

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of China Oriental Group Company Limited will be held at Lotus Room, 6/F., The Marco Polo Hongkong Hotel, 3 Canton Road, Tsim Sha Tsui, Kowloon on Wednesday, 17 May 2006 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Group, the audited balance sheet of the Company, the reports of the Directors and the Auditors for the year ended 31 December 2005.
2. To declare a final dividend of HK4.5 cents per share for the year ended 31 December 2005.
3. To re-elect the Directors (Mr. Han Jingyuan, Ms. Chen Ningning, Mr. Shen Xiaoling and Mr. Yu Tung Ho) and to authorise the Directors to fix their remuneration.
4. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration.
5. To approve and ratify the ordinary remuneration of the Directors for the Board of the Company be fixed at the sum of HK\$2,010,000 for each financial year commencing from 1 January 2005 onwards until the Company in general meeting otherwise determines.

To consider as **Special Business** and, if thought fit, pass with or without amendments, the following resolutions as **ordinary resolutions**:

6A. **"THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited in accordance with any applicable law or Bermuda law and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital to be repurchased by the Directors pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue on the date of the passing of this Resolution; and

- (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 any applicable law or Bermuda Companies Act or the existing bye-laws of the Company to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

6B. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreement and options which would or might require such shares to be allotted and issued be and is hereby generally and unconditionally approved;
- (b) the Directors be authorised to make or grant offers, agreement and options during the Relevant Period which would or might require shares in the capital of the Company to be allotted and issued either during or after the end of the Relevant Period pursuant to (a) above;
- (c) the aggregate nominal value of the share capital of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the respective approval and authorisation referred to in sub-paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue, (ii) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company or (iii) any adjustment of rights to subscribe for shares under options and warrants or a specific authority granted by the shareholders, shall not exceed the aggregate of (i) 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and (ii) the aggregate nominal amount of the share capital of the Company that may have been repurchased pursuant to the repurchase mandate referred to in resolution 6A; and

(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 any applicable law or Bermuda Companies Act or the existing bye-laws of the Company to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares of the Company by way of rights shall be construed accordingly.”

6C. “**THAT** subject to the passing of Resolutions 6A and 6B above, the authority of the Directors pursuant to Resolution 6B be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted pursuant to Resolution 6A.”

To consider as **Special Business** and, if thought fit, pass with or without amendments, the following resolution as a **special resolution**:

7. “**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

By replacing the word “special” by the word “ordinary” immediately after the words “Subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by” in Bye-law 86(4).”

8. To consider as **Special Business** and, if thought fit, pass with or without amendments, the following resolution as an **ordinary resolution**:

**“THAT**

- (a) the share option scheme (“Share Option Scheme”) of the Company (a copy of which has been submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved and adopted as the share option scheme of the Company subject to and conditional upon The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company representing 10% of the issued share capital of the Company as at the date of the passing of this resolution, to be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme, and the directors of the Company (“Directors”) be and are hereby authorised to take all such steps as they may deem necessary, desirable or expedient to carry into effect, administer and alter the Share Option Scheme subject to the terms thereof, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and such other guidelines or supplementary guidance as may be issued by the Stock Exchange from time to time; and
- (b) the Directors be and are hereby authorised to grant options under the Share Option Scheme and to allot and issue shares of the Company pursuant to the exercise of options which may be granted under the Share Option Scheme, provided that the aggregate amount of shares which may be issued shall be limited to 10% of the issued share capital of the Company as at the date of the passing of this resolution.”

By Order of the Board  
**China Oriental Group Company Limited**  
**Han Jingyuan**  
*Chairman and Chief Executive Officer*

Hong Kong, 24 April 2006

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Branch Share Registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting (as the case may be).
2. With regard to Resolutions 6A, 6B and 6C above, the Directors do not have immediate plans to issue any new shares or repurchase any existing shares. Approval is being sought from members of the Company for general mandates pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
3. A circular containing further information concerning Resolutions 3, 6A, 6B, 6C and 8 will be sent to shareholders together with the Company's Annual Report for 2005.
4. The register of members of the Company will be closed from Monday, 15 May 2006 to Wednesday, 17 May 2006, all days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend and be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 12 May 2006.
5. The purpose of the proposed amendments to the existing Bye-laws of the Company is to ensure that the Bye-laws of the Company comply with recent changes in the Listing Rules.