
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Nine Express Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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NINE EXPRESS LIMITED

九號運通有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00009)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 4101, 41/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 29 June 2016 at 3:00 p.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company at www.nine-express.com.hk.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

26 May 2016

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Wednesday, 29 June 2016 at 3:00 p.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors
“associate”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company
“Company”	Nine Express Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 May 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate

DEFINITIONS

“SFO”	the 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
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



NINE EXPRESS LIMITED

九號運通有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00009)

Executive Directors:

Mr. Hui Wai Lee, Willy (*Chairman*)
Mr. Xiang Junjie (*Chief Executive Officer*)
Mr. Tai Yat Chung
Mr. Li Wenjun
Mr. Ji Jianguo
Mr. Zhong Yingchang

Independent non-executive Directors:

Mr. Tang Ping Sum
Mr. Tsui Pui Hung
Mr. Chiu Sin Nang, Kenny

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 4101, 41/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

26 May 2016

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, ordinary resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors. The purpose of this circular is to provide you with information relating to the above resolutions and the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries (if applicable) or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the issued Shares as at the date of granting the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company had an aggregate of 2,471,162,504 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 494,232,500 Shares, representing 20% of the issued share capital of the Company as at the date of passing of the resolution. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the relevant mandates.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 247,116,250 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of

LETTER FROM THE BOARD

Bermuda (as amended) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Bye-law 86(2), any Director appointed to fill in a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at that meeting.

According to Bye-laws 87(1) and 87(2), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specified term or holding office as chairman, managing director or other office) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with Bye-law 86(2), Mr. Chiu Sin Nang, Kenny, Mr. Xiang Junjie, Mr. Tai Yat Chung, Mr. Li Wenjun, Mr. Zhong Yingchang and Mr. Ji Jianguo shall retire from office at the AGM. Reference is made to the annual report of the Company for the financial year ended 31 December 2015 posted on the respective websites of the Stock Exchange and the Company on 25 April 2016, which stated that Mr. Tang Ping Sum and Mr. Tsui Pui Hung shall retire from office by rotation at the forthcoming annual general meeting. The Company would like to clarify that in accordance with Bye-laws 87(1) and 87(2), only Mr. Tang Ping Sum shall retire from office by rotation at the AGM. Being eligible, each of Mr. Chiu Sin Nang, Kenny, Mr. Xiang Junjie, Mr. Tai Yat Chung, Mr. Li Wenjun, Mr. Zhong Yingchang, Mr. Ji Jianguo, Mr. Tang Ping Sum will offer himself for election as executive/independent non-executive Director (as the case may be).

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Chiu Sin Nang, Kenny, Mr. Xiang Junjie, Mr. Tai Yat Chung, Mr. Li Wenjun, Mr. Zhong Yingchang, Mr. Ji Jianguo and Mr. Tang Ping Sum as executive Director/independent non-executive Director (as the case may be).

Particulars relating to each of Mr. Chiu Sin Nang, Kenny, Mr. Xiang Junjie, Mr. Tai Yat Chung, Mr. Li Wenjun, Mr. Zhong Yingchang, Mr. Ji Jianguo and Mr. Tang Ping Sum are set out in Appendix II to this circular.

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM must 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.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Room 4101, 41/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 29 June 2016, at 3:00 p.m. is set out on pages 15 to 18 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.nine-express.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

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.

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board of
Nine Express Limited
Hui Wai Lee, Willy
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,471,162,504 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 247,116,250 fully paid Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funded legally available under the Bermuda law and the memorandum of association and the Bye-laws of the Company and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2015, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	0.730	0.495
May	1.560	0.710
June	2.950	1.400
July	2.200	0.730
August	1.640	0.890
September	0.980	0.650
October	1.600	0.760
November	1.590	1.200
December	1.500	1.240
2016		
January	1.330	0.910
February	1.210	0.950
March	1.150	0.950
April	1.010	0.750
May (up to the Latest Practicable Date)	0.900	0.240

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

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 repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, 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.

As at the Latest Practicable Date and based on the register kept by the Company under section 336 of the SFO, the following Shareholders held 5% or more of the Company's issued share capital:

Name of Shareholder	Capacity	Number of ordinary shares held/Number of underlying shares held under equity interest	Approximate percentage of the issued share capital of the Company
Cheng Keung Fai (<i>Note 1</i>)	Interest of controlled corporation	1,177,184,250(L)	47.64%(L)
		149,809,676(S)	6.06%(S)
Full Dragon Group Limited (<i>Note 1</i>)	Beneficial owner	1,177,184,250(L)	47.64%(L)
		149,809,676(S)	6.06%(S)
Central Huijin Investment Limited (<i>Note 2</i>)	Interest of controlled corporation	1,024,579,003(L)	41.46%(L)
China Construction Bank Corporation (<i>Note 2</i>)	Interest of controlled corporation	1,024,579,003(L)	41.46%(L)
Cheng Ngok Fai (<i>Note 3</i>)	Interest of controlled corporation	664,050,000(L)	26.87%(L)
Connected-World Group Limited (<i>Notes 3 & 5</i>)	Interest of controlled corporation	238,875,000(L)	9.67%(L)
		425,175,000(L)	17.20%(L)
Li Ruiguang (<i>Note 4</i>)	Interest of controlled corporation	369,257,000(L)	14.94%(L)
		92,304,000(L)	3.74%(L)
Eternal Galaxy Group Limited (<i>Notes 4 & 5</i>)	Interest of controlled corporation	238,875,000(L)	9.67%(L)
		130,382,000(L)	5.27%(L)
Sky-Linked International Limited (<i>Note 5</i>)	Beneficial owner	238,875,000(L)	9.67%(L)
		130,382,000(L)	5.27%(L)
Yue Chak Ming (<i>Note 6</i>)	Beneficial owner	159,492,814(L)	6.45%(L)

Notes:

- The entire issued share capital of Full Dragon Group Limited is owned by Mr. Cheng Keung Fai. Full Dragon Group Limited has granted (i) a security interest over 58.39% of the total issued share capital of the Company as at the date of the grant and (ii) a call option to acquire 149,809,676 Shares of the total issued share capital of the Company, to a subsidiary of Central Huijin Investment Limited, details of which were disclosed in the announcement of the Company dated 4 May 2015.
- Approximately 57.31% of the entire issued share capital of China Construction Bank Corporation is owned by Central Huijin Investment Limited. The interests in such Shares are held by Sea Venture Investments Limited which is an indirect wholly-owned subsidiary of China Construction Bank Corporation.
- The entire issued share capital of Connected-World Group Limited is owned by Mr. Cheng Ngok Fai.
- The entire issued share capital of Eternal Galaxy Group Limited is owned by Mr. Li Ruiguang.

5. Sky-Linked International Limited is the holder of the convertible notes which are convertible into a maximum of 238,875,000 Shares (the “**Convertible Notes**”). Sky-Linked International Limited was deemed to be interested in 238,875,000 Shares which may fall to be allotted and issued by the Company following the exercise of the conversion rights attached to the Convertible Notes (assuming full conversion of the Conversion Notes). The entire issued share capital of Sky-Linked International Limited is owned as to 60% by Connected-World Group Limited and 40% by Eternal Galaxy Group Limited.
6. According to the form of disclosure of interests dated 7 August 2015, Mr. Yue Chak Ming was interested in 159,492,814 Shares/underlying Shares in the capacity as the beneficial owner, 133,000,000 of which were underlying Shares.
7. The letter “L” denotes the person’s long position in such Shares and the underlying Shares.
8. The letter “S” denotes the person’s short position in such Shares.

If the Company repurchases the maximum amount of Shares that it would be authorised to under the Repurchase Mandate (if it is approved by the Shareholders at the AGM), the percentage voting rights controlled by Full Dragon Group Limited in the Company would increase to approximately 52.93%, which will give rise to an obligation to it to make a mandatory offer under the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or if the repurchase would result in less than 25% of the issued share capital of the Company being held in public hands. Except as aforesaid, the Directors are not aware of any consequences as a result of full exercise of the Repurchase Mandate that would give rise to an obligation to make a mandatory offer under the Takeovers Code.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the date of the Latest Practicable Date.

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) MR. CHIU SIN NANG, KENNY (“MR. CHIU”)

Mr. Chiu, aged 54, is the independent non-executive Director of the Company. Mr. Chiu has over 20 years of experience in accounting. Mr. Chiu has held various senior accounting and finance positions in sectors of property investment and development, information technology development business. Mr. Chiu is a member of the Hong Kong Institute of Certified Public Accountants and the CPA Australia. Mr. Chiu received a Master of Accountancy degree from The Chinese University of Hong Kong in December, 2006, a Bachelor of Laws degree from the Peking University, the PRC in July, 1998, a degree of Master of Commerce in Accounting from The University of New South Wales, Australia in May, 1989, a Bachelor of Administrative Studies degree and a Bachelor of Arts (Economics) degree from the York University, Canada in June, 1986 and June, 1985 respectively.

Mr. Chiu does not have, and is not deemed to have, any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Pursuant to his appointment letter, Mr. Chiu is appointed for an initial term of one year commencing from 23 June 2015 to 22 June 2016 (both dates inclusive), which term is renewable for successive term of one year. Either Mr. Chiu or the Company may terminate such appointment by giving at least one month’s notice in writing to the other. Mr. Chiu shall be subject to retirement by rotation and re-election in accordance with the Bye-laws. He is entitled to director’s emoluments of HK\$8,000 per month which is determined by the Board with reference to his duties and responsibilities in the Company.

(2) MR. XIANG JUNJIE (“MR. XIANG”)

Mr. Xiang, aged 31, is the executive Director and Chief Executive Officer of the Company. Mr. Xiang has over 6 years of experience in enterprise management in the PRC. Mr. Xiang graduated with a Bachelor’s Degree in Electronic Commerce from the Department of Electronic Commerce at South China University of Technology, the PRC in July 2008. Prior to joining the Company, Mr. Xiang had been the chief executive officer of Dongguan Dejin Energy Technology Limited* (東莞市德晉能源科技有限公司) since 1 January 2015.

Mr. Xiang has entered into a service contract with the Company for an initial term of one year from 31 March 2016 and shall continue thereafter until terminated by either party giving to the other not less than three months’ prior written notice. He is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Xiang was entitled to a monthly remuneration of HK\$102,850 with a fixed year-end bonus of HK\$102,850 pursuant to the service contract, performance-based discretionary bonus.

Mr. Xiang does not have, and is not deemed to have, any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

* For identification purpose only

(3) MR. TAI YAT CHUNG (“MR. TAI”)

Mr. Tai, aged 34, is the executive Director of the Company. Mr. Tai has over 10 years of experience in accounting, audit and business advisory services. Mr. Tai is a practising member of the Hong Kong Institute of Certified Public Accountants. He received a Bachelor of Business Administration (Accountancy) degree from the City University of Hong Kong in 2005.

Mr. Tai has entered into a service contract with the Company for an initial term of one year from 15 September 2015 and shall continue thereafter until terminated by either party giving to the other not less than three months’ prior written notice. He is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Tai was entitled to a monthly remuneration of HK\$8,000 with a fixed year-end bonus of HK\$8,000 pursuant to the service contract, performance-based discretionary bonus.

Mr. Tai does not have, and is not deemed to have, any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

(4) MR. LI WENJUN (“MR. LI”)

Mr. Li, aged 57, is the executive Director of the Company. Mr. Li has over 30 years of experience in chemical engineering and management in the chemical industry in the PRC. Mr. Li graduated with a Bachelor’s Degree in Chemical Engineering from the Department of Chemical Machinery at South China University of Technology, PRC in July 1982. Prior to joining the Company, Mr. Li was the executive director, member of the investment and remuneration committee and deputy general manager of China Water Industry Group Limited (Stock code: 1129) during June 2009 to August 2011. Between March 2008 and September 2011, he was the executive director of iMerchants Limited (currently known as Chinese Energy Holdings Limited) (Stock code: 8009).

Mr. Li has entered into a service contract with the Company for an initial term of one year from 16 October 2015 and shall continue thereafter until terminated by either party giving to the other not less than three months’ prior written notice. He is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Li was entitled to a monthly remuneration of HK\$50,000 with a fixed year-end bonus of HK\$50,000 pursuant to the service contract, performance-based discretionary bonus.

Mr. Li does not have, and is not deemed to have, any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

(5) MR. ZHONG YINGCHANG (“MR. ZHONG”)

Mr. Zhong, aged 36, is the executive Director of the Company. Mr. Zhong has over 10 years of experience in the finance industry of the PRC. In July 2003, Mr. Zhong graduated from the International Business University of Beijing with a major in law and further obtained a certificate in Laws from Sun Yat-sen University in June 2006. Mr. Zhong is currently the general manager and legal representative of Shanghai BlackSea Octopus Investment Company Limited* (上海黑海章魚投資股份有限公司) and Guangdong Global Wine Exchange Company Limited* (廣東環球酒業交易中心股份有限公司). Mr. Zhong was previously the vice president of Dongguan Bermuda Investment Limited between November 2007 and November 2010.

Mr. Zhong has entered into a service contract with the Company for an initial term of one year from 16 October 2015 and shall continue thereafter until terminated by either party giving to the other not less than three months' prior written notice. He is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Zhong was entitled to a monthly remuneration of HK\$83,400, place of residence at rental value of HK\$20,000 per month and a fixed year-end bonus of HK\$83,400 pursuant to the service contract, performance-based discretionary bonus.

Mr. Zhong does not have, and is not deemed to have, any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

(6) MR. JI JIANGUO (“MR. JI”)

Mr. Ji, aged 60, is the executive Director of the Company. Mr. Ji has over 12 years of experience in planning, construction and management of the construction projects in the PRC. Mr. Ji also participated in the research and development of the patent relating to the design of the overlength centralised heat supply pipeline system and its implementation. Mr. Ji was the vice manager of both Zhangjiagang Hengdong Cogeneration Co. Ltd* (張家港恒東熱電有限公司) and Zhangjiagang Yongxing Cogeneration Co. Ltd* (張家港永興熱電有限公司) from May 2008 to May 2011 and was appointed as their manager from May 2011 to May 2014. Prior to joining the Company, Mr. Ji had been appointed as the chief engineer of both Dongguan City Dejin Energy Technology Company Limited* (東莞市德晉能源科技有限公司) and Dongguan City Dejin Thermal Power Company Limited* (東莞市德晉熱力有限公司) since September 2015.

Mr. Ji has entered into a service contract with the Company for an initial term of one year from 31 March 2016 and shall continue thereafter until terminated by either party giving to the other not less than three months' prior written notice. He is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Ji was entitled to a monthly remuneration of HK\$50,000 with a fixed year-end bonus of HK\$50,000 pursuant to the service contract, performance-based discretionary bonus.

Mr. Ji does not have, and is not deemed to have, any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

(7) MR. TANG PING SUM (“MR. TANG”)

Mr. Tang, aged 59, is the independent non-executive Director of the Company. Mr. Tang obtained a bachelor degree of commerce from University of Western Australia in December 1981 and a master degree of applied finance from Macquarie University, Australia in April 1992. He is a certified practicing accountant of Australia and was a fellow member of the Hong Kong Institute of Certified Public Accountants until 2007. Mr. Tang has over 16 years’ experiences in the securities industry in Hong Kong. From March 2003 to December 2006, Mr. Tang was an independent non-executive director of Cosmopolitan International Holdings Limited (stock code: 120), a company listed on the Stock Exchange. He was an independent non-executive director of Sino Resources Group Limited (stock code: 223), a company listed on the Stock Exchange, from April 2009 to December 2010; and a non-executive director of Univision Engineering Limited (AIM code: UVEL), a company listed on the Alternative Investment Market of the London Stock Exchange, from December 2005 to December 2011. He was an independent non-executive director of China Investment Development Limited (stock code: 204), a company listed on the Stock Exchange, from April 2011 to February 2014.

Mr. Tang does not have, and is not deemed to have, any interests in the Shares within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Pursuant to his appointment letter, Mr. Tang is appointed for an initial term of one year commencing from 1 November 2010 to 31 October 2011 (both dates inclusive), which term is renewable for successive term of one year. Either Mr. Tang or the Company may terminate such appointment by giving at least one month’s notice in writing to the other. Mr. Tang shall be subject to retirement by rotation and/or re-election in accordance with the Bye-laws. He is entitled to director’s emoluments of HK\$8,000 per month which is determined by the Board with reference to his duties and responsibilities in the Company.

There is no information relating to Mr. Chiu, Mr. Xiang, Mr. Tai, Mr. Li, Mr. Zhong, Mr. Ji and Mr. Tang that is required to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter relating to Mr. Chiu, Mr. Xiang, Mr. Tai, Mr. Li, Mr. Zhong, Mr. Ji and Mr. Tang that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



NINE EXPRESS LIMITED

九號運通有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00009)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Nine Express Limited (the “**Company**”) will be held at Room 4101, 41/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 29 June 2016 at 3:00 p.m., to transact the following businesses:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2015;
2.
 - (a) to re-elect Mr. Xiang Junjie as executive Director;
 - (b) to re-elect Mr. Tai Yat Chung as executive Director;
 - (c) to re-elect Mr. Li Wenjun as executive Director;
 - (d) to re-elect Mr. Zhong Yingchang as executive Director;
 - (e) to re-elect Mr. Ji Jianguo as executive Director;
 - (f) to re-elect Mr. Chiu Sin Nang, Kenny as independent non-executive Director;
 - (g) to re-elect Mr. Tang Ping Sum as independent non-executive Director; and
 - (h) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint RSM Hong Kong as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

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ORDINARY RESOLUTION

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the **“Shares”**) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company (if applicable); or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders (the **“Shareholders”**) of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

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

NOTICE OF AGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

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6. “**THAT** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board
Nine Express Limited
Hui Wai Lee, Willy
Chairman

Hong Kong, 26 May 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room 4101, 41/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. 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, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the Shareholders for the grant to the directors of the Company of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors wish to state that they have no immediate plan to issue any new shares of the Company other than Shares which may fall to be issued upon the conversion of the convertible bond(s) of the Company, or any scrip dividend scheme which may be approved by the Shareholders.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the Company’s circular dated 26 May 2016.
5. As at the date of this notice, the Board comprises nine Directors. The executive Directors are Mr. Hui Wai Lee, Willy (Chairman), Mr. Xiang Junjie (Chief executive officer), Mr. Tai Yat Chung, Mr. Li Wenjun, Mr. Zhong Yingchang and Mr. Ji Jianguo; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chiu Sin Nang, Kenny.