

*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.*



## **NINE EXPRESS LIMITED**

**九號運通有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 0009)**

### **MAJOR TRANSACTION**

#### **(1) SUPPLEMENTAL AGREEMENT TO THE SUBSCRIPTION AGREEMENT IN RESPECT OF THE DEEMED DISPOSAL OF EQUITY INTEREST IN CHEUNG WO (HUNAN) PROPERTY LIMITED; AND (2) FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of Nine Express Limited (the “**Company**”) dated 5 August 2016 (the “**Announcement**”) in relation to the subscription agreement dated 5 August 2016 (the “**Subscription Agreement**”) entered into between Cheung Wo (Hunan) Property Limited (the “**Cheung Wo (Hunan)**”), a wholly owned subsidiary of the Company, and Silver Ridge International Limited (the “**Subscriber**”), pursuant to which, the Subscriber agreed to subscribe for and Cheung Wo (Hunan) agreed to allot and issue 63 shares of Cheung Wo (Hunan) (the “**Proposed Subscription**”), representing 63% of the issued share capital of Cheung Wo (Hunan) immediately after the Proposed Subscription, at the subscription price of HK\$200,000,000. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

#### **SUPPLEMENTAL AGREEMENT**

The Board announces that after trading hours on 26 September 2016, Cheung Wo (Hunan) and the Subscriber entered into the supplemental agreement to the Subscription Agreement (the “**Supplemental Agreement**”), pursuant to which the parties agreed that with effect from and on the date of the Supplemental Agreement:

(1) the Condition Precedent (ix) as disclosed in the Announcement has been revised as:

“(ix) the completion of the assignment of all inter-company loans together with accrued interest and other sums payable thereon due by any members of the Cheung Wo (Hunan) Group to any members of the Group (excluding the Cheung Wo (Hunan) Group), including, without

limitation, the inter-company loans (i) in the amount of approximately HK\$1,340,152,936 as at 30 June 2016 (after taking into account the capitalised interest of approximately HK\$45,865,480) (subject to change from time to time) due by Cheung Wo (Hunan) to the Company; and (ii) in the amount of RMB30,000,000 due by Hunan Jiuhua International City Development Construction Company Limited\* (湖南九華國際新城開發建設有限公司), a subsidiary of Cheung Wo (Hunan), to Chengdu Zhongfa Huanghe Industrial Company Limited\* (成都中發黃河實業有限公司), a subsidiary of the Company;”;

- (2) the Long Stop Date has been extended from 31 October 2016 to 31 December 2016 (or such other dates as may be agreed by Cheung Wo (Hunan) and the Subscriber); and
- (3) some additional items have been added into the deliverables on Completion.

Save for the above, all other terms and conditions of the Subscription Agreement as disclosed in the Announcement shall remain in full force and effect.

### **FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of the Company dated 26 August 2016 (the “**Delay Announcement**”).

As disclosed in the Delay Announcement, the Circular containing, among other things, (a) details of the Transaction, (b) a notice of the SGM and a form of proxy, and (c) other information required to be disclosed under the Listing Rules, is expected to be despatched to the Shareholders on or before 26 September 2016.

As additional time is required to prepare and finalise certain information to be included in the Circular, including but not limited to, the statement of indebtedness, the date of despatch of the Circular will be further postponed to a date on or before 25 October 2016.

By Order of the Board  
**Nine Express Limited**  
**WAN PEIZHONG**  
*Chairman*

Hong Kong, 26 September 2016

*As at the date of this announcement, the Board comprises ten Directors. The executive Directors are Mr. Wan Peizhong (Chairman), Mr. Xiang Junjie (Chief Executive Officer), Mr. Tai Yat Chung, Mr. Li Wenjun, Mr. Zhong Yingchang and Mr. Ji Jianguo; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum, Mr. Chiu Sin Nang, Kenny and Mr. Gao Hong.*

\* for identification purpose only