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ON TIME LOGISTICS HOLDINGS LIMITED

先達國際物流控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6123)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of On Time Logistics Holdings Limited (the “**Company**”) will be held at Admiralty and The Peak Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 14 February 2018 at 2:30 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be changed from “On Time Logistics Holdings Limited” to “YTO Express (International) Holdings Limited” and the dual foreign name of the Company in Chinese “圓通速遞(國際)控股有限公司” be adopted to replace its existing dual foreign name in Chinese “先達國際物流控股有限公司” and any one director of the Company be and is hereby authorized to do all such acts, deeds and things and execute all documents he or she may, in his or her absolute discretion, consider necessary or expedient to give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company;

- (b) subject to and conditional upon approval to be granted and the new name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands, the Memorandum and Articles of Association of the Company be amended by replacing all references to On Time Logistics Holdings Limited with YTO Express (International) Holdings Limited to reflect the name change of the Company;
- (c) subject to and conditional upon approval to be granted and the new name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands;
- (i) the existing amended and restated Memorandum of Association of the Company be and is hereby amended by deleting the existing paragraph 1 in its entirety and substituting therefor the following new paragraph 1:
- “1. The name of the Company is YTO Express (International) Holdings Limited and its dual foreign name is 圓通速遞(國際)控股有限公司”
- (ii) the existing amended and restated Articles of Association of the Company be and are hereby amended by deleting the existing definition of “Company” in Article 2 in its entirety and substituting therefor the following new paragraph:
- “Company” YTO Express (International) Holdings Limited
圓通速遞(國際)控股有限公司
- (d) the further amended and restated Memorandum of Association and Articles of the Company having consolidated all previous amendments passed by the shareholders of the Company at general meetings and the proposed amendments referred to in the above and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification, be approved and adopted in substitution for and to the

exclusion of all the existing Company's amended and restated Memorandum of Association and Articles of Association with immediate effect after the close of this meeting and that any one director of the Company be and is hereby authorised to do all such acts, deeds, and things and execute all documents he or she may, in his or her absolute discretion, deem fit, to effect and implement the adoption thereof."

By order of the Board
On Time Logistics Holdings Limited
先達國際物流控股有限公司
Yu Huijiao
Chairman

Hong Kong, 22 January 2018

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarters and Principal Place of

Business in Hong Kong:
Unit 18, 1st Floor, Sino Industrial Plaza
9 Kai Cheung Road
Kowloon Bay
Hong Kong

As at the date of this notice, the Board comprises two executive directors, namely, Mr. Lam Chun Chin, Spencer and Mr. Li Xianjun; four non-executive directors, namely Mr. Yu Huijiao, Mr. Su Xiufeng, Mr. Zhu Rui and Mr. Lin Kai; and three independent non-executive directors, namely, Mr. Li Donghui, Mr. Xu Junmin and Mr. Chung Kwok Mo John.

Notes:

1. Any member of the Company (the "**Member**") entitled to attend and vote at the above meeting (or at any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and vote instead of him. The Member who is holder of two or more shares of the Company may appoint more than one proxy to represent him on vote on his behalf at the EGM. A proxy need not be the Member but must attend the EGM in person to represent you.
2. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.

3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy by a notary public of that power or authority), must be deposited at Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes.
4. The registers of members of the Company will be closed from Thursday, 8 February 2018 to Wednesday, 14 February 2018 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Wednesday, 7 February 2018.
5. The resolution set out in this notice shall be decided by way of poll.