



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 2024 FIRST EXTRAORDINARY GENERAL MEETING

The number of shares to which this proxy relates^(note 1)

I/We^(note 2)

of (address)^(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 2024 first extraordinary general meeting of the Company to be held at 24/F, Yueyun Building, No. 3 Zhongshan Second Road, Guangzhou, Guangdong Province on Tuesday, 30 July 2024 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 9 July 2024 (the "Circular").

ORDINARY RESOLUTION		For ^(note 5)	Against ^(note 5)
To consider and, if thought fit, pass with or without amendment, the following resolution as ordinary resolution of the Company:			
1.	" THAT (i) the Equity Transfer Contract dated 22 March 2024 entered into between the Company and Guangdong Provincial Expressway Company Limited in relation to the acquisition by the Company of a 4.44% equity interest in Guangdong Top-E Expressway Service Zone Limited at a total consideration of RMB109,482,084, a copy of which is tabled at the meeting and marked "A" and initialed by the chairman of the meeting for the purpose of identification) and the transaction contemplated thereunder be and are hereby approved, ratified and confirmed; and (ii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or otherwise in connection with, incidental or ancillary to the Equity Transfer Contract referred to in paragraph (i) and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company and its shareholders."		

Date: 2024

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