



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

(Formerly known as China Merchants DiChain (Asia) Limited)
(Incorporated in Bermuda with limited liability)
(Stock Code: 632)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting of Pearl Oriental Innovation Limited (the “Company”) will be held at Unit 3611, 36/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, on Tuesday, 3 October 2006 at 4:00 p.m. for the purpose of considering and if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the sale and purchase agreement dated 15 July 2006 (a copy of which has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) (“Sale and Purchase Agreement”) entered into between the Company and Mr. Zhang Genyu, regarding the Acquisition (as defined in the circular of the Company dated 15 September 2006 (“Circular”)) be approved and **THAT** the respective directors of the Company 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 Sale and Purchase Agreement; and (b) to complete the Sale and Purchase Agreement in accordance with the terms therein.”

As at the date of this notice, the executive directors of the Company are Messrs. Wong Yuk Kwan (alias: Wong Kwan), Lin Xizhong, Chan Yiu Keung, Cheung Kwok Yu, Zhou Li Yang and Zheng Yingsheng; the non-executive director of the Company is Dr. Robert Fung Hing Piu; and the independent non-executive directors of the Company are Messrs. Anwar Ibrahim, Lee G. Lam and Victor Yang.

By Order of the Board
Pearl Oriental Innovation Limited
Wong Kwan
Chairman and Chief Executive

Hong Kong, 15 September 2006

Notes:

1. Any shareholder 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 shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's Hong Kong branch share registrar, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the special general meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.

* *For identification purpose only*

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