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**China Logistics Property Holdings Co., Ltd**  
**中國物流資產控股有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1589)

- (1) RESULTS OF THE EXCHANGE OFFER FOR THE COMPANY'S  
OUTSTANDING 8.75% SENIOR NOTES DUE 2021  
(ISIN: XS2055798263)**
- (2) ISSUANCE OF US\$150,000,000 8.75% SENIOR NOTES DUE 2022**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Part XIVA of the Securities Futures Ordinance (Cap. 571 of the laws of Hong Kong). Reference is made to the announcement of the Company dated 5 November 2020 (the "Announcement") in relation to the Exchange Offer.

The Exchange Offer expired at 4:00 p.m., London time, on 13 November 2020. The Company hereby informs Eligible Holders that, as at the Exchange Expiration Deadline, US\$161,365,000 of the Existing Notes, representing approximately 99.32% of the total aggregate principal amount of the outstanding Existing Notes, had been validly tendered for exchange. As a result, the aggregate principal amount of the New Notes to be issued, including the Capitalized Interest, in exchange for the Existing Notes validly tendered, would have been US\$163,441,000, which is greater than the Maximum Issuance Amount of US\$150,000,000. Thus, the Company has accepted tenders of Existing Notes for exchange on a proration factor of 91.7152% such that the aggregate principal amount of New Notes to be issued, including the Capitalized Interest, in exchange for the Existing Notes is equal to the Maximum Issuance Amount. The Company has elected to accept such exchange of Existing Notes in full where application of proration would otherwise have resulted in either (i) the Company accepting Existing Notes from any Eligible Holder in a principal amount of less than US\$200,000 or (ii) the principal amount of Existing Notes not exchanged due to pro rata application being less than US\$200,000. All Existing Notes not accepted as a result of proration will be returned to Eligible Holders. With respect to the Existing Notes submitted for exchange, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer, Eligible Holders of the Existing Notes validly accepted and exchanged in the Exchange Offer will receive the Exchange Consideration on the Settlement Date. Subject to completion of the Exchange Offer, the Company will issue an aggregate principal amount of US\$150,000,000 of the New Notes pursuant to the Exchange Offer.

Approval in-principle has been received from the SGX-ST for the listing and quotation of the New Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. Approval in-principle from, admission to the Official List of, and the listing and quotation of the New Notes on, the SGX-ST are not to be taken as an indication of the merits of the Exchange Offer, the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors or any of their respective subsidiaries or associated companies, the New Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees. No listing of the New Notes has been sought in Hong Kong.

**The issue of the New Notes is subject to completion. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong).

Reference is made to the announcement of the Company dated 5 November 2020 (the “**Announcement**”) in relation to the Exchange Offer. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Announcement. All announcements and documents relating to the Exchange Offer can be found on the Exchange Website: <https://bonds.morrowsodali.com/cnlp>.

## **RESULTS OF THE EXCHANGE OFFER FOR THE EXISTING NOTES**

The Exchange Offer expired at 4:00 p.m., London time, on 13 November 2020. The Company hereby informs Eligible Holders that, as at the Exchange Expiration Deadline, US\$161,365,000 of the Existing Notes, representing approximately 99.32% of the total aggregate principal amount of the outstanding Existing Notes, had been validly tendered for exchange. As a result, the aggregate principal amount of the New Notes to be issued, including the Capitalized Interest, in exchange for the Existing Notes validly tendered, would have been US\$163,441,000, which is greater than the Maximum Issuance Amount of US\$150,000,000. Thus, the Company has accepted tenders of Existing Notes for exchange on a proration factor of 91.7152% such that the aggregate principal amount of New Notes to be issued, including the Capitalized Interest, in exchange for the Existing Notes is equal to the Maximum Issuance Amount. The Company has elected to accept such exchange of Existing Notes in full where application of proration would otherwise have resulted in either (i) the Company accepting Existing Notes from any Eligible Holder in a principal amount of less than US\$200,000 or (ii) the principal amount of Existing Notes not exchanged due to pro rata application being less than US\$200,000. All Existing Notes not accepted as a result of proration will be returned to Eligible Holders. With respect to the Existing Notes submitted for exchange, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer, Eligible Holders of the Existing Notes validly accepted and exchanged in the Exchange Offer will receive the Exchange Consideration on the Settlement Date. Subject to completion of the Exchange Offer, the Company will issue an aggregate principal amount of US\$150,000,000 of the New Notes pursuant to the Exchange Offer.

## **PRINCIPAL TERMS OF THE NEW NOTES**

### **Offering Size**

Subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer, the Company will issue an aggregate principal amount of US\$150,000,000 of the New Notes pursuant to the Exchange Offer, which will mature on 18 November 2022 unless earlier redeemed pursuant to the terms thereof.

## **Conditions Precedent**

The Exchange Offer is conditional upon the following:

- there being no material adverse change in the market from the date of the Exchange Offer Memorandum to the Settlement Date;
- an affirmative determination by the Company that accepting the exchanges, paying the Exchange Consideration and effecting the transactions contemplated thereby are in the Company's best interests; and
- the satisfaction of the other conditions described in the Exchange Offer Memorandum.

## **Interest Rate**

The New Notes will bear interest from and including 18 November 2020 at the rate of 8.75% per annum, payable semi-annually in arrears on 18 May and 18 November each year.

## **Ranking of the New Notes**

The New Notes are general obligations of the Company and will be (1) senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the New Notes; (2) pari passu in right of payment with all other unsecured, unsubordinated indebtedness of the Company (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law); (3) guaranteed by the Subsidiary Guarantors on a senior basis, subject to certain limitations; (4) effectively subordinated to any existing and future obligations of the Company that are secured by the property or assets that do not secure the New Notes, to the extent of the value of the property or assets securing such obligations; and (5) effectively subordinated to all existing and future obligations of the Non-Guarantor Subsidiaries.

## **Events of Default**

The events of default under the New Notes include:

- (a) default in the payment of principal of (or premium, if any, on) the New Notes when the same becomes due and payable at maturity, upon acceleration, redemption or otherwise;
- (b) default in the payment of interest on any New Note when the same becomes due and payable, and such default continues for a period of 30 consecutive days;

- (c) default in the performance or breach of the provisions of the covenants relating to consolidation, merger and sale of assets, or the failure by the Company to make or consummate an offer to purchase in the manner prescribed by the terms of the Indenture;
- (d) the Company or any restricted subsidiary defaults in the performance of or breaches any other covenant or agreement in the Indenture or under the New Notes (other than a default specified in clause (a), (b) or (c) above) and such default or breach continues for a period of 30 consecutive days after written notice to the Company by the Trustee or the holders of 25% or more in aggregate principal amount of the New Notes then outstanding or by the Trustee at the direction of such holders;
- (e) there occurs with respect to any indebtedness of the Company or any restricted subsidiary having an outstanding principal amount of US\$15.0 million (or the dollar equivalent thereof) or more in the aggregate for all such indebtedness of all such persons, whether such indebtedness now exists or shall hereafter be created, (A) an event of default that has caused the holder thereof to declare such indebtedness to be due and payable prior to its stated maturity and/or (B) the failure to make a principal payment when due;
- (f) one or more final judgments or orders for the payment of money are rendered against the Company or any restricted subsidiary and are not paid or discharged, and there is a period of 60 consecutive days following entry of the final judgment or order that causes the aggregate amount for all such final judgments or orders outstanding and not paid or discharged against all such persons to exceed US\$15.0 million (or the dollar equivalent thereof) (in excess of amounts which the Company's insurance carriers have unconditionally agreed to pay under applicable policies) during which a stay of enforcement, by reason of a pending appeal or otherwise, is not in effect;
- (g) an involuntary case or other proceeding is commenced against the Company or any significant restricted subsidiary with respect to it or its debts under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect seeking the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any significant restricted subsidiary or for any substantial part of the property and assets of the Company or any significant restricted subsidiary and such involuntary case or other proceeding remains undismissed and unstayed for a period of 60 consecutive days; or an order for relief is entered against the Company or any significant restricted subsidiary under any applicable bankruptcy, insolvency or other similar law as now or hereafter in effect;

- (h) the Company or any significant restricted subsidiary (i) commences a voluntary case under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect, or consents to the entry of an order for relief in an involuntary case under any such law, (ii) consents to the appointment of or taking possession by a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any significant restricted subsidiary or for all or substantially all of the property and assets of the Company or any significant restricted subsidiary or (iii) effects any general assignment for the benefit of creditors (other than, in each case under (ii), any of the foregoing that arises from any solvent liquidation or restructuring of a significant restricted subsidiary in the ordinary course of business that shall result in the net assets of such significant restricted subsidiary being transferred to or otherwise vested in the Company or any other restricted subsidiary on a pro rata basis or on a basis more favourable to the Company); and
- (i) any Subsidiary Guarantor or JV Subsidiary Guarantor denies or disaffirms its obligations under its Subsidiary Guarantee or JV Subsidiary Guarantee or, except as permitted by the Indenture, any Subsidiary Guarantee or JV Subsidiary Guarantee is determined to be unenforceable or invalid or shall for any reason cease to be in full force and effect.

If an event of default (other than an event of default specified in clause (g) or (h) above) occurs and is continuing under the Indenture, the holders of at least 25% in aggregate principal amount of the New Notes then outstanding, by written notice to the Company (and to the Trustee if such notice is given by the holders), may, and the Trustee at the written request of such holders shall (subject to the Trustee being indemnified and/or secured to its satisfaction) declare the principal of, premium, if any, and accrued and unpaid interest on the New Notes to be immediately due and payable. Upon a declaration of acceleration, such principal of, premium, if any, and accrued and unpaid interest shall be immediately due and payable. If an event of default specified in clause (g) or (h) above occurs with respect to the Company or any significant restricted subsidiary, the principal of, premium, if any, and accrued and unpaid interest on the New Notes then outstanding shall automatically become and be immediately due and payable without any declaration or other act on the part of the Trustee or any holder of the New Notes.

## **Covenants**

The New Notes and the Indenture will limit the Company's ability and the ability of its restricted subsidiaries to, among other things:

- (a) incur or guarantee additional indebtedness and issue disqualified or preferred stock;
- (b) declare dividends on its capital stock or purchase or redeem capital stock;

- (c) make investments or other specified restricted payments;
- (d) create liens;
- (e) create encumbrance or restriction on the restricted subsidiaries' ability to pay dividends, pay indebtedness, transfer assets or make intercompany loans;
- (f) issue or sell capital stock of restricted subsidiaries;
- (g) guarantee indebtedness of certain of its subsidiaries;
- (h) sell assets;
- (i) enter into sale and leaseback transactions;
- (j) enter into transactions with shareholders or affiliates;
- (k) engage in any business other than a permitted business; and
- (l) effect a consolidation or merger.

### **Optional Redemption**

The New Notes may be redeemed in the following circumstances:

- (1) At any time and prior to 18 November 2021, the Company may at its option redeem the New Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the New Notes plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.
- (2) At any time prior to 18 November 2022, the Company may redeem up to 35% of the aggregate principal amount of the New Notes with the net cash proceeds of one or more sales of its common stock in an equity offering at a redemption price of 108.75% of the principal amount of the New Notes redeemed, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the New Notes originally issued remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

- (3) On or after 18 November 2021, the Company may at its option redeem the New notes, in whole or in part, at the redemption prices set forth below plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the periods indicated below.

<b>Period</b>	<b>Redemption Price</b>
On or after 18 November 2021 but prior to 18 May 2022	104.3750%
On or after 18 May 2022	102.1875%

## **INFORMATION OF THE COMPANY**

The Company is an investment holding company and the Group is principally engaged in the development and leasing of storage facilities and related management services in the PRC.

## **LISTING OF THE NEW NOTES**

Approval in-principle has been received from the SGX-ST for the listing and quotation of the New Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. Approval in-principle from, admission to the Official List of, and the listing and quotation of the New Notes on, the SGX-ST are not to be taken as an indication of the merits of the Exchange Offer, the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors or any of their respective subsidiaries or associated companies, the New Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees. No listing of the New Notes has been sought in Hong Kong.

**The issue of the New Notes is subject to completion. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.**

**Shareholders, holders of the Existing Notes and potential investors should note that completion of the Exchange Offer remains subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer as set forth in the Exchange Offer Memorandum and summarised in this announcement. No assurance can be given that the Exchange Offer will be completed and the Company reserves the right to amend, withdraw or terminate the Exchange Offer with or without conditions.**



**The Company may, at its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer. As the Exchange Offer may or may not proceed or complete, holders of the Existing Notes and potential investors should exercise caution when dealing in the Existing Notes.**

**The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. This announcement is provided to you because you are a non-U.S. person outside the United States in accordance with Regulation S.**

**IMPORTANT NOTICE — THE EXCHANGE OFFER IS AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (AS DEFINED UNDER REGULATION S) AND ARE OUTSIDE THE UNITED STATES. U.S. PERSONS (AS DEFINED UNDER REGULATION S), PERSONS ACTING FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER THE EXISTING NOTES IN THE EXCHANGE OFFER.**

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Indenture”	the indenture proposed to be entered into between the Company, the Subsidiary Guarantors and the Trustee, that specifies the terms of the New Notes including the interest rate of the New Notes and maturity date;
“JV Subsidiary Guarantees”	limited-recourse guarantees given by the JV Subsidiary Guarantors on the New Notes;
“JV Subsidiary Guarantor”	each subsidiary of the Company which in the future provides a JV Subsidiary Guarantee;
“Non-Guarantor Subsidiaries”	certain subsidiaries of the Company which do not provide Subsidiary Guarantees or JV Subsidiary Guarantees for the New Notes;

“Subsidiary Guarantees”	the guarantee(s) provided by the Subsidiary Guarantors;
“Subsidiary Guarantors”	certain existing subsidiaries of the Company providing guarantees for the New Notes; and
“Trustee”	Citicorp International Limited.

By order of the Board  
**China Logistics Property Holdings Co., Ltd**  
中國物流資產控股有限公司  
**Li Shifa**  
*Chairman*

Hong Kong, 16 November 2020

*As at the date of this announcement, Mr. Li Shifa, Mr. Wu Guolin, Ms. Li Huifang, Mr. Chen Runfu, Mr. Cheuk Shun Wah, Ms. Shi Lianghua and Mr. Xie Xiangdong are the executive directors, Mr. Huang Xufeng, Ms. Li Qing and Mr. Fu Bing are the non-executive directors, and Mr. Guo Jingbin, Mr. Fung Ching Simon, Mr. Wang Tianye, Mr. Leung Chi Ching Frederick and Mr. Chen Yaomin are the independent non-executive directors of the Company.*