THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Far East Hotels and Entertainment Limited, you should at once forward this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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: 00037)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES; AND RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same respective meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the 2025 AGM of Far East Hotels and Entertainment Limited to be held at the Conference Room, 2/F, Cheung Chau Warwick Hotel, East Bay, Cheung Chau, Hong Kong on Tuesday, 2 September 2025 at 3:00 p.m. is set out on pages 16 to 20 of this circular. If you are not able to attend the 2025 AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Share Registrar of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the 2025 AGM or its adjournment thereof (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or its adjournment should you wish and in such event, the form of proxy should be deemed to be revoked.

Hong Kong, 31 July 2025

CONTENTS

This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

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

"2025 AGM"	the annual general meeting of the Company to be held at the Conference Room, 2/F, Cheung Chau Warwick Hotel, East Bay, Cheung Chau, Hong Kong on Tuesday, 2 September 2025 at 3:00 p.m., notice of which is set out on pages 16 to 20 of this circular
"Articles of Association"	articles of association of the Company as amended from time to time
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Buy-back Mandate"	the general mandate to be unconditionally given to the Directors to buy back Shares up to 10% of the aggregate number of Shares in issue (excluding treasury shares, if any), the particulars of which are set out in resolution no. 6 of the notice of the 2025 AGM
"Buy-back Proposal"	the proposal as described in the Buy-back Resolution whereby a general mandate is to be unconditionally given to the Directors to exercise the powers of the Company to buy back Shares up to 10% of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of passing the Buy-back Resolution
"Buy-back Resolution"	the proposed ordinary resolution as set out in resolution no. 6 of the notice of the 2025 AGM
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Companies Ordinance"	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong as amended, supplemented or otherwise modified from time to time

"Company"	Far East Hotels and Entertainment Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 00037)
"controlling shareholders"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Directors"	directors of the Company
"Group"	the Company and its subsidiaries from time to time
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Issue Mandate"	the general mandate to be unconditionally given to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the aggregate number of Shares in issue (excluding treasury shares, if any), the particulars of which are set out in resolution no. 5 of the notice of the 2025 AGM
"Latest Practicable Date"	24 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
"Nomination Committee"	the nomination committee of the Board
"Remuneration Committee"	the remuneration committee of the Board
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Shares Buy-backs as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission of Hong Kong
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"$" and "cents"	Hong Kong dollars and cents, respectively
"%"	per cent

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: 00037)

Executive Directors:
Derek Chiu, B.Sc.
(Chairman, Managing Director and Chief Executive)
Amanda Chiu, B.A.

Non-executive Directors:
Chiu Ju Ching Lan, J.P.
Alex Chiu, B.Sc.

Independent Non-executive Directors:
Choy Wai Shek Raymond, M.H., J.P.
Ng Chi Kin
Lo Chun Chiu Adrian

Registered and Principal Office:
Suite 1902, 19th Floor
The Sun's Group Centre
200 Gloucester Road
Wanchai, Hong Kong

31 July 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES
TO ISSUE SHARES AND TO BUY BACK SHARES; AND
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice convening the 2025 AGM and information regarding the resolutions to be proposed at the forthcoming 2025 AGM. These include the ordinary resolutions (i) granting the Directors general mandates to issue Shares and buy back Shares and to extend the Issue Mandate to include Shares bought back under the Buy-back Mandate, and (ii) relating to the re-election of retiring Directors.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders at the annual general meeting of the Company held on 2 September 2024. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2025 AGM.

An ordinary resolution will be proposed at the 2025 AGM that the Directors be granted a new general and unconditional mandate to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, there was a total of 752,529,810 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 bought back and cancelled before the 2025 AGM date, the Company will be allowed to issue a maximum of 150,505,962 Shares (excluding treasury shares, if any) under the Issue Mandate.

GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 2 September 2024, a general mandate was given to the Directors to exercise the power of the Company to buy back the Shares. Such mandate will lapse at the conclusion of the 2025 AGM. Therefore, at the 2025 AGM, an ordinary resolution will be proposed that the Directors be granted a new general and unconditional mandate to exercise all powers of the Company to buy back the Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, up to 10% of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution approving the Buy-back Mandate.

As at the Latest Practicable Date, there was a total of 752,529,810 Shares in issue (excluding treasury shares, if any). Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back and cancelled before the 2025 AGM date, the Company will be allowed to buy back a maximum of 75,252,981 Shares (excluding treasury shares, if any). An explanatory statement, as required by the relevant provisions set out in the Listing Rules, to provide requisite information to you for consideration of the Buy-back Proposal is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the 2025 AGM. The Directors propose to seek your approval of the Buy-back Resolution to be proposed at the 2025 AGM.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the 2025 AGM adding any Shares bought back under the Buy-back Mandate to the Issue Mandate. The Buy-back Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by ordinary resolution of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

The Board comprises seven Directors, of which two are executive Directors, namely Mr. Derek Chiu and Ms. Amanda Chiu; two are non-executive Directors, namely Madam Chiu Ju Ching Lan ("Madam Chiu") and Mr. Alex Chiu ("Mr. Chiu"); and three are independent non-executive Directors, namely Mr. Choy Wai Shek Raymond, Mr. Ng Chi Kin and Mr. Lo Chun Chiu Adrian ("Mr. Lo").

In accordance with Articles 106 and 107 of the Articles of Association, Madam Chiu and Mr. Chiu will retire by rotation at the 2025 AGM and are eligible for re-election at the 2025 AGM.

In accordance with Article 96 of the Articles of Association, Mr. Lo shall hold office only until the first annual general meeting of the Company after his appointment on 1 April 2025 and shall then be eligible for re-election at the 2025 AGM.

The above Directors, namely Madam Chiu, Mr. Chiu and Mr. Lo have offered themselves for re-election at the 2025 AGM.

The Nomination Committee has assessed and reviewed each of the annual written confirmation of independence of the independent non-executive Directors who held such offices on 31 March 2025 including Mr. Lo who held such office on 1 April 2025 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the independent non-executive Directors, including Mr. Lo remain independent. Further, the Nomination Committee has evaluated the performance of each of Madam Chiu and Mr. Chiu during the year ended 31 March 2025 based on the nomination policy of the Company which was disclosed in the annual report of the Company and found their performance satisfactory. The Nomination Committee also considered that the experience of Madam Chiu, Mr. Chiu and Mr. Lo, as well as their skills and other perspectives as set out in Appendix II to this circular can bring further contributions to the Board and its diversity. Therefore, upon the nomination by the Nomination Committee, the Board has proposed the re-election of Madam Chiu, Mr. Chiu and Mr. Lo. Such proposal will be put forward at the 2025 AGM for Shareholders' consideration and approval by way of ordinary resolutions. Each of Madam Chiu, Mr. Chiu and Mr. Lo abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2025 AGM. The Board also believes that the continuous appointment of Madam Chiu, Mr. Chiu and Mr. Lo contributes to the stability and diversity of the Board.

Details of Madam Chiu, Mr. Chiu and Mr. Lo that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

NOTICE OF 2025 AGM

A notice convening the 2025 AGM is set out on pages 16 to 20 of this circular. A form of proxy for use in connection with the 2025 AGM appointing proxy is despatched with this circular and published on the respective websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.tricor.com.hk/webservice/00037). If you do not intend to attend the 2025 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete the form of proxy and return it to Tricor Investor Services Limited, the Share Registrar of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for the holding of the 2025 AGM or its adjourned meeting (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of a form of proxy will not preclude you from attending and voting at the 2025 AGM and its adjournment if you so wish and in such event, the form of proxy should be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2025 AGM and contained in the notice of the 2025 AGM will be voted by way of a poll by the Shareholders. The Company will appoint a scrutineer to handle vote-taking procedures at the 2025 AGM. The results of the poll will be published on the respective websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein in this circular misleading.

RECOMMENDATION

The Directors consider that the ordinary resolutions in relation to the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the re-election of retiring Directors as set out in the notice of 2025 AGM are in the best interests of the Company and the Shareholders as a whole. The Directors, therefore, recommend the Shareholders to vote in favour of each of the above ordinary resolutions as set out in the notice of the 2025 AGM.

Yours faithfully,
For and on behalf of the Board
Far East Hotels and Entertainment Limited
DEREK CHIU
Executive Director, Chairman, Managing Director and Chief Executive

This appendix serves as an explanatory statement, as required pursuant to Rule 10.06(1)(b) of the Listing Rules, to provide certain information to you for your consideration of the Buy-back Mandate, and also constitutes the memorandum as required under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total issued Shares were 752,529,810 Shares, and the Company did not have any treasury shares.

Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back and cancelled before the 2025 AGM date, the Company will be allowed to buy back up to 75,252,981 Shares, representing approximately 10% of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution.

If the Company purchases any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any bought back of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

2. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Proposal is in the best interests of the Company and the Shareholders. Such buy-back 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 buy-back will benefit the Company and the Shareholders.

3. FUNDING OF BUY-BACK

Any buy-back made pursuant to the Buy-back Mandate will be funded out of funds legally available for such purpose in accordance with the Articles of Association and the Companies Ordinance. Such funds include distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 March 2025) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors will not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

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

	Share Prices Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
July	0.580	0.520
August	0.540	0.490
September	0.650	0.495
October	0.650	0.550
November	0.580	0.500
December	0.550	0.500
2025		
January	0.510	0.480
February	0.530	0.370
March	0.470	0.415
April	0.530	0.360
May	0.540	0.480
June	0.530	0.460
July (up to and including the Latest Practicable Date)	0.510	0.465

5. UNDERTAKING AND DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong. Neither this Explanatory Statement nor the Buy-back Mandate has any unusual features.

None of the core connected persons has notified the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If, as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition 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 Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Takeovers Code further provides that where any person who together with persons acting in concert, holds not less than 30% but not more than 50% of the voting rights, acquires in any period of twelve months additional shares carrying more than 2% of the voting rights, such a person should make a general/mandatory offer to the other shareholders of the same class to acquire as soon as practicable thereafter the remaining shares of the same class.

As at the Latest Practicable Date, Mr. Derek Chiu, Ms. Amanda Chiu, Madam Chiu Ju Ching Lan, Mr. Choy Wai Shek Raymond and Mr. Ng Chi Kin, being Directors together with their respective close associates were beneficially interested in an aggregate of 330,776,980 Shares, representing approximately 43.96% of the issued Shares. Based on such shareholdings and in the event that the Directors exercised in full the power to buy back Shares under the Buy-back Proposal, if so approved at the 2025 AGM, and assuming no further Shares are issued or bought back and cancelled prior to the date of the 2025 AGM, the shareholdings of Mr. Derek Chiu, Ms. Amanda Chiu, Madam Chiu Ju Ching Lan, Mr. Choy Wai Shek Raymond and Mr. Ng Chi Kin together with their respective close associates would be increased to approximately 48.84% of the issued Shares. Accordingly, an obligation to make a general/mandatory offer in accordance with Rule 26 of the Takeovers Code would be triggered on each Mr. Derek Chiu, Ms. Amanda Chiu, Madam Chiu Ju Ching Lan, Mr. Choy Wai Shek Raymond and Mr. Ng Chi Kin together with their respective close associates. Therefore, the Directors would not implement the Buy-back Mandate to the extent that such a general/mandatory offer may arise under the Takeovers Code as a result of any buy-back made under the Buy-back Proposal.

Based on the information that is publicly available to the Company and within the knowledge of the Directors throughout the year ended 31 March 2025 and up to the Latest Practicable Date, the Company has maintained the prescribed public float under the Listing Rules (i.e. at least 25% of its issued Shares (excluding treasury shares, if any, in public hands)) as the number of Shares held by the public representing 56.04% of the total number of Shares in issue. In the event that the Buy-back Proposal is exercised in full, the number of Shares held by the public representing 51.16% of the total number of Shares in issue which would not fall below the minimum prescribed percentage of 25% as required by the Listing Rules.

7. SHARE BUY-BACK MADE BY THE COMPANY

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

The following are the particulars of the Directors proposed to be re-elected at the 2025 AGM.

NON-EXECUTIVE DIRECTORS

Madam Chiu Ju Ching Lan, J.P.

Aged 85. She was appointed as a Director in 1979. She is also a director of several subsidiaries of the Company. Since 1975, she has been the Honorary Vice-President of Hong Kong Girl Guides Association. She has been active in social circles and was the Chairlady of Yan Chai Hospital for 1977/78. She is the founder of New Territories Women's and Juveniles Welfare Association. She is the Chairman of the Incorporated Management Committee and the Supervisor of the three schools by the name of Ju Ching Chu Secondary School, and the Chairman of Kowloon Women's Welfare Club. She was a member of Shanghai Standing Committee Chinese People's Political Consultative Conference for 25 years from 1982 to 2007. She has also been an Honorary Vice-President of Hong Kong Federation of Women since 1997. She is the mother of Mr. Derek Chiu, an executive Director and also the chairman of the Board, the managing director and the chief executive of the Company. She is also the grandmother of Mr. Alex Chiu, a non-executive Director, and Ms. Amanda Chiu, an executive Director.

Save as disclosed above, she does not have any relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company, nor has she held other positions in the Company or other members of the Group.

Madam Chiu did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Madam Chiu was interested in 4,995,200 Shares, representing approximately 0.664% of the entire issued Shares. Such interests comprise (i) 188,000 Shares beneficially owned by Madam Chiu; and (ii) 4,807,200 Shares held as the administrator of the estate of the late Mr. Deacon Te Ken Chiu. Save as disclosed above, she does not have any interests in the Shares within the meaning of Part XV of the SFO.

No service contract has been entered into between Madam Chiu and the Company. She receives emolument from the Company that is determined by the Board from time to time by reference to the prevailing market condition and a director's fee of HK$10,000 per annum (by reference to the market conditions and as approved by the Shareholders at the latest annual general meeting). For the year ended 31 March 2025, the total amount of her emoluments was HK$250,000. The term of office of Madam Chiu is subject to retirement by rotation and re-election at the 2025 AGM in accordance with the Articles of Association.

Save as disclosed above, there are no other matters concerning Madam Chiu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Alex Chiu, B.Sc.

Aged 34. He was appointed as an executive Director on 1 September 2015 and was re-designated as a non-executive Director with effect from 27 June 2019. He is also a director of a subsidiary of the Company. He holds a bachelor's degree from The Art Institute of California, United States of America. He is the son of Mr. Derek Chiu, an executive Director, the chairman of the Board and also the managing director and the chief executive of the Company, and the brother of Ms. Amanda Chiu, an executive Director. He is also a grandson of Madam Chiu Ju Ching Lan, a non-executive Director.

Save as disclosed above, he does not have any relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company, nor has he held other positions in the Company or other members of the Group.

Mr. Chiu did not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chiu was interested in share options to subscribe for an aggregate of 8,100,000 Shares. Save as disclosed above, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

No service contract has been entered into between Mr. Chiu and the Company. He receives no emolument from the Company except a director's fee of HK$10,000 per annum (by reference to the market conditions and as approved by the Shareholders at the latest annual general meeting). The term of office of Mr. Chiu is subject to retirement by rotation and re-election at the 2025 AGM in accordance with the Articles of Association.

Save as disclosed above, there are no other matters concerning Mr. Chiu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lo Chun Chiu Adrian

Aged 69. He was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee on 1 April 2025. Mr. Lo obtained his Degree of Bachelor of Laws with the University of London in August 1988. He is a member of the Law Society of Hong Kong and has been a practicing solicitor in Hong Kong since November 1991. He joined Joseph C.T. Lee & Co., Solicitors in 1989 as a trainee solicitor and was promoted to be a partner in 1993. He is currently a partner with the said Joseph C.T. Lee & Co.. Mr. Lo has been engaging in various fields of legal practice such as commercial and criminal litigation, conveyancing and probate.

Mr. Lo was appointed as an independent non-executive director of New Concepts Holdings Limited in August 2014 (a company listed on Main Board of the Stock Exchange with stock code 2221) and he is still serving as the said independent non-executive director. He was appointed as an independent non-executive director of Huarchi Global Group Holdings Limited in October 2019 (a company listed on Main Board of the Stock Exchange in 2019 with stock code 2296 and delisted on 19 September 2023). He resigned from the post of independent non-executive director of Huarchi Global Group Holdings Limited on 6 March 2024.

Save as disclosed above, Mr. Lo has not held in the last three years other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Lo (i) does not have any relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company; and (ii) has not held other positions in the Company or other members of the Group or other major appointments.

As at the Latest Practicable Date, Mr. Lo does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lo has not entered into a letter of appointment with the Company but he is subject to retirement by rotation and re-election in accordance with the Articles of Association and Corporate Governance Code contained in Appendix C1 to the Listing Rules. He is entitled to a director's fee of HK$100,000 per annum, which is determined by the Board upon the recommendation of the Remuneration Committee with reference to his background, qualification, skills, knowledge, experience, duties and responsibilities within the Company as well as the prevailing market conditions. Mr. Lo shall hold office only until 2025 AGM and shall then be eligible for re-election at the 2025 AGM in accordance with the Articles of Association.

Save as disclosed above, there are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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: 00037)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an 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 Tuesday, 2 September 2025 at 3:00 p.m. for the following purposes:

As ordinary business:

1. To consider and adopt 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 2025.

2. To re-elect the retiring directors of the Company (the "Directors").

3. To authorise the board of Directors (the "Board") to fix the remuneration of the Directors for the year ending 31 March 2026 (the "Year 2026").

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 2026 and to authorise 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) of this resolution and pursuant to sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), 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") (including any sale or transfer of treasury shares out of treasury) 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) and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred 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 issued Shares (excluding treasury shares, if any) (subject to adjustment in the case of subdivision and consolidated 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 (the "AGM");

ii. the expiration of the period within which the next AGM 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 Code on Share Buy-backs issued by 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 of 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 (excluding treasury shares, if any) (subject to adjustment in the case of subdivision and consolidated 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 (the "AGM");

ii. the expiration of the period within which the next AGM 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 of the Company to allot, issue and deal with additional shares of the Company (the "Shares") (including any sale or transfer of treasury shares out of treasury) 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 No. 6 provided that such amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) (subject to adjustment in the case of subdivision and consolidated 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, Chairman, Managing Director and Chief Executive

Hong Kong, 31 July 2025

Registered and Principal Office:
Suite 1902, 19th Floor
The Sun's 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 (the "Register of Members") will be closed from Thursday, 28 August 2025 to Tuesday, 2 September 2025 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the AGM, the non-registered Members must lodge all transfer documents accompanied by the relevant share certificates with Tricor Investor Services Limited, the Share Registrar of the Company, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 27 August 2025. Members whose names appear on the Register of Members at the close of business on Tuesday, 2 September 2025 are entitled to attend and vote at the AGM.

2. A Member entitled to attend and vote at the AGM is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote on his/her/its 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 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 Tricor Investor Services Limited, the Share Registrar of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, 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, excluding any public holiday in Hong Kong.

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/she/it so wishes. If such Member attends the AGM, his/her/its form of proxy will be deemed to have been revoked.

6. Concerning Ordinary Resolution No. 2 above, Madam Chiu Ju Ching Lan and Mr. Alex Chiu shall retire by rotation, and Mr. Lo Chun Chiu Adrian shall hold office until the first annual general meeting of the Company after his appointment on 1 April 2025. They 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 31 July 2025.

7. a. Subject to paragraph (b) below, 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 Members 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.

   b. 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.

   c. The AGM will be held as scheduled when a tropical cyclone warning signed No. 3 or below or an amber or red rainstorm warning signal is in force.

   d. 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 (Chairman, Managing Director and Chief Executive) and Ms. Amanda Chiu; the non-executive Directors are Madam Chiu Ju Ching Lan and Mr. Alex Chiu; and the independent non-executive Directors are Mr. Choy Wai Shek Raymond, Mr. Ng Chi Kin and Mr. Lo Chun Chiu Adrian.