



China Resources and Transportation Group Ltd  
中國資源交通集團有限公司

## CHINA RESOURCES AND TRANSPORTATION GROUP LIMITED

中國資源交通集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 269)

### FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We,<sup>1</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup>  
of HK\$0.20 each in the capital of China Resources and Transportation Group Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or<sup>3</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)

as my/our proxy to attend the extraordinary general meeting (or at any adjournment thereof) of the Company (the "EGM") to be held at Room 1801-07, 18/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (香港灣仔港灣道26號華潤大廈18樓1801-07室) on 19 July 2016 at 11 a.m. and to vote for me/us as indicated below or, if no such indication is given, as my/our proxy thinks fit.

The full text of the resolution is set out in the notice convening the EGM dated 29 June 2016 (the "EGM Notice"), which has also been incorporated into the circular of the Company dated 29 June 2016 (the "Circular"). Unless otherwise stated, capitalized terms used in the Circular have the same meanings when used in this proxy form.

ORDINARY RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
(A)	To approve the Amendment Agreement and all the transactions contemplated thereunder, including the Proposed Amendments;		
(B)	To approve, subject to the Stock Exchange having approved the Proposed Amendments and the Listing Committee granting approval for the listing of, and permission to deal in, the Conversion Shares, the Specific Mandate and that the Specific Mandate shall supersede the Original Specific Mandate; and		
(C)	To authorise any one director of the Company to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Amendment Agreement including but not limited to the execution of any deeds or the affixation of any seal or the issue of any certificate.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature(s)<sup>5</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, the form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete any or all 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 EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.