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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)

**CLOSURE OF REGISTER OF MEMBERS AND
NOTICE OF ANNUAL GENERAL MEETING**

CLOSURE OF REGISTER OF MEMBERS

The register of members of Fresh Express Delivery Holdings Group Co Limited (the “**Company**”) will be closed from Thursday, 24 August 2017 to Tuesday, 29 August 2017 (both days inclusive), during which 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 annual general meeting of the Company (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.

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that the AGM of 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**”);
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
- (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
- (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
- (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

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.