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

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

Stock Code 636

ANNOUNCEMENT

PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Kerry Logistics Network Limited (the “Company”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”).

Reference is made to (i) the pre-IPO share option scheme adopted by the Company on 25 November 2013 (the “Pre-IPO Share Option Scheme”); and (ii) the announcement jointly published by the Company, Kerry Properties Limited and Flourish Harmony Holdings Company Limited (the “Offeror”) on 10 February 2021 in relation to the Partial Offer (the “Joint Announcement”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that on 11 May 2021, 800,000 new Shares were allotted and issued pursuant to the exercise of 800,000 share options granted under the Pre-IPO Share Option Scheme (“Share Options”) at the exercise price of HK\$10.20.

Details of all classes of “relevant securities” (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue as at the date of this announcement are as follows:

- (a) a total of 1,799,867,042 Shares; and
- (b) a total of 8,306,000 outstanding Share Options with rights to subscribe for an aggregate of 8,306,000 new Shares.

As at the date of this announcement, save as disclosed above, the Company has no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

The respective associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company and the Offeror pursuant to the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Shareholders and potential investors of the Company should note that the Partial Offer and the Option Offer will be subject to the satisfaction of the Conditions. Accordingly, the Partial Offer and the Option Offer may or may not become unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their professional advisers.

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

Hong Kong, 11 May 2021

As at the date of this announcement, the Directors are as follows:

Executive Directors:

Mr KUOK Khoon Hua, Mr MA Wing Kai William, Mr CHEUNG Ping Chuen Vicky and Mr NG Kin Hang

Non-executive Director:

Ms TONG Shao Ming

Independent Non-executive Directors:

Ms KHOO Shulamite N K, Ms WONG Yu Pok Marina, Mr YEO Philip Liat Kok and Mr ZHANG Yi Kevin

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement is published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.kln.com).