



MP Logistics International Holdings Limited

MP 物流國際控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8239)

EXTRAORDINARY GENERAL MEETING (or any adjournment thereof)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the “EGM”) of MP Logistics International Holdings Limited (the “Company”) to be held at 14/F, Printing House, 6 Duddell Street, Central, Hong Kong on Monday, 7 May 2007 at 11:30 a.m. (or any adjournment thereof.)

I/We (note a) _____
of (note a) _____

being the registered holder(s) of _____ (note b) share(s) of HK\$0.01 each (“Shares”) in the issued share capital of the Company hereby appoint (note c) the chairman of the EGM (note c)

of _____
or failing him _____
of _____

to act as my/our proxy (note c) to attend and vote on my/our behalf at the EGM to be held at 14/F., Printing House, 6 Duddell Street, Central, Hong Kong on Monday, 7 May 2007 at 11:30 a.m. and at any adjournment thereof as direct below or, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your proxy to vote.

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	To consider and approve the refreshment of a general mandate to the directors of the Company (the “Directors”) to allot, issue and deal with the Shares.		
2.	To consider and approve the refreshment of a repurchase mandate to the Directors to repurchase the Shares.		
3.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 2.		
4.	To consider and approve the refreshment of the 10% limit on grant of options of the Company under the share option scheme.		
5.	To approve the resignation of Baker Tilly Hong Kong Limited as the auditors of the Company and the appointment of Messrs. Grant Thornton as the auditors of the Company.		

Date: _____

Signature(s) _____ (note e)

Notes:

- Please fill in your full name(s) and address(es) in **BLOCK CAPITAL LETTERS**. The names of all joint holders should be stated.
- Please fill in the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name(s).
- Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company. If you wish to appoint a person other than the chairman of the EGM as your proxy, please delete the words “the chairman of EGM” and insert the name and address of the person appointed as your proxy in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ORDINARY RESOLUTION SET OUT ABOVE, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE ORDINARY RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her 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 the appointor, or his/her attorney duly authorized in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorized.
- In the case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, 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 holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the share registrars of the Company in Hong Kong at Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- Any alterations made in this form of proxy should be initialled by the person who signs it.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.

* For identification purpose only