



# ASIA STANDARD HOTEL GROUP LIMITED

(泛海酒店集團有限公司)\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 292)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Asia Standard Hotel Group Limited (the "Company") will be held at Basement 1, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 29 January, 2007 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution of the Company:

### ORDINARY RESOLUTION

#### **"THAT**

- (A) the terms and conditions and the signing of the Sale and Purchase Agreement (as defined in a circular (the "Circular") of the Company dated 10 January, 2007), a copy of which has been produced by the Chairman of the Company and marked "A" for identification, be and are hereby authorized, confirmed, ratified and approved by the Independent Shareholders (as defined in the Circular);
- (B) the terms and conditions of the Deed Poll (as defined in the Circular), a copy of which has been produced by the Chairman of the Company and marked "B" for identification, be and are hereby approved by the Independent Shareholders (as defined in the Circular) and any two Directors be and are hereby authorised to execute the Deed Poll as a deed;
- (C) conditional upon the satisfaction of the conditions of the Sale and Purchase Agreement, the Directors (as defined in the Circular) be and are hereby authorized to exercise the powers of the Company to allot and issue the appropriate units of Convertible Bonds (as defined in the Circular) to Asia Standard Development (as defined in the Circular) and Asia Standard Finance (as defined in the Circular) or their respective nominees and the appropriate number of Shares upon exercise by the holders of the Convertible Bonds (as defined in the Circular) of the conversion rights attaching to the Convertible Bonds; and
- (D) the Directors be and are hereby authorized to do all things and acts and sign all documents (under hand or under seal) which they consider desirable or expedient to implement and/or give effect to any matter relating to or in connection with the Transaction (as defined in the Circular)."

By order of the Board  
**Lee Tai Hay, Dominic**  
*Company Secretary*

Hong Kong, 10 January, 2007

#### *Notes:*

- 1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- 2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- 3. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
- 4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company 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.

*As at the date of this announcement, the executive directors of the Company are Mr. Poon Jing, Dr. Lim Yin Cheng, Mr. Fung Siu To Clement, Mr. Poon Tin Sau Robert, Mr. Wong Shu Pui and Mr. Woo Wei Chun Joseph; the non-executive director is Mr. Liang Shangli; and the independent non-executive directors are Mr. Ip Chi Wai, Mr. Leung Wai Keung Richard and Mr. Hung Yat Ming.*

\*For identification purpose only.