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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)

**(1) RIGHTS ISSUE OF NOT LESS THAN 192,858,782
RIGHTS SHARES AND NOT MORE THAN 211,708,782
RIGHTS SHARES AT HK\$1.30 EACH ON THE BASIS
OF
ONE RIGHTS SHARE FOR EVERY TWO
EXISTING SHARES HELD ON THE RECORD DATE
(2) RESUMPTION OF TRADING**

Underwriter of the Rights Issue



TAIFOOK SECURITIES COMPANY LIMITED

Financial adviser to Asia Orient Holdings Limited



TAIFOOK CAPITAL LIMITED

THE RIGHTS ISSUE

The Company proposes to raise approximately not less than HK\$250.7 million and not more than HK\$275.2 million before expenses by way of the Rights Issue of not less than 192,858,782 Rights Shares and not more than 211,708,782 Rights Shares at the Subscription Price of HK\$1.30 per Rights Share on the basis of one Rights Share for every two existing Shares held on the Record Date. Pursuant to the Rights Issue, the Qualifying Shareholders will be provisionally allotted one Rights Share in nil-paid form for every two existing Shares held on the Record Date.

The Rights Issue will be fully underwritten by the Underwriter, on the terms and subject to the conditions set out in the Underwriting Agreement (see the section headed “Underwriting arrangements” below). As at the date of this announcement, the Relevant AOHL Shareholders are interested in an aggregate of 129,316,995 Shares, representing approximately 33.5% of the total issued share capital of the Company. The Relevant AOHL Shareholders have undertaken to the Company and the Underwriter that they will continue to own such number of Shares as at the date of the Irrevocable Undertakings and subscribe for or procure subscription for such number of Rights Shares in respect of the Shares held by them. Mr. Fung has also undertaken to (i) continue to hold any additional Shares to be issued to him if he exercises on or before the Record Date any of the outstanding Share Options attaching subscription rights to subscribe for 1,900,000 Shares held by him; and (ii) subscribe for or procure the subscription of the additional Rights Shares to be provisionally allotted to him in respect of the additional Shares to be issued to him if he exercises on or before the Record Date any of the outstanding Share Options attaching subscription rights to subscribe for 1,900,000 Shares held by him.

If Taifook Securities terminates the Underwriting Agreement (see sub-section headed “Rescission and termination of the Underwriting Agreement” below) or the conditions precedent to the Rights Issue (see sub-section headed “Conditions precedent to the Rights Issue” below) are not fulfilled or (as the case may be) waived in whole or in part by Taifook Securities, the Rights Issue will not proceed. **Accordingly, the Rights Issue may or may not proceed. Investors’ attention is drawn to the section headed “Warning of the risks of dealings in the Shares and the nil-paid Rights Shares” below.**

The last day of dealing in the Shares on a cum-rights basis is Wednesday, 27 June 2007. The Rights Shares are expected to be dealt with in their nil-paid form from Wednesday, 11 July 2007 to Wednesday, 18 July 2007 (both dates inclusive). To qualify for the Rights Issue, any transfer of the Shares (together with the relevant share certificates) must be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:00 p.m. on Friday, 29 June 2007.

GENERAL

The Company will despatch the Rights Issue Documents to the Qualifying Shareholders and the Prospectus to the Excluded Shareholders for their information only, as soon as practicable.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:31 a.m. on Wednesday, 13 June 2007 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on Thursday, 14 June 2007.

RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue:	one Rights Share for every two existing Shares held on the Record Date
Number of Shares in issue:	385,717,565 Shares as at the date of this announcement
Number of authorised Shares:	750,000,000
Number of Shares in issue after completion of Rights Issue:	578,576,347 Shares (assuming that none of the outstanding Share Options is exercised on or before the Record Date) or 635,126,347 Shares (assuming that all outstanding Share Options are exercised on or before the Record Date)
Number of Rights Shares:	not less than 192,858,782 Rights Shares (assuming none of the outstanding Share Options is exercised on or before the Record Date) and not more than 211,708,782 Rights Shares (assuming all outstanding Share Options are exercised on or before the Record Date)
Underwriter:	Taifook Securities

All Underwritten Shares will be fully underwritten by Taifook Securities on the terms and subject to the conditions set out in the Underwriting Agreement. Assuming that none of the outstanding Share Options is exercised on or before the Record Date, the 192,858,782 nil-paid Rights Shares proposed to be provisionally allotted represent approximately 50.0% of the Company's issued share capital and approximately 33.3% of the Company's issued share capital as enlarged by the issue of the Rights Shares.

As at the date of this announcement, there are outstanding Share Options attaching the rights entitling holders thereof to subscribe for 37,700,000 Shares.

Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date. In order to be registered as members of the Company on the Record Date, all transfers of Shares must be lodged (together with the relevant share certificate(s)) with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, by 4:00 p.m. (Hong Kong time) on Friday, 29 June 2007.

The Company will send the Rights Issue Documents to the Qualifying Shareholders and the Prospectus only to the Excluded Shareholders for information purposes.

As at the date of this announcement, the Company has certain Shareholders whose addresses as shown on the register of members are located in countries outside Hong Kong. In determining who will be the Excluded Shareholders, the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges for the Company's offering the Rights Shares to the Excluded Shareholders in compliance with the Listing Rules. Details on enquiry made by the Company in determining who are the Excluded Shareholders will be disclosed in the Prospectus.

Closure of register of members

The register of members of the Company will be closed from Tuesday, 3 July 2007 to Thursday, 5 July 2007, both dates inclusive. No transfer of Shares will be registered during this period.

TERMS OF THE RIGHTS ISSUE

Subscription Price

HK\$1.30 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the provisional allotment of the Rights Shares under the Rights Issue or application for excess Rights Shares or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 42.2% to the closing price of HK\$2.25 per Share as quoted on the Stock Exchange on 12 June 2007;
- (ii) a discount of approximately 36.9% to the average closing price of HK\$2.06 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including 12 June 2007;
- (iii) a discount of approximately 30.9% to the average closing price of HK\$1.88 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including 12 June 2007;
- (iv) a discount of approximately 32.6% to the theoretical ex-right price of HK\$1.93 based on the closing price of HK\$2.25 per Share as quoted on the Stock Exchange on 12 June 2007; and
- (v) a discount of approximately 73.4% to the unaudited consolidated net tangible assets value per Share of approximately HK\$4.89 as at 30 September 2006.

The Subscription Price was arrived at after arm's length negotiation between the Company and Taifook Securities with reference to the market price of the Shares under the prevailing market conditions. The Directors consider the terms of the Rights Issue to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Basis of provisional allotments:

One Rights Share (in nil-paid form) for every two existing Shares held by Qualifying Shareholders as at the close of business on the Record Date.

Status of the Rights Shares

The Rights Shares (when allotted, issued and fully paid) will rank pari passu with the then existing Shares in issue in all respects. Holders of fully paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the Rights Shares.

Certificates for the Rights Shares

Subject to the fulfillment or the waiver in whole or in part by Taifook Securities of the conditions of the Rights Issue, certificates for fully-paid Rights Shares are expected to be posted by Monday, 30 July 2007 to those Qualifying Shareholders who have paid for and have accepted the Rights Shares, at their own risk.

Fractions of the Rights Shares

The Company will not provisionally allot and issue and will not accept application for any fraction of the Rights Shares. The Company will sell any nil-paid Rights Shares created by adding fractions of the Rights Shares in the market, if any, and will keep the net proceeds for its own benefit.

Application for excess Rights Shares

Qualifying Shareholders will be entitled to apply for any unsold entitlements of the Excluded Shareholders, any unsold Rights Shares created by adding together fractions of the Rights Shares and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders. Application may be made by completing the form of application for excess Rights Shares and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Directors will allocate the excess Rights Shares at their discretion, but on a fair and reasonable basis as far as practicable.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted by Monday, 30 July 2007 by ordinary post to the relevant unsuccessful applicants therefor at their own risk.

Shareholders with their Shares held by a nominee company should note that the Directors will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, Shareholders should note that the aforesaid arrangement in relation to the application for excess Rights Shares will not be extended to beneficial owners individually. Shareholders with their Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

For Shareholders whose Shares are held by their nominee(s) and would like to have their names registered on the register of members of the Company, they must complete the relevant registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, by 4:00 p.m. on Friday, 29 June 2007.

Mr. Poon and Mr. Fung have no present intention to apply for the excess Rights Shares. However, in the event that they apply for the excess Rights Shares, they would comply with the relevant provisions of the Listing Rules and the Hong Kong Codes on Takeovers and Mergers.

Application for listing

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms.

Nil-paid Rights Shares are expected to be traded in board lots of 2,000 (the Shares are currently traded on the Stock Exchange in board lots of 2,000). Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to the payment of stamp duty, Stock Exchange trading fee, Securities and Futures Commission transaction levy or any other applicable fees and charges in Hong Kong.

Undertakings from the Relevant AOHL Shareholders

As at the date of this announcement, the Relevant AOHL Shareholders are interested in an aggregate of 129,316,995 Shares, representing approximately 33.5% of the total issued share capital of the Company.

The Relevant AOHL Shareholders have undertaken to the Company and the Underwriter that they will continue to own such number of Shares as at the date of the Irrevocable Undertakings and subscribe for or procure subscription for such number of Rights Shares in respect of the Shares held by them. Mr. Fung has also undertaken to (i) continue to hold any additional Shares to be issued to him if he exercises on or before the Record Date any of the outstanding Share Options attaching subscription rights to subscribe for 1,900,000 Shares held by him; and (ii) subscribe for or procure the subscription of the additional Rights Shares to be provisionally allotted to him in respect of the additional Shares to be issued to him if he exercises on or before the Record Date any of the outstanding Share Options attaching subscription rights to subscribe for 1,900,000 Shares held by him.

Conditions precedent to the Rights Issue

The Rights Issue is conditional, among other matters, upon the following:

- (1) the delivery by or on behalf of the Company not later than the Posting Date of (i) one copy of each of the Rights Issue Documents together with any requisite accompanying documents to the Stock Exchange and the Registrar of Companies in Hong Kong for filing and registration; and (ii) one copy of the Prospectus together with any requisite accompanying documents to the Registrar of Companies in Bermuda for filing;

- (2) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) listing of and permission to deal in all the Rights Shares (in their nil-paid and fully-paid forms) before 8:00 a.m. on the date of commencement of dealing in the nil-paid Rights Shares on the Stock Exchange and not having withdrawn or revoked such listings and permission before 8:00 a.m. on the date of commencement of dealing in the fully-paid Rights Shares on the Stock Exchange;
- (3) the Bermuda Monetary Authority granting consent (if required) to the issue of the Rights Shares by no later than the Posting Date;
- (4) the posting of the Rights Issue Documents to the Qualifying Shareholders and of the Prospectus to the Excluded Shareholders;
- (5) compliance with and performance of all the undertakings and obligations of the Company under the terms of the Underwriting Agreement;
- (6) compliance with and performance of each of the Relevant AOHL Shareholders of all of his/her/its obligations and undertakings under the terms of the Irrevocable Undertakings; and
- (7) the obligations of the Underwriter under the Underwriting Agreement not being terminated by the Underwriter in accordance with the terms of the Underwriting Agreement.

In the event that the conditions of the Rights Issue are not fulfilled (or, in respect of conditions (5) and (6), waived in whole or in part by the Underwriter) by the Latest Time for Termination or such later date or dates as the Underwriter may agree with the Company in writing, the Underwriting Agreement shall terminate and (save in respect of any rights and obligations which may accrue under the Underwriting Agreement prior to such termination) neither the Company nor the Underwriter will have any claim against the other for costs, damages, compensation or otherwise.

UNDERWRITING ARRANGEMENTS

Underwriting Agreement

Date:	13 June 2007
Underwriter:	Taifook Securities
Number of the Rights Shares underwritten:	not less than 128,200,290 Rights Shares and not more than 146,100,290 Rights Shares
Commission:	2% of the aggregate Subscription Price of all the Underwritten Shares (i.e. up to 146,100,290 Rights Shares), which amounts to approximately HK\$3.8 million

Taifook Securities is principally participates in investment holding, securities broking and dealing, leverage foreign exchange trading, margin financing, provision of placing, underwriting and sub-underwriting and nominee services.

Rescission and termination of the Underwriting Agreement

The Underwriter may terminate the arrangements set out in the Underwriting Agreement by notice in writing given by it to the Company at any time prior to the Latest Time for Termination if:

- (a) in the reasonable opinion of Taifook Securities acting in good faith, the success of the Rights Issue would be materially and adversely affected by:
 - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (ii) the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof, of a political, financial, economic currency, market or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (iii) any material adverse change in the business or in the financial or trading position or prospectus of the Group as a whole; or
 - (iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (v) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
 - (vi) the commencement by any third party of any litigation or claim against any company in the Group which is or might be material to the Group taken as a whole; or

- (b) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of the Underwriting Agreement includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (c) the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to accept the Rights Shares provisionally allotted to it,

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (i) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter and such material breach materially and adversely affects the success of the Rights Issue; or
- (ii) any event occurring or matter arising on or after the date hereof and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter and such event or matter materially and adversely affects the success of the Rights Issue.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

If the Underwriting Agreement is terminated by the Underwriter before the Latest Time for Termination or does not become unconditional, the Underwriting Agreement shall terminate forthwith (save in respect of any rights and obligations which may accrue under the Underwriting Agreement prior to such termination) and neither the Company nor the Underwriter shall have any claim against the other party for costs, damages, compensation or otherwise and the Rights Issue will not proceed.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company as at the date of this announcement and immediately after completion of the Rights Issue assuming that there is no change in the shareholding structure of the Company from the date of this announcement to immediately before completion of the Rights Issue save pursuant to the exercise of outstanding Share Options and the transactions contemplated under the Underwriting Agreement, and further assuming that the Underwriter takes up the Rights Shares to the maximum extent:

Name of Shareholder	As at the date of this announcement		Immediately after completion of the Rights Issue (assuming none of the outstanding Share Options is exercised on or before completion of the Rights Issue)		Immediately after completion of the Rights Issue (assuming all outstanding Share Options are exercised on or before completion of the Rights Issue)	
	No. of Shares held	Percentage shareholdings	No. of Shares held	Percentage shareholdings	No. of Shares held	Percentage shareholdings
<u>Relevant AOHL Shareholders</u>						
Mr. Poon and his associates	123,131,148	31.9%	184,696,717	31.9%	184,696,717	29.1%
Mr. Fung	<u>6,185,847</u>	<u>1.6%</u>	<u>9,278,770</u>	<u>1.6%</u>	<u>12,128,770</u>	<u>1.9%</u>
Sub-total:	129,316,995	33.5%	193,975,487	33.5%	196,825,487	31.0%
Other Directors	Nil	0%	Nil	0%	5,700,000 (Note 1)	0.9%
Taifook Securities	Nil	0%	128,200,290	22.2%	146,100,290	23.0%
Public	<u>256,400,570</u>	<u>66.5%</u>	<u>256,400,570</u>	<u>44.3%</u>	<u>286,500,570</u>	<u>45.1%</u>
Total	<u>385,717,565</u>	<u>100%</u>	<u>578,576,347</u>	<u>100%</u>	<u>635,126,347</u>	<u>100%</u>

Notes:

- Such interests represent the aggregate shareholding interests of Mr. Lun Pui Kan, Dr. Lim Yin Cheng and Mr. Kwan Po Lam Phileas, all being executive Directors, in the Company assuming all their Outstanding Options are exercised on or before the Record Date and none of them takes up the Rights Shares provisionally allotted to them.

In the event that some or all of the existing Shareholders do not take up their entitlements of the Rights Shares, Taifook Securities may procure certain independent investors to take up the relevant Rights Shares.

EXPECTED TIMETABLE

Last day of dealings in the Shares on a cum-rights basisWednesday, 27 June 2007

Commencement of dealings in the Shares on an ex-rights basis . . .Thursday, 28 June 2007

Latest time for lodging transfer of the Shares in order to be qualified for the Rights Issue4:00 p.m. on Friday, 29 June 2007

Register of members closesTuesday, 3 July 2007 to Thursday, 5 July 2007 (both dates inclusive)

Record Date	Thursday, 5 July 2007
Posting Date	Friday, 6 July 2007
Register of members re-opens	Friday, 6 July 2007
First day of dealings in nil-paid Rights Shares	Wednesday, 11 July 2007
Latest time for splitting nil-paid Rights Shares	4:00 p.m. on Friday, 13 July 2007
Last day of dealings in nil-paid Rights Shares	Wednesday, 18 July 2007
Latest time for acceptance of, and payment for, the Rights Shares and application for excess Rights Shares	4:00 p.m. on Monday, 23 July 2007
Latest time for termination of the Underwriting Agreement	4:00 p.m. on Wednesday, 25 July 2007
Announcement of results of the Rights Issue on newspapers	Monday, 30 July 2007
Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares expected to be posted on or before	Monday, 30 July 2007
Certificates for the Rights Shares expected to be despatched on or before	Monday, 30 July 2007
Dealings in fully-paid Rights Shares commence on	Thursday, 2 August 2007

All times in this announcement refer to Hong Kong times. Dates stated in this announcement for events mentioned in the timetable are indicative only and may be extended or varied. Any changes to the expected timetable for the Rights Issue will be announced as appropriate.

The latest time for acceptance of, and payment for, Rights Shares and application for excess Rights Shares is expected to be at 4:00 p.m. on Monday, 23 July 2007, or such later date as may be agreed between the Company and Taifook Securities. If there is:

- a tropical cyclone warning signal number 8 or above; or
- a “black” rainstorm warning signal

in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. on Monday, 23 July 2007, the Latest Time for Acceptance will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.. Under such circumstances, the dates mentioned in the expected timetable above (including, but without limitation to, the Latest Time for Termination) may be affected. Further announcement will be made by the Company if such circumstances arise.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Shares will be dealt with in their nil-paid form from Wednesday, 11 July, 2007 to Wednesday, 18 July, 2007 (both dates inclusive). If prior to the Latest Time for Termination, Taifook Securities terminates the Underwriting Agreement (see sub-section headed “Rescission and termination of the Underwriting Agreement” above) or any of the conditions precedent to the Rights Issue (see sub-section headed “Conditions precedent to the Rights Issue” above) cannot be fulfilled or (as the case may be) is not waived, the Rights Issue will not proceed.

Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled or waived, and any dealings in the Rights Shares in their nil-paid form between Wednesday, 11 July, 2007 and Wednesday, 18 July, 2007 (both dates inclusive), accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or the Rights Shares in their nil-paid forms are recommended to consult their own professional advisers.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Directors have decided to take advantage of favourable conditions in the market to raise further equity on a fully underwritten basis and on a basis which will allow all Qualifying Shareholders to participate in the Rights Issue in proportion to their shareholdings. The Company intends to use the net proceeds from the Rights Issue, being approximately HK\$244 million (if none of the outstanding Options is exercised on or before the Record Date) or approximately HK\$269 million (if all outstanding Options are exercised on or before the Record Date), for future investment opportunities in Hong Kong, Macau and the PRC. The Directors consider that the additional capital generated from the Rights Issue will further strengthen the financial position of the Group and will be used for investment purpose in order to expand the Group’s investment portfolio. The Directors have not identified any specific investment projects for the time being and will continue to identify suitable investment opportunities for the Group. The Company is an investment holding company. The principal activities of its major investee companies include investment and development of properties and investment and operation of hotels, restaurants, travel agency and securities investment. The Directors consider that any new investment is likely to be in one of these sectors and that the Rights Issue provides a good opportunity for the Company to strengthen its capital position so that when suitable opportunities are identified by the Directors from time to time, the Company will be financially flexible to respond to the market prospects, which in turn will be beneficial to the Group in the long run. Further announcement will be made by the Company in accordance with or as required under the Listing Rules if any investment opportunity materializes.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS IMMEDIATELY BEFORE THE DATE OF THIS ANNOUNCEMENT

The Company did not carry out any rights issue, open offer or other issue of equity securities for fund raising purpose or otherwise in the past 12 months immediately before the date of this announcement.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:31 a.m. on Wednesday, 13 June 2007 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on Thursday, 14 June 2007.

DEFINITIONS

“Associates”	has the meaning ascribed thereto under the Listing Rules
“Business Day”	any day (other than a Saturday) on which banks in Hong Kong are generally open for business
“Company”	Asia Orient Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Directors”	the directors of the Company
“Excluded Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown on such register is/are a place(s) outside Hong Kong where the Directors, based on opinions to be provided by legal advisers before the Posting Date, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of legal restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Group”	the Company and its subsidiaries
“Irrevocable Undertakings”	the irrevocable undertakings to be given by the Relevant AOHL Shareholders to the Company and the Underwriter pursuant to which the Relevant AOHL Shareholders undertake, inter alia, to subscribe for or procure the subscription for the Rights Shares to be provisionally allotted to them pursuant to the Rights Issue
“Latest Acceptance Time”	4:00 p.m. on 23 July 2007 or such later time to be agreed in writing between the Company and the Underwriter, being the latest time for acceptance of the offer of Rights Shares

“Latest Time for Termination”	4:00 p.m. on the second Business Day after the Latest Acceptance Time
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Mr. Fung”	Mr. Fung Siu To, Clement, the Chairman, who is beneficially interested in approximately 1.6% of the issued share capital of the Company as at the date of this announcement
“Mr. Poon”	Mr. Poon Jing, the managing Director and the controlling shareholder of the Company, who is interested in approximately 31.9% of the issued share capital of the Company as at the date of this announcement
“Posting Date”	Friday, 6 July 2007 or such other date as Taifook Securities may agree in writing with the Company for the despatch of the Rights Issue Documents
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
“Prospectus”	the prospectus to be issued by the Company to the Shareholders as required under the Companies Ordinance in relation to the Rights Issue
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company as at the close of business on the Record Date, other than those Excluded Shareholders
“Relevant AOHL Shareholders”	Mr. Poon and his associates and Mr. Fung
“Record Date”	Thursday, 5 July 2007, or such other date as the Underwriter may agree in writing with the Company as the date by reference to which entitlements of the Shareholders to participate in the Rights Issue are determined
“Rights Issue”	the issue by way of rights of not less than 192,858,782 Rights Shares and not more than 211,708,782 Rights Shares at the Subscription Price on the basis of one Rights Share for every two existing Shares held on the Record Date on the terms and conditions set out in the Rights Issue Documents

“Rights Issue Documents”	the Prospectus, the provisional allotment letters in respect of the Rights Issue and the forms of application for use by the Qualifying Shareholders to apply for excess Rights Shares
“Rights Share(s)”	new Share(s) to be allotted and issued under the Rights Issue
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Options”	the share options granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 11 November 2002
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$1.30 per Rights Share
“Taifook Securities”	Taifook Securities Company Limited, a licensed corporation to carry out types 1, 3 and 4 regulated activities under Securities and Futures Ordinance
“Undertaken Rights Shares”	Rights Shares undertaken by Mr. Poon and his associates and Mr. Fung that it/he shall accept or procure the acceptance of 61,565,569 Rights Shares and 3,092,923 Rights Shares respectively to be provisionally allotted to it/him or its/his nominee(s) as the holder of such Shares pursuant to the Rights Issue
“Underwriter”	Taifook Securities
“Underwriting Agreement”	the underwriting agreement entered into between Taifook Securities and the Company dated 13 June 2007 in relation to the Rights Issue
“Underwritten Shares”	Rights Shares other than Undertaken Rights Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“%”

per cent

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

Hong Kong, 13 June 2007

As at the date of this announcement, the executive Directors are Mr. Fung Siu To, Clement, Dr. Lim Yin Cheng, Mr. Poon Jing, Mr. Lun Pui Kan and Mr. Kwan Po Lam, Phileas, the non-executive Director is Mr. Chan Sze Hung and the independent non-executive Directors are Mr. Cheung Kwok Wah, Ken, Mr. Hung Yat Ming and Mr. Wong Chi Keung.

** For identification purposes only*