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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 Standard Hotel Group 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 STANDARD HOTEL GROUP LIMITED**

**泛海酒店集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 292)**

**GENERAL MANDATES TO  
ISSUE SHARES AND REPURCHASE SHARES,  
PROPOSED REFRESHMENT OF THE SCHEME MANDATE  
LIMIT OF THE SHARE OPTION SCHEME,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board of Asia Standard Hotel Group Limited (the “**Company**”) is set out on pages 4 to 9 of this circular.

A notice convening the AGM 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 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM 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 AGM, 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 in the Appendices), unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the 2017 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 10:00 a.m.;
“AO AGM”	the 2017 annual general meeting of Asia Orient 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.;
“AO Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of Asia Orient;
“AO Shareholder(s)”	the holder(s) of the AO Share(s) from time to time;
“Asia Orient”	Asia Orient Holdings Limited, an exempted company incorporated under the laws of Bermuda with limited liability whose AO Shares are listed on the Main Board of the Stock Exchange and the holding company of ASIGL;
“ASIGL”	Asia Standard International Group Limited, an exempted company incorporated under the laws of Bermuda with limited liability whose ASIGL Shares are listed on the Main Board of the Stock Exchange and the holding company of the Company;
“ASIGL AGM”	the 2017 annual general meeting of ASIGL 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.;
“ASIGL Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of ASIGL;
“ASIGL Shareholder(s)”	the holder(s) of the ASIGL Share(s) from time to time;
“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;

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## DEFINITIONS

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“Company”	Asia Standard Hotel Group 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;
“Directors”	the directors of the Company;
“Eligible Participants”	any persons who satisfy the eligibility criteria for participating in the Share Option Scheme as set out in such scheme;
“General Mandates”	the Share Issue Mandate and the Repurchase Mandate to be sought at the AGM as set out in the Notice of AGM;
“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;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Memorandum of Association”	the memorandum of association of the Company;
“Notice of AGM”	the notice convening the AGM as set out on pages 15 to 19 of this circular;
“Option(s)”	share option(s) to subscribe for new Shares granted pursuant to the Share Option Scheme;
“Proposed Refreshment”	the Scheme Mandate Limit proposed to be refreshed by the Shareholders at the AGM pursuant to which the Board may grant options to Eligible Participants under the Share Option Scheme and any other share option schemes of the Company to subscribe for up to 10% of the Shares in issue as at the date of the AGM;

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## DEFINITIONS

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“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM 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;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company and which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders, the ASIGL Shareholders and the AO Shareholders and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders, the ASIGL Shareholders and the AO Shareholders;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of HK\$0.02 each in the share capital of the Company;
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM 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;
“Share Option Scheme”	the share option scheme adopted by the Company on 8 September 2016 ;
“Shareholder(s)”	the registered holder(s) of the Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Poon Jing (*Chairman*)  
Dr. Lim Yin Cheng  
(*Deputy Chairman and Chief Executive*)  
Mr. Poon Hai  
Mr. Poon Yeung, Roderick  
Mr. Fung Siu To, Clement  
Mr. Woo Wei Chun, Joseph

*Independent Non-executive Directors:*

Mr. Ip Chi Wai  
Mr. Leung Wai Keung  
Mr. Hung Yat Ming

*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,  
PROPOSED REFRESHMENT OF THE SCHEME MANDATE  
LIMIT OF THE SHARE OPTION SCHEME,  
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 AGM 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 Proposed Refreshment of the Scheme Mandate Limit; and
- (3) the re-election of the retiring Directors.

This circular will further give the Shareholders the Notice of AGM 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; 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 AGM. 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 AGM. 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 AGM 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 2,018,040,477 Shares. Assuming that there is no issue of Shares or any repurchase of Shares from the Latest Practicable Date up to the date of the AGM, 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 403,608,095 and 201,804,047 Shares respectively, representing 20% and 10%, respectively, of the Company's issued share capital as at the date of the AGM.

The Share Issue Mandate is conditional upon (a) the passing of an ordinary resolution of the Shareholders at the AGM approving the grant of the Share Issue Mandate; (b) the passing of an ordinary resolution by the ASIGL Shareholders at the ASIGL AGM approving the grant of the Share Issue Mandate to the Directors; and (c) the passing of an ordinary resolution by the AO Shareholders at the AO AGM approving the grant of the Share Issue Mandate to the Directors.

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 a 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. PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

#### Proposed Refreshment

The Company 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 option 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 Shares remain outstanding under the 2006 Share Option Scheme.

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

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

On 16 February 2017, the Company announced the completion of the bonus issue of Shares (the “**Bonus Issue**”) to fulfill the public float requirement under the Listing Rules. The Company as such has issued a total of 447,569,392 bonus shares of the Company (the “**Bonus Shares**”) and 2,693,204,266 convertible notes of the Company on 23 February 2017 under the Bonus Issue. As a result of the Bonus Issue, the number of Shares in issue has been increased to 2,017,956,221 Shares immediately after the issue of the Bonus Shares. The percentage of Shares held by the public has been increased from 14.276% to 33.283% immediately after the issue of the Bonus Shares. Subsequent to the Bonus Issue, some Shareholders exercised the convertible notes and converted into 84,256 Shares.

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

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## LETTER FROM THE BOARD

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

As mentioned in the above paragraph, the Scheme Mandate Limit if so refreshed and approved by the Shareholders at the AGM will be up to 201,804,047 Shares which, together with the options to subscribe for 28,800,000 Shares remaining outstanding under the 2006 Share Option Scheme, represent approximately 11.42% of the 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 Shares in issue and the existing Scheme Mandate Limit available to be granted to the Eligible Participants represents only 7.78% of the total number of Shares in issue, the Directors consider that it is in the interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to permit the grant of further Options under the Share Option Scheme so as to provide incentives to and recognise the contribution of the Eligible Participants, including the Group's employees, under the Share Option Scheme.

At the AGM, an ordinary resolution will be proposed to the Shareholders to approve the Proposed Refreshment so to allow the Company to grant further Options under the Share Option Scheme for subscription of up to 201,804,047 Shares, representing 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the AGM, the ASIGL Shareholders at the ASIGL AGM and the AO Shareholders at the AO AGM, assuming that the number of Shares in issue remains unchanged prior to the date of the AGM.

### **Conditions of the Proposed Refreshment**

The Proposed Refreshment is conditional upon:

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

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## LETTER FROM THE BOARD

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

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

### **4. RE-ELECTION OF DIRECTORS**

In accordance with Bye-Law 99 of the Bye-Laws, one-third of the Directors (other than the Chairman of the Board and the Managing Director) for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation at the AGM. Accordingly, the Directors retiring at the AGM are Dr. Lim Yin Cheng, Mr. Fung Siu To, Clement and Mr. Leung Wai Keung, whom, 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 AGM are set out in Appendix II to this circular.

Mr. Leung Wai Keung 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. Leung 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. Leung 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. Leung 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 AGM.

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.

### **5. ANNUAL GENERAL MEETING**

The Notice of AGM (as appearing on pages 15 to 19 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 Proposed Refreshment of the Scheme Mandate Limit; and (c) the re-election of Directors.

A form of proxy is herewith enclosed for use at the AGM. If you are not able to attend the AGM 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

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## LETTER FROM THE BOARD

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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 AGM. Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so wish.

### 6. VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the Chairman of the AGM, 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 AGM will therefore demand a poll for every resolution put to the vote of the AGM in accordance with Bye-Law 70 of the Bye-Laws.

The results of the poll will be published after the conclusion of the AGM on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.asiastandardhotelgroup.com](http://www.asiastandardhotelgroup.com)).

### 7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Biographical Information of Directors to be Re-elected at the AGM) to this circular.

### 8. 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.

### 9. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of (i) the grant of the General Mandates to the Directors, (ii) the Proposed Refreshment of the Scheme Mandate Limit, and (iii) the re-election of the retiring Directors as set out in the Notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**ASIA STANDARD HOTEL GROUP LIMITED**  
**Lim Yin Cheng**  
*Deputy Chairman*

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

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*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 provisions of the Memorandum of Association 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 2,018,040,477 Shares. Subject to the passing of Ordinary Resolution no. 5B set out in the Notice of AGM approving the Repurchase Mandate on the basis of 2,018,040,477 Shares in issue at the date of the AGM (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 201,804,047 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 next annual general meeting of the Company is required by the Bye-Laws or any relevant laws to be held or when revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

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

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**4. SHARE PRICES**

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	suspended	suspended
August	suspended	suspended
September	suspended	suspended
October	suspended	suspended
November	suspended	suspended
December	suspended	suspended
<b>2017</b>		
January	suspended	suspended
February	0.530	0.480
March	0.485	0.375
April	0.445	0.385
May	0.500	0.400
June	0.730	0.485
July (up to the Latest Practicable Date)	0.590	0.520

**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 powers of the Company to make purchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of Bermuda and in accordance with the Memorandum of Association and the Bye-Laws.

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

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### **(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, Asia Orient and ASIGL, in which Asia Orient has a controlling interest, together held 1,346,158,049 Shares, representing approximately 66.70% of the issued capital of the Company. Mr. Poon Jing (an Executive Director and having a controlling interest in Asia Orient) is personally interested in 152,490 Shares, representing approximately 0.008% of the issued capital of the Company. Assuming the full exercise of the power under the Repurchase Mandate (and if the present shareholdings remain the same), the interest of Asia Orient, ASIGL and Mr. Poon Jing in the issued share capital of the Company will be increased to approximately 74.13%. The exercise of the Repurchase Mandate in full would not result in Asia Orient, ASIGL and Mr. Poon Jing becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are 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 requirement under the Listing Rules. The Directors will not repurchase Shares on the Stock Exchange if the repurchase would result in the Company being unable to comply with the requirement of maintaining a minimum public float of 25% under the Listing Rules.

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

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

*Pursuant to the Listing Rules, the biographical and other details of the retiring Directors standing for re-election at the AGM are set out below:*

**LIM Yin Cheng — Executive Director**

Aged 72, is the Deputy Chairman, the Chief Executive, an Executive Director and a member of the Remuneration Committee of the Company. He is also a Director of certain subsidiaries of the Company. Dr. Lim is a holder of a Bachelor of Science (Chemical Engineering) and Doctor of Philosophy degrees. He has over 30 years of experience in engineering, project management and administration. He joined the Group in 1994. Dr. Lim is the uncle of Mr. Poon Hai and Mr. Poon Yeung, Roderick, both of them are the Executive Directors of the Company. He is also the brother-in-law of Mr. Poon Jing, the Chairman of the Company.

As at the Latest Practicable Date, Dr. Lim 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 Dr. Lim. 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, Dr. Lim received emolument in the total amount of HK\$2,340,553. Dr. Lim is not appointed for a specific term and is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Bye-Laws.

Save as disclosed above, (a) Dr. Lim 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 Rules 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.

**FUNG Siu To, Clement — Executive Director**

Aged 68, is an Executive Director of the Company. Mr. Fung is also the Chairman, an Executive Director and a member of the Remuneration Committee of ASIGL and Asia Orient. He is also a Director of certain subsidiaries of the Company. Mr. Fung is a holder of a Bachelor of Applied Science (Civil Engineering) degree and is also a fellow member of the Hong Kong Institution of Engineers. He joined the Group in 1994 and has over 30 years of experience in project management and construction. Mr. Fung is the uncle of Mr. Poon Hai and Mr. Poon Yeung, Roderick, both of them are the Executive Directors of the Company. He is also the brother-in-law of Mr. Poon Jing, the Chairman of the Company.

As at the Latest Practicable Date, Mr. Fung 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. Fung. 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. Fung did not receive any emolument. Mr. Fung is not appointed for a specific term and is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Bye-Laws.

Save as disclosed above, (a) Mr. Fung 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 Rules 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.

#### **LEUNG Wai Keung — Independent Non-executive Director**

Aged 54, is an Independent Non-executive Director and a member of the Audit Committee of the Company. Mr. Leung is currently a Barrister-at-Law. He has about 10 years of experience in accounting and financial management in several firms and thereafter been practicing as a barrister since 1996. He is also an Independent Non-executive Director, a member of the Audit Committee and the Remuneration Committee of ASIGL. Mr. Leung is a member of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries (“HKICS”), The Association of Chartered Certified Accountants, The Institute of Chartered Secretaries and Administrators and The Chartered Institute of Arbitrators. He was admitted to the High Court of Hong Kong as a barrister in 1994. He holds a master degree in Accounting and Finance from University of Lancaster and obtained a bachelor of laws from Manchester Metropolitan University. He was the President of HKICS in 2006. In 2007, Mr. Leung was appointed by the Government to sit on various statutory tribunals such as the Guardianship Board, the Registration of Persons Tribunal, the Board of Review and others. Currently, Mr. Leung also holds the position as the Chairman of the Appeal Board for the Hotel and Guesthouse Accommodation, the Clubs (Safety of Premises) and Bedspace Apartments. Mr. Leung joined the Group in 2004.

As at the Latest Practicable Date, Mr. Leung 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. Leung. He is entitled to a director’s fee, the amount of which is to be determined 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. Leung received a director’s fee of HK\$150,000. Mr. Leung is not appointed for a specific term and is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Bye-Laws.

Save as disclosed above, (a) Mr. Leung 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 Rules 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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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of the shareholders (the “**Shareholders**”) 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 Wednesday, 30 August 2017 at 10:00 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 of the Company 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 HK0.64 cents per share of HK\$0.02 each (the “**Shares**”) in the capital of the Company;
3.
  - (a) To re-elect Dr. Lim Yin Cheng as an Executive Director;
  - (b) To re-elect Mr. Fung Siu To, Clement as an Executive Director;
  - (c) To re-elect Mr. Leung Wai Keung 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 of the Company for the ensuing year and to authorise the Board to fix their remuneration;
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; (ii) the passing of resolution 6A as set out in the notice dated 31 July 2017 convening the annual general meeting of Asia Standard International Group Limited to be held on 30 August 2017 (the “**ASI AGM Notice**”); and (iii) the passing of resolution 7A as set out in the notice dated 31 July

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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2017 convening the annual general meeting of Asia Orient Holdings Limited to be held on 30 August 2017 (the “**AO AGM Notice**”) and without prejudice to Resolution 5C set out in the notice of this meeting (the “**Notice**”), the Board 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 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 any 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 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 number of the Shares allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the 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 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 share capital of the Company 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 the Company; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 a 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 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 Board be and is 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 the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph 5B(a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the share capital of the Company in issue at the date of passing of this Resolution and the said approvals granted under paragraph 5B(a) of this Resolution shall be limited accordingly;
- (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 an ordinary resolution of the Shareholders in a general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT** conditional upon (i) the passing of Resolutions 5A and 5B in the Notice of which this Resolution forms part; (ii) the passing of resolution 6B as set out in the ASI AGM Notice; and (iii) the passing of resolution 7B as set out in the AO AGM Notice, the aggregate number of the Shares 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 5A set out in the Notice be and is hereby increased and extended by the addition of the aggregate number of the 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 the 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 resolution as Ordinary Resolution:

“**THAT** subject to and conditional upon (a) the passing of an ordinary resolution by the shareholders of Asia Standard International Group Limited, the holding company of the Company, at a general meeting approving the Refreshed Scheme Mandate Limit (as defined below); (b) the passing of an ordinary resolution by the shareholders of Asia Orient Holdings Limited, the ultimate holding company of the Company, at a general meeting approving the Refreshed Scheme Mandate Limit (as defined below); and (c) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, every Share to be issued pursuant to the exercise of Options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of Options under the share option scheme adopted by the Company on 8 September 2016 (the “**Share Option Scheme**”) be and is hereby refreshed so that the total number of Shares to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme and any other share option scheme of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other share option schemes of the Company) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorised to do such acts and incidental things and execute such documents to effect the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such Options.”

By Order of the Board of  
**Asia Standard Hotel Group Limited**  
**Lee Tai Hay, Dominic**  
*Company Secretary*

Hong Kong, 31 July 2017

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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  
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 is present at the meeting personally or by proxy or by a duly authorised corporate representative, that one of the said persons so present 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 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 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 Monday, 4 September 2017.

*As at the date hereof, the Board comprises 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 as Executive Directors; Mr. Ip Chi Wai, Mr. Leung Wai Keung and Mr. Hung Yat Ming as Independent Non-executive Directors.*