

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ON TIME LOGISTICS HOLDINGS LIMITED

先達國際物流控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6123)

(I) PROPOSED CHANGE OF COMPANY NAME

AND

(II) PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE FURTHER AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “On Time Logistics Holdings Limited” to “YTO Express (International) Holdings Limited” and the dual foreign name of the Company in Chinese from “先達國際物流控股有限公司” to “圓通速遞(國際)控股有限公司”.

The Proposed Change of Company Name is subject to Shareholders’ approval by way of a special resolution at the EGM and the new English name together with the new dual foreign name in Chinese of the Company being approved and entered into the register of companies maintained by the Registrar of Companies in the Cayman Islands.

PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE FURTHER AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Change of Company Name, the Board also proposes to amend the amended and restated Memorandum and Articles of Association to reflect the Proposed Change of Company Name. The Proposed Amendments to the Memorandum and Articles of Association and the adoption of the further amended and restated Memorandum and Articles of Association to replace the Company's existing amended and restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the aforesaid amendments shall become effective when the Proposed Change of Company Name takes effect.

A circular containing, among other matters, details of the Proposed Change of Company Name and the Proposed Amendments to the Memorandum and Articles of Association, together with a notice of EGM and the related form of proxy, will be despatched to the Shareholders as soon as practicable. Upon the Proposed Change of Company Name and the change and adoption of the Stock Short Name and the Proposed Amendments to the Memorandum and Articles of Association becoming effective, further announcement(s) will be made by the Company.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “On Time Logistics Holdings Limited” to “YTO Express (International) Holdings Limited” and the dual foreign name of the Company in Chinese from “先達國際物流控股有限公司” to “圓通速遞(國際)控股有限公司”, subject to the conditions of the Proposed Change of Company Name as set out below.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

Following the close of the Offer at 4:00 p.m. on Friday, 1 December 2017 and the subsequent change in the shareholding of the Company, the Directors considered that the Proposed Change of Company Name would more accurately reflect the Company's corporate identity. In addition, the Board is of the view that the Proposed Change of Company Name would benefit the future development of the Company and provide it with a fresh corporate image. The Board considers the Proposed Change of Company Name will benefit the Company and is in the interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is conditional on the following:

- (a) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies of the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of all the conditions set out above, the Proposed Change of Company Name will take effect from the date on which Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name confirming the new name has been registered. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under the Companies Ordinance.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and/or its financial position. All existing share certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of securities for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE FURTHER AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of Company Name, the Board also proposes to amend the Memorandum and Articles of Association to reflect the Proposed Change of Company Name. The Proposed Amendments to the Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the aforesaid amendments shall become effective when the Proposed Change of Company Name takes effect.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Proposed Change of Company Name and Proposed Amendments to the Memorandum and Articles of Association. A circular containing, among other things, details of the Proposed Change of Company Name and the Proposed Amendments to the Memorandum and Articles of Association together with a notice of EGM and the related form of proxy will be despatched to the Shareholders as soon as practicable.

The Company will make further announcement(s) as and when appropriate on the results of the EGM and the effective date of the Proposed Change of Company Name and the Proposed Amendments to the Memorandum and Articles of Association.

As none of the Shareholders have a material interest in the Proposed Change of Company Name and the Proposed Amendments to the Memorandum and Articles of Association, no Shareholders will be required to abstain from voting to approve on the proposed resolutions.

DEFINITIONS

“Board”	the board of Director(s) of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	On Time Logistics Holdings Limited (先達國際物流控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 6123)
“Director(s)”	director(s) of the Company

“EGM”	the extraordinary general meeting of the Company to be held for the Shareholders to consider and if thought fit, approve, among other things, the Proposed Change of Company Name and the Proposed Amendments to the Memorandum and Articles of Association
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company, as amended from time to time
“Offer”	the unconditional mandatory cash offer made by Haitong International Securities Company Limited on behalf of the Offeror to acquire all the Share(s) in issue and to cancel all the share options granted or to be granted by the Company, other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it in accordance with the Hong Kong Code on Takeovers and Mergers
“Offeror”	YTO Global Holdings Limited, a company incorporated in Hong Kong with limited liability
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments to the Memorandum and Articles of Association”	the proposed amendments to the Memorandum and Articles of Association, details of which are set out in the section headed “Proposed Amendments to the Amended and Restated Memorandum and Articles of Association and Adoption of the Further amended and Restated Memorandum and Articles of Association” in this announcement

“Proposed Change of Company Name”	the proposed change of the English name of the Company from “On Time Logistics Holdings Limited” to “YTO Express (International) Holdings Limited” and the dual foreign name of the Company in Chinese “圓通速遞(國際)控股有限公司” be adopted to replace its existing dual foreign name in Chinese “先達國際物流控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.10 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

By order of the Board
On Time Logistics Holdings Limited
先達國際物流控股有限公司
Yu Huijiao
Chairman

Hong Kong, 15 January 2018

As at the date of this announcement, the Board comprises two executive directors, namely, Mr. Lam Chun Chin, Spencer and Mr. Li Xianjun; four non-executive directors, namely Mr. Yu Huijiao, Mr. Su Xiufeng, Mr. Zhu Rui and Mr. Lin Kai; and three independent non-executive directors, namely, Mr. Li Donghui, Mr. Xu Junmin and Mr. Chung Kwok Mo John.