



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 Special General Meeting to be held on Tuesday, 19 December 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 Special 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 Tuesday, 19 December 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolution 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 following resolution with or without amendments as hereunder indicated.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve, ratify and confirm the stock purchase agreement dated 21 November 2006 and the transactions contemplated thereunder and to authorise any one Director or the Company Secretary of the Company to execute all such documents and/or to do all such acts as he/she may consider appropriate.		

Signed ^(Note 5) _____ Date _____ 2006

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.
- (4) **IMPORTANT:** Please indicate by a "✓" in the space provided how you wish your vote to be cast. **IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Without such specific direction the proxy may at his/her discretion vote for or against the resolution or abstain from voting.
- (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 46th 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 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 initialed by the person who signs it.

* for identification only