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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 13.09 OF THE LISTING RULES, RULE 3.7 OF THE TAKEOVERS CODE AND INSIDE INFORMATION PROVISIONS UNDER THE SECURITIES AND FUTURES ORDINANCE

This announcement is made by On Time Logistics Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE MEMORANDUM OF UNDERSTANDING

The Company was informed by the controlling shareholders of the Company, namely Golden Strike International Limited (“**Lam Investco**”) (a company which is interested in approximately 46.5% of the total issued share capital of the Company and beneficially owned as to 100% by Mr. Lam Chun Chin, Spencer (“**Mr. Lam**”), the Chairman of the board of directors of the Company and an executive director of the Company, as at the date of this announcement), and Polaris International Holdings Limited (“**Haenisch Investco**”, together with Lam Investco, the “**Potential Vendors**”) (a company which is interested in approximately 25.4% of the total issued share capital of the Company and beneficially owned as to 100% by Mr. Hartmut Ludwig Haenisch (“**Mr. Haenisch**”), an executive director of the Company, as at the date of this announcement) that on 27 July 2016 (after trading hours), the

Potential Vendors, Mr. Lam and Mr. Haenisch entered into a memorandum of understanding (the “**MOU**”) with an independent third party as purchaser (the “**Potential Purchaser**”) in respect of a possible sale and purchase of 275,330,900 shares in the Company (representing approximately 66.7% of the total issued share capital of the Company as at the date of this announcement), which, if materialised, may lead to a change in control of the Company and a mandatory general offer under the Takeovers Code for all the issued shares of the Company (the “**Share(s)**”) (other than those already owned by or agreed to be acquired by the Potential Purchaser and parties acting in concert with it) (the “**Possible Transaction**”).

No formal and legally binding sale and purchase agreement has been entered into in respect of the Possible Transaction as at the date of this announcement. The discussions are still in progress and the Possible Transaction may or may not proceed.

Save and except for the provisions relating to due diligence, exclusivity, earnest money, confidentiality and announcement, expenses, termination, governing law and counterparts, other provisions of the MOU do not have any legally binding effect.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

DEALING DISCLOSURE

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company comprised 412,804,000 Shares in issue and 2,782,000 options granted pursuant to the share option scheme adopted on 21 June 2014 as at the date of this announcement. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 27 July 2016.

The associates of the Company (including persons having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in any relevant securities of the Company under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“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 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 HK\$1 million.

This dispensation does not alter the obligation of principals, associates 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.”

Warning:

There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders of the Company and public investors are urged to exercise extreme caution when dealing in the Shares and/or other 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, 27 July 2016

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.