

CHINA OCEAN SHIPBUILDING INDUSTRY GROUP LIMITED

中海船舶重工集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00651)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING

I/We¹ _____

of _____

being the registered holder(s) of² _____ ordinary shares of HK\$0.05

each in the share capital of **China Ocean Shipbuilding Industry Group Limited** (the “Company”), HEREBY

APPOINT³ _____

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 special general meeting (“Meeting”) of the Company to be held at Units 1702-03 17/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 28 January 2011 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice as contained in the circular of the Company dated 11 January 2011 convening the Meeting (the “SGM Notice”) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below:

| ORDINARY RESOLUTIONS | | FOR ⁴ | AGAINST ⁴ |
|----------------------|---|------------------|----------------------|
| 1. | To approve the subscription agreement and the matters particularly set out in ordinary resolution 1 of the SGM Notice | | |
| 2. | To approve the amendment deed and the matters particularly set out in ordinary resolution 2 of the SGM Notice | | |

Dated this _____ day of _____ 2011 Signature(s)⁵ _____

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). 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).
3. Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy or, if he/she is a holder of more than one share, more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his/her vote at his/her discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. 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 certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Any alteration made in this form should be initialed by the person(s) who sign(s) it.