



**ORIENT OVERSEAS (INTERNATIONAL) LIMITED**

**東方海外(國際)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 316)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting of ORIENT OVERSEAS (INTERNATIONAL) LIMITED (the “Company”) will be held at the Concord Room, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on 21st April 2006 at 10:00 a.m. to transact the following business:

1. To consider and adopt the audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31st December 2005;
2. To declare a final dividend for the year ended 31st December 2005;
3. To re-elect Directors;
4. To authorise the Board of Directors to fix the Directors’ remuneration;
5. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Board of Directors to fix their remuneration;
6. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:
  - (a) To grant a general mandate to the Directors to allot, issue and deal with the Company’s shares;
  - (b) To grant a general mandate to the Directors to repurchase the Company’s shares; and
  - (c) To extend the general mandate to issue shares to cover the shares repurchased by the Company under resolution 6(b); and
7. To consider and, if thought fit, to pass the resolution to amend the Company’s Bye-laws as a special resolution.

By Order of the Board  
**Lammy Lee**  
*Secretary*

Hong Kong, 30th March 2006

*Notes:*

- (i) This is a summary of the full text of the notice of the Annual General Meeting (the “AGM Notice”). The full text of the AGM Notice is contained in the annual report for the year ended 31st December 2005 (the “Annual Report”) and further information about the business to be conducted at the Annual General Meeting is contained in the circular dated 30th March 2006 (the “Circular”). The Circular and the Annual Report containing the full text of the AGM Notice are being sent to the registered shareholders of the Company and may be obtained upon written request from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “Branch Share Registrar”). The Circular and the Annual Report containing the AGM Notice are also available at the Company’s website at <http://www.ooilgroup.com> and The Stock Exchange of Hong Kong Limited’s website at <http://www.hkex.com.hk>.
- (ii) An explanatory statement containing information regarding the ordinary resolutions in item 6 and detailed information regarding the special resolution in item 7 of this notice are set out in Appendix I and Appendix III to the Circular respectively.
- (iii) Any member of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint a proxy or proxies to attend and vote on his behalf in accordance with the Bye-laws of the Company. A proxy need not be a member of the Company.
- (iv) Where there are joint registered holders of any share, 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 shall be present at the meeting personally or by proxy, that one of the holders 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.
- (v) The proxy form must be deposited at the Company’s Branch Share Registrar together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- (vi) The register of members of the Company will be closed from 18th April 2006 to 21st April 2006, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the proposed final dividend, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company’s Branch Share Registrar for registration not later than 4:00 p.m. on 13th April 2006.
- (vii) With regard to item 3 in this notice, the Board of Directors proposed that the retiring Directors, namely Messrs Tsann Rong CHANG, Alan Lieh Sing TUNG, Roger KING and Victor Kwok King FUNG, be re-elected as Directors of the Company at the Annual General Meeting. Details of these Directors are set out in Appendix II to the Circular.
- (viii) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (ix) As at the date hereof, our Executive Directors are Messrs Chee Chen TUNG, Tsann Rong CHANG, Nicholas David SIMS, Philip Yiu Wah CHOW and Alan Lieh Sing TUNG; our Non-Executive Director is Mr Roger KING; and our Independent Non-Executive Directors are Mr Simon MURRAY, Dr Victor Kwok King FUNG and Prof Richard Yue Chim WONG.

*\* for identification only*

Please also refer to the published version of this announcement in *The Standard*.