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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)



**ASIA STANDARD INTERNATIONAL
GROUP LIMITED**

泛海國際集團有限公司*
(Incorporated in Bermuda
with limited liability)
(Stock Code: 129)



**ASIA STANDARD HOTEL
GROUP LIMITED**

泛海酒店集團有限公司*
(Incorporated in Bermuda
with limited liability)
(Stock Code: 292)

**DISCLOSEABLE TRANSACTION
IN RELATION TO
ACQUISITION OF 12% CHINA EVERGRANDE NOTES DUE 2024**

THE ACQUISITION

On 9 March 2020, ASI Acquirer and ASH Acquirer acquired the 12% China Evergrande Notes on open market in the principal amounts of US\$10 million (equivalent to approximately HK\$78 million) and US\$10 million (equivalent to approximately HK\$78 million), at a consideration of US\$9.475 million (equivalent to approximately HK\$73.9 million) and US\$9.35 million (equivalent to approximately HK\$72.9 million), respectively.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Acquisition, after aggregation with the Previous Acquisitions, exceeds 5% but is or are less than 25% for each of AO, ASI and ASH, the Acquisition constitutes a discloseable transaction for each of AO, ASI and ASH, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

On 9 March 2020, ASI Acquirer and ASH Acquirer acquired the 12% China Evergrande Notes on open market in the principal amounts of US\$10 million (equivalent to approximately HK\$78 million) and US\$10 million (equivalent to approximately HK\$78 million), at a consideration of US\$9.475 million (equivalent to approximately HK\$73.9 million) and US\$9.35 million (equivalent to approximately HK\$72.9 million), respectively.

In view that the Acquisition was conducted through open market, AO, ASI and ASH are not aware of the identities of the vendors of the 12% China Evergrande Notes. To the best of the knowledge, information and belief of the AO Directors, the ASI Directors and the ASH Directors having made all reasonable enquiries, the vendors of the 12% China Evergrande Notes and their respective ultimate beneficial owners are Independent Third Parties of AO, ASI and ASH.

INFORMATION ON THE 12% CHINA EVERGRANDE NOTES

Issuer	:	China Evergrande
Acquisition price	:	ASI Acquirer: US\$9.475 million (equivalent to approximately HK\$73.9 million) ASH Acquirer: US\$9.35 million (equivalent to approximately HK\$72.9 million)
Date of Acquisition	:	9 March 2020
Date of settlement	:	11 March 2020
Total issue size	:	US\$1,000 million in aggregate
Principal amount of the Acquisition	:	ASI Acquirer: US\$10 million (equivalent to approximately HK\$78 million) ASH Acquirer: US\$10 million (equivalent to approximately HK\$78 million)
Interest rate and payment	:	The 12% China Evergrande Notes bear interest at the rate of 12.0% per annum. Interest will be payable semi-annually in arrears on 22 January and 22 July of each year, beginning on 22 July 2020
Maturity date	:	22 January 2024

Ranking of the 12% China Evergrande Notes : The 12% China Evergrande Notes are (1) general obligations of China Evergrande, (2) at least *pari passu* in right of payment against China Evergrande with the existing *pari passu* secured indebtedness and all other unsecured, unsubordinated indebtedness of China Evergrande (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law), (3) senior in right of payment to any existing and future obligations of China Evergrande expressly subordinated in right of payment to the 12% China Evergrande Notes, (4) guaranteed by the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) on a senior basis, subject to certain limitations, (5) effectively subordinated to the other secured obligations of China Evergrande, the Subsidiary Guarantors and the JV Subsidiary Guarantors, to the extent of the value of the assets serving as security therefor (other than the collateral securing the 12% China Evergrande Notes), and (6) effectively subordinated to all existing and future obligations of the non-guarantor subsidiaries

Optional redemption for the 12% China Evergrande Notes : On or after 22 January 2022, China Evergrande may on any one or more occasions redeem all or any part of the 12% China Evergrande Notes, at the redemption prices (expressed as percentages of principal amount) set forth below, plus accrued and unpaid interest, if any, on the 12% China Evergrande Notes redeemed, to (but not including) the applicable date of redemption, if redeemed during the twelve-month period beginning on 22 January of the years indicated below:

Year	Redemption price
2022	106.0%
2023 and thereafter	103.0%

At any time prior to 22 January 2022, China Evergrande may at its option redeem the 12% China Evergrande Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 12% China Evergrande Notes redeemed plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date

At any time and from time to time prior to 22 January 2022, China Evergrande may redeem up to 35% of the aggregate principal amount of the 12% China Evergrande Notes at a redemption price of 112.0% of the principal amount of the 12% China Evergrande

Notes redeemed, plus accrued and unpaid interest, if any, with the proceeds from sales of certain kinds of its capital stock, subject to certain conditions

Listing : The 12% China Evergrande Notes are listed and quoted on the SGX-ST

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Acquisition forms part of the investing activities of ASI Group and ASH Group, which are conducted in their ordinary and usual course of business. Each of ASI Group and ASH Group intends to fund the Acquisition price of the 12% China Evergrande Notes by its internal cash resources.

Having considered the terms of the 12% China Evergrande Notes (including the Acquisition price, the interest rate and the maturity date), the AO Directors, the ASI Directors and the ASH Directors respectively are of the view that the terms of the 12% China Evergrande Notes are fair and reasonable and the Acquisition is in the interests of AO, ASI and ASH and their respective shareholders as a whole.

INFORMATION ON AO, ASI, ASH, ASI ACQUIRER AND ASH ACQUIRER

AO is a limited liability company incorporated in Bermuda whose shares are listed on the Main Board. AO and its subsidiaries are principally engaged in property management, development and investment, hotel operations and securities investments.

ASI is a limited liability company incorporated in Bermuda whose shares are listed on the Main Board. ASI and its subsidiaries are principally engaged in investment and development of commercial, retail and residential properties in Hong Kong and the PRC and securities investments. Through ASH, ASI is also involved in hotel operations.

ASH is a member of ASI Group and a limited liability company incorporated in Bermuda whose shares are listed on the Main Board. The principal activity of ASH is investment holding. The principal activities of the subsidiaries of ASH consist of holding and operating hotels, property development and securities investments.

ASI Acquirer is a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ASI. As at the date hereof, it is principally engaged in securities investment.

ASH Acquirer is a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ASH. As at the date hereof, it is principally engaged in securities investment.

INFORMATION ON CHINA EVERGRANDE

China Evergrande was founded in 1996 in Guangzhou City, Guangdong Province, the PRC and has established an overall industry layout leveraging in real estate development as its foundation, developing cultural tourism and health and wellbeing management industries as complementary pillars, and focusing in new energy vehicles as a lead growth driver. It is ranked 138th in the Fortune Global 500 in 2019.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Acquisition, after aggregation with the Previous Acquisitions, exceeds 5% but is or are less than 25% for each of AO, ASI and ASH, the Acquisition constitutes a discloseable transaction for each of AO, ASI and ASH, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

Unless the context otherwise requires, the following terms have the following meanings in this joint announcement:

“12% China Evergrande Notes”	the 12% senior notes due 2024 in the aggregate principal amount of US\$1,000 million issued by China Evergrande, which will mature on 22 January 2024
“12% Scenery Notes”	the 12% senior notes due 2023 in the aggregate principal amount of US\$2,000 million issued by Scenery Journey Limited, an indirect subsidiary of China Evergrande, which will mature on 24 October 2023
“Acquisition”	the acquisition of the 12% China Evergrande Notes by ASI Acquirer and/or ASH Acquirer (as the case may be)
“AO”	Asia Orient Holdings Limited (Stock Code: 214), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board
“AO Director(s)”	the director(s) of AO, including the independent non-executive director(s)
“AO Group”	AO and its subsidiaries, including ASI Group and ASH Group
“ASH”	Asia Standard Hotel Group Limited (Stock Code: 292), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board

“ASH Acquirer”	Greatime Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ASH
“ASH Director(s)”	the director(s) of ASH, including the independent non-executive director(s)
“ASH Group”	ASH and its subsidiaries
“ASI”	Asia Standard International Group Limited (Stock Code: 129), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board
“ASI Acquirer”	Techfull Properties Corp., a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ASI
“ASI Director(s)”	the director(s) of ASI, including the independent non-executive director(s)
“ASI Group”	ASI and its subsidiaries, including ASH Group
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“China Evergrande”	China Evergrande Group (Stock Code: 3333), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) or company(ies) which is/are third party(ies) independent of AO, ASI or ASH (as the case may be) and each of its connected persons
“JV Subsidiary Guarantor(s)”	certain subsidiary(ies) of China Evergrande, other than the Subsidiary Guarantors, that guarantee China Evergrande’s obligations under the 12% China Evergrande Notes
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange

“percentage ratio(s)”	has the same meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China, and for the purpose of this joint announcement, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Previous Acquisitions”	the previous subscriptions in January 2020 of (i) the 12% China Evergrande Notes by AO Group, ASI Group and ASH Group in the principal amounts of US\$10 million, US\$22 million and US\$18 million, respectively, on a non-consolidated and standalone basis; and (ii) the 12% Scenery Notes by ASI Group and ASH Group in the principal amounts of US\$50 million and US\$50 million, respectively, on a non-consolidated and standalone basis
“SGX-ST”	the Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantor(s)”	the subsidiaries of China Evergrande which guarantee the 12% China Evergrande Notes, other than the JV Subsidiary Guarantors
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent

In this joint announcement, amounts denominated in US\$ are converted into HK\$ at the rate of US\$1.00 = HK\$7.80. Such conversion rate is for illustration purpose only and should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate or at all.

By Order of the Board of
**Asia Orient
Holdings Limited**
Fung Siu To, Clement
Chairman

By Order of the Board of
**Asia Standard International
Group Limited**
Fung Siu To, Clement
Chairman

By Order of the Board of
**Asia Standard Hotel
Group Limited**
Lim Yin Cheng
*Deputy Chairman and
Chief Executive*

Hong Kong, 10 March 2020

As at the date of this joint announcement,

- (a) the executive directors of AO 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 of AO are Mr. Cheung Kwok Wah, Mr. Hung Yat Ming and Mr. Wong Chi Keung;*
- (b) the executive directors of ASI 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 of ASI are Mr. Koon Bok Ming, Alan, Mr. Leung Wai Keung and Mr. Wong Chi Keung; and*
- (c) the executive directors of ASH are Mr. Poon Jing, Dr. Lim Yin Cheng, Mr. Poon Hai, Mr. Poon Yeung, Roderick, Mr. Fung Siu To, Clement and Mr. Woo Wei Chun, Joseph and the independent non-executive directors of ASH are Mr. Ip Chi Wai, Mr. Leung Wai Keung and Mr. Hung Yat Ming.*

** for identification purpose only*