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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.*

“2014 Convertible Notes”	the convertible promissory notes with an aggregate principal amount of US\$150 million our Company issued to Berkeley Asset and SeaTown Lionfish on April 25, 2014
“2015 Convertible Notes”	the convertible promissory notes with an aggregate principal amount of US\$100 million our Company issued to Berkeley Asset and SeaTown Lionfish on February 10, 2015
“2015 Loans” or “prepayable loans”	the loans in the aggregate amount of US\$250 million extended to our Company by Sherlock Asset and SeaTown Lionfish on April 20, 2015 and a portion of which was subsequently assigned to Moussedragon, L.P.
“Anhui Yupei Business Management”	Anhui Yupei Business Management Company Limited (安徽宇培企業管理有限公司), a limited liability company established in the PRC on April 3, 2014 and an indirect wholly-owned subsidiary of our Company
“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) and <b>GREEN</b> application form(s) or, where the context so requires, any of them
“Articles” or “Articles of Association”	the articles of association of the Company adopted on June 14, 2016, which will become effective upon the Listing Date, as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Linhaitan Trading”	Beijing Linhaitan Trading Company limited (北京林海灘商貿有限公司), a limited liability company established in the PRC on July 31, 2006 which is owned as to 51% by Shanghai Yupei and 49% by Seed Beijing Company Limited and an indirect non-wholly owned subsidiary of our Company
“Berkeley Asset”	Berkeley Asset Holding Ltd, a company incorporated under the laws of the BVI on May 15, 2013 with limited liability, a subsidiary of RRJ Capital Master Fund and our Pre-IPO Investor

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“Board” or “Board of Directors”	our board of Directors
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Carlyle”	Seed Coinvestment, L.P. and Carlyle Asia Real Estate Coinvestment III, L.P., further details of which is set out in the section headed “History, Reorganization and Corporate Structure” in this prospectus
“Carlyle Framework Agreement”	a framework agreement in connection with the investments in certain of our logistics park projects with Seed Holding II dated June 18, 2013 as supplemented or amended (as the case may be) on two occasions in 2013
“Carlyle Investment”	the investment made by Carlyle in the Carlyle-Yupei Project Companies according to the Carlyle Framework Agreement
“Carlyle Sale”	the transactions contemplated under the Carlyle SPA
“Carlyle SPA”	Share Purchase Agreement between Seed Holding I and the Company dated February 28, 2016
“Carlyle-Yupei Project Companies”	the 18 PRC operating subsidiaries in our Group in which the Carlyle Investment was made, namely Beijing Linhaitan Trading, Changchun Yupei Warehousing, Chuzhou Yuhang Logistics, Shenyang Yupei Warehousing, Shenyang Yuhang Logistics, Suzhou Yupei Warehousing, Wuhan Yupei Warehousing, Wuhu Yupei Warehousing, Hefei Yuhang Warehousing, Tianjin Yupei Warehousing, Zhaoqing Yupei Warehousing, Nantong Yupei Warehousing, Harbin Yupei Warehousing, Chengdu Shengbao, Zhengzhou Yupei Warehousing, Jiaying Yupei Warehousing, Suzhou Yuqing Warehousing and Suzhou Yuzhen Warehousing, each a “Carlyle-Yupei Project Company”
“Cayman Companies Law” or “Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Changchun Yupei Warehousing”	Changchun Yupei Warehousing Company Limited (長春宇培倉儲有限公司), a limited liability company established in the PRC on December 24, 2013 which is owned as to 51% by Shanghai Yupei and 49% by Seed Changchun Company Limited and an indirect non-wholly owned subsidiary of our Company
“Changsha Yupei Warehousing”	Changsha Yupei Warehousing Company Limited (長沙宇培倉儲有限公司), a limited liability company established in the PRC on May 8, 2015 and an indirect wholly-owned subsidiary of our Company
“Changzhou Yupei Warehousing”	Changzhou Yupei Warehousing Company Limited (常州宇培倉儲有限公司), a limited liability company established in the PRC on October 8, 2014 and an indirect wholly-owned subsidiary of our Company
“Chengdu Shengbao”	Chengdu Shengbao Steel Structure Company Limited (成都聖寶鋼結構有限公司), a limited liability company established in the PRC on April 16, 2010 which is owned as to 95.48% by Yupei Sichuan Logistics Property Development and 4.52% by Zhou Hongjun (周紅軍) (an independent third party of our Company), and an indirect non-wholly owned subsidiary of our Company
“China” or “PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan
“China Logistics Property”, “CNLP”, “Company”, “our Company”, “we”, or “us”	China Logistics Property Holdings Co., Ltd (中國物流資產控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on November 12, 2013 and, except where the context otherwise requires, all of

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	its subsidiaries, or where the context refers to the time before it became the holding company of its present subsidiaries, its present subsidiaries
“China Yupei Logistics Property Development”	China Yupei Logistics Property Development Co., Ltd (中國宇培物流資產發展有限公司), a limited liability company incorporated in the BVI on November 21, 2013 and a direct wholly-owned subsidiary of our Company
“Chongqing Yupei Warehousing”	Chongqing Yupei Warehousing Company Limited (重慶宇培倉儲有限公司), a limited liability company established in the PRC on January 27, 2015 and an indirect wholly-owned subsidiary of our Company
“Chuzhou Yuhang Logistics”	Chuzhou Yuhang Logistics Company Limited (滁州宇航物流有限公司), a limited liability company established in the PRC on August 27, 2007 which is owned as to 51% by Shanghai Yupei and 49% by Seed Chuzhou Company Limited and an indirect non-wholly owned subsidiary of our Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Colliers”	Colliers International (Hong Kong) Limited, an independent professional property valuer
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented or otherwise modified from time to time
“connected person”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholders”	Mr. Li, Ms. Ma, Lee International Investment Management, Lee Asset Management and Yupei International Investment Management
“Convertible Notes”	the 2014 Convertible Notes and the 2015 Convertible Notes
“Credit Suisse Singapore”	Credit Suisse AG, Singapore Branch

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“Dalian Yupei Warehousing”	Dalian Yupei Warehousing Company Limited (大連宇培倉儲有限公司), a limited liability company established in the PRC on May 19, 2015 and an indirect wholly-owned subsidiary of our Company
“Deed of Non-Competition”	a deed of non-competition entered into by Mr. Li, Lee International Investment Management, Ms. Ma, Lee Asset Management, Yupei International Investment Management and our Company dated June 14, 2016 regarding non-competition undertakings given by Mr. Li, Lee International Investment Management, Ms. Ma, Lee Asset Management and Yupei International Investment Management in favor of our Company
“Director(s)”	the director(s) of our Company
“DTZ C&W”	DTZ Cushman & Wakefield Limited, an independent professional real estate consultant
“DTZ C&W Report”	the market research report on the PRC’s economy and logistics facilities market prepared by DTZ C&W and commissioned by us
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“Fude”	Fude Sino Life Insurance Co., Ltd., a company incorporated under the laws of the PRC on March 4, 2002 with limited liability, the ultimate parent company of Logisware (our Pre-IPO Investor) and an independent third party of our Company
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN application form(s)”	the application form(s) to be completed by the WHITE Form eIPO Service Provider designated by the Company, Computershare Hong Kong Investor Services Limited
“Group” or “our Group”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the

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	business operated by such subsidiaries or their predecessors (as the case may be)
“Harbin Yupei Warehousing”	Harbin Yupei Warehousing Company Limited (哈爾濱宇培倉儲有限公司), a limited liability company established in the PRC on February 5, 2015 and is wholly owned by Yupei Harbin Logistics Property Development, an indirect non-wholly owned subsidiary of our Company
“Hefei Yuhang Warehousing”	Hefei Yuhang Warehousing Company Limited (合肥宇航倉儲有限公司), a limited liability company established in the PRC on May 13, 2014 which is owned as to 51% by Shanghai Yupei and 49% by Seed Feidong Company Limited and an indirect non-wholly owned subsidiary of our Company
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 103,572,000 Shares initially offered by our Company for subscription pursuant to the Hong Kong Public Offering (subject to adjustments as described in the section headed “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price on the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus

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“Hong Kong Underwriting Agreement”	the underwriting agreement dated June 29, 2016 relating to the Hong Kong Public Offering and entered into among our Company, the Controlling Shareholders, the Joint Sponsors, the Joint Representatives, and the Hong Kong Underwriters as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses” in this prospectus
“Hongkong Yupei Logistics Property Development”	Hongkong Yupei Logistics Property Development Co., Limited (香港宇培物流資產發展有限公司), a limited liability company incorporated in Hong Kong on December 16, 2013 and an indirect wholly-owned subsidiary of our Company
“Huaian Yupei Warehousing”	Huaian Yupei Warehousing Company Limited (淮安宇培倉儲有限公司), a limited liability company established in the PRC on October 31, 2014 and an indirect wholly-owned subsidiary of our Company
“Huizhou Yuanwang Technology”	Huizhou Yuanwang Technology Industry Park Development Company Limited (惠州遠望科技產業園開發有限公司), a limited liability company established in the PRC on October 11, 2012 and an indirect wholly-owned subsidiary of our Company
“IFRSs”	International Financial Reporting Standards
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules
“International Offer Shares”	the 932,135,000 Shares initially offered by our Company pursuant to the International Offering for subscription at the Offer Price pursuant to the International Offering together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option (subject to adjustments as described in the section headed “Structure of the Global Offering” in this prospectus)
“International Offering”	the offer of the International Offer Shares by the International Underwriters at the Offer Price outside the United States in offshore transactions in accordance with

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	Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of international underwriters, led by the Joint Global Coordinators, that is expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or around July 7, 2016 by, among others, our Company, the Controlling Shareholders, the Joint Representatives, the Joint Global Coordinators and the International Underwriters in respect of the International Offering, as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – International Offering” in this prospectus
“Jiangmen Yupei Logistics Property”	Jiangmen Yupei Logistics Property Company Limited (江門宇培物流資產有限公司), a limited liability company established in the PRC on July 31, 2014 and an indirect wholly-owned subsidiary of our Company
“Jiaxing Yupei Warehousing”	Jiaxing Yupei Warehousing Company Limited (嘉興市宇培倉儲有限公司), a limited liability company established in the PRC on July 11, 2014 and is wholly owned by Yupei Zhejiang Logistics Property Development, an indirect non-wholly owned subsidiary of our Company
“Jinan Yupei Warehousing Services”	Jinan Yupei Warehousing Services Company Limited (濟南宇培倉儲服務有限公司), a limited liability company established in the PRC on August 6, 2014 and an indirect wholly-owned subsidiary of our Company
“Jinan Yuzhen Warehousing”	Jinan Yuzhen Warehousing Company limited (濟南宇臻倉儲有限公司), a limited liability company established on August 11, 2015 and an indirect wholly-owned subsidiary of our Company
“Joint Global Coordinators”	Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, AMTD Asset Management Limited and Merrill Lynch International
“Joint Bookrunners”	Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, AMTD Asset Management Limited, Merrill Lynch International, ABCI Capital Limited, CIMB Securities Limited, CMB International Capital Limited,

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	China Merchants Securities (HK) Co., Limited, Haitong International Securities Company Limited and ICBC International Capital Limited
“Joint Lead Managers”	in respect of the Hong Kong Public Offering, Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, AMTD Asset Management Limited, Merrill Lynch Far East Limited, ABCI Securities Company Limited, CIMB Securities Limited, CMB International Capital Limited, China Merchants Securities (HK) Co., Limited, Haitong International Securities Company Limited and ICBC International Securities Limited, and in respect of the International Offering, Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, AMTD Asset Management Limited, Merrill Lynch International, ABCI Securities Company Limited, CIMB Securities Limited, CMB International Capital Limited, China Merchants Securities (HK) Co., Limited, Haitong International Securities Company Limited and ICBC International Securities Limited
“Joint Representatives”	Credit Suisse (Hong Kong) Limited and Deutsche Bank AG, Hong Kong Branch (in alphabetical order)
“Joint Sponsors”	Credit Suisse (Hong Kong) Limited and Deutsche Securities Asia Limited (in alphabetical order)
“Latest Practicable Date”	June 22, 2016, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Lee Asset Management”	Lee Asset Management Co., Ltd (李氏資產管理有限公司), a limited liability company incorporated in the BVI on October 25, 2013, which is wholly owned by Ms. Ma and is one of our Controlling Shareholders
“Lee International Investment Management”	Lee International Investment Management Co., Ltd (李氏國際投資管理有限公司), a limited liability company incorporated in the BVI on October 25, 2013, which is wholly owned by Mr. Li and is one of our Controlling Shareholders
“Listing”	the listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or around Friday, July 15, 2016, on which our Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Logisware”	Logisware Investment Ltd, a company incorporated under the laws of the BVI on February 12, 2015 with limited liability and our Pre-IPO Investor
“Logisware Framework Agreement”	a framework agreement in connection with the investments in one of our logistics park projects with Logisware dated March 11, 2015
“Logisware Investment”	the investment made by Logisware indirectly in Shanghai Yuji Investment according to the Logisware Framework Agreement
“Logisware Share Swap”	the exchange of the Logisware Investment into our Shares immediately before Listing. See “History, Reorganization and Corporate Structure – Reorganization – Phase 4 of the Reorganization” for further details
“M&A Rules”	the “Provisions on the Takeover of Domestic Enterprises by Foreign Investors” (《關於外國投資者併購境內企業的規定》) jointly issued by MOFCOM, the State-Owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會), SAT, CSRC, SAIC and SAFE on August 8, 2006 and effective as of September 8, 2006
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company (as amended from time to time), adopted on June 14, 2016, a summary of which is set out in Appendix IV to this prospectus
“MLR”	Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHURD”	Ministry of Housing and Urban-Rural Development (中華人民共和國住房和城鄉建設部)

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“Mr. Li”	Mr. Li Shifa (李士發), our founder, chairman, president and executive Director, one of our Controlling Shareholders and the spouse of Ms. Ma
“Ms. Ma”	Ms. Ma Xiaocui (馬小翠), one of our Controlling Shareholders and the spouse of Mr. Li
“Nanning Yupei Warehousing”	Nanning Yupei Warehousing Company Limited (南寧宇培倉儲有限公司), a limited liability company established in the PRC on June 18, 2015 and an indirect wholly-owned subsidiary of our Company
“Nantong Yupei Warehousing”	Nantong Yupei Warehousing Company Limited (南通宇培倉儲有限公司), a limited liability company established in the PRC on September 19, 2014 and is wholly owned by Yupei Nantong Logistics Property Development, an indirect non-wholly owned subsidiary of our Company
“Nomination Committee”	the nomination committee of the Board
“Offer Price”	the final offer price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of not more than HK\$3.25 and expected to be not less than HK\$2.55, at which Hong Kong Offer Shares are to be subscribed and to be determined in the manner further described in the section headed “Structure of the Global Offering – Pricing and Allocation” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 72,779,000 additional Shares at the Offer Price to, among other things, cover over-allocations in the International Offering, if any, further details of which are described in the section headed “Structure of the Global Offering” in this prospectus
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal

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	and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Adviser”	Jingtian & Gongcheng, the legal adviser to our Company as to the laws of the PRC
“Pre-IPO Investment”	the Convertible Notes, the 2015 Loans, the Carlyle Investment and the Logisware Investment
“Pre-IPO Investors”	Berkeley Asset, Sherlock Asset, SeaTown Lionfish, MousseDragon, L.P., Seed Holding I, Seed Holding II and Logisware, each a “Pre-IPO Investor”
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme for the grant of options to eligible participants approved and conditionally adopted pursuant to a resolution passed by the Board on March 10, 2016, the principal terms of which are set out in the section “Statutory and General Information – D. Pre-IPO Share Option Scheme” in Appendix V
“Price Determination Date”	the date, expected to be on or around Thursday, July 7, 2016 (Hong Kong time) on which the Offer Price is determined, or such later time as the Joint Representatives (on behalf of the Hong Kong Underwriters) and our Company may agree, but in any event no later than Saturday, July 9, 2016
“PricewaterhouseCoopers”	PricewaterhouseCoopers, Certified Public Accountants, our Company’s reporting accountant
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“QIPO”	an initial public offering of the Shares on the Main Board of the Exchange that meets a minimum pre-offering valuation target of US\$1.05 billion
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganization”	the reorganization arrangements undergone by our Group in preparation for the Listing as described in the section headed “History, Reorganization and Corporate Structure – Reorganization” in this prospectus

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“RMB” or “Renminbi”	the lawful currency of the PRC
“RRJ Capital Master Fund “	RRJ Capital Master Fund II, L.P., further details of which is set out in the section headed “History, Reorganization and Corporation Structure” in this prospectus
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the People’s Republic of China (中華人民共和國國家外匯管理局)
“SAFE Circular 37”	the Circular on Relevant Issues concerning Foreign Exchange Administration of Overseas Investment and Financing and Round-trip Investments by Domestic Residents through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE on July 4, 2014
“SAIC”	State Administration of Industry and Commerce of the People’s Republic of China (中華人民共和國國家工商行政管理總局)
“SAT”	State Administration of Taxation of the People’s Republic of China (中華人民共和國國家稅務總局)
“SeaTown”	SeaTown Holdings International Pte. Ltd., a company incorporated under the laws of Singapore on October 9, 2009 with limited liability, the investment manager of SeaTown Master Fund and SeaTown Lionfish (our Pre-IPO Investor) and an independent third party of our Company
“SeaTown Lionfish”	SeaTown Lionfish Pte. Ltd., a company incorporated under the laws of Singapore on September 11, 2009 with limited liability and our Pre-IPO Investor
“Seed Holding I”	Seed Holding Company I, Limited, a company incorporated under the laws of the Cayman Islands on April 29, 2013 with limited liability, wholly-owned by Carlyle and our Pre-IPO Investor
“Seed Holding II”	Seed Holding Company II, Limited, a company incorporated under the laws of the Cayman Islands on April 29, 2013 with limited liability, wholly owned by Seed Holding I and our Pre-IPO Investor

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“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Qingyang Gardening”	Shanghai Qingyang Gardening Company Limited (上海青陽園藝有限公司), a limited liability company established in the PRC on July 3, 2001 and an indirect wholly-owned subsidiary of our Company
“Shanghai Shuozheng Investment”	Shanghai Shuozheng Investment Management Consulting Company Limited (上海碩錚投資管理諮詢有限公司), a limited liability company established in the PRC on January 30, 2015 and an indirect wholly-owned subsidiary of our Company
“Shanghai Yuheng Logistics Management”	Shanghai Yuheng Logistics Management Company Limited (上海宇珩物流管理有限公司), a limited liability company established in the PRC on October 9, 2015 and an indirect wholly-owned subsidiary of our Company
“Shanghai Yuji Investment”	Shanghai Yuji Investment Management Consulting Company Limited (上海宇冀投資管理諮詢有限公司), a limited liability company established in the PRC on February 5, 2015 and is wholly owned by Yupei East China Logistics Property Development, an indirect non-wholly owned subsidiary of our Company
“Shanghai Yupei”	Shanghai Yupei (Group) Company Limited (上海宇培(集團)有限公司), a limited liability company established in the PRC on June 12, 2000 and an indirect wholly-owned subsidiary of our Company
“Shanghai Yupei Industry”	Shanghai Yupei Industry (Group) Company Limited (上海宇培實業(集團)有限公司), a limited liability company established in the PRC on June 12, 2000, which was the immediate holding company of Shanghai Yupei prior to the Reorganization and is not a member of our Group. It is wholly owned by Shanghai Yushuo Investment and a connected person of our Company
“Shanghai Yupei Investment”	Shanghai Yupei Investment Management Company Limited (上海宇培投資管理有限公司), formerly known as Shanghai

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	<p>Yuhang Logistics Company Limited (上海宇航物流有限公司), a limited liability company established in the PRC on November 19, 2003 and an indirect wholly-owned subsidiary of our Company</p>
“Shanghai Yushuo Investment”	<p>Shanghai Yushuo Investment Holdings Co., Ltd. (上海宇碩投資控股有限公司), a limited liability company established in the PRC on July 5, 2005, which is owned by Mr. Li as to 90% and Ms. Ma as to 10% and is a connected person of our Company</p>
“Shanghai Yuzai Investment”	<p>Shanghai Yuzai Investment Management Company Limited (上海宇載投資管理有限公司), a limited liability company established in the PRC on January 16, 2015 and an indirect wholly-owned subsidiary of our Company</p>
“Shanxi Xixian Yupei Warehousing”	<p>Shanxi Xixian New District Yupei Warehousing Company Limited (陝西西咸新區宇培倉儲有限公司), a limited liability company established in the PRC on December 18, 2014 and an indirect wholly-owned subsidiary of our Company</p>
“Shareholder(s)”	<p>holder(s) of our Shares</p>
“Shares”	<p>ordinary share(s) in the capital of our Company with nominal value of US\$1.00 each</p>
“Shenyang Yuhang Logistics”	<p>Shenyang Yuhang Logistics Company Limited (瀋陽宇航物流有限公司), a limited liability company established in the PRC on March 25, 2011 which is owned as to 51% by Shanghai Yupei and 49% by Seed Shenbei Company Limited and an indirect non-wholly owned subsidiary of our Company</p>
“Shenyang Yupei Warehousing”	<p>Shenyang Yupei Warehousing Company Limited (瀋陽宇培倉儲有限公司), a limited liability company established in the PRC on February 28, 2012 which is owned as to 51% by Shanghai Yupei and 49% by Seed Tiexi I Company Limited and an indirect non-wholly owned subsidiary of our Company</p>
“Sherlock Asset”	<p>Sherlock Asset Holding Ltd, a company incorporated under the laws of the Cayman Islands on January 19, 2015 with limited liability, which is a subsidiary of RRJ Capital Master Fund, and is our Pre-IPO Investor and a Shareholder</p>

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## DEFINITIONS

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“Signing Group Company(ies)”	individually or collectively, China Yupei Logistics Property Development, Yupei International Logistics Property Management, Yupei Global Investment Management Co., Ltd, Yupei Global Development Co., Limited, Hongkong Yupei Logistics Property Development, Wuhu Yupei Investment, Shanghai Yupei and Shanghai Yupei Investment
“Stabilizing Manager”	Credit Suisse (Hong Kong) Limited
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules
“Suzhou Yupei Warehousing”	Suzhou Yupei Warehousing Company Limited (蘇州宇培倉儲有限公司), a limited liability company established in the PRC on October 30, 2012 which is owned as to 51% by Shanghai Yupei and 49% by Seed Kunshan Company Limited and an indirect non-wholly owned subsidiary of our Company
“Suzhou Yuqing Warehousing”	Suzhou Yuqing Warehousing Company Limited (蘇州宇慶倉儲有限公司), a limited liability company established in the PRC on October 10, 2014 and is wholly owned by Yupei Jiangsu Logistics Property Development, an indirect non-wholly owned subsidiary of our Company
“Suzhou Yuzhen Warehousing”	Suzhou Yuzhen Warehousing Company Limited (蘇州宇臻倉儲有限公司), a limited liability company established in the PRC on November 28, 2014 and is wholly owned by Yupei Logistics Property Development 3, an indirect non-wholly owned subsidiary of our Company
“The Carlyle Group”	The Carlyle Group L.P. (NASDAQ: CG) and its affiliates. For further details, see section headed “History, Reorganization and Corporate Structure” in this prospectus
“Tianjin Yupei Logistics”	Tianjin Yupei Logistics Company Limited (天津宇培物流有限公司), a limited liability company established in the PRC on September 16, 2014 and an indirect wholly-owned subsidiary of our Company
“Tianjin Yupei Warehousing”	Tianjin Yupei Warehousing Company Limited (天津宇培倉儲有限公司), a limited liability company established in the PRC on March 27, 2014 which is owned as to 51% by

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	Shanghai Yupei and 49% by Seed Tianjin Binhai Company Limited and an indirect non-wholly owned subsidiary of our Company
“Track Record Period”	the period comprising the three financial years ended December 31, 2015
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“WHITE Form eIPO” or “White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>WHITE Form eIPO</b> at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“WHITE Form eIPO Service Provider” or “White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wuhan Yude Warehousing”	Wuhan Yude Warehousing Company Limited (武漢宇德倉儲有限公司), a limited liability company established in the PRC on November 13, 2014 and an indirect wholly-owned subsidiary of our Company
“Wuhan Yupei Warehousing”	Wuhan Yupei Warehousing Company Limited (武漢宇培倉儲有限公司), a limited liability company established in the PRC on August 2, 2011 which is owned as to 51% by Shanghai Yupei and 49% by Seed Wuhan Company Limited and an indirect non-wholly owned subsidiary of our Company

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“Wuhu Yupei Investment”	Wuhu Yupei Investment Management Company Limited (蕪湖宇培投資管理有限公司), a limited liability company established in the PRC on November 13, 2013 and an indirect wholly-owned subsidiary of our Company
“Wuhu Yupei Warehousing”	Wuhu Yupei Warehousing Company Limited (蕪湖宇培倉儲有限公司), a limited liability company established in the PRC on March 7, 2013 which is owned as to 51% by Shanghai Yupei and 49% by Seed Wuhu Company Limited and an indirect non-wholly owned subsidiary of our Company
“Wuxi Yupei Warehousing Development”	Wuxi Yupei Warehousing Development Company Limited (無錫宇培倉儲發展有限公司), a limited liability company established in the PRC on December 5, 2014 and an indirect wholly-owned subsidiary of our Company
“Xianyang Yupei Warehousing”	Xianyang Yupei Warehousing Company Limited (咸陽宇培倉儲有限公司), a limited liability company established in the PRC on February 6, 2015 and an indirect wholly-owned subsidiary of our Company
“Yupei East China Logistics Property Development”	Yupei East China Logistics Property Development Co., Limited (宇培華東物流資產發展有限公司), a limited liability company established in Hong Kong on April 29, 2014 and is wholly-owned by Yupei East China Logistics Property Management Co., Ltd, which is in turn owned as to 51% by China Yupei Logistics Property Development and 49% by Logisware. It is an indirect non-wholly owned subsidiary of our Company
“Yupei Guangzhou Logistics Property Development”	Yupei Guangzhou Logistics Property Development Co., Limited (宇培廣州物流資產發展有限公司), a limited liability company established in Hong Kong on July 31, 2014 and is wholly-owned by Yupei Guangzhou Logistics Property Management Co., Ltd, which is in turn owned as to 51% by China Yupei Logistics Property Development and 49% by Seed Zhaoqing Company Limited. It is an indirect non-wholly owned subsidiary of our Company
“Yupei Harbin Logistics Property Development”	Yupei Harbin Logistics Property Development Co., Limited (宇培哈爾濱物流資產發展有限公司), a limited liability company established in Hong Kong on July 31, 2014 and is

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	<p>wholly-owned by Yupei Harbin Logistics Property Management Co., Ltd, which is in turn owned as to 51% by China Yupei Logistics Property Development and 49% by Seed Harbin Company Limited. It is an indirect non-wholly owned subsidiary of our Company</p>
“Yupei International Investment Management”	<p>Yupei International Investment Management Co., Ltd (宇培國際投資管理有限公司), a limited liability company incorporated in the BVI on October 29, 2013 which is owned as to 90% by Lee International Investment Management and 10% by Lee Asset Management, and our corporate Controlling Shareholder</p>
“Yupei International Logistics Property Management”	<p>Yupei International Logistics Property Management Co., Ltd (宇培國際物流資產管理有限公司), a limited liability company incorporated in the BVI on November 26, 2013 and an indirect wholly-owned subsidiary of our Company</p>
“Yupei Jiangsu Logistics Property Development”	<p>Yupei Jiangsu Logistics Property Development Co., Limited (宇培江蘇物流資產發展有限公司), a limited liability company established in Hong Kong on July 31, 2014 and is wholly-owned by Yupei Jiangsu Logistics Property Management Co., Ltd, which is in turn owned as to 51% by China Yupei Logistics Property Development and 49% by Seed Suzhou Company Limited. It is an indirect non-wholly owned subsidiary of our Company</p>
“Yupei Logistics Property Development 3”	<p>Yupei Logistics Property Development 3 Co., Limited (宇培物流資產發展三有限公司), a limited liability company established in Hong Kong on September 5, 2014 and is wholly-owned by Yupei Logistics Property Management 3 Co., Ltd, which is in turn owned as to 51% by China Yupei Logistics Property Development and 49% by Seed Suzhou Company Limited. It is an indirect non-wholly owned subsidiary of our Company</p>
“Yupei Nantong Logistics Property Development”	<p>Yupei Nantong Logistics Property Development Co., Limited (宇培南通物流資產發展有限公司), a limited liability company established in Hong Kong on July 9, 2014 and is wholly-owned by Yupei Nantong Logistics Property Management Co., Ltd, which is in turn owned as to 51% by China Yupei Logistics Property Development and 49% by Seed Nantong Company Limited. It is an indirect non-wholly owned subsidiary of our Company</p>

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“Yupei Sichuan Logistics Property Development”	Yupei Sichuan Logistics Property Development Co., Limited (宇培四川物流資產發展有限公司), a limited liability company established in Hong Kong on July 31, 2014 and is wholly-owned by Yupei Sichuan Logistics Property Management Co., Ltd, which is in turn owned as to 51% by China Yupei Logistics Property Development and 49% by Seed Chengdu Company Limited. It is an indirect non-wholly owned subsidiary of our Company
“Yupei Zhejiang Logistics Property Development”	Yupei Zhejiang Logistics Property Development Co., Limited (宇培浙江物流資產發展有限公司), a limited liability company established in Hong Kong on April 29, 2014 and is wholly-owned by Yupei Zhejiang Logistics Property Management Co., Ltd, which is in turn owned as to 51% by China Yupei Logistics Property Development and 49% by Seed Jiaxing Company Limited. It is an indirect non-wholly owned subsidiary of our Company
“Zhaoqing Yupei Warehousing”	Zhaoqing Yupei Warehousing Company Limited (肇慶宇培倉儲有限公司), a limited liability company established in the PRC on December 3, 2014 and is wholly owned by Yupei Guangzhou Logistics Property Development, an indirect non-wholly owned subsidiary of our Company
“Zhengzhou Huazhengdao Logistics”	Zhengzhou Huazhengdao Logistics Company Limited (鄭州華正道物流有限公司), a limited liability company established in the PRC on July 29, 2011 and an indirect wholly-owned subsidiary of our Company
“Zhengzhou Yupei Warehousing”	Zhengzhou Yupei Warehousing Company Limited (鄭州宇培倉儲有限公司), a limited liability company established in the PRC on February 28, 2014, which is owned as to 51% by Shanghai Yupei and 49% by Seed Zhengzhou Company Limited, and an indirect non-wholly owned subsidiary of our Company
“%”	per cent.

*The English translation of the PRC entities, enterprises, nationals, facilities, regulations in Chinese or another language included in this prospectus is for identification purposes only. To the extent there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.*