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**YTO Express Group Co., Ltd.**  
*(A joint stock limited liability company  
incorporated in the People's Republic of China)*  
**(SSE Stock Code: 600233)**



**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)**

## **JOINT ANNOUNCEMENT**

### **UPDATE ON THE POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER BY HAITONG INTERNATIONAL SECURITIES COMPANY LIMITED ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF, AND CANCEL ALL OUTSTANDING OPTIONS IN ON TIME LOGISTICS HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

Reference is made to the joint announcements (the “**Joint Announcements**”) issued by On Time Logistics Holdings Limited (the “**Company**”) and YTO Express Group Co., Ltd. (the “**Offeror**”) on 8 May 2017, 29 May 2017, 29 June 2017 and 19 July 2017 in relation to, among other things, the SPA and the Offers. Unless otherwise stated, terms used in this announcement shall have the same meanings as those ascribed to them in the Joint Announcements.

The respective board of the Company and the Offeror wishes to update its shareholders and potential investors on further developments in relation to the Offers.

As disclosed in the Joint Announcements, the making of the Offers is conditional on Completion, which is conditional upon fulfillment of the Conditions, among which, the Offeror shall complete all necessary Foreign Exchange Approvals.

On 10 August 2017, the Offeror received a notification from the development and reform authorities and the competent local counterparts of MOFCOM that the filing, registration and notifications procedures in respect of the preparation of the Foreign Exchange Approvals have been completed. The Offeror is in the course of liaising with the relevant qualified banks for preparation of applications to be submitted to the relevant foreign exchange authorities (i.e. the State Administration of Foreign Exchange) for the Foreign Exchange Approvals, and it is expected that the relevant applications will be submitted within three weeks from the date of this announcement. The Offeror has yet to obtain all necessary Foreign Exchange Approvals.

Completion is expected to take place on the tenth Business Day following the fulfilment (or waiver) of the Conditions (or such other date as the Offeror and the Vendors may agree in writing).

The respective boards of the Company and the Offeror will continue to closely monitor and keep their respective shareholders and potential investors updated with any further material developments in relation to the Offers.

**WARNING: THE OFFERS WILL ONLY BE MADE IF COMPLETION TAKES PLACE. COMPLETION IS SUBJECT TO FULFILLMENT AND/OR WAIVER, AS APPLICABLE, OF THE CONDITIONS CONTAINED IN THE SPA. ACCORDINGLY, THE OFFERS MAY OR MAY NOT BE MADE. THE ISSUE OF THIS JOINT ANNOUNCEMENT DOES NOT IN ANY WAY IMPLY THAT THE OFFERS WILL BE MADE. SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE EXTREME CAUTION WHEN DEALING IN THE RELEVANT SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT A LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.**

By order of the board of  
**YTO Express Group Co., Ltd.**  
**YU Huijiao**  
*Chairman and President*

By order of the Board of  
**On Time Logistics Holdings Limited**  
**LAM Chun Chin, Spencer**  
*Chairman & Chief Executive Officer*

Hong Kong, 10 August 2017

*As at the date of this joint 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.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it (excluding Mr. Lam and Mr. Haenisch)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omissions of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of YTO Express Group Co., Ltd. are Yu Huijiao, Zhang Xiaojuan, Yu Zhixian, Zhang Yizhong, Pan Shuimiao, Tong Wenhong, Yuan Yaohui, Chen Guogang and He Weiping. The directors of YTO Express Group Co., Ltd. accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.*