



# 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 Friday, 18th May 2012 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 Friday, 18th May 2012 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 convening the Meeting (the "Notice") 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		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider and adopt the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31st December 2011.		
2.	(a) To re-elect Mr. TUNG Lieh Cheung Andrew as Director.		
	(b) To re-elect Mr. CHOW Philip Yiu Wah as Director.		
	(c) To re-elect Mr. CHANG Tsann Rong Ernest as Director.		
	(d) To re-elect Mr. CHENG Wai Sun Edward as Director.		
3.	To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board of Directors to fix their remuneration.		
5.	(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. 5(b).**		

Signed <sup>(Note 5)</sup> \_\_\_\_\_ Date: \_\_\_\_\_ 2012

#### NOTES:

- (1) Full name(s) and address(es) to be inserted in block capitals.
- (2) Please insert the number of ordinary shares of the Company registered in your name(s) to which this proxy form relates. 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 full 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. A shareholder holding two or more shares of the Company may appoint one or more proxies to attend the Meeting and vote for him.
- (4) **IMPORTANT:** If you wish to vote for any of the resolutions, please put a "✓" in the relevant box marked "FOR". If you wish to vote against any of the resolutions, please put a "✓" in the relevant box marked "AGAINST". Failure to tick either box of a resolution will entitle your proxy to cast your vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice.
- (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 either 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 lodged with the Company's branch 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 but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- (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 or any adjournment thereof in person to represent you.
- (9) Completion and delivery of this proxy form shall not preclude you 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