



中國海洋集團
CHINA OCEAN GROUP
DEVELOPMENT LIMITED

China Ocean Group Development Limited

中國海洋集團發展有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8047)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s)² _____ shares of HK\$0.01
each of the abovenamed Company HEREBY APPOINT³ THE CHAIRMAN OF THE MEETING⁴ _____
or _____
of _____
as my/our proxy/proxies, to attend at the Annual General Meeting (the "AGM") (or at its adjourned meeting) of the Company to be held at Room 3005, 30/F, Greater China International Exchange Plaza, 1 Fuhua 1st Road, Futian, Shenzhen on 29 December 2023, at 10:30 a.m., for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening the AGM and at such meeting (or at its adjourned meeting) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^{5&6}	AGAINST ^{5&6}
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the "Directors") and independent auditor (the "Independent Auditor") of the Company for the year ended 31 March 2023;		
2.	(a) To re-elect Mr. Cai Haiming as an executive Director ("ED");		
	(b) To re-elect Mr. Cai Haipeng as an ED;		
	(c) To re-elect Mr. Lui Chun Pong as a non-executive Director;		
	(d) To re-elect Mr. Kam Hou Yin, John as an independent non-executive Director ("INED");		
	(e) To re-elect Mr. Liu Qiang as an INED;		
	(f) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors for the year ending 31 March 2024;		
3.	To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number as and when the Board considers necessary and appropriate;		
4.	To re-appoint Elite Partners CPA Limited as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration;		
5.	To grant the general mandate to the Board to issue, allot and otherwise deal with the Company's shares (the "Shares"), not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution*		
6.	To grant the general mandate to the Board to repurchase the Shares, not exceeding 10% of the aggregate number of the issued Shares as at date of passing of this resolution*		
7.	To extend the general mandate to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company*		
SPECIAL RESOLUTION			
8.	To approve the proposed amendments to bye-laws		

* For the full text of the proposed resolutions, please refer to the notice convening the AGM as contained in the Company's circular dated 7 December 2023

Dated this _____ day of _____ 2023 Signed⁷: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 registered in your name(s).
- Any member of the Company ("Members") entitled to attend and vote at the AGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it, and the proxy need not be a Member but must attend the meeting in person to represent the Member.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A "✓" IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A "✓" IN THE BOXES MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any amendment to the resolutions referred to in the notice convening the AGM which have been properly put to the AGM.
- All resolutions will be put to vote by way of poll at the AGM. Every Member present in person or (in the case of a Member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid Share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of Shares in the appropriate box(es) above.
- This form of proxy must be signed by the appointor, or his/her attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
- In the case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, together with any power of attorney of other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours (i.e. 10:30 a.m. on 27 December 2023) before the time appointed for the holding of the AGM or the adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to 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 the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.