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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) COMPLETION OF COMPULSORY ACQUISITION
AND
(2) WITHDRAWAL OF LISTING OF THE SHARES**

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; (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**”); (v) the announcement dated 6 June 2022 jointly issued by the Company and the Offeror in relation to, among other things, the despatch of the Compulsory Acquisition Notices (the “**Despatch Announcement**”) and (vi) the announcement dated 7 June 2022 jointly issued by the Company and the Offeror in relation to, among other things, the revised indicative timetable. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Final Closing Date Announcement and the Despatch Announcement.

COMPLETION OF COMPULSORY ACQUISITION

On 6 June 2022, the Offeror despatched the Compulsory Acquisition Notices to the holders of the Remaining Offer Shares (the “**Remaining Offer Shareholders**”) pursuant to section 88 of the Companies Act. The notice period during which Remaining Offer Shareholders could apply to the Grand Court of the Cayman Islands (the “**Cayman Court**”) to object to the Compulsory Acquisition expired at 12:00 a.m. on 7 July 2022 (Cayman time) (being the expiry of one month from the date of the Compulsory Acquisition Notice). Based solely on the search of the Register of Writs and Other Originating Process of the Cayman Court conducted by the Offeror on 7 July 2022 (Cayman time), no such application had been made to the Cayman Court by any Remaining Offer Shareholders. Since no Remaining Offer Shareholders had made such application by 12:00 a.m. on 7 July 2022 (Cayman time), the Offeror became entitled and bound to acquire the Remaining Offer Shares on the same terms as the Share Offer.

The Compulsory Acquisition was completed and all the Remaining Offer Shares were transferred to the Offeror on 14 July 2022. The aggregate consideration (less seller’s ad valorem stamp duty) due to the Remaining Offer Shareholders has been paid by the Offeror to the Company which is holding such sum in a separate bank account on trust for the Remaining Offer Shareholders. The Compulsory Acquisition Cheques will be despatched on or around 29 July 2022 to the Remaining Offer Shareholders whose names appeared on the register of members of the Company on 30 June 2022 or other persons entitled thereto. As a result of and with effect from the completion of the Compulsory Acquisition, the Company became a wholly-owned subsidiary of the Offeror on 14 July 2022.

WITHDRAWAL OF LISTING OF THE SHARES

The Stock Exchange has approved the withdrawal of listing of the Shares from the Stock Exchange pursuant to Rule 6.15(1) of the Listing Rules. The last day of trading of the Shares on the Stock Exchange was 24 June 2022 and the listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Friday, 15 July 2022.

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

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, 14 July 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.