



CHINA ORIENTAL GROUP COMPANY LIMITED
中國東方集團控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 581)

**Form of proxy for use at the Annual General Meeting to be held
on Wednesday, 8 June 2022 at 3:00 p.m. (or at any adjournment thereof)**

I/We ^(note 1) _____
of (address) _____
being a member of China Oriental Group Company Limited (the “Company”) and the registered holder(s) of _____ shares ^(note 2)
of HK\$0.10 each in the share capital of the Company, HEREBY APPOINT the Chairman of the Meeting or ^(note 3) _____
_____ of (address) _____
_____ or (email address) _____

as my/our proxy to attend, to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held on Wednesday, 8 June 2022 at 3:00 p.m. with the combination of an in-room meeting at Boardroom 5, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong and an online virtual meeting for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive, consider and adopt the audited consolidated financial statements together with the Directors’ Report and the Independent Auditor’s Report of the Group for the year ended 31 December 2021.		
2.	To declare a final dividend of HK\$0.06 per share and a special dividend of HK\$0.03 per share for the year ended 31 December 2021.		
3.	(a) To re-elect Mr. Zhu Jun as an executive Director;		
	(b) To re-elect Mr. Sanjay Sharma as an executive Director;		
	(c) To re-elect Mr. Wang Tianyi as an independent non-executive Director;		
	(d) To re-elect Dr. Tse Cho Che, Edward as an independent non-executive Director; and		
	(e) To authorise the Board of Directors to fix the Directors’ remuneration.		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board of Directors to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to issue, allot and deal with the Company’s additional shares not exceeding 20% of the issued share capital of the Company, in terms as set out in resolution no. 5 in the notice of the Annual General Meeting.		
6.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares not exceeding 10% of the issued share capital of the Company, in terms as set out in resolution no. 6 in the notice of the Annual General Meeting.		
7.	To approve the extension of the general mandate to be granted to the directors of the Company to issue, allot and deal with the Company’s shares by an amount representing the amount of the Company’s shares repurchased by the Company, in terms as set out in resolution no. 7 in the notice of the Annual General Meeting.		

Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the circular dated 29 April 2022. The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.

Dated this _____ day of _____ 2022 Signature(s) ^(note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes 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. **IF YOU WISH TO ALLOW YOUR PROXY TO ATTEND THE ANNUAL GENERAL MEETING THROUGH TRICOR E-MEETING SYSTEM, PLEASE ALSO INSERT HIS/HER EMAIL ADDRESS. THE EMAIL ADDRESS SO PROVIDED WILL BE USED BY THE COMPANY’S BRANCH SHARE REGISTRAR IN HONG KONG, TRICOR INVESTOR SERVICES LIMITED, FOR SENDING THE LOGIN DETAILS FOR VOTING AT THE ANNUAL GENERAL MEETING, SO YOU AND YOUR PROXY SHOULD ENSURE THAT THE EMAIL ADDRESS PROVIDED WILL BE APPROPRIATELY SECURE FOR THIS PURPOSE.**
- If your proxy has not received the login details by email by 3:00 p.m. (Hong Kong time) on Tuesday, 7 June 2022, you should contact the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at (852) 2975 0928 or email to emeeting@hk.tricorglobal.com for assistance.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong; or (b) submitted electronically via <https://spot-emeeting.tricor.hk/#/581> in accordance with the instructions printed on the accompanying notification letter sent to the Shareholders by post on 29 April 2022, in each case as soon as possible and in any event no later than 3:00 pm (Hong Kong time) on Monday, 6 June, 2022, or not less than 48 hours before the time of any adjourned meeting.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person or via online (if applicable) at the meeting if you so wish.

PERSONAL INFORMATION COLLECTIONS 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 and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.

* For identification purposes only