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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of YTO Express (International) Holdings Limited (“**Company**”) will be held at Suite 3610, 36th Floor, Office Tower, Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 8 October 2021 at 2:30 p.m. for the purposes of considering and, if thought appropriate, approving the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in an aggregate of 12,769,300 new shares of the Company (the “**Connected Award Shares**”), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate I**”) to exercise the powers of the Company to allot and issue the Connected Award Shares to Tricor Trust (Hong Kong) Limited to hold on trust for persons as referred to in the ordinary resolutions numbered 1(b) below, being persons selected by the board of Directors (the “**Board**”) for participation in the share award plan (the “**Plan**”) adopted by the Company on 17 August 2018 (a copy of which has been produced at the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) who are connected persons (as defined in Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange) of the Company;

- (b) conditional upon the ordinary resolution numbered 1(a) above having been passed and each as separate resolution, the grant of the following number of Connected Award Shares pursuant to the Plan to each of the following persons be and is hereby approved and confirmed:
- (A) the grant of 3,334,100 Connected Award Shares pursuant to the Plan to Mr. Li Xianjun;
 - (B) the grant of 4,017,600 Connected Award Shares pursuant to the Plan to Mr. Sun Jian;
 - (C) the grant of 3,017,600 Connected Award Shares pursuant to the Plan to Mr. Huang Yifeng;
 - (D) the grant of 1,600,000 Connected Award Shares pursuant to the Plan to Mr. Chen Dong;
 - (E) the grant of 800,000 Connected Award Shares pursuant to the Plan to Ms. Wong Pui Wah; and
- (c) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the allotment and issue of the Connected Award Shares under the Specific Mandate I and the transactions contemplated thereunder.”

2. **“THAT**

- (a) conditional upon the Stock Exchange granting the listing of and permission to deal in an aggregate of 5,200,000 new shares of the Company (the **“Independent Award Shares”**), the Directors be and are hereby granted a specific mandate (the **“Specific Mandate II”**) to exercise the powers of the Company to allot and issue the Independent Award Shares to Tricor Trust (Hong Kong) Limited to hold on trust for persons selected by the Board for participation in the Plan who are third parties independent of the Company and connected persons of the Company; and

- (b) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the allotment and issue of the Independent Award Shares under the Specific Mandate II and the transactions contemplated thereunder.”

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, 13 September 2021

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 Wednesday, 6 October 2021) 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 Tuesday, 5 October 2021 to Friday, 8 October 2021 (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 Monday, 4 October 2021.
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.

PRECAUTIONARY MEASURES AT THE EXTRAORDINARY GENERAL MEETING

In view of the recent developments of the coronavirus (COVID-19) pandemic, and taking into consideration of the guidelines issued by the Government of Hong Kong, the Company will implement the following preventive measures at the EGM to protect attending shareholders from the risk of infection:

- compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue;
- every shareholder or proxy is required to wear surgical face mask throughout the meeting;
- no refreshment will be served; and
- no souvenir will be distributed.

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue.

The Company wishes to remind all shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Huang Yifeng and Mr. Sun Jian; four non-executive Directors, namely Mr. Yu Huijiao, Mr. Pan Shuimiao, Mr. Li Xianjun and Mr. Chen Dong; and three independent non-executive Directors, namely, Mr. Li Donghui, Mr. Xu Junmin and Mr. Chung Kwok Mo John.