

Asia-express Logistics Holdings Limited

亞洲速運物流控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8620)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 3/F, Tower 2 Magnet Place, 38–42 Kwai Fung Crescent, Kwai Chung, New Territories, Hong Kong on Tuesday, 22 August 2023 at 11:00 a.m. (or any adjournment thereof)

I/We ^(note a) _____
of _____

being the registered holder(s) of _____ ^(note b) shares (the “Shares”) of HK\$0.01 each in the capital of Asia-express Logistics Holdings Limited (the “Company”) hereby appoint the chairman of the annual general meeting (the “Meeting”) of the Company or _____

of _____
to act as my/our proxy ^(note c) at the Meeting to be held at 3/F, Tower 2 Magnet Place, 38–42 Kwai Fung Crescent, Kwai Chung, New Territories, Hong Kong on Tuesday, 22 August 2023 at 11:00 a.m. (or any adjournment thereof) and to vote on my/our behalf as directed below. Please make a mark (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^(note d)	AGAINST ^(note d)
1.	To receive and approve the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors (the “Auditors”) of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Chan Chi Ho as an independent non-executive Director.		
	(b) To re-elect Mr. Fu Lui as an independent non-executive Director.		
	(c) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
3.	To re-appoint Moore Stephens CPA Limited as the Auditors and to authorise the Board to fix their remuneration.		
4.	A. To grant a general mandate to the Directors to allot, issue and deal with additional Shares in the Company not exceeding 20% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution.		
	B. To grant a general mandate to the Directors to repurchase Shares in the Company not exceeding 10% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution.		
	C. To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the amount representing the total number of issued Shares of the Company repurchased by the Company.		
SPECIAL RESOLUTION		FOR ^(note d)	AGAINST ^(note d)
5.	(a) To approve the proposed amendments to the amended and restated memorandum and articles of association of the Company.		
	(b) To approve and adopt the second amended and restated memorandum and articles of association of the Company (the “Second Amended and Restated M&A”) in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company.		
	(c) To authorise any one Director or company secretary or registered officer provider of the Company to execute all such documents and to do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to effect the adoption of the Second Amended and Restated M&A and to make relevant registration and filings in accordance with the relevant requirements of the applicable laws in Hong Kong and in the Cayman Islands.		

Dated this _____ day of _____ 2023.

Signature(s) _____ ^(notes e and f)

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- b. Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the annual general meeting (the “**Meeting**”) of the Company or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- d. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her 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.
- e. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- f. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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.
- g. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her 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, and must be deposited with the Hong Kong share registrar and transfer office (the “**Hong Kong Share Registrar**”) of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 11:00 a.m. on Sunday, 20 August 2023) or the adjourned meeting (as the case may be).
- h. The register of members of the Company will be closed from Thursday, 17 August 2023 to Tuesday, 22 August 2023 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, no later than 4:00 p.m. on Wednesday, 16 August 2023.
- i. Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- j. Any alteration made to this form should be initialled by the person(s) who sign(s) the form.
- k. References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”). Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Form (the “**Purposes**”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Union Registrars Limited at the above address.