10 November 2016

Oriental Group Ltd
180 Woodlands Industrial Park E5
#02-09 Woodlands Auto Hub
Singapore 757512

Attention: Shareholders of Oriental Group Ltd ("**OGL**" or the "**Company**")

Dear fellow Shareholders

REASONS FOR REQUISITIONING AN EXTRAORDINARY GENERAL MEETING (THE "EGM") ON 9 DECEMBER 2016

(1) We refer to the Special Notice of EGM of the Company to be held on 9 December 2016 issued by Dingji Investments Ltd and Aseanzon (S) Pte. Ltd. as registered members of the Company, pursuant to Section 152(2) read with Section 185 of the Companies Act (Cap. 50) of Singapore, for the purpose of considering, and if thought fit, passing ordinary resolutions to:

(a) Remove Mr Tan Song Kwang, Mr Koh Choon Kong and Mr Lim Kok Hui as directors of the Company;

(b) Appoint Mr Wee Meng Seng Aloysius, Mr Choong Yoon Fatt, Ms Liu Ye and Mr Lim Ah Kow @ John Lim as directors of the Company; and

(c) Remove any directors of the Company who may be appointed by the Board, if any, between the date of the Special Notice and the date of the EGM,

collectively, the "**Proposed Resolutions**". A copy of the above notice can be found in Appendix 2 of this Circular.

(2) Dingji Investments Ltd and Aseanzon (S) Pte. Ltd. hold 13.11% in aggregate of the total number of issued shares in the Company, thus meeting the requirement of the requisitioning shareholders holding not less than 10% of the total number of issued shares of the Company, pursuant to Section 177 of the Companies Act (Cap. 50) of Singapore.

Summary of our concerns with the direction of the Company

(3) We wish to express our concerns and dissatisfaction with the overall and current performance of the Company and the board of directors (the "**Board**").

(4) In particular, we note that the following events have occurred during the tenure of the existing Board:

(a) On 28 October 2016, the Company announced that it had entered into a sale and purchase agreement with Dacai Pte Ltd for the proposed disposal of 100% shareholding interests in Wan Dormitory Pte. Ltd., a wholly-owned subsidiary of the Company, at a price that is below the market value (the "**Proposed Sale of Wan Dormitory**");

(b) On 12 July 2016, the Company engaged RSM Corporate Advisory (the "**Special Auditor**") to carry out a thorough investigation into the new irregularities within the Company's Singapore operations (the "**Special Audit**"), further details of which are set out in paragraphs 10 to 13 below;

(c) On 13 June 2016, the Company announced that it was investigating the payment status and validity of the 50 million shares relating to the share placement exercise which was completed on 13 August 2015 (the "**Outstanding Issues relating to the Issuance of 50 million Ordinary Shares**");

(d) On 13 June 2016, the Company also announced irregularities involving the initial purchase of 7,500 scaffolding pipes from GL Engineering Pte Ltd ("**GL Engineering**") (the "**Transactions with GL Engineering**");

(e) On 13 June 2016, the Company further announced irregularities involving the purchases of several IT equipment in 2014 and 2015 (the "**Purchases of Electronic Equipment**");

(f) On 13 March 2016, the Company announced that it has an outstanding amount in prepayments amounting to RMB30 million, impairment losses amounting to RMB40.3 million and is uncertain as to its ability to continue as a going concern (the "**Financial Concerns**");

(g) On 19 January 2016, the Company announced the existence of two unauthorised transactions, involving two wholly-owned subsidiaries of the Company (the "**Unauthorised Transactions**"); and

(h) The fact that the Company has been loss-making for the past two years.

(5) The aforesaid issues have been a growing source of concern to us over the years and we believe that the issues may be indicative to a large extent of lapses in internal control within the Board and the Company.

(6) In addition to the cessation of the former Chief Executive Officer of the Company, Mr Lee Wan Sing, we are of the view that most of the existing directors in the Board should be replaced as soon as possible to allow a new team to better manage and deal with the aforesaid issues and concentrate on the Company's business operations, before more substantial damage is inflicted upon the Company's financial performance and shareholder value.

(7) In light of the above, we propose an overhaul of the current Board and simultaneously retaining the current Lead Independent Director, Mr Chua Hung Meng, only to preserve a sense of stability and constancy within the Board and the Company. This is to prevent a repeat of operational delays within the Company caused by the cessations of key executive officers as stated previously in the Company's announcement on 19 July 2016 in relation to its application for time extensions in holding the Company's Annual General Meeting for the Financial Year that ended on 31 December 2015 and in announcing the Company's unaudited financial statements for the half year that ended on 30 June 2016.

Proposed Sale of Wan Dormitory

(8) In the shareholders' circular dated 7 November 2016 (the "**Shareholders' Circular**"), it was stated that as at 3 October 2016, the market value of Wan Dormitory is S$26,000,000. However, the total consideration for the Proposed Sale of Wan Dormitory to Dacai Pte Ltd is S$24,200,000 to be adjusted in accordance with the adjustments as set out in the Shareholders' Circular on a willing-buyer willing-seller basis. We note that the Proposed Sale would be for an amount of consideration that is below the current market value of Wan Dormitory. As such, the Proposed Sale of Wan Dormitory is anticipated to bring in very little cash to the Company.

(9) In this regard, we further note that despite the Company's poor financial situation, no public tender for the sale of Wan Dormitory to the highest bidder has been held. We are thus of the view that it is not in the financial interests of the Company to enter into the Proposed Sale. This is especially since Wan Dormitory is one of the Group's revenue generating businesses and more care and transparency ought to be exercised by the Board in relation to the Proposed Sale.

Details of the irregularities that triggered the Special Audit investigation

(10) In the Company's announcement on 13 June 2016 (the "**13 June Announcement**"), it was disclosed that pursuant to the statutory audit and management's review for the financial year that ended on 31 December 2015, the auditor had highlighted new irregularities, including but not limited to:

(a) The Outstanding Issues relating to the Issuance of 50 million Ordinary Shares;

(b) The Transactions with GL Engineering; and

(c) The Purchases of Electronic Equipment,

Collectively, the "**New Irregularities**".

(11) The following paragraphs set out a summary of the New Irregularities that triggered the Special Audit investigation:

(a) The Outstanding Issues relating to the Issuance of 50 million Ordinary Shares

(i) The Company had announced on 13 August 2015 that the share placement exercise of 50 million new ordinary shares was completed and that the new ordinary shares were issued.

(ii) However, it was stated in the Company's announcement on 13 June 2016 that an amount of S$1.5 million remained unpaid by one of the placees in relation to the 50 million ordinary shares as at 13 August 2015. To-date, the payment status of this outstanding amount and the validity of the issuance of shares relating to this amount have not been ascertained.

(b) Transactions with GL Engineering

(i) Around early 2015, the Company purchased 7,500 pieces of scaffolding pipes at S$20 per piece for an aggregate amount of S$150,000 from GL Engineering.

(ii) On 13 June 2016, the Company announced that:

(1) 2,500 scaffolding pipes were sold at a loss of S$3 per piece;

(2) There is uncertainty over the validity and recoverability of the remaining 5,000 scaffolding pipes which are not in the Company's possession; and

(3) There was a transfer of S$500,000 from the Company to GL Engineering for a purpose that is unascertainable by the Board as there is no supporting document for the transfer to-date.

(c) Purchases of Electronic Equipment

(i) On 13 June 2016, the Company announced that the Company and its wholly owned subsidiary, Oriental Investments Group Pte. Ltd., had made several purchases of IT equipment in 2014 and 2015.

(ii) There appear to be several irregularities surrounding these purchases such as:

(1) Duplicate payments made;

(2) Non-receipt of equipment purchased to-date; and

(3) Unauthorised disposals of these equipment.

(iii) It is also noted that claims had been made to the Inland Revenue Authority of Singapore under the Productivity and Innovation Credit Scheme in relation to these purchases.

(12) In light of the preliminary findings on the New Irregularities, the Company announced its engagement of the Special Auditor to carry out a review into the New Irregularities on 12 July 2016.

(13) In the 13 June Announcement, it was stated that some of the New Irregularities "*were entered into by the Company during the tenure and purportedly under the instruction and/or advice of*" the Company's former Chief Executive Officer, Mr Lee Wan Sing, and former Group Financial Controller, Mr Lee Ong.

(14) We also note that on 19 January 2016, the Company announced the Unauthorised Transactions, involving two wholly-owned subsidiaries of the Company, namely Jiangyin Chengsheng Machinery Manufacturing Co., Ltd. ("**JYCS**") and Xinghua Rongcheng Precision Manufacturing Co., Ltd. ("**XHRC**"). Further, on 15 March 2016, the Company announced that:

(a) There was an outstanding amount of prepayments amounting to RMB30 million to a non-related party for the purchase of machineries in relation to the XHRC Phase II expansion;

(b) The Company may suffer material impairment losses arising from receivables and property, plant and equipment in relation to the Company's subsidiaries located in the People's Republic of China; and

(c) The Company is unable to reasonably assess whether the Company and its subsidiaries (collectively, the "**Group**") is able to continue as a going concern, on the basis of the Group's negative working capital of approximately RMB101.34 million as at 31 December 2015.

(15) We are therefore deeply concerned by the frequency and severity of lapses in oversight by the Board as a whole and the inadequacy of the internal control systems of the existing Board which has resulted in the occurrence of multiple irregularities during the tenure of the existing Board. While we are of the view that the Company's former Chief Executive Officer, Mr Lee Wan Sing, and former Group Financial Controller, Mr Lee Ong, may have been the management of the Company during these lapses, the Board also has a role and duty to perform their duties during this period of time.

(16) More importantly, these lapses suggest a weakness in the internal control within the Board and that the Board could and should have done more to understanding the internal workings of the Company better.

(17) As such, the above issues have caused us to cast doubts on the Board's collective judgment in decision making which has led to the Proposed Sale of Wan Dormitory at a price that is below the market value, the Special Audit review and our requisition of the upcoming EGM to remove and appoint certain Board members.

The proposed new Board

(18) We therefore wish to convene an EGM to seek the removal of Mr Tan Song Kwang, Mr Koh Choon Kong and Mr Lim Kok Hui as directors of the Company and the retainment of Mr Chua Hung Meng as the Lead Independent Director of the Company to preserve a sense of stability and constancy within the Board and the Company.

(19) We further recommend the appointment of Mr Wee Meng Seng Aloysius, a lawyer, Mr Choong Yoon Fatt, a certified public accountant, Ms Liu Ye, with her familiarity with the Chinese culture, and Mr Lim Ah Kow @ John Lim, an experienced businessman, as new directors to the Board. Taking into account the scope and nature of the operations of the Company, as well as the candidates' backgrounds, we are of the view that these candidates possess the necessary experience and knowledge to lead the Company effectively through this difficult time.

(20) Together with the Lead Independent Director, Mr Chua Hung Meng, these new candidates will provide the Company with the appropriate balance and diversity of skills, experience, gender and knowledge of the Company. The details of each candidate's experience are provided as attachments to this circular.

Your support at the upcoming EGM

(21) We hope to obtain your utmost support at the EGM. If you are unable to attend the EGM, we would be grateful if you could complete the attached proxy form as enclosed and deposit it at the office of the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.).

Yours faithfully

For and on behalf of
ASEANZON (S) PTE. LTD.
(Holder of 7,500,000 shares)

Name: Lin Sin Tat
Designation: Director

For and on behalf of
DING JI INVESTMENTS LTD
(Holder of 61,666,667 shares)

Name: Sun Lu and Miao Lina
Designation: Directors

With enclosures.

Biographical details of Mr Wee Meng Seng Aloysius

Aloysius is the managing partner of a boutique law firm, Aquinas Law Alliance LLP. He previously was the managing principal of Dacheng Wong Alliance LLP, Singapore's first China, Singapore joint venture law firm. He graduated from the University of Kent at Canterbury with a BA in Law & Economics and is a qualified barrister at law and admitted as an advocate and solicitor in Singapore in 1995. His areas of practice are Intellectual Property Law, Corporate Law, Cross Border Commercial Transactions and Real Estate Transactions.

Aloysius has since 1997 advised on various development and investment projects for property developers, real estate players and hospitality companies in Singapore and the region. He also advises on cross-border joint ventures and transactions and in the area of mergers and acquisitions of companies. Advising clients on entry strategies into China and investments in China is his current expertise given his network in China. He is actively involved in cross border corporate, real estate transactions and investments transactions, across China, India and the ASEAN region. Aloysius has also been advising many China companies in their restructuring prior to their listing applications in Singapore.

Aloysius sits as an independent director on various companies listed in Singapore and overseas. He has extensive experience in board matters for such listed entities having sat in various boards and an in various capacities, including as independent director, non-independent director and Chairman of various committees. He also serves as a governor on the board of governors for the Tay Leck Teck Foundation and a director of the Verbum Dei Limited, a charity. He currently is the legal advisor to the Muscular Dystrophy Association (Singapore) where he was its first and founding president and the Realm of Tranquility, a charity.

Biographical details of Mr Choong Yoon Fatt Stanley

Stanley holds a Bachelor of Commerce (Accounting and Finance) degree from Griffith University, Australia. He is a practising member of the Institute of Singapore Chartered Accountants (ISCA) and a public accountant registered with Accounting and Corporate Regulatory Authority (ACRA) and a member of CPA Australia. He is currently a sole proprietor running his own practice as well as an owner of two other private companies – an investment business and a consultancy business. Stanley started his career with a medium practice. He joined KPMG in year 2000 and left in 2012.

During 2004 to 2006, he was with KPMG Shanghai. During his career with KPMG, Stanley managed a portfolio of clients ranging from small and medium enterprises to multinational corporations. He had experiences in initial public offerings (IPOs) and was also involved in a number of special assignments including due diligence, special reviews and reverse takeovers.

Biographical details of Ms Liu Ye

Liu Ye's expertise is in management policy and procedure formulation and implementation, and human resources and performance management. In addition, she also has experience in public relations matters and in promoting Chinese cultural development within an organization.

Biographical details of Mr Lim Ah Kow @ John Lim

John is the current owner and operator of Chop Nam Huat, an importer, exporter, wholesaler and distributor of fresh fruits and vegetables from all over the world.

John joined Chop Nam Huat in 1967 and brought a new dimension to the business through his ability to source the products competitively. He actively travelled throughout Australia and New Zealand to establish more sources of fresh fruits and vegetables supplies. Within three years of

his joining, the business secured supply contracts with a number of notable institutional buyers such as 5 star hotels, fast food chain, ship chandlers and airlines. John also sought innovative business methods to bring down supermarket retail prices to a more affordable level for consumers in Singapore through negotiating with key airline operators with a view to utilising excess capacity.

John's business acumen has also allowed him to effectively act for a number of Australian and American suppliers not only for the markets in Singapore but also throughout Asia. Under his leadership, Chop Nam Huat expanded its business by promoting products from its principals in Australia and America to North Asian markets, while using innovative methods to diversify supply sources to maintain competitive prices for the regional markets.

The details of each candidate's experience are provided in Appendix 1 of this circular.

Appendix 1

Wee Meng Seng Aloysius
Date of Birth: 1 October 1969 | Nationality: Singapore Citizen
Address: 39 Jalan Kelulut, Seletar Hills Estate, Singapore 809056

PROFILE

Aloysius is the managing partner of a boutique law firm, Aquinas Law Alliance LLP. He previously was the managing principal of Dacheng Wong Alliance LLP, Singapore's first China, Singapore joint venture law firm. He graduated from the University of Kent at Canterbury with a BA in Law & Economics and is a qualified barrister at law and admitted as an advocate and solicitor in Singapore in 1995. His areas of practice are Intellectual Property Law, Corporate Law, Cross Border Commercial Transactions and Real Estate Transactions.

Aloysius has since 1997 advised on various development and investment projects for property developers, real estate players and hospitality companies in Singapore and the region. He also advises on cross-border joint ventures and transactions and in the area of mergers and acquisitions of companies. Advising clients on entry strategies into China and investments in China is his current expertise given his network in China. He is actively involved in cross border corporate, real estate transactions and investments transactions, across China, India and the ASEAN region. Aloysius has also been advising many China companies in their restructuring prior to their listing applications in Singapore.

Aloysius sits as an independent director on various companies listed in Singapore and overseas. He has extensive experience in board matters for such listed entities having sat in various boards and an in various capacities, including as independent director, non-independent director and Chairman of various committees. He also serves as a governor on the board of governors for the Tay Leck Teck Foundation and a director of the Verbum Dei Limited, a charity. He currently is the legal advisor to the Muscular Dystrophy Association (Singapore) where he was its first and founding president and the Realm of Tranquility, a charity.

PROFESSIONAL EXPERIENCE

Aquinas Law Alliance LLP — **June 2016 – Present**
Managing Partner

Dacheng Wong Alliance LLP — **2010 – May 2016**
Managing Principal

DIRECTORSHIP

Director of various listed companies in Singapore

ACADEMIC AND PROFESSIONAL QUALIFICATIONS

Commissioner For Oaths

Associate Mediator – *Singapore Mediation Centre*

Barrister at Law – *The Honourable Society of the Middle Temple, United Kingdom*

Bachelor of Arts in Law & Economics (Honours) – *University of Kent at Canterbury, United Kingdom*

ORGANISATIONS

ASEAN Legal Alliance – *Founder and Chairperson*

Muscular Dystrophy Association (Singapore) – *Volunteer Legal Advisor*

Realm of Tranquility – *Volunteer Legal Advisor*

ACCOLADES

2014 Property and Real Estate Lawyer of the Year – *Finance Monthly*

2009 "Asia's Hot 100 Lawyers" – *Asian Legal Business*

Choong Yoon Fatt Stanley
Date of Birth: 16 February 1975 | Nationality: Malaysian (Singapore PR)
Address: 50 Marine Parade Road #04-15 Singapore 449307

PROFILE

Stanley holds a Bachelor of Commerce (Accounting and Finance) degree from Griffith University, Australia. He is a practising member of the Institute of Singapore Chartered Accountants (ISCA) and a public accountant registered with Accounting and Corporate Regulatory Authority (ACRA) and a member of CPA Australia. He is currently a sole proprietor running his own practice as well as an owner of two other private companies – an investment business and a consultancy business. Stanley started his career with a medium practice. He joined KPMG in year 2000 and left in 2012.

During 2004 to 2006, he was with KPMG Shanghai. During his career with KPMG, Stanley managed a portfolio of clients ranging from small and medium enterprises to multinational corporations. He had experiences in initial public offerings (IPOs) and was also involved in a number of special assignments including due diligence, special reviews and reverse takeovers.

PROFESSIONAL EXPERIENCE

SC & Co. **2012 – Present**
Public accountant* | *Sole Proprietor

- Practising as a public accountant at SC & Co., a sole proprietorship

KPMG Singapore and Shanghai **2000 – 2012**
Associate Director – Corporate Restructuring* | *Senior Manager – Audit

- Initial public offerings experience on the Singapore Stock Exchange. Involved in Shenhua and China Construction Bank listing on the Hong Kong Stock Exchange
- Acted for a buyer, performed financial due diligence on a manufacturing group of companies in Nantong, China
- Past portfolio of audit clients included General Electric, Fairchild Semiconductor, LG, Mitsubishi Electric, Nestle, Parkway Life and others
- Conversant with the requirements of International Financial Reporting Standards and Singapore tax legislation

DIRECTORSHIP

Director of various companies in Singapore

ACADEMIC AND PROFESSIONAL QUALIFICATIONS

Public accountant – *Registered with Accounting and Corporate Regulatory Authority (ACRA)*

Practising member of Institute of Singapore Chartered Accountants

Member of Australian CPA

Bachelor of Commerce (Accounting & Finance) – *Griffith University, Brisbane, Australia*

Liu Ye | 刘叶
Date of Birth: 12 February 1987 | Nationality: China
Address: No 22, Shuangjingzha, Yuecheng Town, Jiangyin, Jiangsu

PROFILE | 简介

Liu Ye's expertise is in management policy and procedure formulation and implementation, and human resources and performance management. In addition, she also has experience in public relations matters and in promoting Chinese cultural development within an organization.

PROFESSIONAL EXPERIENCE | 工作经验

Jiangyin Jincheng Steel Co., Ltd | 江阴锦澄钢铁有限公司 **Oct 2013 – Present**
***Executive Officer* | 行政办公室主任**

- Formulated and implemented the company's rules and regulations, management procedures as well as supervised and inspected its implementation
- Managed the company's public affairs and outreach matters
- Drafted and circulated company documents
- In charge of the company's culture development and organized major events and celebrations for the company
- Assisted the manager with the company's operations and administrative work and the overall management of the company's human resources
- Assisted the manager with the execution and implementation of the important matters of the company through effecting the instructions of managers and the decisions of meetings
- Assisted the manager with all departmental operations and coordinated inter-department relationships
- Executed data management and file archiving procedures

Jiangyin Jincheng Steel Co., Ltd | 江阴锦澄钢铁有限公司 **Jul 2009 – Sep 2013**
***Human Resources* | 人事部**

- Managed organization staff through recruitment, training and performance evaluation programmes and maintenance of salaries
- Maintained human resources operations through the drafting, amendment and improvement of the company's human resources management policies and work procedures in accordance with legal requirements
- Assisted in formulating the strategic human resources master plan

DIRECTORSHIP | 董事

Not a director of a listed company in Singapore

EDUCATION BACKGROUND | 学历背景

Zhenjiang Higher Academics | 镇江高等专科学院 **2005 – 2009**

***Human Resources & Computer Information Management* | 人力资源管理、计算机信息管理**

Jiangyin Qingyang High School | 江阴市青阳高中 **2002 – 2005**

Jiangyin Yuecheng Middle School | 江阴市月城中学 **1999 – 2002**

Lim Ah Kow @ John Lim
Date of Birth: 20 December 1947| Nationality: Singapore Citizen
Address: 8 Chwee Chian View, Singapore 119693

PROFILE

John Lim is the current owner and operator of Chop Nam Huat, an importer, exporter, wholesaler and distributor of fresh fruits and vegetables from all over the world.

John joined Chop Nam Huat in 1967 and brought a new dimension to the business through his ability to source the products competitively. He actively travelled throughout Australia and New Zealand to establish more sources of fresh fruits and vegetables supplies. Within three years of his joining, the business secured supply contracts with a number of notable institutional buyers such as 5 star hotels, fast food chain, ship chandlers and airlines. John also sought innovative business methods to bring down supermarket retail prices to a more affordable level for consumers in Singapore through negotiating with key airline operators with a view to utilising excess capacity.

John's business acumen has also allowed him to effectively act for a number of Australian and American suppliers not only for the markets in Singapore but also throughout Asia. Under his leadership, Chop Nam Huat expanded its business by promoting products from its principals in Australia and America to North Asian markets, while using innovative methods to diversify supply sources to maintain competitive prices for the regional markets.

PROFESSIONAL EXPERIENCE

Chop Nam Huat **1967 – Present**
Owner and operator

DIRECTORSHIP

Not a director of a listed company in Singapore

ORGANISATIONS

Singapore Fruits & Vegetables, Importers & Exporters Association – *Secretary*

Pasir Panjang Wholesale Centre Association – *Secretary*

World Lin Chamber of Commerce – *Founding Member*

Lin Chamber of Commerce (Singapore) – *Founding Member*

Hong Kong – Singapore Business Association

Lions Club of Singapore Beverly Hills (District 308-A1) – *President* (2005 – 2006)

ACCOLADES

2009 Spirit of Enterprise Nominee

Appendix 2

10 November 2016

Oriental Group Ltd
180 Woodlands Industrial Park E5
#02-09 Woodlands Auto Hub
Singapore 757512

FOR IMMEDIATE ATTENTION
BY HAND ONLY

Attention: The Board of Directors

Dear Sirs

ORIENTAL GROUP LTD. (THE "COMPANY")

SPECIAL NOTICE PURSUANT TO SECTION 152(2) READ WITH SECTION 185 OF THE COMPANIES ACT (CAP. 50)

We, the undersigned members of the Company holding not less than 10% of the total number of issued shares of the Company as at the date of this letter, hereby give **SPECIAL NOTICE** to the Company of our intention to call for an **EXTRAORDINARY GENERAL MEETING** of the Company (the "**EGM**") for the purpose of considering, and if thought fit, to pass the following resolutions:

1. That Mr Tan Song Kwang be removed from his office as a director of the Company with effect from the date of the EGM.

   (Resolution 1)

2. That Mr Koh Choon Kong be removed from his office as a director of the Company with effect from the date of the EGM.

   (Resolution 2)

3. That Mr Lim Kok Hui be removed from his office as a director of the Company with effect from the date of the EGM.

   (Resolution 3)

4. That Mr Wee Meng Seng Aloysius be appointed as a director of the Company with effect from the date of the EGM.

   (Resolution 4)

5. That Mr Choong Yoon Fatt be appointed as a director of the Company with effect from the date of the EGM.

   (Resolution 5)

6. That Ms Liu Ye be appointed as a director of the Company with effect from the date of the EGM.

   (Resolution 6)

7. That Mr Lim Ah Kow @ John Lim be appointed as a director of the Company with effect from the date of the EGM.

   (Resolution 7)

8. That any directors of the Company who may be appointed by the Board, if any, between the date of this Notice and the date of the EGM be removed.

   (Resolution 8)

9. To transact any other business.

   (Resolution 9)

NOTICE IS HEREBY GIVEN that the **EXTRAORDINARY GENERAL MEETING** of the members of the Company will be held at TKP Conference Centre, 55 Market Street, #03-01, Conference Room 2, Singapore 048941 on Friday, 9 December 2016, 10.00 a.m. to transact the abovementioned businesses.

For the avoidance of doubt, this letter shall constitute the **SPECIAL NOTICE** required by Section 152(2) read with Section 185 of the Companies Act (Cap. 50).

Yours faithfully

For and on behalf of

ASEANZON (S) PTE. LTD.
(Holder of 7,500,000 shares)

Name: LIN SIN TAT
Designation: Director

For and on behalf of

DINGJI INVESTMENTS LTD
(Holder of 61,666,667 shares)

Name: SUN LU AND MIAO LINA
Designation: Directors

ORIENTAL GROUP LTD.

Company Registration Number: 200401998C
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the members of Oriental Group Ltd. (the "**Company**") called pursuant to Section 177 of the Companies Act (Cap. 50) will be held at TKP Conference Centre, 55 Market Street, #03-01, Conference Room 2, Singapore 048941 on Friday, 9 December 2016 at 10.00 a.m., to transact the following businesses:

AS SPECIAL BUSINESS to consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

1. That Mr Tan Song Kwang be removed from his office as a director of the Company with effect from the date of the EGM. **(Resolution 1)**

2. That Mr Koh Choon Kong be removed from his office as a director of the Company with effect from the date of the EGM. **(Resolution 2)**

3. That Mr Lim Kok Hui be removed from his office as a director of the Company with effect from the date of the EGM. **(Resolution 3)**

4. That Mr Wee Meng Seng Aloysius be appointed as a director of the Company with effect from the date of the EGM. **(Resolution 4)**

5. That Mr Choong Yoon Fatt be appointed as a director of the Company with effect from the date of the EGM. **(Resolution 5)**

6. That Ms Liu Ye be appointed as a director of the Company with effect from the date of the EGM. **(Resolution 6)**

7. That Mr Lim Ah Kow @ John Lim be appointed as a director of the Company with effect from the date of the EGM. **(Resolution 7)**

8. That any directors of the Company who may be appointed by the Board, if any, between the date of this Notice and the date of the EGM be removed. **(Resolution 8)**

9. To transact any other business. **(Resolution 9)**

Dated this 10th day of November 2016

PURSUANT TO AN EXERCISE OF RIGHTS BY THE UNDERMENTIONED MEMBERS OF THE COMPANY, UNDER SECTION 177 OF THE COMPANIES ACT (CAP. 50).

For and on behalf of
ASEANZON (S) PTE LTD
(Holder of 7,500,000 shares)

Name: LIN SIN TAT
Designation: Director

For and on behalf of
DINGJI INVESTMENTS LTD
(Holder of 61,666,667 shares)

Name: SUN LU AND MIAO LINA
Designation: Director

NOTES:

(1) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf.

(2) A proxy need not be a member of the Company.

(3) If the appointer is a corporation, the proxy must be executed under seal or the hands of its duly authorized officer or attorney.

(4) The duly completed instrument appointing a proxy or proxies together with the letter of power of attorney, if any, under which it is signed or a duly certified copy thereof, must be deposited at the office of the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), either by hand at 80 Robinson Road, #11-02, Singapore 068898 or by post at 80 Robinson Road, #02-00, Singapore 068898, not less than forty-eight (48) hours before the time appointed for the EGM in accordance with the instructions stated herein.

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ORIENTAL GROUP LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 200401998C)

PROXY FORM

IMPORTANT

1. For investors who have used their CPF monies to buy the Company's shares, this Circular is sent to them at the request of their CPF Approved Nominees solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We _____ (Name)

of _____ (Address)

being a member/members of Oriental Group Ltd (the "**Company**") hereby appoint:–

Name	Address	NRIC/ Passport No.	Proportion of my/our Shareholding	
			No. of shares	%

and/or (delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of my/our Shareholding	
			No. of shares	%

failing which, the Chairman of the Meeting, as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting (the "**EGM**") of the Company, to be held at TKP Conference Centre, 55 Market Street, #03-01, Conference Room 2, Singapore 048941 on Friday, 9 December 2016, 10.00 a.m., and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM.

No.	Resolutions Relating To:	For	Against
	Special Business		
1.	That Mr Tan Song Kwang be removed from his office as a director of the Company with effect from the date of the EGM		
2.	That Mr Koh Choon Kong be removed from his office as a director of the Company with effect from the date of the EGM		
3.	That Mr Lim Kok Hui be removed from his office as a director of the Company with effect from the date of the EGM		
4.	That Mr Wee Meng Seng Aloysius be appointed as a director of the Company with effect from the date of the EGM		
5.	That Mr Choong Yoon Fatt be appointed as a director of the Company with effect from the date of the EGM		
6.	That Ms Liu Ye be appointed as a director of the Company with effect from the date of the EGM		
7.	That Mr Lim Ah Kow @ John Lim be appointed as a director of the Company with effect from the date of the EGM		
8.	That any directors of the Company who may be appointed by the Board, if any, between the date of this Notice and the date of the EGM be removed		

(Please indicate with a cross [X] in the space provided whether you wish your vote to be cast for or against the Resolutions as set out in the Special Notice.)

Dated this _____ day of _____ 2016.

Total number of Shares held

_____

Signature of Member(s) or Common Seal

Important: Please read notes overleaf

NOTES:

(1) A member should insert the total number of Shares held. If the member has Shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), he should insert that number of Shares. If the member has Shares registered in his name in the Register of Members of the Company, he should insert that number of Shares. If the member has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members, he should insert the aggregate number of Shares. If no number is inserted, the instrument of proxy shall be deemed to relate to all the Shares held by the member.

(2) Except for a member of the Company who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.

(3) Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.

(4) Pursuant to Section 181(1C) of the Act, a member of the Company who is a Relevant Intermediary as defined under Section 181(6) of the Act entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"Relevant Intermediary" means:

(a) a banking corporation licensed under the Banking Act (Cap. 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

(5) A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such corporation.

(6) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

(7) The duly completed instrument appointing a proxy or proxies together with the letter of power of attorney, if any, under which it is signed or a duly certified copy thereof, must be deposited at the office of the Company's share transfer agent in Singapore, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), either by hand at 80 Robinson Road, #11-02, Singapore 068898 or by post at 80 Robinson Road, #02-00, Singapore 068898, not less than forty-eight (48) hours before the time appointed for the EGM in accordance with the instructions stated herein.

(8) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members whose Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Company.

(9) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited not less than 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.