



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 7 May 2010
(or at any adjournment thereof)

I/We ^(note 1) _____
of _____
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 Meeting or ^(note 3) _____
of _____
_____ 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 at Suites 901-2 & 10, 9th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 7 May
2010 at 10:00 a.m. 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.

| | RESOLUTIONS | FOR ^(note 4) | AGAINST ^(note 4) |
|----|---|--------------------------------|------------------------------------|
| 1. | To receive, consider and adopt the audited consolidated financial statements together with the Directors' Report and the Independent Auditors' Report of the Group for the year ended 31 December 2009. | | |
| 2. | To declare a final dividend of HK\$0.086 per share for the year ended 31 December 2009. | | |
| 3. | (a) To re-elect Mr. Zhu Jun as an Executive Director | | |
| | (b) To re-elect Mr. Liu Lei as an Executive Director | | |
| | (c) To re-elect Mr. Zhu Hao as an Executive Director | | |
| | (d) To re-elect Mr. Gao Qingju as an Independent Non-Executive Director | | |
| | (e) To authorize the Board of Directors to fix the Directors' remuneration | | |
| 4. | To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorize the Board of Directors to fix their remuneration. | | |
| 5. | To pass the ordinary resolution set out in item no. 5 of the Notice of Annual General Meeting (To grant a general mandate to issue additional shares). | | |
| 6. | To pass the ordinary resolution set out in item no. 6 of the Notice of Annual General Meeting (To grant a general mandate for share repurchase). | | |
| 7. | To pass the ordinary resolution set out in item no. 7 of the Notice of Annual General Meeting (To add shares repurchased to the general mandate to issue additional shares). | | |

Dated this _____ day of _____ 2010 Signature(s) ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman is preferred, strike out "the Chairman of the 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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.
5. 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.
6. 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.
7. To be valid, this form of proxy, together with the power of attorney, (if any) or other authority (if any) under which it is signed or certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for the holding of the meeting (or at any adjournment thereof).
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purposes only