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

If you have sold or transferred all your shares in Far East Horizon Limited, you should at once hand this circular, together with the enclosed form of proxy, 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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遠東宏信有限公司
FAR EAST HORIZON LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock code: 3360)

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Far East Horizon Limited to be held at Chief Executive Suite I, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Wednesday, 11 June 2014 at 3:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.fehorizon.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

5 May 2014

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Chief Executive Suite I, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Wednesday, 11 June 2014 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“China” or “the PRC”	The People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administration Region of the PRC and Taiwan;
“Company”	Far East Horizon Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board, a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares in the share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular;
“Latest Practicable Date”	28 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Memorandum”	the memorandum of association of the Company;
“New Articles”	the new articles of association of the Company to be adopted under Resolution 8, and a reference to a “New Article” is a reference to a provision in the New Articles;
“New CO”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong;
“Previous CO”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, before the commencement of the New CO which has been retitled, as from 3 March 2014, as the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) with the core provisions affecting the operation of companies repealed except for those provisions relating to winding-up and insolvency of companies and prospectuses;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company;
“Share Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board, a general mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares in the share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended, supplemented or otherwise modified from time to time.

LETTER FROM THE BOARD



遠東宏信有限公司
FAR EAST HORIZON LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 3360)

Chairman and Non-executive Director:

Mr. Liu Deshu

Registered Office and Headquarters:

4701 Office Tower

Convention Plaza

1 Harbor Road

Executive Directors:

Mr. Kong Fanxing (*Chief Executive Officer*)

Wanchai

Mr. Wang Mingzhe (*Chief Financial Officer*)

Hong Kong

Non-executive Directors:

Mr. Yang Lin

Principal Place of Business in the PRC:

35th Floor, Jin Mao Tower

Mr. Liu Haifeng David

88 Century Avenue

Mr. John Law

Pudong

Mr. Kuo Ming-Jian

Shanghai

The People's Republic of China

Independent Non-executive Directors:

Mr. Han Xiaojing

Mr. Liu Jialin

Mr. Cai Cunqiang

Mr. Yip Wai Ming

5 May 2014

To the Shareholders

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for, including but not limited to, the proposed amendments to the Memorandum and Articles of Association, the granting to the Directors of the Share Buyback Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares; and to give the Shareholders notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Company's existing Memorandum and Articles of Association in order to, among other things, align them with the New CO which came into effect on 3 March 2014 and the amendments to the Listing Rules which will take effect on 1 July 2014.

A special resolution for Resolution 8 as set out in the notice of the Annual General Meeting, which requires not less than 75% of the total voting rights of all Shareholders who vote on the resolution, will be put forward to be considered and, if thought fit, approved by Shareholders at the Annual General Meeting.

An explanatory statement on the proposed amendments to the Memorandum and Articles of Association as proposed by the Resolution 8 is set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES

At the annual general meeting of the Company held on 14 June 2013, general mandates were granted to the Directors to repurchase and to issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and to issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Buyback Mandate to the Directors to purchase Shares on the Stock Exchange not exceeding 10% of the total number of issued shares in the share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular (i.e. a total of 329,240,000 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued shares in the share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular (i.e. a total of 658,480,000 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the total number of Shares repurchased by the Company pursuant to the Share Buyback Mandate.

With reference to the Share Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buyback Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting shall 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. An announcement on the poll vote results will be published by the Company after the conclusion of the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.fehorizon.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

5. RECOMMENDATION

The Directors consider that the resolutions regarding, inter alia, the proposed amendments to the Memorandum and Articles of Association, the granting of the Share Buyback Mandate and the Issuance Mandate as set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Far East Horizon Limited
Liu Deshu
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

1. INTRODUCTION

In March 2014, the Previous CO was substantially replaced by the New CO. The New CO provides a modernised legal framework for the incorporation and operation of companies in Hong Kong. In response to the introduction of the New CO, it is proposed that a number of amendments be made to the Memorandum and Articles of Association. At the same time, it is also proposed that minor “housekeeping” amendments be made to the Articles of Association.

Set out in the remainder of this explanatory statement is an outline of and the reasons for the amendments proposed to be made to the Memorandum and Articles of Association.

2. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Set out below are the principal changes to the Memorandum and Articles of Association made in response to the changes introduced by the New CO.

(a) Disapplication of Model Articles and abolition of Memorandum

New Article 1 dis-applies the Model Articles for Public Companies Limited by Shares and includes certain conditions currently contained in the Memorandum, which are mandatory provisions under sections 81, 83 and 84 of the New CO.

The mandatory clauses (such as the name of the Company and the limited liability of the members) are formally migrated from the Memorandum to the New Articles, given that the New Articles will become the single constitutional document of the Company due to the abolition of the Memorandum under the New CO.

(b) Abolition of concepts of “nominal value” and “authorised share capital”

(i) *Nominal value and authorised capital*

Certain new definition in existing Article 2(1), new Articles 14, 19, 110(i), and 114(1) reflect the abolition under section 135 of the New CO of the concepts of nominal value and authorised capital. Particularly, references to these concepts and related concepts, including “authorised capital”, “par”, “nominal value”, “unissued shares”, “capital redemption reserve fund”, “premium”, and “share premium account”, which have become obsolete due to the mandatory no par value regime under the New CO, are removed as appropriate.

Existing Article 4 (“Authorised share capital”) is being deleted due to the no par regime of New CO which retires the related concept of “authorised share capital”.

**APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED
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(ii) Variation of class rights

New Article 16(1) and (2) reflects: (i) the changes introduced by section 180(3)(a) of the New CO which requires the written consent of holders representing at least three-fourths of the total voting rights of holders of shares in a class in order for the rights of that class to be varied; and (ii) the changes introduced by section 623(4) of the New CO in relation to the quorum requirements for a variation of class rights meeting.

(c) Directors' powers to deal with securities of the Company

New Article 6 restates the Directors' power (i) to determine the terms, conditions and rights to be attached to shares to be issued and allotted and (ii) to grant options over or otherwise dispose of or grant rights to subscribe for or convert any security into shares of the Company subject to the provisions of the New CO.

New Article 11 gives the Company the statutory power to alter its share capital in a number of ways set out in section 170 of the New CO.

(d) Share warrants to bearer

New Article 7(2) reflects the changes introduced by section 139 of the New CO which repeals the power of companies to issue share warrants to bearer.

(e) Alteration of capital

Existing Article 14 provides for the consolidation, cancellation and sub-division of the Shares of the Company. Section 53 of the Previous CO required companies wishing to have these powers to specifically provide for them in their articles.

New Article 13 basically preserves the powers of the Company set out in the existing Article 14. New Article 13 replaces references to amount of Shares fixed in the Memorandum with the number of Shares when the Company effects consolidation and sub-division of Shares due to no par regime of the New CO.

(f) Directors' power to refuse to register transfers

New Article 36 reflects the changes introduced by section 151 of the New CO which requires a company to provide a statement of reasons when the registration of a share transfer is refused, if requested by the transferee or the transferor.

(g) Evidence required by the Company for transmission of Shares in respect of deceased Shareholders

New Article 41 specifies the new requirement introduced by section 161 of the New CO which specifies that a company must accept as sufficient evidence of the grant of probate of the will or letters of administration of a deceased person for transmission of Shares.

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(h) Stock

Existing Article 47, which gives the Company the power to convert its Shares into stock, is being deleted to reflect the changes introduced by section 138 of the New CO which repeals the power of a company to convert its shares into stock.

(i) Meeting procedures

New Articles 47 and 48 replace “extraordinary general meetings” with “general meetings” of the Company as the New CO no longer retains the term “extraordinary general meetings”. All general meetings of a company (other than its annual general meetings) are simply referred to as “general meetings” under the New CO.

New Article 50 reflects the changes introduced by section 571(1)(b)(i) of the New CO which provides that the notice period for all general meetings of a limited company (except annual general meetings) is 14 days, reduced from 21 days.

New Articles 52(1), (3) and (4) and 54 reflect the changes introduced by: (i) section 584 of the New CO which allows for general meetings to be held in two or more places; and (ii) section 576 of the New CO which sets out the content requirements in a notice of general meeting.

(j) Special business

Existing Article 55, which differentiates between a specific list of business that is transacted at an annual general meeting and other “special business”, is being deleted as the concept of “special business” is not retained under the New CO.

(k) Poll

New Article 60(1) is a new article permitting Shareholders to vote on a show of hands unless otherwise required by the Listing Rules or a demand for poll is required. It also incorporates changes introduced by section 591(2)(b) of the New CO which reduces the threshold requirement for members to demand a poll from 10% to 5% of the total voting rights of all the members having the right to vote at that meeting.

New Article 60(5) reflects the new statutory requirements set out in sections 592 and 594 of the New CO which requires (i) the chairman to demand for a poll if he knows from the proxies received that the result on a show of hands will be different from that on a poll and (ii) the Company to record poll results in the minutes of a general meeting,

**APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED
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(l) Proxy arrangements

The changes in proxy arrangements in the New Articles are as follows:

- (i) New Article 61 states that a Shareholder present in person or a duly authorised representative of a corporate Shareholder shall be entitled to vote on a show of hands.
- (ii) New Article 65(1) specifies the statutory period required under section 598(3) of the New CO in various situations within which the appointment document of proxy is to be received by the Company.
- (iii) New Article 66 reflects the changes introduced by section 604 of the New CO which sets out notice periods for terminating a proxy.

(m) Members' approval for a service contract for Directors exceeding 3 years

New Article 72(1) reflects the changes introduced by section 534 of the New CO which requires members' approval for a service contract entered into by the Company with its Directors for a guaranteed term of employment exceeding 3 years.

(n) Declaration of material interest by Directors

New Article 89 reflects the changes introduced in Part 11, Division 5 of the New CO in relation to the disclosure of material interests by Directors or their "connected entities" (as defined in section 486 the New CO) in any transaction, arrangement or contract or any proposed transaction, arrangement or contract with the Company that is significant in relation to the Company's business. New Article 89 also reflects the changes introduced in Part 11, Division 5 of the New CO in relation to the specific timing and other procedural requirements for the declaration of material interests by a Director or his "connected entities".

(o) Execution of documents without seal

New Article 101(6) reflects the changes introduced by section 127 of the New CO which allows documents executed in a specified manner to have the same effect as if they had been executed under seal.

(p) Distribution of reporting documents and summary financial reports

New Article 118 permits distribution of reporting documents and summary financial reports by making them available on the Company's website subject to the requirement of the New CO and other applicable laws and regulations.

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(q) Directors' insurance

New Article 132(1)(b) incorporates, by reference to the New CO, the rights of and limitations on a company in relation to the purchase and maintenance of insurance for a Director or a Director of an associated company against his liability. Such rights and limitations are set out in section 468 of the New CO.

New Article 132(2) sets out disclosure requirement for permitted indemnity provisions required under section 471 of the New CO.

Amendments made for minor housekeeping purposes

(r) Means of communications

Generally, the New Articles allow communications by electronic means subject to the provisions stated therein and the requirements of New CO.

(s) Directors' resolutions in writing

In order to facilitate the Directors' decision-making process, new Article 96 provides flexibility to Directors to signify their agreement to, in place of signing, written resolutions of Directors and to permit signing of written resolutions of Directors by the Directors (or by their alternates) by electronic signatures.

(t) General

For the clarity and consistency of the New Articles, there are other minor differences between New Articles 2, 17(1)(d), 30, 88, 91, 99 and 101(3) and their corresponding articles in the Existing Articles.

Certain amendments in the New Articles are proposed for the improvements of administrative efficiency and housekeeping purposes:

- (i) To permit notice of Directors' meetings to be sent to a Director by posting on the Company's website, subject to the consent of such Director.
- (ii) To include the material interest of a Director's "connected entities" in any contract or arrangement or other proposal when determining whether the Director may vote (or be counted in the quorum at a meeting) on any resolution in relation thereto.
- (iii) To permit distribution of reporting documents, summary financial reports and service of notice by the Company to Shareholders by posting them on the Company's website subject to the requirement of the New CO.

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- (iv) To replace obsolete terms with the new terms used in the New CO and the section references to the Previous CO with the corresponding section references to the New CO.

**3. CHANGES PURSUANT TO THE LISTING RULES WHICH WILL BE
EFFECTIVE ON 1 JULY 2014**

The Company proposes to make corresponding changes in the New Articles regarding the definition of “close associates” under the Listing Rules which will take effect on 1 July 2014.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buyback Mandate. It also constitutes the memorandum under section 239(2) of the New CO.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,292,400,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. 3,292,400,000 Shares, the Directors would be authorized under the Share Buyback Mandate to repurchase, during the period in which the Share Buyback Mandate remains in force, a total of 329,240,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Share Buyback Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buyback will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of Hong Kong and/or any other applicable laws, as the case may be. The New CO provides that the amount of capital repaid in connection with a Share buyback may only be paid out of the distribution profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buyback to such extent allowable under the New CO.

4. IMPACT OF REPURCHASE

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 of the Company for the year ended 31 December 2013) in the event that the Share Buyback Mandate is carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2013		
May	5.43	5.00
June	5.40	4.40
July	5.38	4.65
August	5.34	4.55
September	5.36	4.61
October	5.77	4.98
November	6.08	5.44
December	6.65	5.52
2014		
January	6.68	5.33
February	6.20	5.33
March	5.90	5.00
April (<i>up to the Latest Practicable Date</i>)	5.88	5.26

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buyback Mandate is approved by the Shareholders.

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Buyback Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or to the best knowledge of the Directors, the following substantial Shareholders (as defined in the Listing Rules) of the Company were directly or indirectly interested in 5% or more of the issued capital of the Company. Their respective interests as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interests in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution in relation to the Share Buyback Mandate to be proposed at the Annual General Meeting (and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting) is shown under the column "After repurchase":

	No. of Shares held	Before repurchase	After repurchase
Sinochem Group ^(Note 1)	919,914,440	27.94%	31.04%
KKR Future Holdings Limited ^(Note 2)	559,879,000	17.01%	18.89%
GIC Private Limited (formerly known as Government of Singapore Investment Corporation Pte Ltd) ^(Note 3)	176,162,000	5.35%	5.95%
JPMorgan Chase & Co. ^(Note 4)	329,415,192	10.00%	11.11%
Cathay Life Insurance Co., Ltd.	296,316,000	9.00%	10.00%

The above are calculated based on issued Shares of 3,292,400,000 as at the Latest Practicable Date.

Notes:

1. Sinochem Group is the beneficial owner of 100% of the issued share capital of Greatpart Limited and is deemed to be interested in the number of Shares held by Greatpart Limited.
2. Amongst the 559,879,000 Shares, 104,378,000 Shares are directly held by KKR Future Holdings Limited, 337,000,000 Shares are directly held by KKR Future Investments S.À.R.L., 58,791,000 Shares are directly held by KKR Future Holdings II Limited and 59,710,000 Shares are directly held by KKR

Future Holdings III Limited. Each of KKR Future Holdings Limited (as the sole shareholder of KKR Future Investments S.À.R.L. and KKR Future Holdings II Limited), KKR Asian Fund L.P. (as the controlling shareholder of KKR Future Holdings Limited), KKR Associates Asia L.P. (as the general partner of KKR Asian Fund L.P.), KKR Asia Limited (as the general partner of KKR Associates Asia L.P.), KKR Fund Holdings L.P. (as the sole member of KKR Asia Limited), KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.), KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited and controlling shareholder of KKR Subsidiary Partnership L.P.), KKR Group Limited (as the general partner of KKR Group Holdings L.P.), KKR & Co. L.P. (as the sole shareholder of KKR Group Limited), KKR Management LLC (as the general partner of KKR & Co. L.P.) and Mr. Henry R. Kravis and Mr. George R. Roberts (as designated members of KKR Management LLC) may be deemed, to be interested in the Shares. Mr. Henry R. Kravis and Mr. George R. Roberts disclaim beneficial ownership of the Shares.

3. Techlink Investment Pte Ltd (“Techlink”) is wholly-owned by Tetrad Ventures Pte Ltd which, in turn, is wholly-owned by GIC (Ventures) Pte Ltd. (formerly known as Government of Singapore Investment Corporation (Ventures) Pte Ltd). GIC Special Investments Pte. Ltd. manages the investments of Techlink, and is wholly-owned by GIC Private Limited (formerly known as Government of Singapore Investment Corporation Pte Ltd). Each of Tetrad Ventures Pte Ltd, GIC (Ventures) Pte Ltd. (formerly known as Government of Singapore Investment Corporation (Ventures) Pte. Ltd.), GIC Special Investments Pte. Ltd. and GIC Private Limited (formerly known as Government of Singapore Investment Corporation Pte Ltd) is deemed to be interested in the Shares held by Techlink under the SFO. In addition, GIC Private Limited (formerly known as Government of Singapore Investment Corporation Pte Ltd) holds 65,813,000 Shares in the capacity of investment manager.
4. JPMorgan Chase & Co. beneficially owns 2,014,426 Shares and holds 340,000 Shares in the capacity of investment manager. The remaining 327,060,766 Shares are kept as custodian.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Share Buyback Mandate in full will result in Greatpart Limited becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buyback Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



遠東宏信有限公司
FAR EAST HORIZON LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 3360)

Notice is hereby given that an annual general meeting (the “AGM”) of Far East Horizon Limited (the “Company”) will be held at Chief Executive Suite I, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Wednesday, 11 June 2014 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2013.
2. To declare a final dividend in respect of the year ended 31 December 2013.
3. To authorize the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint Ernst & Young as auditors and to authorize the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following Resolutions 5(a), 5(b), 5(c), 6 (a), 6(b), 6(c), 6(d) and 7 as ordinary resolutions and Resolution 8 as a special resolution:

ORDINARY RESOLUTIONS

5. “THAT:
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, and subject to and in accordance with all applicable laws, rules and regulations;
 - (b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares in the share capital of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares, and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of the Company or any applicable laws to be held; and
- (iii) 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.”

6. “THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into share of the Company, which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements, options and other rights, or issue warrants and other securities during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to option holders of share in the Company; or
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

(iv) any adjustment, after the date of grant or issue of any options, rights to subscribe for or other securities referred to above, in the price at which shares in the capital of the Company shall be subscribed for, and/or in the number of shares in the Company which shall be subscribed for, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or

(v) a specified authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued shares in the share capital of the Company on the date of the passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares, and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of the Company or any applicable laws to be held; and
- (iii) 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 in the capital of the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”

7. “THAT conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening the AGM (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed

NOTICE OF ANNUAL GENERAL MEETING

conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares representing the aggregate number of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares in the share capital of the Company in issue on the date of the passing of this resolution.”

SPECIAL RESOLUTION

8. “**THAT** the amendments to the Memorandum and Articles of Association of the Company in the manner set out in the section headed “Proposed Amendments to the Memorandum and Articles of Association” in the circular of the Company dated 5 May 2014, and more particularly reflected in the amended Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be and are hereby approved and such amended Articles of Association of the Company be adopted as the New Articles of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Company.”

By Order of the Board
Far East Horizon Limited
Liu Deshu
Chairman

Hong Kong, 5 May 2014

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company and a member may appoint more than one proxy to attend on the same occasion.
3. Receipt by the Company of an instrument of proxy shall not preclude a member from attending and voting in person at the AGM.
4. The instrument appointing a proxy shall be in writing signed by the appointor, or his agent duly authorized in writing, or, if the appointor is a corporation, shall either be executed under its common seal or be signed by some agent or officer duly authorized in that behalf. The directors of the Company may, but shall not be bound to, require evidence of the authority of any such agent or officer.
5. In case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members.
6. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

7. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 9 June 2014 to Wednesday, 11 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all completed transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 6 June 2014.
8. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 18 June 2014 to Friday, 20 June 2014, both dates inclusive, during which period no transfer of shares will be registered. The record date on which the shareholders of the Company are qualified to receive the proposed final dividend is Friday, 20 June 2014. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 17 June 2014.

As at the date hereof, the executive directors of the Company are Mr. KONG Fanxing and Mr. WANG Mingzhe, the non-executive directors of the Company are Mr. LIU Deshu (Chairman), Mr. YANG Lin, Mr. LIU Haifeng David, Mr. KUO Ming-Jian and Mr. John LAW, and the independent non-executive directors of the Company are Mr. CAI Cunqiang, Mr. HAN Xiaojing, Mr. LIU Jialin and Mr. YIP Wai Ming.