



**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 Friday, 27 May 2016 at 9:30 a.m. (or at any adjournment thereof)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being a member of China Oriental Group Company Limited (the "Company") and the registered holder(s) of \_\_\_\_\_ shares <sup>(note 2)</sup>  
of HK\$0.10 each in the share capital of the Company, HEREBY APPOINT the Chairman of the Meeting or <sup>(note 3)</sup> \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ 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 at Suites 901-2 & 10, 9th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 27 May 2016 at 9:30 a.m. 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.

| RESOLUTIONS |                                                                                                                                                                                                                                                                                                                                | FOR <sup>(note 4)</sup> | AGAINST <sup>(note 4)</sup> |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|
| 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 2015.                                                                                                                        |                         |                             |
| 2.          | (a) To re-elect Mr. Zhu Jun as an Executive Director;                                                                                                                                                                                                                                                                          |                         |                             |
|             | (b) To re-elect Mr. Han Li as an Executive Director;                                                                                                                                                                                                                                                                           |                         |                             |
|             | (c) To re-elect Mr. Wang Tianyi as an Independent Non-executive Director; and                                                                                                                                                                                                                                                  |                         |                             |
|             | (d) To authorize the Board of Directors to fix the Directors' remuneration.                                                                                                                                                                                                                                                    |                         |                             |
| 3.          | To re-appoint PricewaterhouseCoopers as the Auditor of the Company and to authorize the Board of Directors to fix their remuneration.                                                                                                                                                                                          |                         |                             |
| 4.          | 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. 4 in the notice of the Annual General Meeting.                                                    |                         |                             |
| 5.          | 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. 5 in the notice of the Annual General Meeting.                                                                               |                         |                             |
| 6.          | 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. 6 in the notice of the Annual General Meeting. |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature(s) <sup>(note 5)</sup> \_\_\_\_\_

**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.
- 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, this form of proxy, together with the power of attorney, (if any) or other authority (if any) under which it is signed or certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or at any adjournment thereof).
- 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 at the meeting if you so wish.

\* For identification purposes only