

CHINA OCEAN INDUSTRY GROUP LIMITED

中海重工集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00651)

**PROXY FORM for the special general meeting (the “Special General Meeting”) of
China Ocean Industry Group Limited (the “Company”)
to be held on 14 March 2017**

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.05 each in the
capital of the Company hereby appoint the Chairperson of the Special General Meeting, or ⁽³⁾ _____
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 Golden Restaurant, Macau Jockey Club, 1/F, East Wing Shun Tak
Centre, 200 Connaught Road Central, Sheung Wan, Hong Kong on 14 March 2017, at 10:30 a.m. and to vote in respect
of the following resolution as indicated:

	RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve the Acquisition Agreement (as defined in the circular of the Company dated 24 February 2017) and the transactions contemplated thereunder.		

Dated: _____

Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾: _____

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.