



ASIA ORIENT HOLDINGS LIMITED

(滙漢控股有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 214)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders (“**Shareholders**”) of Asia Orient Holdings Limited (“**Company**”) will be held at Basement 1, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Wednesday, 27 August 2008 at 10:45 a.m. or immediately after the conclusion of the special general meeting of Asia Standard International Group Limited, whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions (“**Resolutions**”):

1. To receive and consider the audited financial statements and the reports of the directors of the Company (“**Directors**”) and auditors for the year ended 31 March 2008;
2. To re-elect retiring Directors and authorise the board of Directors (“**Board**”) to approve the remuneration of the Directors;
3. To appoint auditors and authorize the Board to fix their remuneration;
4. 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 paragraph 4A(c) of this Resolution and without prejudice to Resolution 4C set out in the notice of this meeting (“**Notice**”), the Directors be and are generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 4A(d) of this Resolution) all the powers of the Company to issue, allot or otherwise deal with shares of HK\$0.10 each in the capital of the Company (“**Shares**”) and to issue; allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options, which might require the exercise of such powers, subject to and in accordance with all applicable laws;
- (b) the approval in paragraph 4A(a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital 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 4A(a) and 4A(b) of this Resolution, otherwise than pursuant to:

- (i) a Rights Issue (as defined in paragraph 4A(d) of this Resolution);
- (ii) the exercise of rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into Shares;
- (iii) the exercise of subscription or conversion right under the terms of any warrants of the Company or any option granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire Shares; and
- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “**Bye-Laws**”) of the Company;

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

(d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (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 to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company 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 Board made to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

B. **“THAT**

- (a) subject to paragraph 4B(b) of this Resolution, the Directors be and are generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 4B(c) of this Resolution) all powers of the Company to repurchase Shares listed on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Takeovers and Mergers and Share Repurchases, for this purpose subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or that of any other stock exchange as amended from time to time;
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph 4B(a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and approvals granted under paragraph 4B(a) of this Resolution shall be limited accordingly;
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by way of an ordinary resolution of the shareholders of the Company in general meeting.”

- C. **“THAT** conditional upon Resolutions 4A and 4B in the Notice of which this Resolution forms part being passed, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to and in accordance with the approval given in Resolution 4A set out in the Notice be and is hereby increased and extended by the addition of the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to and in accordance with the approval given in Resolution 4B set out in the Notice provided that such amount shall not exceed the aggregate nominal amount of the Shares repurchased pursuant to the said Resolution 4B and the said approval shall be limited accordingly.”

5. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as an ordinary resolution:

“**THAT** the authorized share capital of the Company be and is hereby increased from HK\$150,000,000 divided into 1,500,000,000 Shares of HK\$0.10 each in the capital of the Company to HK\$300,000,000 divided into 3,000,000,000 Shares of HK\$0.10 each by the creation of an additional 1,500,000,000 Shares of HK\$0.10 each in the capital of the Company, such Shares ranking pari passu in all respects with the existing issued and unissued Shares in the capital of the Company except for the entitlements to the Dividend and the Bonus Issue of Warrants (as described in the Circular).”

6. As special business to consider and, if thought fit, pass with or without amendments, the following Resolution as a special resolution:

“**THAT** a final dividend for the year ended 31 March 2008 of HK1.75 cents per Share (the “**Dividend**”) be paid to Shareholders whose names appear in the register of members of the Company at the close of business on 26 August 2008 and **THAT** conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Scrip Dividend Shares (as described in the circular (the “**Circular**”) of the Company to the Shareholders dated 30 July 2008 of which this Notice forms part):

- (a) Shareholders other than the Excluded Shareholders (as described in the Circular) be entitled to receive the Dividend by way of the Scrip Dividend Shares in lieu of cash;
- (b) in the case of Excluded Shareholders, the Scrip Dividend Shares shall not be issued to such Excluded Shareholders but shall be sold in the market and the net proceeds of sale, after deduction of expenses, shall be distributed pro-rata to such Excluded Shareholders unless the amount to be distributed to such Excluded Shareholders is less than HK\$100, in which case such amount shall be retained for the benefit of the Company;
- (c) no fractional Shares be allotted and distributed but Shares representing fractional entitlements be aggregated and sold for the benefit of the Company; and
- (d) the Directors be authorised to allot and issue the Scrip Dividend Shares falling to be issued under the Scrip Dividend Scheme (as described in the Circular) and to do all such acts, deeds and things as they may in their absolute discretion consider necessary, desirable or expedient to implement and/or to give effect to the Scrip Dividend Scheme.”

By Order of the Board
Lun Pui Kan
Secretary

Hong Kong, 30 July 2008

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head office and principal place
of business in Hong Kong:*
30th Floor
Asia Orient Tower
Town Place
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. Where there are joint registered holders of any Shares, any one of such persons may vote at the meeting, either personally or by proxy, 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, that one of the said persons whose name stands first on the register of Shareholders in respect of such Shares shall alone be entitled to vote in respect thereof.
3. 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 head office and principal place of business in Hong Kong at 30th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
4. Shareholders are recommended to read the circular of the Company containing information concerning the Resolutions proposed in this notice.

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

** For identification purposes only*