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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 2010 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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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**

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A notice convening an annual general meeting of the Company to be held at 16th Floor, Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong on Tuesday, 31 May 2011 at 9:30 a.m. is set out on pages 14 to 17 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.

28 April 2011

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## DEFINITIONS

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

“2010 Annual Report”	the annual report of the Company for the financial year ended 31 December 2010 despatched to the Shareholders together with this circular;
“AGM”	the annual general meeting of the Company to be held at 16th Floor, Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong on Tuesday, 31 May 2011 at 9:30 a.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;

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## DEFINITIONS

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“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”	20 April 2011, 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.

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LETTER FROM THE BOARD

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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)**

*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:*

16th Floor, Eight Commercial Tower  
8 Sun Yip Street  
Chai Wan  
Hong Kong

28 April 2011

*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.

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## LETTER FROM THE BOARD

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### 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 1,116,108,000 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 223,221,600 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 Issue Mandate, the Repurchase Mandate and the Extension 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 16.18 of the Articles and the recommendation by the nomination committee of the Company, Mr. Huang Brad, Mr. Chiu Lok Man, both executive Directors, and Mr. Zhou Jinsong, an independent non-executive Director shall retire by rotation at the AGM. All the retiring Directors, being eligible, offer themselves for re-election at the AGM. The biographical details of all the retiring Directors are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### THE ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 14 to 17 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 2010 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2010 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 27 May 2011 to 31 May 2011, both days inclusive. During such period, no transfer of shares will be registered.

In order to qualify for attending and voting at the AGM and the proposed final dividend for 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 26 May 2011.

### 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.

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## LETTER FROM THE BOARD

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### 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.

### 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 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 1,116,108,000 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 111,610,800 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 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 2010 as disclosed in 2010 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 during each of the 12 month preceding the Latest Practical Date, from 1 April 2010 to 31 March 2011 and from 1 April 2011 to the Latest Practicable Date were as follows:

	Share price (pre share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2010</b>		
April	1.24	0.86
May	0.96	0.68
June	0.72	0.60
July	0.90	0.60
August	0.89	0.71
September	1.19	0.80
October	1.29	1.09
November	1.21	0.98
December	1.12	0.97
<b>2011</b>		
January	1.18	0.99
February	1.05	0.91
March	1.07	0.94
April (up to the Latest Practical Date)	1.13	0.99

**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 voting 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</i> )	338,750,000	30.35	33.72
LCF II Holdings, Limited ( <i>Note</i> )	338,750,000	30.35	33.72
Lotus China Fund II, L.P. ( <i>Note</i> )	338,750,000	30.35	33.72

*Note*

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.

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 or redeemed any of the Company's listed securities during the six months prior 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 46, 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 its establishment. 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. 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 Jinchuan Group International Resources Co. Ltd (金川集團國際資源有限公司, formerly known as Macau Investment Holdings Limited), 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 61,174,500 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. He is also holding 10,000,000 outstanding share options granted by the Company during 2010.

Save as aforesaid, Mr. Huang has no other interests in the Shares or underlying Shares of the Company within meaning of Part XV of the SFO.

**Mr. CHIU Lok Man** – *Executive Director*

Mr. CHIU Lok Man, aged 43, 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\$900,000, 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 holding 1,912,500 Share personally. He is also interested in another 5,737,500 Shares by virtue of his beneficial interest as a Qualified Employee in 5,737,500 Shares held by Full Mission Limited by way of a trust in favour of each of the Qualified Employees. Besides, he is holding 1,800,000 outstanding share options granted by the Company in 2010.

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

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

Mr. ZHOU Jinsong, aged 40, 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. From January 2009 to January 2011, Mr. Zhou was an independent non-executive director of Jinchuan Group International Resources Co. Ltd (金川集團國際資源有限公司, formerly known as Macau Investment Holdings Limited), 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 or underlying Shares of the Company 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### 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 16th Floor, Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong on Tuesday, 31 May 2011 at 9:30 a.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 2010;
2. To declare a final dividend for the year ended 31 December 2010;
3.
  - (a) To re-elect Mr. Huang Brad as executive Director;
  - (b) To re-elect Mr. Chiu Lok Man as executive Director; and
  - (c) To re-elect Mr. Zhou Jinsong as independent non-executive Director;
4. To re-appoint RSM Nelson Wheeler as the auditor of the Company and to authorise the Board of Directors to fix their remuneration;
5. “**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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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
- (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. **“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.”
7. **“THAT** subject to the ordinary resolutions nos. 5 and 6 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. 5 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. 6.”.

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

Hong Kong, 28 April 2011

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 27 May 2011 to 31 May 2011, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the Meeting and the proposed final dividend for 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 26 May 2011.
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 5 to 7 as set out in this notice will be sent to members of the Company together with the Company's 2010 Annual Report.