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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)

**VOLUNTARY
ANNOUNCEMENT**

**DISCLOSEABLE
TRANSACTION**

**IN RELATION TO
INVESTMENTS IN CHINA EVERGRANDE NOTES**

THE INVESTMENTS

Between 23 and 25 June 2021, the Investor invested in the Securities at an aggregate consideration (including unpaid interests accrued) of approximately RMB54.1 million (equivalent to approximately HK\$65.1 million) pursuant to the Note Purchase Agreement.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Investments, when aggregated with the Previous Acquisitions, exceeds 5% but is or are less than 25% for ASI, the Investments constitute a discloseable transaction for ASI, and are 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 Investments, when aggregated with the Previous Acquisitions, are below 5% for AO, the Investments do not constitute a notifiable transaction for AO, and are therefore not 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 Investments, when aggregated with the Previous Acquisitions and any other previous subscriptions and/or acquisitions over the past 12 months of China Evergrande Notes by AO Group and ASI Group (as the case may be and on a non-consolidated and standalone basis), would still be classified as a major acquisition transaction for each of AO and ASI under Chapter 14 of the Listing Rules, and since each of AO and ASI are complying with the major acquisition transaction requirements in respect of the acquisitions of China Evergrande Notes referred to in the 10 June 2021 Announcement, each of AO and ASI is not required to reclassify the Investments by aggregating them with the Previous Acquisitions or any

other previous subscriptions and/or acquisitions over the past 12 months of China Evergrande Notes by AO Group and ASI Group (as the case may be and on a non-consolidated and standalone basis) and the implications of the applicable percentage ratios in respect of the Investments and the Previous Acquisitions are determined on a standalone basis.

THE INVESTMENTS

Between 23 and 25 June 2021, the Investor invested in the Securities in an aggregate notional amount of approximately RMB60.7 million at an aggregate consideration (including unpaid interests accrued) of approximately RMB54.1 million (equivalent to approximately HK\$65.1 million) pursuant to the Note Purchase Agreement.

INFORMATION ON THE SECURITIES AND DETAILS OF THE TRS TRANSACTION

The Securities bear interest at a rate of 6.98% per annum, payable in arrears on each anniversary of the issue date until the maturity date, and are listed and quoted on the Shanghai Stock Exchange.

Given that the Securities are the underlying reference securities of the TRS Transaction, the Investor will not have actual ownership interest or any proprietary rights in such securities. Instead, the Investor will hold the notes issued by Golden Sunflower under the TRS Transaction, the interest, interest payment dates and maturity dates of which are linked to that of the Securities. Golden Sunflower shall, on the third business day following each total return payment date, pay interest to the Investor. Pursuant to the Note Purchase Agreement, the Investor shall not resell, transfer or otherwise dispose of the notes issued by Golden Sunflower unless the potential transferee has executed an agreement with CMBI in substantially the same form as the Note Purchase Agreement or such other form as may be specified by CMBI. The Investor is also required to pay an annual management fee to CMBI pursuant to the Note Purchase Agreement.

Given that the Investor will not have actual ownership interest or any proprietary rights in the Securities, the Investor has no direct claim to those Securities or Evergrande Real Estate. The Investor has no direct claim to CMBI Global either and will need to rely on the trustee of the notes issued by Golden Sunflower to enforce Golden Sunflower's rights against CMBI Global should CMBI Global fail to perform its obligations under the TRS Transaction. Besides, any default of CMBI Global's obligations under the TRS Transaction may adversely affect the payment under the notes issued by Golden Sunflower and cause significant loss to the Investor. Nevertheless, taking into account that (i) the notes issued by Golden Sunflower are secured by a charge over the bank account maintained with the custodian bank as well as Golden Sunflower's rights, title and interest in and to the TRS Transaction, and (ii) CMBI Global is a subsidiary of China Merchants Bank, AO Directors and ASI Directors are of the view that the credit risks with Golden Sunflower and CMBI Global arising from the TRS Transaction are not high.

REASONS FOR AND BENEFITS OF THE INVESTMENTS

The Investments form part of the investing activities of AO Group and ASI Group, which were conducted in their ordinary and usual course of business. AO Group and ASI Group intend to fund the consideration for the Investments by internal cash resources.

Further, given that the Securities are issued and listed in the People's Republic of China, they are only available for purchase by qualified foreign institutional investors approved by the China Securities Regulatory Commission. Therefore, the Investor acquired interest in such notes through the institutions which have the quotas.

Having considered the respective terms of the Investments (including the relevant acquisition prices, consideration (which includes unpaid interests accrued on the relevant notes), interest rates and maturity dates of the relevant notes, etc. AO Directors and ASI Directors are respectively of the view that the terms of the Securities are fair and reasonable and the Investments are in the interests of AO, ASI and their respective shareholders as a whole.

INFORMATION ON AO, ASI AND THE 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.

The Investor 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 investments.

INFORMATION ON CHINA EVERGRANDE

China Evergrande was founded in 1996 in Guangzhou City, Guangdong Province, the People's Republic of China and together with its subsidiaries, has established an overall industry layout leveraging in real estate development as its foundation, developing cultural tourism and health and wellbeing management industries as complementary pillars, and focusing on new energy vehicles as a lead growth driver. It is ranked 152th in the Fortune Global 500 in 2020.

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), China Evergrande and its ultimate beneficial owner(s) are Independent Third Parties.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Investments, when aggregated with the Previous Acquisitions, exceeds 5% but is or are less than 25% for ASI, the Investments constitute a discloseable transaction for ASI, and are 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 Investments, when aggregated with the Previous Acquisitions, are below 5% for AO, the Investments do not constitute a notifiable transaction for AO, and are therefore not 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 Investments, when aggregated with the Previous Acquisitions and any other previous subscriptions and/or acquisitions over the past 12 months of China Evergrande Notes by AO Group and ASI Group (as the case may be and on a non-consolidated and standalone basis), would still be classified as a major acquisition transaction for each of AO and ASI under Chapter 14 of the Listing Rules, and since each of AO and ASI are complying with the major acquisition transaction requirements in respect of the acquisitions of China Evergrande Notes referred to in the 10 June 2021 Announcement, each of AO and ASI is not required to reclassify the Investments by aggregating them with the Previous Acquisitions or any other previous subscriptions and/or acquisitions over the past 12 months of China Evergrande Notes by AO Group and ASI Group (as the case may be and on a non-consolidated and standalone basis) and the implications of the applicable percentage ratios in respect of the Investments and the Previous Acquisitions are determined on a standalone basis.

DEFINITIONS

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

“10 June 2021 Announcement”	the joint announcement of AO, ASI and ASH dated 10 June 2021 in relation to the acquisitions of China Evergrande Notes
“23 June 2021 Announcement”	the joint announcement of AO and ASI dated 23 June 2021 in relation to the acquisitions of China Evergrande Notes
“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 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 Director(s)”	the director(s) of ASI, including independent non-executive director(s)
“ASI Group”	ASI and its subsidiaries, including ASH Group

“China Evergrande”	China Evergrande Group (Stock Code: 3333), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board
“China Evergrande Notes”	the notes issued by China Evergrande and/or its subsidiaries, including but not limited to the Securities
“China Merchants Bank”	China Merchants Bank Co., Ltd. (Stock Code: 3968), a joint stock company incorporated in the PRC with limited liability, the issued shares of which are listed on the Main Board
“CMBI”	CMB International Securities Limited, a company incorporated in Hong Kong with limited liability and is principally engaged in dealing in securities, which is a subsidiary of China Merchants Bank, and 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), which and the ultimate beneficial owners of which are Independent Third Parties
“CMBI Global”	CMBI Global Markets Limited, a subsidiary of China Merchants Bank and a fellow subsidiary of CMBI, being the swap counterparty under the TRS Transaction
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Evergrande Real Estate”	Evergrande Real Estate Group Limited* (恒大地產集團有限公司), a company incorporated in the PRC with limited liability and a subsidiary of China Evergrande principally engaged in property development, and 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), which and the ultimate beneficial owners of which are Independent Third Parties
“Golden Sunflower”	Golden Sunflower Limited, the issuer under the TRS Transaction, which is an exempted company incorporated in the Cayman Islands, a special purpose vehicle incorporated for the purpose of issuing asset backed securities and is held under a trust, and 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), which and the shareholder of which (being the trustee) are Independent Third Parties
“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 person(s)

“Investor”	Pinnacle Smart Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of ASI
“Investments”	the investments in the Securities between 23 and 25 June 2021 by the Investor at an aggregate consideration of approximately RMB54.1 million (equivalent to approximately HK\$65.1 million) pursuant to the Note Purchase Agreement, details of which please refer to the paragraph headed “THE INVESTMENTS” of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Note Purchase Agreement”	the note purchase agreement entered into between the Investor and CMBI as dealer in June 2021 in relation to the investments in the Securities by way of the TRS Transaction
“percentage ratio(s)”	has the same meaning ascribed to it under the Listing Rules
“Previous Acquisitions”	as the case may be and on a non-consolidated and standalone basis, the previous acquisitions of China Evergrande Notes by AO Group and ASI Group between 10 June 2021 and 18 June 2021 (referred to as “Acquisitions” and “Previous Acquisitions” in the 23 June 2021 Announcement)
“RMB”	Renminbi
“Securities”	the 6.98% notes due 2022 in the aggregate notional amount of RMB2,000 million issued by China Evergrande, which will mature on 8 July 2022 invested by the Investor under the Investments
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TRS Transaction”	the total return swap transaction between Golden Sunflower and CMBI Global in relation to investment in the Securities arranged by CMBI pursuant to Note Purchase Agreement
“%”	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 transactions to which they apply. 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, 25 June 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*