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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary 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, 16 January 2018 at 3:00 p.m. for the following purpose:

1. To consider and, if thought fit, pass with or without modification, the following resolution as ordinary resolution:

“**THAT** subject to and conditional upon the Stock Exchange granting listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) representing 10 per cent of the total number of Shares in issue as at the date of passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) which fall to be issued pursuant to the exercise of options that may be granted under the share option scheme adopted by the Company on 30 May 2016 (the “**Share Option Scheme**”), the refreshment of the existing 10% scheme limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that the total number of Shares which may be allotted or issued pursuant to the grant or exercise of options under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed the Refreshed Scheme Mandate Limit and the directors of the Company be and are hereby authorized to grant options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit, to exercise all powers of the Company to allot, issue

and deal with Shares pursuant to the exercise of such options granted under the Share Option Scheme up to the Refreshed Scheme Mandate Limit and to do such acts and execute such documents for or incidental to such purpose.”

By the order of the Board  
**FRESH EXPRESS DELIVERY HOLDINGS GROUP CO., LTD**  
**Pan Junfeng**  
*Chairman and Executive Officer*

Hong Kong, 29 December 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 EGM 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 EGM is enclosed with the circular of the Company dated 29 December 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 EGM 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 EGM 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](http://www.hkexnews.hk) and on the website of the Company at [www.freshexpressdelivery.com](http://www.freshexpressdelivery.com).

3. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the EGM, 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 EGM 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.
4. 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 EGM will demand that the resolution will be voted by way of poll at the EGM pursuant to Article 66(a) of the Articles.
5. 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.*