



**China Logistics Property Holdings Co., Ltd**  
**中國物流資產控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1589)**

**Form of Proxy for use at the Extraordinary General Meeting  
to be held on Tuesday, 25 June 2019**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2)  
of US\$0.0000625 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 4) or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend the Extraordinary General Meeting (and any adjourned meeting) of the Company to be held at Meeting Room, 8/F, Block A, No. 1899 Shenkun Road, Minhang District, Shanghai, China on Tuesday, 25 June 2019 at 10:00 a.m., for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 10 June 2019.

	<b>ORDINARY RESOLUTION</b>	<b>FOR</b> <i>(Notes 5 &amp; 6)</i>	<b>AGAINST</b> <i>(Notes 5 &amp; 6)</i>
1.	<p><b>"THAT:</b></p> <p>(a) the Subscription Agreement entered into between the Company, Morgan Stanley &amp; Co. International plc, UBS AG Hong Kong Branch and AMTD Global Markets Limited in relation to the subscription for the Bonds in the principal amount of HK\$1,109,000,000, a copy of the Subscription Agreement having been produced to the Meeting marked "A" and signed by the chairman of the Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the issue by the Company of the Bonds in the principal amount of HK\$1,109,000,000 at an initial Conversion Price of HK\$3.19 per Share (subject to adjustments) pursuant to the Subscription Agreement be and are hereby approved;</p> <p>(c) the Directors be and are hereby granted a specific mandate to allot and issue the Conversion Shares upon the exercise of the conversion rights attaching to the Bonds; and</p> <p>(d) each of the Directors be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement, the issue of the Bonds, the allotment and issue of the Conversion Shares and any of the transactions contemplated thereunder."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature (Note 7): \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). 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. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
4. If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. The resolution will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. 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 deposited at the Company's share registrar in Hong Kong, 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 (i.e. not later than 10:00 a.m. on Saturday, 23 June 2019) or the adjourned meeting.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
11. References to time and dates in this form of proxy are to Hong Kong time and dates.

**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 Meeting (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(s) who provides administrative, computer and other services to us and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by email to [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk).