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FRESH EXPRESS DELIVERY HOLDINGS GROUP CO., LTD

鮮馳達控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1175)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the sole condition of the Placing Agreement has been fulfilled and the Completion took place on 8 December 2016. An aggregate of 218,820,000 Placing Shares were allotted and issued to not less than six Placees at the Placing Price of HK\$0.41 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement of Fresh Express Delivery Holdings Group Co., Ltd (the “**Company**”) dated 25 November 2016 (the “**Announcement**”) in relation to, amongst other matters, the placing of new Shares under the General Mandate. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcement.

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The net proceeds arising from the Placing are approximately HK\$88.50 million. The net proceeds from the Placing will be used for general working capital of the Group.

The Placing Shares represent approximately 16.67% of the issued share capital of the Company as at the date of this announcement immediately after Completion.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Placees (and their respective ultimate beneficial owners) is not a connected person of the Company and is third party independent of and not connected with the Company and its connected persons or any of their respective associates, and none of the Placees has become a substantial Shareholder (as defined in the Listing Rules) immediately after Completion.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

	Immediately before the Completion		Immediately after the Completion	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Shareholder				
Marvel Light Holdings Limited (<i>Note 1</i>)	328,115,352	29.99	328,115,352	24.99
Fortunate Gravity Hongkong Limited (<i>Note 2</i>)	217,720,000	19.90	217,720,000	16.58
Public Shareholders				
Placees	–	–	218,820,000	16.67
Other public Shareholders	548,271,836	50.11	548,271,836	41.76
Total	<u>1,094,107,188</u>	<u>100.00</u>	<u>1,312,927,188</u>	<u>100.00</u>

Notes:

- Marvel Light Holdings Limited is wholly-owned by Bomao Holdings Limited, which in turn is wholly-owned by Harvest (Overseas) Investment Limited, which in turn is wholly-owned by 安徽豐收投資有限公司 (Anhui Harvest Investment Company Limited*), which in turn is owned as to 40% by 安徽省創業投資有限公司 (Anhui Province Venture Investment Ltd*) (which is wholly-owned by 安徽省投資集團控股有限公司 (Anhui Province Investment Group Co. Ltd*)).

2. Fortunate Gravity Hongkong Limited is wholly owned as to 90% by Queen's Central Hongkong Holdings Limited and as to 10% by Theone Holdings Limited. Queen's Central Hongkong Holdings Limited is wholly owned by 無錫網行網路科技有限公司, which is in turn owned as to 99% by Mr Zhu Wei and as to 1% by Ms 黃霞, the spouse of Mr Zhu Wei.

For and on behalf of
FRESH EXPRESS DELIVERY HOLDINGS GROUP CO., LTD
Pan Junfeng
Chairman and Executive Director

Hong Kong, 8 December 2016

As at the date of this announcement, the Board comprises Mr Pan Junfeng and Mr Tang Dacong as executive Directors, Mr Wen Cyrus Jun-ming as non-executive Director and Dr Leung Hoi Ming, Mr Mak Ka Wing, Patrick and Mr Sung Wing Sum as independent non-executive Directors.

* *For identification purpose only*