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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 International 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 INTERNATIONAL GROUP LIMITED****泛海國際集團有限公司\****(incorporated in Bermuda with limited liability)***(Stock Code: 129)**

**GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES, GENERAL MANDATES FOR  
ASIA STANDARD HOTEL GROUP LIMITED TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS  
REFRESHMENT OF THE SCHEME MANDATE LIMIT OF  
THE SHARE OPTION SCHEME OF  
ASIA STANDARD HOTEL GROUP LIMITED  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board of Asia Standard International Group Limited (the “Company”) is set out on pages 5 to 12 of this circular.

A notice convening the 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 10:30 a.m. is set out on pages 19 to 25 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

31 July 2017

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## DEFINITIONS

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

“Annual General Meeting”	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 10:30 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 Board”	the board of directors of Asia Orient;
“AO Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of Asia Orient;
“AO Shareholder(s)”	holder(s) of the AO 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 193.06% owned Subsidiary of the Company;
“AS Hotel AGM”	the 2017 annual general meeting of AS Hotel 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.;
“AS Hotel Board”	the board of directors of AS Hotel;
“AS Hotel Directors”	the directors of AS Hotel;
“AS Hotel Eligible Participants”	any persons who satisfy the eligibility criteria for participating in the AS Hotel Share Option Scheme as set out in such scheme;
“AS Hotel Group”	AS Hotel and its Subsidiaries;
“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;

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## DEFINITIONS

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“AS Hotel Proposed Refreshment”	the AS Hotel Scheme Mandate Limit proposed to be refreshed by the AS Hotel Shareholders at the AS Hotel AGM pursuant to which the AS Hotel Board may grant options to eligible participants under the AS Hotel Share Option Scheme and any other share option schemes of AS Hotel to subscribe for up to 10% of the AS Hotel Shares in issue as at the date of the AS Hotel AGM;
“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 Share Option Scheme”	the share option scheme adopted by AS Hotel on 8 September 2016;
“AS Hotel Shareholder(s)”	holder(s) of the AS Hotel Shares from time to time;
“AS Hotel Scheme Mandate Limit”	the maximum number of AS Hotel Shares which may be issued upon exercise of all options to be granted under the AS Hotel Share Option Scheme and any other share option schemes of AS Hotel and which shall not in aggregate exceed 10% of the AS Hotel Shares in issue as at the date of approval of the AS Hotel Share Option Scheme by the AS Hotel Shareholders, the Shareholders and the AO Shareholders and thereafter, if refreshed, shall not exceed 10% of the AS Hotel Shares in issue as at the date of approval of the refreshed limit by the AS Hotel Shareholders, the Shareholders and the AO Shareholders;
“Asia Orient”	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 and the holding company of the Company;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company, as amended from time to time;
“Close Associate(s)”	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 International 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;
“Corporate Governance Code”	the corporate governance code as set out in Appendix 14 to the Listing Rules;
“Director(s)”	the director(s) of the Company;
“General Mandates”	the 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;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“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 resolution approving such grant;
“Latest Practicable Date”	25 July 2017, 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 of Hong Kong Limited;
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting as set out on pages 19 to 25 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;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);

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## DEFINITIONS

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“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“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. 622 of the Laws of Hong Kong) or the Companies Act 1981 of Bermuda (as amended)), whether incorporated in Hong Kong, Bermuda or elsewhere;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“%”	per cent;
“2016 Issue Mandate”	the general mandate granted to the Directors at the annual general meeting of the Company held on 8 September 2016 to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at 8 September 2016; and
“2016 Repurchase Mandate”	the general mandate granted to the Directors at the annual general meeting of the Company held on 8 September 2016 to repurchase Shares not exceeding 10% of the issued share capital of the Company as at 8 September 2016.

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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 Bermuda with limited liability)*

**(Stock Code: 129)**

*Executive Directors:*

Mr. Fung Siu To, Clement (*Chairman*)  
Mr. Poon Jing (*Managing Director and Chief Executive*)  
Mr. Poon Hai  
Mr. Poon Yeung, Roderick  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas

*Independent non-executive Directors:*

Mr. Koon Bok Ming, Alan  
Mr. Leung Wai Keung  
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, MassMutual Tower,  
33 Lockhart Road,  
Wanchai,  
Hong Kong

31 July 2017

*To the Shareholders*

Dear Sirs,

**GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES, GENERAL MANDATES FOR  
ASIA STANDARD HOTEL GROUP LIMITED TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
REFRESHMENT OF THE SCHEME MANDATE LIMIT OF  
THE SHARE OPTION SCHEME OF  
ASIA STANDARD HOTEL GROUP LIMITED  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

*\* For identification purpose only*

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## LETTER FROM THE BOARD

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### 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:

- (i) the grant of the General Mandates to the Directors;
- (ii) the grant of the AS Hotel Issue Mandate to the AS Hotel Directors;
- (iii) the re-election of the retiring Directors; and
- (iv) the refreshment of the AS Hotel Scheme Mandate Limit.

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 8 September 2016 approval was given by the Shareholders for the granting of, inter alia, to the Directors (i) the 2016 Repurchase Mandate; and (ii) the 2016 Issue Mandate. In accordance with the terms of the approval, the 2016 Repurchase Mandate and the 2016 Issue Mandate will shortly expire on 30 August 2017 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 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 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 1,319,782,288 Shares. Assuming there is no issue of Shares or any 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 Issue Mandate and that can be purchased by the Company under the Repurchase Mandate will be 263,956,457 and 131,978,228 Shares respectively, representing 20% and 10%, respectively, of the Company's issued share capital as at the date of the Annual General Meeting.

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



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## LETTER FROM THE BOARD

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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 in a general meeting of the Company, whichever of these three events occurs first.

### **3. GENERAL MANDATES FOR AS HOTEL TO ISSUE AS HOTEL SHARES**

At the annual general meeting of AS Hotel Shareholders held on 8 September 2016, 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 ordinary resolution approving such grant. Such general mandate will shortly expire on 30 August 2017 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 2,018,040,477 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 403,608,095 AS Hotel Shares, representing 20% of the issued share capital of AS Hotel as at the date of the AS Hotel AGM.

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 Shareholders at the Annual General Meeting approving the grant of the AS Hotel Issue Mandate; and (c) the passing of an ordinary resolution of the AO Shareholders at the AO AGM 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 2018, 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.

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## LETTER FROM THE BOARD

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#### 4. RE-ELECTION OF DIRECTORS

In accordance with Bye-Laws 104 and 105 of the Bye-Laws, one-third of the Directors (other than the Chairman and Managing Director) who shall retire from office by rotation at the Annual General Meeting are Messrs. Poon Hai, Kwan Po Lam, Phileas and Wong Chi Keung. Messrs. Poon Hai, Kwan Po Lam, Phileas and Wong Chi Keung who 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.

Mr. Wong Chi 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. Wong 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. Wong 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. Wong 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.

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. REFRESHMENT OF THE AS HOTEL SCHEME MANDATE LIMIT

##### **AS Hotel Proposed Refreshment**

AS Hotel 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 options 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 AS Hotel Shares remain outstanding under the 2006 Share Option Scheme.

The AS Hotel Share Option Scheme was adopted by AS Hotel on 8 September 2016. Pursuant to the terms of the AS Hotel Share Option Scheme and in compliance with the provisions of Chapter 17 of the Listing Rules, the maximum number of AS Hotel Shares that may be issued upon exercise of all options which may be granted under the AS Hotel Share Option Scheme and to be granted under any other share option schemes of AS Hotel shall not exceed 157,038,682 AS Hotel Shares, being 10% of the AS Hotel Shares in issue as at the date of approval of the AS Hotel Share Option Scheme.

Since the adoption of the AS Hotel Share Option Scheme to the Latest Practicable Date, no option has been granted under the AS Hotel Share Option Scheme. Other than the 2006 Share Option Scheme and the AS Hotel Share Option Scheme, AS Hotel has no other share option schemes.

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## LETTER FROM THE BOARD

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

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

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

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

As mentioned in the above paragraph, the AS Hotel Scheme Mandate Limit if so refreshed and approved by the AS Hotel Shareholders at the AS Hotel AGM will be up to 201,804,047 AS Hotel Shares which, together with the options to subscribe for 28,800,000 AS Hotel Shares remaining outstanding under the 2006 Share Option Scheme, represent approximately 11.4% of the AS Hotel Shares in issue as at the Latest Practicable Date and accordingly, does not exceed the 30% limit as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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As there had been an increase in the total number of AS Hotel Shares in issue and the existing AS Hotel Scheme Mandate Limit available to be granted to the AS Hotel Eligible Participants represents only 7.78% of the total number of AS Hotel Shares in issue, the AS Hotel Directors consider, the Board and the AO Board agree, that it is in the interest of AS Hotel and the AS Hotel Shareholders as a whole to refresh the AS Hotel Scheme Mandate Limit to permit the grant of further options under the AS Hotel Share Option Scheme so as to provide incentives to and recognise the contribution of the AS Hotel Eligible Participants, including the AS Hotel Group's employees, under the AS Hotel Share Option Scheme.

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

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

The AS Hotel Proposed Refreshment is conditional upon:

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

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

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

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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING

The Notice of Annual General Meeting (as appearing on pages 19 to 25 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 Issue Mandate; (b) the granting of the AS Hotel Issue Mandate to the AS Hotel Directors; (c) the re-election of Directors, and (d) the refreshment of the AS Hotel Scheme Mandate Limit.

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, 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.asiastandard.com](http://www.asiastandard.com)).

### 8. 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 Annual General Meeting) to this circular.

### 9. 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.

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## LETTER FROM THE BOARD

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### 10. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of (i) the grant of the General Mandates to the Directors; (ii) the grant of the AS Hotel Issue Mandate to the AS Hotel Directors; (iii) the re-election of the retiring Directors; and (iv) the refreshment of the AS Hotel Scheme Mandate Limit, 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 should vote in favour of all such resolutions at the Annual General Meeting.

Yours faithfully,

For and on behalf of

**ASIA STANDARD INTERNATIONAL GROUP LIMITED**

**Fung Siu To, Clement**

*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 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 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 1,319,782,288 Shares. Subject to the passing of Ordinary Resolution no. 5B set out in the Notice of Annual General Meeting approving the Repurchase Mandate on the basis of 1,319,782,288 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 131,978,228 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 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.

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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	1.82	1.39
August	1.72	1.58
September	1.75	1.61
October	1.71	1.61
November	1.72	1.57
December	1.71	1.56
<b>2017</b>		
January	1.63	1.58
February	1.68	1.60
March	1.95	1.65
April	1.94	1.84
May	2.31	1.85
June	2.74	2.19
July (up to the Latest Practicable Date)	2.59	2.25

**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 of the Company and the Bye-Laws.

**(c) Effect of Takeovers Code**

If as the 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, together with its Subsidiaries held 683,556,392 Shares, representing approximately 51.79% of the issued share capital of the Company. Mr. Poon Jing (an executive Director and having a controlling interest in Asia Orient) is personally interested in 1,308,884 Shares, representing approximately 0.099% 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 together with its Subsidiaries and Mr. Poon Jing in the issued share capital of the Company will be increased to approximately 57.66%. As such, an exercise of the Repurchase Mandate in full will not result in Asia Orient or Mr. Poon Jing becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Company is 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 requirements under the Listing Rules. The Directors will not repurchase Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%.

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

No purchase of the Shares has been made by the Company during the previous 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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Pursuant to the Listing Rules, the biographical and other details of the retiring Directors standing for re-election at the Annual General Meeting are set out below:

### **POON Hai — Executive Director**

Aged 32, is an executive Director and a member of the Remuneration Committee of the Company. He is also an executive director of Asia Orient and AS Hotel. Mr. Poon is also a director of certain subsidiaries of the Company. Mr. Poon holds a Bachelor of Commerce degree from University of British Columbia. He is responsible for the business development and the project management of the Group. He is the son of Mr. Poon Jing and the brother of Mr. Poon Yeung, Roderick, the Managing Director and an executive Director of the Company respectively. He is also the nephew of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman of the Company and the Deputy Chairman of AS Hotel respectively. He joined the Group in 2009.

As at the Latest Practicable Date, Mr. Poon held options to subscribe for 3,500,000 Shares at the subscription price of HK\$1.38 per Share, options to subscribe for 3,500,000 AO Shares at the subscription price of HK\$1.42 per AO Share and options to subscribe for 14,400,000 AS Hotel Shares at the subscription price of HK\$ 0.343 per AS Hotel Share. Save as disclosed above, as at the Latest Practicable Date, Mr. Poon did not have any interest in the Shares within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Poon. Mr. Poon 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. No director's fee is payable to Mr. Poon for his services as an executive Director but 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. Poon received emolument in the total amount of HK\$13,296,000.

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. Poon 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 is no other matters that need to be brought to the attention of the Shareholders.

### **KWAN Po Lam, Phileas — Executive Director**

Aged 58, is an executive Director of the Company and Asia Orient. Mr. Kwan is also a director of certain subsidiaries of the Company. Mr. Kwan is a holder of Bachelor of Business Administration degree. He joined the Group in 1986 and is responsible for property sales and leasing. He has over 30 years of experience in property sales, leasing and real estate management.

As at the Latest Practicable Date, Mr. Kwan did not have any interest in the Shares within the meaning of Part XV of SFO as at the Latest Practicable Date. There is no service contract between the Company and Mr. Kwan. 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

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

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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 2017, Mr. Kwan received emolument in the total amount of HK\$10,130,718.

Save as disclosed above, as at the Latest Practicable Date, (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 Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and (d) there is no other matters that need to be brought to the attention of the Shareholders.

### WONG Chi Keung — Independent Non-executive Director

Aged 62, is an independent non-executive Director, a member of the Audit Committee and the Chairman of the Remuneration Committee of the Company. Mr. Wong has over 40 years of experience in finance, accounting and management. He joined the Group in 2004. Mr. Wong holds a Master degree in Business Administration from The University of Adelaide in Australia. He is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia; an associate member of The Institute of Chartered Secretaries and Administrators and The Chartered Institute of Management Accountants. Mr. Wong is also a responsible officer for asset management and advising on securities for CASDAQ International Capital Market (HK) Company Limited under the SFO.

Mr. Wong was an executive director, the Deputy General Manager, Group Financial Controller and Company Secretary of Yuexiu Property Company Limited (formerly known as Guangzhou Investment Company Limited) for over ten years and an independent non-executive director, the chairman of the audit committee, remuneration committee and nomination committee of PacRay International Holdings Limited (formerly known as PacMOS Technologies Holdings Limited) up to 30 June 2014, both of which are listed on the Stock Exchange, and a responsible officer for Greater China Capital Limited up to 16 April 2016. He is also an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee of Asia Orient. He is also an independent non-executive director and a member of audit committee of Century City International Holdings Limited, China Shanshui Cement Group Limited (“**China Shanshui**”), China Ting Group Holdings Limited, ENM Holdings Limited, Fortunet e-Commerce Group Limited, Golden Eagle Retail Group Limited, Heng Xin China Holdings Limited, Nickel Resources International Holdings Company Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited, TPV Technology Limited, Yuan Heng Gas Holdings Limited and Zhuguang Holdings Group Company Limited, all of which are listed on the Stock Exchange. He acted as an independent non-executive director of First Natural Foods Holdings Limited (“**FNF**”) from 26 November 2007 to 21 November 2013. On 6 January 2009, FNF presented a winding up petition to the High Court of Hong Kong (the “**High Court**”) and provisional liquidators were appointed. As at the date of the said petition, the total amount of outstanding bank loans was approximately HK\$235 million, excluding a disputed claim arising from a notice of early termination of a US\$ interest swap agreement served by a commercial bank with a carrying amount exceeding US\$15.9 million. The winding up petition against FNF was

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

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then dismissed and the provisional liquidators were discharged pursuant to an order granted by the High Court on 4 September 2012, and trading in the shares of FNF on the Stock Exchange was resumed on 6 September 2012. Based on the information published by FNF, FNF was incorporated in Bermuda with limited liability whose shares are listed on the Stock Exchange. It is principally engaged in the processing and trading of food products mainly including frozen and functional food products. He was also an independent non-executive director of FU JI Food and Catering Services Holdings Limited (“**Fu Ji**”) from 22 November 2004 to 24 June 2011. Fu Ji presented a winding up petition to the High Court on 19 October 2009 and the provisional liquidators of Fu Ji were appointed. As disclosed in the announcement of Fu Ji dated 30 October 2009, the financial position of Fu Ji had been deteriorating rapidly and that the primary purpose of the appointment of the provisional liquidators is generally to preserve its assets and to act in the interests of the general body of its creditors. The winding up petition against Fu Ji was then dismissed and the provisional liquidators were discharged pursuant to an order granted by the High Court on 2 July 2013, and trading in the shares of Fu Ji on the Stock Exchange was resumed on 8 July 2013. Based on the information published by Fu Ji, Fu Ji was incorporated in the Cayman Island with limited liability whose shares are listed on the Stock Exchange. It is principally engaged in provision of catering services, operations of Chinese restaurants and theme restaurants and production and sales of convenience food products and other related businesses.

As disclosed in the announcement of the Company dated 5 July 2017 (the “**Announcement**”), Mr. Wong, together with other parties including existing and former directors of China Shanshui, had been served a petition by a shareholder of China Shanshui in relation to, inter alia, an allegation of breaching the Listing Rules and the Takeovers Code. For further details, please refer to the Announcement.

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

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. Wong 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 is 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 INTERNATIONAL GROUP LIMITED

泛海國際集團有限公司\*

*(incorporated in Bermuda with limited liability)*

(Stock Code: 129)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the shareholders (the “**Shareholders**”) of Asia Standard International 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 10:30 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 2017;
2. To approve the payment of a final dividend for the year ended 31 March 2017 of HK3.0 cents per share of HK\$0.01 each (the “**Share(s)**”) in the capital of the Company;
3.
  - (a) To re-elect Mr. Poon Hai as an executive Director;
  - (b) To re-elect Mr. Kwan Po Lam, Phileas as an executive Director;
  - (c) To re-elect Mr. Wong Chi 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 for the ensuing year and to authorise the Board to fix their remuneration;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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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 6A as set out in the notice dated 31 July 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 Directors be and are 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 (including bonds, warrants, and debentures convertible into Shares) 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 Directors 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 Shares 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 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 of the Company (the **“Bye-Laws”**);

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;

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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 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 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 Directors 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 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 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 Directors be and are generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 5A(d)) 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 in accordance with the provisions of, and in the manner specified in, the Rules Governing the Listing of Securities on the Stock Exchange or that of any other stock exchange as amended from time to time; and
- (b) the aggregate number of 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 shall be limited accordingly.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT** subject to (i) the passing of Resolutions 5A and 5B in the Notice of which this Resolution forms part; and (ii) the passing of resolution 6B in the AO AGM Notice, the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors 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 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 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 Resolutions as ordinary resolutions:
- A. “**THAT**
- (a) subject to (i) paragraph 6A(c) of this Resolution; (ii) the passing of resolution 7A as set out in the AO AGM Notice; and (iii) the passing of resolution 5A (“**AS Hotel Resolution 5A**”) as set out in the notice dated 31 July 2017 convening the annual general meeting of Asia Standard Hotel Group Limited (“**AS Hotel**”) to be held on 30 August 2017 (the “**AS Hotel AGM Notice**”) and without prejudice to Resolution 6B set out in the Notice, the directors of AS Hotel (the “**AS Hotel Directors**”) be and are 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;
  - (b) the approval in paragraph 6A(a) of this Resolution shall authorise the AS Hotel Directors 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 AS Hotel Shares allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the AS Hotel Directors 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;



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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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 5A 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 Directors made to 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 recognised 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) the passing of resolution 7B as set out in the AO AGM Notice; and (c) AS Hotel Resolution 5A and resolution 5B (“**AS Hotel Resolution 5B**”) as set out in the AS Hotel AGM Notice, the aggregate number of AS Hotel Shares that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the AS Hotel Directors pursuant to and in accordance with the approval given in Resolution 6A set out in the Notice be and is

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## NOTICE OF ANNUAL GENERAL MEETING

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hereby increased and extended by the addition of the aggregate number of AS Hotel Shares which may be repurchased by AS Hotel pursuant to and in accordance with the approval given in AS Hotel Resolution 5B provided that such amount shall not exceed the aggregate number of AS Hotel Shares repurchased pursuant to the said AS Hotel Resolution 5B and the said approval shall be limited accordingly.”

7. As special business to consider and, if thought fit, pass with or without amendments, the following Resolutions as ordinary resolutions:

“**THAT** subject to and conditional upon (a) the passing of Resolution 8 set out in the AO AGM Notice; (b) the passing of Resolution 6 set out in the AS Hotel AGM Notice (“**AS Hotel Resolution 6**”); and (c) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, every AS Hotel Share to be issued pursuant to the exercise of options which may be granted under the AS Hotel Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of options under the share option scheme adopted by AS Hotel on 8 September 2016 (the “**AS Hotel Share Option Scheme**”) be and is hereby refreshed so that the total number of AS Hotel Shares to be allotted and issued upon exercise of any options to be granted under the AS Hotel Share Option Scheme and any other share option scheme of AS Hotel (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the AS Hotel Share Option Scheme or such other share option schemes of AS Hotel) shall not exceed 10% of the total number of AS Hotel Shares in issue as at the date of the passing of the AS Hotel Resolution 6 (the “**AS Hotel Refreshed Scheme Mandate Limit**”) **AND THAT** the AS Hotel Directors be and are hereby authorised to do such acts and incidental things and execute such documents to effect the AS Hotel Refreshed Scheme Mandate Limit and to exercise all powers of AS Hotel to allot, issue and deal with the AS Hotel Shares pursuant to the exercise of such options.”

By Order of the Board  
**Asia Standard International Group Limited**  
**Tung Kwok Lui**  
*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 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 be present at the meeting personally or by proxy or by a duly authorised corporate representative, that one of the said person 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 branch share registrar in Hong Kong, 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 branch share registrar in Hong Kong, 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 executive Directors are Mr. Fung Siu To, Clement, Mr. Poon Jing, Mr. Poon Hai, Mr. Poon Yeung, Roderick, Mr. Lun Pui Kan and Mr. Kwan Po Lam, Phileas; the independent non-executive Directors are Mr. Koon Bok Ming, Alan, Mr. Leung Wai Keung and Mr. Wong Chi Keung.*