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**ASIA ORIENT HOLDINGS
LIMITED**

滙漢控股有限公司*

*(Incorporated in Bermuda
with limited liability)*

(Stock Code: 214)



**ASIA STANDARD INTERNATIONAL
GROUP LIMITED**

泛海國際集團有限公司*

*(Incorporated in Bermuda
with limited liability)*

(Stock Code: 129)



**ASIA STANDARD HOTEL
GROUP LIMITED**

泛海酒店集團有限公司*

*(Incorporated in Bermuda
with limited liability)*

(Stock Code: 292)

**VOLUNTARY
ANNOUNCEMENT**

**VOLUNTARY
ANNOUNCEMENT**

**DISCLOSEABLE
TRANSACTION**

DISPOSAL IN RELATION TO PEARL RIVER NOTES

THE DISPOSAL

On 20 February 2023, ASH Investor disposed of its interest in certain 7.5% Feb 2026 Pearl River Notes at an aggregate notional amount of RMB426 million (equivalent to approximately HK\$486 million) at par value to Pearl River pursuant to the put option granted to it.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals, exceeds 5% but is or are less than 25% for ASH, the Disposal constitutes a discloseable transaction for ASH, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As all of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals, are less than 5% for each of ASI and AO, the Disposal does not constitute a notifiable transaction for each of ASI and AO under Chapter 14 of the Listing Rules.

For each of AO, ASI and ASH, all the applicable percentage ratios in respect of the Previous Disposals (aggregated together), are less than 5% and therefore the Previous Disposals, in themselves, do not constitute a notifiable transaction for each of AO, ASI and ASH.

THE DISPOSAL

On 20 February 2023, ASH Investor disposed of its interest in certain 7.5% Feb 2026 Pearl River Notes at an aggregate notional amount of RMB426 million (equivalent to approximately HK\$486 million) at par value to Pearl River pursuant to the put option granted to it.

As a result of the Disposal, ASH Investor received a cash amount of RMB426 million (equivalent to approximately HK\$486 million). The price under the Disposal was determined and fixed under the terms of the issue of the 7.5% Feb 2026 Pearl River Notes.

As at 30 September 2022, the carrying value of the 7.5% Feb 2026 Pearl River Notes disposed of by ASH Investor under the Disposal was approximately HK\$438 million. The net profits (both before and after taxation) attributable to the 7.5% Feb 2026 Pearl River Notes disposed of by ASH Investor were approximately HK\$16 million and approximately HK\$0.23 million for the financial years ended 31 March 2022 and 31 March 2021 respectively.

REASONS FOR THE DISPOSAL

The Disposal forms part of the investing activities of AO Group, ASI Group and ASH Group and were conducted in their ordinary and usual course of business. As part of their principal business, AO Group, ASI Group and ASH Group monitor the performance of their respective securities portfolios and make adjustments to them (with regard to the types and/or amounts of the securities held) from time to time.

Having considered the terms of the Disposal, AO Directors, ASI Directors and ASH Directors respectively are of the view that the terms are fair and reasonable and the Disposal is in the interests of AO, ASI, ASH and their respective shareholders as a whole.

FINANCIAL EFFECTS OF THE DISPOSAL AND USE OF PROCEEDS

As a result of the Disposal, it is expected that ASH Group will record a gain before tax and before non-controlling interest of approximately HK\$3 million in the current financial year. The gain represents the difference between the consideration and the carrying value of the 7.5% Feb 2026 Pearl River Notes as disposed of by ASH Investor under the Disposal at the beginning of the financial year ending 31 March 2023.

The ASH Directors intend to apply the proceeds from the Disposal as general working capital and/or for other reinvestment opportunities when they arise.

INFORMATION ON AO, ASI, ASH AND ASH INVESTOR

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

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

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

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

INFORMATION ON PEARL RIVER

Pearl River and its subsidiaries are principally engaged in the development and sale of properties, property investment, hotel operations and other property development related services in the People's Republic of China.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals, exceeds 5% but is or are less than 25% for ASH, the Disposal constitutes a discloseable transaction for ASH, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As all of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals, are less than 5% for each of ASI and AO, the Disposal does not constitute a notifiable transaction for each of ASI and AO under Chapter 14 of the Listing Rules.

For each of AO, ASI and ASH, all the applicable percentage ratios in respect of the Previous Disposals (aggregated together), are less than 5% and therefore the Previous Disposals, in themselves, do not constitute a notifiable transaction for each of AO, ASI and ASH.

DELAY IN PUBLICATION OF ANNOUNCEMENT

During the execution of the Disposal, ASH Group made an error in its calculations and assessment of the classification of the Disposal under Chapter 14 of the Listing Rules. Subsequent to the Disposal, ASH Group discovered the said error and immediately sought professional advice and consultation. As such, ASH Group did not report and announce soon after the Disposal resulting a delay in the publication of this joint announcement. ASH regrets such incident and strives to ensure timely publication of announcement going forward.

In order to prevent the occurrence of similar incidents in the future, ASH Group have put in place the following remedial measures:

- (i) providing internal trainings on notifiable transaction(s) to all relevant personnel, including accounting staff and senior management to reinforce and re-explain the relevant requirements of the Listing Rules;
- (ii) strengthening the implementation of its internal controls system on transactions, including but not limited to the strengthening of the coordination and reporting arrangements for notifiable transactions among various departments; and
- (iii) where there is any uncertainty arising from the interpretation or application of the Listing Rules, consulting professional advisers and the Stock Exchange (where necessary) in a timely manner prior to the entering into of such transaction(s).

DEFINITIONS

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

"6.5% Pearl River Notes"	the 6.5% notes due 2025 issued by Pearl River on 19 October 2020 with the maturity date on 19 October 2025
"7.5% Jan 2026 Pearl River Notes"	the 7.5% notes due 2026 issued by Pearl River on 11 January 2021 with the maturity date on 11 January 2026
"7.5% Feb 2026 Pearl River Notes"	the 7.5% notes due 2026 (second tranche) issued by Pearl River on 19 February 2021 with the maturity date on 19 February 2026
"AO"	Asia Orient Holdings Limited (Stock Code: 214), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board
"AO Directors"	the directors of AO, including the independent non-executive directors
"AO Group"	AO and its subsidiaries, including ASI Group and ASH Group
"ASH"	Asia Standard Hotel Group Limited (Stock Code: 292), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board
"ASH Directors"	the directors of ASH, including the independent non-executive directors

"ASH Group"	ASH and its subsidiaries
"ASH Investor"	Greatime Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ASH
"ASI"	Asia Standard International Group Limited (Stock Code: 129), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board
"ASI Directors"	the directors of ASI, including the independent non-executive directors
"ASI Group"	ASI and its subsidiaries, including ASH Group
"connected person(s)"	has the same meaning ascribed to it under the Listing Rules
"Disposal"	the disposal of the 7.5% Feb 2026 Pearl River Notes by ASH Investor on 20 February 2023, details of which please refer to the section headed "THE DISPOSAL" of this joint announcement
"February 2021 TRS Arrangements"	the total return swap arrangements arranged by Morgan Stanley on 9 February 2021 in relation to investments in the 6.5% Pearl River Notes and the 7.5% Jan 2026 Pearl River Notes, details of which are set out in the joint announcements of AO, ASI and ASH dated 11 and 19 February 2021
"HK\$"	Hong Kong Dollars
"Independent Third Party(ies) "	person(s) or company(ies) which is/are third party(ies) independent of AO, ASI and/or ASH (as the case may be) and their respective connected persons
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	the Main Board of the Stock Exchange

"March 2021 TRS Arrangements"	the total return swap arrangements arranged by Morgan Stanley on 24 March 2021 in relation to investments in the 7.5% Feb 2026 Pearl River Notes, details of which are set out in the joint announcement of AO, ASI and ASH dated 26 March 2021
"Morgan Stanley"	Morgan Stanley & Co. International plc, the arranger, dealer and swap counterparty under the TRS Arrangements, which according to the base prospectus is a public limited company incorporated in England and Wales, and together with its subsidiaries and associated undertakings are principally engaged in the provision of financial services, and to the best of the knowledge, information and belief of AO Directors, ASI Directors and ASH Directors having made all reasonable enquiries (based on the information available to AO, ASI and ASH), which and the ultimate beneficial owners of which are Independent Third Parties of AO, ASI, ASH and their respective connected persons
"Pearl River"	Guangdong Pearl River Investment Co., Ltd* (廣東珠江投資股份有限公司), a company incorporated in the People's Republic of China with limited liability, and to the best knowledge of the AO Directors, ASI Directors and ASH Directors having made all reasonable enquiries (based on the information available to AO, ASI and ASH), Pearl River and its ultimate beneficial owner, Zhu Weihang* (朱偉航), are Independent Third Parties of AO, ASI, ASH and their respective connected persons
"Pearl River Notes"	the 6.5% Pearl River Notes, the 7.5% Jan 2026 Pearl River Notes and/or the 7.5% Feb 2026 Pearl River Notes (as the case may be)
"percentage ratio(s) "	has the same meaning ascribed to it under the Listing Rules
"Previous Disposals"	the previous disposals of the Pearl River Notes over the past 12 months, on a non-consolidated and standalone basis, (A) by ASI Group in an aggregate notional amount of RMB324 million (equivalent to approximately HK\$353 million) on 19 October 2022; (B) by ASI Group in an aggregate notional amount of RMB30 million (equivalent to approximately HK\$32 million) on 31 October 2022; (C) by ASI Group in an aggregate notional amount of RMB50 million (equivalent to approximately HK\$56 million) on 9 December 2022; (D) by ASI Group in an aggregate notional amount of RMB70 million (equivalent to approximately HK\$78 million) on 16 December 2022; (E) by ASH Group in an aggregate notional amount of RMB350 million (equivalent to approximately HK\$399 million) on 11 January 2023; and (F) by AO Group in an aggregate notional amount of RMB24 million

(equivalent to approximately HK\$27 million) on 20 February 2023, pursuant to the TRS Arrangements (as the case may be)

"RMB"	Renminbi
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"TRS Arrangements"	February 2021 TRS Arrangements and March 2021 TRS Arrangements
"%"	per cent

In this joint announcement contains translations of certain RMB amounts into HK\$ at the approximate exchange rates at the time of the relevant translations to which they apply. Such conversion rates are for illustration purpose only and should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate or at all.

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

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

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

Hong Kong, 21 March 2023

As at the date of this joint announcement,

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

* *For identification purpose only*