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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

COMPLETION OF THE ISSUE OF HK\$780,000,000 3.30 PER CENT. PERPETUAL CONVERTIBLE SECURITIES UNDER SPECIFIC MANDATE

References are made to (i) the circular of Kerry Logistics Network Limited (the “**Company**”) dated 24 April 2023 in relation to the proposed issue of Convertible Securities under the Specific Mandate (the “**Circular**”); and (ii) the announcement of the Company dated 11 May 2023 in relation to the poll results of the special general meeting of the Company held on 11 May 2023. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

COMPLETION OF THE ISSUE OF CONVERTIBLE SECURITIES

The Board is pleased to announce that all the conditions precedent set out in the Subscription and Placing Agency Agreement have been fulfilled and the completion of the issue of Convertible Securities in the principal amount of HK\$780,000,000 to the Subscriber took place on 18 May 2023 in accordance with the terms and conditions of the Subscription and Placing Agency Agreement. The Issue Price payable by the Subscriber under the Subscription and Placing Agency Agreement has been settled in full on the same day.

EFFECTS OF THE CONVERSION OF CONVERTIBLE SECURITIES ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the initial Conversion Price of HK\$18.80 per Conversion Share (subject to adjustments) and assuming full conversion of the Convertible Securities at the initial Conversion Price, the Convertible Securities will be convertible into 41,489,361 Conversion Shares, representing: (i) approximately 2.30% of the total number of issued Shares as at the date of this announcement; (ii) approximately 2.24% of the total number of issued Shares as enlarged by the allotment and issue of the Conversion Shares, assuming that there is no other change to the total number of Shares from the date of this announcement to the date when the Convertible Securities are converted in full.

The following table illustrates the shareholding structure of the Company: (i) as at the date of this announcement; (ii) immediately after the issue of Convertible Securities assuming no conversion of the Convertible Securities; and (iii) immediately after the allotment and issue of the Conversion Shares assuming full conversion of the Convertible Securities at the initial Conversion Price:

Immediately after the issue of the Convertible Securities

	As at the date of this announcement		Assuming no conversion of the Convertible Securities		Assuming full conversion of the Convertible Securities at the initial Conversion Price	
	<i>Number of Shares</i>	<i>Approximate % (Notes 1 and 2)</i>	<i>Number of Shares</i>	<i>Approximate % (Notes 1 and 2)</i>	<i>Number of Shares</i>	<i>Approximate % (Notes 1 and 2)</i>
Shareholders						
SF Holding (Note 3) <i>Flourish Harmony Holdings Company Limited</i>	931,209,117	51.52	931,209,117	51.52	931,209,117	50.37
<i>Subscriber</i>	-	-	-	-	41,489,361	2.24
Kerry Group Limited and its subsidiaries (Note 4)	580,331,383	32.11	580,331,383	32.11	580,331,383	31.39
Close associates of Kerry Group Limited (Note 5)	2,393,006	0.13	2,393,006	0.13	2,393,006	0.13
Sub-total for Shareholders	1,513,933,506	83.76	1,513,933,506	83.76	1,555,422,867	84.13
Directors						
KUOK Khoon Hua	600,428	0.03	600,428	0.03	600,428	0.03
MA Wing Kai William	1,970,800	0.11	1,970,800	0.11	1,970,800	0.11
CHEUNG Ping Chuen Vicky	3,449,443	0.19	3,449,443	0.19	3,449,443	0.19
WONG Yu Pok Marina	20,796	0.00	20,796	0.00	20,796	0.00
Close associates of Directors (Note 6)	981,198	0.05	981,198	0.05	981,198	0.05
Other subsidiary directors and their close associates	2,440,921	0.14	2,440,921	0.14	2,440,921	0.13
Unvested Share awards for the relevant Directors and other subsidiary directors	1,354,739	0.07	1,354,739	0.07	1,354,739	0.07
Sub-total for Directors	10,818,325	0.60	10,818,325	0.60	10,818,325	0.59
Public Shareholders	282,677,511	15.64	282,677,511	15.64	282,677,511	15.29
Total	1,807,429,342	100.00	1,807,429,342	100.00	1,848,918,703	100.00

Notes:

- Based on 1,807,429,342 Shares in issue as at the date of this announcement.
- Certain percentage figures included in the above tables have been subject to rounding adjustments.
- The Shares are held by SF Holding through (i) Flourish Harmony, which is a beneficial owner of 931,209,117 Shares; and (ii) the Subscriber, both of which are indirect wholly-owned subsidiaries of SF Holding, which is a subsidiary of Shenzhen Mingde, and which is in turn controlled by Mr WANG Wei. Therefore, each of SF Holding, Shenzhen Mingde and Mr WANG Wei is deemed to be interested in the shareholding interests of Flourish Harmony and the Subscriber pursuant to the disclosure requirements under the SFO.
- The Shares are held by KGL's subsidiaries, being KPL, Alpha Model Limited, Crystal White Limited, Macromind Investments Limited, Noblespirit Corporation, Caninco Investments Limited, Darmex Holdings Limited, Glory Voice International Limited, Moslane Limited, Paruni Limited, Ban Thong Company Limited and Desert Grove Limited. Accordingly, KGL is deemed to be interested in the shareholding interest of each of its subsidiaries pursuant to the disclosure requirements under the SFO.
- Close associates of KGL comprise (i) Shang Holdings Limited, a company which is indirectly owned as to more than 30% by KGL; and (ii) Pristine Holdings Limited and Rosy Frontier Limited, each of which is an investment company of a discretionary trust of which KGL and Mr KUOK Khoon Hua are discretionary beneficiaries.
- Close associates of Directors comprise (i) Peacebright Assets Limited, an investment company of a discretionary trust of which Mr KUOK Khoon Hua is a discretionary beneficiary; and (ii) Lochtenny Investments Limited, an investment company of a discretionary trust of which Mr KUOK Khoon Hua and Mr MA Wing Kai William are discretionary beneficiaries. Each of Mr KUOK Khoon Hua and Mr MA Wing Kai William are Directors.

By Order of the Board
Kerry Logistics Network Limited
LEE Pui Nee
Company Secretary

Hong Kong, 18 May 2023

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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