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CHINA ORIENTAL GROUP COMPANY LIMITED
中國東方集團控股有限公司*
(incorporated in Bermuda with limited liability)
(Stock Code: 581)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at Suites 901-2 & 10, 9th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 24 May 2012 at 9:00 a.m. and at any adjournment thereof, for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements together with the Directors' Report and the Independent Auditors' Report of the Group for the year ended 31 December 2011;
2.
 - (a) To re-elect Mr. Han Jingyuan as an Executive Director
 - (b) To re-elect Mr. Han Li as an Executive Director
 - (c) To re-elect Mr. Ondra Otradovec as a Non-executive Director
 - (d) To re-elect Mr. Liu Lei as a Non-executive Director
 - (e) To re-elect Mr. Yu Tung Ho as an Independent Non-executive Director
 - (f) To re-elect Mr. Wang Tianyi as an Independent Non-executive Director
 - (g) To authorize the Board of Directors to fix the Directors' remuneration;
3. To re-appoint PricewaterhouseCoopers as Auditor of the Company and to authorize the Board of Directors to fix their remuneration;

* *For identification purposes only*

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

“THAT

- (a) subject to paragraph 4(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 4(d) below) of all powers of the Company to issue, allot and deal with the additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 4(a) above shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 4(a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph 4(d) below) or to the share option schemes of the Company, shall not exceed 20 per cent of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution and the said approval pursuant to paragraph 4(a) above shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law of Bermuda and the current Bye-Laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders of the Company in general meeting;

“Rights Issue” means an offer of shares or options to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements and having regard to any restrictions of obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

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

“THAT

- (a) subject to paragraph 5(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 5(d) below) of all the powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5(a) above shall be in addition to any other authorization given to the Directors of the Company;
- (c) the aggregate nominal value of share capital of the Company, which the Company is authorized to repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange recognized for this purpose by The Securities and Futures Commission and the Stock Exchange under Hong Kong Code on Share Repurchases pursuant to the approval in paragraph 5(a) above during the Relevant Period, shall be no more than 10 per cent of the aggregate nominal value of the existing issued share capital of the Company at the date of this resolution, and the authority pursuant to the paragraph 5(a) above shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by applicable law of Bermuda and the current Bye-Laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders of the Company in general meeting.”

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

“**THAT**, conditional upon the passing of the ordinary resolution as set out in resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution.”

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

Hong Kong, 20 April 2012

Notes:

- (1) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent the member who/which appointed it. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (2) To be valid, the form of proxy together with the authorization letter or other authority (if any) under which is signed or a certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting, or any adjournment thereof.
- (3) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share of the Company, any one of such holders may vote at the Annual General 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 holders be present at the Annual General Meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such shall alone be entitled to vote in respect thereof.
- (5) Voting of the ordinary resolution set out in this notice will be by way of poll.

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Han Jingyuan, Mr. Zhu Jun, Mr. Shen Xiaoling, Mr. Zhu Hao, Mr. Muktesh Mukherjee and Mr. Han Li being the Executive Directors, Mr. Ondra Otradovec, Mr. Vijay Kumar Bhatnagar and Mr. Liu Lei being the Non-Executive Directors and Mr. Yu Tung Ho, Mr. Wong Man Chung, Francis and Mr. Wang Tianyi being the Independent Non-Executive Directors.