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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, you should at once hand this circular and the accompanying proxy form 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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**遠東環球集團有限公司**  
**FAR EAST GLOBAL GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 830)**

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

The notice convening 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 Friday, 30 May 2014, at 11:00 a.m. is set out on pages 14 to 17 of this circular.

Whether or not you are able to attend the meeting you are requested to complete the accompanying proxy form 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

17 April 2014

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## DEFINITIONS

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

“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 Friday, 30 May 2014 at 11:00 a.m. or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“associate(s)”	has the meaning ascribed to it under 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 whose shares are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has 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 whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 3311), the controlling shareholder of the Company;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“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 allot, issue and dispose of additional Shares with an aggregate nominal value not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM;
“Latest Practicable Date”	10 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

## DEFINITIONS

“PRC”	People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to repurchase Shares with an aggregate nominal value not exceeding 10% of the issued share capital of the Company 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 capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



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

(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. ZHANG Yifeng (*Vice-chairman*)

Mr. WANG Hai

Mr. QIN Jidong

Mr. CHAN Sim Wang

*Independent Non-executive Directors:*

Mr. ZHOU Jinsong

Mr. HONG Winn

Ms. KWONG Sum Yee Anna

*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

17 April 2014

*To the Shareholders,*

Dear Sir/Madam,

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

**INTRODUCTION**

The Company will propose at the AGM resolutions to, inter alia, (i) re-elect the Directors; and (ii) grant to the Directors the Issue Mandate and the Repurchase Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the annual general meeting of the Company held on 31 May 2013.

The purpose of this circular is to provide you with further information on resolutions to be proposed at the AGM and to give you notice of the AGM.

## **LETTER FROM THE BOARD**

### **RE-ELECTION OF DIRECTORS**

In accordance with article 84(1) of the Articles of Association, Dr. Cheong Chit Sun and Mr. Chan Sim Wang will retire from office by rotation at the AGM. Dr. Cheong Chit Sun has indicated that he will not stand for re-election when he is due to retire by rotation at the AGM. Mr. Chan Sim Wang, being eligible, will offer himself for re-election.

In accordance with article 83(3) of the Articles of Association, Mr. Zhang Yifeng, Mr. Qin Jidong and Ms. Kwong Sum Yee Anna, who were appointed by the Board after the 2013 annual general meeting, shall hold office until the AGM and, being eligible, will offer themselves for re-election.

Ms. Kwong Sum Yee Anna has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has given an annual confirmation of her independence to the Company. The Board, therefore, considers Ms. Kwong to be independent and believes that she should be re-elected.

The re-election of Directors will be individually voted on by the Shareholders.

The biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### **ISSUE MANDATE AND REPURCHASE MANDATE**

At the annual general meeting held on 31 May 2013, ordinary resolutions were passed by Shareholders granting to the Directors (i) a general mandate to allot, issue and dispose of additional Shares up to a limit equal to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution; and (ii) a general mandate to exercise the powers of the Company to repurchase the Shares up to a limit of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution. A further ordinary resolution was passed by Shareholders granting to the Directors a general mandate to allot, issue and dispose of Shares repurchased by the Company pursuant to the general mandate to repurchase Shares.

These general mandates will expire at the conclusion of the AGM. Resolutions will be proposed seeking Shareholders' approval for, inter alia, the renewal of a general mandate enabling the Directors to allot, issue and dispose of additional Shares; the renewal of a general mandate to repurchase Shares and the renewal of a general mandate enabling the Directors to allot, issue and dispose of Shares repurchased by the Company pursuant to the Repurchase Mandate during the period from the passing of the relevant resolutions at the AGM until 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 or any applicable laws to be held; and (iii) the revocation or variation of the authority given under the relevant resolutions by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

## **LETTER FROM THE BOARD**

### **ANNUAL GENERAL MEETING**

The notice convening the AGM is set out on pages 14 to 17 of this circular.

The register of members of the Company will be closed from Wednesday, 28 May 2014 to Friday, 30 May 2014, both days inclusive for the purpose of determining Shareholders' entitlement to attend and vote at the AGM. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 27 May 2014.

The proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to article 66 of the Articles of Association, a resolution put to vote of a general meeting shall be decided by way of a poll except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the Notice of the AGM will be put to the vote by way of a poll. The results of the poll will be published on the Company's and the Stock Exchange's websites not later than the business day after 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.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the proposals mentioned above, including the proposals for re-election of Directors, the Issue Mandate and Repurchase Mandate are all in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

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



The biographical details of the Directors who are proposed to be re-elected at the AGM are set out below:

**Mr. Zhang Yifeng** — *Vice-chairman and Executive Director*

Aged 59, is Vice-chairman of the Board and an Executive Director appointed on 11 March 2014. He is also a director of the Company's subsidiaries. Mr. Zhang graduated from Logistical Engineering University of PLA and Murdoch University (Australia). He is a member of the Hong Kong Institute of Engineers. Mr. Zhang joined the CSCIHL group in 1993 and was appointed as deputy general manager of CSCIHL in September 2005. He has been a director of certain subsidiaries of CSCIHL since 2004. Mr. Zhang was an executive director of CSCIHL between October 2009 and March 2013. He has over 36 years' experience in construction engineering and project management.

As at the Latest Practicable Date, Mr. Zhang is interested in 296,000 shares in CSCIHL and has 61 CSCIHL share options to subscribe for shares of CSCIHL.

Mr. Zhang has entered into a service agreement with the Company commencing on 11 March 2014 subject to termination at any time by either party giving to the other 3 months' notice in writing. He is subject to retirement by rotation in accordance with the Articles of Association. Mr. Zhang is entitled to receive an emolument at the rate of HK\$1,664,400 per year, inclusive of salary and fixed allowance, which was determined with reference to his job responsibilities in the Company and the prevailing market conditions. According to the service agreement, he is further entitled to an annual 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. Zhang 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 Hong Kong or overseas 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 matter that needs to be brought to the attention of the Shareholders.

**Mr. Qin Jidong** — *Executive Director*

Aged 45, is an Executive Director appointed on 11 March 2014. He is also a director of certain subsidiaries of the Company. Mr. Qin joined the Group as Vice President in 2012 overseeing the Group's overseas construction business. He has been the Chairman of the Group's North America Division since February 2014. Mr. Qin graduated from Tianjin University and the Loughborough University, UK. He joined the CSCIHL Group in 1996 and has been a director of certain subsidiaries of CSCIHL since 2004. Mr. Qin has over 21 years' experience in international construction project management.

As at the Latest Practicable Date, Mr. Qin is interested in 900,000 shares in the Company and 250,000 shares in CSCIHL.

Mr. Qin has entered into a service agreement with the Company commencing on 11 March 2014 subject to termination at any time by either party giving to the other 3 months' notice in writing. He is subject to retirement by way of rotation in accordance with the Articles of Association. Mr. Qin is entitled to receive an emolument at the rate of HK\$1,173,380 per year, inclusive of salary and fixed allowance, which was determined with reference to his job responsibilities in the Company and the prevailing market conditions. According to the service agreement, he is further entitled to an annual 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. Qin 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 Hong Kong or overseas 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 matter that needs to be brought to the attention of the Shareholders.

**Mr. Chan Sim Wang** — *Executive Director and Chief Financial Officer*

Aged 45, is an Executive Director and Chief Financial Officer of the Company appointed on 2 March 2012. He is also a director of the Company's subsidiaries. Mr. Chan graduated from Hong Kong Baptist University (formerly known as Hong Kong Baptist College). He 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. Mr. Chan joined the CSCIHL Group in 1997 and has been a director of one of the subsidiaries of CSCIHL since 2010. Prior to joining the Company, he was deputy general manager of Finance and Treasury Department of CSCIHL. Mr. Chan has over 21 years' experience in finance, accounting and auditing. He has experience in supervising the accounts and finance departments of various subsidiaries of CSCIHL in Mainland China and overseas.

As at the Latest Practicable 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. He is subject to retirement by way of rotation in accordance with the Articles of Association. Mr. Chan currently receives an emolument at the rate of HK\$1,073,900 per year which was determined with reference to his job responsibilities in the Company and the prevailing market conditions. According to the service agreement, he 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 Hong Kong or overseas 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 matter that needs to be brought to the attention of the Shareholders.

**Ms. Kwong Sum Yee Anna** — *Independent Non-executive Director*

Aged 64, has been an Independent Non-executive Director since 1 July 2013. She is also a member of the Audit Committee, Nomination Committee and Remuneration Committee. Ms. Kwong is managing director of Anna Kwong Architects & Associates. She holds a Bachelor of Arts degree (Honours) in Architectural Studies and a Bachelor of Architecture degree from the University of Hong Kong. Ms. Kwong is a Registered Architect in Hong Kong and an Authorised Person (List of Architects) of Hong Kong. She possesses Class 1 Registered Architect Qualification of the People's Republic of China. Ms. Kwong is a past president and fellow of the Hong Kong Institute of Architects, a member of the Hong Kong Architects Registration Board and a member of the Hong Kong Institute of Directors. She has over 36 years of professional experience in the architectural field.

As at the Latest Practicable Date, Ms. Kwong does not have any interests in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

There is a letter of appointment entered into between the Company and Ms. Kwong for the appointment of Ms. Kwong as an Independent Non-executive Director of the Company for a term of three years commencing on 1 July 2013 subject to retirement in accordance with the Articles of Association. Ms. Kwong currently receives a director's fee amounting to HK\$120,000 per year for serving on the Board which was determined with reference to her job responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, Ms. Kwong does not (1) have any relationship with any directors, senior management or substantial or controlling Shareholders, (2) hold any directorships in listed public companies in Hong Kong or overseas in the last three years, and (3) have any other information that needs to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

This Appendix II serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate.

## **1. 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 Resolution (7) as set out in the Notice of the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 215,554,500 Shares, which represents 10% of the shares of the Company in issue at the date of passing the resolution.

## **2. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the value of the Shares and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

In the event that the Repurchase Mandate is exercised in full, there might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the Company's Annual Report and financial statements for the year ended 31 December 2013). 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 gearing level which in the opinion of the Directors is from time to time appropriate to the Company.

## **4. UNDERTAKING**

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such mandate is approved by the Shareholders.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

## 5. SHARE PRICES

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

	Share price (per share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
April	2.66	2.03
May	3.06	2.53
June	2.93	2.07
July	2.68	2.29
August	2.66	2.19
September	2.35	2.00
October	2.15	1.66
November	2.10	1.67
December	1.95	1.55
2014		
January	2.04	1.59
February	2.16	1.69
March	2.30	1.73
April (up to the Latest Practicable Date)	1.91	1.75

## 6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of the repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increases will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, 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 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, two wholly-owned subsidiaries of CSCIHL held in aggregate 1,596,403,279 Shares, representing approximately 74.06% of the issued share capital of the Company. CSCIHL is a subsidiary of China Overseas Holdings Limited which, in turn, is wholly-owned by China State Construction Engineering Corporation Limited (“CSCECL”). CSCECL is, in turn, a subsidiary of China State Construction Engineering Corporation which is a state-owned enterprise established in the PRC.

In the event that the Repurchase Mandate is exercised in full, then (if the present shareholdings remained the same) the aggregate interests of CSCIHL would be increased to approximately 82.29% of the then issued share capital of the Company. In the opinion of the Directors, such increase will not give rise to any obligation to make a mandatory offer under Rule 26 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.

#### **7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company did not purchase any Shares (whether on the Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## NOTICE OF THE ANNUAL GENERAL MEETING



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

*(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 Friday, 30 May 2014 at 11:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2013 together with the reports of the Directors and Auditor.
2. To declare a final dividend for the year ended 31 December 2013.
3.
  - (a) To re-elect Mr. Zhang Yifeng as Director;
  - (b) To re-elect Mr. Qin Jidong as Director;
  - (c) To re-elect Mr. Chan Sim Wang as Director; and
  - (d) To re-elect Ms. Kwong Sum Yee Anna as Director.
4. To authorise the Board to fix the remuneration of the Directors.
5. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. **“THAT:**
  - (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and dispose of additional shares in the capital of the Company and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other security which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power(s) during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;



## NOTICE OF THE ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement pursuant to the Articles of Association of the Company from time to time, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution and the said approval given under this Resolution in paragraph (a) above shall be limited accordingly; and

(c) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

7. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;

## NOTICE OF THE ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of the shares of the Company which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

8. **“THAT**, conditional upon the passing of Resolutions (6) and (7) set out in the notice convening this Meeting, the general mandate granted to the Directors to allot, issue and dispose of additional shares pursuant to the Resolution (6) set out in the notice convening this Meeting, be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution (7) set out in the notice convening this Meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution.”

By Order of the Board  
**Far East Global Group Limited**  
**Lau Shuk Yin Connie**  
*Company Secretary*

Hong Kong, 17 April 2014

*Notes:*

1. Only members are entitled to attend and vote at the meeting (or at any adjournment thereof).
2. A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).

## NOTICE OF THE ANNUAL GENERAL MEETING

4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should the member so wish, and in such event, the proxy form shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person 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 the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The register of members of the Company will be closed for the following periods:
  - (a) For the purpose of determining shareholders' right to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 28 May 2014 to Friday, 30 May 2014 (both days inclusive). 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 27 May 2014.
  - (b) For the purpose of determining shareholders' entitlement to the final dividend, the register of members of the Company will be closed on Monday, 16 June 2014 and Tuesday, 17 June 2014 (both days inclusive). In order to qualify for the proposed final dividend, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 13 June 2014.
7. With respect to the ordinary resolution set out in Resolution (7) of the notice, approval is being sought from members for a general mandate to be given to the Directors to repurchase shares of the Company.
8. With respect to the ordinary resolutions set out in Resolutions (6) and (8) of the notice, approval is being sought from members for general mandates to be given to the Directors to allot, issue and dispose of additional shares of the Company.
9. A circular containing the information regarding, inter alia, the Directors proposed to be re-elected and the general mandates to issue shares and repurchase shares of the Company will be sent to the shareholders of the Company together with the Company's 2013 Annual Report.