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**FAR EAST HOTELS AND ENTERTAINMENT LIMITED**

**遠東酒店實業有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0037)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Far East Hotels and Entertainment Limited (the “Company” and the “AGM”, respectively) will be held at the Conference Room, 2/F, Cheung Chau Warwick Hotel, East Bay, Cheung Chau, Hong Kong on Monday, 31 August 2015 at 3:00 p.m. for the following purposes:

**As ordinary business:**

1. To receive the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) and the reports of the directors and independent auditor of the Company for the year ended 31 March 2015;
2. To re-elect the retiring directors of the Company;
3. To authorize the board of directors of the Company (the “Board”) to fix the remuneration of the directors for the year ending 31 March 2016 (the “Year 2016”);
4. To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company in respect of the consolidated financial statements of the Group for Year 2016 and to authorize the Board to fix the remuneration of the independent auditor;

**As special business:**

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

5. **“THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of additional Shares which may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; (iii) the exercise of rights of conversion under the terms of any securities which are convertible into Shares or warrants to subscribe for Shares; or (iv) any scrip dividend or other similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the “Articles of Association”), shall not exceed 20% of the aggregate number of the issued Shares as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from 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 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 in general meeting;

“Rights Issue” means an offer of 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 such Shares (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 applicable to the Company); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue of Shares or rights to acquire Shares.

6. **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs issued for the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission, the Stock Exchange or other stock exchange as amended, supplemented or otherwise modified from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company (the “Shares”) to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the issued Shares 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 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 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 in general meeting.”

7. “**THAT** conditional upon the passing of Ordinary Resolutions No. 5 and 6 as set out in the notice convening this Annual General Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company (the “Shares”) pursuant to the said Ordinary Resolution No. 5 be and is hereby extended by the addition thereto the aggregate number of Shares bought back by the Company under the authority granted pursuant to the said Ordinary Resolution 6 provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing of this resolution.”

By order of the Board  
**FAR EAST HOTELS AND ENTERTAINMENT LIMITED**  
**DEREK CHIU**  
*Executive Director, Managing Director and Chief Executive*

Hong Kong, 30 July 2015

*Registered and Principal Office:*

Suite 1902, 19th Floor,  
The Sun Group Centre,  
200 Gloucester Road,  
Wanchai, Hong Kong

*Notes:*

1. For determining the entitlement of the members of the Company (the “Members”) to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 27 August 2015 to Monday, 31 August 2015 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with Tricor Standard Limited, the Registrars of the Company, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 26 August 2015.
2. A Member entitled to attend and vote at the AGM is entitled to appoint one (or, if he holds two or more Shares, more than one) proxy to attend and vote on his behalf. A proxy need not be a Member.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders is present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such Share, be entitled alone to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed must be lodged with the Company’s registered office at Suite 1902, 19th Floor, The Sun’s Group Centre, 200 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time appointed for the holding of the AGM (or the adjourned meeting) as the case may be.
5. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM or its adjourned meeting, if he so wishes. If such Member attends the AGM, his form of proxy will be deemed to have been revoked.

6. Concerning Ordinary Resolution No. 2 above, Mr. Derek Chiu and Mr. Ip Shing Hing shall retire by rotation and, being eligible, have offered themselves for re-election at the AGM. Details of the above Directors are set out in Appendix II to the circular dated 30 July 2015.
7. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 11:00 a.m. and 6:00 p.m. on the date of the AGM, the AGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 11:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

8. The translation into Chinese language of this notice convening the AGM is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the executive Directors are Mr. Derek Chiu (Managing Director and Chief Executive) and Ms. Margaret Chiu; the non-executive Directors are Madam Chiu Ju Ching Lan and Mr. Dick Tat Sang Chiu; the independent non-executive Directors are Mr. Ip Shing Hing, Mr. Ng Wing Hang Patrick and Mr. Choy Wai Shek Raymond.*