



# ORIENT OVERSEAS (INTERNATIONAL) LIMITED

東方海外(國際)有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code: 316)

**Proxy form for use at the Annual General Meeting to be held on Thursday, 30th April 2009 at 10:00 a.m.**

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares of US\$0.10 each in the capital of Orient Overseas (International) Limited (the "Company") **HEREBY APPOINT** the Chairman  
of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_ (name)

of \_\_\_\_\_ (address) to  
act as my/our proxy to attend for me/us at the Annual General Meeting (the "Meeting") (or at any adjournment thereof) of the Company to be  
held on Thursday, 30th April 2009 at 10:00 a.m. at Concord Room, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong  
Kong for the purposes of considering and, if thought fit, passing the resolutions set out in the notice (the "Notice") convening the Meeting and  
to vote on a poll at the Meeting (or at any adjournment thereof) for me/us and in my/our name(s) in respect of the resolutions as hereunder  
indicated.

	ORDINARY RESOLUTIONS <sup>(Note 4)</sup>	FOR	AGAINST
1.	To consider and adopt the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31st December 2008.		
2.	To declare a final dividend for the year ended 31st December 2008.		
3.	(a) To re-elect Mr. Chang Tsann Rong Ernest as Director.		
	(b) To re-elect Mr. Chow Philip Yiu Wah as Director.		
	(c) To re-elect Mr. Cheng Wai Sun Edward as Director.		
4.	To authorise the Board of Directors to fix the Directors' remuneration.		
5.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board of Directors to fix their remuneration.		
6.	(a) To grant a general mandate to the Directors to allot, issue and deal with the Company's shares. **		
	(b) To grant a general mandate to the Directors to repurchase the Company's shares. **		
	(c) To extend the general mandate to issue shares to cover the shares repurchased by the Company under Resolution No. 6(b). **		
	SPECIAL RESOLUTION <sup>(Note 4)</sup>	FOR	AGAINST
7.	To amend the Company's Bye-laws. **		

Signed <sup>(Note 5)</sup> \_\_\_\_\_

Date : \_\_\_\_\_ 2009

## NOTES:

- (1) Full name(s) and address to be inserted in block capitals.
- (2) Please insert, as appropriate, the number of ordinary shares of US\$0.10 each of the Company registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
- (3) If any proxy other than the Chairman of the Meeting is preferred, strike out the reference to the Chairman and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy.
- (4) **IMPORTANT:** Please indicate how you wish your votes to be cast on a poll by ticking the appropriate box next to each resolution. Without such specific directions the proxy may at his/her discretion vote for or against the resolution or abstain from voting as he thinks fit.
- (5) This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of a duly authorised officer or attorney.
- (6) In order to be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting.
- (7) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 in respect of the joint holding.
- (8) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of this proxy form shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof.
- (10) Any alteration made to this proxy form must be initialled by the person who signs it.

\* For identification only

\*\* The full text of the Resolution is set out in the Notice