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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, 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 manager, licensed securities dealer or registered institution in securities or other agent through whom the sale 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: 0009)

**(1) REFRESHMENT OF SCHEME MANDATE LIMIT;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting (the “**SGM**”) of the Company to be held at Room 4101, 41/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Thursday, 25 August 2016 at 2:30 p.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkex.com.hk.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the SGM if you so wish.

3 August 2016

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Nine Express Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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”	28 July 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
“Option(s)”	option(s) granted under the Share Option Scheme
“Proposed Scheme Refreshment”	the proposed scheme refreshment of the Scheme Mandate Limit under the Share Option Scheme at the SGM
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all options to be granted by the Board under the Share Option Scheme and any other share option scheme(s) of the Company to subscribe up to 10% of the number of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, the maximum number of Shares which may be allotted and issued upon exercise of all options to be granted shall not exceed 10% of the number of the Shares in issue as at the date of approval by the Shareholders of the refreshed limit
“SGM”	the special general meeting of the Company to be convened and held at Room 4101, 41/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Thursday, 25 August 2016 at 2:30 p.m. to consider and approve the Proposed Scheme Refreshment
“SGM Notice”	notice of the SGM

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 2 September 2013
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



NINE EXPRESS LIMITED

九號運通有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0009)

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

3 August 2016

To the Shareholders

Dear Sir or Madam,

**(1) REFRESHMENT OF SCHEME MANDATE LIMIT;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information regarding the Proposed Scheme Refreshment and to give you the SGM Notice in order to enable you to make an informed decision on whether to vote for or against the resolution relating to the Proposed Scheme Refreshment.

LETTER FROM THE BOARD

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company pursuant to the resolution of the Company passed on 2 September 2013. The Scheme Mandate Limit was 10% of the number of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the number of the Shares in issue as at the date of the aforesaid Shareholders' approval.

As at the date of the adoption of the Share Option Scheme, the total number of Shares in issue was 1,111,603,816 Shares. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, the Company was authorised to grant Options to subscribe for up to a maximum number of 111,160,381 Shares. On 5 November 2013, 77,812,266 Options were granted, of which 11,116,038 Options were cancelled and none of the Options were lapsed. As at the Latest Practicable Date, there are a total of 66,696,228 outstanding Options to subscribe for up to a maximum number of 66,696,228 Shares since the adoption of the Share Option Scheme, representing approximately 2.70% of the issued share capital of the Company. As the Scheme Mandate Limit was not refreshed since its adoption, there were only 33,348,115 Options available to be granted.

As at the Latest Practicable Date, the Company has 2,471,162,504 Shares currently in issue. Assuming no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the SGM, the maximum number of Shares which may be issued upon the exercise of all the Options to be granted under the Scheme Mandate Limit as refreshed will be 247,116,250 Shares, representing approximately 10% of the number of the issued share capital of the Company as at the date of approval of the Proposed Scheme Refreshment by the Shareholders at the SGM.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme or other schemes at any time will not exceed 30% of the number of the Shares in issue from time to time. The Board undertakes that no Options shall be granted under the Share Option Scheme or any scheme(s) of the Company if this will result in the 30% limit being exceeded.

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit so as to provide the Company with the flexibility of granting further Options under the Share Option Scheme and to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees which the Board considers to be in the interests of the Company and the Shareholders as a whole. The Board therefore seeks the approval of the Shareholders at the SGM to refresh the Scheme Mandate Limit.

CONDITIONS OF THE PROPOSED SCHEME REFRESHMENT

The Proposed Scheme Refreshment is conditional upon:

- (i) the passing of the necessary ordinary resolution by the Shareholders at the SGM to approve the Proposed Scheme Refreshment; and

LETTER FROM THE BOARD

- (ii) the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed Scheme Mandate Limit.

SGM

The SGM Notice is set out on page 6 to 7 of this circular. At the SGM, an ordinary resolution will be put forward to the Shareholders to approve the Proposed Scheme Refreshment. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Proposed Scheme Refreshment and no Shareholder will be required to abstain from voting on any resolution to be approved at the SGM.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the 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 Group. 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 are of the view that the Proposed Scheme Refreshment is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM.

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

NOTICE OF SGM



NINE EXPRESS LIMITED

九號運通有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0009)

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) 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 Thursday, 25 August 2016 at 2:30 p.m. to consider and, if thought fit, passing with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the granting by The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company which may be issued pursuant to the exercise of options to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted by the Company on 2 September 2013 in the manner as set out in paragraph (a) of this resolution,

- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the number of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 3 August 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

NOTICE OF SGM

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject 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 SGM 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 notorially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, 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 SGM 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 SGM or any adjournment thereof, should he so wish.