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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)**

## **CLARIFICATION ANNOUNCEMENT**

**Financial Adviser to JD Property Group Corporation**

**BofA SECURITIES** 

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



References are made to (i) the notice of compulsory acquisition of the Shares of China Logistics Property Holdings Co., Ltd (the “**Company**”) dated 6 June 2022 jointly issued by JD Property Group Corporation (the “**Offeror**”) and the Company (the “**Compulsory Acquisition Notice**”); and (ii) the announcement dated 6 June 2022 jointly issued by the Offeror and the Company in relation to, among other things, the despatch of the Compulsory Acquisition Notice (the “**Despatch Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Compulsory Acquisition Notice and the Despatch Announcement.

## **REVISED INDICATIVE TIMETABLE**

The Company and the Offeror would like to clarify that the indicative timetable set out in the Despatch Announcement should be as follows (the relevant amendments are bold and underlined for reference):

| <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 <b><u>24 June 2022</u></b>   |
| Expected latest time for lodgment of any share transfer for entry in the Register     | 4:30 p.m. on <b><u>30 June 2022</u></b>   |
| Closure of the Register for determining entitlements under the Compulsory Acquisition | from <b><u>1 July 2022</u></b> onwards  |
| 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 |

The timetable set forth above 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.

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

# PROCEDURE FOR TRANSFER AND SETTLEMENT AND CLOSURE OF BRANCH REGISTER OF MEMBERS OF THE COMPANY

In light of the revised indicative timetable, the Company and the Offeror would like to clarify as follows (the relevant amendments are bold and underlined for reference):

To facilitate the despatch of 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) **1 July 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 **Thursday, 30 June 2022**.

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 **30 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.

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 **30 June 2022** or other persons entitled thereto as soon as practicable and in any event no later than the end of July 2022.

Save as disclosed herein, all the information in the Compulsory Acquisition Notice and the Despatch Announcement remains unchanged.

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, 7 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.*