



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 SPECIAL GENERAL MEETING

NOTICE is hereby given that the Special 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 Tuesday, 19 December 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT

- (a) the stock purchase agreement dated 21 November 2006 (the "**Stock Purchase Agreement**") entered into between TSI Holding S.A., OOCL (Terminals) Holdings Limited, Consolidated Leasing & Terminals, Inc., indirect wholly owned subsidiaries of the Company (together the "Sellers"); the Company; and 0775150 B.C. Ltd. and 2119601 Ontario Limited (together the "Buyer") in relation to the sale of the entire issued share capitals of TSI Terminal Systems Inc., Consolidated (Terminal Holdings) Limited and Global Terminal & Container Services, Inc. by the Sellers to the Buyer, a copy of which has been produced to this meeting marked "A" and signed by the Chairman of this meeting for identification purpose, be and is hereby approved, ratified and confirmed; and
- (b) any one Director or the Company Secretary of the Company be and is hereby authorised to execute all such documents and/or to do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Stock Purchase Agreement and the transactions contemplated therein."

By Order of the Board
Lammy Lee
Company Secretary

Hong Kong, 4 December 2006

Notes:

- (i) 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.
- (ii) 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.
- (iii) The proxy form must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 Special General Meeting or any adjournment thereof.
- (iv) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (v) As at the date hereof, our Executive Directors are Messrs. Chee Chen TUNG, Nicholas David SIMS, Philip Yiu Wah CHOW and Alan Lieh Sing TUNG; our Non-Executive Directors are Messrs. Roger KING and Tsann Rong CHANG; and our Independent Non-Executive Directors are Mr. Simon MURRAY, Dr. Victor Kwok King FUNG and Professor Richard Yue Chim WONG.

* For identification only

website: <http://www.ooilgroup.com>