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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)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the shareholders (the “**Shareholders**”) of Asia Orient Holdings Limited (the “**Company**”) will be held at Empire Grand Room, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Friday, 29 August 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”):

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 March 2014;
2. To approve the payment of a final dividend for the year ended 31 March 2014 of HK4 cents per share of HK\$0.10 each (the “**Share(s)**”) in the capital of the Company;
3.
  - (a) To re-elect Mr. Poon Hai as an Executive Director;
  - (b) To re-elect Mr. Lun Pui Kan as an Executive Director;
  - (c) To re-elect Mr. Hung Yat Ming as an Independent Non-executive Director; and
  - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint PricewaterhouseCoopers as auditors for the ensuing year and authorize the Board to fix their remuneration;
5. As special business to consider and, if thought fit, pass with or without amendments, the following Resolutions as Ordinary Resolutions:

**A. “THAT**

- (a) subject to paragraph 5A(c) of this Resolution and without prejudice to Resolution 5C set out in the notice of this meeting (the “**Notice**”), the Directors be and are generally and unconditionally authorised to exercise during the Relevant Period (as defined in

\* For identification purpose only

paragraph 5A(d) of this Resolution) all the powers of the Company to issue, allot or otherwise deal with the Shares and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options, which might require the exercise of such powers, subject to and in accordance with all applicable laws;

- (b) the approval in paragraph 5A(a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 5A(a) and 5A(b) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph 5A(d) of this Resolution);
  - (ii) the exercise of rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into Shares;
  - (iii) the exercise of subscription or conversion right under the terms of any warrants of the Company or any option granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire Shares; and
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “**Bye-Laws**”) of the Company;

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Board made to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

B. “**THAT**

- (a) subject to paragraph 5B(b) of this Resolution, the Directors be and are generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 5B(c) of this Resolution) all powers of the Company to repurchase Shares listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Repurchases, for this purpose subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or that of any other stock exchange as amended from time to time;
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph 5B(a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and approvals granted under paragraph 5B(a) of this Resolution shall be limited accordingly;
- (c) for the purpose of this Resolution:

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

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

(iii) the revocation or variation of the authority given under this Resolution by way of an ordinary resolution of the Shareholders in general meeting.”

C. “**THAT** conditional upon Resolutions 5A and 5B in the Notice of which this Resolution forms part being passed, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to and in accordance with the approval given in Resolution 5A set out in the Notice be and is hereby increased and extended by the addition of the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to and in accordance with the approval given in Resolution 5B set out in the Notice provided that such amount shall not exceed the aggregate nominal amount of the Shares repurchased pursuant to the said Resolution 5B and the said approval shall be limited accordingly.”

6. As special business to consider and, if thought fit, pass with or without amendments, the following Resolutions as ordinary resolutions:

A. “**THAT**

(a) subject to (i) paragraph 6A(c) of this Resolution; and (ii) the passing of resolution 5A (“**Asia Standard Resolution 5A**”) as set out in the notice dated 30 July 2014 convening the annual general meeting of Asia Standard International Group Limited (“**Asia Standard**”) to be held on 29 August 2014 (the “**Asia Standard AGM Notice**”) and without prejudice to Resolution 6B set out in the Notice, the board (the “**Asia Standard Board**”) of directors (the “**Asia Standard Directors**”) of Asia Standard be and is generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 6A(d)) of this Resolution all the powers of Asia Standard to issue, allot or otherwise deal with shares of HK\$0.01 each in the capital of Asia Standard (the “**Asia Standard Shares**”) and to issue, allot or grant securities convertible into Asia Standard Shares or options, warrants or similar rights to subscribe for any Asia Standard Shares or such convertible securities and to make or grant offers, agreements and options (including bonds, warrants, and debentures convertible into Asia Standard Shares) which might require the exercise of such powers, subject to and in accordance with all applicable laws;

(b) the approval in paragraph 6A(a) of this Resolution shall authorise the Asia Standard Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the Asia Standard Board pursuant to the approval in paragraph 6A(a) and 6A(b) of this Resolution, otherwise than pursuant to:

(i) a Rights Issue (as defined in paragraph 6A(d) of this Resolution);

- (ii) the exercise of rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into Asia Standard Shares;
- (iii) the exercise of subscription or conversion right under the terms of any warrants of Asia Standard or any option granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of Asia Standard and/or any of its subsidiaries of options to subscribe for or rights to acquire Asia Standard Shares; and
- (iv) any scrip dividend or similar arrangement providing for the allotment of Asia Standard Shares in lieu of the whole or part of a dividend on Asia Standard Shares in accordance with the bye-laws of Asia Standard (the “**Asia Standard Bye-Laws**”);

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of Asia Standard in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of Asia Standard; or
- (ii) the expiration of the period within which the next annual general meeting of Asia Standard is required by the Asia Standard Bye-Laws or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under Asia Standard Resolution 5A by an ordinary resolution of the shareholders of Asia Standard in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Asia Standard Shares pursuant to an offer of Asia Standard Shares open for a period fixed by the Asia Standard Board made to holders of Asia Standard Shares whose names appear on the register of members of Asia Standard on a fixed record date in proportion to their then holdings of such Asia Standard Shares (subject to such exclusions or other arrangements as the Asia Standard Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

- B. “**THAT** subject to the passing of (a) Resolution 6A in the Notice of which this Resolution forms part; and (b) Asia Standard Resolution 5A and resolution 5B (“**Asia Standard Resolution 5B**”) as set out in the Asia Standard AGM Notice, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Asia Standard Board pursuant to and in accordance with the approval given in Resolution 6A set out in the Notice be and is hereby increased and extended by the addition of the aggregate nominal amount of the Asia Standard Shares which may be repurchased by Asia Standard pursuant to and in accordance with the approval given in Asia Standard Resolution 5B provided that such amount shall not exceed the aggregate nominal amount of the Asia Standard Shares repurchased pursuant to the said Asia Standard Resolution 5B and the said approval shall be limited accordingly.”
7. As special business to consider and, if thought fit, pass with or without amendments, the following Resolutions as ordinary resolutions:
- A. “**THAT**
- (a) subject to (i) paragraph 7A(c) of this Resolution; (ii) the passing of resolution 6A (“**Asia Standard Resolution 6A**”) as set out in the Asia Standard AGM Notice; and (iii) the passing of resolution 5A (“**AS Hotel Resolution 5A**”) as set out in the notice dated 30 July 2014 convening the annual general meeting of Asia Standard Hotel Group Limited (“**AS Hotel**”) to be held on 29 August 2014 (the “**AS Hotel AGM Notice**”) and without prejudice to Resolution 7B set out in the Notice, the board (the “**AS Hotel Board**”) of directors (the “**AS Hotel Directors**”) of AS Hotel be and is generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 7A(d)) of this Resolution all the powers of AS Hotel to issue, allot or otherwise deal with shares of HK\$0.02 each in the capital of AS Hotel (the “**AS Hotel Shares**”) and to issue, allot or grant securities convertible into AS Hotel Shares or options, warrants or similar rights to subscribe for any AS Hotel Shares or such convertible securities and to make or grant offers, agreements and options (including bonds, warrants, and debentures convertible into AS Hotel Shares) which might require the exercise of such powers, subject to and in accordance with all applicable laws;
  - (b) the approval in paragraph 7A(a) of this Resolution shall authorise the AS Hotel Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the AS Hotel Board pursuant to the approval in paragraph 7A(a) and 7A(b) of this Resolution, otherwise than pursuant to:
    - (i) a Rights Issue (as defined in paragraph 7A(d) of this Resolution);

- (ii) the exercise of rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into AS Hotel Shares;
- (iii) the exercise of subscription or conversion right under the terms of any warrants of AS Hotel or any option granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of AS Hotel and/or any of its subsidiaries of options to subscribe for or rights to acquire AS Hotel Shares; and
- (iv) any scrip dividend or similar arrangement providing for the allotment of AS Hotel Shares in lieu of the whole or part of a dividend on AS Hotel Shares in accordance with the bye-laws of AS Hotel (the “**AS Hotel Bye-Laws**”);

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of AS Hotel in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of AS Hotel; or
- (ii) the expiration of the period within which the next annual general meeting of AS Hotel is required by the AS Hotel Bye-Laws or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under AS Hotel Resolution 5A by an ordinary resolution of the shareholders of AS Hotel in general meeting.

“**Rights Issue**” means the allotment, issue or grant of AS Hotel Shares pursuant to an offer of AS Hotel Shares open for a period fixed by the AS Hotel Board made to holders of AS Hotel Shares whose names appear on the register of members of AS Hotel on a fixed record date in proportion to their then holdings of such AS Hotel Shares (subject to such exclusions or other arrangements as the AS Hotel Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

- B. “**THAT** subject to the passing of (a) Resolution 7A in the Notice of which this Resolution forms part; (b) resolution 6B as set out in the Asia Standard AGM Notice; and (c) AS Hotel Resolution 5A and resolution 5B (“**AS Hotel Resolution 5B**”) as set out in the AS Hotel AGM Notice, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the AS Hotel Board pursuant to and in accordance with the approval given in Resolution 7A set out in the Notice be and is hereby increased and extended by the addition of the aggregate nominal amount of the AS Hotel Shares which may be repurchased by AS Hotel pursuant to and in accordance with the approval given in AS Hotel Resolution 5B provided that such amount shall not exceed the aggregate nominal amount of the AS Hotel Shares repurchased pursuant to the said AS Hotel Resolution 5B and the said approval shall be limited accordingly.”
8. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as an ordinary resolution:

“**THAT** conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares (up to 10% of the total number of Shares in issue as at the date hereof) falling to be issued pursuant to the exercise of any options granted under the share option scheme referred to in the circular of the Company dated 30 July 2014, the terms of which are set out in the document marked “A” and produced to this meeting and for the purpose of identification initialled by the Chairman hereof (the “**New Share Option Scheme**”), the New Share Option Scheme be and is hereby approved and adopted to be the share option scheme of the Company AND THAT the Board be and is hereby authorised to grant options thereunder and to allot and issue Shares falling to be issued upon the exercise of the option granted under the New Share Option Scheme and take all such steps as may be necessary, expedient or desirable in order to implement the New Share Option Scheme.”

9. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as an ordinary resolution:

“**THAT** subject to the passing of Resolution 7 as set out in the Asia Standard AGM Notice and conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, the Asia Standard Shares (up to 10% of the total number of Asia Standard Shares in issue as at the date hereof) falling to be issued pursuant to the exercise of any options granted under the share option scheme referred to in the circular of Asia Standard dated 30 July 2014, the terms of which are set out in the document marked “B” and produced to this meeting and for the purpose of identification initialled by the Chairman hereof (the “**New AS Share Option Scheme**”), the New AS Share Option Scheme be and is hereby approved and adopted to be the share option scheme of Asia Standard AND THAT the Asia Standard Board be and is hereby authorised to grant options thereunder and to allot and issue Asia Standard Shares falling to be issued upon the exercise of the option granted under the New AS Share Option Scheme and take all such steps as may be necessary, expedient or desirable in order to implement the New AS Share Option Scheme.”



By Order of the Board  
**Asia Orient Holdings Limited**  
**Tung Kwok Lui**  
*Company Secretary*

Hong Kong, 30 July 2014

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

*Head office and 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.
2. A form of proxy for use at the above meeting is enclosed herewith.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the meeting, either personally or by proxy, 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, that one of the said persons whose name stands first on the register of members of the Company 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 Company's Hong Kong branch share registrar, 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 holding the meeting (or any adjournment thereof).
5. Shareholders are recommended to read the circular of the Company dated 30 July 2014 containing information concerning the Resolutions proposed in this Notice.
6. The register of members of the Company will be closed from Wednesday, 27 August 2014 to Friday, 29 August 2014 (both days inclusive) for the purpose of identifying the Shareholders who are entitled to attend and vote at the annual general meeting during which period no transfer of Shares will be registered. In order to qualify for the right to attend the annual general meeting, completed transfer forms with the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 August 2014.

In addition, the register of members of the Company will be closed from Thursday, 4 September 2014 to Friday, 5 September 2014 (both days inclusive) for ascertaining the Shareholders' entitlements to the proposed final dividend and no transfer of Shares will be registered during such period. In order to qualify for the proposed final dividend

recommended for approval at the annual general meeting, completed transfer forms with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Wednesday, 3 September 2014.

*As at the date hereof, the executive Directors 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 are Mr. Cheung Kwok Wah, Mr. Hung Yat Ming and Mr. Wong Chi Keung.*