



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, 28 June 2024 at 3:00 p.m. (or at any adjournment thereof)**

I/We (Note 1) _____
of (address) _____
being a member of China Oriental Group Company Limited (the "Company") and the registered holder(s) of _____
shares (Note 2) of HK\$0.10 each in the share capital of the Company, HEREBY APPOINT the chairman of the Annual General Meeting
or (Note 3) _____
of (address) _____

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 on Friday, 28 June 2024 at 3:00 p.m. at Boardrooms 3-4, M/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong 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.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements together with the reports of the Directors and auditor of the Company for the year ended 31 December 2023.		
2.	To declare a special dividend of HK\$0.05 per share for the year ended 31 December 2023.		
3.	(a) To re-elect Mr. Han Jingyuan as an executive Director.		
	(b) To re-elect Mr. Han Li as an executive Director.		
	(c) To appoint Mr. Li Mingdong as an executive Director.		
	(d) To appoint Ms. Yu Fang Jing as an independent non-executive Director.		
	(e) To authorise the Board to fix the Directors' remuneration.		
4.	To appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to issue, allot and deal with the Company's additional shares (including any sale or transfer of treasury shares of the Company out of treasury) not exceeding 20% of the number of issued shares of the Company (excluding treasury shares), in terms as set out in resolution no. 5 in the notice of the Annual General Meeting.		
6.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the number of issued shares of the Company (excluding treasury shares), and to determine whether such shares of the Company repurchased shall be held as treasury shares by the Company or be cancelled, in terms as set out in resolution no. 6 in the notice of the Annual General Meeting.		
7.	To approve the extension of the general mandate to be granted to the Directors to issue, allot and deal with the Company's shares by a number representing the number of the Company's shares repurchased by the Company, in terms as set out in resolution no. 7 in the notice of the Annual General Meeting.		

Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the circular dated 30 May 2024. The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.

Dated this _____ day of _____ 2024 Signature(s) (Note 6) _____

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 Annual General 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, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submitted electronically via <https://spot-meeting.tricor.hk/#/581> in accordance with the instructions printed on the accompanying notification letter sent to the Shareholders by post on 30 May 2024, in each case as soon as possible and in any event no later than 3:00 p.m. (Hong Kong time) on Wednesday, 26 June 2024, or not less than 48 hours before the time of any adjourned meeting.
- 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.

PERSONAL INFORMATION COLLECTIONS 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 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 and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.

* For identification purposes only