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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Oriental Group Company Limited, you should at once hand this circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of China Oriental Group Company Limited to be held at Suites 901-2 & 10, 9th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on, Wednesday, 27 May 2015 at 9:30 a.m. is set out on pages 17 to 20 of this circular.

Shareholders are advised to read the notice. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (or any adjourned meeting thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

* For identification purposes only

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed granting of the Repurchase and Issuance Mandates	4
3. Proposed re-election of retiring Directors	5
4. Annual General Meeting and proxy arrangement	6
5. Recommendation	6
6. General information	6
 Appendices	
I Explanatory statement to Repurchase Mandate	7
II Details of the Directors proposed to be re-elected at the Annual General Meeting	11
 Notice of Annual General Meeting.	 17
 Attachment	
1. Proxy Form	

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Suites 901-2 & 10, 9th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2015 at 9:30 a.m., notice of which is contained in this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Auditors”	the auditors for the time being of the Company
“Bermuda Companies Act”	the Companies Act 1981 of Bermuda
“Board”	the board of Directors of the Company
“Bye-laws”	Bye-laws of the Company
“Company”	China Oriental Group Company Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the main board of the Stock Exchange
“Directors”	the director(s) of the Company
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board
“Latest Practicable Date”	8 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance of Hong Kong
“Share(s)”	share(s) in the Company with a nominal value of HK\$0.10 each
“Shareholders(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 32 of the laws of Hong Kong)) of the Company
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers issued by the SFC
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Han Jingyuan

(Chairman and Chief Executive Officer)

Mr. Zhu Jun

Mr. Shen Xiaoling

Mr. Zhu Hao

Mr. Han Li

Non-executive Director:

Mr. Ondra Otradovec

Independent Non-executive Directors:

Mr. Wong Man Chung, Francis

Mr. Wang Tianyi

Mr. Zhou Guoping

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business in

Hong Kong:

Suites 901-2 & 10

9th Floor, Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

14 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for, inter alia, (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of retiring Directors.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 17 June 2014, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange of up to 10% of the existing issued share capital of the Company on the date of passing of such resolution (the “Repurchase Mandate”);
- (b) to issue, allot or deal with Shares of up to 20% of the share capital of the existing share capital of the Company in issue on the date of passing of such resolution (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by the number of shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 4 and 5, as set out in the notice of the Annual General Meeting. With reference to the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto. With reference to the Issuance Mandate, the Directors may proceed to issue Shares pursuant to the Issuance Mandate and subject to the Possible Offer and the implication of Rule 4 of the Takeover Code as disclosed and defined in the announcement of the Company dated 18 March 2015.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to clause 86(2) of the current Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting.

On 16 January 2015, the Company announced that Mr. Ondra Otradovec was appointed as a Non-executive Director of the Company with effect from 16 January 2015.

According to the above provision, Mr. Ondra Otradovec being eligible, will offer himself for re-election at the Annual General Meeting.

Also, pursuant to clause 87 of the current Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from rotation provided that the Chairman of the Board and/or the Managing Director shall not whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. The Director(s) to retire by rotation shall be the person(s) who has/have been longest in office since his or her or their last re-election or appointment. As between persons who became or were last re-elected Directors on the same day, the person(s) to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to clause 86(2) of the current Bye-laws shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. A retiring Director shall be eligible for re-election by the Shareholders at the relevant annual general meeting of the Company. Taking the Code Provision A.4.2 of Appendix 14 of the Listing Rules into consideration, Mr. Han Jingyuan, the Chairman of the Board and Chief Executive Officer, is willing to retire at the Annual General Meeting and eligible offer himself for re-election.

According to the above provisions, Mr. Han Jingyuan, Mr. Zhu Hao, Mr. Wong Man Chung, Francis and Mr. Zhou Guoping shall retire from office at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any Director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Han Jingyuan, Mr. Zhu Hao, Mr. Ondra Otradovec, Mr. Wong Man Chung, Francis and Mr. Zhou Guoping are set out in Appendix II of this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

All votes of the Shareholders at the Annual General Meeting shall be taken by poll pursuant to Rule 13.39(4) of the Listing Rules. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular.

To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting of the Issuance Mandate, extension of the Issuance Mandate and the re-election of the retiring Directors are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement to Repurchase Mandate) and Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting) to this circular.

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

APPENDIX I EXPLANATORY STATEMENT TO REPURCHASE MANDATE

The following is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders. Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 2,931,425,000 paid up Shares.

Subject to the passing of the resolution no. 5 regarding grant of the Repurchase Mandate set out in the Notice of the Annual General Meeting and on the basis that no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be authorised to repurchase up to 293,142,500 paid up Shares (10% of the issued and paid up Shares of the Company) during the Relevant Period (as defined in paragraph 5(d) of the Notice of Annual General Meeting).

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the current Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its memorandum of association and the current Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a Company may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2014) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Han Jingyuan together with Wellbeing Holdings Limited and Chingford Holdings Limited (collectively "Mr. Han and His Controlled Companies"), and ArcelorMittal Holdings AG ("AM Holdings AG") together with ING Bank N.V. and Macquarie Bank Limited (the latter two being parties presumed to be acting in concert with AM Holdings AG as decided in the Panel Decision of the Takeovers and Mergers Panel dated 14 October 2014, and AM Holdings AG, ING Bank N.V. and Macquarie Bank Limited collectively the "Concert Parties") respectively held approximately 45.04% and 46.99% of the issued shares of the Company. Assuming that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting and the Directors exercise the Repurchase Mandate in full from its Shareholders other than from Mr. Han and His Controlled Companies and the Concert Parties in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the shareholdings of Mr. Han and His Controlled Companies and the Concert Parties in the Company will increase to 50.04% and 52.21% respectively. Such increase of the shareholdings would give rise to an obligation for Mr. Han and His Controlled Companies and the Concert Parties to make a mandatory general offer under Rule 26 of the Takeovers Code. However, the Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as would give rise to such an obligation. Furthermore, as an issuer may not purchase its shares on the Stock Exchange if that purchase would result in the number of listed securities which are in the hands of the public falling below 25% of the total number of shares in issue for that issuer, and given that as at the Latest Practicable Date the public float of the Company was approximately 7.81%, the Directors do not and will not exercise the Repurchase Mandate in this regard. In the event that the Company will restore its public float, any exercise of the Repurchase Mandate would, to the knowledge of the Directors, result in the number of Shares held by the public falling below 25% of the total number of Shares in issue, the Directors would not exercise the Repurchase Mandate to such an extent.

APPENDIX I EXPLANATORY STATEMENT TO REPURCHASE MANDATE

6. GENERAL INFORMATION

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
2014		
April (<i>Note</i>)	1.20	1.10
May	—	—
June	—	—
July	—	—
August	—	—
September	—	—
October	—	—
November	—	—
December	—	—
2015		
January	—	—
February	—	—
March	—	—
April (up to the Latest Practicable Date)	—	—

Note: Trading in the Shares had been suspended as from 29 April 2014 when the public float of the Company fell below 25%. The Stock Exchange indicated that the Company is required to suspend trading in the Shares until the minimum public float is restored. Details of public float status have been disclosed in the Company's announcement dated 30 December 2013, 11 April 2014, 5 May 2014, 30 May 2014, 6 July 2014, 20 August 2014, 26 August 2014, 5 September 2014, 16 October 2014, 21 November 2014, 16 December 2014, 13 February 2015 and 18 March 2015.

APPENDIX I EXPLANATORY STATEMENT TO REPURCHASE MANDATE

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the current Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.

Mr. Han Jingyuan (“Mr. Han”), aged 58, Executive Director

Mr. Han Jingyuan, aged 58, is the Chairman and Chief Executive Officer of the Company (appointed on 13 November 2003), and also serves as a director of certain subsidiaries of the Company. Mr. Han graduated from the People’s University in 1994 with a degree in management. Mr. Han began his career in Metallurgy in 1984 when he was employed as a deputy mine manager and mine manager of Han’erzhuang Iron Mine. Mr. Han has in-depth industry knowledge and 29 years of extensive operational and managerial experience in the iron and steel industry. Mr. Han was awarded the honorary title of “Hebei Metallurgy Top Ten Man”, “Outstanding Entrepreneur of Hebei Province”, “Excellent Privately-owned Enterprises Entrepreneur in Hebei Province” and “Economic Top Ten Men of Honesty and Credibility in China” etc.. Mr. Han is the Vice Chairman of the Metallurgy Chamber of All-China Federation of Industry and Commerce, the Honorary Chairman of Hong Kong Tong San Chamber of Commerce and the Vice Chairman of Tangshan Charity Federation. Mr. Han was also the 9th and 11th representative of the People’s Congress of Hebei Province, PRC. Mr. Han is the director and the controlling shareholder of Wellbeing Holdings Limited, the controlling shareholder of the Company. Mr. Han Jingyuan is the father of Mr. Han Li, the Executive Director of the Company.

Save as disclosed above, Mr. Han does not have any position with the Company and other members of the Group and did not hold any directorship with other listed companies in the past three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between the Company and Mr. Han, Mr. Han’s appointment as an Executive Director is for a fixed term of three years and terminable by either party with three months’ written notice. Mr. Han is also entitled to a director’s fee of HK\$600,000 per annum. The emoluments specified in another service contract appointing Mr. Han as the Chief Executive Officer of the Company are HK\$7,200,000 per annum and such amount of discretionary bonus which the Company may decide to pay. Such emoluments are determined by the remuneration committee of the Company with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

As at the Latest Practicable Date, Mr. Han together with Wellbeing Holdings Limited and Chingford Holdings Limited hold 1,320,302,849 Shares, representing approximately 45.04% of the issued share capital of the Company, and was interested in the share options of 28,500,000 Shares, representing approximately 0.97% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Except Mr. Han Li, who is the son of Mr. Han, save as disclosed above, Mr. Han does not have any relationship with any directors, senior management or other substantial or controlling Shareholders of the Company.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Han as an Executive Director, and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Zhu Hao, (“Mr. Zhu”), aged 48, Executive Director

Mr. Zhu Hao, aged 48, is an Executive Director of the Company (appointed on 21 November 2007). Mr. Zhu graduated at Tianjin Nankai University and obtained his Master degree in accounting from the University of New South Wales in Australia. Mr. Zhu is a senior economist in China.

Save as disclosed above, Mr. Zhu does not have any position with the Company and other members of the Group and did not hold any directorship with other listed companies in the past three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between the Company and Mr. Zhu, Mr. Zhu’s appointment as an Executive Director is for a fixed term of three years and terminable by either party with three months’ written notice. Mr. Zhu is also entitled to a director’s fee of HK\$400,000 per annum. Such emoluments are determined by the remuneration committee of the Company with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

As at the Latest Practicable Date, Mr. Zhu was interested in the share options of 7,800,000 Shares, representing approximately 0.27% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhu does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Zhu as an Executive Director, and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Ondra Otradovec (“Mr. Otradovec”), aged 46, Non-executive Director

Mr. Ondra Otradovec, aged 46, is a Non-executive Director of the Company (re-appointed on 16 January 2015). Mr. Otradovec graduated from State University of New York in Stony Brook with a Bachelor degree in Finance. Mr. Otradovec is the Global Head of Mergers & Acquisitions at ArcelorMittal (a substantial shareholder of the Company). Since 2003, Mr. Otradovec has been responsible for M&A at ArcelorMittal and has closely been involved in a large number of acquisitions, mergers and divestments undertaken by the company. Mr. Otradovec was also involved in the acquisition of Hunan Valin Steel Tube & Wire Company and since 18 November 2005 has served as a director of Hunan Valin Iron and Steel Company Limited (a company listed in Shenzhen Stock Exchange). Previously, he worked at HSBC Investment Bank, and was responsible for corporate finance work in emerging markets. During this period, he worked with Mittal Steel on the acquisition of Nova Hut in Czech Republic and other steel companies. Mr. Otradovec acted as a Non-executive Director of the Company from 2 January 2009 to 15 July 2013.

Save as disclosed above, Mr. Otradovec does not have any position with the Company and other member of the Group and did not hold any directorship with other listed companies in the past three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between the Company and Mr. Otradovec, Mr. Otradovec’s appointment as a Non-executive Director is for a fixed term of two years and terminable by either party with three months’ written notice. Mr. Otradovec is also entitled to a director’s fee of HK\$400,000 per annum. Such emoluments are determined by the remuneration committee of the Company with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

As at the Latest Practicable Date, Mr. Otradovec did not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Otradovec does not have any relationship with any directors, senior management or other substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Otradovec as a Non-executive Director, and there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wong Man Chung, Francis, (“Mr. Wong”), aged 50, Independent Non-executive Director

Mr. Wong Man Chung, Francis, aged 50, is an Independent Non-executive Director of the Company (appointed on 25 August 2004). He is a Certified Public Accountant (Practising) and has over 25 years of experience in auditing, taxation, management and financial advisory. Mr. Wong is currently an independent non-executive director of Digital

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

China Holdings Limited, Integrated Waste Solutions Group Holdings Limited and Wai Kee Holdings Limited whose shares are listed on the main board of the Stock Exchange. He was once the independent non-executive director of Sys Solutions Holdings Limited, a company listed on the growth enterprise market of the Stock Exchange, the independent non-executive director of Yardway Group Limited and eForce Holdings Limited, companies listed on the main board of the Stock Exchange and the independent non-executive director of Lightscape Technologies Inc., a company with its shares listed and traded in the OTC Bulletin Board of the United States of America. Mr. Wong is a director of both Union Alpha C.P.A. Limited and Union Alpha CAAP Certified Public Accountants Limited, both are professional accounting firms. He is also a founding director and member of Francis M.C. Wong Charitable Foundation Limited, a charitable institution. Previously, Mr. Wong worked for KPMG, an international accounting firm for 6 years and the Hong Kong Securities Clearing Company Limited for 2 years. Mr. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants of the United Kingdom, a Certified Tax Advisor of Taxation Institute of Hong Kong. Mr. Wong is also an associate member of Institute of Chartered Accountants in England and Wales and a member of the Society of Chinese Accountants & Auditors, Hong Kong. Mr. Wong holds a Master Degree in Management conferred by Guangzhou Jinan University.

Save as disclosed above, Mr. Wong does not have any position with the Company and other members of the Group and did not hold any directorship with other listed companies in the past three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between the Company and Mr. Wong, Mr. Wong's appointment as an Independent Non-executive Director is for a fixed term of one year. Mr. Wong is also entitled to a director's fee of HK\$400,000 per annum. Such emoluments are determined by the remuneration committee of the Company with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

Pursuant to Provision A.4.3 of Appendix 14 of the Listing Rule, if an independent non-executive director serves more than 9 years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders. Upon the expiry of the current employment contract, Mr. Wong has served on the Board for more than 10 years. As an independent non-executive director with extensive experience and knowledge in accounting and auditing and in-depth understanding of the Company's operations and business, Mr. Wong has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating affirm commitment to his role. The nomination committee of the Company considers that the long service of Mr. Wong would not affect his exercise of independent judgement and is satisfied that Mr. Wong has the required character, integrity and experience to continue fulfilling the role of an independent non-executive director. The Board considers the re-election of Mr. Wong as an Independent Non-executive Director is in the best interest of the Company and Shareholders as a whole.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Mr. Wong was interested in the share options of 6,600,000 Shares, representing approximately 0.23% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wong does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Wong as an Independent Non-executive Director, and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Zhou Guoping (“Mr. Zhou”), aged 68, Independent Non-executive Director

Mr. Zhou Guoping, aged 68, is an Independent Non-executive Director of the Company (appointed on 1 December 2012). Mr. Zhou graduated from China University of Political Science and Law (former known as The Peking College of Political Science and Law) in 1969. Mr. Zhou started his career since 1970, he had been acted as the Deputy Director of Public Security Bureau of Jilin City, Jilin Province of China (中國吉林省吉林市公安局副局長), and the Deputy Director of the State Security Bureau in Jilin City (吉林市國家安全局副局長). He had also been in charge of the Jilin City Forestry Security Bureau (吉林省林業公安處). Mr. Zhou was the Deputy Director of Municipal Justice Bureau of Changchun City, Jilin Province of China (中國吉林省長春市司法局副局長), and the Deputy Director of Public Security Bureau of Changchun City (長春市公安局副局長) and the Deputy Secretary of Politics and Law Committee of Changchun City (長春市政法委副書記) from 1994 to December 1997. During the period, Mr. Zhou was awarded the title of Police Commissioner, Class II (Deputy Bureau Level) (二級警監警銜(副局級)). Since December 1997, Mr. Zhou was appointed as the Deputy Director and the Secretary of Committee for Discipline Inspection of Beijing Traffic Management Bureau (北京市公安交通管理局副局長兼紀委書記) till his retirement in 2006.

Save as disclosed above, Mr. Zhou does not have any position with the Company and other members of the Group and did not hold any directorship with other listed companies in the past three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between the Company and Mr. Zhou, Mr. Zhou’s appointment as an Independent Non-executive Director is for a fixed term of one year. Mr. Zhou is also entitled to a director’s fee of HK\$400,000 per annum. Such emoluments are determined by the remuneration committee of the Company with reference to his qualification and experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position.

As at the Latest Practicable Date, Mr. Zhou did not have any interests in Shares within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Zhou does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Zhou as an Independent Non-executive Director, and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at Suites 901-2 & 10, 9th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2015 at 9:30 a.m. and at any adjournment thereof, for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements together with the Directors' Report and the Independent Auditor's Report of the Group for the year ended 31 December 2014.
2.
 - (a) To re-elect Mr. Han Jingyuan as an Executive Director;
 - (b) To re-elect Mr. Zhu Hao as an Executive Director;
 - (c) To re-elect Mr. Ondra Otradovec as a Non-executive Director;
 - (d) To re-elect Mr. Wong Man Chung, Francis as an Independent Non-executive Director;
 - (e) To re-elect Mr. Zhou Guoping as an Independent Non-executive Director;
and
 - (f) To authorize the Board of Directors to fix the Directors' remuneration.
3. To re-appoint PricewaterhouseCoopers as the Auditor of the Company and to authorize the Board of Directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph 4(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 4(d) below) of all powers of the Company to issue, allot and deal with the additional shares

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph 4(a) above shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 4(a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph 4(d) below) or to the share option schemes of the Company, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution and the said approval pursuant to paragraph 4(a) above shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable law of Bermuda and the current Bye-Laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders of the Company in general meeting;

“Rights Issue” means an offer of shares or options to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements and having regard to any restrictions of obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph 5(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 5(d) below) of all the powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5(a) above shall be in addition to any other authorization given to the Directors of the Company;
- (c) the aggregate nominal value of share capital of the Company, which the Company is authorized to repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange recognized for this purpose by The Securities and Futures Commission and the Stock Exchange under Hong Kong Code on Share Repurchases pursuant to the approval in paragraph 5(a) above during the Relevant Period, shall be no more than 10 per cent of the aggregate nominal value of the existing issued share capital of the Company at the date of passing this resolution, and the authority pursuant to the paragraph 5(a) above shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by applicable law of Bermuda and the current Bye-Laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**, conditional upon the passing of the ordinary resolution as set out in resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution.”

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

Hong Kong, 14 April 2015

Notes:

- (1) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent the member who/which appointed it. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (2) To be valid, the form of proxy together with the authorization letter or other authority (if any) under which is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting, or any adjournment thereof.
- (3) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share of the Company, any one of such holders may vote at the Annual General 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 holders be present at the Annual General Meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such shall alone be entitled to vote in respect thereof.
- (5) Voting of the ordinary resolutions set out in this notice will be by way of poll.