



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 19 February 2008 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

- 1 “**THAT** the execution of the subscription agreement (the “Agreement”) dated 31 December 2007 and entered into between the Company and Orient Day Developments Limited as subscriber in relation to the subscription of 77,456,000 shares of HK\$0.50 each in the share capital of the Company (“Subscription Shares”) at a price of HK\$1.00 per Subscription Share (the “Subscription”), a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose and the Subscription and the performance by the Company thereof and the transactions contemplated thereby be and are hereby confirmed, ratified and approved; and that any one or more of the directors of the Company (the “Directors”) be and are hereby authorized to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the Agreement and completing the transactions contemplated by the Agreement with such changes as any such Director(s) may consider necessary, desirable or expedient.”
- 2 “**THAT** conditional upon the ordinary resolution no. 1 contained in the notice of the Special General Meeting of which this resolution forms part being approved, the waiver for Orient Day Developments Limited and its parties acting in concert from the obligations which may arise under Rule 26 of the Hong Kong Code on Takeovers and Mergers promulgated by the Securities and Futures Commission to make a general offer for all the shares of the Company not already owned by them as a result of the completion of the Subscription (as defined in ordinary resolution no.1 contained in the notice of the Special General Meeting of which this resolution forms part) be and is hereby approved.”
- 3 “**THAT** conditional upon the ordinary resolutions nos. 1 and 2 contained in the notice of the Special General Meeting of which this resolution forms part being approved and becoming unconditional and effective, the Directors be and are hereby authorized to allot and issue 77,456,000 shares of HK\$0.50 each in the share capital of the Company to Orient Day Developments Limited (or to such other person or persons as it may nominate) upon the completion of the Subscription (as defined in ordinary resolution no. 1 contained in the notice of the Special General Meeting of which this resolution forms part) pursuant to the terms of the Agreement (as defined in ordinary resolution no. 1 contained in the notice of the Special General Meeting of which this resolution forms part).”

- 4 “**THAT** the authorized share capital of the Company be and is hereby increased from HK\$300,000,000 comprising 600,000,000 shares of HK\$0.50 each to HK\$3,000,000,000 comprising 6,000,000,000 shares of HK\$0.50 each by the creation of an additional 5,400,000,000 shares of HK\$0.50 each and that each new share, upon issue, will rank pari passu in all respects with the existing shares of the Company.”

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

Hong Kong, 31 January 2008

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 resolutions no. 1 to 3 will be by way of poll.

As at the date of this announcement, the Board comprises six executive Directors, namely Messrs. Wong Kwan, Chan Yiu Keung, Cheung Kwok Yu, Zhou Li Yang, Zheng Yingsheng, Johnny Yuen, and three independent non-executive Directors, namely Messrs. Dong Zhixiong, Fung Hing Chiu, Cyril and Lai Shi Hong, Edward.

* *For identification purposes only*