

# 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)

### PROXY FORM for the special general meeting (the “Special General Meeting”) of China Ocean Shipbuilding Industry Group Limited (the “Company”) to be held on 28 November 2015

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.05 each in the  
capital of the Company hereby appoint the Chairperson of the Special General Meeting, or <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company (and at  
any adjournment thereof) to be held at Units 1702-03, 17/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught  
Road Central, Hong Kong on 28 November 2015, at 10:00 a.m. and to vote in respect of the following resolution as indicated:

RESOLUTION	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1. To approve, ratify and confirm the issue and allotment of the Consideration Shares (as defined in the circular (the “Circular”) of the Company dated 12 November 2015) pursuant to the Sale and Purchase Agreement (as defined in the Circular) and the transactions contemplated in relation thereto including the grant of the Specific Mandate (as defined in the Circular) for the allotment and issue of the Consideration Shares		

Dated: \_\_\_\_\_

Signature <sup>(5)(6)(7)(8)</sup>: \_\_\_\_\_

Notes:–

1. Full name(s) and address(es) to be inserted in block letters.
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 in the Company registered in your name(s).
3. If you wish to appoint a proxy other than the Chairperson of the Special General Meeting, please strike out “the Chairperson of the Special General Meeting” and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
4. **IMPORTANT:** If you wish to vote for any resolution, please indicate with a “✓” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with a “✓” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Special General Meeting other than those referred to in the Notice convening the Special General Meeting.
5. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
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 notarially certified copy of the attorney or such other authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Special General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.