

## ORIENT INDUSTRIES HOLDINGS LIMITED

## 東方工業控股有限公司\*

(formerly known as Jackley Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 353)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "**Meeting**") of Orient Industries Holdings Limited (the "**Company**") will be held at 8/F, Luk Kwok Centre, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 5 December 2005 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

## ORDINARY RESOLUTIONS

## 1. "THAT:

- (a) the acquisition agreement (the "**Acquisition Agreement**") dated 20 October 2005 entered into between China National Materials Storage and Transportation Guangzhou Corp and Guangzhou Taiji 3ring Computer Co. Ltd., together as vendors and Aurora Logistic Finance (Hong Kong) Ltd, as the purchaser (a copy of which is produced to the meeting marked "A" and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated in or incidental to the Acquisition Agreement be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Acquisition Agreement".

## 2. "THAT

- (a) the issue of the convertible note (the "**Convertible Note**") in the aggregate principal amount of HK\$7,000,000 to be issued by the Company in accordance with the terms and conditions of the Acquisition Agreement and the transactions contemplated therein be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to take all steps necessary or expedient in their opinion to implement and/or give effect to the Convertible Note including but not limited to the allotment and issue of shares in the Company which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Note at an initial conversion price of HK\$1.00 each (subject to adjustments)."

By Order of the Board  
**Lam Shu Chung**  
 Director

Hong Kong, 18 November 2005

## Registered Office:

Codan Trust Company (Cayman) Limited  
 Century Yard, Cricket Square  
 Hutchins Drive, P.O. Box 2681 GT  
 George Town  
 Grand Cayman  
 Cayman Islands  
 British West Indies

Head office and principal place  
 business in Hong Kong:  
 8th Floor  
 Luk Kwok Centre  
 No. 72 Gloucester Road  
 Wanchai  
 Hong Kong

## Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person to represent the member.
2. 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 Shares as if he is solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
3. The form of proxy and power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be delivered to the office of Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time for holding of the meeting or adjourned meeting (as the case may be) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish. If a member who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.

As at the date of this announcement, the executive directors are Mr Lam Shu Chung, Mr Law Fei Shing, Mr So Chi Keung, Mr Tsao Ke Wen Calvin and Mr Pang Man Kin Nixon; the non-executive director is Dr Ma Chung Wo, Cameron and the independent non-executive directors are Mr Poon Chiu, Mr Lum Pak Sum and Mr Li Chak Hung.

\* For identification purposes only