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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Asia Orient Holdings Limited, you should at once hand this circular with the accompanying form of 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).

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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)**

**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,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board of Asia Orient Holdings Limited (the “Company”) is set out on pages 4 to 8 of this circular.

A notice convening the Annual General Meeting of the Company to be held on Thursday, 23 August 2012 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 15 to 23 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 purposes only*

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## DEFINITIONS

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

“Annual General Meeting”	the 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 Thursday, 23 August 2012 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 50.54% owned Subsidiary of the Company;
“Asia Standard AGM”	the 2012 annual general meeting of Asia Standard to be held on Thursday, 23 August 2012 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 70.06%-owned subsidiary of Asia Standard;

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## DEFINITIONS

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“AS Hotel AGM”	the 2012 annual general meeting of AS Hotel to be held on Thursday, 23 August 2012 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 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 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 Shareholder(s)”	holder(s) of the AS Hotel Shares from time to time;
“Associates”	has the same meanings as defined in the Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company, as amended from time to time;
“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;
“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;

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	23 July 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting as set out on pages 15 to 23 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;
“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. 32 of the Laws of Hong Kong) or the Companies Act 1981 of Bermuda (as amended)), whether incorporated in Hong Kong, Bermuda or elsewhere;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases; and
“%”	per cent.

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LETTER FROM THE BOARD

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**ASIA ORIENT HOLDINGS LIMITED**

**滙漢控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 214)**

*Executive Directors:*

Mr. Fung Siu To, Clement (*Chairman*)  
Dr. Lim Yin Cheng (*Deputy Chairman*)  
Mr. Poon Jing (*Managing Director and Chief Executive*)  
Mr. Poon Hai  
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  
Asia Orient Tower  
Town Place  
33 Lockhart Road  
Wanchai  
Hong Kong

25 July 2012

*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, AND  
NOTICE OF ANNUAL GENERAL MEETING**

**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;

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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- (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; and
- (4) the re-election of the retiring Directors.

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 25 August 2011, 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 aggregate nominal amount 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 23 August 2012 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 714,157,660 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 142,831,532 and 71,415,766 Shares respectively, representing 20% and 10% of the Company's issued share capital as at the date of the Annual General Meeting.

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 2013, 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.

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## LETTER FROM THE BOARD

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

At the annual general meeting of Asia Standard Shareholders held on 25 August 2011, 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 23 August 2012 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 1,230,142,122 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 246,028,424 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 2013, 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.

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

At the annual general meeting of AS Hotel Shareholders held on 25 August 2011, 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 resolution approving such grant. Such general mandate will shortly expire on 23 August 2012 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 1,549,842,336 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 309,968,467 AS Hotel Shares, representing 20% of the issued share capital of AS Hotel as at the date of the AS Hotel AGM.



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## LETTER FROM THE BOARD

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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 2013, 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, the Directors retiring by rotation at the Annual General Meeting are Messrs. Kwan Po Lam, Phileas and Cheung Kwok Wah. In compliance with the Corporate Governance Code, Mr. Poon Jing shall be subject to retirement. Mr. Poon Hai was appointed by the Board with effect from 9 July 2012. In compliance with relevant provisions of the Bye-Laws, Mr. Poon Hai shall retire at the next following annual general meeting of the Company after his appointment but will then be eligible for re-election. Messrs. Poon Jing, Poon Hai, Kwan Po Lam, Phileas and Cheung Kwok Wah, 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.

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. ANNUAL GENERAL MEETING**

The Notice of Annual General Meeting (as appearing on pages 15 to 23 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; and (d) the re-election of Directors.

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 share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre,

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## LETTER FROM THE BOARD

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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.

### 7. 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)).

### 8. ADDITIONAL INFORMATION

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

### 9. RECOMMENDATION

The Directors believe that the proposed resolutions 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*

*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 2012) 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 714,157,660 Shares. Subject to the passing of Ordinary Resolution no. 4B set out in the Notice of Annual General Meeting approving the Repurchase Mandate on the basis of 714,157,660 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 71,415,766 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.

#### 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:

	Traded Market Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2011</b>		
July	1.74	1.58
August	1.74	1.49
September	1.65	1.15
October	1.25	0.98
November	1.25	1.00
December	1.10	0.97
<b>2012</b>		
January	1.05	0.97
February	1.29	1.04
March	1.29	1.14
April	1.34	1.05
May	1.20	0.99
June	1.13	0.96
July (up to the Latest Practicable Date)	1.10	1.00

#### 5. UNDERTAKING

##### (a) Directors, their Associates and 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 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 connected person of the Company (as defined in the Listing Rules) 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 Company is authorized to make purchase of securities.

##### (b) Undertaking of the Directors

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchase 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 342,969,033 Shares, representing approximately 48.02% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the percentage interest of Mr. Poon Jing and his associates would be increased to approximately 53.36% of the issued share capital of the Company. As a result, Mr. Poon Jing would be required to make a general offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full. However, the Directors have no present intention to repurchase Shares to such extent. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall 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).

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

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

### **Poon Jing**

Aged 57. Managing Director and Chief Executive of the Company. He is also the managing director, chief executive and an executive director of Asia Standard and the chairman and an executive director of AS Hotel. He is the father of Mr. Poon Hai, the Executive Director of the Company and also an executive director of both Asia Standard and AS Hotel. He is also the brother-in-law of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman and Deputy Chairman of the Company respectively.

As at the Latest Practicable Date, Mr. Poon Jing had interests in (i) 342,969,033 Shares (including personal interest of 205,026,822 Shares, family interest of 4,873,940 Shares and corporate interest of 133,068,271 Shares); and (ii) 1,132,719,542 AS Hotel Shares (including personal interest of 50,050 AS Hotel Shares and corporate interest of 1,132,669,492 AS Hotel Shares). He also held options to subscribe for 515,544 Asia Standard Shares at the subscription price of HK\$3.15 per Asia Standard Share. Save as disclosed above, as at the Latest Practicable Date, Mr. Poon Jing did not have any interest in the Company within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Poon Jing. Mr. Poon Jing 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 Corporate Governance Code. 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 2012, Mr. Poon Jing received emolument in the total amount of HK\$27,486,000.

Save as disclosed above, (a) Mr. Poon Jing 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.

### **KWAN Po Lam, Phileas**

Aged 53. An Executive Director of the Company and Asia Standard. Mr. Kwan is a holder of a Bachelor of Business Administration degree. He joined the Group in 1986 and is responsible for property sales and leasing. He has over 25 years of experience in property sales, leasing and real estate management.

As at the Latest Practicable Date, Mr. Kwan held options to subscribe for 2,126,301 Shares at the subscription price of HK\$1.4315 per Share, options to subscribe for 2,062,176 Asia Standard Shares at the subscription price of HK\$3.15 per Asia Standard Share and options to subscribe for 8,000,000 AS Hotel Shares at the subscription price of HK\$1.3 per AS Hotel Share. Save as disclosed above, as at the Latest Practicable Date, Mr. Kwan did not have any interest in the Company within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Kwan.

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

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Mr. Kwan 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 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 2012, Mr. Kwan received emolument in the total amount of HK\$6,580,000.

Save as disclosed above, (a) Mr. Kwan 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.

### **CHEUNG Kwok Wah**

Aged 55. An Independent Non-executive Director and a member of the Audit Committee of the Company. Mr. Cheung has over 20 years of experience in the finance field, during which he held various senior management positions with many public listed companies. He is a solicitor of Hong Kong, and is now the Chief Business Development Officer of Future Bright Holdings Limited. He joined the Group in June 1996.

Mr. Cheung 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. Cheung 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. Cheung 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. Cheung 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.

As at the Latest Practicable Date, Mr. Cheung did not hold any interest in the Group within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Cheung. Mr. Cheung 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 2012, Mr. Cheung received a director's fee of HK\$200,000.

Save as disclosed above, (a) Mr. Cheung 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.

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

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**POON Hai**

Aged 27. An Executive Director of the Company. Mr. Poon Hai holds a Bachelor of Commerce degree from the University of British Columbia. Mr. Poon Hai joined the Group in 2009. He is also an executive director and the development manager of Asia Standard and AS Hotel respectively, and a director of certain subsidiaries of the Company. He is the son of Mr. Poon Jing, the Managing Director, Chief Executive and controlling shareholder of the Company, and the nephew of Mr. Fung Siu To Clement and Dr. Lim Yin Cheng, the Chairman and the Deputy Chairman of the Company, respectively.

Mr. Poon Hai does not have a director's service contract with the Company. Mr. Poon Hai 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. No director's fee is payable to Mr. Poon Hai for his service as an Executive Director of the Company, but Mr. Poon Hai is entitled to an annual salary of approximately HK\$730,000 from Asia Standard and a discretionary bonus and such other benefit schemes as the remuneration committee of the Board may determine having regard to, among other things, his performance and the operation results of the Group in respect of the relevant financial year of the Company.

Save as disclosed above, (a) Mr. Poon Hai has no relationship with any Directors, senior management or substantial shareholders of the Company, (b) Mr. Poon Hai does not have any interest in the securities of the Company within the meaning of Part XV of the SFO, (c) Mr. Poon Hai has not been a director of any other listed companies in the past three years, (d) there is no information relating to Mr. Poon Hai that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and (e) there are no other matters that need to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### 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 Thursday, 23 August 2012 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 2012;
2.
  - (a) To re-elect Mr. Poon Jing as an Executive Director;
  - (b) To re-elect Mr. Kwan Po Lam, Phileas as an Executive Director;
  - (c) To re-elect Mr. Cheung Kwok Wah as an Independent Non-executive Director;
  - (d) To re-elect Mr. Poon Hai as an Executive Director; and
  - (e) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To appoint auditors and authorize the Board to fix their remuneration;

\* *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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4. 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 4A(c) of this Resolution and without prejudice to Resolution 4C 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 4A(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 4A(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 nominal amount of share capital 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 4A(a) and 4A(b) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph 4A(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 aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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 Board 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 Board 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 recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

**B. “THAT**

- (a) subject to paragraph 4B(b) of this Resolution, the Directors be and are generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 4B(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 recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Repurchases, 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 nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph 4B(a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and approvals granted under paragraph 4B(a) of this Resolution shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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 4A and 4B in the Notice of which this Resolution forms part being passed, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to and in accordance with the approval given in Resolution 4A set out in the Notice be and is hereby increased and extended by the addition of the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to and in accordance with the approval given in Resolution 4B set out in the Notice provided that such amount shall not exceed the aggregate nominal amount of the Shares repurchased pursuant to the said Resolution 4B and the said approval shall be limited accordingly.”

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 (i) paragraph 5A(c) of this Resolution; and (ii) the passing of resolution 5A (“**Asia Standard Resolution 5A**”) as set out in the notice dated 25 July 2012 convening the annual general meeting of Asia Standard International Group Limited (“**Asia Standard**”) to be held on 23 August 2012 (the “**Asia Standard AGM Notice**”) and without prejudice to Resolution 5B set out in the Notice, the board (the “**Asia Standard Board**”) of directors (the “**Asia Standard Directors**”) of Asia Standard be and is generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 5A(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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph 5A(a) of this Resolution shall authorise the Asia Standard Board 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 nominal amount of share capital allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the Asia Standard Board 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 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 aggregate nominal amount 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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 Board 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 recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

- B. “**THAT** subject to the passing of (a) Resolution 5A 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 nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Asia Standard Board 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 nominal amount of the 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 nominal amount of the Asia Standard Shares repurchased pursuant to the said Asia Standard 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; (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 4A (“**AS Hotel Resolution 4A**”) as set out in the notice dated 25 July 2012 convening the annual general meeting of Asia Standard Hotel Group Limited (“**AS Hotel**”) to be held on 23 August 2012 (the “**AS Hotel AGM Notice**”) and without prejudice to Resolution 6B set out in the Notice, the board (the “**AS Hotel Board**”) of directors (the “**AS Hotel Directors**”) of AS Hotel be and is generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 6A(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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph 6A(a) of this Resolution shall authorise the AS Hotel Board 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 nominal amount of share capital allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the AS Hotel Board 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 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 aggregate nominal amount 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 4A by an ordinary resolution of the shareholders of AS Hotel in 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 Board made to

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## NOTICE OF ANNUAL GENERAL MEETING

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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 recognized 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; (b) resolution 6B as set out in the Asia Standard AGM Notice; and (c) AS Hotel Resolution 4A and resolution 4B (“**AS Hotel Resolution 4B**”) as set out in the AS Hotel AGM Notice, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the AS Hotel Board 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 nominal amount of the AS Hotel Shares which may be repurchased by AS Hotel pursuant to and in accordance with the approval given in AS Hotel Resolution 4B provided that such amount shall not exceed the aggregate nominal amount of the AS Hotel Shares repurchased pursuant to the said AS Hotel Resolution 4B and the said approval shall be limited accordingly.”

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

Hong Kong, 25 July 2012



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## NOTICE OF ANNUAL GENERAL MEETING

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*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.
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, 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, 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 25 July 2012 containing information concerning the Resolutions proposed in this Notice.
6. The register of members of the Company will be closed from Tuesday, 21 August 2012 to Thursday, 23 August 2012 (both days inclusive) for the purpose of identifying the Shareholders who are entitled to attend and vote at the annual general meeting during which period no transfer of Shares will be registered. In order to qualify for the right to attend the 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 August 2012.

*As at the date hereof, the executive Directors are Mr. Fung Siu To Clement, Dr. Lim Yin Cheng, Mr. Poon Jing, Mr. Poon Hai, 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.*

*\* For identification purpose only*