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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Asia Orient Holdings Limited, you should at once hand this circular to the purchaser or the 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.

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**Asia Orient Holdings Limited**

**(滙漢控股有限公司)\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 214)**

**DISCLOSEABLE TRANSACTION**

**UNDERTAKING TO TAKE UP THE ASSURED ENTITLEMENT  
UNDER THE RIGHTS ISSUE OF  
ASIA STANDARD INTERNATIONAL GROUP LIMITED**

**Financial adviser to Asia Orient Holdings Limited**



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A letter from the board of directors of Asia Orient Holdings Limited is set out on pages 4 to 9 of this circular.

\* For identification purpose only

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# CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	4
Information about the AS Rights Issue .....	5
Reasons for the Undertaking .....	7
Information about the Group .....	7
Information about the Asia Standard Group .....	8
Financial effects of the Undertaking on the Group .....	8
Additional information .....	9
<b>APPENDIX — GENERAL INFORMATION</b> .....	10

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## DEFINITIONS

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

“Announcement”	the joint announcement dated 26 September 2006 issued by the Company and Asia Standard in relation to the AS Rights Issue
“AS Prospectus”	the prospectus to be issued by Asia Standard to the AS Shareholders as required under the Companies Ordinance in relation to the AS Rights Issue
“AS Qualifying Shareholder(s)”	the AS Shareholder(s) whose name(s) appear(s) on the register of members of Asia Standard as at the close of business on the Record Date, other than the Excluded AS Shareholder(s)
“AS Rights Issue”	the issue by way of rights of 1,710,518,044 AS Rights Shares at the Subscription Price on the basis of one AS Rights Share for every three AS Shares held on the Record Date on the terms and conditions set out in the AS Rights Issue Documents
“AS Rights Issue Documents”	the AS Prospectus, the provisional allotment letters in respect of the AS Rights Issue and the forms of application for use by the AS Qualifying Shareholders to apply for excess AS Rights Shares
“AS Rights Share(s)”	new AS Share(s) to be allotted and issued pursuant to the AS Rights Issue
“AS Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of Asia Standard
“AS Shareholder(s)”	the holder(s) of the AS Share(s)
“Asia Standard”	Asia Standard International Group Limited (stock code: 129), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange. Asia Standard is an associated company of the Company
“Asia Standard Group”	Asia Standard and its subsidiaries
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday) on which banks in Hong Kong are generally open for business

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## DEFINITIONS

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“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Company”	Asia Orient Holdings Limited (stock code: 214), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange. The Company was beneficially interested in approximately 42.40% of the issued share capital of Asia Standard as at the Latest Practicable Date
“Director(s)”	the director(s) of the Company
“Excluded AS Shareholder(s)”	the AS Shareholder(s) whose names appear on the register of members of Asia Standard as at the close of business on the Record Date and whose addresses as shown on such register are outside Hong Kong where the directors of Asia Standard, based on opinions provided by legal advisers, consider it necessary or expedient not to offer the AS Rights Shares to such AS Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Grosvenor”	Grosvenor Asset Management Limited, a company incorporated in Hong Kong with limited liability. As at the Latest Practicable Date, Grosvenor was beneficially interested in approximately 14.78% of the issued share capital of Asia Standard and the 7% convertible bonds due 2007 with outstanding principal amount of HK\$115 million convertible into AS Shares at the conversion price of HK\$0.44 per AS Share
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 October 2006, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Latest Time for Termination”	4:00 p.m. on 7 November 2006, being the second Business Day after Friday, 3 November 2006 (the latest time for acceptance of, and payment for, the AS Rights Shares) or such later time as may be agreed in writing between Asia Standard and Taifook Securities
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Mr. Poon”	Mr. Poon Jing, the executive Director, who was beneficially interested in approximately 30.14% of the issued share capital of the Company and was personally interested in approximately 0.09% of the issued share capital of Asia Standard as at the Latest Practicable Date
“Posting Date”	19 October 2006 or such other date as Taifook Securities may agree in writing with Asia Standard for the despatch of the AS Rights Issue Documents
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Record Date”	Wednesday, 18 October 2006 or such later date as may be agreed between Asia Standard and Taifook Securities, the record date to determine the entitlements of the AS Shareholders to participate in the AS Rights Issue
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.175 per AS Rights Share
“Taifook Securities”	Taifook Securities Company Limited, the underwriter of the AS Rights Issue and a licensed corporation to carry out Types 1, 3 and 4 regulated activities for the purposes of the SFO
“Undertaking”	the irrevocable undertaking dated 25 September 2006 given by the Company that, amongst others, it shall continue to own 2,149,166,192 AS Shares on the Record Date and to accept or procure the acceptance of 716,388,722 AS Rights Shares to be provisionally allotted to it or its nominee(s) as the holder of such AS Shares pursuant to the AS Rights Issue
“Underwriting Agreement”	the underwriting agreement entered into between Taifook Securities and Asia Standard dated 25 September 2006 in relation to the AS Rights Issue
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.



**Asia Orient Holdings Limited**

**(滙漢控股有限公司)\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 214)**

*Executive Directors:*

Mr. Fung Siu To, Clement (*Chairman*)  
Dr. Lim Yin Cheng (*Deputy Chairman*)  
Mr. Poon Jing (*Managing Director and Chief Executive*)  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Non-executive Director:*

Mr. Chan Sze Hung

*Principal Office in Hong Kong:*

30th Floor  
Asia Orient Tower  
Town Place  
33 Lockhart Road  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

Mr. Cheung Kwok Wah, Ken  
Mr. Hung Yat Ming  
Mr. Wong Chi Keung

18 October 2006

*To the Shareholders*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION**

**UNDERTAKING TO TAKE UP THE ASSURED ENTITLEMENT  
UNDER THE RIGHTS ISSUE OF  
ASIA STANDARD INTERNATIONAL GROUP LIMITED**

**INTRODUCTION**

On 26 September 2006, the Company announced that it had given the Undertaking to Asia Standard pursuant to which the Company has undertaken irrevocably that it shall continue to own 2,149,166,192 AS Shares on the Record Date and to accept or procure the acceptance of 716,388,722 AS Rights Shares to be provisionally allotted to it or its nominee(s) as the holder of such AS Shares pursuant to the AS Rights Issue.

\* For identification purpose only

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## LETTER FROM THE BOARD

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The Undertaking given by the Company constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. The purpose of this circular is to give you further information in relation to the Undertaking.

### INFORMATION ABOUT THE AS RIGHTS ISSUE

Basis of the AS Rights Issue:	One AS Rights Share for every three AS Shares held on the Record Date
Number of authorised AS Shares:	400,000,000,000 AS Shares
Number of the AS Shares in issue on the Record Date:	5,131,554,134 AS Shares
Number of the AS Rights Shares:	1,710,518,044 AS Rights Shares
Underwriter:	Taifook Securities

According to the Underwriting Agreement, not less than 739,751,859 AS Rights Shares and not more than 894,150,766 AS Rights Shares are underwritten by Taifook Securities on the terms and subject to the conditions set out in the Underwriting Agreement.

### Subscription Price

The Subscription Price of HK\$0.175 per AS Rights Share represents:

- (i) a discount of approximately 24.9% to the closing price of HK\$0.233 per AS Share as quoted on the Stock Exchange on 22 September 2006, being the last trading day of the AS Shares on the Stock Exchange prior to the suspension of the trading in the AS Shares pending the release of the Announcement;
- (ii) a discount of approximately 26.5% to the average closing price of approximately HK\$0.238 per AS Share for the 10 consecutive trading days up to and including 22 September 2006 as quoted on the Stock Exchange;
- (iii) a discount of approximately 28.3% to the average closing price of approximately HK\$0.244 per AS Share for the 30 consecutive trading days up to and including 22 September 2006 as quoted on the Stock Exchange;
- (iv) a discount of approximately 19.9% to the theoretical ex-rights price of HK\$0.2185 per AS Share based on the closing price of HK\$0.233 per AS Share as quoted on the Stock Exchange on 22 September 2006;
- (v) a discount of approximately 8.4% to the closing price of HK\$0.191 per AS Share as quoted on the Stock Exchange as at the Latest Practicable Date; and

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## LETTER FROM THE BOARD

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- (vi) a discount of approximately 74.3% to the audited consolidated net tangible assets value per AS Share of approximately HK\$0.68 as at 31 March 2006.

The Subscription Price was arrived at after arm's length negotiation between Asia Standard and Taifook Securities with reference to the market price of the AS Shares under the prevailing market conditions.

### **Application for the listing of the AS Shares on the Stock Exchange**

Asia Standard has applied to the Listing Committee for the listing of, and permission to deal in, the AS Rights Shares in both nil-paid and fully-paid forms.

### **Conditions precedent to the AS Rights Issue**

The AS Rights Issue is conditional upon the following:

- (a) the delivery by or on behalf of Asia Standard not later than the Posting Date of (i) one copy of each of the AS Rights Issue Documents, duly signed by or on behalf of any two directors of Asia Standard together with any requisite accompanying documents, to the Stock Exchange and the Registrar of Companies in Hong Kong for filing and registration in accordance with the provisions of the Companies Ordinance; and (ii) one copy of the AS Prospectus, duly signed by or on behalf of each of the directors of Asia Standard together with any requisite accompanying documents, to the Registrar of Companies in Bermuda for filing in accordance with the Companies Act 1981 of Bermuda (as amended);
- (b) the Listing Committee granting or agreeing to grant (subject to allotment) the listing of and permission to deal in all the AS Rights Shares (in their nil-paid and fully-paid forms) before 8:00 a.m. on the date of commencement of dealing in the nil-paid AS Rights Shares on the Stock Exchange and not having withdrawn or revoked such listings and permission before 8:00 a.m. on the date of commencement of dealing in the fully-paid AS Rights Shares on the Stock Exchange;
- (c) the Bermuda Monetary Authority granting consent (if required) to the issue of the AS Rights Shares by no later than the Posting Date;
- (d) the posting of the AS Rights Issue Documents to the AS Qualifying Shareholders and of the AS Prospectus to the Excluded AS Shareholders;
- (e) compliance with and performance of all the undertakings and obligations of Asia Standard under the terms of the Underwriting Agreement;



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## LETTER FROM THE BOARD

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- (f) compliance with and performance by each of the Company, Grosvenor and Mr. Poon of all of his/its obligations and undertakings under the terms of the irrevocable undertakings given by them; and
- (g) the obligations of Taifook Securities under the Underwriting Agreement not being terminated by Taifook Securities in accordance with the terms of the Underwriting Agreement.

If the conditions precedent are not satisfied and/or waived by the Latest Time for Termination or such later time or date as Taifook Securities may agree with Asia Standard in writing, the Underwriting Agreement shall terminate.

### **Undertaking of the Company**

The Company has given the Undertaking to Asia Standard that it shall continue to own on the Record Date 2,149,166,192 AS Shares and to accept and procure the acceptance of 716,388,722 AS Rights Shares to be provisionally allotted to it or its nominee(s) as the holder of such AS Shares pursuant to the AS Rights Issue.

### **REASONS FOR THE UNDERTAKING**

The Directors consider that the provision for the Undertaking to accept 716,388,722 AS Rights Shares to be provisionally allotted to the Company or its nominee(s) would enable the Company to maintain, support and enhance the value of its investment in Asia Standard since the acceptance will enable the Company to maintain its shareholding in Asia Standard. Accordingly, the Directors believe that the participation of the Company in the AS Rights Issue is in the interests of the Group and the Shareholders as a whole.

The Directors consider that the AS Rights Issue is on normal commercial terms and the Subscription Price is fair and reasonable as far as the Company and the Shareholders are concerned. The payment to be made by the Group for taking up of the AS Rights Shares under the Undertaking will amount to approximately HK\$125.4 million, which will be financed by the internal resources of the Group. It is the intention of the Company to hold the AS Rights Shares to be allotted and issued to it as long term investment.

### **INFORMATION ABOUT THE GROUP**

The Company is an investment holding company. The principal activities of its major investee companies include investment and development of properties and investment and operation of hotels, restaurants, travel agency and securities investment.

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## LETTER FROM THE BOARD

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### INFORMATION ABOUT THE ASIA STANDARD GROUP

Asia Standard is principally engaged in the investment and development of commercial, retail and residential properties in Hong Kong and the PRC. Through its 56.88% owned subsidiary, namely Asia Standard Hotel Group Limited (the shares of which are listed on the Stock Exchange), Asia Standard also indirectly owns and operates three hotels, of which two are situated in Hong Kong and one is situated in Canada, a travel agency in Hong Kong and two franchised restaurants in Hong Kong and Shanghai.

For the year ended 31 March 2005 and the year ended 31 March 2006, (i) the audited consolidated profit before taxation of the Asia Standard Group amounted to approximately HK\$307.5 million and HK\$201.6 million respectively; and (ii) the audited consolidated net profit after taxation attributable to the AS Shareholders amounted to approximately HK\$278.7 million and HK\$167.9 million respectively.

### FINANCIAL EFFECTS OF THE UNDERTAKING ON THE GROUP

After completion of the AS Rights Issue, Asia Standard will continue to be equity accounted for by the Company in its consolidated financial statements. The Directors are of the view that the Company's taking up of its assured entitlement in the AS Rights Issue under the Undertaking will not have any material effect on its earnings, total assets and total liabilities.

### GENERAL

The Undertaking given by the Company constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. If Taifook Securities terminates the Underwriting Agreement or the conditions precedent to the AS Rights Issue (see sub-section headed "Conditions precedent to the AS Rights Issue" above) are not fulfilled or waived, the AS Rights Issue will not proceed. Accordingly, the taking up of the Company's assured entitlement under the AS Rights Issue by the Company may or may not proceed.

After the date of the Announcement and up to the Latest Practicable Date, the Company has acquired on the market certain AS Shares, which resulted in the Company's shareholding interest in Asia Standard being increased from approximately 41.88% immediately before such acquisition to approximately 42.40% as at the Latest Practicable Date.

It is the intention of the Directors that the Company will not apply for excess AS Rights Shares to the extent that its taking up of the AS Rights Shares will constitute a major transaction for the Company under Chapter 14 of the Listing Rules. However, in the event that the taking up of the AS Right Shares by the Company constitutes a major transaction, the Company will comply with the relevant requirements of Listing Rules, including the shareholders' approval requirement.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is drawn to the general information set out in the appendix to this circular.

Yours faithfully,  
By Order of the Board  
**Asia Orient Holdings Limited**  
**Fung Siu To, Clement**  
*Chairman*

## 1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors' interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors or chief executive of the Company in the shares, underlying shares (within the meaning of Part XV of the SFO) or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) 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 position in shares

##### (a) The Company

Name of Director	Number of Shares held			Total	Percentage of Shares in issue (%)
	Personal interest	Corporate interest	Family interest		
Mr. Poon	54,974,656	58,000,204	2,130,882	115,105,742	30.14
Fung Siu To, Clement ("Mr. Fung")	6,068,858	—	—	6,068,858	1.58

## (b) Associated corporations

Name of Director	Associated Company	Personal interest	Number of shares held		Percentage of shares in issue (%)
			Corporate interest	Total	
Mr. Poon	Asia Standard	7,803,188 <i>(Note 2)</i>	2,899,954,910 <i>(Notes 1&amp;3)</i>	2,907,758,098	42.49
Mr. Poon	Asia Standard Hotel Group Limited ("AS Hotel")	373,405	5,656,723,156 <i>(Note 1)</i>	5,657,096,561	59.78
Mr. Poon and Mr. Fung	Centop Investment Limited ("Centop")	—	20 <i>(Note 4)</i>	20	20
Mr. Poon	Centop	—	80 <i>(Note 5)</i>	80	80
Mr. Fung	Mark Honour Limited	9	—	9	9

*Notes:*

- By virtue of his controlling interest in the Company, Mr. Poon is deemed to be interested in the shares of Asia Standard and AS Hotel held by the Company's subsidiaries.
- These AS Shares represent the sum of (a) 4,602,392 AS Shares currently held by Mr. Poon, (b) 1,534,130 AS Rights Shares to be provisionally allotted to Mr. Poon in respect of such 4,602,392 AS Shares and (c) 1,666,666 AS Rights Shares undertaken to be taken up by Mr. Poon pursuant to the irrevocable undertaking given by Mr. Poon to Asia Standard on 25 September 2006 which will be provisionally allotted to Mr. Poon if he exercises any of the subscription rights attaching to the share options to subscribe for 5,000,000 AS Shares and such additional AS Shares have been issued to him or his nominee(s) on or before the Record Date.
- These AS Shares represent the sum of (a) 2,175,636,188 AS Shares held by the subsidiaries of the Company and (b) 724,318,722 AS Rights Shares to be provisionally allotted to the subsidiaries of the Company in respect of 2,172,956,188 AS Shares which were entitled to AS Right Shares pursuant to the AS Rights Issue.
- Centop is owned as to 80% by Asia Standard and 20% by Kingscore Investment Limited ("Kingscore"). Each of Mr. Poon and Mr. Fung holds 50% interest in Kingscore. By virtue of their interest in Kingscore, each of Mr. Poon and Mr. Fung is deemed to have interest in the 20 shares held by Kingscore and duplicate the interest of the other.
- By virtue of his controlling interest in the Company, Mr. Poon is deemed to have interest in the 80 shares of Centop held by Asia Standard.

In addition, by virtue of his interest in the Company, Mr. Poon is deemed to be interested in the shares of all the Company's subsidiaries and associated corporations.

(ii) *Long position in underlying shares — Interest in share options*

Details of the share options granted to the Directors under the share option schemes of the Company and its associated corporation as at the Latest Practicable Date are set out as follows:

(a) The Company

<b>Name of Director</b>	<b>Number of underlying Shares subject to the outstanding options</b>
Mr. Fung	1,930,262
Lim Yin Cheng	1,930,262
Lun Pui Kan	1,930,262
Kwan Po Lam, Phileas	1,930,262

The share options were granted on 12 February 2004 and exercisable from 12 February 2004 to 11 February 2014 at the exercise price of HK\$2.9371 per Share.

(b) Asia Standard

<b>Name of Director</b>	<b>Number of underlying AS Shares subject to the outstanding options</b>
Mr. Fung	20,000,000
Mr. Poon	5,000,000
Lim Yin Cheng	20,000,000
Lun Pui Kan	20,000,000
Kwan Po Lam, Phileas	20,000,000

The share options were granted on 30 March 2005 and exercisable from 30 March 2005 to 29 March 2015 at the exercise price of HK\$0.325 per AS Share.

As at the Latest Practicable Date, save as disclosed above, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or

short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) 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.

**(b) Substantial Shareholders**

As at the Latest Practicable Date, so far as was known to the Directors and chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had the following interests or short positions in the Shares or/and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

*Interest in the Company*

Name of substantial Shareholder	Capacity	Number of Shares held	Percentage of Shares in issue (%)
Teddington Holdings Limited ("Teddington") <i>(Note)</i>	Beneficial owner	24,194,790	6.33
Heston Holdings Limited ("Heston") <i>(Note)</i>	Beneficial owner	20,156,068	5.27
Dalton Investments LLC.	Investment manager	34,346,728	9.00

*Note:* Teddington and Heston are companies wholly-owned by Mr. Poon. As such, the above interests represent Mr. Poon's interest in the Company through Teddington and Heston respectively.

*Interest in a member of the Group*

Name of non-wholly owned subsidiary of the Company	Name of shareholder	Number of shares held	Percentage of Shares in issue (%)
United Resources Associates Limited	Great Oriental Developments Limited	One ordinary share of US\$1	16.66
Blissful Enterprises Limited	Join Win Resources Limited	Two ordinary shares of US\$1 each	33.33

As at the Latest Practicable Date, save as disclosed above, so far as was known to the Directors and chief executive of the Company, no other person (other than the Directors and chief executive of the Company) had, or was deemed or taken to have an interest or short position in the Shares or/and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

### **3. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing and proposed service contract with any member of the Group other than contracts expiring or determinable by the relevant member of the Group within one year without payment of compensation (other than statutory compensation).

### **4. LITIGATION**

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

### **5. COMPETING INTERESTS**

To the best knowledge of the Directors, none of the Directors and their respective associates are considered to have any interests in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

### **6. GENERAL**

- (a) The company secretary of the Company is Ms. Chiu Yuk Ching, an associate member of The Hong Kong Institute of Chartered Secretaries.
- (b) The qualified accountant of the Company is Mr. Lun Pui Kan, an associate member of Hong Kong Institute of Certified Public Accountants.
- (c) The principal share registrar and transfer office of the Company is Butterfield Fund Services (Bermuda) Limited of Rosebank Centre, 11 Bermudiana Road, Pembroke, Bermuda and the branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The head office and principal place of business of the Company is at 30th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong.
- (e) The English text of this circular prevails over the Chinese text.