



廣東粵運交通股份有限公司
Guangdong Yueyun Transportation Company Limited*
(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03399)

FORM OF PROXY FOR 2022 SECOND EXTRAORDINARY GENERAL MEETING

The number of shares to which this proxy relates ^(note 1)	
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I/We^(note 2) _____

of^(note 2) _____

being the registered holder(s) of^(note 3) _____ domestic or H Shares of RMB1.00 each in the share capital of Guangdong Yueyun Transportation Company Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE EGM** or^(note 4) _____

of (address) _____ as my/our proxy to attend and act for me/us at the 2022 second extraordinary general meeting of the Company to be held at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Thursday, 20 October 2022 at 3:00 p.m. (the "EGM") (or at any adjournment thereof) to consider and, if thought fit, pass the resolution as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below or if no such indication is given, as my/our proxy thinks fit, and vote on any other matters that are duly proposed at the meeting and/or other adjournments thereof. Unless otherwise specified, the terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 28 September 2022 (the "Circular").

ORDINARY RESOLUTION	For ^(note 5)	Against ^(note 5)
To consider and approve the following by way of ordinary resolution:		
1. "THAT: (a) the execution of and the performance of the obligations by the Company under the equity transfer agreement dated 10 August 2022 ("Equity Transfer Agreement") entered into between the Company and Guangdong Litong Development and Investment Company Limited ("Guangdong Litong") in relation to the Company's disposal of 100% equity interest in Guangdong Province Transportation Engineering Company Limited, a wholly-owned subsidiary of the company, to Guangdong Litong be and is hereby approved, ratified and confirmed; (b) any one of the directors of the Company ("Director(s)") be authorized to take all steps necessary or expedient in their opinion, for and on behalf of the Company, to implement and/or give effect to the terms of the Equity Transfer Agreement; and (c) any one of the Directors be authorized to execute, for and on behalf of the Company, all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Equity Transfer Agreement and to agree to any amendment to any of the terms of the Equity Transfer Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company."		

Date: _____ 2022

Signature(s)^(note 6): _____

Notes:

- Please insert the number of shares of the Company registered in the name(s) to which this proxy relates. If the number is inserted, this form of proxy will be deemed to only relate to such shares. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) and delete the inappropriate.
- If any proxy other than the chairman of the EGM is preferred, strike out the words "**THE CHAIRMAN OF THE EGM** or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, your proxy may vote or abstain 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. In the case of a corporation, this form of proxy must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of the shareholder of the Company, the power of attorney authorizing that attorney to sign or other authorisation document must be notarised.
- More than one proxy may be appointed to attend and vote at the EGM on your behalf.
- Any changes made to this proxy form shall be initialled by the person who signs this form.
- In order to be valid, this form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the registered office of the Company (for holders of Domestic Shares of the Company), or at the Company's H share registrar, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, (for holders of H Shares of the Company), not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
- Shareholders of the Company or their proxies attending the EGM shall produce their identity documents.
- A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
- Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the EGM personally or by proxy, the person whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish. In the event that you attend the EGM, this form of proxy will be deemed to have been revoked.

* For identification purposes only