THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Logistics Property Holdings Co., Ltd, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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China Logistics Property Holdings Co., Ltd

中國物流資產控股有限公司

 $(Incorporated\ in\ the\ Cayman\ Islands\ with\ limited\ liability)$

(Stock Code: 1589)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening an annual general meeting of China Logistics Property Holdings Co., Ltd to be held at Meeting Room, 5/F, Block A, No. 1899 Shenkun Road, Minhang District, Shanghai, China on Friday, 8 June 2018 at 3:00 p.m. is set out on pages 19 to 22 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cnlpholdings.com) respectively.

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the annual general meeting (i.e. not later than 3:00 p.m. on Wednesday, 6 June 2018 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment thereon if they so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting"

an annual general meeting of the Company to be held at Meeting Room, 5/F, Block A, No. 1899 Shenkun Road, Minhang District, Shanghai, China on Friday, 8 June 2018 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 of this circular, or any adjournment thereof;

"Articles of Association" the articles of association of the Company currently in force;

"Board" the board of Directors;

"Company" China Logistics Property Holdings Co., Ltd, a company incorporated in the

Cayman Islands with limited liability, the issued shares of which are listed on

the Main Board of the Stock Exchange;

"Director(s)" the director(s) of the Company;

"Group" the Company and its subsidiaries from time to time;

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong;

"Hong Kong" the Hong Kong Special Administrative Region of the People's Republic of

China;

"Issuance Mandate" as defined in paragraph 2(b) of the Letter from the Board;

"Latest Practicable

Date"

23 April 2018, being the latest practicable date prior to the printing of this

circular for ascertaining certain information in this circular;

"Listing Rules" the Rules Governing the Listing of Securities on the Stock Exchange;

"Repurchase Mandate" as defined in paragraph 2(a) of the Letter from the Board;

"RMB" Renminbi, the lawful currency of the People's Republic of China;

"SFO" Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

"Share(s)" ordinary share(s) of US\$0.0000625 each in the capital of the Company or if

there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the

ordinary equity share capital of the Company;

"Shareholder(s)" holder(s) of Share(s);

DEFINITIONS

"Stock Exchange" The Stock Exchange of Hong Kong Limited;

"Takeovers Code" the Code on Takeovers and Mergers approved by the Securities and Futures

Commission in Hong Kong; and

"%" per cent.

LETTER FROM THE BOARD



China Logistics Property Holdings Co., Ltd

中國物流資產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1589)

Executive Directors:

Mr. Li Shifa (Chairman)

Mr. Pan Naiyue

Mr. Zhang Long

Mr. Wu Guolin

Ms. Li Huifang

Mr. Chen Runfu

Mr. Cheuk Shun Wah

Ms. Shi Lianghua

Non-Executive Directors:

Mr. Huang Xufeng

Ms. Li Qing

Independent Non-Executive Directors:

Mr. Guo Jingbin

Mr. Fung Ching Simon

Mr. Wang Tianye

Mr. Leung Chi Ching Frederick

Mr. Chen Yaomin

To the Shareholders

Dear Sir/Madam.

Registered Office:

4th Floor, Harbour Place

103 South Church Street

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

Principal Place of Business

in Hong Kong:

Unit 3213, Cosco Tower

183 Queen's Road Central

Sheung Wan

Hong Kong

27 April 2018

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND

NOTICE OF THE ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give Shareholders notice of the Annual General Meeting and to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 8 June 2017, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue unissued Shares. Such mandates, to the extent not utilized by the Directors by the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new unconditional general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 292,205,220 Shares on the basis that the existing issued share capital of the Company of 2,922,052,200 Shares remains unchanged as at the date of the Annual General Meeting) (the "Repurchase Mandate");
- (b) to allot, issue or deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 584,410,440 Shares on the basis that the existing issued share capital of the Company of 2,922,052,200 Shares remains unchanged as at the date of the Annual General Meeting) (the "Issuance Mandate"); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (if granted).

The Repurchase Mandate and the Issuance Mandate (if granted) will continue in force during the period from the date of the passing of the respective resolutions for the approval of the Repurchase Mandate and the Issuance Mandate until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 11 and 12 of the notice of the Annual General Meeting as set out on pages 19 to 22 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

According to Article 108 of the Articles of Association, Mr. Pan Naiyue, Mr. Wu Guolin, Mr. Guo Jingbin and Mr. Fung Ching Simon shall retire from office by rotation at the Annual General Meeting whereas according to Article 112 of the Articles of Association, Mr. Cheuk Shun Wah and Ms. Shi Lianghua, who were appointed by the Board as executive Directors on 17 August 2017 and Mr. Huang Xufeng, who was appointed by the Board as a non-executive Director on 28 December 2017, shall hold office until the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election

LETTER FROM THE BOARD

or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 22 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding the number of Shares repurchased by the Company under the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except for those resolution relating purely to procedural or administrative matter which may be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the results of the poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cnlpholdings.com). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 6 June 2018 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereon if you so wish and in such event, your proxy form shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting and extension of the Issuance Mandate and the re-election of the retiring Directors, are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
China Logistics Property Holdings Co., Ltd
Li Shifa
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,922,052,200 Shares.

Subject to the passing of the ordinary resolution set out in item 11 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. 2,922,052,200 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total number of 292,205,220 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Yupei International Investment Management Co., Ltd held 787,600,000 Shares, representing approximately 26.95% of the total issued share capital of the Company. Yupei International Investment Management Co., Ltd is owned as to 90% by Lee International Investment Management Co., Ltd (wholly owned by Mr. Li Shifa, the Chairman of the Board and an executive Director). On the basis that (i) the issued share capital of the Company (being 2,922,052,200 Shares) remains unchanged as at the date of the Annual General Meeting; and (ii) the shareholding interests held by Yupei International Investment Management Co., Ltd remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding interests of Yupei International Investment Management Co., Ltd would be increased to approximately 29.95% of the total issued share capital of the Company. The Directors consider that such an increase in shareholdings would not give rise to an obligation for Yupei International Investment Management Co., Ltd to make a mandatory offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any purchases to the Repurchase Mandate.

In addition, the Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make any repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in each of the previous twelve months were as follows:

Month	Highest	Lowest
	HK\$	HK\$
2015		
2017		
April	3.05	2.57
May	2.99	2.57
June	2.76	2.09
July	2.83	2.38
August	2.82	2.56
September	2.69	2.31
October	2.79	2.40
November	2.77	2.26
December	2.55	2.34
2018		
January	2.64	2.34
February	2.60	2.22
March	2.47	2.16
April (up to and including the Latest Practicable Date)	2.70	2.38

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company or by its subsidiaries during the previous 6 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for reelection at the Annual General Meeting according to the Articles of Association, are provided below.

(1) Mr. Pan Naiyue, aged 37

Position & experience

Mr. Pan Naiyue ("Mr. Pan"), was appointed as an executive director of the Company and the chief executive officer of the Group on 25 April 2014 and 26 March 2018 respectively. He joined Shanghai Yupei (Group) Company Limited (上海宇培(集團)有限公司) ("Shanghai Yupei"), the Group's principal operating subsidiary in the People's Republic of China (the "PRC"), as director of the business development department in September 2008 and was subsequently appointed senior vice-president and chief operating officer in January 2011 and October 2012 respectively, being responsible for the management of the Group's marketing and leasing operations and its development strategy, as well as the business expansion of the Group. Mr. Pan has been the chief executive officer of Shanghai Yupei since January 2018 in charge of its overall operational management. He served as chief operating officer of the Company for the period from November 2013 to March 2018. He also serves as directors at a number of the Group's subsidiaries. Prior to joining the Group, Mr. Pan was assistant officer (property management), officer (customer services, property division) and senior officer (customer relations and clubhouse management) at Hutchison Whampoa Properties (Shanghai) Limited (和記黃埔地產(上海)有限公司), a real estate development and investment company, where he was responsible for property management matters and customer services and relations, from December 2003 to September 2006; head of the business development division at Shanghai Caohejing Development Zone New Economic Park Development Co., Ltd. (上海漕河涇開發區新經濟園發展有限公司), a property developer, where he was responsible for management of the marketing and business development of the properties developed by the company, from September 2006 to May 2007; and manager at Shanghai Mapletree Management Consultancy Co., Ltd. (上 海豐樹管理諮詢有限公司), a real estate investment company, where he was responsible for corporate sales and marketing, and leasing operations, from May 2007 to August 2008. Mr. Pan obtained a bachelor's degree in arts (majoring in English for international business) from the University of Central Lancashire, the United Kingdom, in June 2002, and a master's degree in arts (majoring in international business management) from the University of Newcastle upon Tyne, the United Kingdom, in December 2003.

Mr. Pan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the director's service contract entered into between the Company and Mr. Pan, his term of office is three years. He is also subject to the retirement by rotation and re-election provisions as set out in the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Pan personally held 2,112,000 share options of the Company attaching thereto the rights to subscribe for 2,112,000 Shares. Save as disclosed above, Mr. Pan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Pan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Mr. Pan's emoluments are set out below:

- (a) He is entitled to an emolument of RMB1,192,500, pursuant to which a remuneration of RMB859,925 (inclusive of the director's fee, salary and annual bonus) per annum payable in 12 equal monthly installments is covered under the aforementioned service contract.
- (b) He may also be entitled to a discretionary management bonus in such amount and payable at such time as shall be determined by the Board based on the Group's overall earnings, his performance of duties and period of service.

The above emoluments of Mr. Pan are determined by the Board with reference to his qualification, experience, time commitment and responsibilities in the Company as well as the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Pan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Pan that need to be brought to the attention of the Shareholders.

(2) Mr. Wu Guolin, aged 48

Position & experience

Mr. Wu Guolin ("Mr. Wu"), was appointed as an executive director and the chief operating officer of the Company on 30 March 2017 and 26 March 2018 respectively. Mr. Wu joined the Group in the year 2000 as a vice-president of Shanghai Yupei. He was appointed as a senior vice-president of Shanghai Yupei in November 2012 and the senior vice-president of the Company in November 2013. Mr. Wu is responsible for managing project construction related matters of the Group. Mr. Wu was certified as a senior engineer (building and construction specialty) by the senior assessment committee of Hubei Province (湖北省高級評審委員會), the PRC, in October 2006. Prior to joining the Group, Mr. Wu was project manager at Nanjing Housing Construction Corporation (南京市住宅建設總公司), a company engaged in property construction work, from September 1995 to December 1998, during which period he was responsible for overseeing and managing contracted construction work. From January 1999 to May 2000, Mr. Wu was a manager at the construction project department of Shanghai Huaying Construction and Installation Co., Ltd. (上海華英建築安裝有限公司), a company engaged in the provision of property construction and installation services, where he was responsible for overseeing and managing contracted projects. Mr. Wu obtained a certificate for having completed the practical real estate executive training program, organized by Tsinghua University (清華大學), the PRC, in June 2009.

Mr. Wu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the director's service contract entered into between the Company and Mr. Wu, his term of office is three years. He is also subject to the retirement by rotation and re-election provisions as set out in the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wu personally held 1,872,000 share options of the Company attaching thereto the rights to subscribe for 1,872,000 Shares. Save as disclosed above, Mr. Wu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Wu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Mr. Wu's emoluments are set out below:

- (a) He is entitled to receive a remuneration (inclusive of the director's fee, salary and annual bonus) totalling RMB795,000 per annum payable in 12 equal monthly installments is covered under the aforementioned service contract.
- (b) He may also be entitled to a discretionary management bonus in such amount and payable at such time as shall be determined by the Board based on the Group's overall earnings, his performance of duties and period of service.

The above emoluments of Mr. Wu are determined by the Board with reference to his qualification, experience, time commitment and responsibilities in the Company as well as the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Wu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

(3) Mr. Cheuk Shun Wah, aged 52

Position & experience

Mr. Cheuk Shun Wah ("Mr. Cheuk"), was appointed as an executive director and the chief financial officer of the Company on 17 August 2017 and 26 March 2018 respectively. Mr. Cheuk joined the Group in October 2016 as a senior vice-president of the Company. Mr. Cheuk is responsible for overseeing the Company's capital markets and investor relationships functions, as well as its financial management and control. He is a finance and accounting veteran with over 27 years of experience in Europe and Asia. Prior to joining the Group, he was the chief financial officer of Trendy International Group Ltd, an international fashion conglomerate, from 2012 to 2016, where he was responsible for overseeing and supervising the overall finance and related operations of the company. Mr. Cheuk has held senior finance positions at multinational companies. He was head of group strategic development at Dickson Concepts (International) Limited, a company engaging in the retail and wholesale distribution and licensing of luxury products, and listed on the Main Board of the

Stock Exchange (stock code: 0113), from 2011 to 2012, where he was responsible for formulating and driving business development strategies. From 2007 to 2011, he was the senior vice president (group finance) of Esprit Holdings Limited (a company engaged in the retail and distribution and licensing of lifestyle products and listed on the Main Board of the Stock Exchange (stock code: 0330)), where he was responsible for overseeing and managing the finance and accounting matters at the group level and led a team which included finance, information technology, legal and tax functions in the integration of business from the PRC. From 2004 to 2007, he was the chief financial officer and senior vice president of Shanghai Lotus Supermarket Chain Store Co., Ltd (a subsidiary of the Charoen Pokphand Group and a foreign supermarket chain operating in the PRC), where he was responsible for overseeing and managing the finance and accounting matters of the company. From 2003 to 2004, he was the director of finance (Asia) at Esprit Regional Service Limited, a subsidiary of Esprit Holdings Limited, where he was in charge of the finance and accounting matters of the regional businesses in Asia. From 1993 to 2003, Mr. Cheuk has also held various positions at A.S. Watson Group (a subsidiary of CK Hutchison Holdings Limited and an international health and beauty retailer), including finance director, global finance director and regional financial controller, where he was responsible for, amongst others, overseeing and directing financial activities of the company and leading teams at a number of divisions. Mr. Cheuk was an associate member of the Hong Kong Institute of Certified Public Accountants from April 1993 and has been a fellow member since February 2004. He has also been a fellow of The Association of Chartered Certified Accountants since October 1997. He obtained a professional diploma in accountancy from The Hong Kong Polytechnic University in 1989 and he holds a Master of Business Administration degree conferred by the University of South Australia in May 1998.

Mr. Cheuk has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the director's service contract entered into between the Company and Mr. Cheuk, his term of office is three years. He is also subject to the retirement by rotation and re-election provisions as set out in the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Cheuk was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Cheuk does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the aforementioned service contract, Mr. Cheuk's emoluments are set out below:

- (a) He is entitled to receive a remuneration (inclusive of the director's fee, salary and annual bonus) totalling HK\$4,000,000 per annum payable in 12 equal monthly installments.
- (b) He may also be entitled to a discretionary management bonus in such amount and payable at such time as shall be determined by the Board based on the Group's overall earnings, his performance of duties and period of service.

The above emoluments of Mr. Cheuk are determined by the Board with reference to his qualification, experience, time commitment and responsibilities in the Company as well as the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Cheuk to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Cheuk that need to be brought to the attention of the Shareholders.

(4) Ms. Shi Lianghua, aged 47

Position & experience

Ms. Shi Lianghua ("Ms. Shi"), was appointed as an executive director of the Company on 17 August 2017. Ms. Shi joined the Group in September 2011 as senior vice-president of Shanghai Yupei. She was appointed senior vice-president of the Company in November 2013. Ms. Shi is responsible for managing project financing, contracting, planning and design, cost control and related matters of the Group. Ms. Shi was certified as an engineer by the assessment committee of The Second Navigational Engineering Bureau of CHEC (中港第二航務工程局), the PRC, in August 1998; and was certified to have attained the intermediate qualification level in construction economics by the Ministry of Personnel of the People's Republic of China (中華人民共和國人事部), the PRC, in November 1998. She was also certified as National First-Class Registered Architect by the Ministry of Construction of the People's Republic of China (中華人民共和國建設部), the PRC, in November 2006. Prior to joining the Group, Ms. Shi served various positions including engineer, cost engineer as well as project director at The Second Navigational Engineering Bureau of CHEC (中港第二航 務工程局), a member of a state-owned construction group, from August 1991 to September 2000, during which she was responsible for project cost and project management. She joined Shanghai ABC Steel Structure Co., Ltd. (上海美建鋼結構有限公司), a foreign manufacturer of steel structures, as department manager in November 2000 and became executive controller in 2005, during which she was responsible for contract executions and managing business operations, until April 2007. She then assumed the position of chief officer at the engineering and construction center of Shanghai Gaorong Group (上海高榕集團) from May 2007 to August 2011, during which she had overall responsibility for managing and initiating group investment in real estate projects and group infrastructure projects. Ms. Shi obtained a diploma in harbor engineering from Nanjing Harbor Engineering College (南 京航務工程專科學校), the PRC, in July 1991; a bachelor's degree in engineering management from Huazhong University of Science and Technology (華中科技大學), the PRC, in July 2000; and a master's degree in business administration from Donghua University (東華大學), the PRC, in December 2008.

Ms. Shi has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the director's service contract entered into between the Company and Ms. Shi, her term of office is three years. She is also subject to the retirement by rotation and re-election provisions as set out in the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Shi personally held 1,648,000 share options of the Company attaching thereto the rights to subscribe for 1,648,000 Shares. Save as disclosed above, Ms. Shi was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Ms. Shi does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the aforementioned service contract, Ms. Shi's emoluments are set out below:

- (a) She is entitled to receive a remuneration (inclusive of the director's fee, salary and annual bonus) totalling RMB624,925 per annum payable in 12 equal monthly installments.
- (b) She may also be entitled to a discretionary management bonus in such amount and payable at such time as shall be determined by the Board based on the Group's overall earnings, her performance of duties and period of service.

The above emoluments of Ms. Shi are determined by the Board with reference to her qualification, experience, time commitment and responsibilities in the Company as well as the remuneration policy of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Shi to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Shi that need to be brought to the attention of the Shareholders.

(5) Mr. Huang Xufeng, aged 38

Position & experience

Mr. Huang Xufeng ("Mr. Huang"), was appointed as a non-executive director of the Company on 28 December 2017. Mr. Huang has extensive experience in asset management and investments. Mr. Huang is currently deputy general manager of Anbang Asset Management Co., Ltd. (安邦資產管理有限責任公司) and the general manager of the investment management department of

Anbang Insurance Group Co., Ltd. (安邦保險集團股份有限公司). Prior to his current positions, Mr. Huang served as a senior staff member and a principal staff member at the Department of Market Operation and Coordination of the Ministry of Commerce (商務部市場運行調節司) of the PRC from August 2004 to October 2008; person-in-charge at the research division of the Special Commissioner's Office in Hangzhou of the Ministry of Commerce (商務部駐杭州特辦調研處) of the PRC from November 2008 to May 2011; assistant general manager of HXFB Financial & Investment Management Co., Ltd. (華夏富邦金融投資管理有限公司) from June 2011 to March 2012; and from March 2012 to August 2014, he has served positions including deputy general manager and general manager at the investment banking division, as well as the assistant general manager, of ABC International (China) Investment Co., Ltd. (農銀國際(中國)投資有限公司). Mr. Huang obtained a bachelor's degree in agricultural economics and management from the College of Economics and Management at the China Agricultural University (中國農業大學經濟管理學院) in the PRC in July 2002, and a master's degree in agricultural economics and management from the Chinese Academy of Agricultural Sciences (中國農業科學院) in the PRC in July 2004.

Mr. Huang has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Huang, his term of office is three years. He is also subject to the retirement by rotation and re-election provisions as set out in the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Huang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Huang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the aforementioned letter of appointment, Mr. Huang is not entitled to receive any director's fee.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Huang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

(6) Mr. Guo Jingbin, aged 60

Position & experience

Mr. Guo Jingbin ("Mr. Guo"), was appointed as an independent non-executive director of the Company on 14 June 2016. He is also the chairman of the remuneration committee of the Board (the "Remuneration Committee") and a member of each of the audit committee of the Board (the "Audit Committee") and the nomination committee of the Board (the "Nomination Committee"). Mr. Guo is responsible for supervising and providing independent judgment to the Board. Mr. Guo has over 34 years of experience in the construction industry, specializing in corporate strategic planning, marketing and general and administration management. He has extensive experience in capital markets. Mr. Guo has been an independent non-executive director of China Tian Yuan Healthcare Group Limited (中國天元醫療集團有限公司), formerly known as City e-Solutions Limited, a company listed on the Main Board of the Stock Exchange (stock code: 557) and engaged in investment holding and the provision of consultancy services, since August 2016; an executive director and chairman of China Conch Venture Holdings Limited (中國海螺創業控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 586) ("Conch Venture"), an investment holding company with subsidiaries principally engaged in providing energy preservation and environmental protection solutions, where he is responsible for its overall strategic development since July 2014. He is currently the Chairman of Conch Venture and was a non-executive director of Conch Venture from June 2013 to June 2014. Mr. Guo held various senior managerial positions including the secretary to the board and deputy general manager of Anhui Conch Cement Co., Ltd. (安徽海螺水泥股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600585) and the Main Board of the Stock Exchange (stock code: 914) ("Conch Cement"), and he was an executive director of Conch Cement from October 1997 to June 2014 and a non-executive director from June 2014 to June 2016. Mr. Guo has been a director of Anhui Conch Holdings Co., Ltd. (安徽 海螺集團有限責任公司), an investment company, since January 1997. Mr. Guo obtained a master's degree in business administration from the Chinese Academy of Social Sciences (中國社會科學院), the PRC, in July 1998.

Save as disclosed above, Mr. Guo has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Guo, his term of office is three years. He is also subject to the retirement by rotation and re-election provisions as set out in the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Guo was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Guo does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the aforementioned letter of appointment, Mr. Guo is entitled to receive a director's fee of HK\$360,000 per annum.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Guo to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Guo that need to be brought to the attention of the Shareholders.

(7) Mr. Fung Ching Simon, aged 49

Position & experience

Mr. Fung Ching Simon ("Mr. Fung"), was appointed as an independent non-executive director of the Company on 14 June 2016. He is also the chairman of the Audit Committee and a member of the Remuneration Committee. Mr. Fung is responsible for supervising and providing independent advice to the Board. Mr. Fung has extensive experience in finance and accounting management and he has served as senior officers at a number of companies in the construction and property development industry. Mr. Fung has been a non-executive director of Baoye Group Company Limited (寶業集團 股份有限公司) ("Baoye Group"), a company principally engaged in the provision of construction services, the manufacturing and distribution of building materials and the development and sale of properties, and listed on the Main Board of the Stock Exchange (stock code: 2355), since June 2011. He is also an independent non-executive director of HNA Infrastructure Company Limited (海航基 礎股份有限公司), formerly known as Hainan Meilan International Airport Company Limited (海 南美蘭國際機場股份有限公司), a company engaged in the aeronautical and non-aeronautical business and listed on the Main Board of the Stock Exchange (stock code: 357), since October 2004. Mr. Fung has been the chief financial officer and the company secretary of Greentown China Holdings Limited (綠城中國控股有限公司), a company engaged in the development for sale of residential properties in the PRC and listed on the Main Board of the Stock Exchange (stock code: 3900), since August 2010. Prior to taking up his current positions, Mr. Fung was the chief financial officer and secretary to the board of directors of Baoye Group from August 2004 to July 2010, during which he was responsible for overseeing financial and accounting matters. From October 1994 to June 2004, he served as operations manager, and senior manager of the assurance and business advisory division at PricewaterhouseCoopers, a certified public accountants firm, where he was involved in office administration and management and in charge of audit and business advisory matters respectively. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia. Mr. Fung graduated from the Queensland University of Technology, Australia, with a bachelor's degree in business, majoring in accountancy in February 1993.

Save as disclosed above, Mr. Fung has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX II

DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Fung, his term of office is three years. He is also subject to the retirement by rotation and re-election provisions as set out in the Articles of Association.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Fung was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Fung does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Pursuant to the aforementioned letter of appointment, Mr. Fung is entitled to receive a director's fee of HK\$360,000 per annum.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Fung to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Fung that need to be brought to the attention of the Shareholders.



China Logistics Property Holdings Co., Ltd

中國物流資產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1589)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of China Logistics Property Holdings Co., Ltd (the "Company") will be held at Meeting Room, 5/F, Block A, No. 1899 Shenkun Road, Minhang District, Shanghai, China on Friday, 8 June 2018 at 3:00 p.m. for the following purposes:

- 1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2017;
- 2. To re-elect Mr. Pan Naiyue as an executive director of the Company;
- 3. To re-elect Mr. Wu Guolin as an executive director of the Company;
- 4. To re-elect Mr. Cheuk Shun Wah as an executive director of the Company;
- 5. To re-elect Ms. Shi Lianghua as an executive director of the Company;
- 6. To re-elect Mr. Huang Xufeng as a non-executive director of the Company;
- 7. To re-elect Mr. Guo Jingbin as an independent non-executive director of the Company;
- 8. To re-elect Mr. Fung Ching Simon as an independent non-executive director of the Company;
- 9. To authorize the board of directors of the Company to fix the respective directors' remuneration;
- 10. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix the auditor's remuneration;
- 11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (c) for the purposes of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.";
- 12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under the share option scheme(s) of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

"Rights Issue" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."; and

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT conditional upon the passing of the resolutions set out in items 11 and 12 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 12 of the Notice be and is hereby extended by the addition to the total number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 11 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.".

On behalf of the Board

China Logistics Property Holdings Co., Ltd

Li Shifa

Chairman

Hong Kong, 27 April 2018

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) In order 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the meeting (i.e. not later than 3:00 p.m. on Wednesday, 6 June 2018 (Hong Kong time)) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the form of proxy shall be deemed to be revoked.
- (c) The register of members of the Company will be closed from Tuesday, 5 June 2018 to Friday, 8 June 2018 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 4 June 2018.