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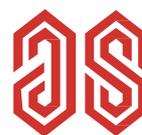


**ASIA ORIENT HOLDINGS  
LIMITED**

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)**

**DISCLOSEABLE  
TRANSACTION**

**MAJOR  
TRANSACTION**

**IN RELATION TO  
DISPOSAL OF KAISA SECURITIES**

**THE DISPOSAL**

On 4 and 5 May 2021, the Kaisa Securities were disposed of on the open market at an aggregate consideration (including unpaid interests accrued) of approximately US\$15.4 million (equivalent to approximately HK\$119.6 million) by the Seller.

**LISTING RULES IMPLICATIONS**

As all of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals and any other previous disposals over the past 12 months of the notes issued by Kaisa by AO Group and ASI Group (on a non-consolidated and standalone basis), would still be classified as a major disposal transaction for each of AO and ASI under Chapter 14 of the Listing Rules, and since each of AO and ASI has complied with the major disposal transaction requirements in respect of the Major Transaction as set out in the 18 December 2020 Announcement and the 29 January 2021 Circulars, each of AO and ASI is not required to reclassify the Disposal and the Previous Disposals by aggregating them with any other previous disposals over the past 12 months of the notes issued by Kaisa by AO Group and ASI Group (on a non-consolidated and standalone basis) and the implications of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals are determined on a standalone basis.

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 AO, the Disposal constitutes a discloseable transaction for AO, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals, exceeds 25% but is or are less than 75% for ASI, the Disposal constitutes a major transaction for ASI, and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Given that none of the ASI Shareholders have a material interest in the Disposal, none of them would be required to abstain from voting if a general meeting of ASI were to be convened to approve the Disposal. Pursuant to Rule 14.44 of the Listing Rules, ASI had obtained a written approval from the ASI Closely Allied Group (which together hold approximately 51.892% of the issued share capital of ASI as at the date of this joint announcement) to approve the Disposal. Therefore, no general meeting of ASI will be convened to approve the Disposal.

#### **DESPATCH OF CIRCULAR**

A circular containing further information on the Disposal will be despatched to the ASI Shareholders as soon as possible, which is expected to be on or before 27 May 2021.

#### **THE DISPOSAL**

On 4 and 5 May 2021, the Kaisa Securities were disposed of on the open market at an aggregate consideration (including unpaid interests accrued) of approximately US\$15.4 million (equivalent to approximately HK\$119.6 million) by the Seller.

In view that the Disposal was conducted through the open market, AO and ASI are not aware of the identities of the purchasers of the Kaisa Securities. To the best of the knowledge, information and belief of AO Directors and ASI Directors having made all reasonable enquiries, the purchasers of the Kaisa Securities and their respective ultimate beneficial owners are Independent Third Parties.

#### **INFORMATION ON THE KAISA SECURITIES**

The Kaisa Securities are listed and quoted on the SGX-ST.

As at 30 September 2020, the carrying value of the Kaisa Securities as disposed of by the Seller under the Disposal was approximately HK\$108.8 million. The net profits (both before and after taxation) attributable to the Kaisa Securities which were disposed of by the Seller under the Disposal were approximately HK\$10.9 million and approximately HK\$10.4 million for the financial years ended 31 March 2019 and 2020 respectively.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Disposal forms part of the investing activities of AO Group and ASI Group, which was conducted in their ordinary and usual course of business. As part of their principal business, AO Group and ASI 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.

The Disposal will provide AO Group and ASI Group with an opportunity to realise their investments in the Kaisa Securities, and to re-allocate resources for other reinvestment opportunities when they arise.

Having considered the terms of the Disposal (including but not limited to the disposal prices), AO Directors and ASI Directors respectively believe that such terms are fair and reasonable and the Disposal is in the interests of AO, ASI 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 AO Group and ASI Group will each record a gain before tax and before non-controlling interest of approximately HK\$1.9 million in the current financial year. The gain represents the difference between the consideration and the cost of the Kaisa Securities as disposed of by the Seller under the Disposal, less the incremental interest income from the difference between the yield and the coupon amortised to profit and loss in prior years, plus the written back of expected credit loss and the reversal of unrealised exchange loss recognised in prior years.

AO Directors and ASI 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 AND THE SELLER**

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.

The Seller is a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ASI. As at the date hereof, it is principally engaged in securities investment.

## **INFORMATION ON KAISA**

Kaisa is an investment holding company, and its subsidiaries are principally engaged in property development, property investment, property management, hotel and catering operations, cinema, department store and cultural centre operations, water-way passenger and cargo transportation and healthcare business in the PRC. To the best of the knowledge, information and belief of AO Directors and ASI Directors having made all reasonable enquiries (based on the information available to AO and ASI), Kaisa and its ultimate beneficial owners are Independent Third Parties.

## **LISTING RULES IMPLICATIONS**

As all of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals and any other previous disposals over the past 12 months of the notes issued by Kaisa by AO Group and ASI Group (on a non-consolidated and standalone basis), would still be classified as a major disposal transaction for each of AO and ASI under Chapter 14 of the Listing Rules, and since each of AO and ASI has complied with the major disposal transaction requirements in respect of the Major Transaction as set out in the 18 December 2020 Announcement and the 29 January 2021 Circulars, each of AO and ASI is not required to reclassify the Disposal and the Previous Disposals by aggregating them with any other previous disposals over the past 12 months of the notes issued by Kaisa by AO Group and ASI Group (on a non-consolidated and standalone basis) and the implications of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals are determined on a standalone basis.

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 AO, the Disposal constitutes a discloseable transaction for AO, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Disposal, when aggregated with the Previous Disposals, exceeds 25% but is or are less than 75% for ASI, the Disposal constitutes a major transaction for ASI, and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Given that none of the ASI Shareholders have a material interest in the Disposal, none of them would be required to abstain from voting if a general meeting of ASI were to be convened to approve the Disposal. Pursuant to Rule 14.44 of the Listing Rules, ASI had obtained a written approval from the ASI Closely Allied Group (which together hold approximately 51.892% of the issued share capital of ASI as at the date of this joint announcement) to approve the Disposal. Therefore, no general meeting of ASI will be convened to approve the Disposal. The ASI Closely Allied Group comprises the following ASI Shareholders:

Name of ASI Shareholders	Number of ASI Shares held	Approximate shareholding percentage in ASI (Note)
AO	51,705,509	3.918%
<i>Direct or indirect subsidiaries of AO:</i>		
Asia Orient Company Limited	304,361,730	23.062%
Bassindale Limited	23,785,154	1.802%
Hitako Limited	4,888	0.0004%
Impetus Holdings Limited	2,454,265	0.186%
Ocean Hand Investments Limited	50,074,030	3.794%
Pan Bright Investment Limited	33,382,675	2.529%
Pan Harbour Investment Limited	53,671,301	4.067%
Pan Inn Investment Limited	33,382,681	2.529%
Pan Kite Investment Limited	33,382,691	2.529%
Pan Pearl Investment Limited	33,382,675	2.529%
Pan Spring Investment Limited	46,783,314	3.545%
Persian Limited	8,962,211	0.679%
Phatom Investment Limited	7,905,986	0.599%
Union Home Development Limited	317,282	0.024%
Mr. Poon Jing	1,308,884	0.099%
<b>Total</b>	<b>684,865,276</b>	<b>51.892%</b>

*Note: Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.*

## **DESPATCH OF CIRCULAR**

A circular containing further information on the Disposal will be despatched to the ASI Shareholders as soon as possible, which is expected to be on or before 27 May 2021.

## **DEFINITIONS**

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

“18 December 2020 Announcement”	the joint announcement of AO and ASI dated 18 December 2020
“29 January 2021 Circulars”	the circulars dated 29 January 2021 issued by each of AO and ASI in relation to the Major Transaction

“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 Director(s)”	the director(s) of AO, including the independent non-executive director(s)
“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 Group”	ASH and its subsidiaries
“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 Closely Allied Group”	a closely allied group of ASI Shareholders, comprising AO, Mr. Poon Jing and their respective associates who together hold 684,865,276 ASI Shares (representing approximately 51.892% of the issued share capital of ASI as at the date of this joint announcement)
“ASI Director(s)”	the director(s) of ASI, including the independent non-executive director(s)
“ASI Group”	ASI and its subsidiaries, including ASH Group
“ASI Share(s)”	share(s) of HK\$0.01 each in the issued share capital of ASI
“ASI Shareholder(s)”	holder(s) of the ASI Share(s)
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Disposal”	the disposal of the Kaisa Securities by the Seller on 4 and 5 May 2021, details of which please refer to the paragraph headed “THE DISPOSAL” of this joint announcement
“HK\$”	Hong Kong Dollars
“Independent Third Party(ies)”	person(s) or company(ies) which is/are third party(ies) independent of AO and/or ASI (as the case may be) and their respective connected persons

“Kaisa”	Kaisa Group Holdings Ltd. (Stock Code: 1638), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board
“Kaisa Announcements”	the announcements of Kaisa dated 23 June 2017, 4 August 2017, 20 September 2017 and 2 November 2017
“Kaisa Notes”	the 9.375% US\$-denominated senior notes due 2024 issued by Kaisa, details of which are disclosed in the Kaisa Announcements
“Kaisa Securities”	the Kaisa Notes in the aggregate notional amount of US\$15.0 million (equivalent to approximately HK\$116.5 million) disposed of by the Seller under the Disposal
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Major Transaction”	as the case may be, the previous disposals of the Kaisa Notes, on a non-consolidated and standalone basis, between 17 and 18 December 2020 by AO Group and ASI Group, details of which are disclosed in the 18 December 2020 Announcement and the 29 January 2021 Circulars
“percentage ratio(s)”	has the same meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China
“Previous Disposals”	the previous disposals of the Kaisa Notes, on a non-consolidated and standalone basis, (A) by ASI Group in the aggregate notional amount of approximately US\$38.4 million (equivalent to approximately HK\$299.5 million) between 21 December 2020 and 4 January 2021; (B) by ASH Group in the aggregate notional amount of approximately US\$10.6 million (equivalent to approximately HK\$82.7 million) on 4 January 2021; (C) by ASI Group in the aggregate notional amount of US\$10.0 million (equivalent to approximately HK\$77.5 million) on 18 and 22 February 2021; (D) by ASI Group in the aggregate notional amount of US\$15.0 million (equivalent to approximately HK\$116.4 million) on 25 February 2021; (E) by AO Group, ASI Group and ASH Group in the aggregate notional amount of US\$5.0 million (equivalent to approximately HK\$38.8 million), US\$20.0 million (equivalent to approximately HK\$155.3 million) and US\$45.0 million (equivalent to approximately HK\$349.4 million) between 18 and 19 March 2021 respectively; (F) by ASH

Group in the aggregate notional amount of approximately US\$17.3 million (equivalent to approximately HK\$134.3 million) between 22 and 23 March 2021; (G) by ASH Group in the notional amount of US\$20.0 million (equivalent to approximately HK\$155.4 million) on 25 March 2021; (H) by ASI Group and ASH Group in the aggregate notional amount of approximately US\$4.2 million (equivalent to approximately HK\$32.6 million) and approximately US\$7.0 million (equivalent to approximately HK\$54.3 million) between 22 and 23 April 2021 respectively; and (I) by AO Group and ASI Group in the aggregate notional amount of approximately US\$20.2 million (equivalent to approximately HK\$156.8 million) and US\$83.0 million (equivalent to approximately HK\$644.2 million) between 27 and 29 April 2021 respectively

“Seller”	Techfull Properties Corp., a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ASI
“SGX-ST”	the Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States Dollars
“%”	per cent

*In this joint announcement, amounts denominated in US\$ are converted into HK\$ at the rate of US\$1.00 = HK\$7.7665. Such conversion rate is 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*

Hong Kong, 5 May 2021

*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. Cheung Kwok Wah, Mr. Leung Wai Keung and Mr. Wong Chi Keung; and*

(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.*

*\* For identification purpose only*