

SKYOCEAN INTERNATIONAL HOLDINGS LIMITED

天洋國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 593)

Annual General Meeting

Form of Proxy

Form of proxy for the Annual General Meeting ("Meeting") of SkyOcean International Holdings Limited ("Company") to be held at Plaza 1-2, Lower lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m.:

I/We, ^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of the Company,

HEREBY APPOINT ^(Note 3) the Chairman of the Meeting or _____
of _____

as my/our proxy to act for me/us and on my/our behalf at the Meeting to be held at Plaza 1-2, Lower lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the notice convening the Meeting ("Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2015.		
2.	(A) To re-elect Mr. Chan Tak Kwong as executive director of the Company.		
	(B) To re-elect Mr. Li Chak Hung as independent non-executive director of the Company.		
	(C) To re-elect Dr. Meng Xiaosu as independent non-executive director of the Company.		
	(D) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as Auditor and authorise the Board of Directors to fix its remuneration.		
4.	(A) To grant a general mandate to the Directors to issue securities (Ordinary Resolution No. 4(A) of the Notice).		
	(B) To grant a general mandate to the Directors to repurchase securities (Ordinary Resolution No. 4(B) of the Notice).		
	(C) To extend the general mandate to the Directors to issue securities (Ordinary Resolution No. 4(C) of the Notice).		

Signature ^(Note 5): _____

Dated this _____ day of _____ 2016.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the relevant resolutions. Your proxy will also be entitled to vote at his or her discretion or abstain on any other resolution properly put to the Meeting other than that referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this form of proxy, together with any 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 deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
7. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.