

---

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

---

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 proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**ASIA ORIENT HOLDINGS LIMITED****滙漢控股有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 214)**

**GENERAL MANDATES TO ISSUE  
SHARES AND REPURCHASE SHARES,  
GENERAL MANDATES FOR ASIA STANDARD  
INTERNATIONAL GROUP LIMITED TO ISSUE SHARES,  
GENERAL MANDATES FOR ASIA STANDARD  
HOTEL GROUP LIMITED TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE  
OPTION SCHEME OF ASIA STANDARD HOTEL GROUP LIMITED  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A letter from the Board of Asia Orient Holdings Limited (the "Company") is set out on pages 5 to 12 of this circular.

A notice convening the Annual General Meeting of the Company to be held on Wednesday, 30 August 2017 at Empire Grand Room, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong at 11:00 a.m. is set out on pages 19 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)).

If you are not able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

\* For identification purpose only

31 July 2017

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	5
1. Introduction .....	6
2. General Mandates .....	6
3. General Mandates for Asia Standard to issue Asia Standard Shares .....	7
4. General Mandates for AS Hotel to issue AS Hotel Shares .....	8
5. Re-election of Directors .....	8
6. Refreshment of the AS Hotel Scheme Mandate Limit .....	9
7. Annual General Meeting .....	11
8. Voting by Poll .....	12
9. Additional Information .....	12
10. Responsibility Statement .....	12
11. Recommendation .....	12
<b>Appendix I — Explanatory Statement on the Repurchase Mandate</b> .....	13
<b>Appendix II — Biographical information of Directors to be re-elected at the Annual General Meeting</b> .....	16
<b>Notice of Annual General Meeting</b> .....	19

---

## DEFINITIONS

---

*In this circular (including the Appendices), unless the content otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting”	the 2017 annual general meeting of the Company to be held at Empire Grand Room , 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 30 August 2017 at 11:00 a.m.;
“Asia Standard”	Asia Standard International Group Limited, an exempted company incorporated under the laws of Bermuda with limited liability whose Asia Standard Shares are listed on the Main Board of the Stock Exchange and a 51.79%-owned Subsidiary of the Company;
“Asia Standard AGM”	the 2017 annual general meeting of Asia Standard to be held on Wednesday, 30 August 2017 at Empire Grand Room, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong at 10:30 a.m.;
“Asia Standard Board”	the board of directors of Asia Standard;
“Asia Standard Directors”	the directors of Asia Standard;
“Asia Standard Issue Mandate”	a general mandate proposed to be granted to the Asia Standard Directors at the Asia Standard AGM to allot, issue and deal with Asia Standard Shares not exceeding 20% of the issued share capital of Asia Standard as at the date of passing of the relevant ordinary resolution approving such grant;
“Asia Standard Repurchase Mandate”	a general mandate proposed to be granted to the Asia Standard Directors at the Asia Standard AGM to repurchase Asia Standard Shares not exceeding 10% of the issued share capital of Asia Standard as at the date of passing of the relevant ordinary resolution approving such grant;
“Asia Standard Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of Asia Standard;
“Asia Standard Shareholder(s)”	holder(s) of the Asia Standard Shares from time to time;
“AS Hotel”	Asia Standard Hotel Group Limited, an exempted company incorporated under the laws of Bermuda with limited liability whose AS Hotel Shares are listed on the Main Board of the Stock Exchange and a 193.06%-owned subsidiary of Asia Standard;

---

## DEFINITIONS

---

“AS Hotel AGM”	the 2017 annual general meeting of AS Hotel to be held on Wednesday, 30 August 2017 at Empire Grand Room, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong at 10:00 a.m.;
“AS Hotel Board”	the board of directors of AS Hotel;
“AS Hotel Directors”	the directors of AS Hotel;
“AS Hotel Eligible Participants”	any persons who satisfy the eligibility criteria for participating in the AS Hotel Share Option Scheme as set out in such scheme;
“AS Hotel Group”	AS Hotel and its Subsidiaries;
“AS Hotel Issue Mandate”	a general mandate proposed to be granted to the AS Hotel Directors at the AS Hotel AGM to allot, issue and deal with AS Hotel Shares not exceeding 20% of the issued share capital of AS Hotel as at the date of passing of the relevant ordinary resolution approving such grant;
“AS Hotel Proposed Refreshment”	the AS Hotel Scheme Mandate Limit proposed to be refreshed by the AS Hotel Shareholders at the AS Hotel AGM pursuant to which the AS Hotel Board may grant options to eligible participants under the AS Hotel Share Option Scheme and any other share option schemes of AS Hotel to subscribe for up to 10% of the AS Hotel Shares in issue as at the date of the AS Hotel AGM;
“AS Hotel Repurchase Mandate”	a general mandate proposed to be granted to the AS Hotel Directors at the AS Hotel AGM to repurchase AS Hotel Shares not exceeding 10% of the issued share capital of AS Hotel as at the date of passing of the relevant ordinary resolution approving such grant;
“AS Hotel Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of AS Hotel;
“AS Hotel Share Option Scheme”	the share option scheme adopted by ASH Hotel on 8 September 2016 ;
“AS Hotel Shareholder(s)”	holder(s) of the AS Hotel Shares from time to time;

---

## DEFINITIONS

---

“AS Hotel Scheme Mandate Limit”	the maximum number of AS Hotel Shares which may be issued upon exercise of all options to be granted under the AS Hotel Share Option Scheme and any other share option schemes of AS Hotel and which shall not in aggregate exceed 10% of the AS Hotel Shares in issue as at the date of approval of the AS Hotel Share Option Scheme by the AS Hotel Shareholders, the Shareholders and the Asia Standard Shareholders and thereafter, if refreshed, shall not exceed 10% of the AS Hotel Shares in issue as at the date of approval of the refreshed limit by the AS Hotel Shareholders, the Shareholders and the Asia Standard Shareholders;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company, as amended from time to time;
“Close Associates”	has the same meanings as defined in Rule 1.01 of the Listing Rules;
“Company”	Asia Orient Holdings Limited, an exempted company incorporated under the laws of Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange;
“Core Connected Person”	has the same meanings as defined in Rule 1.01 of the Listing Rules;
“Corporate Governance Code”	the corporate governance code as set out in Appendix 14 to the Listing Rules;
“Directors”	the directors of the Company;
“General Mandates”	the Share Issue Mandate and the Repurchase Mandate to be sought at the Annual General Meeting as set out in the Notice of Annual General Meeting;
“Group”	the Company and its Subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	25 July 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;

---

## DEFINITIONS

---

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting as set out on pages 19 to 28 of this circular;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution approving such grant, as described in the explanatory statement set out in Appendix I to this circular;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution approving such grant;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) or the Companies Act 1981 of Bermuda (as amended)), whether incorporated in Hong Kong, Bermuda or elsewhere;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
%	per cent.

---

LETTER FROM THE BOARD

---



**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*)  
Mr. Poon Jing (*Managing Director and Chief Executive*)  
Mr. Poon Hai  
Mr. Poon Yeung, Roderick  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas

*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  
MassMutual Tower  
33 Lockhart Road, Wanchai  
Hong Kong

31 July 2017

*To the Shareholders*

Dear Sirs,

**GENERAL MANDATES TO ISSUE  
SHARES AND REPURCHASE SHARES,  
GENERAL MANDATES FOR ASIA STANDARD  
INTERNATIONAL GROUP LIMITED TO ISSUE SHARES,  
GENERAL MANDATES FOR ASIA STANDARD  
HOTEL GROUP LIMITED TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE  
OPTION SCHEME OF ASIA STANDARD HOTEL GROUP LIMITED  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

*\* For identification purpose only*

---

## LETTER FROM THE BOARD

---

### 1. INTRODUCTION

The purpose of this circular is to provide information to the Shareholders as required by the Stock Exchange on the resolutions to be proposed at the Annual General Meeting relating to:

- (1) the grant of the General Mandates to the Directors;
- (2) the grant of the Asia Standard Issue Mandate to the Asia Standard Directors;
- (3) the grant of the AS Hotel Issue Mandate to the AS Hotel Directors;
- (4) the re-election of the retiring Directors; and
- (5) the refreshment of the AS Hotel Scheme Mandate Limit.

This circular will further give the Shareholders the Notice of Annual General Meeting at which resolutions approving the above proposals will be considered and voted upon.

### 2. GENERAL MANDATES

At the annual general meeting of the Shareholders held on 8 September 2016, approval was given by the Shareholders for the granting to the Directors of, inter alia, general mandates to (i) repurchase Shares on the Stock Exchange up to 10% of the issued share capital of the Company at the date of passing the relevant ordinary resolution; and (ii) allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution. In accordance with the terms of the approval, these general mandates will shortly expire on 30 August 2017 upon the conclusion of the forthcoming Annual General Meeting. To keep in line with current corporate practice, the grant of fresh general mandates for the same purpose is being sought from the Shareholders and ordinary resolutions to grant the General Mandates to the Directors will be proposed at the forthcoming Annual General Meeting. The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed ordinary resolution on the Repurchase Mandate is set out in Appendix I to this circular.

An ordinary resolution will also be proposed at the Annual General Meeting to approve the addition to the Share Issue Mandate such number of Shares purchased by the Company in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 840,873,996 Shares. Assuming there is no issue of Shares or repurchase of Shares from the Latest Practicable Date up to the date of the Annual General Meeting, the number of Shares that can be issued pursuant to the Share Issue Mandate and that can be purchased by the Company under the Repurchase Mandate will be 168,174,799 and 84,087,399 Shares respectively, representing 20% and 10%, respectively, of the Company's issued share capital as at the date of the Annual General Meeting.



---

## LETTER FROM THE BOARD

---

The General Mandates if granted to the Directors will be valid for the period from the date of passing of the relevant resolutions up to the conclusion of the next annual general meeting in 2018, or 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 the revocation or variation of the General Mandates by an ordinary resolution of the Shareholders in general meeting of the Company, whichever of these three events occurs first.

### **3. GENERAL MANDATES FOR ASIA STANDARD TO ISSUE ASIA STANDARD SHARES**

At the annual general meeting of Asia Standard Shareholders held on 8 September 2016, approval was given by the Asia Standard Shareholders for the granting to the Asia Standard Directors of, inter alia, a general mandate to allot, issue and deal with Asia Standard Shares not exceeding 20% of the issued share capital of Asia Standard as at the date of passing of the relevant ordinary resolution approving such grant. Such general mandate will shortly expire on 30 August 2017 upon the conclusion of the forthcoming Asia Standard AGM. To keep in line with its current corporate practice, Asia Standard proposes to grant the Asia Standard Issue Mandate to the Asia Standard Directors for the same purpose at the forthcoming Asia Standard AGM.

As at the Latest Practicable Date, the total number of Asia Standard Shares in issue was 1,319,782,288 Asia Standard Shares. Assuming there is no issue of Asia Standard Shares or repurchase of Asia Standard Shares from the Latest Practicable Date up to the date of the Asia Standard AGM, the number of Asia Standard Shares that can be issued pursuant to the Asia Standard Issue Mandate will be 263,956,457 Asia Standard Shares, representing 20% of the issued share capital of Asia Standard as at the date of the Asia Standard AGM.

The Asia Standard Issue Mandate is conditional upon (a) the passing of an ordinary resolution of the Asia Standard Shareholders at the Asia Standard AGM approving the grant of the Asia Standard Issue Mandate; and (b) the passing of an ordinary resolution of the Shareholders at the Annual General Meeting approving the grant of the Asia Standard Issue Mandate. An ordinary resolution will also be proposed at the Asia Standard AGM to approve the addition to the Asia Standard Issue Mandate such number of Asia Standard Shares purchased by Asia Standard in accordance with the Asia Standard Repurchase Mandate.

The Asia Standard Issue Mandate if granted to the Asia Standard Directors will be valid for the period from the date of passing of the relevant resolutions up to the conclusion of the next annual general meeting of Asia Standard in 2018, or the expiration of the period within which the next annual general meeting of Asia Standard is required by its bye-laws or any applicable laws to be held, or the revocation or variation of the Asia Standard Issue Mandate by an ordinary resolution in a general meeting of Asia Standard, whichever of these three events occurs first.

---

## LETTER FROM THE BOARD

---

### 4. GENERAL MANDATES FOR AS HOTEL TO ISSUE AS HOTEL SHARES

At the annual general meeting of AS Hotel Shareholders held on 8 September 2016, approval was given by the AS Hotel Shareholders for the granting to the AS Hotel Directors of, inter alia, a general mandate to allot, issue and deal with AS Hotel Shares not exceeding 20% of the issued share capital of AS Hotel as at the date of passing of the relevant ordinary resolution approving such grant. Such general mandate will shortly expire on 30 August 2017 upon the conclusion of the forthcoming AS Hotel AGM. To keep in line with its current corporate practice, AS Hotel proposes to grant the AS Hotel Issue Mandate to the AS Hotel Directors for the same purpose at the forthcoming AS Hotel AGM.

As at the Latest Practicable Date, the total number of AS Hotel Shares in issue was 2,018,040,477 AS Hotel Shares. Assuming there is no issue of AS Hotel Shares or repurchase of AS Hotel Shares from the Latest Practicable Date up to the date of the AS Hotel AGM, the number of AS Hotel Shares that can be issued pursuant to the AS Hotel Issue Mandate will be 403,608,095 AS Hotel Shares, representing 20% of the issued share capital of AS Hotel as at the date of the AS Hotel AGM.

The AS Hotel Issue Mandate is conditional upon (a) the passing of an ordinary resolution of the AS Hotel Shareholders at the AS Hotel AGM approving the grant of the AS Hotel Issue Mandate; (b) the passing of an ordinary resolution of the Asia Standard Shareholders at the Asia Standard AGM approving the grant of the AS Hotel Issue Mandate; and (c) the passing of an ordinary resolution of the Shareholders at the Annual General Meeting approving the grant of the AS Hotel Issue Mandate. An ordinary resolution will also be proposed at the AS Hotel AGM to approve the addition to the AS Hotel Issue Mandate such number of AS Hotel Shares purchased by AS Hotel in accordance with the AS Hotel Repurchase Mandate.

The AS Hotel Issue Mandate if granted to the AS Hotel Directors will be valid for the period from the date of passing of the relevant resolutions up to the conclusion of the next annual general meeting of AS Hotel in 2018, or the expiration of the period within which the next annual general meeting of AS Hotel is required by its bye-laws or any applicable laws to be held, or the revocation or variation of the AS Hotel Issue Mandate by an ordinary resolution in a general meeting of AS Hotel, whichever of these three events occurs first.

### 5. RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99 of the Bye-Laws, the Directors retiring by rotation at the Annual General Meeting are Messrs. Poon Hai, Lun Pui Kan and Hung Yat Ming. Messrs. Poon Hai, Lun Pui Kan and Hung Yat Ming, being eligible, will offer themselves for re-election. As required by the Listing Rules, the biographical information of the above Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

Mr. Hung Yat Ming has served as an independent non-executive Director for more than nine years. In addition to his confirmation of independence pursuant to Rule 3.13 of the Listing Rules, Mr. Hung continues to demonstrate the attributes of an independent non-executive director and there is no evidence that his tenure has had any impact on his independence. Mr. Hung is not involved in the daily management of the Group nor in any relationships or circumstances which would interfere with the exercise of his independent judgment. The Board is therefore of the opinion that Mr. Hung remains independent and believes that his professional knowledge and experience continue to generate significant contribution to the Company and the Shareholders as a whole. Accordingly, the Board recommends him for re-election at the Annual General Meeting.

Save for the information set out in Appendix II to this circular, there is no information to be disclosed pursuant to any of the requirement of the provisions under Rule 13.51(2) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders in relation to the re-election of the retiring Directors.

### 6. REFRESHMENT OF THE AS HOTEL SCHEME MANDATE LIMIT

#### AS Hotel Proposed Refreshment

AS Hotel has an old share option scheme which was adopted on 28 August 2006 (the “**2006 Share Option Scheme**”) and expired on the tenth anniversary of such adoption date. Following the expiry of the 2006 Share Option Scheme, no further share option can be granted thereafter but all outstanding share options granted under the 2006 Share Option Scheme and yet to be exercised shall remain valid and exercisable. As at the Latest Practicable Date, options to subscribe for 28,800,000 AS Hotel Shares remain outstanding under the 2006 Share Option Scheme.

The AS Hotel Share Option Scheme was adopted by AS Hotel on 8 September 2016. Pursuant to the terms of the AS Hotel Share Option Scheme and in compliance with the provisions of Chapter 17 of the Listing Rules, the maximum number of AS Hotel Shares that may be issued upon exercise of all options which may be granted under the AS Hotel Share Option Scheme and to be granted under any other share option schemes of AS Hotel shall not exceed 157,038,682 AS Hotel Shares, being 10% of the AS Hotel Shares in issue as at the date of approval of the AS Hotel Share Option Scheme. Since the adoption of the AS Hotel Share Option Scheme to the Latest Practicable Date, no option has been granted under the AS Hotel Share Option Scheme. Other than the 2006 Share Option Scheme and the AS Hotel Share Option Scheme, AS Hotel has no other share option schemes.

Unless the AS Hotel Scheme Mandate Limit is refreshed, AS Hotel may only grant options to subscribe for up to 157,038,682 AS Hotel Shares pursuant to the AS Hotel Share Option Scheme, representing only approximately 7.78% of the AS Hotel Shares in issue as at the Latest Practicable Date.

On 16 February 2017, AS Hotel announced the completion of the bonus issue of AS Hotel Shares (the “**Bonus Issue**”) to fulfill the public float requirement under the Listing Rules. AS Hotel as such has issued a total of 447,569,392 bonus shares of AS Hotel (the “**AS Hotel Bonus Shares**”) and 2,693,204,266 convertible notes of AS Hotel on 23 February 2017 under the Bonus Issue. As a result of the Bonus Issue, the number of AS Hotel Shares in issue has been increased to 2,017,956,221 AS

---

## LETTER FROM THE BOARD

---

Hotel Shares immediately after the issue of the AS Hotel Bonus Shares. The percentage of AS Hotel Shares held by the public has been increased from 14.276% to 33.283% immediately after the issue of the AS Hotel Bonus Shares. Subsequent to the Bonus Issue, some AS Hotel Shareholders exercised the convertible notes and converted into 84,256 AS Hotel Shares.

As at the Latest Practicable Date, the total number of AS Hotel Shares in issue was 2,018,040,477 AS Hotel Shares. Upon the AS Hotel Proposed Refreshment and assuming that the total number of AS Hotel Shares in issue remains unchanged prior to the date of the AS Hotel AGM, AS Hotel may grant options to eligible participants under the AS Hotel Share Option Scheme and all other share option schemes of AS Hotel to subscribe for a maximum of 201,804,047 AS Hotel Shares, being 10% of the AS Hotel Shares in issue as at the date of approval of the AS Hotel Proposed Refreshment. Options previously granted under the AS Hotel Share Option Scheme and/or any other share option schemes of AS Hotel (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the AS Hotel Share Option Scheme or such other share option schemes of AS Hotel) will not be counted for the purpose of calculating the AS Hotel Scheme Mandate Limit as “refreshed” under the AS Hotel Proposed Refreshment.

Pursuant to the terms of the AS Hotel Share Option Scheme and in accordance with the relevant provisions of Chapter 17 of the Listing Rules, the total number of AS Hotel Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the AS Hotel Share Option Scheme and any other share option schemes of AS Hotel at any time shall not exceed 30% of the AS Hotel Shares in issue from time to time. No options may be granted under the AS Hotel Share Option Scheme or any other share option schemes of AS Hotel if it will result in the aforesaid 30% limit being exceeded.

As mentioned in the above paragraph, the AS Hotel Scheme Mandate Limit if so refreshed and approved by the AS Hotel Shareholders at the AS Hotel AGM will be up to 201,804,047 AS Hotel Shares which, together with the options to subscribe for 28,800,000 AS Hotel Shares remaining outstanding under the 2006 Share Option Scheme, represent approximately 11.42% of the AS Hotel Shares in issue as at the Latest Practicable Date and accordingly, does not exceed the 30% limit as at the Latest Practicable Date.

As there had been an increase in the total number of AS Hotel Shares in issue and the existing AS Hotel Scheme Mandate Limit available to be granted to the AS Hotel Eligible Participants represents only 7.78% of the total number of AS Hotel Shares in issue, the AS Hotel Directors consider, the Board and the Asia Standard Board agree, that it is in the interest of AS Hotel and the AS Hotel Shareholders as a whole to refresh the AS Hotel Scheme Mandate Limit to permit the grant of further options under the AS Hotel Share Option Scheme so as to provide incentives to and recognise the contribution of the AS Hotel Eligible Participants, including the AS Hotel Group’s employees, under the AS Hotel Share Option Scheme.

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to approve the AS Hotel Proposed Refreshment so to allow AS Hotel to grant further options under the AS Hotel Share Option Scheme for subscription of up to 201,804,047 AS Hotel Shares, representing

---

## LETTER FROM THE BOARD

---

10% of the AS Hotel Shares in issue as at the date of approval of the AS Hotel Proposed Refreshment by the Shareholders at the Annual General Meeting, the AS Hotel Shareholders at the AS Hotel AGM and the Asia Standard Shareholders at the Asia Standard AGM, assuming that the number of AS Hotel Shares in issue remains unchanged prior to the date of the AS Hotel AGM.

### **Conditions of the AS Hotel Proposed Refreshment**

The AS Hotel Proposed Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the AS Hotel Proposed Refreshment at the Annual General Meeting, as required under the Listing Rules;
- (b) the AS Hotel Shareholders passing an ordinary resolution to approve the AS Hotel Proposed Refreshment at the AS Hotel AGM, as required under the Listing Rules;
- (c) the Asia Standard Shareholders passing an ordinary resolution to approve the AS Hotel Proposed Refreshment at the Asia Standard AGM, as required under the Listing Rules; and
- (d) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the AS Hotel Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the AS Hotel Share Option Scheme under the AS Hotel Proposed Refreshment, representing 10% of the AS Hotel Shares in issue as at the date of approval of the AS Hotel Proposed Refreshment by the AS Hotel Shareholders at the AS Hotel AGM, the Shareholders at the Annual General Meeting and the Asia Standard Shareholders at the Asia Standard AGM.

### **Application for listing and dealing**

According to the AS Hotel Directors, application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the AS Hotel Shares which fall to be issued upon the exercise of any options that may be granted pursuant to the AS Hotel Share Option Scheme under the refreshed AS Hotel Scheme Mandate Limit (i.e. up to 10% of the AS Hotel Shares in issue as at the date of passing the relevant ordinary resolution at the AS Hotel AGM).

## **7. ANNUAL GENERAL MEETING**

The Notice of Annual General Meeting (as appearing on pages 19 to 28 of this circular) sets out the proposed resolutions for the approval of (a) the granting of the General Mandates to the Directors and adding the number of Shares repurchased by the Company to the Share Issue Mandate; (b) the granting of the Asia Standard Issue Mandate to the Asia Standard Directors; (c) the granting of the AS Hotel Issue Mandate to the AS Hotel Directors; (d) the re-election of Directors; and (e) refreshment of AS Hotel Scheme Mandate Limit.

A form of proxy is herewith enclosed for use at the Annual General Meeting. If you are not able to attend the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch

---

## LETTER FROM THE BOARD

---

share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the Annual General Meeting. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish.

### 8. VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted upon by a show of hands. The Chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting in accordance with Bye-Law 70 of the Bye-Laws. The results of the poll will be published after the conclusion of the Annual General Meeting on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.asiaorient.com.hk](http://www.asiaorient.com.hk)).

### 9. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices I and II to this circular.

### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 11. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of (i) the grant of the General Mandates to the Directors, (ii) the grant of the Asia Standard Issue Mandate to the Asia Standard Directors, (iii) the grant of the AS Hotel Issue Mandate to the AS Hotel Directors, (iv) the re-election of the retiring Directors, and (v) the refreshment of the AS Hotel Scheme Mandate Limit, as set out in the Notice of Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of all such resolutions at the Annual General Meeting.

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

---

## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

---

*This appendix serves as the explanatory statement required to be sent to the Shareholders by the Listing Rules in connection with the repurchase by companies with a primary listing on the Stock Exchange of their own securities. The intention of this explanatory statement is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed Repurchase Mandate to be granted to the Directors, which relates to the Shares.*

### **1. FUNDING OF REPURCHASE**

It is envisaged that repurchase will be funded entirely from the Company's available cash flow or working capital facilities which are funds otherwise available for dividend or distribution and thus legally available for such purpose in accordance with the provision of the Memorandum of Association of the Company and the Bye-Laws and the laws of Bermuda. There might be a material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the financial statement for the year ended 31 March 2017) in the event the Repurchase Mandate was exercised in full at any one time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### **2. REASONS FOR REPURCHASE**

Repurchases of securities will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its earnings and/or its net assets per Share.

### **3. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the total number of Shares in issue was 840,873,996 Shares. Subject to the passing of Ordinary Resolution no. 5B set out in the Notice of Annual General Meeting approving the Repurchase Mandate on the basis of 840,873,996 Shares in issue at the date of the Annual General Meeting (assuming no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of passing such resolution), the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 84,087,399 Shares, being 10% of the total number of Shares, during the period from the passing of the resolution granting the Repurchase Mandate up to the conclusion of the next annual general meeting or the expiration of the period within which the annual general meeting of the Company is required by the Bye-Laws or any relevant law to be held or when revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.



---

**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

---

**4. SHARE PRICE**

In each of the previous twelve months before the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

	<b>Traded Market Price</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2016</b>		
July	1.81	1.48
August	1.78	1.60
September	1.94	1.76
October	1.92	1.80
November	2.20	1.80
December	2.04	1.87
<b>2017</b>		
January	2.00	1.90
February	2.07	1.98
March	2.19	1.90
April	2.08	1.97
May	2.34	1.96
June	2.92	2.21
July (up to the Latest Practicable Date)	2.65	2.36

**5. UNDERTAKING****(a) Directors, their Close Associates and Core Connected Person**

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective Close Associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell securities to the Company.

No Core Connected Person of the Company has notified the Company that he/she has a present intention to sell securities to the Company nor has he/she undertaken not to sell any of the securities held by him/her to the Company in the event that the Repurchase Mandate is approved by the Shareholders.



**(b) Undertaking of the Directors**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the Memorandum of Association of the Company and the Bye-Laws.

**(c) Effect of Takeovers Code**

If as a result of a repurchase of securities, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. To the best of the knowledge of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Poon Jing (a Director and controlling Shareholder) and his associates (as defined in the Takeovers Code) were interested in 424,140,387 Shares, representing approximately 50.44% of the issued share capital of the Company. Assuming the full exercise of the power under the Repurchase Mandate (and if the present shareholdings remain the same), the percentage interest of Mr. Poon Jing and his associates would be increased to approximately 56.04% of the issued share capital of the Company. As such, an exercise of the Repurchase Mandate in full will not result in Mr. Poon Jing becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Company is not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate. In addition, as at the Latest Practicable Date, the Company complied with the minimum public float requirements under the Listing Rules. The Directors will not repurchase Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%.

**6. SHARE PURCHASE MADE BY THE COMPANY**

No purchase of the Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

---

## APPENDIX II      BIOGRAPHICAL INFORMATION OF DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

*As required by the Listing Rules, the following are the particulars of the Directors to be re-elected at the AGM:*

### **POON Hai — Executive Director**

Poon Hai, aged 32, is an executive Director of the Company. He is also an executive director and a member of the remuneration committee of Asia Standard, and an executive director of AS Hotel. Mr. Poon is also a director of certain subsidiaries of the Company. Mr. Poon holds a Bachelor of Commerce degree from the University of British Columbia. He is responsible for the business development and the project management of the Group. He is the son of Mr. Poon Jing and the brother of Mr. Poon Yeung, Roderick, the Managing Director and an executive Director of the Company respectively. He is also the nephew of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman of the Company and the Deputy Chairman of AS Hotel respectively. He joined the Group in 2009.

As at the Latest Practicable Date, Mr. Poon had interests in 10,444,319 Shares. Mr. Poon held options to subscribe for 3,500,000 Shares at the subscription price of HK\$1.42 per Share, options to subscribe for 3,500,000 Asia Standard Shares at the subscription price of HK\$1.38 per Asia Standard Share and options to subscribe for 14,400,000 AS Hotel Shares at the subscription price of HK\$ 0.343 per AS Hotel Share. Save as disclosed above, as at the Latest Practicable Date, Mr. Poon did not have any interest in the Shares within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Poon. Mr. Poon is not appointed for a specific term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. No director's fee is payable to Mr. Poon for his service as executive Director but he is entitled to remuneration and other benefits from time to time to be reviewed by the Board with reference to his experience and remuneration level in the industry together with his work and contribution to the Company. During the financial year ended 31 March 2017, Mr. Poon received emolument in the total amount of HK\$13,296,000.

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. Poon did not hold any directorships in other listed public companies in the past three years; (b) he does not have any relationship with any other directors, senior management or substantial shareholder of the Company; (c) there is no other information which is discloseable pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

### **LUN Pui Kan — Executive Director**

Lun Pui Kan, aged 53, is the finance Director of the Company and Asia Standard. Mr. Lun is also a director of certain subsidiaries of the Company. Mr. Lun has over 30 years of experience in accounting and finance. He is a holder of a Bachelor of Science (Engineering) degree and is an associate member of The Hong Kong Institute of Certified Public Accountants ("HKICPA") and a fellow member of The Association of Chartered Certified Accountants. He joined the Group in 1994.

---

## **APPENDIX II      BIOGRAPHICAL INFORMATION OF DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

As at the Latest Practicable Date, Mr. Lun did not hold any interest in the Shares within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Lun. Mr. Lun is not appointed for a specific term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. No director's fee is payable to Mr. Lun for his service as executive Director but he is entitled to remuneration and other benefits from time to time to be reviewed by the Board with reference to his experience and remuneration level in the industry together with his work and contribution to the Company. During the financial year ended 31 March 2017, Mr. Lun received emolument in the total amount of HK\$3,301,688.

Save as disclosed above, (a) Mr. Lun did not hold any directorships in other listed public companies in the past three years; (b) he does not have any relationship with any other directors, senior management or substantial shareholders of the Company; (c) there is no other information which is discloseable pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

### **HUNG Yat Ming — Independent Non-executive Director**

Hung Yat Ming, aged 65, is an independent non-executive Director, the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. He joined the Group in September 2004. Mr. Hung graduated from The University of Hong Kong with a Bachelor degree in Mathematics and obtained a post-graduate diploma in Accountancy from University of Strathclyde, Scotland. He has over 30 years of experience in audit, accounting and financial management in several firms in Sydney and Hong Kong and is a financial controller of a Hong Kong listed company. He is a member of The Institute of Chartered Accountants of Scotland and HKICPA. Mr. Hung is also an independent non-executive director, the Chairman of the audit committee and remuneration committee of AS Hotel. He is also an independent non-executive director of Hong Kong Life Sciences and Technologies Group Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. He was an independent non-executive director of Sunway International Holdings Limited from 28 February 2013 to 20 May 2015. He was an independent non-executive director and a member of the audit committee and remuneration committee of SMI Publishing Group Limited ("SMI") from 3 September 2008 to 5 August 2011. SMI received a winding-up petition on 23 November 2009 for an alleged sum of HK\$1,693,747.33. The petition was heard at the High Court of Hong Kong on 20 January 2010 and was dismissed on 25 January 2010. Based on the information published by SMI, SMI was incorporated in the Cayman Islands with limited liability whose shares are listed on the Growth Enterprise Market of the Stock Exchange. It is principally engaged in the publication of newspapers and books and the provision of advertising and promotion services.

As at the Latest Practicable Date, Mr. Hung did not hold any interest in the Shares within the meaning of Part XV of the SFO. There is no service contract between the Company and Mr. Hung. Mr. Hung is not appointed for a specific term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. He is entitled to a director's fee, the amount of which is to be reviewed by the Board with reference to his experience together with his work and contribution to the Company. During the financial year ended 31 March 2017, Mr. Hung received a director's fee of HK\$350,000.

---

**APPENDIX II      BIOGRAPHICAL INFORMATION OF DIRECTORS TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

Save as disclosed above, (a) Mr. Hung did not hold any directorships in other listed public companies in the past three years; (b) he does not have any relationship with any other directors, senior management or substantial shareholders of the Company; (c) there is no other information which is discloseable pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (d) there are no other matters that need to be brought to the attention of the Shareholders.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### 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 Wednesday, 30 August 2017 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 2017;
2. To approve the payment of a final dividend for the year ended 31 March 2017 of HK2.4 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 authorise the Board to fix their remuneration;

\* For identification purpose only

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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 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 number of Shares 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 number of Shares in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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 of Bermuda 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 Directors 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 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 recognised 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 recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs, 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 number of 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 number of Shares in issue at the date of passing of this Resolution and approvals granted under paragraph 5B(a) of this Resolution shall be limited accordingly;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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 of Bermuda 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 number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors 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 number of 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 number of 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 31 July 2017 convening the annual general meeting of Asia Standard International Group Limited (“**Asia Standard**”) to be held on 30 August 2017 (the “**Asia Standard AGM Notice**”) and without prejudice to Resolution 6B set out in the Notice, the directors (the “**Asia Standard Directors**”) of Asia Standard be and are 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;



---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph 6A(a) of this Resolution shall authorise the Asia Standard Directors 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 number of Asia Standard Shares allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the Asia Standard Directors 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 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.

---

## NOTICE OF ANNUAL 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 Directors 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 recognised 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 number of Asia Standard Shares that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Asia Standard Directors 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 number of 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 number of 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 31 July 2017 convening the annual general meeting of Asia Standard Hotel Group Limited (“**AS Hotel**”) to be held on 30 August 2017 (the “**AS Hotel AGM Notice**”) and without prejudice to Resolution 7B set out in the Notice, the directors (the “**AS Hotel Directors**”) of AS Hotel be and are 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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph 7A(a) of this Resolution shall authorise the AS Hotel Directors 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 number of AS Hotel Shares allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the AS Hotel Directors 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 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.

---

## NOTICE OF ANNUAL 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 Directors 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 recognised 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 number of AS Hotel Shares that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the AS Hotel Directors 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 number of 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 number of 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 Resolutions as ordinary resolutions:

“**THAT** subject to and conditional upon (a) the passing of Resolution 7 set out in the Asia Standard AGM Notice, (b) the passing of Resolution 6 set out in the AS Hotel AGM Notice (“**AS Hotel Resolution 6**”); and (c) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, every AS Hotel Share to be issued pursuant to the exercise of options which may be granted under the AS Hotel Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of options under the share option scheme adopted by AS Hotel on 8 September 2016 (the “**AS Hotel Share Option Scheme**”) be and is hereby refreshed so that the total number of AS Hotel Shares to be allotted and issued upon exercise of any options to be granted under the AS Hotel Share Option Scheme and any other share option scheme of AS Hotel (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the AS Hotel Share Option Scheme or such other share option schemes of AS Hotel) shall not exceed 10% of the total number of AS Hotel Shares in issue as at the date of the passing of the AS Hotel Resolution 6 (the “**AS Hotel Refreshed Scheme Mandate Limit**”) **AND THAT** the AS Hotel Directors be and are hereby authorised to do such acts and incidental

---

## NOTICE OF ANNUAL GENERAL MEETING

---

things and execute such documents to effect the AS Hotel Refreshed Scheme Mandate Limit and to exercise all powers of AS Hotel to allot, issue and deal with the AS Hotel Shares pursuant to the exercise of such options.”

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

Hong Kong, 31 July 2017

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

*Head office and principal place  
of business in Hong Kong:*  
30th Floor  
MassMutual Tower  
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 or by a duly authorised corporate representative (as defined in the Bye-laws), 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 authorised corporate representative, 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 31 July 2017 containing information concerning the Resolutions proposed in this Notice.
6. The register of members of the Company will be closed from Friday, 25 August 2017 to Wednesday, 30 August 2017 (both days inclusive) for the purpose of identifying the Shareholders who are entitled to attend and vote at the annual general meeting and no transfer of Shares will be registered during such period. In order to qualify for the right to attend the

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 August 2017.

In addition, the register of members of the Company will be closed from Tuesday, 5 September 2017 to Wednesday, 6 September 2017 (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 Monday, 4 September 2017.

*As at the date hereof, the executive Directors are Mr. Fung Siu To, Clement, Mr. Poon Jing, Mr. Poon Hai, Mr. Poon Yeung, Roderick, 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.*