



# FAR EAST TECHNOLOGY INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Website: <http://www.fet.com.hk>)

(Stock Code: 36)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "Meeting") of shareholders of Far East Technology International Limited (the "Company") will be held at the Function Room, Mezzanine Floor, Cosmopolitan Hotel Hong Kong, 387-397 Queen's Road East, Wan Chai, Hong Kong on Tuesday, 23rd May, 2006 at 3:00 p.m. for the following purposes:

### As ordinary business:

1. To receive and consider the audited financial statements and the reports of the Directors and of the auditors for the year ended 31st December, 2005.
2. To declare the final dividend for the year ended 31 December 2005.
3. To re-elect the retiring directors and authorize the Board of Directors to fix their remuneration.
4. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

### 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) of this resolution and pursuant to section 57B of the Companies Ordinance, 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 in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) 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 shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital 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 of the Company or warrants to subscribe for shares of the Company; 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 of the Company pursuant to the articles of association of the Company, shall not exceed 20 per cent of the existing issued share capital of the Company 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 of the Company or any applicable laws to be held;
  - (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; and

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company 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 of the Company."

#### 6. "THAT

- (a) subject to paragraph (b) of this resolution, 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 purchase 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 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 of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company 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 issued share capital of the Company as at the date of passing of this resolution; 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;

- (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 5 and 6 as set out in the notice convening this Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 6 set out in the notice convening this Meeting be and is hereby extended by the addition thereto the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary 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 passing of this resolution."

8. To consider and, if thought fit, pass, (with or without amendments), the following resolution as an Ordinary Resolution:

"THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the new shares of HK\$0.01 each (individually a "Bonus Share" and collectively the "Bonus Shares") in the capital of the Company to be issued:

- (a) to capitalise such amount necessary to give effect to the issue of the Bonus Shares that is for the time being standing to the credit of the share premium account of the Company and the Directors be and are hereby authorised to apply such sum in paying up in full at par HK\$0.01 such number of Bonus Shares to be allotted and issued as fully paid to the shareholders of the Company on the basis of one Bonus Share for every ten issued ordinary shares of HK\$0.01 each held by such shareholders whose names appear on the register of members of the Company at the close of business on 23rd May, 2006 and to allot and issue such Bonus Shares;
- (b) the Bonus Shares to be issued shall rank pari passu in all respects with the existing issued shares of the Company as at the date of issue of such Bonus Shares;
- (c) the company will not allot any fractions of the Bonus Shares, Bonus Shares representing fractional entitlement will not be issued by the Company;
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of Bonus Shares."

9. To consider and, if thought fit, pass (with or without amendments), the following resolution as an Ordinary Resolution:

"THAT the grant of options (the "options") Mr. Duncan Chiu to subscribe for 3,600,000 shares, Mr. Siu Chung Wu to subscribe for 900,000 shares, Ms. Wendy Kim Bing Yung to subscribe for 300,000 shares and Mr. Hung Kwong Lui to subscribe for 300,000 shares respectively of HK\$0.01 each in the capital of the Company, subject to and in accordance with the terms of the share option scheme adopted by the Company on 23rd May, 2005 be and is hereby approved; and THAT any director of the Company be and is hereby authorized to do such things and acts as may be necessary or expedient to give full effect to such grant of options."

10. To consider and, if thought fit, pass (with or without amendments), the following resolution as a Special Resolution:

"THAT the existing Articles of the Association of the Company be and are hereby altered by amending Articles 76 by deleting the word "not" appearing after the word "shall" in the forth sentence in Article 76."

By order of the Board

**Duncan Chiu**

*Managing Director and Chief Executive Officer*

Hong Kong, 28th April, 2006

#### Notes:

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint one or, under particular case, more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) 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 were 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.
- (c) 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 at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (or the adjourned meeting as the case may be).
- (d) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting, if he so wishes. If such member attends the Meeting, his form of proxy will be deemed to have been revoked.
- (e) Concerning Ordinary Resolution No. 2 above, Deacon Te Ken Chiu, Mr. Duncan Chiu (voluntarily retire), Mr. Derek Chiu and Mr. Desmond Chiu will retire by rotation and, being eligible, have offered themselves for re-election at the Annual General Meeting. Dr. Lee G Lam, Mr. Ryan Yen Hwung Fong and Mr. Hing Wah Yim (appointed on 1 April 2006) who were appointed as Independent Non-executive Directors of the Company during the year, will hold office until the Annual General Meeting and being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix III to the circular dated 28 April 2006.

As at the date of this circular, the board of directors of the Company comprises of executive directors namely Mr. Deacon Te Ken Chiu, Mr. Duncan Chiu and Mr. Dennis Chiu; non-executives directors namely Tan Sri Dato' David Chiu, Mr. Daniel Tat Jung Chiu, Mr. Derek Chiu, Mr. Desmond Chiu and Miss Margaret Chiu and independent non-executive directors namely Dr. Lee G. Lam, Mr. Ryan Yen Hwung Fong and Mr. Hing Wah Yim.