
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Far East Consortium International Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FAR EAST CONSORTIUM INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.fecil.com.hk>

(Stock Code: 35)

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

A notice convening the annual general meeting of Far East Consortium International Limited (the "Company") to be held at the Function Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wanchai, Hong Kong on 25th August 2006 at 3:00 p.m. is set out on Appendix 3 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Standard Registrars Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

24th July, 2006

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Website: <http://www.fecil.com.hk>

(Stock Code: 35)

Executive Directors:

Mr. Deacon Te Ken Chiu (*Chairman*)
Tan Sri Dato' David Chiu (*Deputy Chairman and
Chief Executive Officer*)
Mr. Dennis Chiu
Mr. Craig Grenfell Williams

Registered Office:

P.O. Box 1043, Ground Floor
Caledonian House, Mary Street
George Town
Grand Cayman, Cayman Islands
British West Indies

Non-executive Directors:

Madam Ching Lan Ju Chiu
Mr. Dick Tat Sang Chiu
Mr. Daniel Tat Jung Chiu

Principal Office:

16/F., Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

Independent Non-executive Directors:

Mr. David Kwok Kwei Lo
Mr. Kwok Wai Chan
Mr. Jian Yin Jiang

24th July, 2006

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the annual general meeting of the Company to be held on Friday, 25th August, 2006 at 3:00 p.m. (the "AGM"). These include resolutions relating to re-election of directors, general mandates for the repurchase by the Company of its shares and for the issue of shares of the Company.

RE-ELECTION OF DIRECTORS

In accordance with Articles 106, 107, 112 and 115(B) of the Company's Articles of Association, the Directors retiring by rotation at the AGM are Independent Non-executive Director Mr. Kwok Wai Chan, and Non-executive Directors, Mr. Dick Tat Sang Chiu and Mr. Daniel Tat Jung Chiu. Mr. Kwok Wai Chan, Mr. Dick Tat Sang Chiu and Mr. Daniel Chiu being eligible, offer themselves for re-election.

LETTER FROM THE DEPUTY CHAIRMAN AND CHIEF EXECUTIVE OFFICER

In accordance with the second part of Article 115(B) of the Articles of Association of the Company, a director appointed as an Executive Chairman or as Managing Director or Joint Managing Director shall not while holding such office be subject to retirement by rotation or taken into account in determining the rotation retirement of Directors. In view of good Corporate Governance Practices, the Executive Chairman, Mr. Deacon Te Ken Chiu voluntarily retires from his office and offers himself for re-election at the forthcoming AGM of the Company notwithstanding that he is not required to do so by the Company's Article 115(B) .

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Deacon Te Ken Chiu as Executive Director, Mr. Dick Tat Sang Chiu and Mr. Daniel Tat Jung Chiu as Non-executive Directors, and Mr. Kwok Wai Chan as Independent Non-executive Director. Details of the above Directors as required to be disclosed by the Listing Rules are set out in Appendix 2 to the circular.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM of the Company held on 19th August, 2005, a general mandate was given to the Directors to exercise the power of the Company to repurchase shares of the Company up to a maximum of 10% of the Company's issued share capital at the date of the relevant resolution. Under the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), such mandate will lapse at the conclusion of the forthcoming AGM.

An ordinary resolution will therefore be proposed at the forthcoming AGM that the Directors be granted 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 of the Company may be listed, Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 1,442,017,989 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 144,201,798 Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix 1 hereto.

GENERAL MANDATE TO ISSUE SHARES

At the AGM of the Company held on 19th August, 2005 a general mandate was given to the Directors to allot, issue and deal with the Shares not exceeding 20% of the issued share capital of the Company at the date of the relevant resolution. Under the Listing Rules, such mandate will lapse at the conclusion of the forthcoming AGM.

An ordinary resolution will therefore be proposed at the forthcoming AGM that the Directors be granted a general and unconditional mandate to allot, issue, and deal with Shares up to a maximum of 20 per cent of the issued share capital of the Company as at the date of passing of the relevant resolution.

LETTER FROM THE DEPUTY CHAIRMAN AND CHIEF EXECUTIVE OFFICER

As at the Latest Practicable Date, there was a total of 1,442,017,989 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue a maximum of 288,403,597 Shares.

In addition, an ordinary resolution will be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate will continue in force until the conclusion of the next AGM of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next AGM of the Company.

The Directors have no present intention to exercise the general mandate. An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix 1 hereto.

NOTICE OF AGM

The notice convening the AGM is set out on pages 12 to 14 of this circular.

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's Share Registrar, Standard Registrars Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not prevent shareholders from attending and voting at the AGM in person if they so wish.

PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 71, every question submitted to a general meeting shall be determined in the first instance by a show of hands of the members present in person, but a poll may be demanded (before or upon the declaration of the result of the show of hands) by the Chairman or by:—

- (i) not less than three members present in person or by proxy having the right to vote at the meeting; or
- (ii) a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iii) a member or members present in person or by proxy holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the result of such resolution.

LETTER FROM THE DEPUTY CHAIRMAN AND CHIEF EXECUTIVE OFFICER

RECOMMENDATION

The Directors believe that all the above-mentioned resolutions are in the best interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and behalf of the Board of
Far East Consortium International Limited
David Chiu
Deputy Chairman and Chief Executive Officer

This appendix serves as explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies whose primary listing are on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange or on another stock exchange on which the shares of the companies may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to certain restriction, the most important of which are summarized below:

(a) Shareholders' Approval

The Listing Rules provide that all on-market repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase.

(b) Source of Funds

Repurchases must be made out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Maximum Number of Securities to be Repurchased

The shares proposed to be repurchased must be fully-paid up. A maximum of 10% of the existing issued share capital of the company at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at 24th July 2006, being the Latest Practicable Date prior to the printing of this document (the "Latest Practicable Date"), the issued share capital of the Company comprised 1,442,017,989 shares.

Subject to the passing of the resolutions granting the Issue Mandate and the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue a maximum of 288,403,597 shares and to repurchase a maximum of 144,201,798 shares, being 20% and 10% respectively of the issued capital of the Company as at the date of passing of the relevant resolutions.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests in the Company and its shareholders. Such repurchase 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 of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the Companies Law of the Cayman Islands, which provide that Shares may be repurchased out of the profits of the Company, and/or out of the proceeds of a fresh issue of Shares made for this purpose and/or even out of the capital paid up on the repurchased Shares, and all other applicable laws.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31st March, 2006 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchased period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstance, have a material adverse effect on the working capital requirement of the Company or gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

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

	Shares	
	Highest HK\$	Lowest HK\$
2005		
July	3.425	3.075
August	3.550	3.250
September	3.425	3.025
October	3.200	2.200
November	2.825	2.350
December	2.825	2.525
2006		
January	2.925	2.675
February	3.425	2.850
March	3.775	3.175
April	4.175	3.325
May	3.775	2.975
June	3.525	3.050
July (up to Latest Practicable Date)	3.375	3.025

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) either that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by Shareholders.

7. TAKEOVER 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 increase, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeover Code"). Accordingly, when a shareholder, or a group of shareholders acting in concert, could then obtain or consolidate control of the Company, he/they shall become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Messrs. Deacon Te Ken Chiu, David Chiu, Dick Tat Sang Chiu, Dennis Chiu, Daniel Tat Jung Chiu and Madam Ching Lan Ju Chiu, ("the said Directors") together with their respective associates held 455,654,863 Shares (including David Chiu's lending of 73,874,886 Shares) representing approximately 31.6% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the shareholding of the said Directors, together with their respective associates, in the Company would be increased to approximately 35.11% of the issued share capital of the Company. An obligation to make a general offer to shareholders under Rule 26 of the Takeover Code may arise. The Directors have no present intention to exercise the power of repurchase pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its own Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following is the information as required to be disclosed by the Listing Rules on the retiring Directors proposed to be re-elected at the AGM.

EXECUTIVE DIRECTOR**Mr. Deacon Te Ken Chiu, J.P.**

Mr. Chiu is the founder of the Far East Group. He has been the Chairman of Far East Consortium Limited, the predecessor of the Company, since 1972. He is also the Chairman of Far East Technology International Limited and Far East Hotels and Entertainment Limited. Mr. Chiu has more than 50 years of business experience in property investment and development; operation of entertainment and tourism related business; hotel ownership and management; financing and banking. He was a member of the Chinese People's Political and Consultative Conference from the 6th to 9th; the founder of the Yan Chai Hospital and the Vice Patron of the Community Chest since 1968; the founder and permanent Honorary Chairman of The New Territories General Chamber of Commerce; the founder and Chairman of the Ju Ching Chu Secondary School since 1966. Mr. Chiu, aged 81, is the husband of Madam Ching Lan Ju Chiu, the father of Messrs. Dick Tat Sang Chiu, David Chiu, Dennis Chiu and Daniel Tat Jung Chiu.

As far as the Directors are aware and save as disclosed above, Mr. Deacon Te Ken Chiu did not hold any directorship in other public listed companies in the last 3 years. Save as disclosed above, he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the latest practicable date, Mr. Deacon Te Ken Chiu has a total interest in 126,176,240 ordinary shares of HK\$0.10 each in the share capital of the Company (representing 8.75% of the issued share capital of the Company) which comprise a personal interest in 10,534,984 shares and a corporate interests of 115,641,256 shares, within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mr. Deacon Te Ken Chiu in relation to his appointment as Executive Director of the Company. He is not appointed for a specific term. In accordance with the second part of Article 115(B) of the Articles of Association of the Company, a Director appointed as an Executive Chairman or as Managing Director or Joint Managing Director shall not while holding such office be subject to retirement by rotation or taken into account in determining the rotation requirement of Directors. In view of good Corporate Governance practices, the Executive Chairman, Mr. Deacon Te Ken Chiu, voluntarily retires from his office and offers himself for re-election at the forthcoming AGM notwithstanding that he is not required to do so by the Company's Article 115(B).

Mr. Deacon Te Ken Chiu was paid HK\$25,000 as director's fee for the year ended 31st March 2006. Other than the director's fee, he has received salary and other allowances amounting to HK\$1,788,000 in connection with the management of the affairs of the Company and its subsidiaries for the year ended 31st March 2006. Mr. Chiu was not entitled to any discretionary bonus during the year and his annual emolument as Director for the year ended 31st March 2007 will be determined by the Remuneration Committee of the Board according to his duties and responsibilities with the Company and prevailing market conditions.

NON-EXECUTIVE DIRECTORS**Mr. Dick Tat Sang Chiu, M.A.**

Mr. Chiu, aged 55, was appointed as a Director of Far East Consortium Limited, the predecessor of the Company, in 1972. He is now a Non-executive Director of the Company and Far East Hotels and Entertainment Limited. He graduated from the University of Cambridge with an honour Master of Arts degree in Economics. He is the son of Mr. Deacon Te Ken Chiu and Madam Ching Lan Ju Chiu, the brother of Messrs. David Chiu, Dennis Chiu and Daniel Tat Jung Chiu.

As far as the Directors are aware and save as disclosed above, Mr. Dick Tat Sang Chiu did not hold any directorship in other public listed companies in the last 3 years. Save as disclosed above, he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the latest practicable date, Mr. Dick Tat Sang Chiu has a personal interest in 837,990 ordinary shares of HK\$0.10 each in the share capital of the Company (representing 0.06% of the issued share capital of the Company), within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mr. Dick Tat Sang Chiu in relation to his appointment as Non-executive Director of the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's AGM in accordance with the Company's Articles of Association.

Mr. Dick Tat Sang Chiu was paid HK\$25,000 as director's fee for the year ended 31st March 2006. Mr. Chiu was not entitled to any discretionary bonus during the year and his annual emolument as Director for the year ended 31st March 2007 will be determined by the Remuneration Committee of the Board according to his duties and responsibilities with the Company and prevailing market conditions.

Mr. Daniel Tat Jung Chiu

Mr. Chiu, aged 45, was appointed as a Director of Far East Consortium Limited, the predecessor of the Company, in 1984. He is also a Non-executive Director of Far East Technology International Limited. He is the major shareholder and Vice Chairman of London-listing Fortune Oil PLC. He is the Chairman of Harrow International School. Mr. Chiu has extensive experience in China trade, petroleum trading and infrastructure investments. He also takes an active part in several kinds of projects in Hong Kong and the PRC. He is the son of Mr. Deacon Te Ken Chiu and Madam Ching Lan Ju Chiu, the brother of Messrs. Dick Tat Sang Chiu, David Chiu and Dennis Chiu.

As far as the Directors are aware and save as disclosed above, Mr. Daniel Tat Jung Chiu did not hold any directorship in other public listed companies in the last 3 years. Save as disclosed above, he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the latest practicable date, Mr. Daniel Tat Jung Chiu has a total interest in 3,916,630 ordinary shares of HK\$0.10 each in the share capital of the Company (representing 0.27% of the issued share capital of the Company), which comprise a personal interest in 39,412 shares and a corporate interests of 3,877,218 shares, within the meaning of Part XV of the Securities and Futures Ordinance. The corporate interests are held through First Level Holdings Limited, a company jointly controlled by Mr. Daniel Tat Jung Chiu and Mr. Dennis Chiu.

There is no service contract between the Company and Mr. Daniel Tat Jung Chiu in relation to his appointment as Non-executive Director of the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's Articles of Association.

Mr. Daniel Tat Jung Chiu was paid HK\$25,000 as director's fee for the year ended 31st March 2006. Mr. Chiu was not entitled to any discretionary bonus during the year and his annual emolument as Director for the year ended 31st March 2007 will be determined by the Remuneration Committee of the Board according to his duties and responsibilities with the Company and prevailing market conditions.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Kwok Wai Chan

Mr. Chan, aged 47, is a member of The Hong Kong Securities Institute and an associate member of CPA Australia. Mr. Chan is currently a director of High Progress Consultants Limited and also an Independent Non-executive Director of Chinese Estates Holdings Limited, Junefield Department Store Group Limited, China Investments Holdings Limited, Tern Properties Company Limited and National Electronics Holdings Limited, the shares of all which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. In addition, Mr. Chan has been an Independent Non-executive Director of Chi Cheung Investment Company, Limited from December 2000 to 27th September 2004, an Independent Non-executive Director of Anex International Holdings Limited from 12th September 2005 to 10th February 2006.

As far as the Directors are aware and save as disclosed above, Mr. Kwok Wai Chan did not hold any directorship in other public listed companies in the last 3 years. Save as disclosed above, he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mr. Kwok Wai Chan in relation to his appointment as Independent Non-executive Director of the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's Articles of Association.

Mr. Kwok Wai Chan was appointed as Independent Non-executive Director of the Company on 18th November 2005 and was paid HK\$22,027.40 as director's fee for the year ended 31st March 2006. Mr. Chan was not entitled to any discretionary bonus during the year and his annual emolument as Director for the year ended 31st March 2007 will be determined by the Remuneration Committee of the Board according to his duties and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rule and no other matters need to be brought to the attention of the shareholders of the Company in relation to the re-election of retiring Directors.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Far East Consortium International Limited (the “Company”) will be held at the Function Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wanchai, Hong Kong on Friday, 25th August, 2006 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March, 2006.
2. To declare a final dividend.
3. To re-elect directors and to authorize the directors to fix the directors’ fees.
4. To re-appoint auditors and to authorize the directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

A. “THAT:

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an 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 of the Company; (c) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (d) an issue of shares under any option scheme or similar arrangement for the grant or issue to employees and/or other eligible persons of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (iv) For the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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

B. “THAT:

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- C. “**THAT** subject to the passing of the Resolution Nos. 5A and 5B set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot and deal with additional shares pursuant to Resolution No. 5A 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 shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5B set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the said Resolution.”

By Order of the Board of
Far East Consortium International Limited
Bill, Kwai Pui Mok
Chief Financial Officer & Company Secretary

Hong Kong, 24th July, 2006

Notes:

1. The register of members of the Company will be closed from 23rd August, 2006 to 25th August, 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Standard Registrars Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4.00 p.m. on 22nd August, 2006.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, must be deposited at the Company's Share Registrar, Standard Registrars Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person, or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand first in the register of members of the Company in respect of the joint holding.