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If you have sold or transferred all your securities in Far East Technology 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 the transferee.

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FAR EAST TECHNOLOGY INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 36)

**MAJOR TRANSACTION
DISPOSAL OF 2.64% EQUITY INTEREST IN
CHINASOFT INTERNATIONAL LIMITED**

Financial adviser

AmCap

Ample Capital Limited

豐盛融資有限公司

This circular is provided for the information of the shareholders of Far East Technology International Limited only.

12 February 2007

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DEFINITIONS

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

“2006 Disposal”	the disposal of 20,000,000 Chinasoft Shares to two separate parties announced by the Company on 20 November 2006
“Board”	the board of Directors
“Chinasoft”	Chinasoft International Limited, a company incorporated in Cayman Island and the shares of which are listed on GEM
“Chinasoft Group”	Chinasoft and its subsidiaries
“Chinasoft Share(s)”	ordinary share(s) of HK\$0.05 each in the issued share capital of Chinasoft
“Company”	Far East Technology International Limited, a company incorporated in Hong Kong and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares by the Company to Oriental Patron
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	to the best of the Director’s knowledge, information and belief, having made all reasonable enquiry, third party(ies) independent of the Company and its connected persons (as defined in the Listing Rules)
“Latest Practicable Date”	9 February 2007, 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
“Oriental Patron”	Oriental Patron Securities Limited, a private company incorporated in Hong Kong and a licensed corporation to conduct business in securities dealing

DEFINITIONS

“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Share(s)”	20 million Chinasoft Shares representing approximately 2.64% of the issued share capital of Chinasoft subject to the Disposal
“Share(s)”	ordinary share(s) HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

In this circular, for the purpose of illustration only, certain amounts in RMB has been translated into HK\$ at a rate of RMB1.00 to HK\$1.00.

LETTER FROM THE BOARD



FAR EAST TECHNOLOGY INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

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

(Stock Code: 36)

Executive Directors:

Deacon Te Ken Chiu J.P. (Chairman)

Mr. Duncan Chiu

(Managing Director and Chief Executive Officer)

Mr. Dennis Chiu

Registered office:

16th Floor

Far East Consortium Building

121 Des Voeux Road Central

Hong Kong

Non-executive Directors:

Tan Sri Dato' David Chiu

Mr. Daniel Tat Jung Chiu

Mr. Derek Chiu

Mr. Desmond Chiu

Ms. Margaret Chiu

Ms. Min Tang

*Head office and principal place of
business:*

Room 1802-1804, 18th Floor

Far East Consortium Building

121 Des Voeux Road Central

Hong Kong

Independent non-executive Directors:

Dr. Lee G. Lam

Mr. Ryan Yen Hwung Fong

Mr. Hing Wah Yim

12 February 2007

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION DISPOSAL OF 2.64% EQUITY INTEREST IN CHINASOFT INTERNATIONAL LIMITED

INTRODUCTION

The Company announced that it had disposed 20,000,000 Chinasoft Shares to Oriental Patron on 26 January 2007. The Sale Shares represents approximately 2.64% of the issued share capital of Chinasoft. Following the Disposal, the Company's shareholding in Chinasoft is reduced to 130,129,882 Chinasoft Shares, representing approximately 17.15% of Chinasoft's issued share capital.

LETTER FROM THE BOARD

THE DISPOSAL

Date of the Disposal	:	26 January 2007
Purchaser	:	Oriental Patron
Vendor	:	the Company
Assets disposed	:	The Sale Shares

Following the Disposal, the Company's equity interest in Chinasoft is reduced to 130,129,822 Chinasoft Shares, representing approximately 17.15% of the issued share capital of Chinasoft.

CONSIDERATION

The consideration for the Sale Shares is HK\$35.4 million and was satisfied in cash on 30 January 2007.

The consideration for the Sale Shares was determined on an arm's length basis with reference to the recent market price of the Chinasoft Shares. The consideration per Sale Share of approximately HK\$1.77 represents a discount of approximately 6.84% to the closing price of HK\$1.90 per Chinasoft Share as quoted on the Stock Exchange on 26 January 2007. The unaudited consolidated net asset value of Chinasoft as at 30 June 2006 attributable to the Sale Shares was approximately HK\$12,166,000. The consideration per Sale Share represents a premium of approximately 190.16% over the unaudited consolidated net assets value per Chinasoft Share of approximately HK\$0.61 as at 30 June 2006.

INFORMATION ON THE GROUP

The Company acts as an investment holding company. The principal activities of the Group are manufacturing and trading of garment, investment in properties for rental purpose, property development and investment in securities.

INFORMATION ON ORIENTAL PATRON

Oriental Patron, a private company incorporated in Hong Kong, is an Independent Third Party and a licensed corporation to conduct business in securities dealing.

INFORMATION ON CHINASOFT

Chinasoft was incorporated as an exempted company with limited liability in the Cayman Islands on 16 February 2000 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of Chinasoft are listed on the GEM with effect from 20 June 2003. Chinasoft is an investment holding company. The principal activities of the Chinasoft Group are development and provision of solutions, provision of information technology ("IT") consulting, training, outsourcing services and sale of standalone software and hardware products.

LETTER FROM THE BOARD

The audited net profit before/after taxation and net assets value of Chinasoftware for the two years ended 31 December 2004 and 2005 respectively were as follows:

	Year ended 31 December 2005 <i>RMB 'million</i>	Year ended 31 December 2004 <i>RMB 'million</i>
Net profit before taxation	48.71	39.05
Net profit after taxation	43.00	35.21
Net assets value	309.04	199.40

REASONS AND BENEFITS OF THE DISPOSAL

The Company acquired the Sale Shares in 2003. The Disposal is expected to generate a gain of approximately HK\$33.56 million in the Group's profit and loss account. Such expected gain arises out of the difference between the consideration for the Sale Shares over the carrying value of the Sale Shares as recorded in the books of the Company. Save for the gain mentioned above, the Disposal is not expected to have other material effect on the earnings of the Group. Upon the completion of the Disposal, the Group's assets are expected to increase by the aforementioned gain and the Disposal is not expected to have any material effect on the Group's liabilities. The Directors consider that it is in the best interest of the Group to take this opportunity to realize its investment in Chinasoftware through the Disposal.

The net proceeds from the Disposal of approximately HK\$34.2 million will be used as general working capital of the Group.

The Directors consider that the terms of the Disposal are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

GENERAL

On 20 November 2006, the Company announced that it had disposed 20,000,000 Chinasoftware Shares to two separate parties under the 2006 Disposal. As the type of asset disposed under the 2006 Disposal is the same as that disposed under the Disposal, the 2006 Disposal and the Disposal are aggregated under Rule 14.22 of the Listing Rules for the purpose of determining the percentage ratios. As the applicable "Consideration test" and "Revenue test" percentage ratios as defined in the Listing Rules exceed 25% but all percentage ratios are less than 75%, the Disposal constitutes a major transaction for the Company under the Listing Rules and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

No Shareholders are required to abstain from voting at the general meeting in respect of the resolution to approve the Disposal and the Company has obtained from Mr. Deacon Ten Ken Chiu, Mr. Duncan Chiu, Mr. Dennis Chiu, Mr. Daniel Tat Jung Chiu and Tan Sri Dato', David Chiu who in aggregate beneficially hold 60,797,561 Shares, representing approximately 55.55% of the issued share capital of the Company as at the Latest Practicable Date, a written approval for the Agreement, the Disposal and the transactions contemplated thereunder.

LETTER FROM THE BOARD

Pursuant to Rule 14.44 of the Listing Rules, the Disposal which constitutes a major transaction for the Company has been approved by way of written Shareholders' approval in lieu of holding a general meeting of the Company seeking approval from the Shareholders.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I – Financial Information on the Group and Appendix II – General Information to this circular.

Yours faithfully,
By order of the Board
Duncan Chiu
Managing Director and Chief Executive Officer

1. INDEBTEDNESS

As at the close of business on 31 December 2006 (being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular), the Group had total outstanding borrowings of approximately HK\$10.89 million, comprising short term loans being secured by securities of the Group.

Save as aforesaid and apart from intra-group liabilities, none of the companies in the Group had any loan capital issued and outstanding or agreed to be issued, any bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptable credits, debentures, mortgages, charges, obligations under finance leases or hire purchases, guarantees or other material contingent liabilities as at the close of business on 31 December 2006.

The Directors have confirmed that as at the Latest Practicable Date, there had not been any material change in the indebtedness and contingent liabilities of the Group since 31 December 2006.

2. FINANCIAL AND TRADING PROSPECTS

Whilst there are concerns about the impact of high interest rates, surging energy prices and political tensions on the global economy, the Group's operating environment is generally positive nurtured by the robust economic growth in the PRC. The recent measures to slow down the mainland economy are specific to certain over-invested sectors and the central government has emphasized on the improvement of living standards and a more balanced growth model in favour of domestic consumption. With a mission to deliver Shareholders' value, the Group has already constructed solid platforms for sustainable growth through our transformation into an investment company.

The Group will closely attend to the development of the PRC market, and study the feasibility of investing in the aviation related projects in the PRC. The Group is also actively seeking investment opportunities and expanding investment channels in order to capitalize the financial strength of the Group and maximize Shareholders' value.

3. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there is no material adverse change in the financial or trading position of the Group since 31 December 2005, the date to which the latest audited financial statements of the Company were made up.

4. WORKING CAPITAL

The Directors are of the opinion that, taking into account the present available banking facilities and financial resources of the Group and the receipt of the proceeds from the Disposal, the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of this circular, in the absence of any unforeseen circumstances.

1. 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 with regard to the Company and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular, the omission of which would make any statement contained herein misleading.

2. DISCLOSURE OF INTERESTS

(1) Directors' Interests

As at the Latest Practicable Date, the interests of the Directors and the chief executive of the Company in the shares or underlying shares of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(i) Long positions of Directors' interests in shares of the Company

Name of director	Number of ordinary shares of the Company held					Percentage of issued share capital of the Company
	Personal interests	Family interests	Corporate interests	Other interests	Total interests	
Deacon Te Ken Chiu, <i>J.P.</i>	10,424,332	2,087,580 ⁽¹⁾	1,612,683	2,341,733 ⁽⁵⁾	16,466,328	15.04%
Tan Sri Dato' David Chiu	1,870,000	–	6,168,800 ⁽²⁾	–	8,038,800	7.34%
Ms. Margaret Chiu	1,100,000	–	–	–	1,100,000	1.01%
Mr. Dennis Chiu	3,520,044	–	2,200,000 ⁽³⁾	1,170,866 ⁽⁵⁾	6,890,910	6.30%
Mr. Daniel Tat Jung Chiu	2,420,000	–	11,440,044 ⁽⁴⁾	–	13,860,044	12.66%
Mr. Derek Chiu	44,220	–	–	–	44,220	0.04%
Mr. Desmond Chiu	1,100,000	–	–	–	1,100,000	1.01%
Mr. Duncan Chiu	23,341,658	–	–	7,706,773 ⁽⁵⁾	31,048,431	28.37%

Notes:

- (1) These shares are held by Madam Ching Lan Ju Chiu, wife of Deacon Te Ken Chiu, *J.P.*.
- (2) These shares are held by Rocket High Investments Limited, a company wholly-owned by Tan Sri Dato' David Chiu.
- (3) These shares are held by Cape York Investments Limited ("Cape York"), a company owned by Mr. Dennis Chiu and Mr. Daniel Tat Jung Chiu equally.
- (4) Of the 11,440,044 shares, 2,200,000 shares are held by Cape York, and the remaining 9,240,044 shares are held by Gorich Holdings Limited, a company wholly-owned by Mr. Daniel Tat Jung Chiu.
- (5) Details of the interests of directors and chief executives of the Company in the underlying shares of equity derivatives in respect of options granted to them are stated in the "Directors' interests in share options of the Company" section.

The interests of the Directors or chief executive of the Company, and their respective associates, in the underlying shares of the Company which may be issued pursuant to exercise of the share options granted to the Directors by the Company are set out in the paragraph headed "Directors' interests in share options of the Company" below.

(ii) Directors' interests in share options of the Company

As at the Latest Practicable Date, the interests of the Directors or chief executive of the Company, and their respective associates, in the underlying shares of the Company which may be issued pursuant to exercise of the share options granted to the Directors pursuant to the Company's share option scheme were as follows:

Name of Grantee	Number of Shares Options				Exercise price HK\$	Grant date	Exercisable period
	Outstanding as at 1/1/2006	Granted during the period	Adjustment for Bonus Issue	Outstanding as at the Latest Practicable Date			
Deacon Te Ken Chiu, <i>J.P.</i>	2,128,848	-	212,885	2,341,733	1.153 ⁽¹⁾	21/7/2005	21/7/2005- 20/7/2015
Mr. Dennis Chiu	1,064,424	-	106,442	1,170,866	1.153 ⁽¹⁾	21/7/2005	21/7/2005- 20/7/2015
Mr. Duncan Chiu	3,406,158	-	340,615	3,746,773	1.153 ⁽¹⁾	21/7/2005	21/7/2005- 20/7/2015
	-	1,800,000	180,000	1,980,000	1.2182 ⁽²⁾	21/4/2006	23/5/2006- 22/5/2016
	-	1,800,000	180,000	1,980,000	1.2182 ⁽²⁾	21/4/2006	23/5/2007- 22/5/2017
Aggregate for directors	6,599,430	3,600,000	1,019,942	11,219,372			
Aggregate for employees	425,770	-	42,578	468,348	1.153 ⁽¹⁾	21/7/2005	21/7/2005- 20/7/2015
	-	750,000	75,000	825,000	1.2182 ⁽²⁾	21/4/2006	23/5/2006- 22/5/2016
	-	750,000	75,000	825,000	1.2182 ⁽²⁾	21/4/2006	23/5/2007- 22/5/2017
	<u>7,025,200</u>	<u>5,100,000</u>	<u>1,212,520</u>	<u>13,337,720</u>			

Notes:

- (1) At the 2005 Annual General Meeting of the Company held on 23 May 2005, a share option scheme (the "Option Scheme") of the Company was adopted by the shareholders of the Company. As at Latest Practicable Date, there are options relating to 13,337,720 Shares granted by the Company pursuant to the Option Scheme which are valid and outstanding.
- (2) At the annual general meeting of the Company held on 23 May 2006, a bonus issue of one new Share for every ten Shares ("Bonus Issue") held as of that date was approved by the shareholders. On 28 November 2006, the Company's auditors confirmed to the directors in writing that the adjustments were complied with the requirements under rule 17.03(13) of Listing Rules. Therefore, all the share options of 12,125,200 shares which were granted and remained outstanding as of 28 November 2006 were officially adjusted with the Bonus Issue and accordingly, the number of share options increased by one Share for every ten Shares in the share options, and the exercise price per Share was adjusted from (i) HK\$1.2683 to HK\$1.153; and (ii) HK\$1.34 to HK\$1.2182 respectively.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listing Companies in the Listing Rules, to be notified to the Company and the Stock Exchange.

(iii) Service contracts

None of the Directors had any existing or proposed service contracts with any member of the Group or any associated company of the Company as at the Latest Practicable Date.

(iv) Competing and other interests

As at the Latest Practicable Date, in so far as the Directors are aware, none of the Directors or their respective associates had any interest in a business which competes or is likely to compete with the business of the Group. Furthermore, none of the Directors have any interest in (1) any assets which have been, since the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group and (2) any contract or arrangement which is significant in relation to the business of the Group.

(2) SUBSTANTIAL SHAREHOLDERS' INTERESTS AND PERSONS WHO HAVE AN INTEREST OR SHORT POSITION WHICH IS DISCLOSEABLE UNDER DIVISIONS 2 AND 3 OF PART XV OF THE SFO

SUBSTANTIAL SHAREHOLDERS

At Latest Practical Date, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that, other than the interests disclosed above in respect of certain Directors under the section headed "Directors' Interests", the following shareholders had notified the Company of any interest, directly or indirectly, in 5% or more of the issued share capital of the Company:

Name of Substantial Shareholder	Number of ordinary shares of the Company held	Percentage of issued share capital of the Company
Gorich Holdings Limited ("Gorich") ⁽¹⁾	9,240,044	8.44%
Max Point Holdings Limited ("Max Point") ⁽²⁾	7,764,240	7.09%
Rocket High Investments Limited ("Rocket") ⁽³⁾	6,168,800	5.64%
Virtual Dragon International Limited ("Virtual Dragon") ⁽⁴⁾	5,611,760	5.13%

Notes:

- (1) Gorich is wholly-owned by Mr. Daniel Tat Jung Chiu. The interests of Mr. Daniel Tat Jung Chiu in the Company is stated under the section headed "Directors' Interests" above.
- (2) The entire share capital of Max Point is beneficially owned by Mr. Chan Wai Ki.
- (3) Rocket is wholly-owned by Tan Sri Dato' David Chiu. The interests of Tan Sri Dato' David Chiu in the Company is stated under the section headed "Directors' Interests" above.
- (4) These shares are held by Peace View Company Limited ("Peace View"), a wholly-owned subsidiary of Far East Consortium Limited ("FEC"). On 28 March 2001, FEC had entered into a Sale of Shares Agreement with Virtual Dragon to dispose of its entire equity interests in Peace View to Virtual Dragon.
- (5) All interests disclosed above represent long positions in the ordinary shares of the Company.

Save as disclosed above, the Company had not been notified of any other interests or short positions representing 5% or more of the Company's issued share capital at the Latest Practical Date.

3. LITIGATION

Neither the Company nor any other members of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group as at the Latest Practicable Date.

4. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company and its subsidiaries within the two years immediately preceding the date of this Circular and are or may be material:

- (a) A share transfer agreement dated 28 May 2006, entered between the China Entertainment (Jiangsu) Development Limited, a wholly-owned subsidiary of the Company and 無錫市新業建設發展公司 for the disposal of 65% equity interest in Wuxi Cheerman Property Company Limited for a consideration of RMB15.5 million;
- (b) An agreement dated 25 August 2006, under which the Company acquired of HK\$8.3 million principal amount of the Convertible Notes of Satellite Devices Corporation from First Vantage Limited at a consideration of HK\$4.98 million;
- (c) A joint venture agreement dated 27 September 2006 entered between Jubilee Star Limited, a wholly-owned subsidiary of the Company and China Aviation Supplies Import and Export Group Corporation (中國航空器材進出口集團公司) for transformation of Beijing Kailan Aviation Technology Co., Ltd. (北京凱蘭航空技術有限公司) into a sino-foreign equity joint venture by capital injection of approximately RMB20.47 million.
- (d) An agreement dated 13 November 2006 entered between the Company and Mr. Jason Poon Kai Sing in relation to the transfer of 90% interest in Goldtrack Limited from the Company to Mr. Poon at a consideration of HK\$1.00.

Save as aforesaid, no material contracts (not being contracts entered into in the ordinary course of business carried on by the Group) have been entered into by any member of the Group within the two years preceding the date of this circular.

5. GENERAL

- (a) The registered office of the Company is at 16/F., Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong and the head office and the principal place of business of the Company in Hong Kong is at Room 1802-04, 18/F., Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong.
- (b) The Company's Hong Kong share registrar and transfer office is Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (c) The qualified accountant and Secretary of the Company is Mr. Hung Kwong Lui, who is a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.
- (d) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at Room 1802-4, 18/F, Far East Consortium Building, 121 Deo Voeux Road Central, Hong Kong during normal business hours on any business day, up to and including 7 March 2007:

- (a) the memorandum and articles of association of the Company;
- (b) the contracts referred to in the section headed “Material Contracts” in this Appendix II;
- (c) the annual reports of the Company for the two years ended 31 December 2005 and 2004;
and
- (d) the circulars issued pursuant to the requirements set out in Charters 14 and/or 14A of the Listing Rules which have been issued since the date of the latest published audited accounts of the Company.