



遠洋集團

FORM OF PROXY FOR EXTRARODINARY GENERAL MEETING ON 6 AUGUST 2018

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, 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 Workshop 2-4, 3rd Floor, EAST Beijing, No. 22 Jiuxianqiao Road,
Chaoyang District, Beijing, PRC, on Monday, 6 August 2018 at 10:00 a.m. or at any adjournment thereof, to vote for me/us
and in my/our name(s) in respect of the resolutions 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.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To approve the rules of the proposed share option scheme of the Company, to authorise any director or the company secretary of the Company to execute such documents and take such actions as they deem appropriate to implement and give effect to such scheme and to authorise the directors of the Company to grant options and to allot, issue and deal with the shares of the Company pursuant to the exercise of any option granted thereunder.		
2.	To re-elect Mr. Fu Fei, the retiring director, and authorise the board of directors of the Company to affix his remuneration.		

Dated this _____ day of _____ 2018 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 EGM 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 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.
- 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 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 EGM 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 EGM are set out in the EGM Notice dated 16 July 2018, which is also available at the Company’s website at www.sinooceangroup.com.
- 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 before the time appointed for holding the meeting (i.e., not later than 10:00 a.m. on Saturday, 4 August 2018 (Hong Kong Time)) 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.

Sino-Ocean Group Holding Limited

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

Stock Code : 03377