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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 2011 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;  
APPOINTMENT OF NEW AUDITOR;  
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 Wednesday, 30 May 2012, at 9:30 am is set out on pages 16 to 19 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 2012

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## DEFINITIONS

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

“2011 Annual Report”	the annual report of the Company for the financial year ended 31 December 2011 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 Wednesday, 30 May 2012 at 9:30 am 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;
“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;
“CSCIHL”	China State Construction International Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange and a controlling shareholder of the Company;
“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;

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“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”	24 April 2012, 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)**

*Chairman and Non-executive Director:*

Mr. ZHOU Yong

*Executive Directors:*

Dr. CHEONG Chit Sun

*(Vice-chairman and Chief Executive Officer)*

Mr. KO Chuk Kin, Herbert

Mr. CHAN Sim Wang

*Non-executive Directors:*

Mr. HUANG Brad

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

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

30 April 2012

*To the Shareholders,*

Dear Sir/Madam,

**GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
APPOINTMENT OF NEW AUDITOR;  
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; (vi) the proposed appointment of new auditor 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 2,155,545,000 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 431,109,000 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 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 article 16.2 of the Articles, since Mr. Zhou Yong, Dr. Cheong Chit Sun, Mr. Chan Sim Wang and Mr. Hung Cheung Shew have been appointed by the Board, they shall hold office only until the AGM and shall then, being eligible, offer themselves for re-election thereat.

Pursuant to article 16.18 of the Articles, Mr. Ko Chuk Kin, Herbert and Mr. Hong Winn shall retire by rotation at the AGM. All the retiring Directors, being eligible, offer themselves for re-election thereat.

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## LETTER FROM THE BOARD

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The biographical details of all the directors offering themselves for re-election at the AGM are set out in Appendix II to this circular.

### APPOINTMENT OF NEW AUDITOR

The Board, with recommendation from the Audit Committee of the Company, proposes to appoint Messrs. PricewaterhouseCoopers as the auditor the Company at the AGM in place of the retiring auditor of the Company, RSM Nelson Wheeler (“RSM”), which will not seek for re-appointment.

As the Company has become an indirect subsidiary of CSCIHL since 23 March 2012 and PricewaterhouseCoopers is proposed to be appointed as the auditor of CSCIHL at the forthcoming annual general meeting of CSCIHL, the Board believes that it would be more efficient and cost effective for PricewaterhouseCoopers to be appointed as the auditor of the Company.

The Company has received a confirmation letter from RSM on 24 April 2012 confirming that there are no matters connected with its retirement that need to be brought to the attention of Shareholders. The Board has confirmed that there are no matters in respect of the proposed change of auditor that need to be brought to the attention of Shareholders.

An ordinary resolution will be proposed at the AGM to appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the Board of Directors to fix its remuneration.

### THE ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 16 to 19 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, the re-election of retiring Directors and the appointment of new auditor.

The 2011 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2011 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.

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## LETTER FROM THE BOARD

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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 28 May 2012 to 30 May 2012, both days inclusive. During such period, no transfer of shares will be registered.

In order to qualify for attending and voting at the AGM, 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 25 May 2012.

### **RECOMMENDATION**

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of Directors and the appointment new auditor 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.

### **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,  
By Order of the Board of  
**Far East Global Group Limited**  
**Zhou Yong**  
*Chairman and Non-executive Director*

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 2,155,545,000 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 215,554,500 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 2011 as disclosed in 2011 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 2011 to 31 March 2012 and from 1 April 2012 to the Latest Practicable Date were as follows:

	Share price (per share)	
	Highest HK\$	Lowest HK\$
<b>2011</b>		
April	1.130	0.990
May	1.030	0.900
June	0.950	0.760
July	0.880	0.750
August	0.860	0.500
September	0.660	0.480
October	0.570	0.455
November ( <i>Note</i> )	0.620	0.520
December ( <i>Note</i> )	N/A	N/A
<b>2012</b>		
January ( <i>Note</i> )	N/A	N/A
February ( <i>Note</i> )	1.180	1.120
March ( <i>Note</i> )	1.490	1.170
April ( <i>Note</i> ) (up to the Latest Practical Date)	1.930	1.470

*Note:*

Trading in the Shares on the Stock Exchange was suspended during the periods from 15 November 2011 to 2 February 2012 and from 26 March 2012 to 12 April 2012.

N/A: Not applicable

## 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:

	Number of Shares held	As at the latest Practicable Date	Approximate % shareholding If Repurchase Mandate is exercised in full
Add Treasure Holdings Limited	1,537,983,279	71.35	79.28
CSCIHL ( <i>Note</i> )	1,596,403,279	74.06	82.29
China Overseas Holdings Limited ("COHL") ( <i>Note</i> )	1,596,403,279	74.06	82.29
China State Construction Engineering Corporation Limited ("CSCECL") ( <i>Note</i> )	1,596,403,279	74.06	82.29
China State Construction Engineering Corporation ("CSCEC") ( <i>Note</i> )	1,596,403,279	74.06	82.29

*Note:*

To the best of the Directors' knowledge, information and belief, as at the Latest Practicable Date, CSCIHL was beneficially interested in Shares disclosed above through its interests in its wholly-owned subsidiaries, namely Add Treasure Holdings Limited whose interest is also disclosed in the above and China Overseas Insurance Limited which beneficially held 58,420,000 Shares. To the best of the Directors' knowledge, information and belief, as at the Latest Practicable Date, CSCIHL was held as to 61.86% by COHL which was in turn a wholly-owned subsidiary of CSCECL. CSCECL, whose shares are listed in the Shanghai Stock Exchange, was a non-wholly-owned subsidiary of CSCEC which is a state-owned enterprise established in the PRC. According to the SFO, both COHL, CSCECL and CSCEC were deemed to be interested in all the Shares held by CSCIHL.

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. According to the above disclosure, the increase would not give rise to an obligation to make a mandatory offer under 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. ZHOU Yong** – *Chairman and Non-executive Director*

Mr. ZHOU Yong, aged 41, was appointed as a non-executive director of the Company and the chairman of the Company Board with effect from 2 March 2012. He was also appointed as a member of Remuneration Committee of the Company and a member and chairman of Nomination Committee of the Company with effect from 30 March 2012.

Mr. Zhou graduated from Changsha Academy of Military Engineering and University of South Australia. He is Fellow of The Chartered Institute of Building (UK) and The Institution of Civil Engineers (UK). Mr. Zhou joined China State Construction Engineering Corporation in 1994 and was seconded to the CSCIHL Group in 1996.

He has been a director of certain subsidiaries of the CSCIHL Group since 2001. Currently, Mr. Zhou is an executive director, vice-chairman and chief executive officer of CSCIHL. Mr. Zhou was awarded the “Director of the Year Award —Executive Director of Listed Companies (SEHK — Non Hang Seng Index Constituents)” by The Hong Kong Institute of Directors in 2009. Mr. Zhou has more than 19 years’ construction, project and corporate management experience in Mainland China and Hong Kong, in particular, specializes in investment and development new business startup, formulating and executing business strategies for companies.

As at the Latest Practical Date, Mr. Zhou is interested in 5,073,780 shares in CSCIHL and has 959,247 CSCIHL share options to subscribe shares of CSCIHL.

Mr. Zhou has entered into an appointment letter with the Company for a term of three years commencing from 2 March 2012 and be subject to retirement by way of rotation in accordance with the Articles. Pursuant to the appointment letter, he is entitled to receive a director’s fee amounting to HK\$800,000 per year. Such fee is determined with reference to his job responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, Mr. Zhou does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

**Dr. CHEONG Chit Sun** – *Vice Chairman, Chief Executive Officer and Executive Director*

Dr. Cheong Chit Sun, aged 60, was appointed as an executive director of the Company, chief executive officer and vice-chairman of the Company Board with effect from 2 March 2012. He was also appointed as members of Remuneration Committee and Nomination Committee of the Company with effect from 30 March 2012.

Dr. Cheong graduated from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) and the University of Hull (UK) and obtained a PhD Degree from University of Loughborough (UK). He is a Fellow of The Institution of Civil Engineers (UK) and a member of The Hong Kong Institution of Engineers. Dr. Cheong joined the CSCIHL Group in 2003. He has been a director of certain subsidiaries of the CSCIHL Group since 2004. Dr. Cheong was an executive director of CSCIHL and has been re-designated as a non-executive director of CSCIHL on 2 March 2012. Dr. Cheong has over 38 years' experience in engineering, construction and project management in Hong Kong and overseas.

As at the Latest Practical Date, Dr. Cheong is interested in 2,415,872 shares in CSCIHL and in 110,000 shares in China Overseas Land & Investment Ltd, an associated corporation of the Company (within the meaning of Part XV of the SFO).

Dr. Cheong has entered into a service agreement with the Company commencing on 2 March 2012 subject to termination at any time by either party giving to the other 3 months' notice in writing. Dr. Cheong is subject to retirement by way of rotation in accordance with the Articles. Dr. Cheong is entitled to receive a salary of HK\$2,104,700 per year which is determined with reference to his job responsibilities in the Company and the prevailing market conditions. According to the service agreement, Dr. Cheong is further entitled to have discretionary bonus (which may depend on the overall performance of the Company, individual performance and contribution, and the prevailing economic situation and market practice or other relevant factors) determined by the Board or the remuneration committee in its absolute discretion from time to time.

Save as disclosed above, Dr. Cheong does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

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

Mr. Ko Chuk Kin, Herbert, aged 49, was appointed as a director of the Company on 8 March 2010 and was subsequently designated as an executive director on 10 March 2010. He was the chief executive officer of the Company during the period from 30 August 2011 to 2 March 2012.

Mr. Ko is also the president for Asia curtain wall business of the Group. He has over 20 years of experience in quantity surveying and contract administration. Mr. Ko joined the Group since March 1996 and is responsible for our 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.

As at the Latest Practical Date, Mr. Ko is interested in 3,825,000 shares in the Company.

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 is entitled to receive a monthly salary of HK\$150,000 effective from 1 January 2012, subject to regular review by the remuneration committee of the Board and may receive a discretionary management bonus if recommended by the remuneration committee and approved by the Company Board.

Save as disclosed above, Mr. Ko does not (1) have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

**Mr. CHAN Sim Wang** – *Executive Director*

Mr. Chan Sim Wang, aged 43, was appointed as an executive director of the Company with effect from 2 March 2012. He is also the Chief Financial Officer of the Company.

Mr. Chan graduated from Hong Kong Baptist University (formerly known as Hong Kong Baptist College). Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants, Fellow of the Association of Chartered Certified Accountants and a practicing member of the Hong Kong Institute of Certified Public Accountants.

He joined the CSCIHL Group in 1997 and has been a director of a subsidiary of the CSCIHL Group since 2010. Prior to joining the Company, he was the deputy general manager of Finance and Treasury Department of CSCIHL. Mr. Chan has over 19 years' experience in finance, accounting and auditing. Mr. Chan has experience in supervising the accounts and finance departments of various subsidiaries of CSCIHL in Mainland China and overseas.

As at the Latest Practical Date, Mr. Chan is interested in 50,000 shares in the Company and 28,800 shares in CSCIHL.

Mr. Chan has entered into a service agreement with the Company commencing on 2 March 2012 subject to termination at any time by either party giving to the other 3 months' notice in writing. Mr. Chan is subject to retirement by way of rotation in accordance with the Articles. Mr. Chan is entitled to receive a salary of HK\$910,000 per year which is determined with reference to his job responsibilities in the Company and the prevailing market conditions. According to the service agreement, Mr. Chan is further entitled to have discretionary bonus (which may depend on the overall performance of the Company, individual performance and contribution, and the prevailing economic situation and market practice or other relevant factors) determined by the Board or the remuneration committee in its absolute discretion from time to time.

Save as disclosed above, Mr. Chan does not (1) have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

**Mr. HUNG Cheung Shew** – *Non-executive Director*

Mr. Hung Cheung Shew, aged 53, was appointed as a non-executive director of the Company with effect from 17 June 2011. Mr. Hung graduated from the Plymouth Polytechnic (UK). He is a member of the Hong Kong Institution of Engineers and the Institution of Structural Engineers (UK). Mr. Hung has over 30 years' experience in construction management and planning. Mr. Hung is currently an executive director of CSCIHL and directors of certain subsidiaries of CSCIHL.

As at the Latest Practical Date, Mr. Hung is interested in 581,584 shares in CSCIHL and 10,000 shares in China Overseas Land & Investment Ltd. Mr. Hung also has share options to subscribe for a total of 97,095 shares of China Overseas Land & Investment Limited.

Mr. Hung has entered into an appointment letter with the Company for a term of two years commencing from 17 June 2011 and be subject to retirement by way of rotation in accordance with the Articles. Pursuant to the appointment letter, he is entitled to receive a director's fee amounting to HK\$120,000 per year. Such fee is determined with reference to his job responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, Mr. Hung does not (1) have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

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

Mr. HONG Winn, aged 42, was appointed as a Director on 8 March 2010 and was subsequently designated as our independent non-executive Director on 10 March 2010. Mr. Hong is also a member of our audit, remuneration and nomination committee.

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 development manager for Alfred E. Mann Institute for Biomedical Engineering at the University of South California (AMI-USC) focusing on biotechnology, alternative fuel, medical device, and internet, media, and related software technologies. Mr. Hong has over twelve years of experience in high-tech product development and high-tech start-up success and leadership.

Mr. Hong has entered into an appointment letter with the Company for a renewed fixed term of one year commencing from 30 March 2012 at an annual fee of HK\$120,000.

Save as disclosed above, Mr. Hong does not (1) have any relationships with any directors, senior management or substantial or controlling Shareholders, (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO), (3) hold any directorships in listed public companies in the last three years, and (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders.

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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 Wednesday 30 May 2012 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 2011;
2.
  - (a) To re-elect Mr. Zhou Yong as non-executive Director;
  - (b) To re-elect Dr. Cheong Chit Sun as executive Director;
  - (c) To re-elect Mr. Ko Chuk Kin, Herbert as executive Director;
  - (d) To re-elect Mr. Chan Sim Wang as executive Director;
  - (e) To re-elect Mr. Hung Cheung Shew as non-executive Director;
  - (f) To re-elect Mr. Hong Winn as independent non-executive Director;
3. To appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration;
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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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
- (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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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.”
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**  
**Zhou Yong**  
*Chairman and Non-executive Director*

Hong Kong, 30 April 2012

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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 28 May 2012 to 30 May 2012, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at 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 25 May 2012.
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 Resolution 5 as set out in this notice will be sent to members of the Company together with the Company's 2011 Annual Report.