
THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this Notice, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in China Logistics Property Holdings Co., Ltd, you should immediately hand this Notice to the purchaser(s) or transferee(s) or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

NOTICE OF COMPULSORY ACQUISITION OF THE SHARES OF CHINA LOGISTICS PROPERTY HOLDINGS CO., LTD

*Incorporated in the Cayman Islands with limited liability (Stock Code: 1589)
(Section 88(1) of the Companies Act (2022 Revision) of the Cayman Islands (the “Companies Act”))*

**Following
a mandatory conditional cash offer by
Merrill Lynch (Asia Pacific) Limited for and on behalf of
JD Property Group Corporation
to acquire all the issued ordinary shares of US\$0.0000625 each in the share
capital of China Logistics Property Holdings Co., Ltd**

To: Holders of Remaining Offer Shares

DEFINED TERMS

Terms used in this Notice have the same meanings as those used in the Composite Document and the Final Closing Date Announcement (each as defined below).

INTRODUCTION

On 3 September 2021, JD Property Group Corporation (the “**Offeror**”) and China Logistics Property Holdings Co., Ltd (the “**Company**”) jointly announced that (i) on 1 September 2021 (after trading hours), the Offeror entered into the Sale and Purchase Agreement with Mr. Li and Yupei International, pursuant to which Yupei International conditionally agreed to sell, and the Offeror conditionally agreed to acquire, 916,488,000 Shares (being all the Shares in which Yupei International had a beneficial interest) which represented approximately 26.38% of the issued share capital of the Company, and (ii) subject to and upon completion of the Sale and Purchase Agreement, Merrill Lynch (Asia Pacific) Limited, for and on behalf of the Offeror, would make mandatory conditional cash offers to acquire all the Offer Shares and all the outstanding Convertible Bonds (other than those already owned or agreed to be acquired by the Offeror and/or parties acting in concert with it).

On 28 January 2022, the Offeror and the Company jointly announced that completion of the Sale and Purchase Agreement had taken place.

On 4 February 2022, the Offeror despatched an offer document combined with the response of the Company (the “**Composite Document**”) pursuant to which the Offeror offered to acquire the Offer Shares for the offer price of HK\$4.35 per Offer Share.

As at 4.00 p.m. on 20 May 2022, the Offeror had received, pursuant to the Share Offer, valid acceptances in respect of 2,132,032,159 Offer Shares which represent approximately 97.43% of the Offer Shares and the Disinterested Shares, and the Offeror and the Company jointly announced (among other things) the closing of the Offers (the “**Final Closing Date Announcement**”).

NOTICE OF COMPULSORY ACQUISITION

Pursuant to the provisions of Section 88(1) of the Companies Act, the Offeror, being the registered holder of not less than ninety per cent (90%) of the Offer Shares, hereby gives you notice:

- (a) that the Offeror intends to compulsorily acquire the Offer Shares registered in your name at the date of this Notice (the “**Compulsory Acquisition**”) for the offer price under the Share Offer, being HK\$4.35 per Offer Share (less seller’s ad valorem stamp duty) (the “**Compulsory Acquisition Consideration**”); and
- (b) that unless an application is made to the Grand Court of the Cayman Islands (the “**Court**”) by you (or another Shareholder) within one month of this Notice and the Court thinks fit to order otherwise, the Offeror will be entitled and bound to acquire your Remaining Offer Shares on or around 14 July 2022 (the “**Completion Date**”).

The Remaining Offer Shares shall be acquired at the Completion Date free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the Unconditional Date or subsequently becoming attached to them.

The form of Notice to Dissenting Shareholders prescribed by the Companies (Forms) Rules (1998 Revision) is set out in Appendix I to this Notice.

The provisions of section 88 of the Companies Act are set out in Appendix II to this Notice for reference only. This Notice is not to be construed as legal advice on Cayman Islands law. Shareholders who wish to exercise any rights under section 88 of the Companies Act, or otherwise, should obtain a complete copy of the Companies Act and/or seek (without delay) legal advice from a law firm authorised to practice Cayman Islands law.

PROCEDURE FOR TRANSFER AND SETTLEMENT

To facilitate the despatch of the cheques for the Compulsory Acquisition Consideration (the “**Compulsory Acquisition Cheques**”), as permitted by and in accordance with Article 17(d) of the Company’s articles of association, the branch register of members of the Company (the “**Register**”) will be closed from (and including) 21 June 2022 onwards. Any holder of Remaining Offer Shares wishing to lodge a share transfer for entry into the Register must lodge such transfer, together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible, but in any event such transfer (and related documents as mentioned above) must reach the Registrar by no later than 4:30 p.m. on Monday, 20 June 2022.

Under the Companies Act, the Offeror is required to pay the aggregate Compulsory Acquisition Consideration to the Company and the Company is required to hold the monies in a separate trust account for the benefit of the persons entitled thereto.

Sellers’ ad valorem Hong Kong stamp duty arising in connection with the transfer of the Remaining Offer Shares to the Offeror will be payable by Shareholders at the rate of 0.13% of the higher of (i) the market value of the Offer Shares; or (ii) the offer price payable by the Offeror under the Share Offer, and will be deducted from the amount due to you. On the Completion Date, the Offeror intends to execute, as your agent, a consolidated transfer form and a sold note in respect of all your Remaining Offer Shares for the purposes of having the transfer form and sold note stamped and the required Hong Kong stamp duty paid on your behalf.

The Company will send the Compulsory Acquisition Cheques by post in pre-paid envelopes addressed to Shareholders at their respective addresses which appear in the register of members of the Company on 21 June 2022 or, in the case of joint holders, at the address appearing in the register of members of the joint holder whose name stands first in the register of members in respect of the relevant joint holding or other persons entitled thereto.

The register of members of the Company will be updated on the Completion Date to reflect the Compulsory Acquisition and the Offeror will be registered as the holder of the Remaining Offer Shares. Share certificates relating to the Remaining Offer Shares will be cancelled and cease to be evidence of title from the Completion Date.

UNTRACEABLE SHAREHOLDERS

Remittances may not be sent to Shareholders who are untraceable. A Shareholder shall be deemed to be untraceable if (i) a Shareholder has no registered address in the register of members maintained by the Company; or (ii) on the last two consecutive occasions on which a dividend or distribution has been paid by the Company a cheque payable to the Shareholder either (a) has been sent to the Shareholder and has been returned undelivered or has not been cashed; or (b) has not been sent to the Shareholder because on an earlier occasion a cheque for a dividend or distribution has been returned undelivered and in any such case no valid claim in respect thereof has been communicated in writing to the Company; or (iii) this Notice has been sent to the Shareholder and has been returned undelivered.

Dated: 6 June 2022

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
HU Wei
Chairman

NOTES

All communications, notices, share certificates or documents of title and remittances to be delivered by or sent to Shareholders will be delivered by or sent to Shareholders or their designated agents at their own risk and neither the Offeror nor the Company accepts any liability for any loss which may arise as a result.

This Notice and all transfers of Remaining Offer Shares pursuant thereto is/are governed by the laws of the Cayman Islands.

APPENDIX I

Form of Notice to Dissenting Shareholders prescribed by the Companies (Forms) Rules (1998 Revision)

COMPANIES ACT (2022 REVISION)

NOTICE TO DISSENTING SHAREHOLDERS (Pursuant to section 88(1) of the Companies Act (2022 Revision))

IN THE MATTER of China Logistics Property Holdings Co., Ltd. (中國物流資產控股有限公司)
(hereinafter called the “**transferor company**”)

NOTICE by JD Property Group Corporation (hereinafter after called the “**transferee company**”)

To: *(name and address of registered shareholder)*

WHEREAS on 4 February 2022, the transferee company made an offer to all the holders of ordinary shares of US\$0.0000625 each in the transferor company other than the transferee company and parties acting in concert with it **AND WHEREAS** up to 4 June 2022, being a date within four months after the making thereof, such offer was approved by the holders of not less than ninety per cent in value of the said ordinary shares

NOW THEREFORE the transferee company in pursuance of section 88(1) of the Companies Act (2022 Revision), hereby gives you notice that it desires to acquire the ordinary shares held by you in the transferor company **AND** further take notice that, unless on an application made by you within one month from the date on which this notice is given, the Court thinks fit to order otherwise, the transferee company will be entitled and bound to acquire the ordinary shares held by you in the transferor company on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company.

For and on behalf of

JD Property Group Corporation

LIU Qiangdong

Chairman

6 June 2022

APPENDIX II

Section 88 of the Companies Act (2022 Revision)

88. Power to acquire shares of dissentient shareholders

- (1) Where a scheme or contract involving the transfer of shares or any class of shares in a company (in this section referred to as “**the transferor company**”) to another company, whether a company within the meaning of this Act or not (in this section referred to as “**the transferee company**”) has, within four months after the making of the offer in that behalf by the transferee company, been approved by the holders of not less than ninety per cent in value of the shares affected, the transferee company may, at any time within two months after the expiration of the said four months, give notice in the prescribed manner to any dissenting shareholder that it desires to acquire that person’s shares, and where such notice is given the transferee company shall, unless on an application made by the dissenting shareholder within one month from the date on which the notice was given, the Court thinks fit to order otherwise, be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company.
- (2) Where a notice has been given by the transferee company under this section and the Court has not, on an application made by the dissenting shareholder, ordered to the contrary, the transferee company shall, on the expiration of one month from the date on which the notice has been given or, if an application to the Court by the dissenting shareholder is then pending, after that application has been disposed of, transmit a copy of the notice to the transferor company and pay or transfer to the transferor company the amount or other consideration representing the price payable by the transferee company for the shares which by virtue of this section that company is entitled to acquire, and the transferor company shall thereupon register the transferee company as the holder of those shares.
- (3) Any sums received by the transferor company under this section shall be paid into a separate bank account, and any such sums and any other consideration so received shall be held by that company on trust for the several persons entitled to the shares in respect of which the said sum or other consideration were respectively received.
- (4) In this section —

“**dissenting shareholder**” includes a shareholder who has not assented to the scheme or contract and any shareholder who has failed or refused to transfer that person’s shares to the transferee company, in accordance with the scheme or contract.

Note: “**Court**” is defined to mean the Grand Court of the Cayman Islands by section 2(1) of the Companies Act