

# ORIENT RESOURCES GROUP COMPANY LIMITED

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 467)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of Orient Resources Group Company Limited (the “**Company**”) will be held at The Cypress, Level 3, Renaissance Kowloon Hotel Hong Kong, 22 Salisbury Road Tsimshatsui, Kowloon, Hong Kong on Wednesday, 24 January 2007 at 3:00 p.m. for the purposes of considering and if thought fit, passing the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:**

1. the terms and conditions of the sale and purchase agreement (the “**S&P Agreement**”) entered into between Fine Profit Corporation Limited, a directly wholly-owned subsidiary of the Company and Union Step Limited, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification, and the transactions contemplated thereby, be and are hereby approved, ratified and confirmed; and
2. any two of the Directors (or if execution under the common seal of the Company is required, any two Directors or any one Director and the Secretary) of the Company be and are hereby authorised for and on behalf of the Company to sign and, where required, to affix the common seal of the Company onto any documents, instruments or agreements and to do all such acts and things and execute all such documents as they may in their discretion consider necessary or expedient for the purpose of implementing the S&P Agreement and the transactions contemplated thereby and in connection therewith.”

By order of the Board

**Zhang Hongwei**

*Chairman*

Hong Kong, 6 January 2007

*Notes:*

- (1) A form of proxy for use at the meeting is enclosed.
- (2) Any member entitled to attend and vote at the Special General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend instead of him/her. A proxy need not be a member of the Company.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the Special General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Special General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusive of the votes of the other joint holders.

*As at the date hereof, the executive directors of the Company are Mr Zhang Hongwei, Mr Zhu Jun and Ms Zhang Meiyong and the independent non-executive directors of the Company are Mr San Fung, Mr Chau Siu Wai and Mr Zhu Chengwu.*

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