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CHINA ORIENTAL GROUP COMPANY LIMITED 中國東方集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code : 581)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND BOARD COMMITTEE MEMBER

The board of directors (the “**Board**”) of China Oriental Group Company Limited (the “**Company**”) hereby announces that Mr. Zhou Guoping (“**Mr. Zhou**”) has tendered his resignation as an Independent Non-executive Director of the Company with effect from 1 April 2016 for his retirement and devote more time to his family affairs. Mr. Zhou will also cease to be a member of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from 1 April 2016.

Mr. Zhou has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhou for his invaluable contribution to the Company during his tenure of services with the Company.

NON-COMPLIANCE WITH MINIMUM NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Following the resignation of Mr. Zhou, the number of Independent Non-executive Directors of the Company will fall below the minimum number required under Rules 3.10(1) and 3.10A of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Accordingly, the Company no longer fulfils the requirement on the minimum number of independent non-executive directors for the formation of audit committee stipulated under Rule 3.21 of the Listing Rules.

The Company is endeavouring to identify suitable candidate to fill the vacancy of an Independent Non-executive Director and the member of the Audit Committee of the Company as soon as practicable, with the relevant appointment(s) to be made within three months from the effective date of Mr. Zhou's resignation as required under Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement as and when appropriate.

By order of the Board
China Oriental Group Company Limited
Han Jingyuan
Chairman and Chief Executive Officer

Hong Kong, 1 April 2016

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Han Jingyuan, Mr. Zhu Jun, Mr. Shen Xiaoling, Mr. Zhu Hao and Mr. Han Li being the Executive Directors, Mr. Ondra Otradovec being the Non-Executive Director and Mr. Wong Man Chung, Francis and Mr. Wang Tianyi being the Independent Non-Executive Directors.

This announcement is published on the websites of the Company (www.chinaorientalgroup.com) and the Stock Exchange (www.hkexnews.hk).

**For identification purposes only*