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Kerry Logistics
Network Limited
嘉里物流聯網有限公司

(Incorporated in the British Virgin Islands and continued into Bermuda
as an exempted company with limited liability)

Stock Code 636

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Kerry Logistics Network Limited (the “Company”) will be held at Orchid Room, Lower Level II, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 3:15 p.m. on Wednesday, 26 May 2021 (or as soon thereafter as the annual general meeting of the Company to be held at the same place and on the same date at 2:30 p.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 3 May 2021 of which this notice forms part (the “Circular”).

ORDINARY RESOLUTIONS

1. **“THAT** the transactions contemplated under the Warehouses Sale Agreement (a copy of the agreement marked “A” and initialled by the chairman of the SGM for the purpose of identification is produced to the SGM) and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the Warehouses Sale Agreement be and are hereby approved, and the directors of the Company be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the Warehouses Sale Agreement and the transactions contemplated thereunder.”
2. **“THAT** the transactions contemplated under each of the Warehouses Management Agreements (copies of the agreements marked “B1” to “B9” and initialled by the chairman of the SGM for the purpose of identification are produced to the SGM) and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the Warehouses Management Agreements be and are hereby approved, and the directors of the Company be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the Warehouses Management Agreements and the transactions contemplated thereunder.”

3. **"THAT** the transactions contemplated under the Taiwan Business Sale Agreement (a copy of the agreement marked "C" and initialled by the chairman of the SGM for the purpose of identification is produced to the SGM) and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the Taiwan Business Sale Agreement be and are hereby approved and the directors of the Company be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the Taiwan Business Sale Agreement and the transactions contemplated thereunder."
4. **"THAT** the transactions contemplated under each of the Brand Licence Agreements (copies of the agreements marked "D1" and "D2" and initialled by the chairman of the SGM for the purpose of identification are produced to the SGM) and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the Brand Licence Agreements be and are hereby approved and the directors of the Company be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the Brand Licence Agreements and the transactions contemplated thereunder."
5. **"THAT** the transactions contemplated under the Shareholders' Agreement (a copy of the agreement marked "E" and initialled by the chairman of the SGM for the purpose of identification is produced to the SGM) and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the Shareholders' Agreement be and are hereby approved and the directors of the Company be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the Shareholders' Agreement and the transactions contemplated thereunder."
6. **"THAT** the transactions contemplated under the Framework Services Agreement (a copy of the agreement marked "F" and initialled by the chairman of the SGM for the purpose of identification is produced to the SGM) and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to or incidental to the Framework Services Agreement be and are hereby approved and the directors of the Company be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the Framework Services Agreement and the transactions contemplated thereunder."

SPECIAL RESOLUTION

7. “**THAT** the amended and restated Bye-laws (a copy of the document marked “G” and initialled by the chairman of the SGM for the purpose of identification is produced to the SGM) be and are hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company and with effect from the Effective Time.”

By Order of the Board
Kerry Logistics Network Limited
LEE Pui Nee
Company Secretary

Hong Kong, 3 May 2021

*Corporate Headquarters and
Principal Place of Business in Hong Kong:*
16/F, Kerry Cargo Centre
55 Wing Kei Road
Kwai Chung
New Territories
Hong Kong

Notes:

1. Considering the COVID-19 pandemic, certain measures will be implemented at the SGM with a view to minimising the risk of infection to attendees, including, without limitation: (a) compulsory body temperature screening/checks; (b) compulsory health declaration; (c) compulsory wearing of surgical face mask – no mask will be provided at the venue; (d) no admission of attendees who are subject to quarantine prescribed by the Department of Health of Hong Kong; (e) designated seating arrangements to ensure social distancing; and (f) no provision of refreshments or drinks and no corporate gift will be distributed.

The Company reminds attendees that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances.

Subject to the development of the COVID-19 pandemic situation, the Company will continue to monitor the situation and may implement additional measures at short notice which will be announced closer to the date of the SGM.

2. Every member entitled to attend and vote at the SGM (or at any adjournment thereof) is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
3. Where there are joint holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company (the “Registers of Members”) in respect of such share will alone be entitled to vote in respect thereof.
4. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM, i.e. by no later than 3:15 p.m. on Monday, 24 May 2021. Completion and return of the form of proxy will not preclude a member from attending the SGM and voting in person if he so wishes.
5. The Registers of Members will be closed from Friday, 21 May 2021 to Wednesday, 26 May 2021, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the above address before 4:30 p.m. on Thursday, 20 May 2021.
6. All the resolutions set out in this notice shall be decided by poll.
7. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 6:00 a.m. on the date of the SGM, then the SGM will be postponed and the Shareholders will be informed of the date, time and venue of the rescheduled SGM by a supplementary notice posted on the websites of the Company and the Stock Exchange.
8. The SGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. The Shareholders should decide on their own whether they would attend the SGM under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this announcement, the Directors of the Company are:

Executive Directors:

Mr KUOK Khoon Hua, Mr MA Wing Kai William, Mr CHEUNG Ping Chuen Vicky and Mr NG Kin Hang

Non-executive Director:

Ms TONG Shao Ming

Independent Non-executive Directors:

Ms KHOO Shulamite N K, Ms WONG Yu Pok Marina, Mr YEO Philip Liat Kok and Mr ZHANG Yi Kevin

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