

# CHINA OCEAN SHIPBUILDING INDUSTRY GROUP LIMITED

## 中海船舶重工集團有限公司

(Incorporated in the Bermuda with limited liability)

(Stock code: 00651)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING to be held on Monday, 29 June 2015 (the "Meeting")

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 China Ocean Shipbuilding Industry Group Limited (the "Company") **HEREBY APPOINT** <sup>3</sup> the Chairman of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the 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 Monday, 29 June 2015 at 10:00 a.m. (or any adjournment thereof) in respect of the resolutions set out in the notice of the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2014.		
2.	To re-elect the retiring directors of the Company and to authorize the board of directors of the Company ("Board") to fix the remuneration of the directors of the Company:		
	(i) Mr. Li Ming		
	(ii) Mr. Wang San Long		
	(iii) Ms. Xiang Ying		
	(iv) To authorize the Board to fix the remuneration of the directors of the Company.		
3.	To re-appoint Messrs ZHONGLEI (HK) CPA Company Limited as the Company's auditors and to authorize the Board to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue new shares in the capital of the Company up to a maximum of 20 per cent. of the number of issued shares of the Company as at the date of the Meeting.		
5.	To grant a general mandate to the directors of the Company to purchase shares in the capital of the Company up to a maximum of 10 per cent. of the number of issued shares of the Company as at the date of the Meeting.		
6.	To include nominal amount of the shares repurchased by the Company granted to the directors pursuant to resolution no.5 to the mandate granted to the directors under resolution no.4.		
7.	To approve the "refreshing" of the 10% scheme mandate limit on the number of shares in the Company which may be allotted and issued upon exercise of the options to be granted under the Company's share option scheme.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signature(s) <sup>6</sup> \_\_\_\_\_

#### Notes:

1. Please fill in your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please fill in the number of shares of HK\$0.05 each in the capital of the Company 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, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, to vote in his/her stead. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **IF NO NAME IS GIVEN, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. 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 such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or not less than 48 hours before the time appointed for any adjournment of the Meeting.
6. This form of proxy either must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share as if he were solely entitled therein, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. Completion and delivery 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 appointment of the proxy will be deemed to be revoked.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**