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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

References are made to the announcements of On Time Logistics Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) dated 7 November 2016, 7 December 2016, 6 January 2017, 25 January 2017, 27 February 2017, 27 March 2017 and 21 April 2017 made pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). This announcement is made by the Company pursuant to Rule 3.8 of the Takeovers Code.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The board of directors of the Company wishes to announce that:

- (a) on 3 April 2017, 74,000 new shares of the Company (the “**Share(s)**”) were allotted and issued due to the exercise of 74,000 options (the “**Share Options**”) granted pursuant to the share option scheme (the “**Share Option Scheme**”) adopted on 21 June 2014 at the exercise price of HK\$1.65;
- (b) on 6 April 2017, 176,000 new Shares were allotted and issued due to the exercise of 176,000 Shares Options at the exercise price of HK\$1.65;
- (c) on 19 April 2017, 90,000 new Shares were allotted and issued due to the exercise of 90,000 Shares Options at the exercise price of HK\$1.65;

- (d) on 21 April 2017, 130,000 new Shares were allotted and issued due to the exercise of 130,000 Shares Options at the exercise price of HK\$1.65;
- (e) on 24 April 2017, 102,000 new Shares were allotted and issued due to the exercise of 102,000 Shares Options at the exercise price of HK\$1.65; and
- (f) on 28 April 2017, 88,000 new Shares were allotted and issued due to the exercise of 88,000 Shares Options at the exercise price of HK\$1.65.

Details of all classes of “relevant securities” (as defined in note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue as at the date of this announcement are as follows:

- (a) a total of 413,464,000 Shares of the Company are in issue; and
- (b) a total of 2,122,000 outstanding Share Options granted under the Share Option Scheme with rights to subscribe for a total of 2,122,000 new Shares.

As at the date of this announcement, save as disclosed above, the Company has no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

As required under Rule 3.8 of the Takeovers Code, associates (as defined under the Takeovers Code and including a person who owns or controls 5% or more of any class of relevant securities) of the Company and the offeror (within the meaning of the Takeovers Code) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates (as defined under the Takeovers Code) and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates (as defined under the Takeovers Code) and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Shareholders, bondholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
On Time Logistics Holdings Limited
先達國際物流控股有限公司
LAM Chun Chin, Spencer
Chairman & Chief Executive Officer

Hong Kong, 2 May 2017

As at the date of this announcement, the Board comprises five executive directors, namely, Mr. LAM Chun Chin, Spencer, Mr. Hartmut Ludwig HAENISCH, Ms. CHEUNG Ching Wa, Camy, Ms. WONG Pui Wah and Mr. Dennis Ronald DE WIT; and three independent non-executive directors, namely, Mr. POON Ka Lee, Barry, Mr. NG Wai Hung and Mr. WONG See Ho.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.