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# 東方明珠創業有限公司\*

## Pearl Oriental Innovation Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 632)**

### NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Pearl Oriental Innovation Limited (the “Company”) will be held at Suite 1908, 19th Floor, 9 Queen’s Road Central, Hong Kong at 4:30 p.m. on 16 April 2009 for the purpose of considering and, if though fit, passing with or without amendments, the following resolution of the Company:

#### ORDINARY RESOLUTION

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Conversion Shares (as defined below):
  - (a) a conditional convertible note agreement dated 4 March 2009 (the “Agreement”) entered into between the Company and Orient Day Developments Limited (the “Subscriber”) for the issue of convertible notes in the aggregate principal amount of HK\$45,000,000 to the Subscriber convertible up to 150,000,000 Shares (the “Conversion Shares”) in total at the conversion price of HK\$0.30 per Conversion Share within 2 years from the date of issue of the convertible note (information relating to the Agreement is set out in the circular of the Company dated 26 March 2009, and a copy of the Agreement has been produced to the meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed and any directors of the Company (the “Directors”) be and are hereby authorized to make such changes or amendments to the Agreement and to execute any other documents in relation thereto as such Director, in their absolute discretion deems fit; and
  - (b) any one of the Directors be and are hereby authorized to do all such further acts and things, take all steps and execute all such further documents which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in the Agreement and any other documents or matters incidental thereto and/or as contemplated therein.”

By Order of the Board  
**Peal Oriental Innovation Limited**  
**Cheung Kwok Yu**  
*Executive Director and Company Secretary*

Hong Kong, 26 March 2009

\* *For identification purposes only*

*Principal place of business:*

Suite 1908, 19th Floor  
9 Queen's Road Central  
Hong Kong

**Notes:**

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy, together with the notarially certified power of attorney or other authority (if any) under which it is signed must be lodged at the Company's branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
3. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of member of the Company in respect of such share shall alone be entitled to vote in respect of it.
4. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjourned meeting if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
5. The votes to be taken at the meeting for the resolution will be by way of poll.

*As at the date hereof, the Board comprises five executive Directors, namely Mr. Wong Yuk Kwan (alias: Wong Kwan), Mr. Cheung Kwok Yu, Mr. Zhou Li Yang, Mr. Zheng Yingsheng and Mr. Johnny Yuen; and three independent non-executive Directors, namely Mr. Dong Zhixiong, Mr. Fung Hing Chiu, Cyril and Mr. Lam Ka Wai, Graham.*