



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, 21ST APRIL 2006

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
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 ^(Note 3) _____
of _____

as my/our proxy to act for me/us at the Annual General Meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at the Concord Room, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 21st April 2006 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions described in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated.

RESOLUTIONS ^(Note 4)

	FOR	AGAINST
1. To consider and adopt the audited Financial Statement and the Reports of the Directors and the Auditors for the year ended 31st December 2005.	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend for the year ended 31st December 2005.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect the following retiring Directors:		
(i) Mr Tsann Rong Chang	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Mr Alan Lieh Sing Tung	<input type="checkbox"/>	<input type="checkbox"/>
(iii) Mr Roger King	<input type="checkbox"/>	<input type="checkbox"/>
(iv) Dr Victor Kwok King Fung	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Board of Directors to fix the Directors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Board of Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
6. (a) To grant a general mandate to the Directors to allot, issue and deal with the Company's shares (Ordinary Resolution No. 6(a) set out in the Notice of the Meeting).	<input type="checkbox"/>	<input type="checkbox"/>
(b) To grant a general mandate to the Directors to repurchase the Company's shares (Ordinary Resolution No. 6(b) set out in the Notice of the Meeting).	<input type="checkbox"/>	<input type="checkbox"/>
(c) To extend the general mandate to issue shares to cover the shares repurchased by the Company under Resolution 6(b) (Ordinary Resolution No. 6(c) set out in the Notice of the Meeting).	<input type="checkbox"/>	<input type="checkbox"/>
7. To amend the Company's Bye-laws (Special Resolution No. 7 set out in the Notice of the Meeting).	<input type="checkbox"/>	<input type="checkbox"/>

Signed ^(Note 5) _____

Date _____ 2006

NOTES:

- (1) Full name(s) and address(es) 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 form of proxy 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.
- (4) **IMPORTANT:** Please indicate by a "✓" in the space provided how you wish your votes to be cast. **IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Without such specific directions the proxy may at his/her discretion vote for or against the resolution or abstain from voting.
- (5) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of a duly authorized officer or attorney.
- (6) In order to be valid, this 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 Shops 1712-1716, 17th 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. The proxy may vote on your behalf on a poll.
- (9) Completion and delivery of the form of proxy shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof.

* for identification only