

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.



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; Debt Securities Stock Code: 5578 and 40004)

ANNOUNCEMENT

**PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,
RULE 13.09 OF THE LISTING RULES AND
THE INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF
THE SECURITIES AND FUTURES ORDINANCE
AND
RESUMPTION OF TRADING**

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

Reference is made to the announcement of the Company dated 26 August 2021 in respect of the trading halt of the shares of the Company (the “**Shares**”) pending the release of an announcement which contains inside information of the Company.

POSSIBLE TRANSACTION

The board of directors of the Company (the “**Board**”) has noted the recent unusual movement in the price and trading volume of the Shares. Having made enquiry with respect to the Company as is reasonable in the circumstances, the Board was informed by Mr. Li Shifa, executive director and substantial shareholder of the Company that, he is in discussion with a potential purchaser (“the “**Potential Purchaser**”) in relation to a possible sale and purchase of approximately 26.38% of the total issued Shares (the “**Possible Transaction**”), which, if materialised, may lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code for all issued shares of the Company (other than those already owned or agreed to be acquired by the Potential Purchaser and the parties acting in concert with it).

As at the date of this announcement, no formal agreements have been entered into by the parties in respect of the Possible Transaction, and the Possible Transaction may or may not proceed.

MONTHLY UPDATE

As at the date of this announcement, the Company has a total issued share capital of 3,474,283,058 shares, and has issued 8.75% senior notes in the principal amount of US\$162,475,000 due 2021 (stock code: 40004), 6.95% convertible bonds in the principal amount of HK\$1,109,000,000 due 2024 (stock code: 5578), 8.75% senior notes in the principal amount of US\$150,000,000 due 2022 (listed in SGX-ST) and 6.95% convertible bonds in the principal amount of HK\$775,050,000 due 2025. Other than 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.

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) should 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 under the Takeovers Code is made. The Company will make further announcement(s) in relation to the Possible Transaction as and when appropriate in accordance with the requirements of the Listing Rules and the Takeovers Code.

DEALING DISCLOSURES

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 26 August 2021.

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code which includes, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are reminded to disclose their dealings in the 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 of an offeror or the offeree company 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 \$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.”

WARNINGS: There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. The Possible Transaction may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

RESUMPTION OF TRADING IN THE SHARES AND THE DEBT SECURITIES

Trading in the Shares (Stock Code: 1589) and the debt securities of the Company (Debt Securities Stock Code: 5578 and 40004) on The Stock Exchange of Hong Kong Limited has been halted with effect from 3:08 p.m. on 26 August 2021 pending the release of this announcement. Application has been made by the Company to The Stock Exchange of Hong Kong Limited for the resumption of trading in the Shares (Stock Code: 1589) and the debt securities of the Company (Debt Securities Stock Code: 5578 and 40004) with effect from 9:00 a.m. on 27 August 2021.

By Order of the Board
China Logistics Property Holdings Co., Ltd
Li Shifa
Chairman

Hong Kong, 26 August 2021

As at the date of this announcement, Mr. Li Shifa, Mr. Wu Guolin, Ms. Li Huifang, Ms. Shi Lianghua, Mr. Xie Xiangdong and Mr. Wu Guozhou are the executive directors, 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.

The Directors 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.