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

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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 your stockbroker or other registered dealer in securities, 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 with the accompanying form of election to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**SCRIP DIVIDEND SCHEME  
IN RELATION TO THE INTERIM DIVIDEND  
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

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\* *For identification purposes only*

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## DEFINITIONS

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

“Board”	the board of Directors
“Company”	Asia Orient Holdings Limited
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Interim Dividend”	the dividend of the Company for the six months ended 30 September 2010 of HK1 cent per Share to be paid to Shareholders whose names appear in the register of members of the Company as at the Record Date
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Overseas Shareholders”	Shareholders whose registered addresses appearing on the register of members of the Company at the Record Date are outside Hong Kong
“PRC”	People’s Republic of China and for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Record Date”	14 January 2011
“Relevant Shareholders”	the Overseas Shareholders whose registered addresses are in Canada, the Canary Islands, Germany, Indonesia, Ireland, Israel, Liechtenstein, Mauritius, New Zealand, the Netherlands, Northern Ireland, Saudi Arabia, Scotland, Spain, Switzerland, the PRC, Portugal, Thailand, the United States of America and Zimbabwe as at the Record Date
“Scrip Dividend Scheme”	the scheme proposed by the Directors on 26 November 2010 in relation to the Interim Dividend to offer the Shareholders a scrip alternative to elect to receive the Interim Dividend wholly or partly by allotment of new Shares credited as fully paid up Shares in lieu of cash
“Scrip Dividend Shares”	new Shares to be allotted, issued and credited as fully paid up Shares under the Scrip Dividend Scheme
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

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LETTER FROM THE BOARD

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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)**

*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

*Non-executive Director:-*

Mr. Chan Sze Hung

*Independent Non-executive Directors:-*

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

*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

21 January 2011

To the Shareholders

Dear Sirs,

**SCRIP DIVIDEND SCHEME**  
**IN RELATION TO THE INTERIM DIVIDEND**  
**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2010**

**1. INTRODUCTION**

On 26 November 2010, the Board announced the interim results of the Company and its subsidiaries for the six months ended 30 September 2010 and recommended the Interim Dividend. It was also announced that Shareholders might elect to receive the Interim Dividend wholly or partly in Scrip Dividend Shares. Accordingly, the Shareholders may exercise their option to receive an allotment of Scrip Dividend Shares in lieu of cash dividend.

\* For identification purposes only

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## LETTER FROM THE BOARD

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The purpose of this circular is to set out information of the Scrip Dividend Scheme, the procedures which apply in relation to the election of Scrip Dividend Shares and the actions which Shareholders should take in relation thereto.

### 2. PARTICULARS OF THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, each Shareholder whose name appears on the register of members of the Company as at the Record Date has the following choices in respect of the Interim Dividend:-

- (1) to receive the Interim Dividend of HK1 cent per Share in cash; or
- (2) to be allotted Scrip Dividend Shares having an aggregate market value (as described below), save for adjustment for fractions, equal to the total amount of the Interim Dividend which such Shareholder would otherwise receive in cash; or
- (3) to receive the Interim Dividend partly in cash and partly in Scrip Dividend Shares.

The Scrip Dividend Shares to be issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respects with the existing Shares except that they will not be entitled to the Interim Dividend. Dividend in cash will be paid out in Hong Kong dollars regardless of the place of residence of the Shareholders as at the Record Date.

### 3. BASIS OF ALLOTMENT OF THE SCRIP DIVIDEND SHARES

For the purposes of calculating the number of Scrip Dividend Shares to be allotted, the market value of the Scrip Dividend Shares has been fixed at HK\$1.71, being the average of the closing prices of one Share traded on the Stock Exchange for the three consecutive trading days up to and including the Record Date, rounded down to the nearest two decimal places. Accordingly, the number of Scrip Dividend Shares which the Shareholders will receive in respect of the existing Shares registered in their names as at the Record Date and for which elections to receive the Scrip Dividend Shares are lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at the address and before the time set out in paragraph 5 will be calculated as follows:-

$$\begin{array}{rcl} \text{Number of Scrip} & & \text{HK1 cent} \\ \text{Dividend Shares to} & & \text{(Interim Dividend per Share)} \\ \text{be received} & = & \text{Number of existing Shares held} \\ & & \text{on the Record Date for which} \\ & & \text{election is made under the Scrip} \\ & & \text{Dividend Scheme} & \times & \text{HK\$1.71 (the average closing} \\ & & & & \text{price per Share for the three} \\ & & & & \text{consecutive trading days up to} \\ & & & & \text{and including the Record Date)} \end{array}$$

If all Shareholders elect to receive their Interim Dividend in Scrip Dividend Shares, based on 710,150,519 Shares in issue as at the Record Date, not more than 4,152,927 Scrip Dividend Shares will

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## LETTER FROM THE BOARD

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be issued under the Scrip Dividend Scheme. The number of Scrip Dividend Shares to be issued to each Shareholder will be rounded down to the nearest whole number. Fractional entitlements to Scrip Dividend Shares will not be allotted but will be aggregated and sold for the benefit of the Company.

#### 4. ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will give the Shareholders the opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also be to the advantage of the Company because, to the extent that the Shareholders do not elect to receive cash, in whole or in part, such cash as would otherwise have been paid to such Shareholders will be retained for use as working capital by the Company. The Directors therefore consider that the Scrip Dividend Scheme is in the best interests of the Company and the Shareholders as a whole.

#### 5. FORM OF ELECTION

**If you do not elect to receive any of your Interim Dividend in Scrip Dividend Shares, you do not need to take any action.**

**If you elect to receive your Interim Dividend in Scrip Dividend Shares, or partly in cash and partly in Scrip Dividend Shares, you should use the enclosed form of election.** If you complete the form of election but do not specify the number of Shares in respect of which you wish to receive Scrip Dividend Shares, or if you elect to receive Scrip Dividend Shares in respect of a greater number of Shares than your registered holding as at the Record Date, you will be deemed to have exercised your election to receive Scrip Dividend Shares in respect of all the Shares of which you were then registered as the holder.

**The enclosed form of election should be completed in accordance with the instructions printed thereon, returned to and received by the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 9 February 2011. No acknowledgment of receipt of the form of election will be issued.**

**No elections in respect of the Interim Dividend may, after the relevant election forms are signed and returned to the Hong Kong branch share registrar of the Company, be in any way withdrawn, revoked, superseded or altered.**

#### 6. BOOK CLOSURE

The register of members of the Company has been closed from Wednesday, 12 January 2011 to Friday, 14 January 2011 (both dates inclusive) in order to establish entitlements of Shareholders to the Interim Dividend and the Scrip Dividend Scheme, during which period no transfer of Shares was registered. The latest time for lodging share transfers was 4:30 p.m. on Tuesday, 11 January 2011 in order to qualify for the Interim Dividend.

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## LETTER FROM THE BOARD

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### 7. OVERSEAS SHAREHOLDERS

None of this circular, the form of election and the Scrip Dividend Shares will be registered or filed under the securities laws or equivalent legislation of any jurisdiction other than, if applicable, Hong Kong and Bermuda.

If you are resident outside Hong Kong, this circular and/or the form of election only constitute(s) an invitation to subscribe for Scrip Dividend Shares if such an invitation can be legally made to you without the Company having to meet any legal or registration requirements outside Hong Kong. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received this circular and/or the form of election for information only.

Under the Scrip Dividend Scheme, no fractional Scrip Dividend Share will be issued to the Relevant Shareholders. Therefore, Shareholders who would otherwise have been entitled to less than one Scrip Dividend Share, calculated based on the average closing price per Share for the three consecutive trading days up to and including the Record Date, will receive the Interim Dividend from the Company by way of cash only.

Save for the Relevant Shareholders, at the Record Date, there were 287 Overseas Shareholders residing in 12 jurisdictions, namely Australia, British Virgin Islands, Channel Islands, England, Gibraltar, Isle of Man, Japan, Macau, Malaysia, Philippines, Singapore and Taiwan, who together held an aggregate of 41,572 Shares, representing approximately 0.006% of the entire issued share capital of the Company. The aggregate amount of the Interim Dividend to which these Overseas Shareholders are entitled is approximately HK\$415.72.

The Company has been advised by its legal advisers on the laws of Australia, British Virgin Islands, Channel Islands, England, Gibraltar, Isle of Man, Japan, Macau, Malaysia, Philippines, Singapore and Taiwan that either there is no legal restriction or there are exemptions available to the Company under the applicable legislation of Australia, British Virgin Islands, Channel Islands, England, Gibraltar, Isle of Man, Japan, Macau, Malaysia, Philippines, Singapore, Taiwan, or requirement of any relevant regulatory body or stock exchange in these 12 jurisdictions with respect to the offer of the Scrip Dividend Shares to the Overseas Shareholders with registered addresses in these 12 jurisdictions as at the Record Date.

The Directors have also been advised by legal counsel in Malaysia and Philippines, that, without complying with local approval and/or registration requirements and/or other formalities under the laws of Malaysia and Philippines, subject to the exception set out in the following paragraph, the Scrip Dividend Scheme may not be offered to Overseas Shareholders with registered addresses in Malaysia and Philippines as at the Record Date (“**Excluded Shareholders**”). As it would not be cost-effective or expedient for the Company to comply with the approval and/or registration requirements and/or other formalities under the laws of Malaysia and Philippines, the Directors have decided that, subject to the exception set out in the following paragraph, it would be expedient to exclude the Excluded Shareholders from the Scrip Dividend Scheme.



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Therefore, the forms of election will not be sent to the Relevant Shareholders and the Excluded Shareholders generally. However, the forms of election will be sent to those Excluded Shareholders who can prove to the satisfaction of the Company that such action would not result in a contravention of any applicable legal or regulatory requirements. Excluded Shareholders who wish to participate in the Scrip Dividend Scheme should notify the Company forthwith. In any event, the completed forms of election should be returned to and received by the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at the address and before the time set out in paragraph 5. Excluded Shareholders, other than those participating in the Scrip Dividend Scheme in accordance with this paragraph, will receive their Interim Dividend in cash in the usual way.

The Overseas Shareholders with registered addresses in Malaysia are excluded from participating in the Scrip Dividend Scheme. This circular is sent to them for information purposes only and is not, and does not purport to be, an issue, offer for subscription or purchase, or an invitation to subscribe for or purchase securities or a notice that issues, or refers to an issue or intended issue of securities in Malaysia. The Malaysian Shareholders should not distribute or circulate this circular to any other person in Malaysia or elsewhere.

This circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this circular and any other document or material in connection with the Scrip Dividend Scheme may not be circulated or distributed, nor may any Scrip Dividend Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than under circumstances pursuant to, or in accordance with the conditions of, any applicable provision of the Securities and Futures Act, Chapter 289 of Singapore.

With respect to Overseas Shareholders with registered addresses in the Philippines, the issuance of shares under the Scrip Dividend Scheme is exempt from registration under Section 10.1(e) of the Philippine Securities Regulation Code on the basis that the said issuance in the Philippines is limited only to the existing Shareholders with registered addresses in the Philippines. A Confirmation of Exemption is not required to be obtained, and has not been obtained, from the Philippine Securities and Exchange Commission. THE SECURITIES BEING OFFERED OR SOLD UNDER THE SCRIP DIVIDEND SCHEME HAVE NOT BEEN REGISTERED WITH THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE. ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

**For the avoidance of doubt, the Scrip Dividend Shares are not offered to the public (other than the Shareholders) and the forms of election are non-transferable.**

**Notwithstanding the legal advice taken by the Company, it is the responsibility of anyone wishing to participate in the Scrip Dividend Scheme to satisfy themselves as to full observance of the laws of any relevant territory, including obtaining any governmental or other consents which may be required. Overseas Shareholders who are in doubt as to their position should consult their own professional advisers.**

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## LETTER FROM THE BOARD

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### **8. STOCK EXCHANGE LISTING AND DEALINGS AND DESPATCH OF DIVIDEND WARRANTS AND/OR SHARE CERTIFICATES FOR SCRIP DIVIDEND SHARES**

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Scrip Dividend Shares.

Application has been made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Scrip Dividend Shares. The dividend warrants in relation to the Interim Dividend and/or share certificates with respect to the Scrip Dividend Shares are expected to be despatched at the risk of those entitled thereto on 15 February 2011. On this basis, dealings in the Scrip Dividend Shares are expected to commence on 16 February 2011 after the due despatch of the share certificates with respect to the Scrip Dividend Shares to the relevant Shareholders.

The Shares are only listed on the Stock Exchange. No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchange and the Company is not currently seeking to list its securities on any other stock exchange.

Dealings in Shares may be settled through the Central Clearing and Settlement System and you should seek the advice of your stockbroker or other professional adviser for details of these settlement arrangements and how such arrangements will affect your rights and interests.

### **9. RECOMMENDATION AND ADVICE**

Whether or not it is to your advantage to receive cash or the Scrip Dividend Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting therefrom are the responsibility of each Shareholder. If you are in any doubt as to what to do, you should consult your professional advisers as to whether or not you are permitted to receive the Interim Dividend in scrip form or if any governmental or other consent is required. Shareholders who are trustees are recommended to take professional advice as to whether the choice of the Scrip Dividend Shares is within their powers and as to its effects having regard to the terms of the relevant trust instrument.

### **10. DISCLOSURE OF INTERESTS**

Shareholders should note that an acquisition of Scrip Dividend Shares may give rise to notification requirements under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Shareholders who are in any doubt as to how these provisions may affect them are recommended to seek their own professional advice.

### **11. GENERAL INFORMATION**

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

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## LETTER FROM THE BOARD

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### 12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the memorandum of association and bye-laws of the Company and the Companies Act 1981 of Bermuda will be available for inspection at the principal place of business of the Company in Hong Kong at 30th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong during normal business hours up to and including the date which is 14 days from the date of this circular.

Yours faithfully,  
For and on behalf of  
**ASIA ORIENT HOLDINGS LIMITED**  
**Fung Siu To, Clement**  
*Chairman*