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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)****GRANT OF SPECIFIC MANDATE TO ISSUE NEW SHARES  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Terms used in this cover page have the same meanings as defined in this circular.

A notice convening the EGM to be held at 16th Floor, Eight Commercial Tower, No. 8 Sun Yip Street, Chai Wan, Hong Kong on 27 February 2012 at 10 a.m. is set out on pages 12 to 13 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's 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 less than 48 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

10 February 2012

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## CONTENTS

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	<i>Page</i>
<b>Definitions . . . . .</b>	<b>1</b>
<b>Letter from the Board . . . . .</b>	<b>4</b>
<b>Notice of the Extraordinary General Meeting . . . . .</b>	<b>12</b>

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## DEFINITIONS

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

“acting in concert”	the meaning ascribed to it under the Takeovers Code
“associates”	the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks are generally open for business in Hong Kong
“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
“Completion”	completion of the Subscription
“connected person(s)”	the meaning ascribed to it under the Listing Rules
“CSCIHL”	China State Construction International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange (Stock code: 3311), and held as to 61.86% by China Overseas Holdings Limited (among which 2.68% is held by its subsidiary, namely Silver Lot Development Limited). China Overseas Holdings Limited is wholly-owned by China State Construction Engineering Corporation Limited which in turn is held more than 50% by China State Construction Engineering Corporation
“CSCIHL Board”	the board of directors of CSCIHL
“CSCIHL Group”	CSCIHL and its subsidiaries
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on 27 February 2012, at 10:00 a.m. for the purpose of considering and, if thought fit, approving, inter alia, (i) the Subscription Agreement and the transactions contemplated thereunder and (ii) the grant of the Specific Mandate to the Directors to allot and issue the Subscription Shares

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Company Shareholders”	the holders of the Shares other than CSCIHL and its associates
“Latest Practicable Date”	8 February 2012, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	2 February 2013 (or such other date as may be agreed between the Subscriber and the Company)
“Offers”	collectively, the Share Offer and the Option Offer
“Option Holder(s)”	holder(s) of the Share Options
“Option Offer”	the possible mandatory unconditional cash offer for the cancellation of all the outstanding Share Options to be made by Deutsche Bank for and on behalf of the Subscriber
“PRC”	the People’s Republic of China
“Rule 3.5 Announcement”	the announcement dated 2 February 2012 jointly issued by the Company and CSCIHL in relation to the (i) proposed subscription of Shares in the Company by the Subscriber; (ii) possible mandatory unconditional cash offers by Deutsche Bank for and on behalf of the Subscriber for all the issued Shares in the Company (other than those Shares already owned by or agreed to be acquired or subscribed by CSCIHL, the Subscriber and persons acting in concert with any of them) and for the cancellation of outstanding Share Options of the Company; (iii) discloseable transaction for CSCIHL in respect of (i) and (ii); and (iv) resumption of trading of the Shares of the Company
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company

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## DEFINITIONS

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“Share Offer”	the possible mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired or subscribed by CSCIHL, the Subscriber and persons acting in concert with any of them) to be made by Deutsche Bank for and on behalf of the Subscriber
“Share Option(s)”	the outstanding share option(s) granted under the Share Option Scheme, each of which entitling the relevant Option Holder to subscribe for a new Share
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 10 March 2011
“Shareholder(s)”	shareholder(s) of the Company
“Specific Mandate”	a specific mandate to be sought from the Shareholders at the EGM to allot and issue the Subscription Shares pursuant to the Subscription Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Add Treasure Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of CSCIHL
“Subscription”	the subscription of the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 2 February 2012 and entered into between the Company and the Subscriber in relation to the subscription of all the Subscription Shares by the Subscriber
“Subscription Shares”	1,038,550,000 Shares to be subscribed by the Subscriber at Completion (each a “Subscription Share”)
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	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. KO Chuk Kin, Herbert (*Chief Executive Officer*)

*Non-Executive Director:*

Mr. HUNG Cheung Shew

*Independent non-Executive Directors:*

Mr. ZHOU Jinsong

Mr. YEN Homer Shih Hung

Mr. HONG Winn

*Registered Office:*

P.O. Box 309, Umland House

Grand Cayman, KY1-1104

Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

16th Floor, Eight Commercial Tower

No. 8 Sun Yip Street

Chai Wan

Hong Kong

10 February 2012

*To the Shareholders*

Dear Sir/Madam,

### **GRANT OF SPECIFIC MANDATE TO ISSUE NEW SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the Rule 3.5 Announcement jointly issued by the Company and CSCIHL in relation to the (i) proposed subscription of Shares in the Company by the Subscriber; (ii) possible mandatory unconditional cash offers by Deutsche Bank for and on behalf of the Subscriber for all the issued Shares in the Company (other than those Shares already owned by or agreed to be acquired or subscribed by CSCIHL, the Subscriber and persons acting in concert with any of them) and for the cancellation of outstanding Share Options of the Company; (iii) discloseable transaction for CSCIHL in respect of (i) and (ii); and (iv) resumption of trading of the Shares of the Company.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among other things, (i) further details of the Subscription Agreement and the transactions contemplated thereunder and the Specific Mandate; and (ii) a notice convening the EGM at which a resolution will be proposed to approve the Subscription Agreement and the transactions contemplated thereunder, and the grant of Specific Mandate to the Directors to allot and issue the Subscription Shares.

### THE SUBSCRIPTION AGREEMENT

#### Date

2 February 2012

#### Parties

Issuer : the Company

Subscriber : the Subscriber, a wholly-owned subsidiary of CSCIHL

Save for the 103,920,000 Shares in which CSCIHL is interested, the Company is a third party independent of CSCIHL and connected persons of CSCIHL.

Save for the 103,920,000 Shares in which CSCIHL is interested, each of CSCIHL and the Subscriber is a third party independent of the Company and connected persons of the Company.

#### Subscription Shares

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue to the Subscriber, and the Subscriber has conditionally agreed to subscribe from the Company, 1,038,550,000 new Shares, for a total consideration of HK\$643,901,000.

As at the Latest Practicable Date, CSCIHL, either directly or indirectly via its wholly-owned subsidiary, is interested in an aggregate of 103,920,000 Shares (or approximately 9.3% of the existing issued share capital of the Company). Upon Completion, CSCIHL's direct or indirect shareholding will increase to 1,142,470,000 Shares (or 51.0% of the enlarged issued share capital of the Company after Completion assuming all outstanding Share Options are exercised).

As at the Latest Practicable Date, the Company has an authorised share capital of HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each, of which 1,113,771,000 Shares have been issued and are fully paid.

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## LETTER FROM THE BOARD

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### Consideration

The subscription amount of HK\$643,901,000 (which is equivalent to HK\$0.62 per Subscription Share) was determined with reference to the prevailing market price of the Shares after taking into consideration the financial position of the Company, and was negotiated on an arm's length basis between the Company and the Subscriber. For reference, the closing price of the Shares on 14 November 2011 (being the last trading day immediately before the suspension of trading in the Shares pending release of the Rule 3.5 Announcement) was HK\$0.59 per Share, the highest and lowest closing price of the Shares from 1 September 2011 to 14 November 2011 was HK\$0.62 per Share and HK\$0.48 per Share respectively, and the average closing price was approximately HK\$0.55 per Share during such period. The Subscriber intends to finance the Subscription from internal resources of the CSCIHL Group.

Specific approval of the Shareholders will be sought for the allotment and issue of the Subscription Shares. The Company did not conduct any fund raising exercises from the date 12 months immediately preceding the date of the Rule 3.5 Announcement up to the Latest Practicable Date.

### Conditions precedent

Completion is conditional upon the satisfaction of the following conditions on or before the Long Stop Date (or their waiver by the parties to the Subscription Agreement as provided below):

- (a) *Specific Mandate*: the Independent Company Shareholders approving the proposed allotment and issue of the Subscription Shares as contemplated under the Subscription Agreement at the EGM;
- (b) *Listing Approval*: the Stock Exchange granting or agreeing to grant a listing of and permission to deal in the Subscription Shares and such grant not having been withdrawn;
- (c) *Listing Status*: the Shares remaining listed and traded on the Stock Exchange as at Completion, and no indication being received by the Company on or before Completion from the SFC and/or the Stock Exchange to the effect that the listing of the Shares on the Stock Exchange is or is likely to be withdrawn;
- (d) *Governmental Approvals*: approvals (including in-principle approvals) by all necessary government and/or regulatory body (including merger control clearance, if applicable) for the purpose of entering, implementing and completing the transactions contemplated under the Subscription Agreement having been obtained;
- (e) *Third-party Consents*: all necessary consents and authorisations from any other third party (including banks) for the purpose of entering, implementing and completing the transactions contemplated under the Subscription Agreement having been obtained and remaining in full force and effect;
- (f) *Due Diligence*: due diligence on the financial, legal and business affairs of the Group by the Subscriber having been completed to the Subscriber's satisfaction;



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## LETTER FROM THE BOARD

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- (g) *No Material Litigation*: there being no claim, litigation, arbitration, prosecution or other legal proceedings or investigation or enquiry being initiated or in progress against any member of the Group or any of their respective directors and officers nor is there any claim or any facts or circumstances of a material nature which would give rise to a claim against any member of the Group or any of their respective directors and officers, which in any such case would have or have had a material adverse effect on the transactions contemplated under the Subscription Agreement;
- (h) *No Accounting Qualification*: the Company confirming to the Subscriber in writing that there is not any facts or circumstances of a material nature which would give rise to a qualification in the auditors' opinion to be given on the financial statements of the Company for the financial year ended 31 December 2011, or if such financial statements or financial reports have been so published, there contains no such qualification; and
- (i) *No Breach of Warranties and Undertakings by the Company*: the Company's warranties being true and accurate and not misleading as at the date of the Subscription Agreement and on the date of Completion, and the Company confirming and the Subscriber being satisfied that (i) the Company's undertakings having been complied with and (ii) there being no facts or circumstances existing which may render the Company's undertakings incapable of performance.

The Company has undertaken to procure that conditions (c) to (i) above are satisfied by or before noon on the Long Stop Date, and to use its reasonable endeavours to facilitate the satisfaction of conditions (a) and (b) above by or before the Long Stop Date. The Subscriber may in its absolute discretion in writing waive conditions (c) to (i) above on or before noon on the Long Stop Date.

An application will be made by the Company to the Stock Exchange for the listing of, and for permission to deal in, the Subscription Shares.

### **Other terms**

The Subscription Shares will rank *pari passu* in all respects with the Shares in issue at the date of issue of the Subscription Shares and will entitle the holders thereof to receive all future dividends and distributions which are declared, made or paid after the date of the Subscription Agreement.

The Company has undertaken to the Subscriber, among other things, that until closing of the Offers, it will continue to carry on its business in the ordinary and usual course. Further, the Company will convene a board meeting for the passing of board resolution(s) that it will not declare any dividends until closing of the Offers. If such board resolution is not so obtained prior to Completion, the Subscriber may invoke condition (i) of the conditions precedent above and the Subscription may not take place.

Mr. Huang Brad will be designated as a non-executive director of the Company from the date of Completion.

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## LETTER FROM THE BOARD

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### Completion

As at the Latest Practicable Date, CSCIHL, either directly or indirectly via its wholly-owned subsidiary, is interested in an aggregate of 103,920,000 Shares (or approximately 9.3% of the existing issued share capital of the Company).

Pursuant to the Subscription Agreement, as amended and restated by an addendum executed on 9 February 2012, Completion shall take place on the next business day after the fulfillment or waiver of all the conditions above. At Completion, the Company shall issue all the Subscription Shares. Upon Completion, CSCIHL's direct or indirect shareholding will increase to 1,142,470,000 Shares, representing 51.0% (assuming all outstanding Share Options are exercised) and approximately 53.1% (assuming all outstanding Share Options are not exercised) of the enlarged issued share capital of the Company.

### POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS

Completion of the Subscription will trigger an obligation on the part of the Subscriber and persons acting in concert with it to make a mandatory unconditional general offer under the Takeovers Code. Details in relation to the possible mandatory unconditional cash offers by Deutsche Bank for and on behalf of the Subscriber for all the issued Shares in the Company (other than those Shares already owned by or agreed to be acquired or subscribed by CSCIHL, the Subscriber and persons acting in concert with any of them) and for the cancellation of outstanding Share Options of the Company have been set out in the Rule 3.5 Announcement.

### The Offers

According to the Rule 3.5 Announcement, subject to Completion, Deutsche Bank will make the Offers for and on behalf of the Subscriber in compliance with the Takeovers Code on the following terms:

#### *Share Offer*

For each Share . . . . .HK\$1.18 in cash

#### *Option Offer*

For cancellation of each Share Option out of 23,600,000  
outstanding Share Options with exercise price at HK\$0.52 . . . . .HK\$0.66 in cash

For cancellation of each Share Option out of 63,741,000  
outstanding Share Options with exercise price at HK\$0.65 . . . . .HK\$0.53 in cash

As disclosed in the Rule 3.5 Announcement, the minimum offer price of the Share Offer as required under Rule 26 of the Takeovers Code is HK\$0.62 per Share, being the per-Share price paid by the Subscriber under the Subscription (i.e. the highest price paid by CSCIHL, the Subscriber or any person acting in concert with any of them for Shares during the offer period and within 6 months prior to its commencement).

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## LETTER FROM THE BOARD

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### Total consideration

The Company confirms that no new share options will be granted under the Share Option Scheme until closing of the Offers (or, if sooner, the termination of the Subscription Agreement). Upon Completion, there will be (a) 2,152,321,000 Shares in issue (including the Subscription Shares); (b) 23,600,000 Share Options with an exercise price of HK\$0.52 per Share (assuming no options have been exercised from the Latest Practicable Date up to the date of Completion); and (c) 62,847,500 Share Options with exercise price of HK\$0.65 per Share (assuming no options have been exercised from the Latest Practicable Date up to the date of Completion). Other than the above, the Company has no other options, warrants, convertible bonds or other securities that carry a right to subscribe for or which are convertible into Shares.

Please also refer to the composite offer document (as referred to in the Rule 3.5 Announcement) to be despatched in due course, as well as related announcements, for further details in connection with the Offers.

### SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the latest public filings made pursuant to Part XV of the Securities and Futures Ordinance and available as at the Latest Practicable Date, the shareholding structure of the Company as at the Latest Practicable Date and after Completion but before the Offers are made (assuming all the Share Options are exercised in full) was and will be as follows:

	<b>Shareholding structure</b>			
	<b>As at the Latest Practicable Date</b>		<b>After Completion but before the Offers are made (assuming all Share Options are exercised in full)</b>	
	<i>Number of Shares</i>	%	<i>Number of Shares</i>	%
CSCIHL, the Subscriber and persons acting in concert with any of them ( <i>Note 1</i> )	103,920,000	9.3	1,142,470,000	51.0
Shares held directly or indirectly by management of the Company ( <i>Note 2</i> )	413,149,500	37.1	426,149,500	19.0
Public	596,701,500	53.6	670,149,000	29.9
	<u>1,113,771,000</u>	<u>100.0</u>	<u>2,238,768,500</u>	<u>100.0</u>

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## LETTER FROM THE BOARD

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*Note 1:*

*According to the Rule 3.5 Announcement, Mr. Zhou Yong, a director of CSCIHL and therefore a person deemed to be acting in concert with CSCIHL, sold 3,500,000 Shares on 20 September 2011 at HK\$0.52 per Share. As at the Latest Practicable Date, Mr. Zhou Yong had no shareholding in the Company.*

*Note 2:*

*Comprising shareholding in the Company held by connected persons of the Company, including (i) directors of the Company; (ii) Showmost Group Limited (management and controlling shareholder of the Company); and (iii) Full Mission Limited (owned as to 50% by Mr. Huang Brad and as to 50% by an ex-director of the Company)*

### **REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

Reference is made to the Rule 3.5 Announcement for the CSCIHL Board's views in relation to the reasons and benefits of the Subscription and the Offers.

The Company Board considers that the Subscription is beneficial to the Company and its shareholders as a whole to raise capital for future business development of the Group.

The Company Board (including the independent non-executive directors of the Company) considers that the Subscription is on an arm's length basis and on normal commercial terms and is fair and reasonable and is in the interest of the Company and the Shareholders taken as a whole.

The estimated gross proceeds and net proceeds of the Subscription are HK\$643,901,000 and HK\$643,901,000 respectively (as no expenses will be deducted from the gross proceeds of the Subscription, the gross proceeds will be the same as the net proceeds of the Subscription). On that basis, the net price per Subscription Share is approximately HK\$0.62. The Directors intend that the proceeds will be for working capital for future projects and capital expenditures for business expansions.

Mr. Hung Cheung Shew is an executive director of CSCIHL and a non-executive director of the Company. Mr. Hung does not have any personal interest in the Shares or the Share Options, and is not required to abstain from voting at either the CSCIHL Board or the Company Board. Nevertheless, Mr. Hung has so abstained at both board meetings in respect of the Subscription and the Offers to avoid any potential conflicts of interest given his directorships at both CSCIHL and the Company.

### **EGM**

A notice convening the EGM of the Company to be held at 16th Floor, Eight Commercial Tower, No. 8 Sun Yip Street, Chai Wan, Hong Kong on 27 February 2012 at 10 a.m. is set out on pages 12 to 13 of this circular. An ordinary resolution will be proposed at the EGM to consider and, if thought fit, to approve the Subscription Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate to the Directors to allot and issue the Subscription Shares.

A form of proxy for the EGM is enclosed with this circular. Whether or not you will be able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company,

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## LETTER FROM THE BOARD

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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 less than 48 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

All votes of the Shareholders at the EGM shall be taken by poll pursuant to Rule 13.39(4) of the Listing Rules, subject to the exceptions set out therein. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. Pursuant to Rule 2.15 of the Listing Rules, CSCIHL and its associates, who are collectively interested in an aggregate of 103,920,000 Shares (or approximately 9.3% of the existing issued share capital of the Company), will abstain from voting at the EGM with respect to the proposed ordinary resolution. To the best knowledge of the Board, apart from CSCIHL and its associates, none of the Shareholders has a material interest in the Subscription and/or the transactions contemplated thereunder and will be required to abstain from voting in respect of such resolution.

### **RECOMMENDATION**

The Board considers that the terms of the Specific Mandate are fair and reasonable and are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM relating to the grant of the Specific Mandate in relation to the allotment and issue of the Subscription Shares.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

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## NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Far East Global Group Limited (the “**Company**”) will be held at 16th Floor, Eight Commercial Tower, No. 8 Sun Yip Street, Chai Wan, Hong Kong on 27 February 2012 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the subscription agreement dated 2 February 2012 entered into by and between the Company as the issuer and Add Treasure Holdings Limited, a wholly-owned subsidiary of China State Construction International Holdings Limited, as the subscriber (the “**Subscriber**”) (the “**Subscription Agreement**”) in relation to the subscription of 1,038,550,000 new shares (the “**Subscription Shares**”) of HK\$0.01 each in the share capital of the Company for the aggregate subscription price of HK\$643,901,000 for all the Subscription Shares (a copy of which is marked “A” and has been produced to the Meeting and signed by the chairman of the Meeting for purpose of identification) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby authorized and granted a specific mandate to allot and issue the Subscription Shares to the Subscriber in accordance with the terms and conditions of the Subscription Agreement; and
- (c) any one director of the Company (and any two directors of the Company or one director and the secretary of the Company, in the case of execution of documents under seal) be and is hereby authorised to exercise all the powers of the Company and take all steps as might in his/her opinion be desirable, necessary or expedient in relation to the allotment and issuance of the Subscription Shares as well as all

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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the transactions contemplated under the Subscription Agreement, including without limitation to the execution, amendment, supplementing, delivery, submission and implementation of any further documents or agreements.”

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

Hong Kong, 10 February 2012

*Head Office and Principal Place of  
Business in Hong Kong:*  
16th Floor, Eight Commercial Tower  
No. 8 Sun Yip Street  
Chai Wan  
Hong Kong

*Registered Office:*  
P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*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 authorized 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.