



中國海洋捕撈  
CHINA OCEAN FISHING  
HOLDINGS LIMITED

## China Ocean Fishing Holdings Limited

中國海洋捕撈控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8047)

### FORM OF PROXY

Form of proxy for use at the special general meeting (the “Meeting”) of China Ocean Fishing Holdings Limited (the “Company”) to be held at Room 03, 22/F, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on 22 September 2017, at 10:30 a.m., Hong Kong (or any adjournment thereof).

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares  
of HK\$0.01 each of the above-named Company HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) of the Company to be held at Room 03, 22/F, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on 22 September 2017, at 10:30 a.m., for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice convening such meeting and at such Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	(a) the terms and conditions of the subscription agreement dated 29 May 2017 (the “ <b>Subscription Agreement</b> ”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company as the issuer, COFCO Capital (Hong Kong) Co., Limited (the “ <b>Subscriber</b> ”) as the subscriber, and Mr. Liu Rongsheng and Mr. Liu Yi as guarantors, in relation to the subscription of the Convertible Bonds (as defined below) be and are hereby approved, confirmed and ratified;		
	(b) the terms and conditions of the instrument of the convertible bond (the “ <b>Convertible Bond Instrument</b> ”) to be entered into between the Company and the Subscriber in relation to the Convertible Bond in the aggregate principal amount of HK\$100 million to be issued by the Company (the “ <b>Convertible Bonds</b> ”) under Specific Mandate (as defined below), a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification, pursuant to which the Company is to issue to the Subscriber which is convertible into shares of the Company (the “ <b>Conversion Shares</b> ”) at the conversion price of HK\$0.24 per share (subject to adjustment) be and are hereby approved, confirmed and ratified;		
	(c) the grant of specific mandate (“ <b>Specific Mandate</b> ”) to the directors (the “ <b>Directors</b> ”) of the Company to allot and issue the Convertible Bonds and to issue and allot the Conversion Shares to the Subscriber pursuant to the Subscription Agreement and the Convertible Bond Instrument be and is hereby approved, confirmed and ratified; and the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and		
	(d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Convertible Bonds to the Subscriber.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signed<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOXES MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any amendment to the resolution referred to in the notice convening the meeting which have been properly put to the meeting.
- This form of proxy must be signed by the appointor, or his/her attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
- In the case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, together with any power of attorney of other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or the adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.