



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 annual general meeting (the “AGM”)  
to be held on Thursday, 9 June 2022**

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 AGM** (Note 3) as my / our proxy to attend the AGM (and any adjourned meeting) of the Company to be held at Suite 2208, 22nd Floor, Office Tower, Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 9 June 2022 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 AGM and at the AGM (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 (Notes 5 & 6)	AGAINST (Notes 5& 6)
1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2021.		
2. To declare a final dividend of HK6.5 cents per share for the year ended 31 December 2021.		
3. To re-elect Mr. Mr. Huang Yifeng as an executive director of the Company.		
4. To re-elect Mr. Pan Shuimiao as a non-executive director of the Company.		
5. To re-elect Mr. Yang Xinwei as a non-executive director of the Company.		
6. To re-elect Mr. Li Donghui as an independent non-executive director of the Company.		
7. To authorize the board of directors of the Company to fix the directors’ remuneration.		
8. To re-appoint KPMG as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.		
9. To give a general mandate to the directors of the Company to purchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution (the “Repurchase Mandate”).		
10. To give a general mandate to the directors of the Company to issue, allot and deal with authorized and unissued shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (the “Issue Mandate”).		
11. Conditional upon the passing of resolutions nos. 9 and 10, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with authorized and unissued shares in the capital of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.		
SPECIAL RESOLUTION		
12. To consider and approve the proposed amendments of the memorandum of association and articles of association of the Company and to adopt the amended and restated memorandum of association and articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

Signature (Note 7): \_\_\_\_\_

Notes:

1. 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.
2. 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).
3. Due to the recent development of the COVID-19 pandemic and in view of the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), shareholders of the Company are reminded to refer to section "9. Special Arrangements for the 2022 AGM" on page 9 of the circular dated 29 April 2022 issued by the Company for details. **The Company reminds the shareholders of the Company who wish to exercise his/her/its voting rights that they must appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM.**
4. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **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 AGM other than those referred to in the notice convening the AGM.
6. All resolutions will be put to vote by way of poll at the AGM. Every member of the Company present in person (only for those who are required to attend the AGM physically to form a quorate meeting) 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.
7. 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.
8. 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 AGM (i.e. not later than 2:30 p.m. on Tuesday, 7 June 2022) or the adjourned meeting (as the case may be).
9. 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.
10. 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.
11. 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.