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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in On Time Logistics Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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
(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
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING

Resolution will be proposed at the EGM of On Time Logistics Holdings Limited to be held at Admiralty and The Peak Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 14 February 2018 at 2:30 p.m., to approve the matters referred to in this circular.

The notice convening the EGM together with the form of proxy for use at the EGM are enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, 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 EGM (or any adjournment thereof). Completion and return of the form of proxy will not prevent the Shareholders from attending and voting in person at the EGM (or any adjournment thereof) should they so wish.

22 January 2018

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DEFINITIONS

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

“Board”	the board of Director(s) of the Company
“Cayman Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended from time to time
“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 at Admiralty and The Peak Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 14 February 2018 at 2:30 p.m. to approve the resolution contained in the notice of Extraordinary General Meeting which is set out on pages 7 to 9 of this circular
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company, as amended from time to time

DEFINITIONS

“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 circular 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 circular
“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



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)

Executive Directors:

Mr. Lam Chun Chin, Spencer

Mr. Li Xianjun

Non-executive Directors:

Mr. Yu Huijiao

Mr. Su Xiufeng

Mr. Zhu Rui

Mr. Lin Kai

Independent Non-executive Directors:

Mr. Li Donghui

Mr. Xu Junmin

Mr. Chung Kwok Mo John

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and Principal Place of
Business in Hong Kong:*

Unit 18, 1st Floor, Sino Industrial Plaza

9 Kai Cheung Road

Kowloon Bay

Hong Kong

22 January 2018

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED CHANGE OF COMPANY NAME
(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
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 15 January 2018 in relation to the Proposed Change of Company Name and the Proposed Amendments to the Memorandum and Articles of Association.

The purpose of this circular is to provide you with, among other things, further details of (i) the Proposed Change of Company Name; (ii) the Proposed Amendments to the Memorandum and Articles of Association; and (iii) the notice of the EGM.

LETTER FROM THE BOARD

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.

LETTER FROM THE BOARD

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.

The full text of the special resolution containing the Proposed Amendments to the Memorandum and Articles of Association and such proposed amendments and adoption is set out in the notice of EGM on pages 7 to 9 of this circular.

EGM

The Proposed Change of Company Name and the Proposed Amendments to the Memorandum and Articles of Association are to be considered and approved, if thought fit, by the Shareholders in the EGM to be held on Wednesday, 14 February 2018.

The notice convening the EGM together with the form of proxy for use at the EGM are enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, 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 EGM (or any adjournment thereof). Completion and return of the form of proxy will not prevent the Shareholders from attending and voting in person at the EGM (or any adjournment thereof) should they so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 8 February 2018 to Wednesday, 14 February 2018 (both dates inclusive), for the purpose of determining the Shareholders' eligibility to attend and vote at the EGM to be held on Wednesday, 14 February 2018, and during which no transfer of Shares will be effected. In order to qualify for attendance of the EGM to be held on Wednesday, 14 February 2018 at 2:30 p.m., all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 7 February 2018.

VOTING BY WAY OF POLL

The resolution set out in the notice of the EGM shall be taken by poll in accordance with the Listing Rules and the Memorandum and Articles of Association. The chairman of the EGM would explain the detailed procedures for voting by way of a poll in the EGM.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the resolution in relation to the Proposed Change of Company Name and the Proposed Amendments to the Memorandum and Articles of Association as set out in the notice of the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of the resolution to be proposed at the EGM.

GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the Proposed Amendments to the Memorandum and Articles of Association, and the new stock short names of the Company for trading on the Stock Exchange as and when appropriate.

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.

Yours faithfully,
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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of On Time Logistics Holdings Limited (the “Company”) will be held at Admiralty and The Peak Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 14 February 2018 at 2:30 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

1. “THAT:
 - (a) subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be changed 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” and any one director of the Company be and is hereby authorized to do all such acts, deeds and things and execute all documents he or she may, in his or her absolute discretion, consider necessary or expedient to give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company;
 - (b) subject to and conditional upon approval to be granted and the new name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands, the Memorandum and Articles of Association of the Company be amended by replacing all references to On Time Logistics Holdings Limited with YTO Express (International) Holdings Limited to reflect the name change of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) subject to and conditional upon approval to be granted and the new name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands;
- (i) the existing amended and restated Memorandum of Association of the Company be and is hereby amended by deleting the existing paragraph 1 in its entirety and substituting therefor the following new paragraph 1:
- “1. The name of the Company is YTO Express (International) Holdings Limited and its dual foreign name is 圓通速遞(國際)控股有限公司”
- (ii) the existing amended and restated Articles of Association of the Company be and are hereby amended by deleting the existing definition of “Company” in Article 2 in its entirety and substituting therefor the following new paragraph:
- “Company” YTO Express (International) Holdings Limited
圓通速遞(國際)控股有限公司
- (d) the further amended and restated Memorandum of Association and Articles of the Company having consolidated all previous amendments passed by the shareholders of the Company at general meetings and the proposed amendments referred to in the above and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of all the existing Company’s amended and restated Memorandum of Association and Articles of Association with immediate effect after the close of this meeting and that any one director of the Company be and is hereby authorised to do all such acts, deeds, and things and execute all documents he or she may, in his or her absolute discretion, deem fit, to effect and implement the adoption thereof.”

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, 22 January 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered Office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarters and Principal Place of
Business in Hong Kong:
Unit 18, 1st Floor, Sino Industrial Plaza
9 Kai Cheung Road
Kowloon Bay
Hong Kong

As at the date of this notice, 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.

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the above meeting (or at any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and vote instead of him. The Member who is holder of two or more shares of the Company may appoint more than one proxy to represent him on vote on his behalf at the EGM. A proxy need not be the Member but must attend the EGM in person to represent you.
2. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy by a notary public of that power or authority), must be deposited at Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes.
4. The registers of members of the Company will be closed from Thursday, 8 February 2018 to Wednesday, 14 February 2018 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Wednesday, 7 February 2018.
5. The resolution set out in this notice shall be decided by way of poll.