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## **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 the Special General Meeting (the “**SGM**”) of Asia Standard Hotel Group Limited (the “**Company**”) will be held at Empire Grand Room, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 17 December 2012 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (A) the Sale and Purchase Agreement (as defined in the circular (the “**Circular**”) of the Company dated 29 November 2012), a copy of which has been produced by the chairman of the meeting and marked “A” for identification, and the transactions contemplated thereunder be and are hereby approved;
- (B) the terms of the Deed of Assignment (as defined in the Circular), a copy of which has been produced by the chairman of the meeting and marked “B” for identification, be and are hereby approved; and
- (C) the Directors be and are hereby authorized to do all things and acts and sign all documents (under hand or under seal) which they consider desirable or expedient to implement and/or give effect to any matter relating to or in connection with the Transaction.”

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

Hong Kong, 29 November 2012

*Head office and principal place of  
business in Hong Kong:*

30th Floor  
Asia Orient Tower  
Town Place  
33 Lockhart Road  
Wanchai, Hong Kong

\* *For identification purposes only*

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's head office and principal place of business in Hong Kong at 30th Floor, Asia Orient Tower, Tower Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of any share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the person whose name stands first on the register of members of the Company in respect of such shares, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
4. The register of members of the Company will be closed from Tuesday, 11 December 2012 to Friday, 14 December 2012 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 11 December 2012.

*As at the date of this Announcement, the executive directors of the Company are Mr. Poon Jing, Dr. Lim Yin Cheng, Mr. Poon Hai, Mr. Fung Siu To, Clement and Mr. Woo Wei Chun, Joseph; and the independent non-executive directors of the Company are Mr. Ip Chi Wai, Mr. Leung Wai Keung and Mr. Hung Yat Ming.*