



Kerry Logistics
Network Limited

嘉里物流聯網有限公司

(Incorporated in the British Virgin Islands and continued into Bermuda
as an exempted company with limited liability)

Stock Code 636

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING
TO BE HELD ON THURSDAY, 11 MAY 2023 AT 2:30 P.M.
(OR ANY ADJOURNMENT THEREOF) (THE "SGM")**

I/We^(Note 1) _____
of^(Note 1) _____
being the registered holder(s) of^(Note 2) _____ ordinary shares of HK\$0.50 each (the "Shares") in the
capital of Kerry Logistics Network Limited (the "Company") HEREBY APPOINT^(Notes 3 & 4) _____
of^(Notes 3 & 4) _____

of email address^(Notes 3 & 4) _____
or failing him/her, the chairman of the SGM as my/our proxy to attend for me/us and on my/our behalf at the SGM to be held via the e-Meeting System on Thursday,
11 May 2023 at 2:30 p.m., and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolution
as set out in the notice of the SGM dated 24 April 2023 (the "Notice") and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as
my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the SGM in such manner as he/she thinks fit. Unless the context
requires otherwise, terms used herein shall have the same meanings as those defined in the circular of the Company dated 24 April 2023.

ORDINARY RESOLUTION*		For ^(Note 5)	Against ^(Note 5)
1	THAT (a) the Subscription and Placing Agency Agreement entered into between the Company as issuer, SF Holding Limited as subscriber and Natixis as placing agent, in relation to the issue of the Convertible Securities in the aggregate principal amount of HK\$780,000,000, and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Securities, the allotment and issue of the Conversion Shares upon exercise of conversion rights attaching to the Convertible Securities under the Specific Mandate) be and are hereby confirmed, approved and ratified; (b) the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares to the relevant holder(s) of the Convertible Securities upon exercise of the conversion rights attached to the Convertible Securities in accordance with the terms and conditions of the Convertible Securities. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; (c) subject to and conditional upon the fulfilment of the conditions in the Subscription and Placing Agency Agreement, any one Director, the company secretary, the chief financial officer or the group treasurer of the Company, each acting singly, (or one Director and the Company's company secretary or any two Directors, in the case of execution of documents under seal) be and is/are hereby authorised for and on behalf of the Company to execute (and to affix the common seal of the Company thereon) all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to, the Subscription and Placing Agency Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.		

* The full-text of the resolution is available in the Notice.

Dated this _____ day of _____ 2023 Signature(s)^(Notes 6 & 7) _____

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman of the SGM is preferred, please insert the full name, address and email address (for receiving the designated log-in username and password to attend and vote on your behalf via the e-Meeting System) of the proxy desired in the space provided. Every member entitled to attend and vote at the SGM is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company.
- If you appoint more than one proxy to represent you, please also insert the number of Shares which each proxy represents and the name of the proxy. IF NO NAME IS INSERTED OR IF NONE OF YOUR APPOINTED PROXY(IES) TURNS UP IN THE SGM, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY UNLESS IT IS OTHERWISE INDICATED BY THE SHAREHOLDER HEREIN NOT TO BE SO.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK IN THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "AGAINST". Failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) at his/their discretion. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be casted accordingly and a number in the relevant box indicates that the votes attached to the number of Shares referred to in the box will be casted accordingly.
- This form must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any Shares, only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she was solely entitled thereto.
- To be valid, this form, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or submitted via the designated URL (<https://spot-emeeting.tricor.hk/#/431>) by using the log-in username and password provided on the notification letter sent by the Company, not less than 48 hours before the time appointed for the holding of the SGM, i.e. by no later than 2:30 p.m. on Tuesday, 9 May 2023.
- Any alteration made to this form of proxy must be initiated by the person who signs it.