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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)



ASIA STANDARD INTERNATIONAL GROUP LIMITED
泛海國際集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 129)

**DISCLOSEABLE TRANSACTION
IN RELATION TO
THE PROVISION OF
FINANCIAL ASSISTANCE
TO A JOINT VENTURE PARTNER**

PROVISION OF FINANCIAL ASSISTANCE

The AO Board and the ASI Board announce that on 14 September 2015, Whole Mix, an indirect wholly-owned subsidiary of ASI, entered into the Loan Agreement with the Borrower, pursuant to which Whole Mix agreed to grant the Loan in the amount of HKD280,000,000 to the Borrower for a term of three years from the date of making the advance, to partly finance its share of further capital injection into the Beijing Company.

LISTING RULES IMPLICATIONS

Whole Mix is an indirect wholly-owned subsidiary of ASI. ASI is a 51.22%-owned subsidiary of AO. As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules for each of AO and ASI in respect of the amount of the Loan granted to the Borrower is more than 5% but less than 25%, the Loan granted under the Loan Agreement constitutes a discloseable transaction for each of AO and ASI under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

The AO Board and the ASI Board announce that on 14 September 2015, Whole Mix, an indirect wholly-owned subsidiary of ASI, entered into the Loan Agreement with the Borrower, pursuant to which Whole Mix agreed to grant the Loan in the amount of HKD280,000,000 to the Borrower for a term of three years from the date of making the advance, to partly finance its share of further capital injection into the Beijing Company.

LOAN AGREEMENT

Date

14 September 2015

Parties

- (1) Whole Mix as the lender;
- (2) Starley as the borrower; and
- (3) Mr. Yu as the guarantor.

Mr. Yu and Ms. Lui each is the legal and beneficial owner of 50% of the shares of Starley.

Starley is interested in 45% of the equity interests of the Beijing Company. The ASI Group, through Granca and Surewin, is interested in an aggregate of 50% of the equity interests of the Beijing Company.

To the best of the AO Directors' and the ASI Directors' knowledge, information and belief having made all reasonable enquiries, Starley, Mr. Yu and Ms. Lui are third parties independent of AO, ASI and their respective connected persons.

Loan amount

HKD280,000,000

Interest rate

8% per annum

Term

Three years from the date of the drawing ("**Drawdown Date**") of the Loan pursuant to the Loan Agreement.

Repayment schedule

The Borrower shall repay the Loan in one lump sum on the third anniversary of the Drawdown Date.

Purpose

The Loan shall be used by the Borrower to partly finance its share of further capital injection into the Beijing Company.

Security

The security for the Loan includes:

- (1) personal guarantee from Mr. Yu;
- (2) share charges of an aggregate of 100% of the shareholding of Starley held by Mr. Yu and Ms. Lui respectively in favour of Whole Mix;
- (3) equity share pledge of 45% of the equity interests of the Beijing Company held by Starley in favour of Whole Mix; and
- (4) debenture creating a first floating charge over all undertakings, properties and assets of Starley in favour of Whole Mix.

FUNDING OF THE LOAN

The ASI Group will finance the Loan with its internal resources.

REASONS AND BENEFITS OF THE LOAN AGREEMENT

The Loan was made to the Borrower to partly finance its share of further capital injection into the Beijing Company, which will be needed to fund its residential and commercial development project in Beijing.

Both the AO Directors and the ASI Directors consider that the terms of the Loan Agreement are on normal commercial terms and fair and reasonable, and that the provision of the Loan is in the interests of AO and ASI and their respective shareholders as a whole.

INFORMATION ON STARLEY AND THE BEIJING COMPANY

The Beijing Company is a sino-foreign equity joint venture and a limited liability company duly incorporated and existing under the laws of the PRC. Its sole business is property development in Tongzhou, Beijing, the PRC. Starley is interested in 45% of the equity interests of the Beijing Company. The ASI Group, through Whole Mix which holds Granca and Surewin, is indirectly interested in an aggregate of 50% of the equity interests of the Beijing Company.

Starley is a company incorporated in Hong Kong with limited liability. Its sole business is holding 45% interest in the Beijing Company. Mr. Yu and Ms. Lui each is the legal and beneficial owner of 50% of the shares of Starley and Ms. Lui is the sole director of Starley.

INFORMATION ON AO, ASI AND WHOLE MIX

AO is a limited liability company incorporated in Bermuda whose shares are listed on the Main Board of the Stock Exchange. AO and its subsidiaries are principally engaged in property management, development and investment, hotel and travel operations and securities investments. As at the date of this joint announcement, AO owns approximately 51.22% interest in ASI.

ASI is a limited liability company incorporated in Bermuda whose shares are listed on the Main Board of the Stock Exchange. ASI and its subsidiaries are principally engaged in investment and development of commercial, retail and residential properties in Hong Kong, Macau and mainland China, and securities investments. Through Asia Standard Hotel Group Limited, ASI is also involved in hotel and travel operations.

Whole Mix is a limited liability company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of ASI. The principal activity of Whole Mix is investment holding.

LISTING RULES IMPLICATIONS

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DEFINITIONS

Unless the context otherwise requires, the following terms have the following meanings in this joint announcement:

“AO”	Asia Orient Holdings Limited, a company incorporated in Bermuda with limited liability whose AO Shares are listed on the Main Board of the Stock Exchange (Stock Code: 214)
“AO Board”	the board of directors of AO
“AO Directors”	the directors of AO
“AO Share(s)”	share(s) of HK\$0.10 each in the issued share capital of AO
“ASI”	Asia Standard International Group Limited, a company incorporated in Bermuda with limited liability whose ASI Shares are listed on the Main Board of the Stock Exchange (Stock Code: 129)
“ASI Board”	the board of directors of ASI
“ASI Directors”	the directors of ASI
“ASI Group”	ASI and its subsidiaries
“ASI Share(s)”	share(s) of HK\$0.01 each in the issued share capital of ASI
“Beijing Company”	北京黃海房地產開發有限公司, a sino-foreign equity joint venture and a limited liability company duly incorporated and existing under the laws of the PRC, in which Starley, Granca and Surewin are interested in 45%, 44% and 6% of the equity interests, respectively
“Borrower”	Starley
“Granca”	Granca Development Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of ASI

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Loan”	a secured loan in the amount of HKD280,000,000 granted by Whole Mix to the Borrower pursuant to the Loan Agreement
“Loan Agreement”	a loan agreement dated 14 September 2015 entered into between Whole Mix and the Borrower in respect of the provision of the Loan
“Mr. Yu”	Mr. Yu Nai Chu, the legal and beneficial owner of 50% of the shareholding of Starley
“Ms. Lui”	Ms. Lui Ching Yee, the legal and beneficial owner of 50% of the shareholding of Starley and the spouse of Mr. Yu
“percentage ratios”	have the meaning ascribed to it in Rule 14.07 of the Listing Rules
“PRC”	the People’s Republic of China, excluding for the purpose of this joint announcement Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Starley”	Starley Development Limited, a limited liability company incorporated in Hong Kong, which is beneficially held as to 50% each by Mr. Yu and Ms. Lui respectively
“Surewin”	Surewin Development Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of ASI

“Whole Mix”	Whole Mix Profits Limited, a limited liability company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of ASI
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent

Hong Kong, 14 September 2015

By order of the board of directors of
Asia Orient Holdings Limited
Fung Siu To, Clement
Chairman

By order of the board of directors of
Asia Standard International Group Limited
Fung Siu To, Clement
Chairman

As at the date of this joint announcement, the executive directors of AO are Mr. Fung Siu To, Clement, Dr. Lim Yin Cheng, Mr. Poon Jing, Mr. Poon Hai, Mr. Lun Pui Kan and Mr. Kwan Po Lam, Phileas; and the independent non-executive directors of AO are Mr. Cheung Kwok Wah, Mr. Hung Yat Ming and Mr. Wong Chi Keung.

As at the date of this joint announcement, the executive directors of ASI are Mr. Fung Siu To, Clement, Dr. Lim Yin Cheng, Mr. Poon Jing, Mr. Poon Hai, Mr. Lun Pui Kan and Mr. Kwan Po Lam, Phileas; and the independent non-executive directors of ASI are Mr. Koon Bok Ming Alan, Mr. Leung Wai Keung and Mr. Wong Chi Keung.

** for identification purpose only*