



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING (“MEETING” OR “EGM”) TO BE HELD ON 14 FEBRUARY 2018 OR AT ANY ADJOURNMENT THEREOF

No. of shares to which this proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
of _____
being a shareholder of On Time Logistics Holdings Limited (the “Company”) hereby appoint ^(Note 3) the Chairman of the Meeting or _____ (name)
of _____ (address)
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to 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. and at any adjournment thereof on the special resolution referred to in the Notice of the Extraordinary General Meeting (with or without modifications) as indicated below:

	SPECIAL RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
1(a)	<p>THAT:</p> <p>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</p>		
1(b)	<p>THAT:</p> <p>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 amended and restated Memorandum and Articles of Association of the Company be further 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</p>		
1(c)	<p>THAT:</p> <p>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,</p> <p>(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:</p> <p>“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”</p> <p>(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:</p> <p>“Company” YTO Express (International) Holdings Limited 圓通速遞(國際)控股有限公司</p>		

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1(d)	<p>THAT:</p> <p>the further amended and restated Memorandum of Association and Articles of Association 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</p>		

Dated this _____ day of _____ 2018 Signature^(Note 5) _____

Notes:

1. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. Please insert full name(s) and address(es) as registered in the register of members in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman is preferred, delete the words "**THE CHAIRMAN OF THE MEETING**" and insert the full name and address of the proxy (or proxies) desired in the space provided. You may appoint more than one proxy to attend and vote at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his 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.
5. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
6. Every instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or under the hand of some officer of the corporation duly authorised in that behalf.
7. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy or office copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 2:30 p.m. on Monday, 12 February 2018, being the time not less than forty-eight (48) hours before the time appointed for holding the Meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
8. Where there are joint holders of any share, any one of such persons may vote at any meeting, 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 any meeting personally or by proxy, the person whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. A member of the Company entitled to more than one vote need not, if he votes on a poll, use all his votes or cast all the votes he uses in the same way.
10. Identification documents must be shown by shareholder(s) or proxy(ies) to attend the Meeting.