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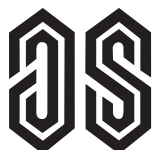
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank, bank manager, solicitor, professional accountant or other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

**If you have sold or transferred** all your shares in Asia Standard International Group Limited, you should hand this circular to the purchaser or transferee or the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**ASIA STANDARD INTERNATIONAL GROUP LIMITED**

**(泛海國際集團有限公司)\***

*(Incorporated in the Bermuda with limited liability)*

**(Stock Code: 129)**

**DISCLOSEABLE TRANSACTION**

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A letter from the board of directors of the Company is set out on page 3 of this circular.

\* *For identification purpose only*

3 April 2008

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Announcement”	the joint announcement dated 14 March 2008 issued by the Company and Asia Standard Hotel, concerning among others, the HSBC Investments and ICBC Investments
“associate”	has the meaning ascribed to it under the Listing Rules
“associated corporations”	has the meaning ascribed to its under Part XV of the SFO
“Asia Standard Hotel”	Asia Standard Hotel Group Limited (Stock code: 292), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange and a 67.7% subsidiary of the Company
“Board”	the board of directors of the Company
“Company”	Asia Standard International Group Limited (Stock code: 129), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Further Investments”	further acquisitions by the Company and/or Asia Standard Hotel from the market of HSBC Shares and/or ICBC Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	HSBC Holdings plc, whose shares are listed on the main board of the Stock Exchange (Stock code: 005)
“HSBC Investments”	the acquisitions by (i) the Company from the market of 100,000 HSBC Shares on 12 March 2008; and (ii) Asia Standard Hotel of an aggregate of 1,300,000 HSBC Shares during the period from 11 to 14 March 2008 (both dates inclusive)
“HSBC Share(s)”	shares of US\$0.5 each in the share capital of HSBC which are listed on the Stock Exchange and traded in Hong Kong dollars

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## DEFINITIONS

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“ICBC”	Industrial and Commercial Bank of China Limited, the H shares of which are listed on the main board of the Stock Exchange (Stock Code: 1398)
“ICBC Investments”	the acquisitions by Asia Standard Hotel of 10,500,000 ICBC Shares on 11 March and 12 March 2008
“ICBC Share(s)”	shares of RMB1 each in the share capital of ICBC, the H shares of which are listed on the Stock Exchange and traded in Hong Kong dollars
“Latest Practicable Date”	1 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers, as set out in Appendix 10 to the Listing Rules
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary shares of HK\$0.01 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“%”	per cent.

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## LETTER FROM THE BOARD

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### ASIA STANDARD INTERNATIONAL GROUP LIMITED

(泛海國際集團有限公司)\*

(Incorporated in the Bermuda with limited liability)

(Stock Code: 129)

*Executive Directors:*

Mr. Fung Siu To, Clement (*Chairman*)  
Dr. Lim Yin Cheng (*Deputy Chairman*)  
Mr. Poon Jing (*Managing Director and Chief Executive*)  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas  
Mr. Loup, Nicholas James

*Non-executive Director:*

Mr. Au Yat Chuen, Raymond

*Independent Non-executive Directors:*

Mr. Koon Bok Ming, Alan  
Mr. Leung Wai Keung, Richard  
Mr. Wong Chi Keung

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal Place of Business in*

*Hong Kong:*

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

3 April 2008

*To the Shareholders, and for information only, holders of Options and Warrants*

Dear Sir or Madam,

### DISCLOSEABLE TRANSACTION

The Directors referred to the Announcement in respect of the HSBC Investments and ICBC Investments. The purpose of this circular is to provide you with further information regarding the HSBC Investments as required under the Listing Rules.

#### THE HSBC INVESTMENTS

On 12 March 2008, the Company has, through its wholly-owned subsidiary, acquired 100,000 HSBC Shares (representing less than 0.01% of the issued share capital of HSBC, based on its issued share capital of 11,866,278,779 shares as shown on the website of the Stock Exchange as of 31 January 2008) for a total consideration of HK\$12.6 million from the market at an average acquisition price of approximately HK\$126.35 per HSBC Shares.

\* For identification purposes only

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## LETTER FROM THE BOARD

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In addition, during the period from 11 to 14 March 2008 (both dates inclusive), Asia Standard Hotel has, through its wholly-owned subsidiary, acquired from the market 1,300,000 HSBC Shares (representing approximately 0.01% of the issued share capital of HSBC, based on its issued share capital of 11,866,278,779 shares as shown on the website of the Stock Exchange as of 31 January 2008) for a total consideration of HK\$161.6 million from the market at an average acquisition price of approximately HK\$124.27 per HSBC Share.

### CONSIDERATIONS FOR THE HSBC INVESTMENTS

As at the Latest Practicable Date, the considerations for the acquisitions of the HSBC Shares by the Company and Asia Standard Hotel, respectively, of HK\$12.6 million and HK\$161.6 million (exclusive of transaction costs), representing the then market price of the HSBC Shares, have been fully settled by payment in cash from the respective internal resources (including available banking facilities) of the Company and Asia Standard Hotel.

As the HSBC Investments were made through the market, the Company and Asia Standard Hotel are not aware of the identities of the vendors of the HSBC Shares and accordingly, to the best of the knowledge of the Directors having made all reasonable enquiries, the vendors of the HSBC Shares and their ultimate beneficial owners are third parties independent of and not connected with the Company or Asia Standard Hotel and their respective connected persons (as defined in the Listing Rules).

As regards the accounting treatment for the HSBC Investments, both the Company and Asia Standard Hotel will classify them as financial assets at fair value through profit or loss of the Company and Asia Standard Hotel, respectively. There are no restrictions on subsequent sale of the HSBC Shares.

In the event that any Further Investments when aggregated with the HSBC Investments or the ICBC Investments (as the case may be) in accordance with the Listing Rules constitute a major transaction or any other type of notifiable transaction for the Company under the Listing Rules, the Company will comply with the relevant requirements of the Listing Rules.

### REASONS FOR THE HSBC INVESTMENTS

The principal activities of the Company is the investment and development of commercial, retail and residential properties in Hong Kong and the PRC. Through Asia Standard Hotel, the Company is also involved in hotel holding and operation, travel agency and restaurant businesses.

The principal activities of Asia Standard Hotel is investment holding. The principal activities of its subsidiaries consist of holding and operating four hotels in Hong Kong and Canada; travel agency and restaurant businesses.

The Board considered that the HSBC Investments would enhance the returns on investment. The HSBC Investments were funded from the internal resources and available banking facilities from the Company and Asia Standard Hotel. Given the prevailing market prices of the HSBC Shares, the Board considered that this was an opportunity for the Company to acquire these HSBC Shares as the HSBC

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## LETTER FROM THE BOARD

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Investments had the potential of increase in its values. In addition, as the HSBC Investments were purchased at market price, the Board believed that the terms of which were fair and reasonable and in the interests of the Shareholders as a whole. At present, the Company intends to hold the HSBC Investments for the purposes of capital gain and dividend income.

The HSBC Investments will increase both the assets and liabilities of the Group by HK\$161.6 million. There will be no immediate material effect on the earnings of the Group.

### INFORMATION ON HSBC

HSBC is a company incorporated in England with limited liability and whose HSBC Shares are listed on the main board of the Stock Exchange. Based on the company profile in the website of the Stock Exchange, the principal business of HSBC is the provision of comprehensive range of banking and related financial services through the internet and network in the Asia Pacific region, Europe, the America, the Middle East and Africa. Further information on HSBC could be found on the Stock Exchange website.

### IMPLICATION UNDER THE LISTING RULES

As one of the applicable percentage ratios under Chapter 14 of the Listing Rules for the HSBC Investments exceeds 5% but is less than 25%, the HSBC Investments constitute a discloseable transaction for the Company under rule 14.06(2) of the Listing Rules.

In relation to the ICBC Investments by Asia Standard Hotel as they do not exceed 5% of the applicable percentage ratios under Chapter 14 of the Listing Rules for the Company, the ICBC Investments do not constitute a discloseable transaction for the Company under the Listing Rules.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,  
For and on behalf of  
**Asia Standard International Group Limited**  
**Fung Siu To, Clement**  
*Chairman*

## 1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

## 2. DIRECTORS' DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation(s) which were required, (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to Section 352 of the SFO, to be entered into the register referred to therein; or (iii) pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

### (i) Long positions in shares

#### (a) *The Company*

Name of Director	Number of Shares held		Total	Percentage shareholding (%)
	Personal Interest	Corporate Interest		
Mr. Poon Jing ("Mr. Poon")	9,397,533	4,888,401,048 ( <i>Note</i> )	4,897,798,581	45.03

*Note:*

By virtue of his controlling interest 37.77% in Asia Orient Holdings Limited ("Asia Orient"), Mr. Poon is deemed to be interested in the Shares held by Asia Orient and its subsidiaries (the "AO Group").



(b) *Subsidiaries*

Name of Director	Subsidiary	Number of shares held			Percentage Shareholding (%)
		Personal Interests	Corporate Interest	Total	
Mr. Poon	Asia Standard Hotel	403,383	9,121,284,139 <i>(Note 1)</i>	9,121,687,522	70.67
Mr. Poon and Mr. Fung Siu To, Clement ("Mr. Fung")	Centop Investment Limited ("Centop")	—	20 <i>(Note 2)</i>	20	20
Mr. Poon	Centop	—	80 <i>(Note 3)</i>	80	80
Mr. Fung	Mark Honour Limited	9	—	9	9

*Notes:*

1. By virtue of his controlling interest in Asia Orient, Mr. Poon is deemed to be interested in shares of Asia Standard Hotel held by AO Group and the Company.
2. Centop is owned as to 80% by the Company and 20% by Kingscore Investment Limited ("Kingscore"). Each of Mr. Poon and Mr. Fung holds 50% interest in Kingscore. By virtue of their interest in Kingscore, each of Mr. Poon and Mr. Fung is deemed to have interest in the 20 shares held by Kingscore and duplicate the interest of the other.
3. By virtue of his interest in the Company through Asia Orient, Mr. Poon is deemed to be interested in the shares of all the Company's subsidiaries and associated corporations.

## (ii) Long position in underlying shares

(a) *The Company*

Name of Director	Number of underlying Shares held			Percentage of Shares in issue (%)
	Personal Interest	Interest in controlled corporations	Total	
Mr. Poon	6,571,115 <i>(Note 1)</i>	729,156,442 <i>(Note 2)</i>	735,727,557	6.76
Mr. Fung	20,621,761 <i>(Note 3)</i>	—	20,621,761	0.19
Lim Yin Cheng	20,621,761 <i>(Note 3)</i>	—	20,621,761	0.19
Lim Pui Kan	20,621,761 <i>(Note 3)</i>	—	20,621,761	0.19
Loup, Nicholas James	20,621,761 <i>(Note 3)</i>	—	20,621,761	0.19
Kwan Po Lam, Phileas	20,621,761 <i>(Note 3)</i>	—	20,621,761	0.19

*Notes:*

1. These Shares represent the sum of (a) 1,415,675 Shares falling to be issued to Mr. Poon and/or his nominee(s) upon the exercise of any of the conversion rights attaching to the Warrants currently held by him; and (b) 5,155,440 Shares falling to be issued to Mr. Poon upon the exercise of any of the subscription rights attaching to the Shares Options held by him.
2. These Shares represent the Shares falling to be issued to the AO Group and/or its nominee(s) upon the exercise of any of the conversion rights attaching to the Warrants held by the AO Group and/or its nominee(s).
3. These Shares represent the long positions in the Shares falling to be issued to the relevant Directors upon the exercise of the Share Options granted to the Directors.

(b) *Asia Standard Hotel*

Name of Director	Number of underlying shares of Asia Standard Hotel held			Percentage of Shares in issue (%)
	Personal Interest	Interest in controlled corporations	Total	
Mr. Fung	80,000,000 <i>(Note 1)</i>	—	80,000,000	0.62
Lim Yin Cheng	80,000,000 <i>(Note 1)</i>	—	80,000,000	0.62
Lun Pui Kan	80,000,000 <i>(Note 1)</i>	—	80,000,000	0.62
Kwan Po Lam, Phileas	80,000,000 <i>(Note 1)</i>	—	80,000,000	0.62
Mr. Poon	76,686 <i>(Note 2)</i>	1,742,211,916 <i>(Note 3)</i>	1,742,288,602	13.50

*Notes:*

1. These Asia Standard Hotel shares represent the long positions in the Asia Standard Hotel shares falling to be issued to the relevant Directors upon the exercise of the outstanding Asia Standard Hotel share options granted to them.
2. These represent the long positions in the Asia Standard Hotel shares falling to be issued to Mr. Poon upon the exercise of the conversion rights attaching to the outstanding Asia Standard Hotel warrants.
3. These represent the long positions in the Asia Standard Hotel shares falling to be issued to the Group and AO Group and/or their respective nominee(s) upon the exercise of the conversion rights attaching to the Asia Standard Hotel warrants granted to them. Mr. Poon is deemed to be interested in these underlying Asia Standard Hotel shares by virtue of his controlling interest in the AO Group.

Saved as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations which were required, (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

### 3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, the following persons (other than a Director or chief executive of the Company), were deemed or taken to have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

#### (i) Long position on the Shares

Name of substantial shareholders	Number of Shares held	Number of underlying Shares held	Total	Percentage Shareholding
Asia Orient	4,888,401,048	729,156,442	5,617,557,490	51.65
Asia Orient Holdings (BVI) Limited (“Asia Orient BVI”) (Note 1)	4,509,381,048	672,289,255	5,181,670,303	47.64
Asia Orient Company Limited (“AOCL”) (Note 2)	2,150,012,365	320,846,490	2,470,858,855	22.72
Kingfisher Inc. and Lipton Investment Limited (“Kingfisher and Lipton”) (Note 2)	2,064,268,972	307,485,815	2,371,754,787	26.81
Grosvenor Asset Management Limited (“Grosvenor”) (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Grosvenor International S.A. (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Grosvenor Continental Europe Holdings Limited (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Grosvenor Group Limited (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Jeremy Henry Moore Newsum (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Robin Shedden Broadhurst (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Mark Antony Loveday (Note 3)	446,373,333	134,889,270	581,262,603	5.34

Name of substantial shareholders	Number of Shares held	Number of underlying Shares held	Total	Percentage Shareholding
Gillian Lucy Newsum (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Penelope Alison Broadhurst (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Mary Elizabeth Loveday (Note 3)	446,373,333	134,889,270	581,262,603	5.34
Dalton Investments LLC	607,950,462	41,783,594	649,734,056	5.97

*Notes:*

- 1 Asia Orient BVI is a wholly-owned subsidiary of Asia Orient. In addition, as disclosed under the heading "Directors' Disclosure of Interests" above, Mr. Poon Jing is deemed to be interested in the Shares and warrants held by Asia Orient and its subsidiaries by virtue of his controlling interest in Asia Orient. Accordingly, Mr. Poon Jing is deemed to have interest and duplicate the interest in the 4,888,401,048 Shares and 729,156,442 warrants held by Asia Orient and Asia Orient are deemed to have interest and duplicate the interest in the same 4,509,381,048 Shares and 672,289,255 warrants held by Asia Orient BVI.
- 2 AOCL, companies controlled by AOCL, Kingfisher and Lipton are wholly-owned subsidiaries of Asia Orient BVI and together hold 4,214,281,337 Shares and 628,332,305 warrants. Asia Orient BVI is deemed to be interested in and duplicate the interest held by AOCL, Kingfisher and Lipton.
- 3 Grosvenor is a wholly-owned subsidiary of Grosvenor International S.A.. Grosvenor International S.A. is a company listed in Luxemburg and is majority owned (64.04%) by Grosvenor Continental Europe Holdings Limited. Grosvenor Continental Europe Holdings Limited is an indirect wholly-owned subsidiary of Grosvenor Group Limited which is controlled 46.61% by The Fourth Duke of Westminster 1964 Settlement.

Grosvenor owned 446,373,333 Shares and 134,889,270 warrants. Each of Grosvenor International S.A., Grosvenor Continental Europe Holdings Limited and Grosvenor Group Limited is deemed to be interested in and duplicate the interest in the 446,373,333 Shares and 134,889,270 warrants held by Grosvenor.

Jeremy Henry Moore Newsum, Robin Shedden Broadhurst and Mark Antony Loveday are the trustees of The Fourth Duke of Westminster 1964 Settlement. Each of Jeremy Henry Moore Newsum, Robin Shedden Broadhurst, Mark Antony Loveday is deemed to be interested in the same 446,373,333 Shares and 134,889,270 warrants held by Grosvenor. Gillian Lucy Newsum, Penelope Alison Broadhurst and Mary Elizabeth Loveday are the spouse of Jeremy Henry Moore Newsum, Robin Shedden Broadhurst and Mark Antony Loveday respectively. Each of Gillian Lucy Newsum, Penelope Alison Broadhurst and Mary Elizabeth Loveday is deemed to have family interest in the aforesaid 446,373,333 Shares and 134,889,270 warrants held by Grosvenor.

## (ii) Interest in other members of the Group

Name of non-wholly owned subsidiary of the Company	Name of registered substantial shareholders (other than members of the Group)	Name of shares held	Percentage of interests
Linkforce Investment Limited	Furlan Limited	20	20%
Honest Engineering Limited	Leung Ping	20	20%

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors, no other person (other than a Director or chief executive of the Company) had, or was deemed or taken to have an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

**4. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had entered into, or proposed to enter into, a service contract with any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation, other than statutory compensation.

**5. COMPETING INTERESTS**

During the period from 31 March 2007, being the date to which the latest published audited accounts of the Group were made up, to the Latest Practicable Date, each of Mr. Fung Siu To, Clement and Mr. Lun Pui Kan, through their respective controlled companies, leased certain residential units to a wholly-owned subsidiary of the Company for use as quarters at the respective monthly rental of HK\$80,000 and HK\$70,000.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors and their associates has interests in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group, which is significant in relation to the business of the Group taken as a whole.

**6. LITIGATION**

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration or claim of material importance and, so far as the Directors were aware, no litigation or arbitration or claim of material importance was pending or threatened by or against any member of the Group.

**7. MISCELLANEOUS**

- (a) The company secretary of the Company is Ms. Chiu Yuk Ching, an associate member of The Hong Kong Institute of Chartered Secretaries.
- (b) The qualified accountant of the Company is Mr. Lun Pui Kan, an associate member of Hong Kong Institute of Certified Public Accountants.
- (c) The principal share registrars and transfer office of the Company is Butterfield Fund Services (Bermuda) Limited of Rosebank Centre, 11 Bermudiana Road, Pembroke HM08, Bermuda and the branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The registered office of the Company is at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda and the head office and principal place of business of the Company is 30th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong.
- (e) This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.