



## ORIENT OVERSEAS (INTERNATIONAL) LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 316)**

### NOTICE TO FORMER SHAREHOLDERS OF ORIENT OVERSEAS (HOLDINGS) LIMITED

#### **Scheme of Arrangement**

Pursuant to a Scheme of Arrangement (the "Scheme") between Orient Overseas (Holdings) Limited ("OOHL") and the holders of Scheme Securities (as defined in the Scheme), which became effective on 23rd July 1992, ordinary shares of US\$0.10 each of Orient Overseas (International) Limited ("OOIL") were transferred by OOHL to those of its former ordinary shareholders who had returned appropriate registration confirmation forms, in exchange for ordinary shares of US\$0.10 each of OOHL, on the basis of 1.08431411 OOIL ordinary shares for each OOHL ordinary share held (fractions of shares being disregarded). Certificates for the OOIL ordinary shares were mailed to OOHL's shareholders on 28th July 1992.

#### **The Registration Trust**

Under the provisions of the Scheme, the OOIL ordinary shares in respect of those OOHL ordinary shareholders who had not returned appropriate registration confirmation forms (the "Untraceable Shareholders") were transferred to and held by Butterfield Trust (Bermuda) Limited (formerly known as The Bank of Butterfield Executor & Trustee Co. Ltd., the "Registration Trustee") pursuant to the terms of a Registration Trust Deed dated 23 July 1992 (the "Trust Deed") between OOHL, OOIL and the Registration Trustee. Pursuant to the terms of the Trust Deed, the Registration Trustee expects to sell the Trust Securities (as defined in the Trust Deed), including those OOIL ordinary shares, for cash (the "Disposal") before 23rd July 2004 (the "Expiry Date").

#### **Claims before Expiry Date**

Computershare Hong Kong Investor Services Limited (formerly known as Central Registration Hong Kong Limited, "Computershare") has been appointed to receive and process claims of Untraceable Shareholders. Untraceable Shareholders who believe they are entitled under the Scheme to OOIL ordinary shares (and any other property held by the Registration Trustee with respect to or derived from such shares) in exchange for OOHL ordinary shares and who have not received the relevant OOIL share certificates should before the Expiry Date address a claim to Computershare at Hopewell Centre, 19th Floor, 183 Queen's Road East, Wanchai, Hong Kong and enclose (if possible) certificates for the appropriate number of OOHL ordinary shares held by them for verification purposes.

Following the Disposal of the Trust Securities by the Registration Trustee before the Expiry Date, Untraceable Shareholders who submit their claims after the Disposal and before the Expiry Date will be entitled to the Disposal proceeds (in the form of cash) instead of OOIL ordinary shares.

#### **Claims after Expiry Date**

In accordance with the terms of the Trust Deed, the entitlement of Untraceable Shareholders to the Trust Assets (as defined in the Trust Deed) will cease on the Expiry Date, the trusts under the Trust Deed will be terminated on the Expiry Date and the remaining Trust Assets (the "Remaining Trust Assets") as at the Expiry Date will be transferred, as soon as practicable thereafter, by the Registration Trustee to OOIL, less costs and expenses.

The Board of Directors of OOIL has in its discretion decided to allow each Untraceable Shareholder to continue to lodge his claim with OOIL at 33rd Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong (and not with the Registration Trustee, whose involvement will have ceased, in accordance with the terms of the Trust Deed, once the trusts under the Trust Deed terminate on the Expiry Date) for the period from 24th July 2004 to 23rd July 2006 and be paid a cash amount equal to the percentage of the Untraceable Shareholder's holding in the total number of unclaimed OOHL shares as at the Expiry Date multiplied by the value of the Remaining Trust Assets as at the Expiry Date. Untraceable Shareholders who have not lodged any claim on or before 23rd July 2006 will not be entitled to any payment.

**Orient Overseas (International) Limited**  
**Lammy Chee Fun LEE**  
*Company Secretary*

**Butterfield Trust (Bermuda) Limited**  
as Trustee of the trust created under  
the Registration Trust Deed dated  
23rd July 1992

As at the date hereof, our Executive Directors are Messrs. Chee Chen TUNG, Tsann Rong CHANG, Robert Hcheun SUAN, Nicholas David SIMS and Philip Yiu Wah CHOW; Non-Executive Director is Mr. Roger KING; and Independent Non-Executive Directors are Mr. Simon MURRAY, Dr. Victor Kwok King FUNG and Prof. Richard Yue Chim WONG.

Date: 15th June 2004