



越秀交通有限公司
GZI Transport Limited

(Incorporated in Bermuda with limited liability)

Proxy Form for Annual General Meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of \$0.10 each in the capital of **GZI Transport Limited** (“Company”) hereby appoint³ the Chairman of the meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (“Meeting”) of the Company to be held on 30th May 2006 at 10:30 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated.

| | | FOR ⁴ | AGAINST ⁴ |
|----|---|------------------|----------------------|
| 1. | To adopt the audited accounts for the year ended 31st December 2005 and the reports of the directors and auditors thereon | | |
| 2. | To declare a final dividend | | |
| 3. | (i) To re-elect Mr Ou Bingchang as director | | |
| | (ii) To re-elect Mr Chen Guangsong as director | | |
| | (iii) To re-elect Mr Liang Yi as director | | |
| | (iv) To re-elect Mr Lau Hon Chuen Ambrose as director | | |
| | (v) To re-elect Mr Poon Jing as director | | |
| | (vi) To re-elect Mr Zhang Huping as director | | |
| | (vii) To authorise the board to fix directors’ remuneration and to determine the maximum number of directors | | |
| 4. | To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board to fix their remuneration | | |
| 5. | A. To give a general mandate to the directors to issue and deal with additional shares in the Company (Ordinary Resolution No. 5A of the notice of the Meeting) | | |
| | B. To give a general mandate to the directors to repurchase shares of the Company (Ordinary Resolution No. 5B of the notice of the Meeting) | | |
| | C. To include the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under Resolution 5A (Ordinary Resolution No. 5C of the notice of the Meeting) | | |
| 6. | To amend the Bye-Laws of the Company (Special Resolution No. 6 of the notice of the Meeting) | | |

Dated this _____ day of _____ 2006 Signature(s) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company to which the proxy relates 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).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the meeting” herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” the relevant resolution. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” the relevant resolution. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said Meeting other than those referred to in the notice convening the Meeting.
- 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 notarially certified copy of such authority, must be deposited with the Company’s Hong Kong branch share registrar, Abacus Share Registrars Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting thereof.
- 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 an officer or attorney duly authorised.
- In the case of joint holders, if more than one of such joint holders are present at the Meeting personally or by proxy, that 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.