

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”)

to be held on Friday, 25 October 2019

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of
HK\$0.05 each in the capital of China Ocean Industry Group Limited (the “Company”) HEREBY APPOINT³ the Chairman of the Special General Meeting or _____
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 to be held at Unit 07, 21/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 25 October 2019 at 9:30 a.m. (or any adjournment thereof) in respect of the resolution set out in the notice of the Special General Meeting (“Notice”) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

| SPECIAL RESOLUTION | | FOR ⁴ | AGAINST ⁴ |
|----------------------|---|------------------|----------------------|
| 1. | To approve the Capital Reorganisation and the transactions contemplated thereunder as set out in special resolution no. 1 of the Notice | | |
| ORDINARY RESOLUTIONS | | | |
| 2. | To approve, confirm and ratify the Subscription Agreement 1 (as defined in the circular of the Company dated 3 October 2019) and the transactions contemplated thereunder as set out in ordinary resolution no. 2 of the Notice. | | |
| 3. | To approve, confirm and ratify the Subscription Agreement 2 (as defined in the circular of the Company dated 3 October 2019) and the transactions contemplated thereunder thereunder as set out in ordinary resolution no. 3 of the Notice. | | |

Dated this _____ day of _____ 2019

Signature(s)⁶: _____

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 proxy form relates. If no number is inserted, this proxy form 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 Special General Meeting is preferred, please delete the words “the Chairman of the Special General 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 Special General 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 Special General Meeting in person to represent you. **IF NO NAME IS GIVEN, THE CHAIRMAN OF THE SPECIAL GENERAL 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 Special General Meeting other than those referred to in the notice convening the Special General Meeting.
5. To be valid, this proxy form, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or not less than 48 hours before the time appointed for any adjournment of the Special General Meeting.
6. This proxy form 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 Special General 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 Special General 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 proxy form will not preclude you from attending and voting at the Special General Meeting if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
9. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice will be decided by poll at the Special General Meeting.
10. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong (“PDPO”), which includes the name(s) and address(es) of you and your proxy(ies).

Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Meeting of the Company (the “Purposes”). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company’s branch share registrar Tricor Abacus Limited, our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company/Tricor Abacus Limited at the above address.