



中國海外宏洋集團有限公司 CHINA OVERSEAS GRAND OCEANS GROUP LTD.

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock code: 00081)

PROXY FORM

Form of proxy for the Annual General Meeting to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong, on Monday, 24 June 2024 at 10:00 a.m.

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares of China Overseas Grand Oceans Group Limited (the "Company"), hereby appoint³ _____
of _____
or failing him/her, the Chairman of the Annual General Meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the Annual General Meeting (with or without amendments) as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements, the directors' report and the independent auditor's report of the Company for the year ended 31 December 2023.		
2.	To consider and declare a final dividend of HK11 cents per ordinary share for the year ended 31 December 2023.		
3.	To elect/re-elect directors of the Company ("Directors"), in particular:		
	(a) to re-elect Mr. Zhuang Yong as Director.		
	(b) to re-elect Mr. Yang Lin as Director.		
	(c) to re-elect Ms. Liu Ping as Director.		
	(d) to re-elect Mr. Lam Kin Fung, Jeffrey as Director.		
4.	To authorise the board of Directors ("Board") to fix the Directors' remuneration.		
5.	To appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration.		
6.	To give a general mandate to the Directors to buy back shares of the Company not exceeding 10 per cent. of the number of shares of the Company in issue. ⁵		
7.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20 per cent. of the number of shares of the Company in issue. ⁵		
8.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of an amount not exceeding the number of shares bought back by the Company. ⁵		

Dated this _____ day of _____ 2024. Signature(s)⁶: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company 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).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. Your proxy will be entitled to vote or abstain at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The full texts of the ordinary resolutions appear in the notice of the Annual General Meeting contained in the circular to the shareholders of the Company dated 30 April 2024.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of your legal representative, director(s) or attorney duly authorised.
- 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 notorially certified copy of that power or authority must be deposited at the share registrar of the Company, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 10:00 a.m. on Friday, 21 June 2024.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- A shareholder may appoint one or more proxies to attend the meeting and vote for him/her. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
- Any alteration to this form of proxy must be initialled by the person who signs it.
- No distribution of gifts or cake coupons and no refreshments will be served at the Annual General Meeting.**

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 Annual General 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 fulfill 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 Standard Limited at the above address.