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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**

**MANDATORY UNCONDITIONAL 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)  
(1) DESPATCH OF COMPULSORY ACQUISITION NOTICES  
IN RESPECT OF  
COMPULSORY ACQUISITION OF THE REMAINING  
OFFER SHARES;  
(2) CLOSURE OF BRANCH REGISTER OF MEMBERS OF  
THE COMPANY;  
(3) WITHDRAWAL OF LISTING OF THE SHARES;  
AND  
(4) 2024 CONVERTIBLE BONDS**

**Financial Adviser to JD Property Group Corporation**

**BofA SECURITIES** 

**Independent Financial Adviser to the Independent Board Committee**



References are made to (i) the composite offer and response document dated 4 February 2022 jointly issued by China Logistics Property Holdings Co., Ltd (the “**Company**”) and JD Property Group Corporation (the “**Offeror**”); (ii) the announcement dated 8 February 2022 jointly issued by the Company and the Offeror in relation to, among other things, the Offers having become unconditional in all respects; (iii) the announcements dated 25 February 2022, 11 March 2022, 25 March 2022, 22 April 2022, 6 May 2022 and 13 May 2022 jointly issued by the Company and the Offeror in relation to, among other things, extension of the Offer Period; and (iv) the announcement dated 20 May 2022 jointly issued by the Company and the Offeror in relation to, among other things, the closing and results of the Offers (the “**Final Closing Date Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Final Closing Date Announcement.

## **DESPATCH OF COMPULSORY ACQUISITION NOTICES**

As disclosed in the Final Closing Date Announcement, as the Offeror had received valid acceptances in respect of not less than 90% of the Offer Shares and not less than 90% of the Disinterested Shares, the Offeror intended to exercise its rights, pursuant to Section 88 of the Companies Act, to compulsorily acquire the Remaining Offer Shares on the same terms as the Share Offer (the “**Compulsory Acquisition**”).

On 6 June 2022, pursuant to section 88 of the Companies Act, the Offeror despatched the Compulsory Acquisition Notices to all holders of Remaining Offer Shares. A copy of the Compulsory Acquisition Notice is published on the Stock Exchange’s website as well as the Company’s website.

The Offeror will be entitled and bound to acquire the Remaining Offer Shares at HK\$4.35 per Remaining Offer Share (less seller’s ad valorem stamp duty) (the “**Compulsory Acquisition Consideration**”), on the same terms as the Share Offer, unless any dissenting holder of Remaining Offer Shares files an application to object to the Compulsory Acquisition with the Grand Court of the Cayman Islands within one (1) month from the date of the Compulsory Acquisition Notice and such objection is ultimately upheld by the Grand Court of the Cayman Islands. Completion of the Compulsory Acquisition is expected to take place on 14 July 2022.

Holders of Remaining Offer Shares that are to be acquired pursuant to the Compulsory Acquisition should note that they will not receive payment of the consideration for the Compulsory Acquisition until after completion of the Compulsory Acquisition (which includes updating the Company’s branch register of members (the “**Register**”) to reflect the transfer to the Offeror of the Shares acquired pursuant to the Compulsory Acquisition Notices). In accordance with the Companies Act, the aggregate amount of the Compulsory Acquisition Consideration will be paid by the Offeror to the Company (rather than directly to the holders of Remaining Offer Shares), and the Company will hold the funds in a separate bank account on trust for the holders of Remaining Offer Shares.

Holders of Remaining Offer Shares who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser. If Remaining Offer Shareholders are in doubt as to their rights and obligations under the Companies Act in respect of the Compulsory Acquisition, they should consult a lawyer or other professional adviser qualified to advise on matters of Cayman Islands law.

## **CLOSURE OF BRANCH REGISTER OF MEMBERS OF THE COMPANY**

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 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.

If no holder of Remaining Offer Shares has filed an application with the Grand Court of the Cayman Islands within one month from the date of the Compulsory Acquisition Notice to object to the Compulsory Acquisition, (i) completion of the Compulsory Acquisition will occur on 14 July 2022; (ii) the Register will be updated to reflect the transfer to the Offeror of the shares acquired pursuant to the Compulsory Acquisition Notices; and (iii) the Compulsory Acquisition Cheques will be despatched to the persons whose names appear on the Register on 21 June 2022 or other persons entitled thereto as soon as practicable and in any event no later than the end of July 2022.

## **WITHDRAWAL OF LISTING OF THE SHARES**

Application has been made to the Stock Exchange for the withdrawal of listing of the Shares from the Stock Exchange under Rule 6.15(1) of the Listing Rules. Assuming that completion of the Compulsory Acquisition occurs on 14 July 2022, it is expected that the listing of the Shares will be withdrawn from the Stock Exchange with effect from 9:00 a.m. on 15 July 2022.

The timetable set forth below is indicative only with reference to the requirements under the Companies Act and is subject to change. Further announcement(s) will be made in the event that there is any change to this indicative timetable:

<b>Event</b>	<b>Date</b>
Despatch of Composite Document	4 February 2022
Final Closing Date	20 May 2022
Despatch of the Compulsory Acquisition Notices	6 June 2022
Latest time for trading in the Shares on the Stock Exchange	4:10 p.m. on 14 June 2022
Expected latest time for lodgment of any share transfer for entry in the Register	4:30 p.m. on 20 June 2022
Closure of the Register for determining entitlements under the Compulsory Acquisition	from 21 June 2022 onwards

<b>Event</b>	<b>Date</b>
Expected completion of Compulsory Acquisition	14 July 2022
Expected effective date of withdrawal of listing of the Shares	9:00 a.m. on 15 July 2022
Expected date of despatch of Compulsory Acquisition Cheques	As soon as practicable after 14 July 2022 and in any event no later than end of July 2022

Further announcement(s) will be made with respect to the completion of the Compulsory Acquisition and the withdrawal of listing of the Shares from the Stock Exchange.

Unless otherwise stated, all time references in this announcement refer to Hong Kong time.

## **2024 CONVERTIBLE BONDS**

The Company intends to repurchase and cancel all of the 2024 Convertible Bonds (Debt Stock Code: 5578) on or around 18 July 2022. An application will then be made to the Stock Exchange for the withdrawal of listing of the 2024 Convertible Bonds from the Stock Exchange.

The 2024 Convertible Bonds will remain listed on the Stock Exchange until they are withdrawn from listing. Further announcement(s) will be made with respect to the withdrawal of listing of the 2024 Convertible Bonds from the Stock Exchange.

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*

Hong Kong, 6 June 2022

*As at the date of this joint announcement, the Board comprises Mr. HU Wei, Mr. LI Chen, Ms. YANG Jing and Mr. DAI Weiwei as the executive Directors; Mr. FU Bing as the non-executive Director; and Ms. ZHAI Xin, Mr. LI Wei and Mr. JI Jiagen 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.*