



圓通國際

YTO EXPRESS (INTERNATIONAL) HOLDINGS LIMITED

圓通速遞(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6123)

Form of Proxy for use at the extraordinary general meeting (the "EGM") to be held on 27 November 2019

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.10 each in the share capital of YTO Express (International) Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE EGM** ^(Notes 3 & 4)
or _____
of _____
as my/our proxy to attend the EGM (and any adjourned meeting) of the Company to be held at Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 27 November 2019 at 2:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <i>(Notes 5 & 6)</i>	AGAINST <i>(Notes 5 & 6)</i>
1.	To approve the adjusted annual caps for the transactions contemplated under the master service agreement entered into between the Company and 圓通速遞股份有限公司(YTO Express Group Co., Ltd.*) on 24 April 2019 for each of the years ending 31 December 2019, 2020 and 2021.		
2.	To approve the master charter agreement entered into between the Company (for itself and on behalf of its subsidiaries) and 杭州圓通貨運航空有限公司 (YTO Cargo Airlines Co., Ltd.*) on 23 August 2019, and the transactions contemplated thereunder (including the proposed annual caps for each of the years ending 31 December 2019, 2020 and 2021), and to approve, confirm and ratify the entering into of the master charter agreement by a director of the Company for and on behalf of the Company on 23 August 2019.		

Dated this _____ day of _____ 2019 Signature ^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- Please insert the number of shares of the Company 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).
- Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the EGM in person to represent the member.
- If any proxy other than the Chairman of the EGM is preferred, strike out the words "THE CHAIRMAN OF THE EGM" and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the EGM other than those referred to in the notice convening the EGM.
- All resolutions will be put to vote by way of poll at the EGM. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of the Company of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 2:30 p.m. on Monday, 25 November 2019) or the adjourned meeting (as the case may be).
- No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this proxy form are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"). Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.

* for identification purposes only