



中國海外宏洋集團有限公司 CHINA OVERSEAS GRAND OCEANS GROUP LTD.

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock code: 00081)

PROXY FORM

Form of proxy for the Annual General Meeting to be held at Unit 6703, Level 67, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Tuesday, 2 June 2015 at 11:00 a.m..

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares of
China Overseas Grand Oceans Group Limited (the "Company"), hereby appoint³ _____
of _____
or failing him, the Chairman of the Meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for
me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without amendments) as hereunder indicated.

Ordinary Resolutions		For ⁴	Against ⁴
1.	To receive and consider the audited financial statements, the directors' report and the independent auditor's report for the year ended 31 December 2014.		
2.	To consider and declare a final dividend of HK1.0 cent per ordinary share for the year ended 31 December 2014.		
3.	To elect/re-elect directors of the Company ("Directors"), in particular:		
	(a) to re-elect Mr. Zhang Guiqing as Director.		
	(b) to re-elect Mr. Yang Hai Song as Director.		
	(c) to re-elect Dr. Chung Shui Ming, Timpson as Director.		
	(d) to re-elect Mr. Lo Yiu Ching, Dantes as Director.		
4.	To authorise the Board of Directors to fix the Directors' remuneration.		
5.	To appoint auditors for the ensuing year and to authorise the Directors to fix their remuneration.		
6.	To give a general mandate to the Directors to buy back shares of the Company not exceeding 10 per cent. of the number of shares of the Company in issue. ⁵		
7.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20 per cent. of the number of shares of the Company in issue. ⁵		
8.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of an amount not exceeding the number of shares bought back by the Company. ⁵		

Dated this _____ day of _____ 2015. Signature(s)⁶: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The full texts of the ordinary resolutions appear in the notice of the annual general meeting contained in the circular to the shareholders of the Company dated 27 April 2015.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the share registrar of the Company, Tricor Standard 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 any adjourned meeting.
- 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 share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
- Any alteration to this form of proxy must be initialled by the person who signs it.