



鲜驰达

FRESH EXPRESS DELIVERY
HOLDINGS GROUP CO., LTD.

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鲜驰达控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1175)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 16 JANUARY 2018 (the "Meeting")**

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares of nominal value of HK\$0.01 each in the share capital of Fresh Express Delivery Holdings Group Co., Ltd (the "**Company**"), HEREBY APPOINT³ the Chairman of the Meeting or any adjourned meeting, or _____
of _____
as my/our proxy to attend for me/us at the Meeting to be held on Tuesday, 16 January 2018 at Hong Kong General Chamber of Commerce, Theatre A, 22/F., United Centre, 95 Queensway, Hong Kong at 3:00 p.m. to vote on my/our behalf and in respect of the resolutions set out in the notice convening the Meeting as indicated under.

Ref no. in the notice convening the Meeting	ORDINARY RESOLUTIONS	For ⁴	Against ⁴
1.	To refresh the scheme mandate limit of the share option scheme of the Company.		

Signature⁵ _____

Date: _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) to which this form of 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. A proxy need not be a member of the Company. If any proxy other than the Chairman of the Meeting is preferred, please strike out "the Chairman of the Meeting or any adjourned 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(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion on the resolutions. 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. Any member of the Company entitled to attend and vote at the Meeting will be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting.
6. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the Meeting personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share(s), or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
7. The form of proxy must be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
8. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M 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 or any adjournment thereof.
9. Completion and return of the form of proxy will not preclude a member of the Company from attending in person and voting at the Meeting or any adjournment thereof. In such instance, the form of proxy shall be deemed to be revoked.
10. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the Meeting will demand that all resolutions will be voted by way of poll at the Meeting pursuant to Article 66(a) of the articles of association of the Company.
11. The complete version of the resolutions and further details in relation thereto are set out in the circular and the notice of the Meeting of the Company both dated 29 December 2017. Copies of which may be found on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.freshexpressdelivery.com.
12. This form of proxy is in English and Chinese. In the case of any inconsistency, the English version shall prevail.