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東方明珠創業有限公司*
Pearl Oriental Innovation Limited

(Incorporated in the 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 Tuesday, 8 June 2010 for the purpose of considering and, if though fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. (a) **“THAT** an agreement for sale and purchase dated 9 January 2010 (copy of which have been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) (the “Agreement”), as supplemented by supplemental agreements dated 18 March 2010 and 10 May 2010, entered into between the Company, Marvel Sunlight Limited and Charcon Assets Limited, regarding the Acquisition (as defined in the circular of the Company dated 24 May 2010 (“Circular”)) be approved and **THAT** any directors of the Company (the “Directors”) be and are hereby authorised on behalf of the Company respectively (a) to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of the implementation of the Agreement; and (b) to complete the Agreement in accordance with the terms therein.”
- (b) the allotment and issue of an aggregate of up to 918,460,000 shares (the “**Consideration Shares**” and each a “**Consideration Share**”) of HK\$0.10 each in the share capital of the Company credited as fully paid at an issue price of approximately HK\$1.38 per Consideration Share in accordance with the Agreement be and is hereby approved.”

* For identification purposes only

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

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

Hong Kong, 24 May 2010

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 resolutions will be by way of poll.