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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)

**DISCLOSEABLE TRANSACTION
IN RELATION TO
DISPOSALS OF THE KAISA SECURITIES**

THE DISPOSALS

On 16 September 2020, the Kaisa Securities were disposed of on the open market at an aggregate consideration of approximately US\$12.56 million (equivalent to approximately HK\$97.97 million) by AO Seller.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Disposals, after aggregation with the Previous Disposals, exceeds 5% but is or are less than 25% for AO, the Disposals constitute a discloseable transaction for AO and are therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

THE DISPOSALS

On 16 September 2020, the Kaisa Securities were disposed of on the open market at an aggregate consideration of approximately US\$12.56 million (equivalent to approximately HK\$97.97 million) by AO Seller.

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

INFORMATION ON THE KAISA SECURITIES

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

As at 31 March 2020, the carrying value of the Kaisa Securities held by AO Group which were disposed of under the Disposals was approximately HK\$72.02 million. The net profits (both before and after taxation) attributable to the Kaisa Securities held by AO Group which were disposed of under the Disposals for the financial years ended 31 March 2020 and 2019 were approximately HK\$9.11 million and approximately HK\$9.11 million respectively.

REASONS FOR AND BENEFITS OF THE DISPOSALS

The Disposals form part of the investing activities of AO Group, which are conducted in its ordinary and usual course of business. As part of the principal business, AO Group monitors the performance of its securities portfolios and makes adjustments to them (with regard to the types and/or amounts of the securities held) from time to time.

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

Having considered the terms of the Disposals (including but not limited to the disposal prices), AO Directors believe that such terms are fair and reasonable and the Disposals are in the interests of AO and its shareholders as a whole.

FINANCIAL EFFECTS OF THE DISPOSALS AND USE OF PROCEEDS

As a result of the Disposals, it is expected that subject to audit, AO Group will record a loss before tax and before non-controlling interest of approximately HK\$1.23 million in the current financial year. The loss represents the difference between the consideration and the cost of the Kaisa Securities, less the incremental interest income from the difference between the yield and the coupon amortised to profit or 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 intend to apply the proceeds from the Disposals as general working capital and/or for other reinvestment opportunities when they arise.

INFORMATION ON AO AND AO SELLER

AO is a limited liability company incorporated in Bermuda whose shares are listed on the Main Board. AO and its subsidiaries are principally engaged in property management, development and investment, hotel operations and securities investments.

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

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, waterway passenger and cargo transportation in the PRC.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Disposals, after aggregation with the Previous Disposals, exceeds 5% but is or are less than 25% for AO, the Disposals constitute a discloseable transaction for AO, and are therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“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
“AO Seller”	Sunrich Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of AO
“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 Group”	ASI and its subsidiaries, including ASH Group

“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Disposals”	the disposals of the Kaisa Securities by AO Seller on 16 September 2020
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) or company(ies) which is/are third party(ies) independent of AO and its 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 Notes due 2022”	8.5% US\$-denominated senior notes due 2022 issued by Kaisa, details of which are disclosed in the announcements of Kaisa dated 23 June 2017, 4 August 2017, 20 September 2017, 26 September 2017 and 2 November 2017
“Kaisa Notes due 2024”	9.375% US\$-denominated senior notes due 2024 issued by Kaisa, details of which are disclosed in the announcements of Kaisa dated 23 June 2017, 4 August 2017, 20 September 2017, 26 September 2017 and 2 November 2017
“Kaisa Securities”	the Kaisa Notes due 2024 in the notional amounts of approximately US\$12.9 million (equivalent to HK\$100.62 million) which were held and disposed of by AO Seller under the Disposals
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the main board of the Stock Exchange
“percentage ratio(s)”	has the same meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan

“Previous Disposals”	on a non-consolidated and standalone basis, the previous disposals (A) between 15 and 21 April 2020 of (i) the Kaisa Notes due 2024 in the notional amounts of US\$2 million (equivalent to HK\$15.6 million) and US\$10 million (equivalent to HK\$78 million) by AO Group and ASI Group respectively; and (ii) the Kaisa Notes due 2022 in the aggregate notional amounts of US\$10 million (equivalent to HK\$78 million) and US\$21.8 million (equivalent to HK\$170.04 million) by ASI Group and ASH Group respectively; and (B) between 2 and 7 September 2020 of the Kaisa Notes due 2024 in the aggregate notional amount of US\$9 million (equivalent to HK\$70.2 million) by AO Group
“SGX-ST”	the Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent

In this announcement, amounts denominated in US\$ are converted into HK\$ at the rate of US\$1.00 = HK\$7.80. 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

Hong Kong, 21 September 2020

As at the date of this announcement, 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. Hung Yat Ming and Mr. Wong Chi Keung.

* *For identification purpose only*