
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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, you should at once hand this supplemental circular, together with the enclosed Revised Proxy Form, 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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
TO SHAREHOLDERS DATED 26 MAY 2016
(1) RE-ELECTION OF DIRECTORS
(2) SUPPLEMENTAL NOTICE OF AGM**

Capitalised terms used in this cover page shall bear the same meanings as those defined in the section headed “Definitions” in this supplemental circular. This document is supplemental to and should be read together with the circular of the Company dated 26 May 2016 (the “**Circular**”) in relation to, among other things, the general mandates to issue and repurchase shares and the re-election of retiring directors.

A supplemental 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 7 to 9 of this supplemental circular. The Revised Proxy Form for use at the AGM is enclosed with this supplemental circular. The Initial Proxy Form despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed Revised Proxy Form in accordance with the instructions printed thereon and return it to 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 holding the AGM or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meetings should you so wish.

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DEFINITIONS

Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise. In addition, in this supplemental circular, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 5 June 2016, in relation to, among other things, the appointment of Mr. Deng Guohong and Mr. Wang Li as executive Directors and Mr. Gao Hong as an independent non-executive Director
“Circular”	the circular of the Company dated 26 May 2016
“Closing Time”	48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be)
“Initial Notice of AGM”	the notice convening the AGM, as set out in the Circular
“Initial Proxy Form”	the form of proxy accompanying the Circular
“Latest Practicable Date”	16 June 2016, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
“Revised Proxy Form”	the new form of proxy accompanying this supplemental circular
“Supplemental Notice of AGM”	the supplemental notice convening the AGM, as set out on pages 7 to 9 of this supplemental circular

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
Mr. Deng Guohong
Mr. Wang Li

Independent Non-executive Directors:

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

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

20 June 2016

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
TO SHAREHOLDERS DATED 26 MAY 2016
(1) RE-ELECTION OF DIRECTORS
(2) SUPPLEMENTAL NOTICE OF AGM**

INTRODUCTION

This supplemental circular should be read together with the Circular in relation to, among other things, the general mandates to issue and repurchase shares and the proposed re-election of retiring Directors.

LETTER FROM THE BOARD

On 5 June 2016, the Board announced the appointments of Mr. Deng Guohong (“**Mr. Deng**”) and Mr. Wang Li (“**Mr. Wang**”) as executive Directors and Mr. Gao Hong (“**Mr. Gao**”) as an independent non-executive Director respectively all with effect from 3 June 2016. As stated in the Announcement, each of Mr. Deng, Mr. Wang and Mr. Gao shall be subject to retirement by rotation and re-election in accordance with the bye-laws of the Company (the “**Bye-laws**”).

The purpose of this supplemental circular is to provide you with information on the resolution to approve the re-election of Mr. Deng and Mr. Wang as executive Directors and Mr. Gao as an independent non-executive Director at the AGM, and to provide Shareholders with the Supplemental Notice of AGM and the Revised Proxy Form.

RE-ELECTION OF DIRECTORS

According to Bye-law 86(2) of the Bye-laws, any Director appointed to fill in a causal vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, 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. Accordingly, Mr. Deng, Mr. Wang and Mr. Gao will retire at the upcoming AGM and being eligible, will offer themselves for re-election at the AGM. The resolution relating to the re-election of Mr. Deng and Mr. Wang as executive Directors and Mr. Gao as an independent non-executive Director will be proposed under item 2(h), 2(i) and 2(j) accordingly of the Supplemental Notice of AGM. Brief biographical details of Mr. Deng, Mr. Wang and Mr. Gao are set out below:

(1) **Mr. Deng**

Mr. Deng, aged 57, is the executive Director of the Company. Mr. Deng graduated with a bachelor’s degree in Medicine from 三峽大學 (China Three Gorges University) in Hubei Province, the People’s Republic of China (the “**PRC**”) in February 1982. Prior to joining the Company, Mr. Deng was the senior consultant of 深圳愛視健康產業集團股份有限公司 (Shenzhen Eyes Health Group Company Limited*) from 1 January 2011 to 31 January 2013. He was the deputy general manager of 富利鑫投資控股集團 (Fulixin Investment Holding Group*) from January 2013 to January 2016. Mr. Deng has been the executive director and legal representative of 廣州魯銀融資租賃有限公司 (Guangzhou Luyin Financial Leasing Company Limited*) since January 2016.

Mr. Deng has entered into a service contract with the Company for an initial term of one year from 3 June 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. Deng was entitled to a monthly remuneration of HK\$20,000 with a fixed year-end bonus of HK\$20,000 pursuant to the service contract, performance-based discretionary bonus.

Mr. Deng 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.

LETTER FROM THE BOARD

(2) Mr. Wang

Mr. Wang, aged 39, is the executive Director of the Company. Mr. Wang has extensive experience in business management and operation in various industries. Mr. Wang obtained a bachelor's degree in Business Administration from 湖北省經濟管理幹部學院 (Hubei Institute of Economic Management*) in Hubei Province, the PRC in July 2010. Prior to joining the Company, Mr. Wang has been the managing director of 深圳市三正匯智管理系統應用技術有限公司 (Shenzhen Sanzheng Huizhi Management System Application Technology Limited*) since 16 October 2013. Mr. Wang was an executive director of 深圳前海華恒基金管理有限公司 (Shenzhen Qianhai Huaheng Fund Management Company Limited*) from 5 May 2005 to 20 May 2016, the managing director of 深圳市澳歌聯合服裝有限公司 (Shenzhen Aoge United Apparel Company Limited*) from 10 May 2000 to 26 September 2013. He has been the vice chairman of 中小企業合作發展促進中心全國合作經濟工作委員會 (Nation Committee of Cooperative Economics of the China Centre for SME Cooperation Development & Promotion*) since July 2014, and a social tutor of 南京財經大學營銷與物流管理學院 (Faculty of Marketing and Logistics Management of Nanjing University of Finance and Economics*) since August 2014. Mr. Wang was an executive director of PPS International (Holdings) Limited (Stock code: 8201) from 26 September 2014 to 13 February 2015.

Mr. Wang has entered into a service contract with the Company for an initial term of one year from 3 June 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. Wang was entitled to a monthly remuneration of HK\$20,000 with a fixed year-end bonus of HK\$20,000 pursuant to the service contract, performance-based discretionary bonus.

Mr. Wang 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.

(3) Mr. Gao

Mr. Gao, aged 39, is the independent non-executive Director of the Company. Mr. Gao has extensive experience in corporate finance. Mr. Gao graduated from HEC Lausanne, Switzerland in 2000 with a bachelor's degree in Finance and obtained a master degree in Finance from the same university in 2002. Mr. Gao joined Delta International CDS, Switzerland in 2003 and is currently one of its directors/partners. He has been the chief representative of Delta International CDS SA Beijing Representative Office since July 2006, fully in charge of the investment business in Asia Pacific area. Mr. Gao was appointed as an executive director of Harmonic Strait Financial Holdings Limited (Stock code: 33) ("**Harmonic Strait**") on 9 October 2014. He was subsequently removed as an executive director by the board of directors of Harmonic Strait pursuant to its articles of association with effect from 23 November 2014. Mr. Gao was awarded the "China Venture Capital 10 year cutting-edge Investor" prize jointly issued by Financial Research Institute under Development Research Center of the State Council, Beijing Equity Exchange, the International Research Centre for equity investment and the International Financiers Association in 2008.

Pursuant to his appointment letter, Mr. Gao is appointed for an initial term of one year commencing from 3 June 2016 to 2 June 2017 (both dates inclusive), which term is renewable for successive term of one year. Either Mr. Gao or the Company may terminate such appointment by giving at least one month's notice

LETTER FROM THE BOARD

in writing to the other. Mr. Gao shall be subject to retirement by rotation and re-election in accordance with the Bye-laws. As at the Latest Practicable Date, Mr. Gao was entitled to director's emoluments of HK\$20,000 per month, which is determined by the Board with reference to his duties and responsibilities in the Company.

Mr. Gao 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.

According to Bye-law 87(2) of the Bye-laws, any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Therefore, those Directors subject to retirement by rotation and offered themselves for re-election as stated in the Initial Notice of AGM remain unchanged.

REVISED PROXY FORM

Since the Initial Proxy Form does not contain the proposed resolutions for the re-election of Mr. Deng and Mr. Wang as executive Directors and Mr. Gao as an independent non-executive Director as set out in this supplemental circular, the Revised Proxy Form has been prepared and is enclosed with this supplemental circular.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed Revised Proxy Form in accordance with the instructions printed thereon and return it to 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 holding the AGM or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meetings should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

A Shareholder who has not yet lodged the Initial Proxy Form with the branch share registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the Initial Proxy Form should **not** be lodged with the Hong Kong branch share registrar of the Company.

A Shareholder who has already lodged the Initial Proxy Form with the Hong Kong branch share registrar of the Company should note that:

- (i) If no Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company in Hong Kong, the Initial Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Initial Proxy Form, and in respect of the resolutions for the proposed re-election of Mr. Deng, Mr. Wang and Mr. Gao as set out in the Supplemental Notice of AGM and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution(s).

LETTER FROM THE BOARD

- (ii) If the Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
- (iii) If the Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. The Initial Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the Initial Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form is lodged with the Company's Hong Kong branch share registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Deng and Mr. Wang as executive Directors and Mr. Gao as an independent non-executive Director at the AGM is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend that all Shareholders should vote in favour of such resolutions.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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

SUPPLEMENTAL NOTICE OF AGM



NINE EXPRESS LIMITED

九號運通有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00009)

SUPPLEMENTAL NOTICE OF AGM

Reference is made to the notice of annual general meeting of Nine Express Limited (the “**Company**”) dated 26 May 2016 (the “**Initial Notice**”), by which the annual general meeting of the Company (the “**AGM**”) will be held at the Room 4101, 41/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 29 June 2016 at 3:00 p.m. and this supplemental notice shall be read together with the Initial Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the following resolution will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company (“**Shareholders**”) at the AGM, in addition to the proposed resolutions set out in the Initial Notice:

Due to the matters as set out in the supplemental circular of the Company dated 20 June 2016, the following resolution numbered 2 stated in the Initial Notice should be deleted in its entirety and replaced by the following:

- (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;
- (h) to re-elect Mr. Deng Guohong as executive Director;
- (i) to re-elect Mr. Wang Li as executive Director;
- (j) to re-elect Mr. Gao Hong as independent non-executive Director; and

SUPPLEMENTAL NOTICE OF AGM

- (k) To authorise the board of Directors to fix the Directors' remuneration.

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

Hong Kong, 20 June 2016

Notes:

1. Shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote in his/her stead in accordance with the bye-laws of the Company. A proxy need not be a shareholder of the Company.
2. Since the form of proxy for the AGM which was despatched on 26 May 2016 (the “**Initial Proxy Form**”) does not contain the newly-added resolution Nos. 2(h), 2(i) and 2(j) as set out in this supplemental notice of AGM, a new form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed with this supplemental notice of AGM. To be valid, the Revised Proxy Form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. A Shareholder who has not yet lodged the proxy form (the “**Initial Proxy Form**”) sent together with the Initial Notice with the branch share registrar is requested to lodge the proxy form (the “**Revised Proxy Form**”) sent together with this notice if he/she wishes to appoint proxy(ies) to attend the AGM on his/her behalf. In this case, the Initial Proxy Form should not be lodged with the branch share registrar of the Company.
4. A Shareholder who has already lodged the Initial Proxy Form with the Hong Kong branch share registrar of the Company should note that:
 - (i) If no Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company, the Initial Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Initial Proxy Form, and in respect of the resolutions for the proposed re-election of Mr. Deng, Mr. Wang and Mr. Gao as set out in the Supplemental Notice of AGM and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution(s).
 - (ii) If the Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
 - (iii) If the Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. The Initial Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the Initial Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form is lodged with the Company’s Hong Kong branch share registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

SUPPLEMENTAL NOTICE OF AGM

5. In respect of the proposed ordinary resolution No. 2(h), 2(i) and 2(j) above, each of Mr. Deng, Mr. Wang and Mr. Gao shall retire and, being eligible, has offered himself for re-election as executive Director/ independent non-executive Director (as the case may be) of the Company at the above meeting. Details of Mr. Deng, Mr. Wang and Mr. Gao are set out in the accompanied supplemental circular dated 20 June 2016.
6. Please refer to the Initial Notice for details of other resolutions to be proposed at the AGM and other relevant matters. Apart from the amendments stated above, all the information contained in the Initial Notice remains to be valid and effective.

As at the date of this notice, the Board comprises twelve 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, Mr. Ji Jianguo, Mr. Deng Guohong and Mr. Wang Li; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum, Mr. Chiu Sin Nang, Kenny and Mr. Gao Hong.