



FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING ON 11 JULY 2024

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 extraordinary general meeting of the Company (the “EGM”) to be held at Meeting Room, 31st Floor, Tower A, Ocean International Center, 56 Dongsihuanzhonglu, Chaoyang District, Beijing, PRC, on Thursday, 11 July 2024 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 resolution as set out in the notice of the EGM (the “EGM Notice”) as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated 25 June 2024.

	ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
1.	To approve, confirm and ratify the Sale and Purchase Agreement, the Purchaser 2 Agreement and all transactions contemplated thereunder as set out in resolution no. 1 of the EGM Notice*.		

*Note: Shareholders of the Company are being asked to approve the Sale and Purchase Agreement and the Purchaser 2 Agreement in a single ordinary resolution as the entering into of the Purchaser 2 Agreement is one of the conditions precedent to the payment of the consideration pursuant to the Sale and Purchase Agreement, and is considered as an integral part of the Disposal. Accordingly, shareholders of the Company will not be able to vote on the Sale and Purchase Agreement without also voting on the Purchaser 2 Agreement in the same manner, and vice versa.

Dated this _____ day of _____ 2024 Signature (Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. Please insert the full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.** A member entitled to attend and vote at the EGM 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.
4. **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 EGM Notice.
5. 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.
6. The full descriptions of the resolution proposed to be considered and approved at the EGM are set out in the EGM Notice dated 25 June 2024, 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.
7. 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).
8. 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.
9. Any alteration made to this form of proxy must be initialed by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “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”).
- (ii) 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.
- (iii) 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.
- (iv) 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.

Sino-Ocean Group Holding Limited

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

Stock Code : 03377