



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

CHINA RESOURCES AND TRANSPORTATION GROUP LIMITED

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 269)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We,¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares²
of HK\$0.20 each in the capital of China Resources and Transportation Group Limited (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or³ _____ (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 17th Floor, China Railway South Headquarters Building, No.3333 Zhongxin Road (Shenzhen Bay Section), Nanshan District, Shenzhen, PRC (中國深圳市南山區中心路3333號(深圳灣段)中鐵南方總部大廈17樓) on Friday, 23 December 2016 at 11:00 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 resolutions are set out in the notice convening the EGM dated 8 December 2016 (the “EGM Notice”), which has also been incorporated into the circular of the Company dated 8 December 2016 (the “Circular”). Unless otherwise stated, capitalized terms used in the Circular have the same meanings when used in this proxy form.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1	(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.		
2	To approve the increase of the authorised share capital of the Company from HK\$3,000,000,000, divided into 15,000,000,000 shares of HK\$0.20 each (“Shares”), to HK\$4,000,000,000 by the creation of an additional 5,000,000,000 new Shares (the “Increase of Authorised Share Capital”) and to approve and authorise any director of the Company to do all such acts and things and execute all documents necessary in connection with the matters contemplated in the Increase of Authorised Share Capital including to complete and effect any required filings or reports.		

Dated this _____ day of _____ 2016

Signature(s)⁵: _____

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.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Extraordinary General Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made by you/ your proxy (or proxies) in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at Room 1801-07, 18/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong or to Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.