



## ASIA STANDARD HOTEL GROUP LIMITED

(泛海酒店集團有限公司)\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 292)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of the shareholders (“Shareholders”) of Asia Standard Hotel Group Limited (“Company”) will be held at 9:45 a.m. on Friday, 31 August 2007 at Basement 1, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong (or, if later, immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at the same place at 9:30 a.m. on 31 August 2007) for the purpose of considering and, if thought fit, passing the following Resolution:-

#### ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares of HK\$0.02 each (the “**Shares**”) in the capital of the Company which may fall to be issued upon exercise of the subscription rights attaching to the Warrants (as defined below), the Directors be and are hereby authorised:

- (A) to create and issue warrants (the “**Warrants**”) to subscribe for new Shares at any time during the period from the date of issue thereof to the date immediately preceding the date falling on the third anniversary of the date of issue of the Warrants (both dates inclusive) at the initial subscription price of HK\$0.146 per Share, subject to adjustment, upon the terms and conditions of the instrument by way of deed poll constituting the Warrants (the “**Warrant Instrument**”) (a copy of the draft Warrant Instrument, subject to further modifications, is marked “A” and signed by the Chairman of this meeting for the purpose of identification) by way of bonus issue to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company on 31 August 2007 (the “**Record Date**”) in the proportion of one Warrant for every five Shares then held **PROVIDED THAT** (a) the Warrants shall not be issued to the Excluded Shareholders (as defined in the circular of the Company to the Shareholders dated 9 August 2007 of which this notice forms part, a copy of which is marked “B” and signed by the Chairman of this meeting for the purpose of identification) but shall be sold through a private matching service to be provided by the Company or its agent and the net proceeds of sale, after deduction of expenses, shall be distributed in Hong Kong dollars to the Excluded Shareholders, if any, pro rata to their respective shareholdings unless the amount falling to be distributed to any such Excluded Shareholder is less than HK\$100, in which case it shall be retained for the benefit of the Company; and (b) fractional entitlements shall not be allotted but shall be aggregated and sold for the benefit of the Company;

\* For identification purposes only

- (B) to issue and allot to the holders of the Warrants the appropriate number of new Shares upon due exercise of the subscription rights attaching thereto; and
- (C) do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any or all of the transactions contemplated in this Resolution.”

By Order of the Board  
**Lee Tai Hay, Dominic**  
*Secretary*

Hong Kong, 9 August 2007

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

*Head office and principal place of  
business in Hong Kong:*  
30th Floor  
Asia Orient Tower  
Town Place  
33 Lockhart Road  
Wanchai  
Hong Kong

**Notes:**

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

4. Members are recommended to read the circular of the Company containing information concerning the resolution proposed in this notice.

*As at the date hereof, the executive Directors are Mr. Poon Jing, Dr. Lim Yin Cheng, Mr. Fung Siu To, Clement, Mr. Poon Tin Sau, Robert and Mr. Woo Wei Chun, Joseph; the non-executive Director is Mr. Liang Shangli; and the independent non-executive Directors are Mr. Ip Chi Wai, Mr. Leung Wai Keung, Richard and Mr. Hung Yat Ming.*