



FORM OF PROXY FOR ANNUAL GENERAL MEETING ON 25 MAY 2023

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of Sino-Ocean Group Holding Limited (the “Company”),
HEREBY APPOINT (Note 3) _____
of _____

OR FAILING HIM/HER, the CHAIRMAN OF THE MEETING as my/our proxy to attend and act for me/us at the annual general meeting of the Company (the “AGM”) to be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC, on Thursday, 25 May 2023 at 9:30 a.m. or at any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the following resolutions as set out in the notice of the AGM (the “AGM Notice”) as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS | | FOR (Note 4) | AGAINST (Note 4) |
|----------------------|--|-----------------|---------------------|
| 1. | To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the financial year ended 31 December 2022. | | |
| 2(A). | (i) To re-elect Mr. LI Ming as an executive director of the Company. | | |
| | (ii) To re-elect Mr. CUI Hongjie as an executive director of the Company. | | |
| | (iii) To re-elect Mr. ZHAO Peng as a non-executive director of the Company. | | |
| | (iv) To re-elect Mr. HOU Jun as a non-executive director of the Company. | | |
| | (v) To re-elect Mr. CHEN Ziyang as a non-executive director of the Company. | | |
| | (vi) To re-elect Mr. LYU Hongbin as an independent non-executive director of the Company. | | |
| 2(B). | To authorise the board of the directors to fix the remuneration of the directors of the Company. | | |
| 3. | To re-appoint BDO Limited as auditor of the Company and authorise the board of directors of the Company to fix its remuneration. | | |
| 4(A). | Ordinary resolution as set out in item 4(A) of the AGM Notice (To grant a general mandate to the directors to issue shares of the Company). | | |
| 4(B). | Ordinary resolution as set out in item 4(B) of the AGM Notice (To grant a general mandate to the directors to buy back shares of the Company). | | |
| 4(C). | Ordinary resolution as set out in item 4(C) of the AGM Notice (To extend the general mandate to the directors to issue shares of the Company). | | |

Dated this _____ day of _____ 2023 Signature (Note 5): _____

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 of the Company registered in your name(s).
- Please insert the full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.** A proxy need not be a member of the Company but must attend the meeting in person to represent you. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
- IMPORTANT:** If you wish to vote for any resolution, please tick in the appropriate box marked “For”. If you wish to vote against any resolution, please tick in the appropriate box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the AGM Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- The full descriptions of the resolutions proposed to be considered and approved at the AGM are set out in the AGM Notice dated 18 April 2023, which is also available at the Company’s website at www.sinooceangroup.com and The Stock Exchange of Hong Kong Limited’s website at www.hkexnews.hk.
- In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
- 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 that power or authority, must be deposited with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialed by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information may result in the Company not being able to process your instructions and/or requests as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.