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**JD PROPERTY
GROUP CORPORATION**

(Incorporated in the Cayman Islands with limited liability)



**中国物流资产 CHINA LOGISTICS
PROPERTY HOLDINGS**

**CHINA LOGISTICS PROPERTY
HOLDINGS CO., LTD**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1589)

**HK\$1,109,000,000 6.95%
Convertible Bonds due 2024
(Debt Stock Code: 5578)**

JOINT ANNOUNCEMENT

MONTHLY UPDATE IN RELATION TO

POSSIBLE MANDATORY CONDITIONAL CASH OFFERS BY MERRILL LYNCH (ASIA PACIFIC) LIMITED FOR AND ON BEHALF OF JD PROPERTY GROUP CORPORATION TO ACQUIRE ALL THE ISSUED SHARES AND ALL THE OUTSTANDING CONVERTIBLE BONDS OF CHINA LOGISTICS PROPERTY HOLDINGS CO., LTD (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY JD PROPERTY GROUP CORPORATION AND/OR PARTIES ACTING IN CONCERT WITH IT)

Financial Adviser to JD Property Group Corporation

BofA SECURITIES 

**Financial Adviser to
Yupei International Investment Management Co., Ltd**

 **UBS**

References are made to (i) the announcement jointly issued by China Logistics Property Holdings Co., Ltd (the “**Company**”) and JD Property Group Corporation (the “**Offeror**”) dated 3 September 2021 (the “**Rule 3.5 Announcement**”) in relation to, among other things, the Sale and Purchase Agreement and the Offers; and (ii) the announcement jointly issued by the Company and the Offeror dated 17 September 2021 (the “**Delay in Despatch Announcement**”) in relation to the delay in despatch of the Composite Document. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

As set out in the Delay in Despatch Announcement, as additional time is required for the fulfilment of the Conditions (in particular the Condition set out in paragraph (a) described in the section headed “*Conditions of the Sale and Purchase Agreement*” in the Rule 3.5 Announcement), an application has been made by the Offeror to the Executive pursuant to Rule 8.2 of the Takeovers Code, and the Executive has granted its consent to extend the latest time for the despatch of the Composite Document to (i) the date which is seven (7) days following Completion or (ii) 15 July 2022 (being seven (7) days following Completion if the Conditions are fulfilled or, where applicable, waived on the Long Stop Date), whichever is earlier.

The Company and the Offeror would like to update the Shareholders, Convertible Bond Holders and potential investors of the Company on the status and progress of the Sale and Purchase Agreement. In accordance with the terms of the Sale and Purchase Agreement, Yupei International and the Offeror entered into the Share Charge Agreement on 21 September 2021 and the Deposit was paid by the Offeror to Yupei International on 23 September 2021. In respect of the Condition set out in paragraph (a) described in the section headed “*Conditions of the Sale and Purchase Agreement*” in the Rule 3.5 Announcement, filings in relation to the sale and purchase of the Sale Shares and the Offers have been made to the AML Authority for examination.

The Company and the Offeror would also like to update the Shareholders, Convertible Bond Holders and potential investors of the Company on the holdings of Shares by a party presumed to be acting in concert with the Offeror. As at the date of the Rule 3.5 Announcement and this joint announcement, Mr. Martin Chi Ping LAU (“**Mr. Lau**”), a director of JD, being a presumed party acting in concert with the Offeror, was interested in 4,263,000 Shares, representing approximately 0.12% of the issued share capital of the Company. Taking into account the shareholdings of Mr. Lau, as at the date of this joint announcement, the Offeror and the parties acting in concert with it are interested in an aggregate of 373,786,999 Shares, representing approximately 10.76% of the issued share capital of the Company. Upon Completion (assuming that no Convertible Bonds are converted and that there are no changes to the issued share capital of the Company after the date of this joint announcement), the Offeror and the parties acting in concert with it will be interested in an aggregate of 1,290,274,999 Shares, representing approximately 37.14% of the issued share capital of the Company. Save as disclosed in this joint announcement, all other information disclosed in the Rule 3.5 Announcement remains unchanged.

Further announcement(s) will be jointly made by the Offeror and the Company in accordance with the Listing Rules and the Takeovers Code (as the case may be) in relation to the status and progress in connection with the Sale and Purchase Agreement and the Offers as and when appropriate.

Shareholders, Convertible Bond Holders and/or potential investors of the Company should note that the Offers will only be made if Completion takes place. Completion is conditional upon the fulfilment or, where applicable, waiver of the Conditions. Accordingly, Completion may or may not take place and the Offers may or may not be made. Shareholders, Convertible Bond Holders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares and/or the Convertible Bonds or exercising other rights in respect of any of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of
JD Property Group Corporation
LIU Qiangdong
Chairman

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

Hong Kong, 3 October 2021

As at the date of this joint announcement, the Board comprises Mr. LI Shifa, Mr. WU Guolin, Ms. LI Huifang, Ms. SHI Lianghua, Mr. XIE Xiangdong and Mr. WU Guozhou as the executive Directors; Ms. LI Qing and Mr. FU Bing as the non-executive Directors; and Mr. GUO Jingbin, Mr. FUNG Ching Simon, Mr. WANG Tianye, Mr. LEUNG Chi Ching Frederick and Mr. CHEN Yaomin as the independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are LIU Qiangdong, HU Wei, XU Ran, HE Chengfeng, Ellen Hoi Ying NG and Joseph Raymond GAGNON.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.