

China Railway Logistics Limited

中國鐵路貨運有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 8089)

Form of Proxy for Special General Meeting

I/We ⁽¹⁾, _____
of _____
being the registered holder(s) of _____ shares ⁽²⁾ of HK\$0.001 each in the capital of
China Railway Logistics Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**
or ⁽³⁾ _____
of _____

as my/our proxy to vote and act for me/us at the Special General Meeting (or any adjournment thereof) of the Company to be held at Units A-B, 16th Floor, China Overseas Building, No. 139 Hennessy Road, Wanchai, Hong Kong on Friday, 20 November 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting (and at any adjournment thereof) (the "Notice") to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
To ratify, confirm and approve the Provisional Agreement (as defined in the Notice) and the transactions contemplated thereunder and to authorise any one director of the Company to do all such acts and things and execute all such documents necessary to give effect to the Provisional Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2009 Signature ⁽⁵⁾: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.001 each in the Company to which this form of proxy relates registered in your name. 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. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITAL**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. 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. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney duly authorised.
6. 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 the 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 such share.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited, at the Company's Hong Kong branch share registrar, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjourned Meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form will not preclude you from attending and voting in person at the meeting if you so wish.
10. Any alteration made in this form of proxy must be initialed by the person who signs it.

* For identification purpose only