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Kerry Logistics
Network Limited
嘉里物流聯網有限公司

(Incorporated in the British Virgin Islands and continued into Bermuda
as an exempted company with limited liability)

Stock Code 636

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “SGM”) of Kerry Logistics Network Limited (the “Company”) will be held via the e-Meeting System on Thursday, 11 May 2023 at 2:30 pm. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution with or without amendments. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 24 April 2023 of which this notice forms part.

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the subscription and placing agency agreement dated 29 March 2023 (the “**Subscription and Placing Agency Agreement**”) entered into between the Company as issuer, SF Holding Limited as subscriber (the “**Subscriber**”) and Natixis as placing agent, in relation to the issue of the perpetual convertible securities (the “**Convertible Securities**”) in the aggregate principal amount of HK\$780,000,000 (a copy of the Subscription and Placing Agency Agreement has been produced to the SGM marked “A” and initialled by the chairman of the SGM for identification purpose), and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Securities, the allotment and issue of the conversion Shares (the “**Conversion Shares**”) upon exercise of conversion rights attaching to the Convertible Securities under the Specific Mandate) be and are hereby confirmed, approved and ratified;
- (b) the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares to the relevant holder(s) of the Convertible Securities upon exercise of the conversion rights attached to the Convertible Securities in accordance with the terms and conditions of the Convertible Securities. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) subject to and conditional upon the fulfilment of the conditions in the Subscription and Placing Agency Agreement, any one Director, the company secretary, the chief financial officer or the group treasurer of the Company, each acting singly, (or one Director and the Company's company secretary or any two Directors, in the case of execution of documents under seal) be and is/are hereby authorised for and on behalf of the Company to execute (and to affix the common seal of the Company thereon) all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to, the Subscription and Placing Agency Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith."

By Order of the Board
LEE Pui Nee
Company Secretary

Hong Kong, 24 April 2023

Corporate Headquarters and

Principal Place of Business in Hong Kong:

16/F, Kerry Cargo Centre

55 Wing Kei Road

Kwai Chung

New Territories

Hong Kong

Notes:

- (1) Registered Shareholders are requested to provide a valid email address of himself/herself or his/her proxy (except for the appointment of the chairman of the SGM) for the proxy to receive the log-in username and password to participate online in the e-Meeting System.
- (2) All registered Shareholders will be able to join the SGM via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the SGM if they wish.
- (3) Every member entitled to attend and vote via the e-Meeting System at the SGM (or at any adjournment thereof) is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
- (4) Where there are joint holders of any share, only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she was solely entitled thereto.
- (5) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or submitted via the designated URL (<https://spot-emeeting.tricor.hk/#/431>) by using the log-in username and password provided on the notification letter sent by the Company, not less than 48 hours before the time appointed for the holding of the SGM, i.e. by no later than 2:30 p.m. on Tuesday, 9 May 2023. Completion and return of the form of proxy will not preclude a member from attending the SGM and voting via the e-Meeting System if he so wishes.
- (6) In order to be entitled to attend and vote via the e-Meeting System at the SGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the above address before 4:30 p.m. on Wednesday, 10 May 2023.
- (7) All the resolutions set out in this notice shall be decided by poll.
- (8) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 6:00 a.m. on the date of the SGM, then the SGM will be postponed and the Shareholders will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice posted on the Company's website at www.kln.com and the Stock Exchange's website at www.hkexnews.hk.
- (9) The SGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

As at the date of this announcement, the Directors of the Company are:

Chairman, Non-executive Director:

Mr WANG Wei

Vice Chairman, Non-executive Director:

Mr KUOK Khoon Hua

Executive Directors:

Mr MA Wing Kai William and Mr CHEUNG Ping Chuen Vicky

Non-executive Directors:

Mr CHAN Fei, Mr HO Chit and Ms CHEN Keren

Independent Non-executive Directors:

Dr CHEUNG Wai Man, Mr LAI Sau Cheong Simon, Mr TAN Chuen Yan Paul and Ms WONG Yu Pok Marina

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