



China Infrastructure & Logistics Group Ltd.

中國通商集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1719)

Form of Proxy for use at Extraordinary General Meeting (the “Meeting”) to be held on Thursday, 5 December 2019 (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holders of ^(Note 2) _____ Shares of HK\$0.10 each in the capital of China Infrastructure & Logistics Group Ltd. (the “Company”), hereby appoint ^(Note 3) the Chairman of the Meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Suite 2101, 21/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
1(a).	To approve, ratify and confirm the entering into of the construction contract dated 17 October 2019 between Zhongji Tongshang Municipal Construction Engineering (Wuhan) Co., Ltd.* (中基通商市政工程(武漢)有限公司) (“ Zhongji Tongshang Construction ”) and Hubei Dabeishan Cultural Tourism Development Company Limited* (湖北大別山文化旅遊開發有限公司) (“ Hubei Dabeishan ”) in relation to the provision of construction services by Zhongji Tongshang Construction and the transactions contemplated thereunder;		
1(b).	To approve, ratify and confirm the entering into of the construction contract (the “ Xiaogan Construction Contract ”, together with the Luotian Construction Contract, the “ Construction Contracts ”) dated 17 October 2019 between Zhongji Tongshang Construction and Zall Development (Xiaogan) Limited* (卓爾發展(孝感)有限公司) (“ Zall (Xiaogan) ”) in relation to the provision of construction services by the Zhongji Tongshang Construction and the transactions contemplated thereunder;		
1(c).	To authorise any one director of the Company to execute the Construction Contracts and all such other documents and to do all such acts or things for and on behalf of the Company, and to make and agree such variations of a minor or non-material nature in or to the terms of the Construction Contracts as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated therein; and		
2.	To re-elect Mr. Peng Chi as an executive Director.		

Signature ^(Note 6): _____

Date: _____ 2019

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting 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 ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The above description of the proposed resolutions is by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTIONS, PLEASE PLACE AN “✓” IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the Register of Members in respect of the joint holding is entitled to vote at the Meeting.
- 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 a notarially certified copy thereof, must be lodged by post or by hand at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
- Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only