



ASIA ORIENT HOLDINGS LIMITED

(滙漢控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 214)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders (“Shareholders”) of Asia Orient Holdings Limited (“Company”) will be held at Basement 1, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong at 11:15 a.m. on Wednesday, 27 August 2008 (or, if later, immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at the same place at 10:45 a.m. on 27 August 2008) for the purpose of considering and, if thought fit, passing the following Resolutions:-

ORDINARY RESOLUTIONS

1. **“THAT** conditional upon (a) the passing of Resolution 2 by the Independent Shareholders (as defined in the circular (the **“Circular”**) of the Company to the shareholders of the Company (the **“Shareholders”**) dated 5 August 2008 of which this notice forms part, a copy of which is marked **“A”** and signed by the Chairman of this meeting for the purpose of identification) as set out in the notice convening this meeting of which this Resolution forms part; and (b) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares of HK\$0.10 each (the **“Shares”**) in the capital of the Company which may fall to be issued upon exercise of the subscription rights attaching to the Warrants (as defined below), the Directors be and are hereby authorised:

- (A) to create and issue warrants (the **“Warrants”**) to subscribe for new Shares at any time during the period from the date of issue thereof to the date immediately preceding the date falling on the first anniversary of the date of issue of the Warrants (both dates inclusive) at the Subscription Price (as defined in the Circular) per Share, subject to adjustment, upon the terms and conditions of the instrument by way of deed poll constituting the Warrants (the **“Warrant Instrument”**) (a copy of the draft Warrant Instrument, subject to further modifications, is marked **“B”** and signed by the Chairman of this meeting for the purpose of identification) by way of bonus issue to the Shareholders whose names appear on the register of members of the Company on 26 August 2008 (the **“Record Date”**) in the proportion of one Warrant for every five Shares then held **PROVIDED THAT** (a) the Warrants shall not be issued to the Excluded Shareholders (as defined in the Circular) but shall be sold through a private matching service to be provided by the Company or its agent and the net proceeds of sale, after deduction of expenses, shall be distributed in Hong Kong

* *identification purposes only*

dollars to the Excluded Shareholders, if any, pro rata to their respective shareholdings unless the amount falling to be distributed to any such Excluded Shareholder is less than HK\$100, in which case it shall be retained for the benefit of the Company; and (b) fractional entitlements shall not be allotted but shall be aggregated and sold for the benefit of the Company;

(B) to issue and allot to the holders of the Warrants the appropriate number of new Shares upon due exercise of the subscription rights attaching thereto; and

(C) do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any or all of the transactions contemplated in this Resolution.”

2. “**THAT** conditional upon (a) the passing of Resolution 1 as set out in the notice convening this meeting of which this Resolution forms part; and (b) the Executive (as defined in the Circular) granting the Whitewash Waiver (as defined in the Circular) to Concert Party Group (as defined in the Circular) and the satisfaction of any conditions attached to the Whitewash Waiver imposed by the Executive, the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving any obligations on the part of Concert Party Group to make a mandatory offer to Shareholders to acquire Shares and other convertible securities of the Company other than those already owned by Concert Party Group which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of any allotment or issue of Shares to Concert Party Group pursuant to the exercise by Concert Party Group of the subscription rights attaching to the Warrants be and is hereby approved by the Independent Shareholders and **THAT** the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any matter relating to or in connection with the Whitewash Waiver.”

By Order of the Board
Lun Pui Kan
Secretary

Hong Kong, 5 August 2008

Registered Office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:
30th Floor
Asia Orient Tower
Town Place
33 Lockhart Road
Wanchai
Hong Kong

Notes:

1. Every Shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder of the Company.
2. A form of proxy for use at the above meeting is enclosed herewith.
3. Where there are joint holders of any Shares, any one of such persons may vote at the meeting, personally or by proxy or by a duly authorized corporate representative (as defined in the bye-laws of the Company), in respect of such Shares as if he was solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy or by a duly authorized corporate representative, the person whose name stands first on the register of Shareholders in respect of such Shares shall alone be entitled to vote in respect thereof.
4. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the head office and principal place of business of the Company in Hong Kong at 30th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
5. Members are recommended to read the circular of the Company containing information concerning the Resolutions proposed in this notice.

As at the date hereof, the board of Directors of the Company comprises Mr. Fung Siu To Clement, Dr. Lim Yin Cheng, Mr. Poon Jing, Mr. Lun Pui Kan, Mr. Kwan Po Lam Phileas as executive Directors, Mr. Chan Sze Hung as non-executive Director and Mr. Cheung Kwok Wah Ken, Mr. Hung Yat Ming and Mr. Wong Chi Keung as independent non-executive Directors.