lotus China Fund II, L.P. Lotus China GP, Limited is wholly-owned by Lotus Capital Finance Corp., a majority stake of which is owned by Mr. Huang Guangyu, the non-executive Director. Accordingly, under the SFO, both LCF II Holdings, Limited and Lotus China Fund II, L.P. are deemed to be interested in all the Shares held by Showmost.
- (2) Full Mission Limited is a limited liability company incorporated in BVI and is owned as to 50% by Mr. Huang Brad (Chairman and Executive Director) and as to 50% by Mr. Kwok Yeung Kwong (Executive Director and Chief Executive Officer of the Group). Accordingly, both Mr. Huang Brad and Mr. Kwok Yeung Kwong are deemed to be interested in all the Shares held by Full Mission Limited. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, among the Shares for which Mr. Kwok Yeung Kwong is deemed to be interested, Mr. Kwok Yeung Kwong is beneficially interested in 62,534,500 Shares pursuant to a declaration of trust executed by Full Mission Limited in favour of him.
- (3) Madam Huang Chen Wei Lay, Bernadette, the spouse of Mr. Huang Brad is also deemed to be interested in such 125,052,000 Shares in which Mr. Huang is deemed to be interested.
- (4) Madam Yuen Mary, the spouse of Mr. Kwok Yeung Kwong is also deemed to be interested in such 125,052,000 Shares in which Mr. Kwok is deemed to be interested.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. The Directors believe that such increase may give rise to an obligation on the part of Showmost to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code. However, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. The Board will endeavour to ensure that the exercise of the Repurchase Mandate will not result in less than 25% of the issued share capital of the Company, being the minimum prescribed public float requirement under the Listing Rules, being held in the hands of the public.

8. SHARE REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities from 30 March 2010, being the date of listing of the Shares on the Stock Exchange, up to and including the Latest Practicable Date.

9. UNDERTAKING OF THE BOARD

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 in accordance with the Listing Rules, the applicable laws of Cayman Islands and the regulations set out in the Articles.

The biographical details of the Directors eligible for re-election at the AGM are set out below:

Mr. HUANG Brad – *Chairman and Executive Director*

Mr. HUANG Brad, aged 45, joined the Group as a Director on 11 March 2008, and was subsequently designated as Chairman of the Board, an executive Director and a member of remuneration and nomination committee on 10 March 2010. He is primarily responsible for the overall strategy of the Company. Mr. Huang is the brother of Mr. Huang Guangyu, a non-executive Director. Mr. Huang obtained a Bachelor of Science degree in Physics from Zhejiang University in 1985, a Master of Arts degree in Economics from Georgetown University in 1987 and a Master of Business Administration degree from the School of Management in Yale University in 1990. Mr. Huang is a Sterling Fellow of Yale University, where he also serves as a board member of Yale School of Management Board of Advisors and the Chairman of its Greater China Advisory Board. He is also a member of the President's Council on International Activities at Yale University.

Prior to joining the Company, Mr. Huang was a research assistant at the Hudson Institute, a strategic think tank in Washington D.C. Mr. Huang also worked as an investment banker at Goldman, Sachs & Co. and Credit Suisse. In 1994, Mr. Huang founded Lotus Capital Management, which manages private equity funds investments in Greater China, and has been its chief executive officer since 1994. Mr. Huang has no equity interest in Lotus China Fund II L.P. (which is one of the Controlling Shareholders). Lotus Capital Finance Corp. holds the majority stake in Lotus Capital Management and Lotus Capital Investment Management Limited. Accordingly, Lotus Capital Management is an affiliate of Lotus Capital Investment Management Limited, which is the investment manager of Lotus China Fund II, L.P. Since the establishment of Lotus Capital Management, Mr. Huang has been acting as its chief executive officer. Mr. Huang, in his capacity as the chief executive officer of Lotus Capital Management, also participates in discharging the duties of Lotus Capital Investment Management, Limited in managing the investment portfolio companies of Lotus China Fund II, L.P. Such duties include evaluating and negotiating investment proposals to Lotus China Fund II, L.P., monitoring the management and operations of the investment portfolio companies of Lotus China Fund II, L.P., monitoring the business and affairs of Lotus China Fund II, L.P., and advising Lotus China Fund II, L.P. as to disposition opportunities. Save as disclosed herein, Mr. Huang has no other roles or interests in Lotus Capital Finance Corp., Lotus China Fund II, L.P. or Lotus Capital Investment Management, Limited. From June 2008 to August 2009, Mr. Huang acted as the chairman and chief executive officer of Macau Investment Holdings Limited (澳門投資控股有限公司), a company listed on the Main Board of the Stock Exchange.

Mr. Huang has entered into a service agreement with the Company for an initial term of three years commencing from 30 March 2010 and renewable automatically for successive terms of one year each commencing from the day following the expiry of the then current term unless and until (i) terminated by either party thereto giving not less than three months' prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) the Director not being re-elected as a Director or being removed by Shareholders at general meeting of the Company in accordance with the Articles. Mr. Huang will not receive any salary for his service as an executive Director under the terms of the service agreement with the Company.

Save as disclosed above, Mr. Huang does not relate to any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company and Mr. Huang has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Huang is deemed to be interested in 125,052,000 Shares by virtue of his holding of 50% of the issued share capital of Full Mission Limited within the meaning of Part XV of the SFO.

Mr. KWOK Yeung Kwong – *Executive Director*

Mr. KWOK Yeung Kwong, aged 52, was appointed as a Director and chief executive officer of the Company on 11 March 2008 and was subsequently designated as an executive Director and a member of the Company's remuneration and nomination committee on 10 March 2010. Mr. Kwok joined the Group since 1982 and has over 25 years of experience in curtain wall engineering technology, project management and aluminium production. Mr. Kwok obtained a certificate for advance studies in Curtain Wall and Windows Systems and Architectural Metal Products from the United States Aluminium Corporation in 1991. Mr. Kwok served as the director, executive director for China projects and operation director from 1992 to 1997, 1998 to 1999 and 2000 to 2007, respectively. Mr. Kwok is the chief executive officer and director of Far East Aluminium Works Co. Ltd. Mr. Kwok was arrested by Customs for suspected violation of the Copyright Ordinance and has been released on bail. The Company considers Mr. Kwok to be a fit person to continue to assume the position of a CEO and as a member of the Board because of Mr. Kwok's experience in the building facade industry and no charges had been made against Mr. Kwok as of the Latest Practicable Date.

Mr. Kwok has entered into a service agreement with the Company for an initial term of three years commencing from 30 March 2010 and renewable automatically for successive terms of one year each commencing from the day following the expiry of the then current term unless and until (i) terminated by either party thereto giving not less than three months' prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) the Director not being re-elected as a Director or being removed by Shareholders at general meeting of the Company in accordance with the Articles. Mr. Kwok is entitled to an annual salary of HK\$1,560,000, subject to regular review by the remuneration committee of the Board. At the end of every financial year of the Company, Mr. Kwok will be entitled to a discretionary management bonus of an amount recommended by the remuneration committee of the Board in respect of that financial year of the Company.

Save as disclosed above, Mr. Kwok does not related to any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company. Mr. Kwok has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Kwok is deemed to be interested in 125,052,000 Shares by virtue of his holding of 50% of the issued share capital of Full Mission Limited within the meaning of Part XV of the SFO.

Mr. KO Chuk Kin, Herbert – *Executive Director*

Mr. KO Chuk Kin, Herbert, aged 47, was appointed as a Director on 8 March 2010 and was subsequently designated as an executive Director on 10 March 2010. He is also the commercial director of the Company. Mr. Ko has over 20 years of experience in quantity surveying and contract administration. Mr. Ko joined the Company since March 1996 and is responsible for business development, tendering, contract administration and other related commercial duties. Mr. Ko is a member of the Royal Institution of Chartered Surveyors, the Chartered Institute of Arbitrators, the Hong Kong Institute of Surveyors and is a Registered Professional Surveyor. Mr. Ko received his Bachelor of Science degree in Quantity Surveying from the University of Glamorgan, the United Kingdom in 1987 and a Bachelor of Laws degree from the University of Wolverhampton, the United Kingdom in 1998.

Mr. Ko has entered into a service agreement with the Company for an initial term of three years commencing from 30 March 2010 and renewable automatically for successive terms of one year each commencing from the day following the expiry of the then current term unless and until (i) terminated by either party thereto giving not less than three months' prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) the Director not being re-elected as a Director or being removed by Shareholders at general meeting of the Company in accordance with the Articles. Mr. Ko shall be entitled to an annual salary of HK\$1,300,000, subject to regular review by the remuneration committee of the Board. At the end of every financial year of the Company, Mr. Ko will be entitled to a discretionary management bonus of an amount recommended by the remuneration committee of the Board in respect of that financial year of the Company.

Save as disclosed above, Mr. Ko does not relate to any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company. Mr. Ko has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Ko is interested in 7,650,000 Shares by virtue of his beneficial interest in 7,650,000 Shares held by Full Mission Limited by way of a trust in favour of him.

Save as aforesaid, Mr. Ko has no interests in the Shares within the meaning of Part XV of the SFO.

Mr. CHIU Lok Man – *Executive Director*

Mr. CHIU Lok Man, aged 42, was appointed as a Director on 8 March 2010 and was subsequently designated as an executive Director on 10 March 2010. He is also the design director of the Company. Mr. Chiu has over 21 years of experience in the building facade industry. Mr. Chiu joined the Company in 2002 as design manager and was promoted to deputy chief designer of the Company. He was promoted to design director in 2006. Mr. Chiu is experienced in design-project management and is mainly responsible for resources planning, costs control, design feasibility investigation and development. In 2004, he was awarded the Company's Annual Design Award for the new product design in the Langham Place project. Mr. Chiu also participated in the project design of the Burj Khalifa project in Dubai. Mr. Chiu was qualified as a member of Chartered Institute of Building (CIOB) in the United Kingdom in 2000.

Mr. Chiu has entered into a service agreement with the Company for an initial term of three years commencing from 30 March 2010 and renewable automatically for successive terms of one year each commencing from the day following the expiry of the then current term unless and until (i) terminated by either party thereto giving not less than three months' prior written notice, with the last day of the notice falling on the last day of the initial term or any time thereafter; or (ii) the Director not being re-elected as a Director or being removed by Shareholders at general meeting of the Company in accordance with the Articles of Association. Mr. Chiu shall be entitled to an annual salary of HK\$840,000, subject to regular review by the remuneration committee of the Board. At the end of every financial year of the Company, Mr. Chiu will be entitled to a discretionary management bonus of an amount recommended by the remuneration committee of the Board in respect of that financial year of the Company.

Save as disclosed above, Mr. Chiu does not relate to any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company. Mr. Chiu has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Chiu is interested in 7,650,000 Shares by virtue of his beneficial interest as a Qualified Employee in 7,650,000 Shares held by Full Mission Limited by way of a trust in favour of each of the Qualified Employees.

Save as aforesaid, Mr. Chiu has no interests in the Shares within the meaning of Part XV of the SFO.

Mr. HUANG Guangyu – *Non-Executive Director*

Mr. HUANG Guangyu, aged 38, joined the Group as a Director on 31 March 2009 and was subsequently designated as a non-executive Director on 10 March 2010. Mr. Huang is the brother of Mr. Huang Brad, an executive Director. Mr. Huang is a director and holds a majority stake in Lotus Capital Finance Corp., which in turn owns the majority of the equity interests in Lotus China GP, Limited (the general partner of Lotus China Fund II, L.P. and owns approximately 1.6% of the partnership interests in Lotus China Fund II, L.P. (the Controlling Shareholder)) and Lotus Capital Investment Management, Limited (the investment manager of Lotus China Fund II, L.P.). In addition, Mr. Huang is a director of LCF II Holdings, Limited (the Controlling Shareholder), Lotus China GP, Limited, and Lotus Capital Investment Management, Limited.

Mr. Huang obtained a Bachelor of Science degree in Mechanical Engineering from Zhejiang University in 1992. From 1992 to 1996, Mr. Huang served as the sales manager of the Eastern China region at the representative office of Mars Inc. in Shanghai. From 1996 to 2004, Mr. Huang worked as the executive vice president of CSK Systems (Shanghai) Co. Ltd. ("CSK") where he was responsible for overseeing the development and day-to-day operations of CSK. From 2004 to 2006, Mr. Huang served as the general manager of Hangzhou Development Centre of SinoCom Shensoft Computer Technology (Shanghai) Co. Ltd. ("Hangzhou Development Centre") where he was responsible for the development of the Hangzhou Development Centre and monitoring of its day-to-day operations. Since 2006, Mr. Huang has been serving as the vice-president of Shanghai MBP Software Co., Ltd. and general manager of Lot Software Systems (Hangzhou) Co., Ltd.

Mr. Huang is appointed for a fixed term of two years commencing from 30 March 2010 at an annual fee of HK\$120,000.

Save as disclosed above, Mr. Huang does not relate to any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company. Mr. Huang has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Huang has no interests in the Shares within the meaning of Part XV of the SFO.

Mr. ZHOU Jinsong – *Independent Non-executive Director*

Mr. ZHOU Jinsong, aged 39, was appointed as a Director on 8 March 2010 and was subsequently designated as an independent non-executive Director and the chairman of the Company's audit, remuneration and nomination committee on 10 March 2010. Mr. Zhou graduated from Guangdong Radio and TV University (廣東廣播電視大學) in 1992 and a Master of Business Administration degree from Harbin Institute of Technology (哈爾濱工業大學) in 2003. Mr. Zhou is a Certified Public Accountant licensed in the PRC.

Mr. Zhou has extensive experience in accounting, audit and business advisory in various audit firms and private companies in the PRC. Mr. Zhou was an accountant supervisor in the fund management office of the Shenzhen Cultural Development Department (深圳市宣傳文化事業發展專項基金領導小組辦公室) from 1995 to 2002. Mr. Zhou is currently the vice president of Zhongmao, an accounting firm in Shenzhen. Since January 2009, Mr. Zhou has been acting as an independent non-executive director of Macau Investment Holdings Limited (澳門投資控股有限公司), a company listed on the Main Board of the Stock Exchange.

Mr. Zhou is appointed for a fixed term of two years commencing from 30 March 2010 at an annual fee of HK\$120,000.

Save as disclosed above, Mr. Zhou does not relate to any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Mr. Zhou has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Zhou has no interests in the Shares within the meaning of Part XV of the SFO.

Mr. YEN Homer Shih Hung – *Independent Non-executive Director*

Mr. YEN Homer Shih Hung, aged 51, was appointed as a Director on 8 March 2010 and was subsequently designated as an independent non-executive Director and a member of the Company's audit, remuneration and nomination committee on 10 March 2010. Mr. Yen graduated from the Southern California Institute of Architecture with a Master's degree of Architecture in 1986. Mr. Yen is a professional architect licensed in California, a member of the American Institute of Architects and a member of the Royal Architectural Institute of Canada. Mr. Yen is an experienced real estate developer and has over 15 years of experience in architectural design, development and marketing of a wide variety of real estate projects in Southern California. Mr. Yen was responsible for a diverse portfolio of award winning projects with construction sites in excess of 2,000 homes.

Mr. Yen is currently the chief executive officer of First Pacific Homes, LLC, and the president and chief executive officer of Homer Yen + Architects, Inc., a professional architecture firm in Southern California. Mr. Yen received the Builder of the Year Award in 2005 and the Professional Excellence Award in 2008 from the Chinese American Construction Professionals.

Mr. Yen is appointed for a fixed term of two years commencing from 30 March 2010 at an annual fee of HK\$120,000.

Save as disclosed above, Mr. Yen does not relate to any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Mr. Yen has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Yen has no interests in the Shares within the meaning of Part XV of the SFO.

Mr. HONG Winn – *Independent Non-executive Director*

Mr. HONG Winn, aged 40, was appointed as a Director on 8 March 2010 and was subsequently designated as an independent non-executive Director and a member of the Company's audit, remuneration and nomination committee on 10 March 2010. Mr. Hong obtained a Bachelor of Science degree in Aerospace Engineering and a Master of Science degree in Mechanical Engineering from the University of California, Los Angeles (the "UCLA") in 1993 and 1996, respectively. Mr. Hong graduated from the University of Chicago with a Master of Business Administration degree in 2005. Mr. Hong is a senior technology strategist for the Institute for Technology Advancement (the "ITA") at the UCLA focusing on biotechnology, alternative fuel, medical device, and internet, media, and related software technologies. Mr. Hong has over eleven years of experience in high-tech product development and high-tech start-up success and leadership.

Prior to joining the Company, Mr. Hong was a research scientist at the NASA/Jet Propulsion Laboratory from 1996 to 1999 where he was involved in the design, fabrication and testing of sensors for military, medical, commercial and space exploration applications. From 2000 to 2005, Mr. Hong co-founded companies in the biofuel, green chemicals, water filtration and desalination and medical devices area and held various executive level positions in each of these companies. From June 2005 to December 2007, Mr. Hong worked as a principal for Convergent Ventures, LLC, a venture capital firm that invests seed capital, management and operational expertise in early-stage life science and technology investment opportunities in Southern California.

Mr. Hong is appointed for a fixed term of two years commencing from 30 March 2010 at an annual fee of HK\$120,000.

Save as disclosed above, Mr. Hong does not relate to any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Mr. Hong has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Hong has no interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring Directors.

NOTICE OF ANNUAL GENERAL MEETING



FAR EAST GLOBAL GROUP LIMITED

遠東環球集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 830)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Far East Global Group Limited (the “**Company**”) will be held at Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Place, Hong Kong on Tuesday, 22 June 2010 at 3:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 December 2009;
2.
 - (a) To re-elect Mr. Huang Brad as executive Director;
 - (b) To re-elect Mr. Kwok Yeung Kwong as executive Director;
 - (c) To re-elect Mr. Ko Chuk Kin, Herbert as executive Director;
 - (d) To re-elect Mr. Chiu Lok Man as executive Director;
 - (e) To re-elect Mr. Huang Guangyu as non-executive Director;
 - (f) To re-elect Mr. Zhou Jinsong as independent non-executive Director;
 - (g) To re-elect Mr. Yen Homer Shih Hung as independent non-executive Director;
and
 - (h) To re-elect Mr. Hong Winn as independent non-executive Director;
3. To re-appoint RSM Nelson Wheeler as the auditor of the Company and to authorise the Board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), 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 unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any 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, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the **“Companies Law”**) or any other applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) 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, the Companies Law, or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”.

By order of the Board
Far East Global Group Limited
Huang Brad
Chairman

Hong Kong, 30 April 2010

Notes:

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
4. The instrument appointing a proxy and (if required by the Board) 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 delivered at the Company's Hong Kong branch share registrar, Tricor Investor Services 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 meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
7. The transfer books and Register of Members of the Company will be closed from 15 June 2010 to 22 June 2010, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 14 June 2010.
8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolutions 4 to 6 as set out in this notice will be sent to members of the Company together with the Company's 2009 Annual Report.