
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fresh Express Delivery Holdings Group Co., Ltd, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)**

(1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 4 to 9 of this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

A notice convening the AGM to be held on Tuesday, 29 August 2017 at 10:30 a.m. at Hong Kong General Chamber of Commerce, Theatre A, 22/F, United Centre, 95 Queensway, Hong Kong set out on pages 19 to 24 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the HKExnews website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.freshexpressdelivery.com.

In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and thereafter deposited, together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but, in any event, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish. In such instance, the form of proxy shall be deemed to be revoked.

31 July 2017

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EXPECTED TIMETABLE

2017

Closure of Register (both dates inclusive) Thursday, 24 August to
Tuesday, 29 August

Latest time for lodging the proxy forms
for use at the AGM 10:30 a.m. on
Sunday, 27 August

Record Date for determination of
entitlements to the AGM Tuesday, 29 August

Date and time of AGM 10:30 a.m. on
Tuesday, 29 August

Announcement of the poll results of the AGM
to be posted on the HKExnews website of
the Stock Exchange at www.hkexnews.hk and
the Company's website at www.freshexpressdelivery.com. After 4:00 p.m. on
Tuesday, 29 August

Notes:

1. All dates and time set out in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) at the HKExnews website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.freshexpressdelivery.com as and when appropriate and in accordance with the Listing Rules.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Hong Kong General Chamber of Commerce, Theatre A, 22/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 29 August 2017 at 10:30 a.m., notice of which is set out on pages 19 to 24 of this circular, or any adjournment there of
“AGM Notice”	the notice dated 31 July 2017 convening the AGM set out on pages 19 to 24 of this circular
“Articles”	the articles of association of the Company (as amended from time to time)
“associate”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Buy-backs Mandate”	the proposed general mandate to buy-back Shares to be granted to the Directors to exercise the powers of the Company to buy-back Shares up to a maximum number equivalent to 10% of the number of shares in issue in manner set out in the ordinary resolution number 5 of the AGM Notice
“Company”	Fresh Express Delivery Holdings Group Co., Ltd 鮮馳達控股集團有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to issue Shares and securities convertible into Shares to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares in manner set out in the ordinary resolution number 4 of the AGM Notice
“Latest Practicable Date”	26 July 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Preference Shares”	the restricted voting preference shares with a par value of HK\$0.01 each in the share capital of the Company
“Preference Shareholder(s)”	the holder(s) of the Preference Shares
“Register”	the register of members of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Registrar”	Computershare Hong Kong Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder”	has the meaning ascribed to this term under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Shares Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



鲜驰达

FRESH EXPRESS DELIVERY
HOLDINGS GROUP CO., LTD.

FRESH EXPRESS DELIVERY HOLDINGS GROUP CO., LTD

鲜驰达控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1175)

Board of Directors:

Executive Directors

Mr. Pan Junfeng (*Chairman*)

Mr. Tang Dacong

Non-executive Directors

Mr. Wen Cyrus Jun-ming

Independent Non-executive Directors

Dr. Leung Hoi Ming

Mr. Mak Ka Wing, Patrick

Mr. Sung Wing Sum

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal place

of business in Hong Kong:

Unit D, 12/F.,

Seabright Plaza,

9-23 Shell Street,

North Point,

Hong Kong

31 July 2017

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;

(2) RE-ELECTION OF DIRECTORS;

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The Board is pleased to inform you that the AGM is scheduled to be held at 10:30 a.m., on Tuesday, 29 August 2017 at Hong Kong General Chamber of Commerce, Theatre A, 22/F, United Centre, 95 Queensway, Hong Kong.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information in relation to the following resolutions to be proposed at the AGM:

- (1) the re-election of Directors;
- (2) the granting of the Issue Mandate and the Buy-backs Mandate to the Directors;
- (3) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares bought-back by the Company under the Buy-backs Mandate; and
- (4) the giving of the AGM Notice.

2. CONSIDERING AND ADOPTING THE FINANCIAL STATEMENTS

An ordinary resolution will be proposed at the AGM for the purpose of considering and adopting the audited financial statements of the Company, the report of the Directors and the independent auditor's report for the year ended 31 March 2017.

3. PROPOSED RE-ELECTION OF DIRECTORS

According to Article 87(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. According to Article 87(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

The Directors retiring by rotation are Dr. Leung Hoi Ming ("**Dr. Leung**") and Mr. Sung Wing Sum ("**Mr. Sung**"), who being eligible, have offered themselves for re-election at the AGM.

Furthermore, in accordance with Article 86(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

As Mr. Wen Cyrus Jun Ming (“**Mr. Wen**”), a non-executive Director, was appointed by the Board with effect from 8 December 2016, Mr. Wen shall hold office until the AGM and, being eligible, has offered himself for re-election at the AGM.

At the AGM, separate ordinary resolutions will be proposed for each of Dr. Leung, Mr. Sung and Mr. Wen of their re-elections. Information on the Directors proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

4. GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

The Issue Mandate and the Buy-backs Mandate shall be effective upon passing of the relevant resolutions at the AGM until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the AGM; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

The Directors are seeking the approval of ordinary resolutions at the AGM to grant to the Directors:

- (1) the Issue Mandate: to allot, issue and otherwise deal with the Shares and securities convertible into Shares up to 20% of the number of issued Shares as at the date of passing the proposed resolution at the AGM;
- (2) the Buy-backs Mandate: to purchase Shares up to 10% of the number of issued Shares as at the date of passing the proposed resolution at the AGM; and
- (3) an extension to the Issue Mandate: subject to passing of the ordinary resolutions to approve the Issue Mandate and the Buy-backs Mandate at the AGM, extend the Issue Mandate by number of Shares which may be bought-back by the Company under the Buy-backs Mandate.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 1,358,327,188 Shares in issue and no Preference Share was in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Buy-backs Mandate at the AGM and on the basis that no further Shares are issued or bought-back between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 271,665,437 Shares (representing 20% of the number of issued Shares at the time of the passing of the resolution approving the Issue Mandate) under the Issue Mandate and to buy-back up to a maximum of 135,832,718 Shares (representing 10% of the number of issued Shares at the time of the passing of the resolution approving the Buy-backs Mandate) under the Buy-backs Mandate.

The Issue Mandate provides the Directors with flexibility to issue Shares especially in the context of a fund raising exercise or a transaction involving an acquisition by the Company where Shares are to be issued as consideration and which has to be completed speedily. The Directors have no present intention to exercise the Issue Mandate to allot, issue and deal with Shares and to exercise the Buy-backs Mandate to buy-back Shares.

An explanatory statement containing all the relevant information required under the Listing Rules regarding the Buy-backs Mandate is set out in the Appendix II to this circular. The information in the explanatory statement is to provide the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. THE AGM

The AGM will be held at Hong Kong General Chamber of Commerce, Theatre A, 22/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 29 August 2017 at 10:30 a.m.

The AGM Notice is set out on pages 19 to 24 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the HKExnews website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.freshexpressdelivery.com.

In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and thereafter deposited, together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but, in any event, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish. In such instance, the form of proxy shall be deemed to be revoked.

The Register will be closed from Thursday, 24 August 2017 to Tuesday, 29 August 2017 (both days inclusive) in order to determine the Shareholders' entitlements to attend and vote at the AGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 August 2017.

7. RECOMMENDATIONS

The Board believes that the proposed resolutions at the AGM are in the best interests of the Company and the Shareholders as a whole and recommend that the Shareholders vote in favour of the proposed resolutions at the AGM.

Shareholders are requested to refer to the notice of the AGM set out on pages 19 to 24 of this circular for details of the ordinary resolutions.

LETTER FROM THE BOARD

8. FURTHER INFORMATION

Your attention is drawn to the additional information set out in appendices to this circular.

This circular is in English and Chinese. In the case of any inconsistency, the English version shall prevail.

By the order of the Board of
FRESH EXPRESS DELIVERY HOLDINGS GROUP CO., LTD

鮮馳達控股集團有限公司

Pan Junfeng

Chairman and Executive Director

Set out below are the biographical and other details of each of the Directors who will retire from office at the AGM and, being eligible, offer themselves for re-election in accordance with Articles.

NON-EXECUTIVE DIRECTOR

Mr. Wen Cyrus Jun-ming (“**Mr. Wen**”), aged 31, is a partner at STI Financial Group and oversees its structured finance, special situations, private equity and quantitative trading businesses. He is responsible for the sourcing, evaluating, structuring, executing, monitoring and divesting of the company’s businesses and investments. He currently serves as a portfolio manager in Ayers Alliance Quantum Fund that runs various systematic trading strategies. He is also one of the founders of Harborx, a European based online forex brokerage. Prior to joining STI, he worked at various financial service companies such as VMS Investment Group and Citigroup. He graduated from Washington University in St. Louis with a Bachelor of Science in Business Administration in 2008.

Mr. Wen is a responsible officer of STI Asset Management Limited licensed to carry on type 4 (advising on securities) and type 9 (asset management) regulated activities and a representative of STI Asset Management Limited licensed to carry on type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance. He was also a non-executive director of Wuyi International Pharmaceutical Company Limited (Stock Code: 1889) for the period from 15 June 2015 to 3 March 2016.

Save as disclosed before, Mr. Wen does not hold and has not in the last three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Wen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As the date of this circular, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Mr. Wen had entered into an employment contract dated 2 December 2016 with the Company for a term of two years starting from 8 December 2016, which would be renewable by agreement between Mr. Wen and the Company. Under the said employment contract, Mr. Wen will not receive any remuneration from the Company. Mr. Wen is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Save as disclosed above, there is no information relating to the appointment of Mr. Wen as a non-executive Director that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters needed to be brought to the attention of the Shareholders in relation to the appointment of Mr. Wen as non-executive Director.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Leung Hoi Ming (“Dr. Leung”), aged 49, has extensive knowledge and experience in risk management of financial instruments, treasury business and financial derivative products. He has served DBS Bank for eight years and was Senior Vice President in the Treasury and Markets Division upon his departure from the bank on 22 May 2009. Dr. Leung started his career in the finance industry in 1996 with Citibank as quantitative analyst in the Equity Derivatives Asia Department. He had served a few other financial institutes before joining DBS Bank Ltd as a financial product specialist as well and had held various roles in business development, trading and risk management.

Dr. Leung, a native Hong Kong citizen with Chinese nationality, holds a Bachelor (First Class Honours) degree of Science (1990) from the Chinese University of Hong Kong, a Master degree of Science in Mathematics (1993) and a Doctor degree of Philosophy in Mathematics (1996) from the California Institute of Technology, and a Master degree of Science in Investment Management (1999) from the Hong Kong University of Science and Technology.

He also has been in the position of independent non-executive director for Yuan Heng Gas Holdings Limited (Stock Code: 332) since 19 January 2010.

Save as disclosed before, Dr. Leung does not hold and has not in the last three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Dr. Leung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As the date of this circular, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Dr. Leung will enter into a service contract with the Company in relation to his appointment as independent non-executive Director for a three-year period effective from 8 July 2016 and terminable with one month's notice. Dr. Leung is entitled to a remuneration of HK\$156,000 per year which was determined by the remuneration committee of the Company and the Board with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Dr. Leung is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles.

Save as disclosed above, there is no information relating to the appointment of Dr. Leung as an independent non-executive Director that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters needed to be brought to the attention to the Shareholders in relation to the appointment of Dr. Leung as an independent non-executive Director.

Mr. Sung Wing Sum (“**Mr. Sung**”), aged 58, has over 30 years of experience in accounting, auditing and financial management in Hong Kong and the PRC including over 20 years in several audit firms. Mr. Sung worked at the audit departments of Kwan Wong Tan & Fong for about 16 years since March 1981 and later worked for Deloitte Touche Tohmatsu from August 1997 to December 1999. Mr. Sung worked as the qualified accountant and company secretary for Tungda Innovative Lighting Holdings Limited since its listing to October 2003, a company whose shares were previously listed on the Growth Enterprise Market of the Stock Exchange but were delisted on 16 December 2013.

Mr. Sung had become a member of the Hong Kong Institute of Certified Public Accountants since 1996 and was admitted as a fellow of the association in 2004. Mr. Sung was admitted as a fellow of the Association of Chartered Certified Accountants in 2000. In 2003, Mr. Sung obtained an executive master of business administration from the West Coast Institute of Management and Technology of Australia. In 2005, Mr. Sung became the associate of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Sung was admitted as an associate of the Institute of Chartered Accountants in England and Wales in 2007. Mr. Sung is currently a practicing member of the Hong Kong Institute of Certified Public Accountants.

Mr. Sung also has been in the position of independent non-executive director for Hidili Industry International Development Limited (Stock Code: 1393) since 14 March 2016.

Save as disclosed before, Mr. Sung does not hold and has not in the last three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Sung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As the date of this circular, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Mr. Sung will enter into a service contract with the Company in relation to his appointment as independent non-executive Director for a three-year period effective from 8 July 2016 and terminable with one month's notice. Mr. Sung is entitled to a remuneration of HK\$180,000 per year which was determined by the remuneration committee of the Company and the Board with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Sung is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles.

Save as disclosed above, there is no information relating to the appointment of Mr. Sung as an independent non-executive Director that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters needed to be brought to the attention of the Shareholders in relation to the appointment of Mr. Sung as an independent non-executive Director.

This appendix serves as the explanatory statement to provide requisite information to the Shareholders for their consideration of the Buy-backs Mandate to be granted to the Directors as required under Rule 10.06 of the Listing Rules.

BUY-BACK OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy-back their own shares on the Stock Exchange subject to certain restrictions and obtaining prior Shareholders' approval. The Listing Rules, however, prohibit a company from knowingly purchasing securities on the Stock Exchange from a connected person and a connected person is prohibited from knowingly selling his securities to the Company.

SHARE CAPITAL

As at the Latest Practicable Date, the authorized share capital of the Company consisted of (1) 19,800,000,000 Shares, of which a total of 1,358,327,188 Shares were allotted, issued and fully paid or credited as fully paid; and (2) 200,000,000 Preference Shares of which no Preference Share was in issue. Subject to the passing of the ordinary resolution to approve the Buy-backs Mandate at the AGM and on the basis that no further Shares or Preference Shares are issued or bought-back between the Latest Practicable Date and the date of the AGM, the Company would be allowed to buy-back up to a maximum of 135,832,718 Shares, representing 10% of the total issued Shares as at the date of the AGM.

REASONS FOR THE BUY-BACKS

The Directors believe that the Buy-backs Mandate is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to buy-back the Shares on the market. An exercise of the Buy-backs Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

FUNDING OF BUY-BACKS

The buy-back of Shares shall be made out of funds legally available under the laws of the Cayman Islands, Hong Kong and the Articles for such purpose. Under the laws of Cayman Islands, buy-backs may only be effected out of the capital paid up on the buy-back Shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a buy-back over the par value of the Shares to be bought-back must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the share premium account before the Shares are bought-back. It is envisaged that the funds required for any buy-back would be derived from such sources.

As compared to the financial position of the Company as at 31 March 2017 (being the date of the Company's latest audited accounts), an exercise of the Buy-backs Mandate in full may have a material adverse impact on the working capital and gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 calendar months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
July [#]	0.80	0.72
August	0.94	0.67
September	0.88	0.68
October	0.78	0.53
November	0.61	0.46
December	0.485	0.355
2017		
January	0.42	0.36
February	0.415	0.355
March	0.47	0.38
April	0.405	0.36
May	0.375	0.34
June	0.355	0.285
July*	0.31	0.25

[#] *from 26 July 2016 to 31 July 2016*

* *up to and including the Latest Practicable Date*

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently has any present intention to sell the Shares to the Company or its subsidiaries in the event that the Buy-backs Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-back Shares pursuant to the Buy-backs Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him to the Company in the event that the Buy-backs Mandate is approved by the Shareholders.

HONG KONG CODE ON TAKEOVERS AND MERGERS

If on the exercise of the power to buy-back Shares pursuant to the Buy-backs Mandate, a Shareholder's proportionate interest in the voting rights of the Company increase, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

So far as the Company is aware, the substantial shareholder of the Company as at the Latest Practicable Date and in the event that the Buy-backs Mandate is exercised in full is as follows:

	As at the Latest Practicable Date		Assuming the Buy-backs Mandate is exercised in full	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Marvel Light Holdings Limited	340,115,352	25.04	340,115,352	27.82

Note: 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*) and is wholly-owned by 安徽省投資集團有限責任公司 (Anhui Province Investment Group Co. Ltd*).

* For identification purpose only

Accordingly, if the Directors exercise in full of the power to buy-back Shares under the Buy-Backs Mandate, it will not give rise to an obligation on Marvel Light Holdings Limited to make a mandatory offer under Rule 26 of the Takeovers Code for all Shares not already held by Marvel Light.

The Directors have no present intention to exercise the power to buy-back Shares to the extent that will give rise to an obligation on any party to make a mandatory offer under Rule 26 of the Takeovers Code.

The Company will not exercise the power to buy-back Shares which would result in the aggregate number of Shares held in public being reduced to less than 25% of the total number of issued Shares.

SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought-back any of the Shares (whether on the Stock Exchange or otherwise) during the six calendar months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



鲜驰达

FRESH EXPRESS DELIVERY
HOLDINGS GROUP CO., LTD.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Fresh Express Delivery Holdings Group Co., Ltd (the “**Company**”) will be held at Hong Kong General Chamber of Commerce, Theatre A, 22/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 29 August 2017 at 10:30 a.m. for the following purpose:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditor for the year ended 31 March 2017;
2.
 - (a) To re-elect Mr. Wen Cyrus Jun-ming as a non-executive director of the Company;
 - (b) To re-elect Dr. Leung Hoi Ming as an independent non-executive director of the Company;
 - (c) To re-elect Mr. Sung Wing Sum as an independent non-executive director of the Company;
 - (d) To authorise the board of directors of the Company (the “**Board**”) to fix remuneration of the directors of the Company (the “**Directors**”);

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without amendments, as indicated below:

4. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional share(s) in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds, securities and debentures convertible into Shares) which might require the exercise of such powers, subject to and in accordance with all applicable laws and the articles of the Company, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, securities and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an agreement, option or otherwise) and to be issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined), or
 - (ii) an issue of Shares upon the exercise of the subscription rights or conversion rights attached to any warrants or convertible securities which may be issued by the Company from time to time, or

NOTICE OF ANNUAL GENERAL MEETING

(iii) an issue of Shares under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue of shares or rights to acquire Shares in the capital of the Company, or

(iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company,

shall not exceed:

(aa) 20 per cent. of the number of issued Shares on the date of the passing of this resolution; and

(bb) (provided that resolutions nos. 5 and 6 are passed) the number of issued Shares bought-back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting is required by the articles of the Company or any applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; and

“Rights Issue” means an offer of shares or issue of options to subscribe for shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy-back such shares are subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;
- (c) the number of issued Shares which may be bought-back by the Company pursuant to paragraphs (a) and (b) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of passing this resolution and the authority shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting is required by the articles of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of the number of issued Shares bought-back by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the number of the issued Shares on the date of the passing of resolution no. 6.”

By the order of the Board

FRESH EXPRESS DELIVERY HOLDINGS GROUP CO., LTD

鮮馳達控股集團有限公司

Pan Junfeng

Chairman and Executive Director

Hong Kong, 31 July 2017

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place

of business in Hong Kong:

Unit D, 12/F.,
Seabright Plaza,
9-23 Shell Street,
North Point,
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its corporate representative or representatives provided that if more than one person is so authorised, the authority shall specify the number and class of shares held by the relevant member in respect of which each such person is authorised to act as corporate representative.
2. A form of proxy for use in connection with the AGM is enclosed with the circular of the Company dated 31 July 2017. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and thereafter deposited, together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but, in any event, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof. In such instance, the form of proxy shall be deemed to be revoked. Such form of proxy and the circular are also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.freshexpressdelivery.com.
3. The register of members of the Company will be closed from Thursday, 24 August 2017 to Tuesday, 29 August 2017 (both dates inclusive) during which period no transfer of shares or preference shares and no conversion of preference shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates are lodged with the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration as soon as possible but, in any event, no later than Wednesday, 23 August 2017 at 4:30 p.m.. Please note that the office hours of Computershare Hong Kong Investor Services Limited are from 9:00 a.m. to 4:30 p.m. Monday to Friday (excluding public holidays). Only shareholders registered as a member of the Company on Tuesday, 29 August 2017 shall be entitled to vote at the AGM.
4. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the AGM personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share(s), or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the AGM will demand that all resolutions will be voted by way of poll at the AGM pursuant to Article 66(a) of the Articles.
6. The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

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.