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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of YTO Express (International) Holdings Limited (the “**Company**”) will 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 appropriate, approving the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the adjusted annual caps for the transactions contemplated under the master service agreement (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.*) (“**Yuantong**”) on 24 April 2019 in relation to the provision of international express and parcel services and/or air and ocean freight services for each of the years ending 31 December 2019, 2020 and 2021 be and are hereby approved; and
- (b) any director of the Company (the “**Director**”) or any other person authorised by the Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he may in his absolute discretion consider necessary or desirable for or in connection with the implementation of the Master Service Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Master Service Agreement which is in his opinion not of a material nature and to effect or implement any other matters referred to in this resolution.”

2. **“THAT**

- (a) the master charter agreement (the “**Master Charter Agreement**”) entered into between the Company (for itself and on behalf of its subsidiaries, together with the Company, the “**Group**”) and 杭州圓通貨運航空有限公司 (YTO Cargo Airlines Co., Ltd.*) (“**YTO Cargo**”) on 23 August 2019 in relation to the provision of air freight chartering services to the Group to and from countries and regions around the world for the transportation of air cargoes, and the transactions contemplated thereunder (including the proposed annual caps for each of the years ending 31 December 2019, 2020 and 2021) be and are hereby approved, and the entering into of the Master Charter Agreement by a Director for and on behalf of the Company on 23 August 2019 be and is hereby approved, confirmed and ratified; and
- (b) any Director or any other person authorised by the Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he may in his absolute discretion consider necessary or desirable for or in connection with the implementation of the Master Charter Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Master Charter Agreement which is in his opinion not of a material nature and to effect or implement any other matters referred to in this resolution.”

By order of the Board
YTO Express (International) Holdings Limited
圓通速遞(國際)控股有限公司
Yu Huijiao
Chairman

Hong Kong, 29 October 2019

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.
2. In order 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 of that power or authority, 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of 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). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
3. In the case of joint holders of a share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share of the Company shall alone be entitled to vote in respect thereof.
4. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 22 November 2019 to Wednesday, 27 November 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at its address shown in Note 2 above for registration no later than 4:30 p.m. on Thursday, 21 November 2019.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Li Xianjun and Mr. Lam Chun Chin, Spencer; 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.

* *for identification purpose only*