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! , u e : o ! n . . ! ! r ! o r ! n a o r , r , o n , r ! , o r , n , r ! , n o r , n o . ! n r ! . . ! - o p ! , o ! r o . ! ! r !

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IMPORTANT NOTICE

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IMPORTANT: You must read the following before continuing. The following applies to the offering circular following this page (the “**Offering Circular**”), and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THIS OFFERING IS MADE SOLELY IN OFFSHORE TRANSACTIONS TO NON-U.S. PERSONS PURSUANT TO REGULATIONS UNDER THE SECURITIES ACT.

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FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED IN THIS OFFERING CIRCULAR.

Confirmation of your Representation: This Offering Circular is being sent at your request and by accepting the e-mail and accessing this Offering Circular, you shall be deemed to have represented to us that the electronic mail address that you gave us and to which this e-mail has been delivered is not located in the United States, its territories or possessions and that you consent to delivery of such Offering Circular and any amendments or supplements thereto by electronic transmission.

You are reminded that this Offering Circular has been delivered to you on the basis that you are a person into whose possession this Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this Offering Circular to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached Offering Circular.

Restrictions: Nothing in this electronic transmission constitutes, and may not be used in connection with, an offer or invitation by or on behalf of any of the Issuer (as defined in this Offering Circular), the Arranger (as defined below) or the Dealers (as defined in this Offering Circular) to subscribe for or purchase any of the securities described therein, in any place where offers or solicitations are not permitted by law and access has

been limited so that it shall not constitute directed selling efforts (within the meaning of Regulation S under the Securities Act).

This Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuer, Morgan Stanley & Co. International plc (the “**Arranger**”), the Dealers, any person who controls the Arranger or any Dealer, any director, officer, employee or agent of the Issuer, the Arranger or any of the Dealers, or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between this Offering Circular distributed to you in electronic format and the hard copy version available to you on request from the Issuer, the Arranger and the Dealers.

The materials relating to the offering of securities to which this Offering Circular relates do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Arranger or Dealer or any affiliate of the Arranger or Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Arranger or Dealer or such affiliate on behalf of the Issuer in such jurisdiction.



GLP China Holdings Limited

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(incorporated in Hong Kong with limited liability)

HK\$20,000,000,000

Medium Term Note Programme

(the “Programme”)

Under the HK\$20,000,000,000 Medium Term Note Programme described in this Offering Circular, GLP China Holdings Limited () (the “**Issuer**” or the “**Company**”), subject to compliance with all relevant laws, regulations and directives, may from time to time issue notes (the “**Notes**”) under the Programme. The aggregate nominal amount of Notes outstanding will not at any time exceed HK\$20,000,000,000 (or its equivalent in other currencies), subject to any increase as described herein. The Notes may be issued to any Dealer appointed under the Programme from time to time by the Issuer (each a “**Dealer**” and together the “**Dealers**”), which appointment may be for a specific issue or on an ongoing basis. References in this Offering Circular to the “**Relevant Dealer**” shall, in the case of an issue of Notes being (or intended to be) subscribed for by more than one Dealer, be to all Dealers agreeing to subscribe for such Notes.

The Programme provides that the Notes may be listed or admitted to trading, as the case may be, on such other or further stock exchange(s) or market(s) as may be agreed between the Issuer and the relevant Dealer. The Issuer may also issue unlisted Notes and/or Notes not admitted to trading on any market. The relevant Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**” or the “**HKSE**”) or any other stock exchange.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) or with any securities regulatory authority of any state of the United States, and the Notes may include Bearer Notes (as defined herein) that are subject to U.S. tax law requirements. The Notes may not be offered, sold, or, in the case of Bearer Notes, delivered within the United States except in accordance with Regulation S under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Any Series of Notes may be subject to additional selling restrictions. The relevant Pricing Supplement in respect of such Series of Notes will specify any such restrictions. See “Subscription and Sale” and the relevant Pricing Supplement. Registered Notes are subject to certain restrictions on transfer as described in “Subscription and Sale”.

The Notes of each Series issued in bearer form (“**Bearer Notes**”) will be represented on issue by a temporary global note in bearer form (each a “**Temporary Global Note**”) or a permanent global note in bearer form (each a “**Permanent Global Note**” and, together with the Temporary Global Note, the “**Global Notes**”). Notes in registered form (“**Registered Notes**”) will be represented by a global certificate in registered form (each a “**Global Certificate**”), one Global Certificate being issued in respect of each Noteholder’s entire holding of Notes in registered form of one Series. Global Notes and Global Certificates may be deposited on the relevant issue date (a) in the case of a Series intended to be cleared through Euroclear Bank SA/NV (“**Euroclear**”) and/or Clearstream Banking S.A. (“**Clearstream**”), with a common depository on behalf of Euroclear and/or Clearstream (b) in the case of a Series intended to be cleared through the Central Money Markets Unit Service, operated by the Hong Kong Monetary Authority (the “**CMU**”), with a sub-custodian for the CMU or (c) in the case of a Series intended to be cleared through a clearing system other than, or in addition to, Euroclear and/or Clearstream and/or the CMU or delivered outside a clearing system, as agreed between the Issuer and the relevant Dealer. The provisions governing the exchange of interests in Global Notes for other Global Notes or Definitive Notes or Global Certificates for Individual Certificates are described in “*Summary of Provisions Relating to the Notes while in Global Form*”.

Where the Circular on Promoting the Reform of the Filing and Registration System for Issuance of Foreign Debt by Enterprises (([2015]2044)) (the “**NDRC Circular**”) issued by the National Development and Reform Commission (the “**NDRC**”) of the People’s Republic of China and which came into effect on 14 September 2015 and any implementation rules as issued by the NDRC from time to time applies, for the benefit of the relevant Series or Tranche of Notes to be issued in accordance with the Conditions (as defined herein) and the Trust Deed (as defined in the Conditions), the Issuer undertakes to (a) file or cause to be filed with the NDRC the requisite information and documents within the prescribed time frame after the relevant Issue Date (as defined in the Conditions) in accordance with the NDRC Circular, and any implementation rules as issued by the NDRC from time to time (the “**NDRC Post-issue Filing**”); and within 10 China Business Days (as defined in the Conditions) after submission of such NDRC Post-issue Filing set out in Condition 5(c)(i), provide the Trustee with a certificate signed by an authorised signatory of the Issuer confirming the submission of the NDRC Post-issue Filing and provide the Trustee with a notice substantially in the form set out in the Trust Deed confirming the due filing of the NDRC Post-issue Filing for dissemination to the Noteholders in accordance with Condition 20 by the Principal Paying Agent on behalf of the Issuer.

Investing in Notes issued under the Programme involves certain risks and may not be suitable for all investors. Investors should have sufficient knowledge and experience in financial and business matters to evaluate the information contained in this Offering Circular and in the relevant Pricing Supplement and the merits and risks of investing in a particular issue of Notes in the context of their financial position and particular circumstances. Investors also should have the financial capacity to bear the risks associated with an investment in Notes. Investors should not purchase Notes unless they understand and are able to bear risks associated with Notes. Prospective investors should have regard to the factors described under the section headed “Risk Factors” in this Offering Circular.

Application has been made to the Hong Kong Stock Exchange for the listing of the Programme by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (“**Professional Investors**”) only during the 12-month period after the date of this Offering Circular on the Hong Kong Stock Exchange. This Offering Circular is for distribution to Professional Investors only.

Notice to Hong Kong investors: The Issuer confirms that the Notes are intended for purchase by Professional Investors only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

The Hong Kong Stock Exchange has not reviewed the contents of this Offering Circular, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Offering Circular to Professional Investors only have been reproduced in this Offering Circular. Listing of the Programme and the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuer, the Group or the quality of disclosure in this Offering Circular. Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular.

The Programme is rated “**BBB-**” and the Issuer is rated “**BBB-**” by Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc.. These ratings are only correct as at the date of this Offering Circular. Notes issued under the Programme may be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same

as the rating assigned to the Programme. Where an issue of Notes is rated, its rating will not necessarily be the same as the rating applicable to the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

Arranger
Morgan Stanley
Dealer
Morgan Stanley

The date of this Offering Circular is 2 June 2022.

IMPORTANT NOTICE

MiFID II product governance/target market – The Pricing Supplement in respect of any Notes may include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MiFIR product governance/target market – The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

PRIIPs/IMPORTANT – EEA RETAIL INVESTORS – Unless the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, such Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a “**retail investor**” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PRIIPs/IMPORTANT - UK RETAIL INVESTORS – Unless the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, such Notes are not intended to be

as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

PRODUCT CLASSIFICATION PURSUANT TO SECTION 309B OF THE SECURITIES AND FUTURES ACT 2001 (2020 REVISED EDITION) OF SINGAPORE – The Pricing Supplement in respect of any Notes may include a legend entitled “Singapore Securities and Futures Act Product Classification” which will state the product classification of the Notes pursuant to section 309B(1) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore (the “**SFA**”).

The Issuer will make a determination in relation to each issue about the classification of the Notes being offered for the purposes of section 309B(1)(a). Any such legend included on the relevant Pricing Supplement will constitute notice to “relevant persons” for the purposes of section 309B(1)(c) of the SFA.

This document includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer and the Group. The Issuer accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The Issuer having made all reasonable enquiries, confirms that (i) this Offering Circular contains all information with respect to the Issuer and its subsidiaries taken as a whole (the “**Group**”, “**we**” or “**us**”), the Programme and the Notes which is material in the context of the Programme, the issue, offering, sale, marketing or distribution of the Notes, (ii) the statements contained in it relating to the Issuer and the Group are in every material respect true and accurate and not misleading, and there are no other facts in relation to the Issuer, the Group, the Programme and the Notes the omission of which would, in the context of the Programme, and the issue, offering, sale, marketing or distribution of the Notes, make any statement in this Offering Circular misleading, (iii) the statements of intention, opinion, belief or expectation contained in this Offering Circular are honestly and reasonably made or held and have been reached after considering all relevant circumstances and based on reasonable assumptions, (iv) all reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements, and (v) all descriptions of contracts or other material documents described in this Offering Circular are accurate in all material respects and fairly summarise the contents of such contracts or documents. The Issuer accepts full responsibility for the information contained in this Offering Circular.

Each Tranche (as defined in the Conditions) of Notes will be issued on the terms set out herein under “*Terms and Conditions of the Notes*” (the “**Conditions**”) as amended and/or supplemented by a document specific to such Tranche by a Pricing Supplement. This Offering Circular and any Pricing Supplement must be read and construed together with any amendments or supplements hereto and with any information incorporated by reference herein and, in relation to any Tranche of Notes, must be read and construed together with the relevant Pricing Supplement. This Offering Circular and any Pricing Supplement shall be read and construed on the basis that such documents are incorporated in and form part of this Offering Circular.

This Offering Circular is to be read in conjunction with all documents which are incorporated herein by reference (see “*Information Incorporated by Reference*”). This Offering Circular shall be read and construed on the basis that such documents are incorporated in, and form part of, this Offering Circular.

This Offering Circular has been prepared by the Issuer for use in connection with the offer and sale of the Notes outside the United States. The Issuer, the Arranger and the Dealers reserve the right to reject any offer to purchase the Notes, in whole or in part, for any reason. This Offering Circular does not constitute an offer to

any person in the United States. Distribution of this Offering Circular to any person within the United States is unauthorised and any disclosure, without the prior written consent of the Issuer, of any of its contents to any person within the United States is prohibited.

an offer of, or an invitation by or on behalf of the Issuer, the Arranger, the Dealers, the Trustee or the Agents to subscribe for or purchase any of the Notes and may not be used for the purpose of an offer to, or a solicitation by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or is unlawful.

No representation or warranty, express or implied, is made or given by the Arranger, the Dealers, the Trustee or the Agents (or any of their respective affiliates, directors, officers, employees, representatives, agents and each person who controls any of them) as to the accuracy, completeness or sufficiency of the information contained in this Offering Circular, and nothing contained in this Offering Circular is, or shall be relied upon as, a promise, representation or warranty by the Arranger, the Dealers, the Trustee or the Agents. None of the Arranger, the Dealers, the Trustee and the Agents has independently verified any of the information contained in this Offering Circular and can give assurance that this information is accurate, truthful or complete. This Offering Circular is not intended to provide the basis of any credit or other evaluation nor should it be considered as a recommendation by any of the Issuer, the Arranger, the Dealers, the Trustee or the Agents that any recipient of this Offering Circular should purchase the Notes. Each potential purchaser of the Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of the Notes should be based upon such investigations with its own tax, legal and business advisers as it deems necessary.

To the fullest extent permitted by law, none of the Arranger, the Dealers, the Trustee or the Agents or any of their respective affiliates, directors or advisers accepts any responsibility for the contents of this Offering Circular. Each of the Arranger, the Dealers, the Trustee and the Agents and their respective affiliates, directors or advisers accordingly disclaims all and any liability, whether arising in tort or contract or otherwise, which it might otherwise have in respect of this Offering Circular or any such statement. None of the Arranger, the Dealers, the Trustee or the Agents or any of their respective affiliates, directors or advisers undertakes to review the results of operations, financial condition or affairs of the Issuer or the Group during the life of the arrangements contemplated by this Offering Circular nor to advise any investor or potential investor in the Notes of any information coming to the attention of the Arranger, the Dealers, the Trustee or the Agents.

IN CONNECTION WITH THE ISSUE OF ANY TRANCHE OF NOTES, THE ARRANGER AND DEALERS DESIGNATED AS THE STABILISING MANAGER (OR PERSONS ACTING ON BEHALF OF THEM) (THE “STABILISING MANAGERS”) IN THE RELEVANT PRICING SUPPLEMENT MAY OVER-ALLOT NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL FOR A LIMITED PERIOD AFTER THE RELEVANT ISSUE DATE. HOWEVER, THERE IS NO OBLIGATION ON SUCH STABILISING MANAGERS TO DO THIS. SUCH STABILISING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME, AND MUST BE BROUGHT TO AN END AFTER A LIMITED PERIOD. SUCH STABILISING SHALL BE IN COMPLIANCE WITH ALL APPLICABLE LAWS, REGULATIONS AND RULES.

In making an investment decision, investors must rely on their own examination of the Issuer and the terms of the offering, including the merits and risks involved. See “Risk Factors” for a discussion of certain factors to be considered in connection with an investment in the Notes.

Each person receiving this Offering Circular and any Pricing Supplement acknowledges that such person has not relied on the Arranger, the Dealers, the Trustee or the Agents or any person affiliated with the Arranger, the Dealers, the Trustee or the Agents in connection with its investigation of the accuracy of such information or its investment decision.

This Offering Circular does not describe all of the risks and investment considerations (including those relating to each investor’s particular circumstances) of an investment in Notes of a particular issue. Each potential purchaser of Notes should refer to and consider carefully the relevant Pricing Supplement for each particular

issue of Notes, which may describe additional risks and investment considerations associated with such Notes. The risks and investment considerations identified in this Offering Circular and the relevant Pricing Supplement are provided as general information only.

Investors should consult their own financial, tax, accounting and legal advisers as to the risks and investment considerations arising from an investment in an issue of Notes and should possess the appropriate resources to analyse such investment and the suitability of such investment in their particular circumstances.

Notes issued under the Programme may be denominated in Renminbi. Renminbi is currently not freely convertible and conversion of Renminbi is subject to certain restrictions. Investors should be reminded of the conversion risk with Renminbi products. In addition, there is a liquidity risk associated with Renminbi products, particularly if such investments do not have an active secondary market and their prices have large bid/offer spreads.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

This Offering Circular contains the consolidated financial information of the Group as at and for the year ended 31 December 2019, which has been extracted from the audited consolidated financial statements of the Group as at and for the year ended 31 December 2020 (the “**2020 Audited Consolidated Financial Statements**”) and the consolidated financial information of the Group as at and for the years ended 31 December 2020 and 2021, which has been extracted from the audited consolidated financial statements of the Group as at and for the year ended 31 December 2021 (the “**2021 Audited Consolidated Financial Statements**” and together with the 2020 Audited Consolidated Financial Statements, the “**Audited Consolidated Financial Statements**”). The Audited Consolidated Financial Statements have been audited by KPMG, Certified Public Accountants, Hong Kong, and prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”), and have been included elsewhere in this Offering Circular.

As used in this Offering Circular, a non-HKFRS financial measure is one that purports to measure historical or future financial performance, financial position or cash flows, but excludes or includes amounts that would not be so excluded or included in the most comparable HKFRS measures. “**EBITDA**” is a non-HKFRS financial measure which is defined as profits before tax, net borrowing costs, depreciation and amortisation. EBITDA, as used in this Offering Circular, is a supplemental measure of the Group’s performance and liquidity that are not required by or presented in accordance with HKFRS or generally accepted accounting principles in certain other countries. Furthermore, EBITDA is not a measure of financial performance or liquidity under the HKFRS or any other generally accepted accounting principles and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with HKFRS or any other generally accepted accounting principles. EBITDA should not therefore be considered in isolation from, or as a substitute for, the analysis of the financial condition or results of operations of the Group, as reported under HKFRS. Further, EBITDA may not reflect all of the financial and operating results and requirements of the Group. In particular, EBITDA does not reflect the Group’s needs for capital expenditures, debt servicing or additional capital that may be required to replace assets that are fully depreciated or amortised. Other companies may calculate or define EBITDA differently, limiting its usefulness as a comparative measure. Unless otherwise indicated, all references in this Offering Circular to “**China**” or the “**PRC**” are to the People’s Republic of China and, for the purpose of this Offering Circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, all references to “**Hong Kong**” are to the Hong Kong Special Administrative Region of China. References herein to the “**US**”, “**U.S.**” or the “**United States**” are to the United States of America, its territories and possessions, any state of the United States and the District of Columbia.

Unless otherwise specified or the context requires, references herein to “**Renminbi**”, “**RMB**” or “**CNY**” are to the lawful currency of the PRC, references herein to “**Hong Kong dollars**”, “**HK dollars**” or “**HKD**” are to

the lawful currency of Hong Kong and references herein to “U.S. dollars”, “US\$” or “USD” are to the lawful currency of the United States.

Unless otherwise specified or the context requires, references herein to the “Group” refer to the Issuer and its Subsidiaries taken as a whole.

Certain monetary amounts and percentages in this Offering Circular have been subject to rounding adjustments; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them. Any discrepancies in the tables included herein between the listed amounts and the totals thereof are due to rounding.

Market data and certain industry forecasts and statistics in this Offering Circular have been obtained from both public and private sources, including market research, publicly available information and industry publications. Although this information is believed to be reliable, it has not been independently verified by the Issuer, the Arranger, the Dealers, the Trustee, the Agents or their respective directors and advisers, and none of the Issuer, the Arranger, the Dealers, the Trustee, the Agents and their respective directors and advisers makes any representation as to the accuracy or completeness of that information. In addition, third-party information providers may have obtained information from market participants and such information may not have been independently verified.

In this Offering Circular, where information has been presented in thousands or millions of units, amounts may have been rounded. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and the actual numbers may differ from those contained herein due to rounding. References to information in billions of units are to the equivalent of a thousand million units.

SUPPLEMENTAL OFFERING CIRCULAR

The Issuer has given an undertaking to the effect that, unless the Issuer has notified the Dealers in writing that it has no intention to issue Notes under the Programme for the time being, the Issuer shall update or amend this Offering Circular (following consultation with the Arranger which will consult with the Dealers) by the publication of a supplement thereto or a new Offering Circular in a form approved by the Dealers on or before each anniversary of the date of this Offering Circular and in the event that a significant new factor, material mistake or inaccuracy relating to the information included in this Offering Circular arises or is noted which is capable of affecting an assessment of any Notes which may be issued under the Programme.

SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS

This Offering Circular includes forward-looking statements regarding, amongst other things, the Group’s business, results of operations, financial condition, cash flow, future expansion plans and business strategy. These forward-looking statements can be identified by the use of forward-looking terminology, including the words and terms “believe”, “expect”, “plan”, “anticipate”, “intend”, “aim”, “project”, “seek”, “should”, “will”, “would”, “could”, “schedule”, “estimate” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Offering Circular and include statements regarding the Issuer’s intentions, belief or current expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospectus, growth, strategies and the industry in which the Group operates.

By their nature, forward-looking statements are subject to numerous assumptions, risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Investors are cautioned that forward-looking statements are not guarantees of the Group’s future performance and their

actual results of operations, financial condition and liquidity, and the development of the industries in which they operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Offering Circular. In addition, even if the Group's results of operations, financial condition and liquidity and the development of the industries in which the Group operate are consistent with the forward-looking statements contained in this Offering Circular, those results or developments may not be indicative of results or developments in subsequent periods.

The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that the Issuer or persons acting on its behalf may issue. The Issuer does not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this Offering Circular.

Investors should read the factors described in the "*Risk Factors*" section of this Offering Circular to better understand the risks and uncertainties inherent in the Issuer's and the Group's business and underlying any forward-looking statements.

Any forward-looking statements that the Issuer makes in this Offering Circular speak only as at the date of this Offering Circular, and the Issuer undertakes no obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance and should only be viewed as historical data.

INFORMATION INCORPORATED BY REFERENCE

This Offering Circular should be read and construed in conjunction with:

- (i) each relevant Pricing Supplement; and
- (ii) all amendments and supplements to this Offering Circular from time to time,

which shall be deemed to be incorporated in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular.

Any statement contained in this Offering Circular or in a document incorporated by reference into this Offering Circular will be deemed to be modified or superseded for the purposes of this Offering Circular to the extent that a statement contained in any such subsequent document modifies or supersedes that statement. Any statement that is modified or superseded in this manner will no longer be a part of this Offering Circular, except as modified or superseded.

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SUMMARY OF THE GROUP

Overview

The Group is a leading global investment manager and business builder in logistics and supply chain, data infrastructure, renewable energy and related technologies. The Group believes that its combined investing and operating expertise allows it to create value for its customers and investors.

The Group is the investor, developer and operator of over 400 infrastructure facilities in logistics and supply chain, manufacturing and research, data infrastructure and renewable energy, across 70 cities in China. As a leading alternative asset manager, the Group has US\$72 billion in assets under management in China, including several real estate and private equity funds with domestic and international investors and GLP C-REIT, one of the first public offerings of infrastructure real estate investment trusts (“REITs”) in China.

The Group is an early mover in investing in technology and innovation to enhance its assets and has built a highly competitive business ecosystem that enables its customers and partners’ growth. Through private equity, fin-tech and business incubation platforms, the Group is leading the way in adopting and supporting the latest innovations that increase operational efficiency and create value for its customers and investors.

On 15 October 2013, Blear Services Limited established Iowa China Offshore Holdings (Hong Kong) Limited in Hong Kong (Companies Registrar number 1980082). At registry, the Company had a share capital of one share and equity capital of HK\$10,000. As at 31 December 2021, the Company has issued 6,950,825,000 ordinary shares with a total share capital of approximately US\$6.95 billion.

On 24 October 2013, Blear Services Limited transferred its entire share capital for HK\$1 to CLH Limited, a wholly-owned subsidiary of GLP Pte. Ltd. (“GLP”). Since then, GLP has held 100 per cent. of the Company through its control of CLH Limited.

CLH Limited is registered in the Cayman Islands, and holds all of GLP’s shareholding interests in logistics and warehousing companies in the PRC via many direct holding companies registered in Barbados, Singapore and Hong Kong. GLPH Limited is also registered in the Cayman Islands, and, through a Barbados-registered direct holding company, controls 100 per cent. of GLP’s PRC warehousing development and management company, GLP Investment (Shanghai) Co., Ltd. CLH Limited and GLPH Limited are both wholly-owned subsidiaries of GLP.

On 18 February 2014, GLP entered into a strategic agreement with a strategic investment team to further expand and develop its modern logistics business in the PRC. In accordance with the strategic agreement, GLP completed the restructuring of its PRC assets and businesses on 22 May 2014, to which GLP transferred to the Company all PRC businesses, assets and liabilities under CLH Limited; all PRC development projects and business functions under GLPH Limited in the PRC (such as business management, talent development, financial and investment management and marketing and sales); and US\$4,600,564,752 from GLP Investment (Shanghai) Co., Ltd. As such, the Company became the holding company to all of GLP’s PRC warehouse development companies and business management companies. Concurrently, the Company issued 4,600,564,752 ordinary shares to CLH Limited, by which CLH Limited became the parent company of the Company.

On 24 September 2014, all investments made by the strategic investors into the Company were completed. Concurrent to GLP restructuring its PRC assets and businesses, the strategic investment team injected US\$2,103,750,000 into the Company via Khangai Company Limited and Khangai II Company Limited and obtained 2,095,089,422 ordinary shares of the Company, thus becoming a shareholder of 30.15 per cent. of the Company’s issued shares, Khangai Company Limited and Khangai II Company Limited are aligned with the

Company's strategies. Simultaneously, GLP Associates (I) Limited and GLP Associates (II) LLC¹ also injected US\$253,750,000 into the Company and obtained 252,787,714 ordinary shares of the Company, thus becoming a shareholder of an estimated 3.64 per cent. of the Company's issued shares. As a result, the Company's paid-in capital increased to US\$6.958 billion, and CLH Limited's shareholding of the Company also decreased from 100 per cent. to 66.21 per cent.

In February 2022, CLH Limited, Khangai Company Limited and Khangai II Company Limited entered into a share purchase agreement, pursuant to which Khangai Company Limited transferred 789,750,000 issued shares of the Company and Khangai II Company Limited transferred 467,303,653 issued shares of the Company to CLH Limited, as a result of which CLH Limited has held 5,857,618,406 shares of the Company, representing an increase of shareholding to 84.30 per cent. while Khangai Company Limited and Khangai II Company Limited have reduced their shareholding in the Company to 7.58 per cent. and 4.48 per cent. respectively after the completion of share transfer on 8 February 2022. In March 2022, CLH Limited entered into a share purchase agreement to transfer 1,257,053,653 shares of the Company to its related corporation. As at the date of this Offering Circular, such share transfer is still in progress.

As at the date of this Offering Circular, the Company's largest shareholder is CLH Limited holding 84.30 per cent. of the Company's shares. GLP holds 100.00 per cent. of the shares of CLH Limited, which means that GLP indirectly holds 84.30 per cent. of the Company's shares through CLH Limited.

As at 31 December 2021, the amount of the Company's total assets was approximately US\$34.5 billion.

¹ GLP Associates (I) Limited and GLP Associates (II) LLC are both shareholding companies established for the purpose of the Issuer to implement employee stock ownership plans in the future.

SUMMARY OF THE PROGRAMME

The following summary is a brief summary of the Programme. For a more detailed description of the terms of the Notes, see “Terms and Conditions of the Notes”. Capitalised terms used herein and not defined have the meanings given to them in “Terms and Conditions of the Notes”. References to Condition in the following summary refer to the corresponding conditions in the Terms and Conditions of the Notes.

Issuer:	GLP China Holdings Limited () (Legal Entity Identifier is 254900C6X2D3TGF2CO98).
Description:	Medium Term Note Programme.
Size:	Up to HK\$20,000,000,000 (or the equivalent in other currencies at the date of issue) aggregate nominal amount of Notes outstanding at any one time. The Issuer may increase the aggregate nominal amount of the Programme in accordance with the terms of the Dealer Agreement.
Risk Factors:	Investing in Notes under the Programme involves certain risks. The principal risk factors that may affect the abilities of the Issuer to fulfil the obligations in respect of the Notes or the Trust Deed are discussed under the section “Risk Factors”.
Arranger:	Morgan Stanley & Co. International plc.
Dealer:	Morgan Stanley & Co. International plc.
Certain Restrictions:	For a description of certain restrictions on offers, sales and deliveries of Notes and the distribution of offering material relating to the Notes, see the section on “Subscription and Sale”. Further restrictions may apply in connection with any particular Series or Tranche of Notes.
Trustee:	Citicorp International Limited.
Principal Paying Agent and Principal Transfer Agent:	Citibank, N.A., London Branch.
Principal Registrar:	Citibank Europe plc, Germany Branch.
CMU Lodging and Paying Agent, CMU Registrar and CMU Transfer Agent:	Citicorp International Limited.
Method of Issue:	The Notes may be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a “Series”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest and the timing of the NDRC Post-issue Filing, if applicable), the Notes of each Series being intended to be interchangeable with all other Notes of that Series, and each Series may be issued in tranches (each a “Tranche”) on the same or different issue dates. The specific terms of each Tranche will be completed in the Pricing Supplement.

Issue Price:	Notes may be issued at their nominal amount or at a discount or premium to their nominal amount. Partly Paid Notes may be issued, the issue price of which will be payable in two or more instalments.
Clearing Systems:	Clearstream, Euroclear and the CMU and in relation to any Tranche, such other clearing system as may be agreed between the Issuer, the Trustee and the Relevant Dealer.
Currencies:	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in any currency agreed between the Issuer and the Relevant Dealer.
Specified Denomination:	Notes will be issued in such denominations as may be agreed between the Issuer and the Relevant Dealer save that the minimum denomination of each Notes will be such as may be allowed or required from time to time by the central banks (or equivalent body) or any laws or regulations applicable to the relevant currency (see " <i>Certain Restrictions</i> " above).
Withholding Tax:	All payments of principal, premium (if applicable) and interest in respect of the Notes will be made free and clear of withholding taxes of Hong Kong, unless the withholding is required by law. In that event, the Issuer shall (subject to the Conditions) pay such additional amounts as will result in the holders of the relevant Notes receiving such amounts as they would have received in respect of such Notes had no such withholding been required.
Governing Law:	The Notes and the Trust Deed and any non-contractual obligations arising out of or in connection with the Notes and the Trust Deed are governed by English law.
Rating:	<p>Notes issued under the Programme may be rated, or unrated, as specified in the applicable Pricing Supplement.</p> <p>A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.</p> <p>The Issuer is rated "BBB-" and the Programme is rated "BBB-" by Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc.. This rating is only correct as at the date of this Offering Circular. Notes issued under the Programme may be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessary be the same as the rating assigned to the Programme. Where an issue of Notes is rated, its rating will not necessarily be the same as the rating applicable to the Programme.</p>
Listing and Admission to Trading:	Application has been made to the Hong Kong Stock Exchange for the listing of the Programme. Application will be made to the Hong Kong Stock Exchange for the permission to deal in, and for the listing of, Notes to be issued under the Programme during the 12-month period after the date of this Offering Circular on

the Hong Kong Stock Exchange by way of debt issues to Professional Investors only.

However, unlisted Notes and Notes to be listed, traded or quoted on or by any other competent authority, stock exchange or quotation system may be issued pursuant to the Programme. The relevant Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Hong Kong Stock Exchange or listed, traded or quoted on or by any other competent authority, exchange or quotation system.

Notes listed on the Hong Kong Stock Exchange will be traded on the Hong Kong Stock Exchange in a board lot size of at least HK\$500,000 (or its equivalent in other currencies).

The Notes may also be listed on such other or further stock exchange(s) as may be agreed between the Issuer and the Relevant Dealers in relation to each Series of Notes. The Pricing Supplement relating to each Series of Notes will state whether or not the Notes of such Series will be initially listed on any stock exchange(s) and, if so, on which stock exchange(s) the Notes are to be initially listed. Unlisted Series of Notes may also be issued pursuant to the Programme.

Initial Delivery of the Notes:

On or before the issue date for each Tranche, the Global Note representing Bearer Notes or the Global Certificate representing Registered Notes may be deposited (a) in the case of a Tranche intended to be cleared through Euroclear and/or Clearstream, with a common depositary on behalf of Euroclear and/or Clearstream or, (b) in the case of a Tranche intended to be cleared through the CMU, with a sub-custodian for the Hong Kong Monetary Authority (the “HKMA”) as operator of the CMU or (c) in the case of a Tranche intended to be cleared through a clearing system other than, or in addition to, Euroclear and/or Clearstream and/or the CMU or delivered outside a clearing system, as agreed between the Issuer and the relevant Dealer.

Status of Notes:

The Notes constitute direct, unconditional and (subject to Condition 5(a)) unsecured obligations of the Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* and without any preference or priority with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application. See “*Terms and Conditions of the Notes — Status of the Notes*”.

Maturities:

Subject to compliance with all relevant laws, regulations and directives, any maturity as may be agreed between the Issuer and the Relevant Dealers.

Form of Notes:

The Notes will be issued in bearer or registered form as described in “*Form of the Pricing Supplement in relation to the Notes*”.

Registered Notes will not be exchangeable for Bearer Notes and vice versa.

Each Tranche of Bearer Notes will initially be represented by a Temporary Global Note or a Permanent Global Note as specified in the relevant Pricing Supplement, which, in each case, may be deposited on the Issue Date with a common depository for Euroclear, Clearstream or any other agreed clearance system compatible with Euroclear and Clearstream or, in respect of Notes intended to be cleared through the CMU, a sub-custodian for the CMU. Each Temporary Global Note will be exchangeable for a Permanent Global Note or, if so specified in the relevant Pricing Supplement, for Definitive Notes. Each Permanent Global Note will be exchangeable for Definitive Notes in accordance with its terms. Definitive Notes will, if interest-bearing, have Coupons attached and, if appropriate, a Talon for further Coupons. Any interest in a Temporary Global Note or a Permanent Global Note will be transferable only in accordance with the rules and procedures or the time being of Euroclear, Clearstream, the CMU and/or any other agreed clearance system, as appropriate.

Bearer Notes will be issued in compliance with applicable U.S. tax rules. Bearer Notes will be issued in compliance with rules in substantially the same form as U.S. Treasury Regulations §1.163-5(c)(2)(i)(D) for purposes of Section 4701 of the U.S. Internal Revenue Code (the “**TEFRA D Rules**”) unless (i) the relevant Pricing Supplement states that the Bearer Notes are issued in compliance with rules in substantially the same form as U.S. Treasury Regulation §1.163-5(c)(2)(i)(C) for purposes of Section 4701 of the U.S. Internal Revenue Code (the “**TEFRA C Rules**”) or (ii) the Bearer Notes are issued other than in compliance with the TEFRA D Rules or the TEFRA C Rules but in circumstance in which the Notes will not constitute “registration required obligations” for U.S. federal income tax purposes, which circumstance will be referred to in the relevant Pricing Supplement. If the TEFRA D Rules are specified in the relevant Pricing Supplement as applicable, certification as to non-U.S. beneficial ownership will be a condition precedent to any exchange of an interest in a Temporary Global Note or receipt of any payment of interest in respect of a Temporary Global Note.

Each Tranche of Registered Notes will, unless specified in the relevant Pricing Supplement, be represented by a Global Certificate (as defined in the “*Form of the Notes*”), which will be deposited on or about its issue date with a common depository for, and registered in the name of a nominee of, Euroclear and Clearstream or in respect of Notes intended to be cleared through the CMU, the Global Certificate will be lodged with a sub-

custodian for the HKMA as operator of the CMU and registered in the name of the HKMA. With respect to all offers or sales by a Dealer of an unsold allotment or subscription, beneficial interests in a Global Certificate of such Tranche may be held only through Euroclear or Clearstream or the CMU.

Application will be made to have Global Notes or Global Certificates of any Tranche accepted for clearance and settlement through the facilities of Euroclear, Clearstream and/or the CMU as appropriate.

Fixed Rate Notes:

Fixed interest will be payable in arrear on such date or dates as may be agreed between the Issuer and the Relevant Dealer and on redemption and will be calculated on the basis of such Day Count Fraction as specified in the relevant pricing supplement.

Floating Rate Notes:

Floating Rate Notes will bear interest payable in arrear and determined separately for each Series as follows:

- (i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2006 ISDA Definitions (as published by the International Swaps and Derivatives Association, Inc. and as amended and updated as at the Issue Date of the first Tranche of the Notes of the relevant Series); or
- (ii) by reference to EURIBOR or HIBOR (or such other benchmark as may be specified in the relevant Pricing Supplement) as adjusted for any applicable margin; or
- (iii) on such other basis as may be agreed between the Issuer and the Relevant Dealer.

Interest Periods will be specified in the relevant Pricing Supplement.

Benchmark Discontinuation:

Fallback provisions might be specified in the relevant Pricing Supplement together with relevant risk factors, in case of the discontinuation of certain benchmarks, or changes in the manner of administration of any benchmarks.

Zero Coupon Notes:

Zero Coupon Notes (as defined in “*Terms and Conditions of the Notes*”) may be issued at their nominal amount or at a discount to it and will not bear interest.

Dual Currency Notes:

Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes (as defined in “*Terms and Conditions of the Notes*”) will be made in such currencies, and based on such rates of exchange as the Issuer and the Relevant Dealer may agree and as may be specified in the relevant Pricing Supplement.

Interest Periods and Interest Rates:

The length of the Interest Periods for the Notes and the applicable interest rate or its method of calculation may differ from time to time or be constant for any Series. Floating Rate

	<p>Notes may also have a maximum interest rate, a minimum interest rate, or both. The use of interest accrual periods permits the Notes to bear interest at different rates in the same Interest Period. All such information will be set out in the relevant Pricing Supplement.</p>
<p>Partly Paid Notes:</p>	<p>In the case of Partly Paid Notes (other than Partly Paid Notes which are Zero Coupon Notes), interest will accrue as aforesaid on the paid-up nominal amount of such Notes and otherwise as specified in the relevant Pricing Supplement.</p>
<p>Redemption:</p>	<p>The relevant Pricing Supplement will indicate either that the relevant Notes cannot be redeemed prior to their stated maturity (other than in specified instalments, if applicable, or for taxation reasons or following an Event of Default) or that such Notes will be redeemable at the option of the Issuer and/or the Noteholders upon giving notice to the Noteholders or the Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as may be agreed between the Issuer and the Relevant Dealer. The relevant Pricing Supplement may provide that Notes may be redeemable in two or more instalments of such amounts and on such dates as are indicated in the relevant Pricing Supplement.</p> <p>Notes having a maturity of less than one year are subject to certain restrictions on their denomination and distribution.</p>
<p>Optional Redemption:</p>	<p>Notes may be redeemed before their stated maturity at the option of the Issuer (either in whole or in part) and/or the Noteholders to the extent (if at all) specified in the relevant Pricing Supplement and subject to Condition 9 (<i>Redemption and Purchase</i>).</p>
<p>Tax Redemption:</p>	<p>Notes will be redeemable at the Issuer's option prior to maturity for tax reasons as described in Condition 9(b) (<i>Redemption and Purchase — Redemption for tax reasons</i>).</p>
<p>Redemption for Change of Control:</p>	<p>At any time following the occurrence of a Change of Control, each Noteholder will have the right, at such Noteholder's option, to require the Issuer to redeem all, but not some only, of that Noteholder's Notes on the Change of Control Put Date at a price equal to the Early Redemption Amount (Change of Control), together with interest accrued (if any) to the Change of Control Put Date.</p>
<p>Redemption at the Option of the Issuer:</p>	<p>If the Call Option is specified in the relevant Pricing Supplement as being applicable, the Notes may be redeemed at the option of the Issuer in whole or, if so specified in the relevant Pricing Supplement, in part on any Optional Redemption Date (Call) at the relevant Optional Redemption Amount (Call).</p>
<p>Redemption at the option of Noteholders:</p>	<p>If the Put Option is specified in the relevant Pricing Supplement as being applicable, the Issuer shall, at the option of the Noteholder of any Note redeem such Note on the Optional</p>

Redemption Date (Put) specified in the relevant Put Option Notice at the relevant Optional Redemption Amount (Put) together with interest (if any) accrued to such date.

Covenants:

The Notes will contain a covenants provision, each as described in Condition 5 (*Covenants*).

Information Report to the NDRC:

Where the NDRC Circular issued by the NDRC and which came into effect on 14 September 2015 and any implementation rules as issued by the NDRC from time to time applies, for the benefit of the relevant Series or Tranche of Notes to be issued in accordance with the Conditions and the Trust Deed, the Issuer undertakes to: (a) file or cause to be filed with the NDRC the requisite information and documents within the prescribed time frame after the relevant Issue Date in accordance with the NDRC Circular, and any implementation rules as issued by the NDRC from time to time (the “**NDRC Post-issue Filing**”); and (b) within 10 China Business Days after submission of such NDRC Post-issue Filing set out in Condition 5(c)(i), provide the Trustee with a certificate signed by an authorised signatory of the Issuer confirming the submission of the NDRC Post-issue Filing and provide the Trustee with a notice substantially in the form set out in the Trust Deed confirming the due filing of the NDRC Post-issue Filing for dissemination to the Noteholders in accordance with Condition 20 by the Principal Paying Agent on behalf of the Issuer.

Cross-acceleration:

The Conditions will contain a cross-acceleration provision as described in Condition 13(c) (*Events of Default —Cross-acceleration of Issuer or Principal Subsidiary*).

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary consolidated financial information of the Group as at and for the periods indicated.

The summary consolidated financial information of the Group as at and for the year ended 31 December 2019 set forth below is derived from the 2020 Audited Consolidated Financial Statements. The summary consolidated financial information of the Group as at and for the years ended 31 December 2020 and 2021 is derived from the 2021 Audited Consolidated Financial Statements. Such financial information should be read in conjunction with the 2020 Audited Consolidated Financial Statements, the 2021 Audited Consolidated Financial Statements and their respective notes thereto.

Historical results of the Group are not necessarily indicative of results that may be achieved for any future period.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the year ended 31 December		
	2019	2020	2021
	(US\$ '000)		
Revenue	990,954	1,149,124	1,273,512
Other income	175,724	195,512	341,380
Cost of goods sold and other financial services costs ..	(25,857)	(125,743)	(3,881)
Property-related and other business expenses¹	(223,535)	(279,087)	(381,534)
Other expenses	(174,778)	(203,414)	(299,807)
Changes in fair value of investment properties	1,081,831	532,835	973,433
Share of results (net of tax expense) of joint ventures.	48,203	73,508	164,047
Share of results (net of tax expense) of associates	7,525	194,043	501,336
Profit from operating activities after share of results of joint ventures and associates	1,880,067	1,536,778	2,568,486
Finance costs	(437,661)	(457,018)	(501,954)
Finance income	40,413	304,365	98,519
Net finance costs	(397,248)	(152,653)	(403,435)
Gain on disposal of subsidiaries	39,283	314,400	552,697
Gain on acquisition of subsidiaries	—	80	19,477
Gain on disposal of investment properties	—	—	13,642
Gain on disposal of assets held for sale	—	92,320	—
Profit before taxation	1,522,102	1,790,925	2,750,867
Tax expense	(464,497)	(537,469)	(865,333)

¹ Expressed as “Property-related Expenses” in the 2020 Audited Consolidated Financial Statements.

	For the year ended 31 December		
	2019	2020	2021
	<i>(US\$ '000)</i>		
Profit for the year	1,057,605	1,253,456	1,885,534
Profit attributable to:			
Owners of the Company	811,257	952,320	1,414,637
Non-controlling interests	246,348	301,136	470,897
Profit for the year	<u>1,057,605</u>	<u>1,253,456</u>	<u>1,885,534</u>
Other comprehensive income for the year			
<i>Items that will not be reclassified to profit or loss:</i>			
Surplus on revaluation of buildings held for own use carried at fair value	3,305	3,425	5,024
Change in fair value of other investments	52,912	27,074	115,480
Disposal of other investments	—	53,299	—
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising from consolidation of foreign operations	(213,501)	1,023,341	429,019
Share of other comprehensive income of joint ventures and associates	—	(3,718)	4,565
Other comprehensive income for the year	<u>(157,284)</u>	<u>1,103,421</u>	<u>554,088</u>
Total comprehensive income for the year	<u>900,321</u>	<u>2,356,877</u>	<u>2,439,622</u>
Total comprehensive income attributable to:			
Owners of the Company	706,052	1,750,169	1,844,570
Non-controlling interests	194,269	606,708	595,052
Total comprehensive income for the year	<u>900,321</u>	<u>2,356,877</u>	<u>2,439,622</u>

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	As at 31 December		
	2019	2020	2021
	<i>(US\$ '000)</i>		
Non-current assets			
Investment properties	20,656,664	21,380,459	15,269,504
Joint ventures	1,369,688	2,090,883	3,080,404

	As at 31 December		
	2019	2020	2021
	<i>(US\$ '000)</i>		
Associates	666,745	1,799,882	2,811,647
Deferred tax assets	8,840	21,456	34,657
Property, plant and equipment	202,641	348,530	823,082
Intangible assets	288,972	309,790	316,716
Other investments	1,616,453	2,125,346	2,336,864
Other non-current assets	203,647	778,399	716,633
	<u>25,013,650</u>	<u>28,854,744</u>	<u>25,379,507</u>
Current assets			
Trade and other receivables	1,389,806	1,573,419	2,889,843
Inventories	3,654	—	—
Assets classified as held for sale	76,011	1,166,970	5,532,665
Cash and cash equivalents	859,715	1,160,752	716,941
Restricted cash	67,294	—	—
	<u>2,396,480</u>	<u>3,901,141</u>	<u>9,139,449</u>
Total assets	<u>27,410,130</u>	<u>32,755,885</u>	<u>34,518,956</u>
Equity attributable to owners of the Company			
Share capital	6,950,825	6,950,825	6,950,825
Reserves	4,114,450	5,432,846	7,278,130

	As at 31 December		
	2019	2020	2021
		<i>(US\$ '000)</i>	
Total equity and liabilities	27,410,130	32,755,885	34,518,956

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended 31 December		
	2019	2020	2021
		<i>(US\$ '000)</i>	
Cash flows from operating activities			
Profit before taxation	1,522,102	1,790,925	2,750,867
Adjustments for:			
Amortisation of intangible assets	1,521	1,624	1,369
Amortisation of deferred management costs	155	124	133
Depreciation of property, plant and equipment	12,709	22,604	28,137
Loss on disposal of property, plant and equipment	352	1,030	(138)
Gain on acquisition/disposal of subsidiaries	(39,283)	(406,800)	(572,174)
Share of results (net of tax expense) of joint ventures	(48,203)	(73,508)	(164,047)
Share of results (net of tax expense) of associates	(7,525)	(194,043)	(501,336)
Changes in fair value of investment properties	(1,081,831)	(532,835)	(973,433)
Changes in fair value of financial assets	(152,899)	(155,069)	(288,301)
Recognition of impairment loss on trade and other receivables	12,175	12,387	993
Other income from disposal of investments in associates and financial assets	—	(8,647)	—
Gain on disposal of assets held for sale	—	(92,320)	—
Gain on disposal of associates	—	—	(7,360)
Gain on investment properties	—	—	(13,642)
Other expense	—	—	44,587
Dividend income	—	—	(14,199)
Net finance costs	397,248	152,653	403,435
	616,521	610,445	694,891
Changes in working capital:			

For the year ended 31 December

	2019	2020	2021
		<i>(US\$ '000)</i>	
Trade and other receivables	(11,369)	(1,106,929)	(669,592)
Trade and other payables	36,277	1,078,532	740,490
Cash generated from operations	641,429	582,048	765,789
Tax paid.....	(79,791)	(94,582)	(150,973)
Net cash generated from operating activities.....	561,638	487,466	614,816
Cash flows from investing activities			
Dividends received from joint ventures.....	—	—	10,850
Proceeds from sale of investment properties	—	—	8,644
Loan to intermediate holding company	—	—	(753,760)
Loan to fellow subsidiaries	—	—	(68,135)

For the year ended 31 December

	2019	2020	2021
		<i>(US\$ '000)</i>	
Loan repayment from non-controlling interests.....	2,494	7,350	41,293
Loan repayment from third parties.....	187,222	146,359	275,595
Acquisition of associates.....	(10,449)	(926,810)	—
Proceeds from disposal of other investments.....	—	422,325	7,704
Dividends received from associates.....	—	2,968	55,306
Capital contribution to joint ventures.....	(272,054)	(773,393)	(756,503)
Capital contribution to associates.....	(87,457)	(929,301)	(785,650)
Interest income received.....	34,947	34,092	61,470
Net cash used in investing activities.....	<u>(2,473,018)</u>	<u>(1,649,072)</u>	<u>(953,486)</u>
Cash flows from financing activities			
Capital reduction from non-controlling interests.....	—	—	(244,589)
Deposits received from issue of co-invest shares.....	—	—	4,391

	For the year ended 31 December		
	2019	2020	2021
	<i>(US\$ '000)</i>		
Cash payments for interest portion of leased liabilities	(2,308)	(3,231)	(6,852)
Acquisition of interests in subsidiaries from non-controlling interests.....	(17,228)	(17,451)	(220,286)
Proceeds from disposal of interests in subsidiaries to non-controlling interests	602,498	—	638,517
Net cash generated from financing activities	<u>2,116,710</u>	<u>1,471,974</u>	<u>69,871</u>
Net increase/(decrease) in cash and cash equivalents..	205,330	310,368	(268,799)
Cash and cash equivalents at beginning of the year....	663,296	859,715	1,222,062
Effect of exchange rate changes on cash balances held in foreign currencies	(8,911)	51,979	10,186
Cash and cash equivalents at end of year.....	<u><u>859,715</u></u>	<u><u>1,222,062</u></u>	<u><u>963,449</u></u>

OTHER FINANCIAL DATA

The Company uses certain non-HKFRS measures to evaluate the Group's financial performance such as EBITDA. EBTIDA is not an accounting measure under HKFRS and therefore should not be considered as an alternative measure to evaluate the Group's performance. EBTIDA is also not a measurement of performance of liquidity under HKFRS. Therefore, investors should not place undue reliance on this data.

	For the year ended	For the year ended	For the year ended
	31 December 2019	31 December 2020	31 December 2021
	<i>(US\$ '000)</i>		
EBITDA⁽¹⁾	1,924,516	2,272,171	3,282,327

Note(s):

(1) EBITDA is defined as profits before tax, net borrowing costs, depreciation and amortisation. EBITDA, as used in this Offering Circular, is a supplemental measure of the Group's performance and liquidity that are not required by or presented in accordance with HKFRS or generally accepted accounting principles in certain other countries. Furthermore, EBITDA is not a measure of financial performance or liquidity under the HKFRS or any other generally accepted accounting principles and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with HKFRS or any other generally accepted accounting principles. EBITDA should not therefore be considered in isolation from, or as a substitute

for, the analysis of the financial condition or results of operations of the Group, as reported under HKFRS. Further, EBITDA may not reflect all of the financial and operating results and requirements of the Group. In particular, EBITDA does not reflect the Group's needs for capital expenditures, debt servicing or additional capital that may be required to replace assets that are fully depreciated or amortised. Other companies may calculate or define EBITDA differently, limiting its usefulness as a comparative measure.

RISK FACTORS

Prior to making any investment decision, investors should consider carefully all of the information in this Offering Circular, including any documents incorporated by reference herein and the risks and uncertainties described below. Any of the risks described below could materially and adversely affect the Issuer's ability to satisfy its obligations under the Notes and have a material adverse effect on the Issuer's and/or the Group's business, financial condition or results of operations. In that event, the market price of the Notes could decline and investors may lose all or part of their investment in the Notes. The risks and uncertainties described below are not the only risks and uncertainties the Issuer and the Group face. In addition to the risks described below, there may be other risks and uncertainties not currently known to the Issuer or the Group or that the Issuer or the Group currently deem to be immaterial which may in the future become material risks. The risks discussed below may also include forward-looking statements and the Issuer's and the Group's actual results may differ substantially from those discussed in these forward-looking statements. Subheadings are for convenience only and risk factors that appear under a particular heading may also apply to one or more other sub-headings.

Risks Relating to the Group's Business and Operations and the Logistics and Warehousing Industry generally

The Group is subject to the risks of the logistics and warehousing facilities business.

The Group is subject to risks associated with the provision of logistics and warehousing facilities. Some of the factors that may affect the Group's business include:

local market conditions, such as oversupply of logistics or warehousing facility space, reduction in demand for logistics or warehousing facility space and the rents that the Group can charge for a completed logistics or warehousing facility, which may make a logistics or warehousing facility unprofitable;

significant liabilities associated with logistics or warehousing facility assets, such as mortgage payments, and real estate taxes, are generally fixed and need to be paid even when market conditions reduce income from the assets;

the attractiveness of the Group's facilities to potential customers and investors;

the Group's ability to maintain, refurbish and redevelop existing facilities;

competition from other available logistics and warehousing facilities and new entrants into the logistics market;

the Group's ability to maintain, and obtain insurance for, its facilities;

the Group's ability to control rents and variable operating costs;

changes in labour laws;

governmental regulations, including changes in zoning and usage, condemnation, redevelopment and tax laws and changes in these laws;

difficulty in acquiring land to build logistics and warehousing facilities;

difficulty in finding a buyer for any land parcel that the Group seeks to sell or in achieving the sales price which may not allow the Group to recover its investment, resulting in additional impairment charges;

construction costs (including labour costs) of a logistics or warehousing facility may exceed original estimates, or construction may not be concluded on schedule, due to factors such as contract default, the effects of local weather conditions, the possibility of local or national strikes by construction-related labour and the possibility of shortages or an increase in the cost of materials, building supplies or energy and fuel for equipment as a result of rising commodity prices, inflation or otherwise, making the logistics or warehousing facility less profitable than originally estimated or not profitable at all;

delays in obtaining governmental permits and authorisations, and changes to and liability under all applicable zoning, building, occupancy and other laws;

changes in or abandonment of development opportunities, and the requirement to recognise an impairment charge for those investments; and

A slowdown in global economic growth, including as a result of the ongoing COVID-19 pandemic.

Any of these factors could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The impacts of the outbreak of the COVID-19 pandemic and the relevant measures are uncertain and may cause a material adverse effect on the Group's business.

The 2019-nCoV acute respiratory disease ("COVID-19") is a global pandemic that has had a significant impact on the global and PRC economy. Governments and health authorities in affected areas have imposed measures designed to contain the outbreak, including, among others, temporary shutdowns, travel restrictions, quarantines and cancellations of gatherings and events. This, in turn, has resulted in disruptions in global supply chains, reduced trade, lower industrial production and lower consumption generally, even in areas not directly affected by the outbreak, which may negatively impact the Group's business and its customers' business and the demand for logistics and warehousing facilities, which could have a material adverse effect on the Group's business and results of operations.

Although the Group remains operational amidst the COVID-19 pandemic, requirements that entry into offices of the Group's staffs and employees be minimised may lead to a disruption of the Group's business if prolonged. Although the disruption caused by COVID-19 to the Group's development and operating projects has been minimal and there is no sustained shutdown of projects, there have been temporary delays on selected development projects. Furthermore, while the Group is seeing an increase in the demand for e-commerce services in the PRC since the start of the outbreak, and while many of the Group's customers are in the e-commerce industry, in part due to the impr ht.50 (-)15.90 . (t)1.90 0 (s)14he geruru nd

is possible that the COVID-19 pandemic will cause a prolonged global economic crisis or recession despite monetary and fiscal interventions by governments and central banks globally. However, given the uncertainties as to the development of the COVID-19 pandemic at the moment, it is difficult to predict how long these conditions will exist and the extent to which the Group may be affected. The extent to which the coronavirus will impact the Group's operations and those of its customers will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the outbreak, the actions taken to contain the coronavirus or mitigate its impact, and the direct and indirect economic effects of the illness and containment measures, among others. Should the disruption continue or the extent of such disruption become more severe, the Group may experience delays in construction completion and delivery of the Group's projects, which would in turn result in a delay in the start of new leases. Furthermore, if any of the Group's logistics facilities or properties are identified to be clusters for COVID-19 or if the spread of COVID-19 within the PRC becomes or may become uncontained, such facilities may be required to be suspended or closed, and accordingly the Group's tenants may request or file proceedings to terminate the lease agreements based on the change of circumstances, subject to court judgments. Any of these circumstances could lead to decreased demand for the Group's logistics properties, and in turn have a material adverse impact on the Group's business, financial condition, results of operations, performance and prospects.

Any of these developments, and others, could have a material adverse effect on the Group's business, financial condition and results of operations. To the extent the coronavirus pandemic adversely affects the Group's business and financial results, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section, such as those relating to disruptions to the Group's operations, the Group's dependence on external financing to service or refinance existing financing obligations, fluctuations in properties' value and rental income, the Group's exposure to a range of risks relating to the development of logistics assets and the Group's dependence on its customer's ability to meet lease obligations.

The Group's long-term growth will partially depend upon future acquisitions of logistics and warehousing facilities and land upon which to build new logistics and warehousing facilities, and the Group may be unable to consummate acquisitions at commercially attractive terms or at all, or

The Group's performance is dependent on the PRC property market.

value and debt-service coverage ratios and mandatory redemption upon disposal of assets. These covenants may limit the Group's flexibility in its operations, and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness. Certain of the Group's credit agreements also contain cross-default or cross-acceleration provisions that would permit the lenders thereunder to accelerate repayments of indebtedness in the event of a default or acceleration of repayment of other material indebtedness. Any default of such covenants or inability to cure such defaults could have a material adverse impact on the Group's business, financial condition, results of operations and prospects. The Group could be required to sell one or more logistics and warehousing facilities at times or under circumstances that reduce the Group's return on those assets. In addition, if the maturing debt were secured, the lender may foreclose on the property securing that indebtedness.

The real property portfolio of the Group and the returns from its investments could be adversely affected by fluctuations in the value and rental income of its properties and other factors.

Returns from an investment in real estate depend largely upon the amount of rental income generated from the property and the expenses incurred in the operation of the property, including the management and maintenance of the property, as well as changes in the market value of the property.

Rental income and the market value of properties may be adversely affected by a number of factors including:

- the overall conditions in the PRC economy, such as growth or contraction in gross domestic product, consumer sentiment, employment trends and the level of inflation and interest rates;

- local real estate conditions, such as the level of demand for, and supply of, industrial property and business space;

- the Group's ability to collect rent on a timely basis or at all;

- defects affecting the properties in the Group's portfolio which could affect the ability of the relevant tenants to operate on such properties;

- the perception of prospective customers of the usefulness and convenience of the relevant property;

- the Group's ability to provide adequate management, maintenance or insurance;

- the financial condition of customers and the possible bankruptcy of customers;

- high or increasing vacancy rates;

- changes in tenancy laws; and

- external factors including major world events, such as war, terrorist attacks, epidemics and pandemics, such as the COVID-19 pandemic, and acts of God such as floods and earthquakes. See also "*Risk Factors— Risks Relating to the Group's Business and Operations and the Logistics and Warehousing Industry generally —The outbreak of the COVID-19 pandemic is growing and its impact is uncertain and hard to measure but may cause a material adverse effect on the Group's business.*".

In addition, other factors may adversely affect a property's value without necessarily affecting its current revenues and operating profit, including (i) changes in laws and governmental regulations, including tenancy, zoning, planning, environmental or tax laws, (ii) potential environmental or other legal liabilities, (iii) unforeseen capital expenditure, (iv) the supply and demand for industrial properties or business space, (v) loss

rates in the PRC where the Group has property interests may also adversely affect the availability of loans on terms acceptable to purchasers, and hence the amount of other income the Group may be able to generate should it wish to dispose of any property interests. The Group may also be subject to third-party solvency and other risks in relation to its financial investments and arrangements.

The Group is exposed to a range of risks relating to the development and of its logistics and warehousing facilities.

As at 31 December 2021, the area of logistics and warehousing facilities under construction/reconstruction and

economic, real estate market or other conditions. As at 31 December 2019, 2020 and 2021, the Group's investment properties amounted to US\$20,657 million, US\$21,380 million and US\$15,270 million respectively and represented the largest non-current assets financial statement item on the Group's balance sheet for each of the respective financial years. The real estate market is affected by many factors beyond the Group's control, such as general economic conditions, availability of financing, interest rates, supply and demand of properties. The Group cannot predict whether it will be able to sell any of its investment properties or other assets for the price or on the terms set by it, or whether any price or other terms offered by a prospective purchaser would be acceptable to it. The Group also cannot predict the length of time needed to find a purchaser or to close a sale in respect of an investment property or other assets. These factors could affect the Group's gains from realisation of its investments in its real estate assets including the value at which the Group may dispose of its holdings in entities that hold the real estate assets, the income or other distributions received by the Group from its respective holdings, which in turn would have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In addition, the Group may be required to expend funds to maintain properties, correct defects, or make improvements before an investment property or a certain other asset can be sold. There is no assurance that the Group will have funds available for these purposes. These factors and any other factors that would impede the Group's ability to respond to adverse changes in the performance of its investment properties and/or certain other assets could affect its ability to retain customers and to compete with other market participants, as well as

Changes to local, regional and global economic conditions may cause companies to downsize and even close their operations in the PRC and the demand and rental rates for industrial property and business space may greatly reduce. In the event of a default by a significant number of the Group's customers or a default by any of its major customers on all or a significant portion of their leases, the Group would suffer decreased rents and incur substantial costs in enforcing its rights as a landlord, which could adversely affect its results of operations and cash flows.

The Group faces increasing competition with other logistics and warehousing businesses in the PRC which could have an adverse impact on the Group's business.

The PRC market for properties in the logistics and warehousing sectors is competitive and new competition in the form of other property groups, commercial organisations or new facilities may emerge both generally and in the industry. In recent years, the logistics and warehousing facility market has been evolving rapidly. In addition to the expansions by the existing international and domestic logistics and warehousing facility providers of their operations and businesses in China, a number of new entrants from other industries have entered or plan to enter the logistics and warehousing facility market which in turn may severely challenge the Group's current market-leading position. The Group expects many of these providers have sufficient financial, managerial, marketing and other resources to be competitive, and may have more experience in logistics and warehousing facility and land development.

Competition between logistics and warehousing facility providers in the PRC is intense, and the Group faces significant competition for attractive investment opportunities from local and regional providers who may have better local knowledge and relationships as well as greater access to funding to acquire properties than the Group does, which may result in, among other things:

- an increased supply of business or industrial premises from time to time through overdevelopment, which could lead to downward pressure on rental rates;

- volatile supply of tenants and occupants, which may affect the Group's ability to maintain high occupancy levels and rental rates; and

- inflation of prices for existing properties or land for development through competing bids by potential purchasers and developers, which could lead to the inability to acquire properties or development land at satisfactory cost.

Any such developments could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. If the Group cannot respond to changes in market conditions more swiftly or effectively than its competitors do, it could have a material adverse effect on its business, financial condition, results of operations and prospects.

Moreover, the performance of the Group's investment portfolio depends in part on the volumes of trade flowing through the PRC that drives the demand for logistics and warehousing space, and factors such as more favourable regulatory taxation and tariff regimes, cheaper terminal costs and the cost-competitiveness of competing ports compared to the PRC that might divert trade to such alternative ports.

In addition, if the Group's competitors sell assets similar to those that the Group intends to divest in the same markets and/or at lower prices, the Group may not be able to divest its assets on expected terms or at all. Furthermore, competitors selling similar assets at lower prices than comparable assets held by the Group will have an adverse impact on the Group's property valuations. Likewise, the existence of such competition for lettable properties may have a material adverse impact on the Group's ability to secure customers for its properties at satisfactory rental rates and on a timely basis.

Disputes or conflicts with joint venture or project development partners may materially and adversely affect the Group's business.

The Group has partnered with, or acquired interests in, joint ventures to acquire some of its investment properties. Co-operation and agreement among the Group and its joint venture partners on its existing or future projects is an important factor for the smooth operation and financial success of such projects. In fact, certain corporate actions of these joint ventures require approval of all partners. Such joint ventures may involve special risks associated with the possibility that Group's joint venture partners may (i) have economic or business interests or goals that are inconsistent with those of the Group, (ii) take action contrary to the instructions or requests of the Group or contrary to the Group's policies or objectives with respect to its investments, (iii) be unable or unwilling to fulfil their obligations under the joint venture agreements, (iv) experience financial or other difficulties or (v) have disputes with the Group as to the scope of their responsibilities and obligations.

Although the Group has not experienced any significant problems with respect to its joint venture partners to date which could not be resolved, should such problems occur in the future, they could have a material adverse effect on the success of these joint ventures and thereby material adverse effect on the Group's business, financial condition, results of operations and prospects. In addition, a disposal of the Group's interests in joint ventures is subject to certain pre-emptive rights on the part of the other joint venture partners or certain restrictions. As a result, a disposal of the Group's interests in its joint ventures may require a longer time to complete, if at all, than a disposal of a wholly-owned asset.

The valuations of the Group's properties contain assumptions that may not materialise and may fluctuate from time to time.

Real estate assets are inherently difficult to value. Valuations are subject to subjective judgments and are made on the basis of assumptions which may not necessarily materialise. Additionally, the inspections of the Group's properties and other work undertaken in connection with a valuation exercise may not identify all material defects, breaches of contracts, laws and regulations, and other deficiencies and factors that could affect the valuation. There can be no assurance that the Group's investment in its properties will be realised at the valuations or property values recorded or reflected in its financial statements or in this Offering Circular. The Group applies fair value accounting for all its investment properties. Independent valuations are carried out on the Group's investment properties at least once every year. The Group assesses the valuation of its properties to ensure that the carrying amount of each investment property reflects the market conditions at the relevant financial u.30 (al)-1.i490 (at)-1.70 ()1.80t in e orndTJ ET BT .-4.20 (-)63.30Tesorcoun -2.80 (l)1.80 (u)-6.90

include gains and losses that arise from revaluation of the Group's investment properties. The amount of revaluation adjustments has been, and may continue to be, significantly affected by the prevailing property market conditions and may be subject to market fluctuations. There is no assurance that the fair value of its investment properties will not decrease in the future. Any such decrease in the fair value of the Group's investment properties will reduce the Group's profits, which in turn may have a material adverse effect on its business, financial condition, results of operations, performance and prospects.

Potential investors should not place undue reliance on the financial information that is not audited or reviewed.

The Group publishes annual, semi-annual and/or quarterly consolidated financial information to satisfy its continuing disclosure obligations relating to its bonds listed on the stock exchanges in other jurisdictions according to the applicable regulations and rules of such stock exchanges. Such financial information may not be audited or reviewed by the Group's independent auditors and should not be relied upon by investors to provide the same quality of information associated with information that has been subject to an audit or a review. Such unaudited or unreviewed consolidated interim financial information is not necessarily indicative of the results that may be expected for the full financial year or any period thereafter. Consequently, potential investors should not take such financial information as indicative of the expected financial condition or results of operations of the Company or the Group for the relevant full financial year. Potential investors should exercise caution when using such data to evaluate the Company's or the Group's financial condition and results of operations.

Foreign currency exchange rate fluctuations may have a material adverse effect on the Group's results of operations.

The Group operations are exposed to foreign exchange rate fluctuations. The Group's consolidated financial statements are presented in U.S. dollars and its pre-tax profit is also exposed to currency risks on revenue, expenses, borrowings and monetary balances that are denominated in currencies other than the functional currency (i.e. Renminbi) of the Group's entities in the PRC. Any significant depreciation of the Renminbi against these other currencies could have an adverse effect on the Group's business, financial condition, results of operations and prospects. Conversely, any significant appreciation of the Renminbi against these other currencies could have a positive effect on the Group's business, financial condition, results of operations and prospects. Exchange rate gains or losses will arise when the assets and liabilities in the Renminbi are translated or exchanged into U.S. dollars for financial reporting or repatriation purposes. Historically, there has been volatility of the Renminbi-US dollar exchange rate since the implementation of PBOC's further improvement mechanism for computing the Renminbi to US dollar middle price from 11 August 2015. Fluctuations in currency exchange rates could materially affect the Group's reported financial results. While the Group seeks to ensure that the net exposure risk to foreign exchange rate fluctuations in respect of its monetary assets and liabilities denominated in foreign currencies are kept to an acceptable level through the purchase and sale of foreign currencies at spot rates where necessary to address short-term imbalances, there can be no assurance that such risk will always be kept to an acceptable level. The Group recorded a foreign exchange gain of US\$38.5 million for the year ended 31 December 2021.

The due diligence exercise on the Group's properties, tenancies, buildings and equipment may not have identified all material defects and other deficiencies.

The Group believes that reasonable due diligence investigations with respect to the Group's properties have been conducted prior to their acquisition. However, there is no assurance that the Group's properties will not have defects or deficiencies requiring repair or maintenance (including design, construction or other latent property or equipment defects or asbestos contamination in the Group's properties which may require additional capital expenditure, special repair or maintenance expenses). Such undisclosed and undetected defects or

deficiencies may require significant capital expenditure or trigger obligations to third parties and involve significant and unpredictable patterns and levels of expenditure which may have a material adverse effect on the Group's business, financial condition, results of operations, performance and prospects.

The experts' due diligence reports that the Group relies upon as part of its due diligence process may be subject to inaccuracies and deficiencies. This may be because certain building defects and deficiencies are difficult or impossible to ascertain due to limitations inherent in the scope of the inspections, the technologies or techniques used and other factors. Any inadequacies in the due diligence investigations may result in an adverse impact on the Group's business, financial condition, performance and prospects.

The Group depends on certain key personnel and the loss of any key personnel may adversely affect its operations.

The Group's success depends, in part, upon the continued service and performance of members of the Issuer's senior management team and certain key senior personnel. These key personnel may leave the Group in the future and compete with the Group. The Group has experienced significant growth in recent years and as a consequence would require more personnel with specific skillsets as it continues to expand its operations. However, the competition for talent and skilled personnel is intense, especially for those who have the relevant skillset and experience in the industry in which the Group operates. Although the Group has in place succession planning policies and strategies, and while it believes that the salaries offered to its employees are competitive with respect to, and are in line with, salaries offered by its competitors, the loss of any of these key employees, or the inability to attract skilled employees, could have a material adverse effect on its business, financial condition, results of operations, performance and prospects.

The Group's insurance coverage does not include all potential losses.

The Group currently carries property all risk insurance and business interruption insurance which covers the potential property damage and/or rental loss resulting from accidents and natural hazards. In addition, the Group's operations carry public liability insurance which covers the potential risks as the result of claims from third parties due to its legal liability arising from its business operations. The insurance coverage contains policy specifications and insured limits customarily carried for similar facilities, business activities and markets. While the Issuer believes the Group has insured its facilities in line with industry practices in the respective markets, there can be no assurance that such insurance coverage will be sufficient. For example, there are certain losses, including losses from earthquakes, acts of war, acts of terrorism, riots or labour unrest, which are not customary to insure against in full or at all because it is not deemed economically feasible or prudent to do so. If an uninsured loss or a loss in excess of insured limits were to occur with respect to one or more of its facilities, the Group could experience a significant loss of capital invested and potential revenues in these areas.

service providers engaged by the Group will always be satisfactory or match the level of quality expected by the Group or required by the relevant contractual arrangements, or that such contractual relationships will not be breached or terminated.

Furthermore, there can be no assurance that the Group's contractors and service providers will always perform to contractual specifications, or that such providers will continue their contractual relationships with the Group under commercially reasonable terms, if at all, and the Group may be unable to source adequate replacement services in a timely or cost-efficient manner.

There is also a risk that the Group's major contractors and service providers may experience financial or other difficulties which may affect their ability to discharge their obligations, thus delaying the completion of their work in connection with the Group's ordinary business or development projects and may result in additional costs for the Group. The timely performance of these contractors and service providers may also be affected by natural and human factors such as natural disasters, calamities, pandemics such as the recent COVID-19 pandemic, outbreak of wars and strikes which are beyond the control of the Group. See "*Risk Factors— Risks Relating to the Group's Business and Operations and the Logistics and Warehousing Industry generally —The outbreak of the COVID-19 pandemic is growing and its impact is uncertain and hard to measure but may cause a material adverse effect on the Group's business*". Moreover, such contractors and service providers depend on the services of experienced key senior management and it would be difficult to find and integrate replacement personnel in a timely manner or at all if such contractors and service providers lost their services. Any of these factors could adversely affect the business, financial condition or results of operations of the Group.

The Group may be exposed to operational and other external risk that could negatively impact its business and results of operations.

The existing logistics and warehousing network of the Group encompasses 70 cities within the PRC and covers a vast area, which in turn has exposed the Group to increasing demands on the overall management, technology upgrade, management systems, fund allocation and cost control of the Group. As the Group continues to expand its business and operations within the PRC, any oversight in management, control and even the failure of project development processes to meet the business expansion may adversely affect the coordinated development of various business lines and subject the Issuer to certain operational risks.

The Group also faces a risk of loss resulting from, among other factors, inadequate or flawed processes or systems, theft and fraud. Operational risk of this kind can occur in many forms including, among others, errors, business interruptions, inappropriate behaviour of, or misconduct by, employees of the Group or those contracted to perform services for the Group, and third parties that do not perform in accordance with their contractual agreements. These events could result in financial losses or other damage to the Group. Furthermore, the Group relies on internal and external information technology systems to manage its operations and is exposed to risk of loss resulting from breaches in the security, or other failures, of these systems.

Any failure, inadequacy and security breach in the Group's computer systems and servers may adversely affect the Group's business.

The Group's operations depend on its ability to process a large number of transactions on a daily basis across its network of offices, most of which are connected through computer systems and servers to its head office. The Group's financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are beyond its control, including a disruption of electrical or communications services. The Group's ability to operate and remain competitive will depend in part on its ability to maintain and upgrade its information technology systems on a timely and cost-effective basis. The information available to, and received by, the Group's management through its existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in its operations.

The Group may experience difficulties in upgrading, developing and expanding its systems quickly enough to accommodate changing times.

The Group's operations also rely on the secure processing, storage and transmission of confidential and other information in its computer systems and networks. The Group's computer systems, servers and software, including software licensed from vendors and networks, may be vulnerable to unauthorised access, computer viruses or other malicious code and other events that could compromise data integrity and security and result in identity theft, including customer data, employee data and proprietary business data, for which it could potentially be liable. Any failure to effectively maintain, improve or upgrade its management information systems in a timely manner could adversely affect its competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly, are disabled or if there are other shortcomings or failures in its internal processes or systems, it could affect the Group's operations or result in financial loss, disruption of its businesses, regulatory intervention or damage to its reputation. In addition, the Group's ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports its business.

The Group is subject to various health and safety and environmental regulations, which could impose significant costs or liabilities on it.

As an owner and lessor of real property, the Group is subject to various laws and regulations concerning the protection of health and safety and the environment, including, among others, laws and regulations related to soil contamination, health and hygiene, environmental pollution, chemical processing, hazardous substances and waste storage.

The particular environmental laws and regulations which apply to any given project site vary greatly according to the site's location, its environmental condition, the present and former uses of the site, as well as the presence of any adjoining properties. In the PRC, the Environment Protection Law sets forth the general principles for pollution controls, and the Law on Prevention and Control of Atmospheric Pollution, the Law on Prevention and Control of Water Pollution and the Law on Prevention and Control of Environmental Pollution by Solid Waste provide more detailed rules on preventing and controlling these major types of pollutions. In addition, the Administration Regulations on Environmental Protection for Construction Projects and other relevant regulations of the PRC specifically regulate environmental issues related to construction activities. Environmental laws and conditions often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release or presence of hazardous substances and accordingly may adversely affect the Group's operations and developments, and may cause the Group to incur compliance and other costs and can prohibit or severely restrict project development activity in environmentally-sensitive regions or areas. While the Group generally conducts environmental reviews of assets that it acquires, these reviews may fail to identify all environmental problems. Based on these reviews and past experience, the Group is not aware of any environmental claims or other liabilities that would require material expenditure. However, there can be no

remedies and damage awards. If the Group were to fail to win these disputes, it may incur substantial losses and face significant liabilities.

The Group may be subject to regulatory action in the course of its operations, which may subject it to administrative proceedings and unfavourable decisions that could result in penalties and/or delayed construction of new logistics and warehousing facilities. In such cases, the Group's results of operations and cash flow could be materially and adversely affected.

General economic, political and social conditions and government policies in the PRC could affect the Group's business.

The Group's business, financial condition, results of operations and prospects are subject to economic, political and legal developments in the PRC. There are and will be variations in economic, political, governmental and regulatory structure among the jurisdictions in which it operates. The Group's business, financial condition and results of operations will depend in large part on its ability to adapt to economic, political, governmental and regulatory developments in the PRC, especially as it undergoes rapid growth or demographic or other changes. The Group's business, earnings and prospects may be materially and adversely affected by a variety of conditions and developments in the PRC, including:

inflation, interest rates, and general economic conditions;

the structure of the economy where the economy has been transitioning from a planned economy to a market-oriented economy but where the government still controls a substantial portion of productive assets, continues to play a significant role in regulating industries through industrial policies and exercises significant control over growth through allocating resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies;

the introduction of economic policies to control inflation or stimulate growth, change the rate or method of taxation or impose additional restrictions on currency conversions and remittances abroad where the PRC government has periodically taken measures to stimulate or slow economic growth to a more manageable level covering aspects of industrial production, bank credit, fixed investment and money supply;

demographic factors, for instance the rapidly growing population requiring rapid economic growth to ensure employment and stability;

PRC governmental policies, laws and regulations, including, without limitation, those relating to foreign investment or classification of industries, and changes to such policies, laws and regulations and their implementation and interpretation, which could prevent, delay, increase the cost of or otherwise adversely affect the Group's ability to invest in, acquire or divest, develop, operate or manage its facilities;

certain recent changes in tax law and proposed application and/or interpretation of these laws could increase the Group's tax liability, and potentially adverse tax consequences from changes to or introduction of tax laws and tax treaties or their interpretation or application, or revocation of tax incentives which may increase the Group's cost of investment or carrying on of business, or adversely affect the Issuer's ability to receive dividends or other distributions from entities in which it has made investments;

the risk of nationalisation and expropriation of assets;

currency controls and other regulations, which may affect the Issuer's ability to receive distributions or other dividends from the Issuer's subsidiaries or other entities in which it may have any interest, to borrow onshore or offshore where the facility or the relevant subsidiary or entity is located, or to carry out acquisition, divestment and capital expenditure plans; and

political and other conditions.

Such conditions and developments, many of which are outside of the Group's control, may have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group may suffer substantial losses in the event of a natural or man-made disaster, such as an earthquake or other casualty event in the PRC.

Natural disasters, severe weather conditions, the outbreak of epidemics, catastrophe or other events, all of which are beyond the Group's control, may adversely affect the economy and infrastructure of the PRC and/or result in severe personal injury, property damage and environmental damage, which may curtail the Group's operations and materially adversely affect its cash flows and, accordingly, adversely affect its ability to service debt. Some cities within the PRC where the Group operates are under the threat of typhoon, flood, earthquake, storm, sandstorm, snowstorm, fire, drought or epidemics such as Severe Acute Respiratory Syndrome ("SARS") and H5N1 avian flu or the human swine flu, also known as Influenza A (H1N1), and the recent COVID-19 pandemic. Past occurrences of such phenomena, for instance the outbreak of SARS in 2003 and the Sichuan province earthquake in May 2008, have caused varying degrees of harm to business and the national and local economies. See also "*Risk Factors— Risks Relating to the Group's Business and Operations and the Logistics and Warehousing Industry generally —The outbreak of the COVID-19 pandemic is growing and its impact is uncertain and hard to measure but may cause a material adverse effect on the Group's business.*".

If any of the Group's properties are damaged by severe weather or any other disaster, accident, catastrophe or other event, the Group's operations may be significantly interrupted, and its business and financial condition adversely affected. The occurrence or continuance of any of these or similar events could increase the costs associated with the Group's operations and reduce its ability to operate its businesses at their intended capacities, thereby reducing revenues and debt serviceability. The occurrence of any of the above stated events could have a material adverse effect on the Group's facilities in the PRC, the businesses of the Group's customers in the PRC, the PRC economy in general and the global supply chain. This in turn, could have a material adverse effect on the Group's business, financial condition and results of operations and prospects.

The Group's business is sensitive to global economic conditions. A severe downturn in the global economy could materially and adversely affect the business, financial condition, and results of operations of the Group.

The global financial markets have been affected by a general slowdown of economic growth globally, resulting in substantial volatility in global equity securities markets and tightening of liquidity in global credit markets. Since 2011, the tightening monetary policies and high inflation in the PRC, global economic uncertainties and the euro zone sovereign debt crisis have resulted in adverse market conditions and increased volatility in the PRC and overseas financial markets. While it is difficult to predict how long these conditions will exist and the extent to which the Group may be affected, these developments may continue to present risks to the Group's business operations for an extended period of time, including an increase in interest expenses on the Group's bank borrowings, or a reduction in the amount of banking facilities currently available to the Group. On 23 June 2016, the United Kingdom held a remain-or-leave referendum on its membership within the European Union, the result of which favoured the exit of the United Kingdom from the European Union ("Brexit"). On 31 January 2020, the United Kingdom officially exited the European Union following a UK-EU Withdrawal Agreement signed in October 2019. The UK and the European Union had a transition period to negotiate, among others, trade agreements in details, which ended on 31 December 2020. In December 2020, the United Kingdom,

the European Union and the European Atomic Energy Community concluded the EU-UK Trade and Cooperation Agreement, which has been provisionally applicable since 1 January 2021 and has entered into force since 1 May 2021. The EU-UK Trade and Cooperation Agreement includes an agreement on free trade between the two parties. However, there remain uncertainties related to Brexit and the relationship between the United Kingdom and the European Union, which will continue to be developed and defined and could cause instability in the United Kingdom, the European Union or worldwide political, regulatory, economic or market conditions. Given the lack of precedent and uncertainty of the negotiation, the effect of Brexit remains uncertain, and Brexit has and may continue to create negative economic impact and increase volatility in the global market. These challenging market conditions have resulted in reduced liquidity, widening of credit spreads in credit markets, a reduction in available financing and a tightening of credit terms.

China's economic growth may also slow down due to weakened exports as a result of tariffs and trade tensions caused by the U.S.-China trade dispute. In 2018 and 2019, the U.S. government, under the administration of the then President Donald J. Trump, imposed several rounds of tariffs on cumulatively U.S.\$550 billion worth of Chinese products. In retaliation, the PRC government responded with tariffs on cumulatively U.S.\$185 billion worth of U.S. products. In addition, in 2019, the U.S. government restricted certain Chinese technology firms from exporting certain sensitive U.S. goods. The PRC government lodged a complaint in the World Trade Organisation against the U.S. over the import tariffs in the same year. The trade dispute created substantial uncertainties and volatilities to global markets. On 15 January 2020, the U.S. and Chinese governments signed the U.S.-China Economic and Trade Agreement (the "**Phase I Agreement**"). Under the Phase I Agreement, the U.S. agreed to cancel a portion of tariffs imposed on Chinese products, China promised additional purchases of U.S. goods and services, and both parties expressed a commitment to further improving various trade issues. Despite this reprieve, however, it remains to be seen whether the Phase I Agreement will be abided by both governments and successfully reduce trade tensions. If either government violates the Phase I Agreement, it is likely that enforcement actions will be taken and trade tensions will escalate. Furthermore, additional concessions are needed to reach a comprehensive resolution of the trade dispute and the U.S. government's approach, under the new administration of President Joseph R. Biden, towards China remains uncertain. The roadmap to the comprehensive resolution remains unclear, as does the lasting impact it may have on the PRC economy.

Should the trade dispute between the United States and the PRC begin to materially impact the PRC economy, the purchasing power or the operations of the Group's customers in the PRC would be negatively affected. Any severe or prolonged slowdown or instability in the global or PRC economy may materially and adversely affect the Group's business, financial condition and results of operations. Should there be a further economic downturn or credit crisis for any reason, the Group's ability to borrow funds from current or other funding sources may be further limited, causing the Group's continued access to funds to become more expensive, which would adversely affect the Group's business, financial condition, and results of operations. As such, there can be no assurance that the Group's business operations will not suffer further adverse effects caused by the previous or future credit crisis in the near future.

Furthermore, recent events in Russia and Ukraine have, and are expected to continue to have, significant economic, social, geopolitical and financial implications in the United States, the European Economic Area and globally. While the Group is not expected to have direct exposure to either Russia or Ukraine, the outcome and progression of the Russia/Ukraine conflict is uncertain, and the conflict may escalate and spread. The Russia/Ukraine conflict may deliver an economic shock which will not be limited to Europe. In particular, countries around the world, including the United States and the European Union, have implemented sanctions targeting the Russian government, the Russian central bank and certain Russian individuals and government officials. Such sanctions, and any future sanctions or measures taken by the U.S. and non-U.S. governments, have had, and are likely to continue to have, significant global economic and market consequences, the full effects of which are difficult to predict or determine.

Terrorist attacks, other acts of violence or war and adverse political developments may affect the business, results of operations and financial condition of the Group.

Terrorist activities in the region have contributed to the substantial and continuing economic volatility and social unrest in Asia. Any developments stemming from these events or other similar events could cause further volatility. Any significant military or other response by the U.S. and/or its allies or any further terrorist activities could also materially and adversely affect international financial markets and the PRC economy and may adversely affect the operations, revenues and profitability of the Group. The consequences of any of these terrorist attacks or armed conflicts are unpredictable, and the Group may not be able to foresee events that could have a material adverse effect on its business, financial condition, results of operations, performance and prospects.

Particular Risks Relating to the Group's Business and Operations in the PRC

subsidiaries and joint ventures to be achieved after the completion of developments. Failure to satisfy such requirements may result in penalties or an increase in the land grant premium which in turn could have an adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may not always be able to acquire land reserves that are suitable for development.

The Group derives the majority of its revenue from the leasing of the logistics and warehousing facilities that it has developed. This revenue stream depends on the completion of, and its ability to lease, its developments.

The actual or intended usage of some land or properties may not be in full compliance with legal zoning or usage requirements.

Part of the land held by some of the Issuer's PRC subsidiaries and joint ventures for developing the logistic and warehousing facilities are zoned for "industrial use" or other usages rather than "logistic use", and part of the properties owned by some of the Issuer's PRC subsidiaries and joint ventures, although categorised as "factory building" or "others" rather than "warehouse", are actually used by the relevant subsidiaries and joint ventures or by the tenants for logistics and warehousing purposes. Such intended development or actual use may be found by the government to be incompatible with the zoning or other legal designation. The value of land zoned or permitted for use as a warehouse or logistics and warehousing facility may in some cases be greater than land that is designated for general manufacturing, agricultural, residential or other forms of use. As such, loss of such designation may have an immediate economic impact on the value of such property. Moreover, fines or other penalties may be imposed on the relevant subsidiaries and joint ventures, including administrative actions taken by relevant government departments to prevent continued non-conforming uses.

The Group may fail to obtain, or experience material delays in obtaining, requisite governmental approvals, licences and filings.

To establish a logistics and warehousing facility in the PRC, the Issuer's PRC subsidiaries and joint ventures must go through various PRC governmental approval and filing processes and obtain the requisite approvals and licences for its investment in such logistics and warehousing facility and related business operations. To construct a logistics and warehousing facility, the relevant PRC subsidiaries and joint ventures must obtain permits, licences, certificates and other approvals from the relevant administrative authorities at various stages of land acquisition and construction, including land use rights certificates, construction land planning permits, construction works planning permits, construction works commencement permits and filing forms of completion inspection etc.. Each approval is dependent on the satisfaction of a set of conditions.

The Group did not obtain the relevant required approvals and permits during the construction of certain of its projects in the past and there can be no assurance that the Group will not encounter significant problems in satisfying the conditions to the approvals necessary for the development of its logistics and warehousing facilities, or that the Group will be able to adapt itself to new laws, regulations or policies, or the particular processes related to the granting of the approvals. There may also be delays on the part of the administrative bodies in reviewing the Group's applications and granting approvals. If the Group were to fail to obtain, or experience material delays in obtaining, the requisite governmental approvals, licences and filings, the Group's investment in its subsidiaries and joint ventures and the schedule of development and commencement of the Group's leasing and other business operations could be substantially disrupted, resulting in a material adverse

The Group may face penalties for the non-registration of its lease agreements with customers in the PRC.

Non-registration does not affect the Group's rights or entitlements to lease out the facilities to customers, or the legality and effectiveness of the lease agreements between the parties to the agreements. However, pursuant to the requirements of the PRC Administrative Measures of Commodity Property Leases and relevant local rules, the Group may be subject to penalties for the non-registration of lease agreements imposed by the local authorities and/or requests by the local authorities to complete the registration formalities. The Group intends

The People's Bank of China (the "PBOC") has adjusted the deposit reserve ratio for commercial banks several times commencing from 1 January 2008. The deposit reserve refers to the amount of funds that banks must hold in reserve against deposits made by their customers. The increase of the deposit reserve ratio may negatively impact the amount of funds available to be lent to business, including the Group, by commercial banks in the PRC. The central and local authorities in the PRC may continuously adjust interest rates and other economic policies or impose other regulations or restrictions which may adversely affect the business, financial condition and results of operations of the Group.

The Group is also subject to the industrial policies implemented by the PRC government. In August 2011, the State Council issued the *Opinions of the General Office of the State Council on the Policies and Measures for Promoting the Healthy Development of the Logistics Industry (Guo Ban Fa [2011] No. 38)* aimed at promoting the development of the logistics industry through a series of measures, including the tax reduction for logistics enterprises and greater support in land-related policies for the logistics industry. In September 2014, the State Council further published the *Medium- and Long-term Development Plan for the Logistics Industry (2014-2020)* which emphasised that the logistics industry as a whole is fundamental and of strategic importance for the development of the PRC economy and provided guidelines for the warehousing industry to speed up the construction of modern stereoscopic warehouses, logistics distribution centres for resources products and warehousing facilities for vital commodities, as well as to improve the planning of modern distribution centres around large and medium-sized cities and manufacturing bases. While the intensive launch of new policies to promote the logistics and warehousing industry may provide opportunities for the Group, this could also entail new challenges to for the business and operations of the Group. In addition, there is no assurance that the industrial policies of the PRC may not be further adjusted in the future and in turn adversely affect the Group's business, results of operations and financial condition.

Risks Relating to the Group's Fund Management Business

A portion of the Group's revenue and income is derived from its funds management and assets management business which would be adversely affected if the performance of the funds deteriorates.

As at 31 December 2021, the Group managed several third-party pooled investment vehicles, comprised of: CLF Fund I, LP ("CLF I"), CLF Fund II, LP ("CLF II"), GLP China Value-Added Venture I ("CVA I") and GLP China Value-Added Venture II ("CVA II"), Zhuhai Hidden Hill Logistic Equity Investment Fund ("Hidden Hill Fund"), GLP China Income Fund I ("CIF I"), GLP China Value-Add Venture III ("CVA III"), GLP China Income Fund II ("CIF II"), GLP China Income Fund III ("CIF III"), CLF III, LP ("CLF III") and GLP China Income Fund IV ("CIF IV"), etc. (together, the "Managed Funds"). A decrease in the values of some of the properties held or the gross revenue and net property incomes would result in a corresponding decrease in such fees. Any condition which might have a material adverse effect on the operating performance or financial condition of the Managed Funds, or termination of the Group's management services, could materially reduce its revenue derived from managing these Managed Funds.

The Group's existing contracts for the provision of fund management services are for the life of the Managed Funds unless the Group resigns or is removed as manager. The Managed Funds also specifically provide that the Group's property and fund management services may be terminated generally as a result of its wilful default, gross negligence or material violation of the provisions of the applicable agreement. In the event that the Group's services are terminated prior to the expiry of the applicable contract, or the Group is removed as a manager in accordance with the terms of the applicable contracts or applicable law, or the Group is unable to renew contracts that have expired, and on terms that are commercially reasonable to the Group, this would adversely affect the Group's business, financial condition, results of operations and prospects. The income or

economics of the Managed Funds may also be restructured from time to time or after their life. As a result, the Group's income derived from the Managed Funds may change or even decrease.

The Company is the asset manager of GLP C-REIT. The Group's existing contracts for the provision of asset management services for GLP C-REIT are for a period of 50 years unless otherwise extended or early terminated. The Group may be removed by the trustee of GLP C-REIT, typically in the event of a resolution passed by a majority of the votes cast by unitholders of GLP C-REIT, present and voting, in the event that, among other things, (i) the Group causes significant losses to GLP C-REIT due to wilful misconduct or gross negligence of the Group; (ii) material adverse effect to the qualification or manpower, for example, of the management team of the Group which causes the Group's failure to perform its duty.

the assets underlying C-REIT are consistent with major state strategies, macroeconomic adjustment policies, industry policies and fixed asset investment management regulation. C-REITs must be operated and managed by a fund manager who will be responsible, among others, for collecting rental and other charges that constitute the cash flows of C-REITs. The fund manager is required to hold a license issued by the CSRC to conduct public offering business.

The Group's failure to comply with the applicable regulations or the terms or restrictions of any license, or exemption from licensing, that it currently relies on or may in the future rely on, could result in investigations, sanctions, such as the termination of its licenses and exemptions, reputational damage, or the Group being unable to continue to manage the assets of GLP C-REIT. If such an event were to occur, the Group's business, financial condition, results of operations and prospects will be adversely affected.

Other Risks relating to the PRC generally

The Issuer may be deemed to be a PRC resident enterprise under the PRC Enterprise Income Tax Law and be subject to PRC taxation on the Issuer's worldwide income, which may significantly increase the Issuer's income tax expenses and materially decrease the Issuer's profitability or otherwise adversely affect the value of your investment.

The Issuer is currently not treated as a PRC resident enterprise by the relevant tax authorities. There is no assurance that the Issuer will not be considered a "resident enterprise" under the PRC Enterprise Income Tax Law and not be subject to the enterprise income tax rate of 25 per cent. on its global income in the future as a result of (a) any change in, or amendment to, the relevant PRC tax laws (including any regulations and rules promulgated thereunder), or (b) any change in, or amendment to, or amendment of any official interpretation or official application of such laws, regulations or rules. In the event that the Issuer is determined to be a PRC resident enterprise, the Issuer will consequently be subject to a 25 per cent. enterprise income tax rate on its global taxable income. In addition, the Issuer may be subject to PRC enterprise income tax reporting obligations. Further, the Issuer will be obligated to withhold PRC income taxes of up to 7 per cent. on interest payments for the Notes paid to holders that are Hong Kong resident enterprises and classified as beneficial owners under the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion in respect of Taxes on Income (the "**Tax Arrangement**"), as well as certain other conditions and requirements under relevant PRC laws and the Tax Arrangement. For holders that are non-resident enterprises which are not eligible for a preferential withholding tax rate under the Tax Arrangement between China and Hong Kong, the Issuer will be obligated to withhold PRC income tax of up to 10 per cent. on interest payments for the Notes if the Issuer is treated as a PRC resident enterprise. In addition, non-resident individual holders may be subject to PRC tax at a rate of 20 per cent. if the Issuer is treated as a PRC resident enterprise. Failure to withhold this income tax if required to do so could cause the Issuer to be subject to fines and other penalties. Similarly, any gain realised by such non-resident enterprise from the transfer of the Notes would be regarded as PRC source income and accordingly would be subject to a 10 per cent. tax (or 20 per cent. in the case of non-resident individual holders). These rates may be reduced by an applicable tax treaty.

If the Issuer is treated as a PRC resident enterprise by the relevant tax authorities, the Issuer may exercise its right to redeem the Notes (in whole but not in part and at any time) under the Terms and Conditions of the Notes.

Gains on the transfer of the Notes may become subject to income taxes under PRC tax laws.

Under the PRC Enterprise Income Tax Law, the PRC Individual Income Tax Law and the relevant implementing rules, as amended from time to time, any gain realised on the transfer of Notes by non-PRC resident enterprise or individual Noteholders may be subject to PRC enterprise income tax ("**EIT**") or PRC

individual income tax (“**IIT**”) if such gain is regarded as income derived from sources within the PRC. The PRC Enterprise Income Tax Law levies EIT at the rate of 20 per cent. of the gains derived by such non-PRC resident enterprise or individual Noteholder from the transfer of Notes but its implementation rules have reduced the enterprise income tax rate to 10 per cent. The PRC Individual Income Tax Law levies IIT at a rate of 20 per cent. of the gains derived by such non-PRC resident or individual Noteholder from the transfer of Notes.

However, uncertainty remains as to whether the gain realised from the transfer of Notes by non-PRC resident enterprise or individual Noteholders would be treated as income derived from sources within the PRC and become subject to the EIT or IIT. This will depend on how the PRC tax authorities interpret, apply or enforce

designated as the court having sole jurisdiction for the dispute. Therefore, it is not possible to enforce a judgment rendered by a Hong Kong court in the PRC if the parties in dispute have not agreed to enter into a choice of court agreement in writing. In addition, recognition and enforcement of a Hong Kong court judgment could be refused if the PRC courts consider that the enforcement of such judgment is contrary to the social and public interest of the PRC or meets other circumstances specified by the Arrangement. While it is expected that the PRC courts will recognise and enforce a judgment given by Hong Kong courts in respect of a dispute governed by English law, there can be no assurance that the PRC courts will do so for all such judgments as there is rarely established practice in this area. Compared to other debt securities issuances in the international capital markets where the relevant holders of the debt securities would not typically be required to submit to an exclusive jurisdiction, the holders of the Notes will be deemed to have submitted to the exclusive jurisdiction of the Hong Kong courts, and thus the holder's ability to initiate a claim outside of Hong Kong will be limited.

Additional procedures may be required to be taken to bring English law governed matters or disputes to the Hong Kong courts. There is also no assurance that the PRC courts will recognise and enforce judgments of the Hong Kong courts in respect of English law governed matters or disputes.

The Terms and Conditions and the transaction documents are governed by English law, whereas parties to these documents have submitted to the exclusive jurisdiction of the Hong Kong courts. In order to hear English law governed matters or disputes, Hong Kong courts may require certain additional procedures to be taken. Under the Arrangement, judgments of Hong Kong courts are likely to be recognised and enforced by the PRC courts where the contracting parties to the transactions pertaining to such judgments have agreed to submit to the exclusive jurisdiction of Hong Kong courts. However, recognition and enforcement of a Hong Kong court judgment could be refused if the PRC courts consider that the enforcement of such judgment is contrary to the social and public interest of the PRC. While it is expected that the PRC courts will recognise and enforce a judgment given by Hong Kong courts governed by English law, there can be no assurance that the PRC courts will do so for all such judgments as there is rarely established practice in this area.

Government control of foreign currency conversion may adversely affect the Group's foreign exchange transactions.

Substantially all of the Group's revenue and assets are denominated in Renminbi, which is currently not a freely convertible currency. Conversion and remittance of foreign currencies are subject to PRC foreign exchange laws and regulations which would affect exchange rates and the Group's foreign exchange transactions. A portion of the Group's cash may be required to be converted into other currencies in order to meet the Group's foreign currency needs, including payments of interest and principal of foreign debt obligations of the Group.

There can be no assurance that policies regarding foreign exchange transactions under current accounts or capital accounts will continue in the future. The PRC Government may restrict future access to foreign currencies under current or capital account transactions at its discretion. Foreign exchange policies could restrict the Group's ability to obtain sufficient foreign currency, which could have an effect on the Group's ability to meet foreign exchange requirements. In addition, foreign exchange transactions under current accounts may no longer be freely convertible and could require the approval of the State Administration of Foreign Exchange of the People's Republic of China (the "SAFE"). Failure to obtain approval from the SAFE to convert Renminbi into any foreign currency for foreign exchange transactions could have an adverse effect on the Group's results of operations and financial condition. Moreover, if the Group is unable to obtain sufficient foreign currency, it might not be able to pay the interest or principal of the Group's foreign debt obligations in foreign currencies. On the other hand, most foreign exchange transactions under capital accounts in the PRC continue to be not freely convertible and require the approval of, registration or filing with the SAFE or its designated exchange banks. These limitations could affect the Group's ability to obtain foreign currencies through equity financing or to obtain foreign currencies for capital expenditures.

The implementation of the PRC Social Insurance Law may increase the Issuer's operating expenses and may materially and adversely affect its business, financial condition and results of operations.

The Social Insurance Law of the PRC (the "Social Insurance Law") was promulgated on 28 October 2010 and became effective on 1 July 2011 and was further revised on 29 December 2018. Pursuant to the Social Insurance Law, companies in the PRC are required to make social insurance contributions for the benefit of their employees. As at 31 December 2021, the Group had a total of 2,890 employees in the PRC. The implementation of the Social Insurance Law could increase the Issuer's staff costs and expenses associated with social insurance payable in the PRC and may materially and adversely affect its business, financial condition and results of operations.

The Issuer may be adversely affected by inflation in China.

In recent years, the PRC economy has experienced periods of rapid expansion and highly fluctuating rates of inflation. That has led to the adoption by the PRC Government, from time to time, of various corrective measures designed to restrict the availability of credit or regulate growth and contain inflation. High inflation may in the future cause the PRC Government to impose controls on credit or prices, or to take other action, which could inhibit economic activity in China, and thereby harm the Issuer's business and the businesses of its customers, which could materially and adversely affect its business, financial condition and results of operations.

The Group is subject to the PRC government's control on currency conversion and risks relating to fluctuations in exchange rates.

The Group receives a substantial majority of its revenue in Renminbi, which is currently not a freely convertible currency.

Under the PRC's existing foreign exchange regulations, by complying with certain procedural requirements, the Group will be able to undertake current account foreign exchange transactions, including payment of dividends without prior approval from the SAFE. However, in the future, the PRC government may, at its discretion, take measures to restrict access to foreign currencies for capital account and current account transactions under certain circumstances.

The value of the Renminbi against the U.S. dollar and other currencies fluctuates and is affected by, among other things, changes in the PRC's and international political and economic conditions and the PRC government's fiscal and currency policies. Since 1994, the conversion of Renminbi into foreign currencies, including Hong Kong and U.S. dollars, has been based on rates set by the PBOC, which are set daily based on the previous business day's interbank foreign exchange market rates and current exchange rates on the world financial markets. From 1994 to 20 July 2005, the official exchange rate for the conversion of Renminbi to U.S. dollars was generally stable. On 21 July 2005, the PRC government adopted a more flexible managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band that is based on market supply and demand and by reference to a basket of currencies. On the same day, the value of the Renminbi appreciated by approximately 2.1 per cent. against the U.S. dollar. In August 2008, the PRC revised the PRC Foreign Exchange Administration Regulations () to promote the reform of its exchange rate regime. In June 2010, the PBOC decided to further reform the PRC's exchange rate system in order to make it more flexible. Any appreciation of the Renminbi against the U.S. dollar or any other foreign currencies may result in a decrease in the value of the Group's foreign currency-denominated assets. Although the Group seeks to reduce its exchange rate risk through currency derivatives or otherwise, it cannot assure investors that it will be able to reduce its foreign currency risk exposure relating to its foreign currency-dominated assets. In addition, there are limited instruments available for the Group to reduce its foreign currency risk exposure at reasonable costs. Any appreciation of the Renminbi against the U.S. dollar or any other foreign currencies may materially and adversely affect the financial conditions of certain of the Group's

customers, particularly those deriving substantial income from exporting products or engaging in related businesses, and in turn affect their abilities to service their obligations to the Group. Furthermore, the Group is also currently required to obtain the approval of the SAFE before converting significant sums of foreign currencies into Renminbi. All of these factors could materially and adversely affect the Group's financial condition, results of operations and compliance with capital adequacy ratios and operational ratios.

Risks relating to the Notes Issued under the Programme

The Notes may not be a suitable investment for all investors.

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained or incorporated by reference in this Offering Circular, any applicable supplement to this Offering Circular or any Pricing Supplement;

have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;

have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;

understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and

be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes may be complex financial products and such products may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to the purchaser's overall portfolios. A potential investor should not invest in Notes which are complex financial products unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

Legal investment considerations may restrict cert6.90 (d9e)-2.70 (.90 (es)2.1n2 (e)-1.80 i (f)-4.2wt).80 (h)-6(es)2.20

The Conditions also provide that the Trustee may, without the consent of Noteholders or Couponholders, agree

The Trustee may request that the Noteholders provide an indemnity and/or security and/or pre-funding to its satisfaction.

In certain circumstances, the Trustee may (at its sole discretion) request the Noteholders to provide an indemnity and/or security and/or pre-funding to its satisfaction before it takes actions on behalf of Noteholders. The Trustee shall not be obliged to take any such actions if not indemnified and/or secured and/or pre-funded to its satisfaction. Negotiating and agreeing to any indemnity and/or security and/or pre-funding can be a lengthy process and may impact on when such actions can be taken. The Trustee may not be able to take actions notwithstanding the provision of an indemnity and/or security or pre-funding to it, in breach of the terms of the Trust Deed constituting the relevant Notes and in circumstances where there is uncertainty or dispute as to the applicable laws or regulations and, to the extent permitted by the agreements and the applicable law, it will be for the Noteholders to take such actions directly.

The Notes are unsecured obligations.

As the Notes are unsecured obligations, the repayment of the Notes may be adversely affected if:

the Issuer enters into bankruptcy, liquidation, reorganisation or other winding-up proceedings;

there is a default in payment under the Issuer's future secured indebtedness or other unsecured indebtedness; or

there is an acceleration of any of the Issuer's indebtedness.

If any of these events were to occur, the Issuer's assets may not be sufficient to pay amounts due on the Notes.

The liquidity and price of the Notes following each offering may be volatile.

The price and trading volume of the Notes may be highly volatile. Factors such as variations in the Issuer's revenues, earnings and cash flows and proposals of new investments, strategic alliances and/or acquisitions, interest rates and fluctuations in prices for comparable companies could cause the price of the Notes to change. Any such developments may result in large and sudden changes in the volume and price at which the Notes will trade. There is no assurance that these developments will not occur in the future.

The insolvency laws of Hong Kong and other local insolvency laws may differ from those of another jurisdiction with which the Noteholders are familiar.

As the Issuer is incorporated under the laws of Hong Kong, any insolvency proceeding relating to the Issuer, even if brought in other jurisdictions, would likely involve Hong Kong insolvency laws, the procedural and substantive provisions of which may differ from comparable provisions of the local insolvency laws of jurisdictions with which the Noteholders are familiar.

If the Issuer is unable to comply with the restrictions and covenants in its debt agreements, there could be a default under the terms of these agreements or the Notes, which could cause repayment of its debt to be accelerated.

If the Issuer is unable to comply with its current or future debt obligations and other agreements, there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the debt could terminate their commitments to lend to the Issuer, accelerate repayment of the debt and declare all outstanding amounts due and payable or terminate the agreements, as the case may be. Furthermore, some

alternative financing. Even if the Issuer could obtain alternative financing, it cannot assure holders that it would be on terms that are favourable or acceptable to them.

Uncertainties abound with respect to the implementation of the NDRC Circular on the issue of the Notes.

On 14 September 2015, the NDRC promulgated the NDRC Circular pursuant to which if a PRC enterprise or an offshore branch or enterprise controlled by a PRC enterprise wishes to issue any debt securities outside of the PRC with a tenor of more than one year, such PRC enterprise must, in advance of issuing such debt securities, file certain prescribed documents with the NDRC and obtain the Enterprise Foreign Debt Filing Certificate () from the NDRC in respect of such issue.

On 18 December 2015, the NDRC issued the Guidelines on Overseas Corporate Bond Issuance () (the “**Guideline**”), which further strengthened the compliance of registration requirements under the NDRC Circular, and provides that companies, underwriters, law firms and other intermediary institutions that fail to comply with registration requirements and commit to maliciously report foreign debt percentage and provide fake information might be put on the blacklist of dishonest persons and sanctioned by the PRC government. However, the Guideline does not provide details as to how to implement such blacklist and measures of sanction that the government will take. On 15 June 2018, the NDRC published its replies to the reporters’ questions on irregular issuance of overseas debt notes, which further clarified the progressive punishment measures to be taken depending on the seriousness of irregularity committed by relevant parties and their fulfilment of corresponding rectifications. In the event that Notes to which the NDRC Circular shall be deemed as applicable are intended to be issued under the Programme, the Issuer would need to make an application for the pre-issuance registration of the Offering of such Notes with the NDRC.

On 11 May and 28 June 2018 and in February 2020, the NDRC provided detailed statements as to further clarify some detailed implementation procedures and uncertainties in connection with the registration and post-issuance report required by the NDRC Circular. However, there is no assurance that the NDRC will not issue further implementation rules or notices that may require additional steps in terms of the registration or provide sanctions or other administrative procedures the NDRC may impose if not in compliance with such registration or post-issuance report required by the NDRC Circular. If the Issuer is requested by the NDRC to make the report of post-issuance information with respect to the Notes but does not report the post-issuance information with respect to the Notes within the time frame as provided under the NDRC Circular, the NDRC may impose sanctions or other administrative procedures on the Issuer that may have a material adverse impact to its business, financial condition or results of operations.

A change in the law which governs the Notes may adversely affect Noteholders.

The Conditions will be governed by English law. No assurance can be given as to the impact of any possible judicial decision or change to English law, or administrative practice after the date of issue of the relevant Tranche of Notes.

Performance of contractual obligations.

The ability of the Issuer to make payments in respect of the Notes may depend upon the due performance by the other parties to the transaction documents of the obligations thereunder including the performance by the Principal Paying Agent, any other Paying Agent, each Transfer Agent, the relevant Registrar and/or the relevant Calculation Agent(s) of their respective obligations. Whilst the non-performance of any relevant parties will not relieve the Issuer of its obligations to make payments in respect of the Notes, the Issuer may not, in such circumstances, be able to fulfil its respective obligations to the Noteholders and the Couponholders.

The Issuer may be unable to pay interest or redeem the Notes.

On certain dates, including the occurrence of any early redemption event specified in the relevant Pricing Supplement or otherwise and at maturity of the Notes, the Issuer may, and at maturity, will, be required to pay interest on, or redeem, all of the Notes. If such an event were to occur, the Issuer may not have sufficient cash on hand (whether due to a serious decline in net operating cash flows or otherwise) and may not be able to arrange financing to make such payment or redeem the Notes in time, or on acceptable terms, or at all. The ability to make interest payments or redeem the Notes in such event may also be limited by the terms of other debt instruments. Failure to pay interest on the Notes or to repay, repurchase or redeem tendered Notes by the Issuer would constitute an event of default under the relevant Notes, which may also constitute a default under the terms of other indebtedness of the Group.

The rating of the Programme and the Issuer may be downgraded or withdrawn.

The Programme is rated “BBB-” by Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc.. The rating represents the opinion of the rating agency and its assessment of the ability of the issuer to perform its obligations under the Notes and credit risks in determining the likelihood that payments will be made when due under the Notes. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. A reduction or withdrawal of the rating may adversely affect the market price of the Notes and the Issuer’s ability to access the debt capital markets.

The Issuer’s ability to compete successfully in the marketplace for funding depends on various factors, including financial stability as reflected by its operating results and credit ratings as assigned by credit agencies. Credit ratings are susceptible to change at any time, and in light of the above, the Issuer’s corporate credit rating could be also downgraded at any time according with the rating agencies own criteria.

Any downgrading of the Issuer’s corporate ratings, or those of its subsidiaries, by rating agencies could adversely affect the Group’s business and the Group’s liquidity.

Any adverse revision to the Issuer’s corporate ratings, or those of its subsidiaries, for domestic and international debt by rating agencies such as Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc., Moody’s Investors Service, Inc., a subsidiary of Moody’s Corporation or Fitch (Hong Kong) Limited may adversely affect the Group’s business, its financial performance and the trading price of the Notes. Further, the Group’s ability to obtain financing or to access the capital markets may also be limited, thereby lowering its liquidity.

The credit ratings assigned to the Notes may not reflect all risks.

One or more independent credit rating agencies may assign credit ratings to an issue of the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time. There can be no assurance that the ratings assigned to any Notes will remain in effect for any given period or that the ratings will not be revised or withdrawn by the rating agencies in the future if, in their judgment, the circumstances so warrant. The Group has no obligation to inform holders of the Notes of any such suspension, revision, downgrade or withdrawal. A suspension, downgrade or withdrawal of the ratings of any Notes at any time may adversely affect the market price of the Notes.

Risks relating to the Market for the Notes generally

Notes issued under the Programme have no current active trading market and may trade at a discount to their initial offering price and/or with limited liquidity.

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Tranche, such Tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. If the Notes are trading at a discount, investors may not be able to receive a favourable price for their Notes, and in some circumstances investors may not be able to sell their Notes at all or at their fair market value. Although an application will be made for the Notes issued under the Programme to be admitted to listing on the HKSE, there is no assurance that such application will be accepted, that any particular Tranche of Notes will be so admitted or that an active trading market will develop. In addition, the market for investment grade and crossover grade debt has been subject to disruptions that have caused volatility in prices of securities similar to the Notes issued under the Programme. Accordingly, there is no assurance as to the development or liquidity of any trading market, or that disruptions will not occur, for any particular Tranche of Notes.

This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have an adverse effect on the market value of the Notes.

The Notes may be de-listed, which may materially affect an investor's ability to resell.

Any Notes that are listed on the HKSE or any other listing authority, stock exchange or quotation system may be de-listed. If any Notes are delisted, the Issuer shall use all reasonable endeavours to obtain and maintain a listing of such Notes on such other major stock exchange as they may decide. Although no assurance is made as to the liquidity of the Notes as a result of listing on any listing authority, stock exchange or quotation system, delisting the Notes may have a material adverse effect on a Noteholder's ability to resell the Notes in the secondary market.

Exchange rate risks and exchange controls may result in investors receiving less interest or principal than expected.

The Issuer will pay principal and interest (if applicable) on the Notes in the currency specified in the relevant Pricing Supplement (the "**Specified Currency**"). This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (i) the Investor's Currency equivalent yield on the Notes, (ii) the Investor's Currency equivalent value of the principal payable on the Notes and (iii) the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive no or less interest or principal than expected.

The market value of the Notes may fluctuate.

The price and trading volume of the Notes may be highly volatile. Trading prices and volume of the Notes are influenced by numerous factors, including the operating results, business and/or financial condition of the Group, political, economic, financial and any other factors that can affect the capital markets, the industry and/or the Group generally. Adverse economic developments, acts of war and health hazards in countries in

the amount of principal payable at redemption may be less than the nominal amount of such Notes or even zero.

Failure by an investor to pay a subsequent instalment of partly-paid Notes may result in an investor losing all of its investment.

The Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalments could result in an investor losing all of its investment.

The market price of variable rate Notes with a multiplier or other leverage factor may be volatile.

Notes with variable interest rates can be volatile securities. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include such features.

benchmark, within the EU. Regulation (EU) No. 2016/1011 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Benchmarks Regulation**”) applies to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark, within the UK. The EU Benchmarks Regulation or the UK Benchmarks Regulation, as applicable, could have a material impact on any Notes linked to EURIBOR or another benchmark rate or index, in particular, if the methodology or other terms of the benchmark are changed in order to comply with the terms of the EU Benchmark Regulation or UK Benchmark Regulation, and such changes could (amongst other things) have the effect of reducing or increasing the rate or level, or affecting the volatility of the published rate or level, of the benchmark. More broadly, any of the international, national or other proposals for reform, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. Such factors may have the effect of discouraging market participants from continuing to administer or contribute to certain “benchmarks”, trigger changes in the rules or methodologies used in certain “benchmarks” or lead to the discontinuance or unavailability of quotes of certain “benchmarks”.

As an example of such benchmark reforms, on 21 September 2017, the European Central Bank announced that it would be part of a new working group tasked with the identification and adoption of a “risk free overnight rate” which can serve as a basis for an alternative to current benchmarks used in a variety of financial instruments and contracts in the euro area. On 13 September 2018, the working group on Euro risk-free rates recommended the new Euro short-term rate (“**STR**”) as the new risk-free rate for the euro area. The €STR was published for the first time on 2 October 2019. Although EURIBOR has been reformed in order to comply with the terms of the Benchmark Regulation, it remains uncertain as to how long it will continue in its current form, or whether it will be further reformed or replaced with €STR or an alternative benchmark.

The elimination of certain benchmark, or changes in the manner of administration of any benchmark, could require or result in an adjustment to the interest calculation provisions of the Conditions, or result in adverse consequences to holders of any Notes linked to such benchmark (including Floating Rate Notes whose interest rates are linked to EURIBOR or any other such benchmark that is subject to reform). Furthermore, even prior to the implementation of any changes, uncertainty as to the nature of alternative reference rates and as to potential changes to such benchmark may adversely affect such benchmark during the term of the relevant Notes, the return on the relevant Notes and the trading market for securities (including the Notes) based on the same benchmark.

The “Terms and Conditions of the Notes” provide for certain fallback arrangements in the event that a published benchmark (including any page on which such benchmark may be published (or any other successor service)) becomes unavailable or a benchmark event or a benchmark transition event, as applicable, otherwise occurs. Such an event may be deemed to have occurred prior to the issue date for a Series of Notes. Such fallback arrangements include the possibility that the rate of interest could be set by reference to a successor rate or an alternative rate and that such successor rate or alternative reference rate may be adjusted (if required) in accordance with the recommendation of a relevant governmental body or in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to investors arising out of the replacement of the relevant benchmark, although the application of such adjustments to the Notes may not achieve this objective. Any such changes may result in the Notes performing differently (which may include payment of a lower interest rate) than if the original benchmark continued to apply. In certain circumstances the ultimate fallback of interest for a particular Interest Period may result in the rate of interest for the last preceding Interest Period being used.

This may result in the effective application of a fixed rate for Floating Rate Notes based on the rate which was last observed on the Relevant Screen Page. In addition, due to the uncertainty concerning the availability of

successor rates and alternative reference rates and the involvement of an independent adviser, the relevant fallback provisions may not operate as intended at the relevant time.

Any such consequences could have a material adverse effect on the value of and return on any such Notes.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the Benchmark Regulation reforms or possible cessation or reform of certain reference rates in making any investment decision with respect to any Notes linked to or referencing a benchmark.

Inverse Floating Rate Notes are typically more volatile than conventional floating rate debt.

Inverse Floating Rate Notes have an interest rate equal to a fixed rate minus a rate based upon a reference rate. The market values of such Notes typically are more volatile than market values of other conventional floating rate debt securities based on the same reference rate (and with otherwise comparable terms). Inverse Floating Rate Notes are more volatile because an increase in the reference rate not only decreases the interest rate of the Notes, but may also reflect an increase in prevailing interest rates, which further adversely affects the market value of these Notes.

Risks related to Renminbi Denominated Notes

A description of risks which may be relevant to an investor in Notes denominated in Renminbi (“**Renminbi Notes**”) are set out below.

Renminbi is not freely convertible and there are significant restrictions on the remittance of Renminbi into and out of the PRC which may adversely affect the liquidity of Renminbi Notes.

Renminbi is not freely convertible at present. The PRC Government continues to regulate conversion between Renminbi and foreign currencies. However, there has been significant reduction in control by the PRC Government in recent years, particularly over trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items.

On the other hand, remittance of Renminbi by foreign investors into the PRC for the settlement of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities on a case-by-case basis and is subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into the PRC for settlement of capital account items are being developed.

Although the Renminbi has been included in the Special Drawing Rights basket created by the International Monetary Fund since 1 October 2016, there is no assurance that the PRC Government will continue to gradually liberalise control over cross-border remittance of Renminbi in the future, that the schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or out of the PRC. In the event that funds cannot be repatriated out of the PRC in Renminbi, this may affect the overall availability of Renminbi outside the PRC and the ability of the Issuer to source Renminbi to finance its obligations under Notes denominated in Renminbi.

There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of the Renminbi Notes and the Issuer’s ability to source Renminbi outside the PRC to service Renminbi Notes.

As a result of the restrictions by the PRC Government on cross-border Renminbi fund flows, the availability of Renminbi outside the PRC is limited. While PBOC has entered into agreements on the clearing of Renminbi business with financial institutions in a number of financial centres and cities (the “**Renminbi Clearing**

Banks”), including but not limited to Hong Kong and are in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions (the “**Settlement Arrangements**”), the current size of Renminbi denominated financial assets outside the PRC is limited.

There are restrictions imposed by PBOC on Renminbi business participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from PBOC. The Renminbi Clearing Banks only have access to onshore liquidity support from PBOC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In such cases, the participating banks will need to source Renminbi from outside the PRC to square such open positions.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC regulations will not be promulgated or the Settlement Arrangements will not be terminated or amended in the future, which will have the effect of restricting availability of Renminbi outside the PRC. The limited availability of Renminbi outside the PRC may affect the liquidity of the Renminbi Notes. To the extent the Issuer is required to source Renminbi in the offshore market to service its Renminbi Notes, there is no assurance that the Issuer will be able to source such Renminbi on satisfactory terms, if at all.

Investment in the Renminbi Notes is subject to exchange rate risks.

The value of Renminbi against other foreign currencies fluctuates from time to time and is affected by changes in the PRC and international political and economic conditions as well as many other factors. In 2015, the PBOC implemented changes to the way it calculates the Renminbi’s daily mid-point against the U.S. dollar to take into account market-maker quotes before announcing such daily mid-point. This change, and others that may be implemented, may increase the volatility in the value of the Renminbi against foreign currencies. All payments of interest and principal will be made in Renminbi with respect to Renminbi Notes unless otherwise specified. As a result, the value of these Renminbi payments may vary with the changes in the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against another foreign currency, the value of the investment made by a holder of the Renminbi Notes in that foreign currency will decline. Depreciation of the Renminbi against such currency could cause a decrease in the effective yield of the Renminbi Notes below their stated coupon rates and could result in a loss when the return on the Renminbi Notes is translated into such currency. In addition, there may be tax consequences for investors as a result of any foreign currency gains resulting from any investment in Renminbi Notes.

Investment in the Renminbi Notes is subject to interest rate risks.

The PRC Government has gradually liberalised its regulation of interest rates in recent years. Further liberalisation may increase interest rate volatility. In addition, the interest rate for Renminbi in markets outside the PRC may significantly deviate from the interest rate for Renminbi in the PRC as a result of foreign exchange controls imposed by PRC law and regulations and prevailing market conditions.

As Renminbi Notes may carry a fixed interest rate, the trading price of the Renminbi Notes will consequently vary with the fluctuations in the Renminbi interest rates. If holders of the Renminbi Notes propose to sell their Renminbi Notes before their maturity, they may receive an offer lower than the amount they have invested.

Payments with respect to the Renminbi Notes may be made only in the manner designated in the Renminbi Notes.

All payments to investors in respect of the Renminbi Notes will be made solely for so long as the Renminbi Notes are represented by global notes or global certificates held with the common depositary for Euroclear and Clearstream or any alternative clearing system, by transfer to a Renminbi bank account maintained in Hong

Kong or a financial centre in which a Renminbi Clearing Bank clears and settles Renminbi, if so specified in the Pricing Supplement or for so long as the Renminbi Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong or a financial centre in which a Renminbi Clearing Bank clears and settles Renminbi, if so specified in the Pricing Supplement in accordance with prevailing rules and regulations. The Issuer cannot be required to make payment by any other means (including in any other currency or by transfer to a bank account in the PRC).

Gains on the transfer of the Renminbi Notes may become subject to income taxes under PRC tax laws.

Under the *PRC Enterprise Income Tax Law*, the *PRC Individual Income Tax Law* and the relevant implementing rules, as amended from time to time, any gain realised on the transfer of Renminbi Notes by non-PRC resident enterprise or individual Noteholders may be subject to EIT or IIT if such gain is regarded as income derived from sources within the PRC. The *PRC Enterprise Income Tax Law* levies EIT at the rate of 20 per cent. of the gains derived by such non-PRC resident enterprise or individual Noteholder from the transfer of Renminbi Notes but its implementation rules have reduced the enterprise income tax rate to 10 per cent. The *PRC Individual Income Tax Law* levies IIT at a rate of 20 per cent. of the gains derived by such non-PRC resident or individual Noteholder from the transfer of Renminbi Notes.

However, uncertainty remains as to whether the gain realised from the transfer of Renminbi Notes by non-PRC resident enterprises or individual Noteholders would be treated as income derived from sources within the PRC and become subject to the EIT or IIT. This will depend on how the PRC tax authorities interpret, apply or enforce the *PRC Enterprise Income Tax Law*, the *PRC Individual Income Tax Law* and the relevant implementing rules. According to the arrangement between the PRC and Hong Kong, for avoidance of double taxation, Noteholders who are residents of Hong Kong, including enterprise Noteholders and individual Noteholders, will not be subject to EIT or IIT on capital gains derived from a sale or exchange of the Notes.

Therefore, if non-PRC enterprise or individual resident Noteholders are required to pay PRC income tax on gains derived from the transfer of Renminbi Notes, unless there is an applicable tax treaty between PRC and the jurisdiction in which such non-PRC enterprise or individual resident Noteholders of Renminbi Notes reside that reduces or exempts the relevant EIT or IIT, the value of their investment in Renminbi Notes may be materially and adversely affected.

Remittance of proceeds in Renminbi into or out of the PRC.

In the event that the Issuer decides to remit some or all of the proceeds into the PRC in Renminbi, its ability to do so will be subject to obtaining all necessary approvals from, and/or registration or filing with, the relevant PRC Government authorities. However, there is no assurance that the necessary approvals from, and/or registration or filing with, the relevant PRC Government authorities will be obtained at all or, if obtained, they will not be revoked or amended in the future.

There is no assurance that the PRC Government will continue to gradually liberalise the control over cross-border Renminbi remittances in the future, that the pilot schemes introduced will not be discontinued or that new PRC regulations will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or outside the PRC. In the event that the Issuer does remit some or all of the proceeds into the PRC in Renminbi and the Issuer subsequently is not able to repatriate funds out of the PRC in Renminbi, it will need to source Renminbi outside the PRC to finance its obligations under the Renminbi Notes, and its ability to do so will be subject to the overall availability of Renminbi outside the PRC.

TERMS AND CONDITIONS OF THE NOTES

The following (other than the words in italics) is the text of the terms and conditions of the Notes which, as completed by the relevant Pricing Supplement, will be endorsed on each Note in definitive form issued under the Programme. The terms and conditions applicable to any Note in global form will differ from those terms and conditions which would apply to the Note were it in definitive form to the extent described under “Summary of Provisions Relating to the Notes while in Global Form” below.

1 Introduction

- (a) **Programme:** GLP China Holdings Limited () (the “**Issuer**”) has established a Medium Term Note Programme (the “**Programme**”) for the issuance of up to HK\$20,000,000,000 in aggregate principal amount of notes (the “**Notes**”).
- (b) **Pricing Supplement:** Notes issued under the Programme are issued in series (each a “**Series**”) and each Series may comprise one or more tranches (each a “**Tranche**”) of Notes. Each Tranche is the subject of a pricing supplement (the “**Pricing Supplement**”) which supplements these terms and conditions (the “**Conditions**”). The terms and conditions applicable to any particular Tranche of Notes are these Conditions as supplemented, amended and/or replaced by the relevant Pricing Supplement. In the event of any inconsistency between these Conditions and the relevant Pricing Supplement, the relevant Pricing Supplement shall prevail.
- (c) **Trust Deed:** The Notes are constituted by, are subject to, and have the benefit of, an amended and restated trust deed dated 2 June 2022 (as amended or supplemented from time to time, the “**Trust Deed**”) between the Issuer and Citicorp International Limited as trustee (the “**Trustee**”, which expression includes all persons for the time being trustee or trustees appointed under the Trust Deed).
- (d) **Agency Agreement:** The Notes are the subject of an amended and restated agency agreement dated 2 June 2022 (the “**Agency Agreement**”) between, among others, the Issuer, Citibank, N.A., London Branch as principal paying agent (the “**Principal Paying Agent**”, which expression includes any successor principal paying agent appointed from time to time in connection with the Notes), Citicorp International Limited as CMU lodging and paying agent, CMU registrar, and CMU Transfer Agent (the “**CMU Lodging and Paying Agent**”, the “**CMU Registrar**” and the “**CMU (i)1.96 Tf 1 0 0 1 153.6 Tm**”).

- (e) **The Notes:** The Notes may be issued in bearer form (“**Bearer Notes**”), or in registered form (“**Registered Notes**”). All subsequent references in these Conditions to “Notes” are to the Notes which are the subject of the relevant Pricing Supplement. Copies of the relevant Pricing Supplement are available for viewing and copies may be obtained from the Specified Office of each of the Paying Agents and Transfer Agents.
- (f) **Summaries:** Certain provisions of these Conditions are summaries of the Trust Deed and the Agency Agreement and are subject to their detailed provisions. Noteholders (as defined below) and the holders of the related interest coupons, if any, (the “Couponholders” and the “Coupons”, respectively) are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and the Agency Agreement applicable to them. Copies of the Trust Deed and the Agency Agreement are available for inspection upon prior written notice and satisfactory proof of holding by Noteholders during normal business hours at the Specified Offices of each of the Agents.

2 Interpretation

- (a) **Definitions:** In these Conditions the following expressions have the following meanings:

“**Accrual Yield**” has the meaning given in the relevant Pricing Supplement;

“**Additional Business Centre(s)**” means the city or cities specified as such in the relevant Pricing Supplement;

“**Additional Financial Centre(s)**” means the city or cities specified as such in the relevant Pricing Supplement;

“**Audited Financial Reports**” means the annual audited consolidated statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity of the Issuer and its Subsidiaries and statement of financial position of the Issuer together with any statements, reports (including any directors’ and auditors’ reports) and notes attached to or to be read with any of them;

“**Business Day**” means:

- (a) in relation to any sum payable in euro, a TARGET Settlement Day and a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments generally in each (if any) Additional Business Centre;
- (b) in relation to any sum payable in Renminbi, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets are open for business and settle Renminbi payments in Hong Kong and are not authorised or obligated by law or executive order to be closed; and
- (c) in relation to any sum payable in a currency other than euro and Renminbi, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments generally, in the Principal Financial Centre of the relevant currency and in each (if any) Additional Business Centre;

“**Business Day Convention**”, in relation to any particular date, has the meaning given in the relevant Pricing Supplement and, if so specified in the relevant Pricing Supplement, may have different meanings in relation to different dates and, in this context, the following expressions shall have the following meanings:

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case **D₁** will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and **D₁** is greater than 29, in which case **D₂** will be 30;

- (f) if “**30E/360**” or “Eurobond Basis” is so specified, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case **D₁** will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case **D₂** will be 30; and

- (g) if “**30E/360 (ISDA)**” is so specified, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D₂ will be 30,

provided, however, that in each such case the number of days in the Calculation Period is calculated from and including the first day of the Calculation Period to but excluding the last day of the Calculation Period;

“**Early Redemption Amount (Change of Control)**” means, in respect of any Note, 101 per cent. of its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“**Early Redemption Amount (Tax)**” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“**Early Termination Amount**” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, these Conditions or the relevant Pricing Supplement;

“**Euroclear**” means Euroclear Bank S.A./N.V.;

“**Event of Default**” has the meaning given in Condition 13 (Events of Default);

“**Extraordinary Resolution**” has the meaning given in the Trust Deed;

“**Final Redemption Amount**” means, in respect of any Note, its principal amount or such other amount as may be specified, or determined in accordance with, in the relevant Pricing Supplement;

“**First Interest Payment Date**” means the date specified in the relevant Pricing Supplement;

“**Fixed Coupon Amount**” has the meaning given in the relevant Pricing Supplement;

“**Group**” means the Issuer and its Subsidiaries, taken as a whole;

“**Holder**”, in the case of Bearer Notes, has the meaning given in Condition 3(b) (*Form, Denomination, Title and Transfer – Title to Bearer Notes*) and, in the case of Registered Notes, has the meaning given in Condition 3(d) (*Form, Denomination, Title and Transfer – Title to Registered Notes*);

“**Hong Kong**” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“**Indebtedness for Borrowed Money**” means any indebtedness of any Person for money borrowed or raised including (without limitation) any indebtedness for or in respect of:

- (a) amounts raised by acceptance under any acceptance credit facility;
- (b) amounts raised under any note purchase facility; and
- (c) the amount of any liability in respect of leases or hire purchase contracts which would, in accordance with applicable law and generally accepted accounting principles, be treated as finance or capital leases;

“**Interest Amount**” means, in relation to a Note and an Interest Period, the amount of interest payable in respect of that Note for that Interest Period;

“Interest Commencement Date” means the Issue Date of the Notes or such other date as may be specified as the Interest Commencement Date in the relevant Pricing Supplement;

“Interest Determination Date” has the meaning given in the relevant Pricing Supplement;

“Interest Payment Date” means the First Interest Payment Date and any other date or dates specified as such in, or determined in accordance with the provisions of, the relevant Pricing Supplement and, if a Business Day Convention is specified in the relevant Pricing Supplement:

- (a) as the same may be adjusted in accordance with the relevant Business Day Convention; or
- (b) if the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar

consolidated total assets of the Issuer and the Group taken as a whole, as shown by the Group's latest published audited consolidated accounts; or

- (b) to which is transferred the whole or substantially the whole of the assets of a Subsidiary which immediately prior to such transfer was a Principal Subsidiary, provided that the Principal Subsidiary which so transfers its assets shall forthwith upon such transfer cease to be a Principal Subsidiary and the Subsidiary to which the assets are so transferred shall become a Principal Subsidiary at the date on which the first published audited accounts (consolidated, if appropriate) of the Issuer prepared as of a date later than such transfer are issued unless such Subsidiary would continue to be a Principal Subsidiary on the basis of such accounts by virtue of the provisions of paragraph (a) above;

provided that, in relation to paragraph (a) above:

- (i) in the case of a corporation or other business entity becoming a Subsidiary after the end of the financial period to which the latest consolidated audited accounts of the Issuer relate, the reference to the then latest consolidated audited accounts of the Issuer for the purposes of the calculation above shall, until consolidated audited accounts of the Issuer for the financial period in which the relevant corporation or other business entity becomes a Subsidiary are published be deemed to be a reference to the then latest consolidated audited accounts of the Issuer adjusted to consolidate the latest audited accounts (consolidated in the case of a Subsidiary which itself has Subsidiaries) of such Subsidiary in such accounts;
- (ii) if at any relevant time in relation to the Issuer or any Subsidiary which itself has Subsidiaries no consolidated accounts are prepared and audited, total assets of the Issuer and/or any such Subsidiary shall be determined on the basis of pro forma consolidated accounts prepared for such purpose by the Issuer;
- (iii) if at any relevant time in relation to any Subsidiary, no accounts are audited, its total assets (consolidated, if appropriate) shall be determined on the basis of pro forma accounts (consolidated, if appropriate) of the relevant Subsidiary prepared for such purpose by the Issuer; and
- (iv) if the accounts of any Subsidiary (not being a Subsidiary referred to in proviso (i) above) are not consolidated with those of the Issuer, then the determination of whether or not such Subsidiary is a Principal Subsidiary shall be based on a pro forma consolidation of its accounts (consolidated, if appropriate) with the consolidated accounts (determined on the basis of the foregoing) of the Issuer.

A certificate prepared by a director of the Issuer, that in his opinion, a Subsidiary is or is not, or was or was not, a Principal Subsidiary shall, in the absence of manifest error, be conclusive and binding on the Noteholders;

"Put Option Notice" means a notice which must be delivered to a Paying Agent by any Noteholder wanting to exercise a right to redeem a Note at the option of the Noteholder;

"Put Option Receipt" means a receipt issued by a Paying Agent to a depositing Noteholder upon deposit of a Note with such Paying Agent by any Noteholder wanting to exercise a right to redeem a Note at the option of the Noteholder;

"Rate of Interest" means the rate or rates (expressed as a percentage per annum) of interest payable in respect of the Notes specified in the relevant Pricing Supplement or calculated or determined in accordance with the provisions of these Conditions and/or the relevant Pricing Supplement;

“**Redemption Amount**” means, as appropriate, the Final Redemption Amount, the Early Redemption Amount (Change of Control), the Early Redemption Amount (Tax), the Optional Redemption Amount (Call), the Optional Redemption Amount (Put), the Early Termination Amount or such other amount in the nature of a redemption amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“**Reference Banks**” has the meaning given in the relevant Pricing Supplement or, if none, four major banks selected by the Issuer in the market that is most closely connected with the Reference Rate;

“**Reference Price**” has the meaning given in the relevant Pricing Supplement;

“**Reference Rate**” has the meaning given in the relevant Pricing Supplement in respect of the currency and period specified in the relevant Pricing Supplement;

“**Regular Period**” means:

- (a) in the case of Notes where interest is scheduled to be paid only by means of regular payments, each period from and including the Interest Commencement Date to but excluding the first Interest Payment Date and each successive period from and including one Interest Payment Date

the information appearing there for the purpose of displaying rates or prices comparable to the Reference Rate;

“**Relevant Time**” has the meaning given in the relevant Pricing Supplement;

“**Reserved Matter**” means any proposal to change any date fixed for payment of principal or interest in respect of the Notes, to reduce the amount of principal or interest payable on any date in respect of the Notes, to alter the method of calculating the amount of any payment in respect of the Notes or the date for any such payment (other than any change arising from the discontinuation of any interest rate benchmark used to determine the amount of any payment in respect of the Notes), to change the currency of any payment under the Notes or to change the quorum requirements relating to meetings or the majority required to pass an Extraordinary Resolution;

“**Specified Currency**” has the meaning given in the relevant Pricing Supplement;

“**Specified Denomination(s)**” has the meaning given in the relevant Pricing Supplement;

“**Specified Office**” has the meaning given in the Agency Agreement;

“**Specified Period**” has the meaning given in the relevant Pricing Supplement;

“**Subsidiary**” means, in relation to any Person (the “**first Person**”) at any particular time, any other Person (the “**second Person**”):

- (a) whose affairs and policies the first Person controls or has the power to control, whether by ownership of share capital, contract, the power to appoint or remove members of the governing body of the second Person or otherwise; or
- (b) whose financial statements are, in accordance with applicable law and generally accepted accounting principles, consolidated with those of the first Person;

“**Talon**” means a talon for further Coupons;

“**TARGET2**” means the Trans-European Automated Real-Time Gross Settlement Express Transfer payment system which utilises a single shared platform and which was launched on 19 November 2007;

“**TARGET Settlement Day**” means any day on which TARGET2 is open for the settlement of payments in euro;

“**Treaty**” means the Treaty on the Functioning of the European Union, as amended;

“**Unaudited Financial Reports**” means the semi-annual (or any other interim reporting period required by applicable law or regulations) unaudited consolidated statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity of the Issuer and its Subsidiaries and statement of financial position of the Issuer together with any statements, reports (including any directors’ and auditors’ review reports, if any) and notes attached to or intended to be read with any of them; and

“**Zero Coupon Note**” means a Note specified as such in the relevant Pricing Supplement.

(b) **Interpretation:** In these Conditions:

- (i) if the Notes are Zero Coupon Notes, references to Coupons and Couponholders are not applicable;
- (ii) if Talons are specified in the relevant Pricing Supplement as being attached to the Notes at the time of issue, references to Coupons shall be deemed to include references to Talons;

- (iii) if Talons are not specified in the relevant Pricing Supplement as being attached to the Notes at the time of issue, references to Talons are not applicable;
- (iv) any reference to principal shall be deemed to include the Redemption Amount, any additional amounts in respect of principal which may be payable under Condition 12 (*Taxation*), any premium payable in respect of a Note and any other amount in the nature of principal payable pursuant to these Conditions;
- (v) any reference to interest shall be deemed to include any additional amounts in respect of interest which may be payable under Condition 12 (*Taxation*) and any other amount in the nature of interest payable pursuant to these Conditions;
- (vi) references to Notes being “outstanding” shall be construed in accordance with the Trust Deed;
- (vii) if an expression is stated in Condition 2(a) (*Definitions*) to have the meaning given in the relevant Pricing Supplement, but the relevant Pricing Supplement gives no such meaning or specifies that such expression is “not applicable” then such expression is not applicable to the Notes; and
- (viii) any reference to the Trust Deed or the Agency Agreement shall be construed as a reference to the Trust Deed or the Agency Agreement, as the case may be, as amended and/or supplemented up to and including the Issue Date of the Notes.

3 Form, Denomination, Title and Transfer

- (a) **Bearer Notes:** Bearer Notes are in the Specified Denomination(s) with Coupons and, if specified in the relevant Pricing Supplement, Talons attached at the time of issue. In the case of a Series of Bearer Notes with more than one Specified Denomination, Bearer Notes of one Specified Denomination will not be exchangeable for Bearer Notes of another Specified Denomination.
- (b) **Title to Bearer Notes:** Title to Bearer Notes and the Coupons will pass by delivery. In the case of Bearer Notes, “**Holder**” means the holder of such Bearer Note and “**Noteholder**” and “**Couponholder**” shall be construed accordingly.
- (c) **Registered Notes:** Registered Notes are in the Specified Denomination(s), which may include a minimum denomination specified in the relevant Pricing Supplement and higher integral multiples of a smaller amount specified in the relevant Pricing Supplement.
- (d) **Title to Registered Notes:** The relevant Registrar will maintain a register (the “**Register**”) in accordance with the provisions of the Agency Agreement. A certificate (each, a “**Note Certificate**”) will be issued to each Holder of Registered Notes in respect of its registered holding. Each Note Certificate will be numbered serially with an identifying number which will be recorded in the Register. In the case of Registered Notes, “**Holder**” means the person in whose name such Registered Note is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof) and “**Noteholder**” shall be construed accordingly.
- (e) **Ownership:** The Holder of any Note or Coupon shall (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing thereon or, in the case of Registered Notes, on the Note Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft thereof) and no Person shall be liable for so treating such Holder. No person shall have any right to enforce any term or condition of any Note under the Contracts (Rights of Third Parties) Act 1999.

- (f) **Transfers of Registered Notes:** Subject to paragraphs (i) (*Closed periods*) and (j) (*Regulations concerning transfers and registration*) below, a Registered Note may be transferred upon surrender of the relevant Note Certificate, with the endorsed form of transfer duly completed, at the Specified Office of the relevant Registrar or any Transfer Agent, together with such evidence as the relevant Registrar or (as the case may be) such Transfer Agent may reasonably require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; provided, however, that a Registered Note may not be transferred unless the principal amount of Registered Notes transferred and (where not all of the Registered Notes held by a Holder are being transferred) the principal amount of the balance of Registered Notes not transferred are Specified Denominations. Where not all the Registered Notes represented by the surrendered Note Certificate are the subject of the transfer, a new Note Certificate in respect of the balance of the Registered Notes will be issued to the transferor. No

as the Trustee may in its absolute discretion consider to be not materially less beneficial to the interests of the Noteholders or as may be approved by an Extraordinary Resolution of Noteholders.

- (b) **Financial Statements, etc.:** For so long as any Note remains outstanding, the Issuer will furnish the Trustee with:
- (i) a Compliance Certificate (on which the Trustee may rely as to such compliance without liability to any Noteholder) at the time of despatch to the Trustee of the Audited Financial Reports;
 - (ii) as soon as they are available, but in any event within 180 days after the end of each Relevant Period, copies of the Audited Financial Reports audited by a member firm of independent auditors; and
 - (iii) as soon as they are available, but in any event within 150 days after the end of each Relevant Period, copies of the Unaudited Financial Reports prepared on a basis consistent with the Audited Financial Reports.
- (c) **Information Report to NDRC:** Where the Circular on Promoting the Reform of the Filing and Registration System for Issuance of Foreign Debt by Enterprises (([2015]2044)) (the “**NDRC Circular**”) issued by the NDRC and which came into effect on 14 September 2015 and any implementation rules as issued by the NDRC from time to time applies, for the benefit of the relevant Series or Tranche of Notes to be issued in accordance with these Conditions and the Trust Deed, the Issuer undertakes to:
- (i) file or cause to be filed with the NDRC the requisite information and documents within the prescribed time frame after the relevant Issue Date in accordance with the NDRC Circular, and any implementation rules as issued by the NDRC from time to time (the “**NDRC Post-issue Filing**”); and
 - (ii) within 10 China Business Days after submission of such NDRC Post-issue Filing set out in Condition 5(c)(i), provide the Trustee with a certificate signed by an authorised signatory of the Issuer confirming the submission of the NDRC Post-issue Filing and provide the Trustee with a notice substantially in the form set out in the Trust Deed confirming the due filing of the NDRC Post-issue Filing for dissemination to the Noteholders in accordance with Condition 20 by the Principal Paying Agent on behalf of the Issuer.

The Trustee shall have no obligation to monitor or ensure the completion of the NDRC Post-issue Filing on or before the deadline referred to above or to verify the accuracy, validity and/or genuineness of any documents in relation to or in connection with the NDRC Post-issue Filing, and shall not be liable to Noteholders or any other person for not doing so.

6 Fixed Rate Note Provisions

- (a) **Application:** This Condition 6 (*Fixed Rate Note Provisions*) is applicable to the Notes only if the Fixed Rate Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Accrual of interest:** The Notes bear interest from the Interest Commencement Date at the Rate of Interest payable in arrear on each Interest Payment Date, subject as provided in Condition 10 (*Payments – Bearer Notes*) and Condition 11 (*Payments – Registered Notes*). Each Note will cease to bear interest from the due date for final redemption unless, upon due presentation, payment of the Redemption Amount is improperly withheld or refused, in which case it will continue to bear interest in accordance with this Condition 6 (as well after as before judgment) until whichever is the earlier of (i) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant

Noteholder and (ii) the day which is seven days after the Principal Paying Agent or the Trustee has notified the Noteholders that it has received all sums due in respect of the Notes up to such seventh day (except to the extent that there is any subsequent default in payment).

- (c) **Fixed Coupon Amount:** The amount of interest payable in respect of each Note for any Interest Period shall be the relevant Fixed Coupon Amount and, if the Notes are in more than one Specified Denomination, shall be the relevant Fixed Coupon Amount in respect of the relevant Specified Denomination.
- (d) **Calculation of interest amount:** The amount of interest payable in respect of each Note for any period for which a Fixed Coupon Amount is not specified shall be calculated by applying the Rate of Interest to the Calculation Amount, multiplying the product by the relevant Day Count Fraction, rounding the resulting figure to the nearest sub-unit of the Specified Currency (half a sub-unit being rounded upwards) and multiplying such rounded figure by a fraction equal to the Specified Denomination of such Note

Interest is/are to be determined, the Rate of Interest applicable to the Notes for each Interest Period will be determined by the Calculation Agent on the following basis:

- (i) if the Reference Rate is a composite quotation or customarily supplied by one entity, the Calculation Agent will determine the Reference Rate which appears on the Relevant Screen Page as of the Relevant Time on the relevant Interest Determination Date;
- (ii) if Linear Interpolation is specified as applicable in respect of an Interest Period in the relevant Pricing Supplement, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight-line linear interpolation by reference to two rates which appear on the Relevant Screen Page as of the Relevant Time on the relevant Interest Determination Date, where:
 - (A) one rate shall be determined as if the relevant Interest Period were the period of time for which rates are available next shorter than the length of the relevant Interest Period; and
 - (B) the other rate shall be determined as if the relevant Interest Period were the period of time for which rates are available next longer than the length of the relevant Interest Period;provided, however, that if no rate is available for a period of time next shorter or, as the case may be, next longer than the length of the relevant Interest Period, then the Calculation Agent shall determine such rate at such time and by reference to such sources as it determines appropriate;
- (iii) in any other case, the Calculation Agent will determine the arithmetic mean of the Reference Rates which appear on the Relevant Screen Page as of the Relevant Time on the relevant Interest Determination Date;
- (iv) if, in the case of (i) above, such rate does not appear on that page or, in the case of (iii) above, fewer than two such rates appear on that page or if, in either case, the Relevant Screen Page is unavailable:
 - (A) the Issuer will request the principal Relevant Financial Centre office of each of the Reference Banks to provide a quotation of the Reference Rate at approximately the Relevant Time on the Interest Determination Date to prime banks in the Relevant Financial Centre interbank market in an amount that is representative for a single transaction in that market at that time and the Issuer shall provide such quotations in writing to the Calculation Agent; and
 - (B) the Calculation Agent shall determine the arithmetic mean of such quotations; and
- (v) if fewer than two such quotations are provided as requested, the Calculation Agent will determine the arithmetic mean of the rates (being the nearest to the Reference Rate, as determined by the Calculation Agent) quoted by major banks in the Principal Financial Centre of the Specified Currency, selected by the Issuer, at approximately 11.00 a.m. (local time in the Principal Financial Centre of the Specified Currency) on the first day of the relevant Interest Period for loans in the Specified Currency to leading international banks for a period equal to the relevant Interest Period and in an amount that is representative for a single transaction in that market at that time,

and the Rate of Interest for such Interest Period shall be the sum of the Margin and the rate or (as the case may be) the arithmetic mean so determined; provided, however, that if the Calculation Agent is unable to determine a rate or (as the case may be) an arithmetic mean in accordance with the above provisions in relation to any Interest Period, the Rate of Interest applicable to the Notes during such Interest Period will be the sum of the Margin and the rate or (as the case may be) the arithmetic mean last determined in relation to the Notes in respect of a preceding Interest Period.

- (d) **Screen Rate Determination where the Reference Rate is specified as a risk-free alternative reference rate:** If Screen Rate Determination is specified in the relevant Pricing Supplement as the manner in which the Rate(s) of Interest is/are to be determined and where the Reference Rate is a risk-free alternative reference rate (such as SOFR), the Rate of Interest for each Interest Accrual Period (including the method or basis of calculating or determining the Rate of Interest) will be as further specified in the relevant Pricing Supplement.
- (e) **ISDA Determination:** If ISDA Determination is specified in the relevant Pricing Supplement as the manner in which the Rate(s) of Interest is/are to be determined, the Rate of Interest applicable to the Notes for each Interest Period will be the sum of the Margin and the relevant ISDA Rate where “ISDA Rate” in relation to any Interest Period means a rate equal to the Floating Rate (as defined in the ISDA Definitions) that would be determined by the Calculation Agent under an interest rate swap transaction if the Calculation Agent were acting as Calculation Agent for that interest rate swap transaction under the terms of an agreement incorporating the ISDA Definitions and under which:
- (i) the Floating Rate Option (as defined in the ISDA Definitions) is as specified in the relevant Pricing Supplement;
 - (ii) the Designated Maturity (as defined in the ISDA Definitions) is a period specified in the relevant Pricing Supplement;
 - (iii) the relevant Reset Date (as defined in the ISDA Definitions) is specified in the relevant Pricing Supplement; and
 - (iv) if Linear Interpolation is specified as applicable in respect of an Interest Period in the relevant Pricing Supplement, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight-line linear interpolation by reference to two rates based on the relevant Floating Rate Option, where:
 - (A) one rate shall be determined as if the Designated Maturity were the period of time for which rates are available next shorter than the length of the relevant Interest Period; and
 - (B) the other rate shall be determined as if the Designated Maturity were the period of time for which rates are available next longer than the length of the relevant Interest Period,provided, however, that if there is no rate available for a period of time next shorter than the length of the relevant Interest Period or, as the case may be, next longer than the length of the relevant Interest Period, then the Calculation Agent shall determine such rate at such time and by reference to such sources as it determines appropriate.
- (f) **Maximum or Minimum Rate of Interest:** If any Maximum Rate of Interest or Minimum Rate of Interest is specified in the relevant Pricing Supplement, then the Rate of Interest shall in no event be greater than the maximum or be less than the minimum so specified. If the relevant Pricing Supplement does not specify any Minimum Rate of Interest or the Rate of Interest as determined by the Calculation Agent according to this Condition 7 is a negative value, the Rate of Interest shall be zero per cent. per annum.
- (g) **Calculation of Other Amounts:** If the relevant Pricing Supplement specifies that any other amount is to be calculated by the Calculation Agent, the Calculation Agent will, as soon as practicable after the time or times at which any such amount is to be determined, calculate the relevant amount. The relevant amount will be calculated by the Calculation Agent in the manner specified in the Pricing Supplement.
- (h) **Calculation of Interest Amount:** The Calculation Agent will, as soon as practicable after the time at which the Rate of Interest is to be determined in relation to each Interest Period, calculate the Interest

Amount payable in respect of each Note for such Interest Period. The Interest Amount will be calculated by applying the Rate of Interest for such Interest Period to the Calculation Amount, multiplying the product by the relevant Day Count Fraction, rounding the resulting figure to the nearest sub-unit of the Specified Currency (half a sub-unit being rounded upwards) and multiplying such rounded figure by a fraction equal to the Specified Denomination of the relevant Note divided by the Calculation Amount. For this purpose a “**sub-unit**” means, in the case of any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, in the case of euro, means one cent.

- (i) **Publication:** The Calculation Agent will cause each Rate of Interest and Interest Amount determined by it, together with the relevant Interest Payment Date, and any other amount(s) required to be determined by it together with any relevant payment date(s) to be notified to the Paying Agents and the Trustee as soon as practicable after such determination but (in the case of each Rate of Interest, Interest Amount and Interest Payment Date) in any event not later than the first day of the relevant Interest Period. Notice thereof shall also promptly be given by the Issuer to the Noteholders and each competent authority, stock exchange and/or quotation system (if any) by which the Notes have then been admitted to listing, trading and/or quotation. The Calculation Agent will be entitled to recalculate any Interest Amount (on the basis of the foregoing provisions) without notice in the event of an extension or shortening of the relevant Interest Period. If the Calculation Amount is less than the minimum Specified Denomination the Calculation Agent shall not be obliged to publish each Interest Amount but instead may publish only the Calculation Amount and the Interest Amount in respect of a Note having the minimum Specified Denomination.
- (j) **Notifications etc:** All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of this Condition by the Calculation Agent will (in the absence of manifest error) be binding on the Issuer, the Paying Agents, the Noteholders and the Couponholders and (subject as aforesaid) no liability to any such Person will attach to the Calculation Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions for such purposes.

8 Zero Coupon Note Provisions

- (a) **Application:** This Condition 8 (*Zero Coupon Note Provisions*) is applicable to the Notes only if the Zero Coupon Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Late payment on Zero Coupon Notes:** If the Redemption Amount payable in respect of any Zero Coupon Note is improperly withheld or refused, the Redemption Amount shall thereafter be an amount equal to the sum of:
 - (i) the Reference Price; and
 - (ii) the product of the Accrual Yield (compounded annually) being applied to the Reference Price on

- (a) **Scheduled redemption:** Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at their Final Redemption Amount on the Maturity Date, subject as provided in Condition 10 (*Payments – Bearer Notes*) and Condition 11 (*Payments – Registered Notes*).
- (b) **Redemption for tax reasons:** The Notes may be redeemed at the option of the Issuer in whole, but not in part:
 - (i) at any time (unless the Floating Rate Note Provisions are specified in the relevant Pricing Supplement as being applicable); or
 - (ii) on any Interest Payment Date (if the Floating Rate Note Provisions are specified in the relevant Pricing Supplement as being applicable),

on the Issuer's giving not less than 30 nor more than 60 days' notice to the Noteholders, or such other period(s) as may be specified in the relevant Pricing Supplement, (which notice shall be irrevocable), at their Early Redemption Amount (Tax), together with interest accrued (if any) to the date fixed for redemption, if, immediately before giving such notice, the Issuer satisfies the Trustee that:

- (A) the Issuer has or will become obliged to pay Additional Amounts (as defined in Condition 12 (*Taxation*)) as provided or referred to in Condition 12 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of Hong Kong or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the date of issue of the first Tranche of the Notes; and
- (B) such obligation cannot be avoided by the Issuer taking reasonable measures available to it, provided, however, that no such notice of redemption shall be given earlier than:
 - (1) where the Notes may be redeemed at any time, 90 days (or such other period as may be specified in the relevant Pricing Supplement) prior to the earliest date on which the Issuer would be obliged to pay such Additional Amounts if a payment in respect of the Notes were then due; or
 - (2) where the Notes may be redeemed only on an Interest Payment Date, 60 days (or such other period as may be specified in the relevant Pricing Supplement) prior to the Interest Payment Date occurring immediately before the earliest date on which the Issuer would be obliged to pay such Additional Amounts if a payment in respect of the Notes were then due.

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver or procure that there is delivered to the Trustee (x) a certificate signed by an Authorised Signatory (as defined in the Trust Deed) of the Issuer stating that the Issuer is entitled to effect such redemption and that the requirement referred to in (A) above cannot be avoided by the Issuer taking reasonable measures available to it and (y) an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such Additional Amounts as a result of such change or amendment.

The Trustee shall be entitled to accept and rely upon such certificate and opinion (without further investigation or enquiry) as sufficient evidence of the satisfaction of the circumstances set out above, in which event they shall be conclusive and binding on the Noteholders.

States (i) in the case of a currency other than Renminbi by transfer to an account denominated in the currency in which payment is due (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with, a bank in the Principal Financial Centre of that currency, and (ii) in the case of Renminbi, by transfer to an account denominated in Renminbi and maintained by the payee with a bank in Hong Kong.

- (b) **Interest:** Payments of interest shall, subject to paragraph (h) below, be made only against presentation and (provided that payment is made in full) surrender of the appropriate Coupons at the Specified Office of any Paying Agent outside the United States in the manner described in paragraph (a) above.

Payments of principal and interest in respect of Bearer Notes held in the CMU will be made to the CMU for their distribution, on the order of the holder of the Bearer Notes, to the person(s) for whose account(s) interests in the relevant Bearer Note are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time and payment made to the CMU in accordance thereof shall discharge the obligations of the Issuer in respect of that payment.

- (c) **Payments in New York City:** Payments of principal or interest may be made at the Specified Office of a Paying Agent in New York City if (i) the Issuer has appointed Paying Agents outside the United States with the reasonable expectation that such Paying Agents will be able to make payment of the full amount of the interest on the Notes in the currency in which the payment is due when due, (ii) payment of the full amount of such interest at the offices of all such Paying Agents is illegal or effectively precluded by exchange controls or other similar restrictions and (iii) payment is permitted by applicable United States law.

- (d) **Payments subject to fiscal laws:** All payments in respect of the Bearer Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions to.10 (i)9h10 (b) (o)-5ned l80 (s0 (l)1m1 (tg2.90 ()-70 (e)-2.80)1.80 -1.10 ()-28 BT

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that where this sub-paragraph would otherwise require a fraction of a missing Coupon to become void, such missing Coupon shall become void in its entirety; and

- (B) a sum equal to the aggregate amount of the Relevant Coupons (or, if less, the amount of principal due for payment) will be deducted from the amount of principal due for payment; provided, however, that, if the gross amount available for payment is less than the amount of principal due for payment, the sum deducted will be that proportion of the aggregate amount of the Relevant Coupons (or, as the case may be, the amount of principal due for payment) which the gross amount actually available for payment bears to the amount of principal due for payment.

Each sum of principal so deducted shall be paid in the manner provided in paragraph (a) above against presentation and (provided that payment is made in full) surrender of the relevant missing Coupons.

- (g) **Unmatured Coupons void:** If the relevant Pricing Supplement specifies that this Condition 10(g) is applicable or that the Floating Rate Note Provisions are applicable, on the due date for final redemption of any Note or early redemption in whole of such Note pursuant to Condition 9(b) (*Redemption for tax reasons*), Condition 9(c) (*Redemption for Change of Control*), Condition 9(f) (*Redemption at the option of Noteholders*), Condition 9(d) (*Redemption at the option of the Issuer*) or Condition 13 (*Events of Default*), all unmatured Coupons relating thereto (whether or not still attached) shall become void and no payment will be made in respect thereof.
- (h) **Payments on business days:** If the due date for payment of any amount in respect of any Bearer Note or Coupon is not a Payment Business Day in the place of presentation, the Holder shall not be entitled to payment in such place of the amount due until the next succeeding Payment Business Day in such place and shall not be entitled to any further interest or other payment in respect of any such delay.
- (i) **Payments other than in respect of matured Coupons:** Payments of interest other than in respect of matured Coupons shall be made only against presentation of the relevant Bearer Notes at the Specified Office of any Paying Agent outside the United States (or in New York City if permitted by paragraph (c) above).
- (j) **Partial payments:** If a Paying Agent makes a par.90 ()-3y (h)-5 ()] TJJtae(f)-5.091d

may be credited or transferred) and maintained by the payee with, a bank in the Principal Financial Centre of that currency; and

- (ii) in the case of Renminbi, by transfer to an account denominated in Renminbi and maintained by the payee with a bank in Hong Kong,

and (in the case of redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Note Certificates at the Specified Office of any Paying Agent.

- (b) **Interest:** Payments of interest shall be made:

- (i) in the case of a currency other than Renminbi, by transfer to an account denominated in the currency in which payment is due (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with, a bank in the Principal Financial Centre of that currency; and

- (ii) in the case of Renminbi, by transfer to an account denominated in Renminbi and maintained by the payee with a bank in Hong Kong,

and (in the case of interest payable on redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Note Certificates at the Specified Office of any Paying Agent.

Payments of principal and interest in respect of Registered Notes held in the CMU will be made to the person(s) for whose account(s) interest in the relevant Registered Note are credited as being held with the CMU in accordance with the CMU Rules at the relevant time.

- (c) **Payments subject to fiscal laws:** All payments in respect of the Registered Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 12 (*Taxation*) and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 12 (*Taxation*)) any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Noteholders in respect of such payments.

- (d) **Payments on business days:** Where payment is to be made by transfer to an account, payment instructions (for value the due date, or, if the due date is not a Payment Business Day, for value the next succeeding Payment Business Day) will be initiated (i) (in the case of payments of principal and interest payable on redemption) on the later of the due date for payment and the day on which the relevant Note Certificate is surrendered (or, in the case of part payment only, endorsed) at the Specified Office of a Paying Agent and (ii) (in the case of payments of interest payable other than on redemption) on the due date for payment. A Holder of a Registered Note shall not be entitled to any interest or other payment in respect of any delay in payment resulting from the due date for a payment not being a Payment Business Day.

- (e) **Partial payments:** If a Paying Agent makes a partial payment in respect of any Registered Note, the Issuer shall procure that the amount and date of such payment are noted on the Register and, in the case of partial payment upon presentation of a Note Certificate, that a statement indicating the amount and the date of such payment is endorsed on the relevant Note Certificate.

- (f) **Record date:** Each payment in respect of a Registered Note will be made to the person shown as the Holder in the Register at the close of business in the place of the relevant Registrar’s Specified Office on the fifteenth day before the due date for such payment (the “**Record Date**”).

So long as the Note Certificate is held on behalf of Euroclear, Clearstream or any other clearing system (other than the CMU), each payment in respect of the Note Certificate will be made to the person shown as the holder in the Register at the close of business of the relevant clearing system on the Clearing System Business Day before the due date for such payments, where “Clearing System Business Day” means a weekday (Monday to Friday, inclusive) except 25 December and 1 January.

So long as the Note Certificate is held through the CMU, any payments of principal, interest (if any) or any other amounts shall be made to the person(s) for whose account(s) interests in the Note Certificate are credited (as set out in the records of the CMU) at the close of business on the Clearing System Business Day immediately prior to the date for payment, where “Clearing System Business Day” means a day on which the CMU is operating and open for business.

12 Taxation

- (a) **Gross up:** All payments of principal and interest in respect of the Notes and the Coupons by or on behalf of the Issuer shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of Hong Kong or any political subdivision therein or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. In that event, the Issuer shall pay such additional amounts (the “**Additional Amounts**”) as will result in receipt by the Noteholders and

If any of the following events (each, an “**Event of Default**

- (f) **Insolvency etc:** (i) the Issuer or any of its Principal Subsidiaries becomes insolvent or is unable to pay its debts as they fall due, (ii) an administrator or liquidator is appointed (or application for any such appointment is made where such application is not revoked, discharged or dismissed within 60 days of such application) in respect of the Issuer or any of its Principal Subsidiaries or the whole or a substantial part of the undertaking, assets and revenues of the Issuer or any of its Principal Subsidiaries, (iii) the Issuer or any of its Principal Subsidiaries takes any action for a readjustment or deferment of any of its obligations (save for any such readjustment or deferment where the Issuer or the relevant Principal Subsidiary, as applicable is solvent or makes a general assignment or an arrangement or composition with or for the benefit of its creditors in respect of Indebtedness for Borrowed Money or declares a moratorium in respect of any of its Indebtedness for Borrowed Money or any guarantee of any Indebtedness for Borrowed Money given by it) or (iv) the Issuer or any of its Principal Subsidiaries ceases or threatens to cease to carry on all or any substantial part of its business (except, in the case of a Principal Subsidiary, for the purposes of a reconstruction, disposal, sale, union, transfer, merger or amalgamation or other analogous process pursuant to which all or a substantial part of its property, assets and undertaking are transferred to (x) the Issuer or another Subsidiary; or (y) to any third party on an arm's length basis, provided that proceeds of such transfer are transferred to or vested in the Issuer or another Subsidiary); or
- (g) **Winding up etc:** an order is made by a court of competent jurisdiction or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer or any of its Principal Subsidiaries (except, in the case of a Principal Subsidiary, for the purposes of a reconstruction, disposal, sale, union, transfer, merger or amalgamation or other analogous process pursuant to which all or a substantial part of its property, assets and undertaking are transferred to (x) the Issuer or another Subsidiary; or (y) to any third party on an arm's length basis, provided that proceeds of such transfer are transferred to or vested in the Issuer or another Subsidiary); or
- (h) **Analogous event:** any event occurs which under the laws of Hong Kong has an analogous effect to any of the events referred to in paragraphs (d) to (g) above; or
- (i) **Failure to take action etc:** any action, condition or thing at any time required to be taken, fulfilled or done in order (i) to enable the Issuer lawfully to enter into, exercise its rights and perform and comply with its obligations under and in respect of the Notes or the Trust Deed, (ii) to ensure that those obligations are legal, valid, binding and enforceable and (iii) to make the Notes, the Coupons and the Trust Deed admissible in evidence in the courts of Hong Kong is not taken, fulfilled or done; or
- (j) **Unlawfulness:** it is or will become unlawful for the Issuer to perform or comply with any of its obligations under or in respect of the Notes or the Trust Deed; or
- (k) **Government intervention:** any step is taken by any judicial, governmental, administrative or regulatory authority with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or a substantial part of the assets of the Group.

14 Prescription

Claims for principal in respect of Bearer Notes shall become void unless the relevant Bearer Notes are presented for payment within ten years of the appropriate Relevant Date. Claims for interest in respect of Bearer Notes shall become void unless the relevant Coupons are presented for payment within five years of the appropriate Relevant Date. Claims for principal and interest on redemption in respect of Registered Notes shall become void unless the relevant Note Certificates are surrendered for payment within ten years (in the case of principal) and five years (in the case of interest) of the appropriate Relevant Date.

15 Replacement of Notes and Coupons

If any Note, Note Certificate or Coupon is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the Specified Office of the Principal Paying Agent, in the case of Bearer Notes, or the relevant Registrar, in the

Any such modification may be made if sanctioned by an Extraordinary Resolution. Such a meeting may be convened by the Issuer or by the Trustee and shall be convened by the Trustee upon the request in writing of Noteholders holding not less than one-tenth of the aggregate principal amount of the outstanding Notes. The quorum at any meeting convened to vote on an Extraordinary Resolution will be two or more Persons holding or representing one more than half of the aggregate principal amount of the outstanding Notes or, at any adjourned meeting, two or more Persons being or representing Noteholders whatever the principal amount of the Notes held or represented; provided, however, that Reserved Matters may only be sanctioned by an Extraordinary Resolution passed at a meeting of Noteholders at which two or more Persons holding or representing not less than three-quarters or, at any adjourned meeting, one quarter of the aggregate principal amount of the outstanding Notes form a quorum. Any Extraordinary Resolution duly passed at any such meeting shall be binding on all the Noteholders and Couponholders, whether present or not.

In addition, a resolution in writing signed by or on behalf of Noteholders holding not less than 90 per cent. of the aggregate principal amount of the then outstanding Notes who for the time being are entitled to receive notice of a meeting of Noteholders under the Trust Deed will take effect as if it were an Extraordinary Resolution. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

- (b) **Modification and Waiver**—The Trustee may, without the consent of the Noteholders, agree to any modification of these Conditions or the Trust Deed (other than in respect of a Reserved Matter) which is, in the opinion of the Trustee, proper to make if, in the opinion of the Trustee, such modification will not be materially prejudicial to the interests of Noteholders and to any modification of the Notes or the Trust Deed which is of a formal, minor or technical nature or is to correct a manifest error.

In addition, the Trustee may, without the consent of the Noteholders, authorise or waive any proposed breach or breach of the Notes or the Trust Deed (other than a proposed breach or breach relating to the subject of a Reserved Matter) if, in the opinion of the Trustee, the interests of the Noteholders will not be materially prejudiced thereby.

Unless the Trustee agrees otherwise, any such authorisation, waiver or modification shall be binding on the Noteholders and shall be notified to the Noteholders by the Issuer as soon as practicable thereafter.

- (c) **Directions from Noteholders:** Notwithstanding anything to the contrary, the Notes, the Trust Deed and/or the Agency Agreement, whenever the Trustee is required or entitled by the terms or the conditions of the Notes, the Trust Deed and/or the Agency Agreement to exercise any discretion or power, take any action, make any decision or give any direction or certification, the Trustee is entitled, prior to exercising any such discretion or power, taking any such action, making any such decision, or giving any such direction or certification, to seek directions from the Noteholders by way of an Extraordinary Resolution and shall have been indemnified and/or provided with security and/or pre-funded to its satisfaction against all action, proceedings, claims and demands to which it may be or become liable and all costs, charges, damages expenses (including but not limited to legal expenses) and liabilities which may be incurred by it in connection therewith, and the Trustee shall not be responsible for any loss or liability incurred as a result thereof.

holders of the Notes on the second day after the day on which the said notice was given to Euroclear, Clearstream, the CMU and/or the alternative clearing system, as the case may be.

21 Rounding

For the purposes of any calculations referred to in these Conditions (unless otherwise specified in these Conditions or the relevant Pricing Supplement), (a) all percentages resulting from such calculations will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with 0.000005 per cent. being rounded up to 0.00001 per cent.), (b) all United States dollar amounts used in or resulting from such calculations will be rounded to the nearest cent (with one half cent being rounded up), (c) all Japanese Yen amounts used in or resulting from such calculations will be rounded downwards to the next lower whole Japanese Yen amount, and (d) all amounts denominated in any other currency used in or resulting from such calculations will be rounded to the nearest two decimal places in such currency, with 0.005 being rounded upwards.

22 Governing Law and Jurisdiction

- (a) **Governing law:** The Notes and the Trust Deed and all non-contractual obligations arising out of or in connection with the Notes and the Trust Deed are governed by English law.
- (b) **Jurisdiction:** The Issuer has (i) agreed that the courts of Hong Kong shall have exclusive jurisdiction to settle any dispute (a “**Dispute**”) arising out of or in connection with the Notes; (ii) agreed that those courts are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue that any other courts are more appropriate or convenient; (iii) consented to the enforcement of any judgment; and (iv) to the extent that it may in any jurisdiction claim for itself or its assets immunity from suit, execution, attachment (whether in aid of execution, before judgment or otherwise) or other legal process, and to the extent that in any such jurisdiction there may be attributed to itself or its assets or revenues such immunity (whether or not claimed), agreed not to claim and irrevocably waived such immunity to the full extent permitted by the laws of such jurisdiction. The Trust Deed also states that nothing contained in the Trust Deed prevents the Trustee or any of the Noteholders from taking proceedings relating to a Dispute (“**Proceedings**”) in any other courts with jurisdiction and that, to the extent allowed by law, the Trustee or any of the Noteholders may take concurrent Proceedings in any number of jurisdictions.

FORM OF PRICING SUPPLEMENT IN RELATION TO NOTES

The Pricing Supplement in respect of each Tranche of the Notes will be substantially in the following form, duly supplemented (if necessary), amended (if necessary) and completed to reflect the particular terms of the relevant Notes and their issue.

Except as otherwise stated in the Pricing Supplement prepared for a particular Tranche of Notes, subject to the disclosures in the “Taxation” section of the Offering Circular, any Notes issued under the Programme shall be regarded as a form of loan capital or debenture under applicable laws.

MiFID II product governance / target market – [appropriate target market legend to be included]

Option 1: Legend for issuances involving one or more MiFID Firm manufacturers

[MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, “**MiFID II**”)] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

Option 2: Legend for issuances where there is a sole manager that is a MiFID Firm manufacturer (i.e. no syndicate) (and assuming that none of the Issuer, the Guarantor or other credit provider is a MiFID regulated entity)

[MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, “**MiFID II**”)] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.]

UK MiFIR product governance / target market – [appropriate target market legend to be included]

Option 1: Legend for issuances involving one or more UK MiFIR Firm manufacturers

[UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”) only; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect

of the Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

Option 2: Legend for issuances where there is a sole manager that is a UK MiFIR Firm manufacturer (i.e. no syndicate) (and assuming that none of the Issuer, the Guarantor or other credit provider is a UK MiFIR regulated entity)

[UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (f)12.80 (o)-5.90 (r)3.30 ()-88(w)5.20 (d)-6 (/F1 9.965 (1)-6 (8)17.90 ()u.50 480 (a)-5q(r)2.30 (m25(o)-6 M0 (t)1.85.40

Regulations”)) that the Notes are “prescribed capital markets products” (as defined in the SF (CMP) Regulations) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]

[This document is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”)) (“**Professional Investors**”) only.

Notice to Hong Kong investors: The Issuer confirms that the Notes are intended for purchase by Professional Investors only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

The Hong Kong Stock Exchange has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme and the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes, the Issuer (as defined below), the Group or quality of disclosure in this document. Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

This document together with the Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer and the Group. The Issuer accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.]

Pricing Supplement dated []

GLP China Holdings Limited

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**Issue of [Aggregate Nominal Amount of Series] [Title of Notes] under
the HK\$20,000,000,000 Medium Term Note Programme**

This document constitutes the Pricing Supplement relating to the issue of the Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the “**Conditions**”) set forth in the Offering Circular dated [date]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular [and the supplemental Offering Circular dated [date]].

[The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the “**Conditions**”) set forth in the Offering Circular dated [original date]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated [current date] [and the supplemental Offering Circular dated [date]], save in respect of the Conditions which are extracted from the Offering Circular dated [original date] and are attached hereto.]

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or subparagraphs. Italics denote guidance for completing the Pricing Supplement.]

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may not be offered, sold or delivered within the United States except in certain transactions exempt from the registration requirements of the Securities Act.

1. Issuer: GLP China Holdings Limited ()
2. (i) Series Number: []
- (ii) Tranche Number: []
- (iii) [Date on which the Notes become fungible: [Not Applicable]/[The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the [*identify earlier tranches of Notes*] on [[]/the Issue Date/exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 24 below [which is expected to occur on or about []]].]
3. Specified Currency or Currencies: []
4. Aggregate Nominal Amount: []
- (i) [Series: []]
- (ii) [Tranche: []]
5. (i) Issue Price: [] per cent. of the Aggregate Nominal Amount [plus accrued interest from [*insert date*] (*in the case of fungible issues only, if applicable*)]
- (ii) Net Proceeds [] [(*Required only for listed issues*)]
6. (i) Specified Denominations^{1 2 3}: []
- (ii) Calculation Amount: []
7. (i) Issue Date: []
- (ii) Interest Commencement [Specify/Issue Date/Not Applicable] Date:

¹ Notes (including Notes denominated in sterling) in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA and which have a maturity of less than one year and must have a minimum redemption value of £100,000 (or its equivalent in other currencies).

² If the specified denomination is expressed to be EUR100,000 or its equivalent and multiples of a lower principal amount (for example EUR1,000), insert the additional wording as follows: EUR100,000 and integral multiples of EUR1,000 in excess thereof up to and including EUR199,000. No Notes in definitive form will be issued with a denomination above EUR199,000. In relation to any issue of the Notes which are a “Global Note exchangeable for Definitive Notes” in circumstances other than “in the limited circumstances specified in the Global Notes”, such Notes may only be issued in denominations equal to, or greater than, EUR100,000 (or equivalent) and multiples thereof.

³ Notes to be listed on HKSE are required to be traded with board lot size of at least HK\$500,000 (or equivalent in other countries).

8. Maturity Date: [Specify date or (for Floating Rate Notes)
Interest Payment Date falling in or nearest to the relevant month and year]⁴
[If the Maturity Date is less than one year from the Issue Date and either (a) the issue proceeds are received by the Issuer in the United Kingdom, or (b) the activity of issuing the Notes is carried on from an establishment maintained by the Issuer in the United Kingdom, (i) the Notes must have a minimum redemption value of £100,000 (or its equivalent in other currencies) and be sold only to “professional investors” or (ii) another applicable exemption from section 19 of the FSMA must be available.]
9. Interest Basis: [[] per cent. Fixed Rate]
[[Specify reference rate] +/- [] per cent. Floating Rate]
[Zero Coupon]
[Other (Specify)]
(further particulars specified below)
10. Redemption/Payment Basis: [Redemption at par] [Other (Specify)]
11. Change of Interest or Redemption/Payment Basis: *[Specify details of any provision for convertibility of the Notes into another interest or redemption/payment basis]*
[Not Applicable]
12. Put/Call Options: [Redemption for tax reasons]
[Redemption for Change of Control]
[Redemption at the option of the Issuer]
[Redemption at the option of the Noteholders]
[(further particulars specified below)]
13. [(i) Date of [Board] approval for issuance of Notes obtained: [] [and [], respectively]]
(N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes)
[(ii) Date of regulatory approval for issuance of Notes obtained: Pre-issuance NDRC Registration Certificate dated []]
14. Listing: [Hong Kong/Other (specify)/None](For Notes to be listed on the HKSE, insert the expected effective listing date of the Notes)
15. Method of distribution: [Syndicated/Non-syndicated]

⁴ Note that for Renminbi or Hong Kong dollar denominated Fixed Rate Notes where Interest Payment Dates are subject to modification it will be necessary to use the second option here.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Note Provisions [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Rate[(s)] of Interest: [] per cent. per annum [payable [annually/semi-annually/quarterly/monthly/other (*specify*)] in arrear]
- (ii) Interest Payment Date(s): [] in each year [adjusted in accordance with [*specify Business Day Convention and any applicable Business Centre(s) for the definition of "Business Day"*]/not adjusted]
- (iii) Fixed Coupon Amount[(s)]: [] per Calculation Amount⁵
- (iv) Broken Amount(s): [] per Calculation Amount, payable on the Interest Payment Date falling [in/on] []
- (v) Day Count Fraction: [30/360/Actual/Actual (ICMA/ISDA)/other]
- (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: [Not Applicable/give *details*]
17. **Floating Rate Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Interest Period(s): []
- (ii) Specified Period: []
- (Specified Period and Specified Interest Payment Dates are alternatives. A Specified Period, rather than Specified Interest Payment Dates, will only be relevant if the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar Convention. Otherwise, insert "Not Applicable")*
- (iii) Specified Interest Payment Dates: []
- (Specified Period and Specified Interest Payment Dates are alternatives. If the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar Convention, insert "Not Applicable")*
- (iv) First Interest Payment Date: []
- (v) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/FRN

⁵ For Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification the following alternative wording is appropriate: Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest RMB0.01, RMB0.005 for the case of Renminbi-denominated Fixed Rate Notes and to the nearest HK\$0.01, HK\$0.005 for the case of Hong Kong dollar denominated Fixed Rate Notes, being rounded upwards.

- Convention/Floating Rate Convention/Euroclear
Convention/other (give details)] [Not Applicable]
- (vi) Additional Business Centre(s): [Not Applicable/give details]
- (vii) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ISDA Determination/other (give details)]
- (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent): *[[Name] shall be the Calculation Agent (no need to specify if the Principal Paying Agent is to perform this function)]*
- (ix) Screen Rate Determination:
- Reference Rate: *[For example, EURIBOR or CNH HIBOR]*
- Interest Determination Date(s): []
- Relevant Screen Page: *[For example, Reuters EURIBOR 01]*
- Relevant Time: *[For example, 11.00 a.m. Brussels time]*
- Relevant Financial Centre: *[For example, Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro)]*
- (x) ISDA Determination:
- Floating Rate Option: []
- Designated Maturity: []
- Reset Date: []
- [ISDA Definitions [2006]]
- (xi) Margin(s): *[+/-][] per cent. per annum*
- (xii) Minimum Rate of Interest: [] per cent. per annum
- (xiii) Maximum Rate of Interest: [] per cent. per annum
- (xiv) Day Count Fraction: []
- (xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: *[]*
[If Floating Rate Notes will be issued, fallback provisions and relevant risk factors may be set out in the schedule annexed to this Pricing Supplement, in case of the discontinuation of the relevant benchmarks, or changes in the manner of administration of any benchmarks]

18. Zero Coupon Note Provisions [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) [Amortisation/Accrual] Yield: [] per cent. per annum
- (ii) Reference Price: []
- (iii) Day Count Fraction in relation to Early Redemption Amount: [30/360/Actual/Actual (ICMA/ISDA)/other]
- (iv) Any other formula/basis of determining amount payable: *[Consider whether it is necessary to specify a Day Count Fraction for the purposes of Condition 9(i)]*

PROVISIONS RELATING TO REDEMPTION

19. Call Option [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Optional Redemption Date(s): []
- (ii) Optional Redemption Amount (Call) of each Note and method, if any, of calculation of such amount(s): [] per Calculation Amount
- (iii) If redeemable in part:
- (a) Minimum Redemption Amount: [] per Calculation Amount
- (b) Maximum Redemption Amount: [] per Calculation Amount
- (iv) Notice period: []
20. Change of Control Put [Applicable/Not Applicable]
21. **Put Option** [Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
- (i) Optional Redemption Date(s): []
- (ii) Optional Redemption Amount (Put) of each Note and method, if any, of calculation of such amount(s): [] per Calculation Amount
- (iii) Notice period: []
22. **Final Redemption Amount** [] per Calculation Amount
23. **Early Redemption Amount** [Not Applicable]
- Early Redemption Amount(s) per Calculation Amount payable on *[(If each of the Early Redemption Amount (Tax), Early Redemption Amount (Change of Control) and the Early*

redemption for taxation reasons, on change of control or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): *Termination Amount are the principal amount of the Notes/specify the Early Redemption Amount (Tax), Early Redemption Amount (Change of Control) and/or the Early Termination Amount if different from the principal amount of the Notes]*

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of the Notes:

Bearer Notes:⁶

[Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on [] days notice/in the limited circumstances specified in the Permanent Global Note]⁷

[Temporary Global Note exchangeable for Definitive Notes on [] days notice]⁸

[Permanent Global Note exchangeable for Definitive Notes on [] days notice/in the limited circumstances specified in the Permanent Global Note]⁹

Registered Notes:

[Global Note Certificate exchangeable for Individual Note Certificates on [] days notice/in the limited circumstances described in the Global Note Certificate]¹⁰

25. Additional Financial Centre(s) or other special provisions relating to payment dates:

[Not Applicable/*give details*]

[Note that this paragraph relates to the date and place of payment, and not interest period end dates, to which sub-paragraph 17(vi) relates]

26. Talons for future Coupons to be attached to Definitive Notes.8.20 (b)-60T0 0 1 300.872.5999 Tm

(I)Tj9 Tm (>)Tj9 473.6

39. Additional selling restrictions: [Not Applicable/*give details*]

OPERATIONAL INFORMATION

40. ISIN Code: []

41. Common Code: []

42. Legal Entity Identifier: 254900C6X2D3TGF2CO98

43. CMU Instrument Number: []

44. Any clearing system(s) other than Euroclear/Clearstream and the CMU and the relevant identification number(s): [Not Applicable/*give name(s) and number(s)*]

45. Delivery: Delivery [against/free of] payment

46. Additional Paying Agent(s) (if any): []

GENERAL

47. Private Bank Rebate/Commission: [Applicable/Not Applicable]

[(To be included if a PB rebate is paid): In addition, the Issuer has agreed with the Joint Lead Managers that it will pay a commission to certain private banks in connection with the distribution of the Notes to their clients. This commission will be based on the principal amount of the Notes so distributed, and may be deducted from the purchase price for the Notes payable by such private banks upon settlement]

48. The aggregate principal amount of the Notes issued has been translated into Hong Kong dollars at the rate of [], producing a sum of (for Notes not denominated in Hong Kong dollars): [Not Applicable/HK\$[]]

49. [Ratings: The Notes to be issued [have been/are expected to be] rated:

[[]: []];

[[]: []]; [and]

(each a “**Rating Agency**”).

If any Rating Agency shall not make a rating of the Notes publicly available, the Issuer shall select and substitute them with [] or [] and its successors.]

[USE OF PROCEEDS

Give details if different from the “*Use of Proceeds*” section in the Offering Circular.]

[STABILISATION

In connection with the issue of the Notes, [*name(s) of Stabilisation Manager(s)*] (or persons acting on behalf of [*name(s) of Stabilisation Manager(s)*]) (the “**Stabilisation Manager[s]**”) may over allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period after the Issue Date. However, there is no obligation on such Stabilisation Manager[s] to do this. Such stabilisation, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilisation shall be in compliance with all applicable laws, regulations and rules.]

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue and admission to trading on the HKSE of the Notes described herein pursuant to the HK\$20,000,000,000 Medium Term Note Programme of the Issuer.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of GLP China Holdings Limited

(_____):

By: _____

Duly authorised

Name:

Title:

SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM

Bearer Notes

Each Tranche of the Notes to be issued in bearer form (“**Bearer Notes**”) will initially be in the form of either a temporary global note in bearer form (the “**Temporary Global Note**”), without interest coupons, or a permanent global note in bearer form (the “**Permanent Global Note**”), without interest coupons, in each case as specified in the relevant Pricing Supplement. Each Temporary Global Note or, as the case may be, Permanent Global Note (each a “**Global Note**”) will be deposited on or around the issue date of the relevant Tranche of the Notes with a depository or a common depository for Euroclear as operator of the Euroclear System and/or Clearstream and/or a sub-custodian for the CMU and/or any other relevant clearing system.

In the case of each Tranche of Bearer Notes, the relevant Pricing Supplement will also specify whether United States Treasury Regulation §1.163-5(c)(2)(i)(C) (the “**TEFRA C Rules**”) or United States Treasury Regulation §1.163-5(c)(2)(i)(D) (the “**TEFRA D Rules**”) are applicable in relation to the Notes or, if the Notes do not have a maturity of more than 365 days, that neither the TEFRA C Rules nor the TEFRA D Rules are applicable.

Temporary Global Note exchangeable for Permanent Global Note

If the relevant Pricing Supplement specifies the form of Notes as being “Temporary Global Note exchangeable for a Permanent Global Note”, then the Notes will initially be issued in the form of a Temporary Global Note which will be exchangeable, in whole or in part, for interests in a Permanent Global Note, without interest coupons, from the date (the “**Exchange Date**”) which is 40 days after the issue date of the relevant Tranche of the Notes upon certification as to non-U.S. beneficial ownership. No payments will be made under the Temporary Global Note after the Exchange Date unless exchange for interests in the Permanent Global Note is improperly withheld or refused. In addition, interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership, as described above.

Whenever any interest in the Temporary Global Note is to be exchanged for an interest in a Permanent Global Note, the Issuer shall procure (in the case of first exchange) the delivery of a Permanent Global Note, duly authenticated to the bearer of the Temporary Global Note or (in the case of any subsequent exchange) an increase in the principal amount of the Permanent Global Note in accordance with its terms against:

- (i) presentation and (in the case of final exchange) presentation and surrender of the Temporary Global Note to or to the order of the Principal Paying Agent or the CMU Lodging and Paying Agent, as the case may be; and
- (ii) receipt by the Principal Paying Agent or the CMU Lodging and Paying Agent, as the case may be, of a certificate or certificates of non-U.S. beneficial ownership,

within 7 days of the bearer requesting such exchange. In the case of the CMU, no such exchange will be effected until all relevant accountholders (as set out in a CMU Issue Position Report) (as defined in the rules of the CMU) or any other relevant notification supplied to the CMU Lodging and Paying Agent by the CMU have provided certification of non-U.S. beneficial ownership.

Temporary Global Note exchangeable for Definitive Notes

If the relevant Pricing Supplement specifies the form of Notes as being “Temporary Global Note exchangeable for Definitive Notes” and also specifies that the TEFRA C Rules are applicable or that neither the TEFRA C Rules nor the TEFRA D Rules are applicable, then the Notes will initially be in the form of a Temporary Global Note which will be exchangeable, in whole but not in part, for Bearer Notes in definitive form (“**Definitive Notes**”) not earlier than 40 days after the issue date of the relevant Tranche of the Notes.

If the relevant Pricing Supplement specifies the form of the Notes as being “Temporary Global Note exchangeable for Definitive Notes” and also specifies that the TEFRA D Rules are applicable, then the Notes will initially be issued in the form of a Temporary Global Note which will be exchangeable, in whole or in part, for Definitive Notes on or after the Exchange Date for the relevant Tranche of the Notes upon certification as to non-U.S. beneficial ownership as described above. Interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership.

Whenever the Temporary Global Note is to be exchanged for Definitive Notes, the Issuer shall procure the prompt delivery (free of charge to the bearer) of such Definitive Notes, duly authenticated and with Coupons and Talons attached (if so specified in the relevant Pricing Supplement), in an aggregate principal amount equal to the principal amount of the Temporary Global Note to the bearer of the Temporary Global Note against the surrender of the Temporary Global Note to or to the order of the Principal Paying Agent or the CMU Lodging and Paying Agent, as the case may be, within 30 days of the bearer requesting such exchange.

Permanent Global Note exchangeable for Definitive Notes

If the relevant Pricing Supplement specifies the form of Notes as being “Permanent Global Note exchangeable for Definitive Notes”, then the Notes will initially be issued in the form of a Permanent Global Note which will be exchangeable in whole, but not in part, for Definitive Notes:

- (i) on the expiry of such period of notice as may be specified in the relevant Pricing Supplement; or
- (ii) if the relevant Pricing Supplement specifies “in the limited circumstances described in the Permanent Global Note”, then if the Permanent Global Note is held by or on behalf of Euroclear, Clearstream the CMU or any other relevant clearing system:
 - (a) Euroclear or Clearstream the CMU or any other relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business; or
 - (b) any of the circumstances described in Condition 13 (*Events of Default*) occurs in respect of any Note of the relevant Tranche.

Whenever the Permanent Global Note is to be exchanged for Definitive Notes, the Issuer shall procure the prompt delivery (free of charge to the bearer) of such Definitive Notes, duly authenticated and with Coupons and Talons attached (if so specified in the relevant Pricing Supplement), in an aggregate principal amount equal to the principal amount of Notes represented by the Permanent Global Note to the bearer of the Permanent Global Note against the surrender of the Permanent Global Note to or to the order of the Principal Paying Agent or the CMU Lodging and Paying Agent, as the case may be, within 30 days of the bearer requesting such exchange.

Terms and Conditions applicable to the Notes

The terms and conditions applicable to any Definitive Note will be endorsed on that Note and will consist of the terms and conditions set out under “*Terms and Conditions of the Notes*” and the provisions of the relevant Pricing Supplement which supplement, amend and/or replace those terms and conditions.

The terms and conditions applicable to any Note in global form will differ from those terms and conditions which would apply to the Note were it in definitive form to the extent described under “*Summary of Provisions Relating to the Notes while in Global Form*” below.

Legend concerning United States persons

In the case of any Tranche of Bearer Notes having a maturity of more than 365 days, the Notes in global form, the Notes in definitive form and any Coupons and Talons appertaining thereto will bear a legend to the following effect:

“Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code.”

Registered Notes

Each Tranche of Notes in registered form (“**Registered Notes**”) will be represented by either:

- (i) individual Certificates in registered form (“**Individual Certificates**”); or
- (ii) one or more unrestricted global certificates (“**Global Certificate(s)**”), in each case as specified in the relevant Pricing Supplement.

Each Note represented by a Global Certificate will be registered in the name of a common depository (or its nominee) for Euroclear and/or Clearstream and/or a sub-custodian for the CMU and/or any other relevant clearing system, and the relevant Global Certificate will be deposited on or about the issue date with the common depository and/or a sub-custodian for the CMU.

If the relevant Pricing Supplement specifies the form of Notes as being Individual Certificates, then the Notes will at all times be represented by Individual Certificates issued to each Noteholder in respect of their respective holdings.

Global Certificate exchangeable for Individual Certificates

If the relevant Pricing Supplement specifies the form of Notes as being “Global Certificate exchangeable for Individual Certificates”, then the Notes will initially be represented by one or more Global Certificates, each of which will be exchangeable in whole, but not in part, for Individual Certificates:

- (i) on the expiry of such period of notice as may be specified in the relevant Pricing Supplement; or
- (ii) if the relevant Pricing Supplement specifies “in the limited circumstances described in the Global Certificate”, then:
 - (a) in the case of any Global Certificate held by or on behalf of Euroclear and/or Clearstream, the CMU and/or any other clearing system, if Euroclear, Clearstream, the CMU or any other relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business; and
 - (b) in any case, if any of the circumstances described in Condition 13 (*Events of Default*) occurs in respect of any Note of the relevant Tranche.

Whenever a Global Certificate is to be exchanged for Individual Certificates, each person having an interest in a Global Certificate must provide the relevant Registrar (through the relevant clearing system) with such information as the Issuer and the relevant Registrar may require to complete and deliver Individual Certificates (including the name and address of each person in which the Notes represented by the Individual Certificates are to be registered and the principal amount of each such person’s holding).

Whenever a Global Certificate is to be exchanged for Individual Certificates, the Issuer shall procure that Individual Certificates will be issued in an aggregate principal amount equal to the principal amount of the Global Certificate within five business days of the delivery, by or on behalf of the registered holder of the

the CMU in accordance with the rules of the CMU shall be the only person(s) entitled or, in the case of Registered Notes, directed or deemed by the CMU as entitled to receive payments in respect of the Notes

payment of principal or interest is made in respect of the Global Note, the Issuer shall procure that the payment is noted in a schedule thereto.

Payment Business Day: in the case of a Global Note or a Global Certificate, shall be: if the currency of payment is euro, any day which is a TARGET Settlement Day and a day on which dealings in foreign currencies may be carried on in each (if any) Additional Financial Centre; or, if the currency of payment is not euro, any day which is a day on which dealings in foreign currencies may be carried on in the Principal Financial Centre of the currency of payment and in each (if any) Additional Financial Centre.

Payment Record Date: Each payment in respect of a Global Certificate will be made to the person shown as the Holder in the Register at the close of business (in the relevant clearing system) on the Clearing System Business Day before the due date for such payment (the “**Record Date**”) where “Clearing System Business Day” means a day on which each clearing system for which the Global Certificate is being held is open for business.

Exercise of put option: In order to exercise the option contained in Condition 9(c) (*Redemption and Purchase — Redemption for Change of Control*) or Condition 9(f) (*Redemption and Purchase — Redemption at the option of Noteholders*), the bearer of a Permanent Global Note or the holder of a Global Certificate must, within the period specified in the Conditions for the deposit of the relevant Note and put notice, give written notice of such exercise to the Principal Paying Agent or, as the case may be, the CMU Lodging and Paying Agent, specifying the principal amount of the Notes in respect of which such option is being exercised. Any such notice will be irrevocable and may not be withdrawn.

Partial exercise of call option: In connection with an exercise of the option contained in Condition 9(d) (*Redemption and Purchase — Redemption at the option of the Issuer*), in relation to some only of the Notes, the Permanent Global Note or Global Certificate may be redeemed in part in the principal amount specified by the Issuer in accordance with the Conditions and the Notes to be redeemed will not be selected as provided in the Conditions but in accordance with the rules and procedures of Euroclear and/or Clearstream or the CMU (as the case may be) (to be reflected in the records of Euroclear and/or Clearstream or the CMU (as the case may be) as either a pool factor or a reduction in principal amount, at their discretion).

Notices: Notwithstanding Condition 20 (*Notices*), while all the Notes are represented by a Permanent Global Note (or by a Permanent Global Note and/or a Temporary Global Note) or a Global Certificate and the Permanent Global Note is (or the Permanent Global Note and/or the Temporary Global Note are), or the Global Certificate is, (i) deposited with a depository or a common depository for Euroclear and/or Clearstream and/or any other relevant clearing system, notices to Noteholders may be given by delivery of the relevant notice to Euroclear and/or Clearstream and/or any other relevant clearing system and, in any case, such notices shall be deemed to have been given to the Noteholders in accordance with Condition 20 (*Notices*) on the date of delivery to Euroclear and/or Clearstream and/or any other relevant clearing system or (ii) deposited with a sub-custodian for the CMU, notices to Noteholders may be given by delivery of the relevant notice to the CMU in substitution for publication as required by the Conditions or by delivery of the relevant notice to the Noteholders, and any such notice shall be deemed to have been given to the Noteholders on the day on which such notice is delivered to the CMU.

USE OF PROCEEDS

The net proceeds from the offering of each series of Notes will be used for (i) general corporate purposes and (ii) refinancing of existing indebtedness. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Pricing Supplement.

CAPITALISATION AND INDEBTEDNESS

The following table sets out the Issuer's capitalisation and indebtedness as derived from the audited consolidated financial statements of the Issuer as at and for the year ended 31 December 2021. The following table should be read in conjunction with the audited consolidated financial statements of the Issuer as at and for the year ended 31 December 2021 and the notes thereto included in this Offering Circular.

As at 31 December 2021	
<i>(US\$ '000)</i>	
Borrowings — current portion	
Loans and borrowings.....	1,086,493
Loans from joint ventures.....	2,829
Loans from non-controlling interests.....	957
Loans from third parties.....	776
Borrowings — non-current portion	
Loans and borrowings.....	7,095,801
Loans from non-controlling interests.....	3,046
Total borrowings⁽¹⁾	8,189,902
Total equity⁽²⁾	14,229,268
Total capitalisation⁽³⁾	22,419,170

Notes:

- (1) Total borrowings equal to total current and non-current borrowings.
- (2) Total equity includes share capital and reserves attributable to owners of the Issuer.
- (3) Total capitalisation includes total borrowings plus total equity.

From time to time, the Issuer may issue debt or other securities in various currencies and in different markets depending on market conditions. In March 2022, the Issuer issued RMB1,000,000,000 4.30 per cent. bonds due 2025 and such bonds are listed on Shanghai Stock Exchange.

Save as disclosed above, there has been no significant adverse change to the total capitalisation and indebtedness of the Group since 31 December 2021.

DESCRIPTION OF THE GROUP

OVERVIEW

The Group is a leading global investment manager and business builder in logistics and supply chain, data infrastructure, renewable energy and related technologies. The Group believes that its combined investing and operating expertise allows it to create value for its customers and investors.

The Group is the investor, developer and operator of over 400 infrastructure facilities in logistics and supply chain, manufacturing and research, data infrastructure and renewable energy, across 70 cities in China. As a leading alternative asset manager, the Group has US\$72 billion in assets under management in China, including several real estate and private equity funds with domestic and international investors and GLP C-REIT, one of the first public offerings of infrastructure REITs in China.

The Group is an early mover in investing in technology and innovation to enhance its assets and has built a highly competitive business ecosystem that enables its customers and partners' growth. Through private equity, fin-tech and business incubation platforms, the Group is leading the way in adopting and supporting the latest innovations that increase operational efficiency and create value for its customers and investors.

On 15 October 2013, Blear Services Limited established Iowa China Offshore Holdings (Hong Kong) Limited in Hong Kong (Companies Registrar number 1980082). At registry, the Company had a share capital of one share and equity capital of HK\$10,000. As at 31 December 2021, the Company has issued 6,950,825,000 ordinary shares with a total share capital of approximately US\$6.95 billion.

On 24 October 2013, Blear Services Limited transferred its entire share capital for HK\$1 to CLH Limited, a wholly-owned subsidiary of GLP. Since then, GLP has held 100 per cent. of the Company through its control of CLH Limited.

CLH Limited is registered in the Cayman Islands, and holds all of GLP's shareholding interests in logistics and warehousing companies in the PRC via many direct holding companies registered in Barbados, Singapore and Hong Kong. GLPH Limited is also registered in the Cayman Islands, and, through a Barbados-registered direct holding company, controls 100 per cent. of GLP's PRC warehousing development and management company, GLP Investment (Shanghai) Co., Ltd. CLH Limited and GLPH Limited are both wholly-owned subsidiaries of GLP.

On 18 February 2014, GLP entered into a strategic agreement with a strategic investment team to further expand and develop its modern logistics business in the PRC. In accordance with the strategic agreement, GLP completed the restructuring of its PRC assets and businesses on 22 May 2014, to which GLP transferred to the Company all PRC businesses, assets and liabilities under CLH Limited; all PRC development projects and business functions under GLPH Limited in the PRC (such as business management, talent development, financial and investment management and marketing and sales); and US\$4,600,564,752 from GLP Investment (Shanghai) Co., Ltd. As such, the Company became the holding company of all of GLP's PRC warehouse development companies and business management companies. Concurrently, the Company issued 4,600,564,752 ordinary shares to CLH Limited, by which CLH Limited became the parent company of the Company.

On 24 September 2014, all investments made by the strategic investors into the Company were completed. Concurrent to GLP restructuring its PRC assets and businesses, the strategic investment team injected US\$2,103,750,000 into the Company via Khangai Company Limited and Khangai II Company Limited and obtained 2,095,089,422 ordinary shares of the Company, thus becoming a shareholder of 30.15 per cent. of the Company's issued shares. Khangai Company Limited and Khangai II Company Limited are aligned with the

Company's strategies. Simultaneously, GLP Associates (I) Limited and GLP Associates (II) LLC¹² also injected US\$253,750,000 into the Company and obtained 252,787,714 ordinary shares of the Company, thus becoming a shareholder of an estimated 3.64 per cent. of the Company's issued shares. As a result, the Company's paid-in capital increased to US\$6.958 billion, and CLH Limited's shareholding of the Company decreased from 100 per cent. to 66.21 per cent.

In February 2022, CLH Limited, Khangai Company Limited and Khangai II Company Limited entered into a share purchase agreement, pursuant to which Khangai Company Limited transferred 789,750,000 issued shares of the Company and Khangai II Company Limited transferred 467,303,653 issued shares of the Company to CLH Limited, as a result of which CLH Limited has held 5,857,618,406 shares of the Company, representing an increase of shareholding to 84.30 per cent. while Khangai Company Limited and Khangai II Company Limited have reduced their shareholding in the Company to 7.58 per cent. and 4.48 per cent. respectively after the completion of share transfer on 8 February 2022. In March 2022, CLH Limited entered into a share purchase agreement to transfer 1,257,053,653 shares of the Company to its related corporation. As at the date of this Offering Circular, such share transfer is still in progress.

As at the date of this Offering Circular, the Company's largest shareholder is CLH Limited holding 84.30 per cent. of the Company's shares. GLP holds 100.00 per cent. of the shares of CLH Limited, which means that GLP indirectly holds 84.30 per cent. of the Company's shares through CLH Limited.

As at 31 December 2021, the Company's total assets was approximately US\$34.5 billion.

Corporate Milestones

Calendar Year	Event
2002-2004	Prologis (predecessor of GLP) established presence in China – Suzhou, Shanghai and Guangzhou Established its first park – Suzhou GLP Logistics Park and China set Suzhou GLP Logistics Park as the first pilot center of the first B-type bonded logistics center
2005-2007	Established its first port project – GLP Lingang International Logistics Park Established a network of 18 major logistics hubs in China
2008	Designated by the Chinese Olympic Committee as the exclusive Olympic logistics distribution center
2009	Prologis separated its Chinese and Japanese business and GLP was formed therefrom
2010-2011	Acquired shares in a domestic large-scale logistics company to further expand the market GLP listed on the main board of Singapore Exchange Securities Trading Limited on 18 October 2010, the largest IPO project in Singapore since 1993
2012	Established strategic partnerships with a number of large Chinese companies
2013	Iowa China Offshore Holdings (Hong Kong) Limited was incorporated to handle GLP's business and operations in China. CLF I was launched with assets under management of US\$3.0 billion

Calendar Year	Event
2014-2016	US\$2.5 billion landmark agreement with a consortium of Chinese state-owned enterprises and leading financial institutions starting from 2014
2015	CLF II, the Group's second fund with assets under management of US\$7.0 billion, was launched
2016-2017	First international company to issue panda bonds on both the Shanghai Stock Exchange and China's Interbank Market
2018	GLP delisted from the main board of the Singapore Exchange Securities Trading Limited in January Iowa China Offshore Holdings (Hong Kong) Limited was renamed GLP China Holdings Limited CVA I and CVA II were launched Established RMB8.4 billion hidden hill modern logistics private equity fund
2019	The Issuer established a strategic investment partnership with China Merchants Group in which the Issuer will acquire a 50 per cent. stake in China Merchants Capital
2020	The Issuer established CIF I with assets under management of RMB15 billion The Issuer established CVA III with assets under management of RMB4.5 billion
2021	The Issuer established CLF III with estimated assets under management of US\$5 billion The Issuer established CIF II with assets under management of RMB5.8 billion The Issuer established CIF III with assets under management of RMB4.5 billion The Issuer established CIF IV with assets under management of RMB5.4 billion GLP C-REIT was listed on the Shanghai Stock Exchange in June 2021

Recent Developments

The COVID-19 Pandemic

See “*Risk Factors — Risks Relating to the Group’s Business and Operations and the Logistics and Warehousing Industry generally — The outbreak of the COVID-19 pandemic is growing and its impact is uncertain and hard to measure but may cause a material adverse effect on the Group’s business.*”.

The Share Transfer from Khangai to CLH Limited

In February 2022, CLH Limited, Khangai Company Limited and Khangai II Company Limited entered into a share purchase agreement, pursuant to which Khangai Company Limited transferred 789,750,000 issued shares of the Company and Khangai II Company Limited transferred 467,303,653 issued shares of the Company to CLH Limited, as a result of which CLH Limited has held 5,857,618,406 shares of the Company, representing an increase of shareholding to 84.30 per cent. while Khangai Company Limited and Khangai II Company Limited have reduced their shareholding in the Company to 7.58 per cent. and 4.48 per cent. respectively after the completion of share transfer on 8 February 2022. In March 2022, CLH Limited entered into a share purchase agreement to transfer 1,257,053,653 shares of the Company to its related corporation. As at the date of this Offering Circular, such share transfer is still in progress.

RECOGNITION AND AWARDS

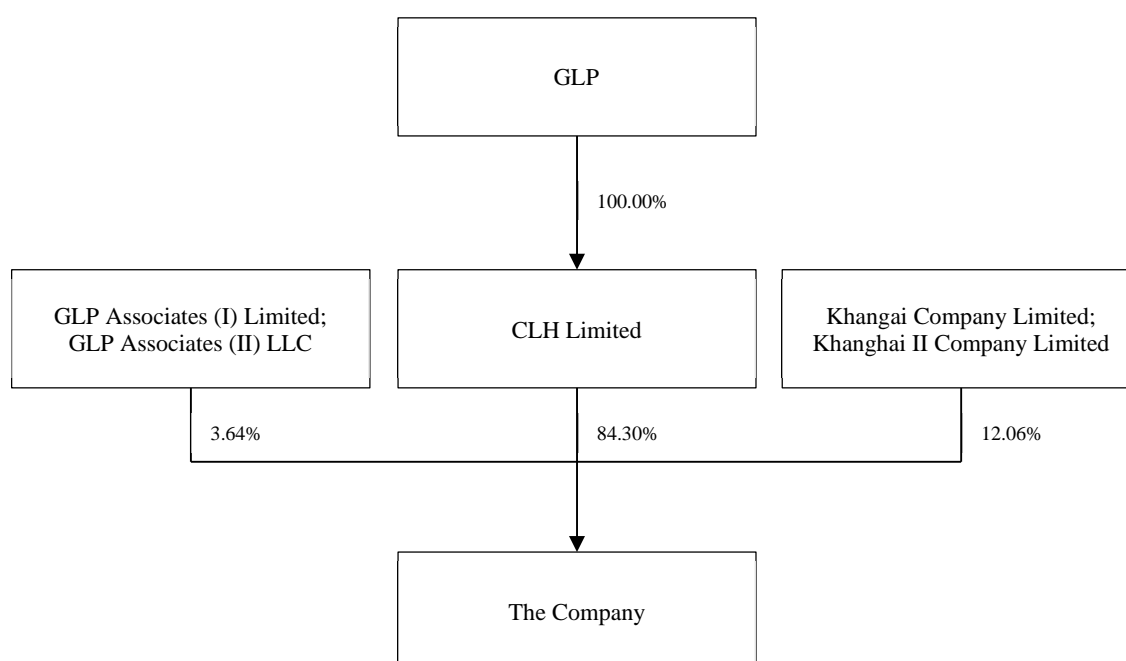
In recognition of the Group's outstanding development and the high quality of its projects, the Group has received numerous awards and recognitions for its operations.

Calendar Year	Award / Recognition
2021	PERE Awards 2021 - Logistics Investor of the Year: Asia

Calendar Year	Award / Recognition
	2012-2013 “Customer Satisfaction Award” China E-commerce Logistics Service Supplier for GLP Park Chengdu and Dianshanhu recognised by the China Federation of Logistics & Purchasing
	Outstanding Chinese Logistics Park Operators awarded by the China Electronic Commerce Association
	2013 Chinese Outstanding Logistics Enterprise awarded by the China Federation of Logistics & Purchasing

STRUCTURE OF THE COMPANY

The following chart sets out the simplified shareholding and corporate structure of the Group as at the date of this Offering Circular:



THE GROUP’S STRENGTHS

The Group believes that it has the following competitive strengths:

Strong shareholder support and integration with GLP

The Group’s parent and controlling shareholder, GLP, is a global leader in providing logistics solutions and modern logistics and warehousing facilities. With strong shareholder support and integration with GLP, the Group believes that it has a competitive advantage over its competitors and will be able to continue leveraging support from its relationship with GLP and its subsidiaries and affiliates to further enhance its competitiveness to meet its customer’s needs, improving management capabilities and corporate governance and further strengthening the Group’s brand equity and credibility. GLP has global operations across Brazil, China, Europe, India, Japan, the United States and Vietnam and has assets under management in real estate and private equity.

With 84.30 per cent. of the Company's share capital under GLP's ownership, GLP provides strong shareholder support to the Group and sets the key strategies of the Group. The commonality of shareholders (such as Hopu Logistics Investment Management ("HOPU") and Bank of China) at both the GLP and Group levels also ensures further alignment of strategy and focus for the Group. At the operational level, while the Company is responsible for the day-to-day management and operations of the Group and has its own investment committee and decision-making process, these remain guided by GLP. The Group also shares the same capital allocation, risk management structure and risk return threshold methodology as GLP, which aims to deliver strong returns for all stakeholders through the creation of synergies between the logistics ecosystem and asset management and operations. In relation to management, five out of six of the Group's directors are executive committee members of GLP, and the board of directors of the Group is supported by a senior management team with members who have been serving in GLP since its establishment.

The Group believes that it has a competitive advantage derived from the continued strong support from GLP in terms of its brand name and expertise in the logistics and warehousing facilities industry. The GLP brand is recognised internationally and is associated with quality, responsiveness and excellence, which provides a strong platform for the Group to further attract both well-known international and domestic customers. In addition, GLP's shareholders such as HOPU, Bank of China, China Vanke Group and Hillhouse assist the Group with strengthening both GLP's and the Group's client base. The Group's high historical customer retention ratios, which, in turn, reflect customer demand for the facilities and services that the Group provides, are a strong reflection of the competitive advantages of the Group.

The Group is the largest provider in the PRC of modern logistics and warehousing facilities and integrated logistical solutions for its customers

As a leading global investment manager and business builder in logistics, data infrastructure, renewable energy and related technologies, the Group's combined investing and operating expertise allows it to create value for its customers and investors, which offers the Group a number of strategic benefits:

“Network effect”—the geographic reach of the Group's network and the number, size, location and quality of its facilities allows customers to expand within its parks as well as across the Group's network locations as their businesses grow.

Diversified earnings base—the scale of the Group's network helps it to achieve revenue diversity, with established customers spread over seven end-user industry sectors as at 31 December 2021, as well as geographic coverage comprising logistics and supply chain, manufacturing and research, data infrastructure and renewable energy facilities across 70 cities in the PRC.

Economies of scale—being a leading provider of modern logistics and warehousing facilities in the PRC offers the Group cost efficiencies in terms of negotiating construction contracts and facility management contracts, and optimising personnel resources and information systems.

“Smart Logistics Ecosystem” – the Group is pioneering the creation of a comprehensive logistics ecosystem for the future by utilising the latest technology and big data to provide solutions to its customers through the use of automation and robotics, data analytics, software solutions and site selection tools, the “Smart Logistics Ecosystem” approach leverages technology and data, takes into account critical details of the supply chain (including warehouse space) and offers both space and technology-led solutions that drive value for its customers. With a portfolio of warehousing assets and customer demand as pillars, the Group is well placed to establish a platform for the broader logistics ecosystem and extract value from the logistics value chain.

The Group's extensive experience and in-depth knowledge of its tenants also allows it to deliver integrated value-added logistical solutions and distinguish itself from its competitors. Leveraging on its network and

resources, the Group works closely with its existing and potential tenants early in its project development process to help its customers improve their supply chains, increase efficiency and serve the market more competitively by connecting them with solutions through the creation of a logistics ecosystem that utilises the latest technology, data and service offerings to drive value for its customers. As a result of its close collaboration with its tenants and its dedication in providing value-added solutions, the Group has built a distinguished and well-recognised brand image in the logistics and warehousing facilities industry in the PRC.

The PRC’s growing logistics markets provides the Group with attractive opportunities for growth and strengthening of market position

The increasingly developed and established logistics and warehousing market in the PRC allows the Group to derive from its PRC portfolio (“**PRC Portfolio**”) positive and stable cash flows and a recurring source of capital for expansion. The Group’s modern logistics and warehousing facilities in the PRC have experienced consistently high leasing ratios since 2016. At the same time, the PRC logistics and warehousing market also presents an attractive opportunity for growth for the Group, driven by the following factors:

Strong growth in gross domestic product (“**GDP**”) and disposable income translates into strong demand for logistics and warehousing facilities: With a large and growing middle-income population, the PRC is becoming one of the world’s largest consumer markets. The Group’s portfolio comprises logistics and supply chain, manufacturing and research, data infrastructure and renewable energy facilities across 70 cities in the PRC as at 31 December 2021, with plans for further expansion into other cities within the PRC. As at 31 December 2021, approximately 81 per cent. of the Group’s logistics and warehousing facilities in the PRC, by leased area, catered to domestic demand. Most of the end-industry sectors that the Group’s customers serve are closely related to domestic consumption.

Limited supply of logistics and warehousing facilities, in particular modern logistics and warehousing facilities in the PRC: The Company believes that the current supply of logistics and warehousing

covenants to ensure sufficient cash reserves and adequate committed facilities to satisfy its short-term and long-term liquidity requirements. The Group has good relationships with its commercial lenders, which include some of the largest commercial banks in the PRC and well-known international banks.

As at 31 December 2019, 2020 and 2021, the Group had US\$859.7 million, US\$1,160.8 million and US\$716.9 million, respectively, in cash and cash equivalents and had a gearing ratio (expressed as a percentage of total debt¹³ over total assets) of 31.8 per cent., 31.5 per cent. and 24.5 per cent., respectively. Further, the Group's total external debt (expressed as the total of loans and borrowings, loans from non-controlling interests, loans from third parties, notes payables and lease liabilities) as at 31 December 2019, 2020 and 2021 are US\$8,250.0 million, US\$10,320.9 million and US\$8,444.8 million, respectively. The Group's net external debt (expressed as the difference between total external debt and cash and cash equivalents) as at 31 December 2019, 2020 and 2021 are US\$7,390.3 million, US\$9,160.1 million and US\$7,727.8 million, respectively. The Group had an interest coverage ratio (expressed as a ratio of EBITDA over total borrowing costs) of 4.84x, 4.82x and 6.27x for the years ended 31 December 2019, 2020 and 2021, respectively.

In addition, compared to commercial property segments, the inherent characteristics of the modern logistics and warehousing facility sector, coupled with the Group's efficient development practices, result in shorter gestation and cash conversion cycles. In the Group's experience, the cost and time required to develop and stabilise a typical logistics and warehousing facility is substantially less than the cost and time required to develop and stabilise typical retail and office properties. As such, the Group is able to realise its cash returns earlier compared to commercial property segments, and these recurring cash flows can be re-invested to accelerate growth in the business. This lowers the risk exposure of the Group's business to exogenous factors such as economic cycles. A shorter cash conversion cycle also provides the Group with the advantage of being able to be adequately funded and have the flexibility to adjust its operations according to demand conditions.

High quality and diversified customer base characterised by strong long-term customer relationships

The Group's network is well diversified by tenant mix as well as by geographical presence within the PRC. The Group leases its facilities to a broad range of Fortune Global 500 firms, large- and mid-sized, multi-national and domestic customers, including e-commerce companies, third-party logistics providers, retailers, manufacturers, importers/exporters and others. These customers serve end-users in a large variety of industries, including electronics, fast-moving consumer goods, retail/fast food chains, general logistics services, auto parts, pharmaceuticals/medical instruments and machinery. In terms of geographical presence, the Group has properties located across 70 cities and markets within the PRC, with the total floor area of the facilities reaching approximately 48.64 million square metres as at 31 December 2021. The Group has plans for further expansion of the Group's network into other cities within the PRC. The Group has been able to establish strong long-term customer relationships in key sectors such as the e-commerce, auto, pharmaceutical and third-party logistics industries, which continue to generate repeated business for the Group. As at 31 December 2021, approximately 66 per cent. of the Group's customers renewed their leases, approximately 60 per cent. of leased area were occupied by multi-location customers and approximately 75 per cent. of new leases in the PRC are with existing customers of the Group. The Group's high quality and diversified customer base is a strong reflection of the Group's distinguished reputation in the logistics and warehousing facilities industry, which also provides it with a strong platform for growth and further strengthening of its market position.

¹³ Consisting of loans and borrowings, loans from non-controlling interest, loans from third parties, loans from joint ventures and lease liabilities in the 2021 Audited Consolidated Financial Statements and consisting of loans and borrowings, loans from intermediate holding company, loans from non-controlling interests, loans from third parties, loan from joint ventures, notes payable and lease liabilities in the 2020 Audited Consolidated Financial Statements.

High quality properties with strong lease profile

The Group's modern logistics and warehousing facilities are characterised by large floor area, high ceilings, wide column spacing, high load capacity, spacious and modern loading docks, easy track access as well as enhanced safety systems and other value-added features. The Group has a strong lease expiry profile for its

Michihiro Higashi, a director of the Company since June 2014, is also the Chief Strategy Officer of the

teams understand the needs of prospective tenants and are therefore able to devise and execute effective sales strategies.

The Group promotes cutting-edge innovation in the logistics and warehousing industry to improve operation efficiency and service levels for customer. The Group implements technical solutions ranging from smart parks, smart warehouses to financial supervision warehouses, and continuously promotes the improvement of logistics efficiency and business prosperity. The Group will continue to invest in logistics-related technologies and industries, gradually expands the industrial ecology, creates a new era of logistics ecosystem, and explores more high-growth investment opportunities for its customers, investors and partners.

Further improve big data new infrastructure industry services and investment management and provide comprehensive solutions for safe, efficient, green and intelligent data centres

The Group is committed to developing big data new infrastructure industry services and investment management, and providing comprehensive solutions for safe, efficient, green and intelligent data centres. With the Group's long-term advantages in alternative asset investment and management, the Group continues to build professional full-link large-scale data centre and improve the service levels for customer.

Leveraging on the collaboration of the professional operation management team and the Group's ecosystem, the Group provides customers in cloud computing, the Internet, finance and governmental enterprise industries with a one-stop comprehensive solution, which covers solutions from data centre pre-planning and design, development and construction, fund raising to post-operation management. Through such one-stop comprehensive solution, the Group provides life-cycle value-added services to help its customers build data

Strengthen the Group's market leadership position and capitalise on the increasing market opportunities within the PRC

The Group intends to continue to focus on strengthening its market leadership, the performance of its existing assets and the timely delivery of its development projects within the PRC and to capitalise on the increasing opportunities within the PRC. With the commitment on building a globally competitive industrial cluster in the three major fields of supply chain, big data and new energy, the Group's strategies in the PRC market are as follows:

Combine assets and service to build an industrial service ecosystem: With a growing presence of logistics and supply chain, manufacturing and research, data infrastructure and renewable energy facilities across 70 cities in the PRC as at 31 December 2021, the Group's customers can benefit from the Group's ability to offer them logistics and supply chain, big data infrastructure and renewable energy solutions in multiple cities to which they plan to expand. Based on the infrastructure portfolio, the Group aims to build an industrial service ecosystem that combining assets and services and empowering technology and innovation in order to create greater value for its customers, investors and business partners. The Group is fully committed to leading the industry's cutting-edge thinking, promoting industrial upgrading, driving the development of industrial ecology and achieving a more efficient economic operation.

Continue to develop new energy business: the Group will continue to vigorously develop new energy business, especially new energy assets and services such as solar energy, wind energy, energy storage, charging and swapping infrastructure. The Group aims to steadily promote the replacement of traditional energy with green energy covering scenarios in big logistics, supply chain and big data infrastructure related industrial services. In addition, the Group is committed to improve the efficiency of assets management and reduce carbon emissions through various technological innovations, aiming to cooperate with the upstream and downstream of the industrial chain to achieve zero-carbon operation and the goal of carbon neutrality.

Capitalise on the fast-growing and strong demand for modern logistics and warehousing facilities in the PRC: With an already established presence in the PRC and with further plans for expansion in the PRC, the Group strives to leverage on its market leading position and to continue to capitalise on the fast-growing and strong demand for modern logistics and warehousing facilities in the PRC. The Group also works with the ecological companies it invested in to reduce redundancy and waste through technological innovation, improve industrial efficiency, and continuously improve the safety and comfort of the working environment of employees in logistics, transportation and other industries through technology, automation and intelligence.

Continue to pursue the Group's long-term growth strategy of expanding its footprint in the PRC: In furthering the Group's long-term growth strategy of organic growth and to ensure that it has sufficient land resources available, the Group will continue to acquire existing logistics and warehousing facilities and adopt a conservative approach in the pursuit of additional land bank in strategic locations and cities particularly in the Tier 1 and Tier 1.5 cities in the PRC through strategic partnerships with state-owned enterprises and private companies and acquisitions in the second-hand markets. In addition, the Group will continue to actively explore new opportunities and emerging trends that the Group can engage in and leverage its strong management expertise and diverse existing network of customer relationships. Taken together with the Group's strong liquidity position and the privatisation of GLP from the Singapore Exchange Securities Trading Limited in January 2018 which the Group firmly believes will afford both GLP and itself with more flexibility going forward to further its business plans, the Group is well positioned to pursue its long-term growth strategy. Moreover, the Group will continue to provide employees and the community with new opportunities and new impetus for development and

improvement, and create a “more efficient society & better life”. The Group is committed to continue to promote regional economic development and urban renewal and upgrading, create employment opportunities, optimize the working environment and support small and medium-sized enterprises in terms of financing and industrial upgrading.

Strategically recycle capital and assets to create and enhance shareholder value

The Group plans to strategically recycle capital and assets to create and enhance shareholder value. The Group strives to utilise the strong recurring income streams from its completed facilities, to drive near-term expansion and growth. The Group will also monitor market trends and opportunities to (i) free up its capital by monetising completed projects through establishing and injecting such completed projects into investment vehicles, and (ii) explore strategic options to unlock and maximise value in its existing businesses, including acquisitions, disposal, restructuring or spin-off, in relation to one or more business segments of the Group. The Group regularly considers and evaluates such proposals from time to time in a commercial and prudent and measured manner, taking into consideration a range of internal and external factors, including the strategic priorities and objectives of GLP, the Group’s parent and controlling shareholder. This will also provide an additional source of funds to spur the Group’s growth, in particular where the proceeds of the recycled capital and assets from mature, stabilised properties could be used to fund new developments. As an example, GLP C-REIT was listed on Shanghai Stock Exchange in June 2021, which provides the Group with a long-term capital vehicle for capital recycling in China.

Leverage and continue to build the Group’s strong recurring income

It is the Group’s intention to build up and enhance its strong and stable recurring income stream from its core logistics and warehousing facilities. As at 31 December 2021, the Group’s stabilized lease ratio was 89 per cent. and its main fund’s assets under management stood at over US\$26 billion. The Group believes that the expected recurring income from such activities will allow it to build a strong cash flow position.

High priority on operating and governing with best business practices standards

The Group places a high priority on operating with best business practices standards, with a well-governed platform based on transparency and with consideration for social, environmental, and corporate responsibilities to its customers and communities.

Sustainability: The Group optimises sustainability of its new developments through green design initiatives, positioning its properties to minimise their environmental impact while providing long-term benefits to its customers and the local community. In addition, to reduce its customers’ costs and contribute to a greener environment, the Group’s warehouses are equipped with energy-efficient technology, such as energy-efficient lighting, waste water management systems, expansive green areas, and solar panels on the rooftops of its buildings.

Social responsibility: Throughout the development, construction and operational phases of each property, the Group is careful to guard against any breaches of human rights and ensure that its work conditions comply with the relevant laws and regulations. The Group also selects its partners carefully and mitigates risks through constant and thorough monitoring of activities on its sites. The management believes that, as a result of these initiatives, financial and reputational risks to its customers, properties and investors are reduced, while its image is enhanced.

Governance and transparency: The Group believes that effective corporate governance is critical to its success. Hence, the Group establishes robust processes and standard operating procedures to minimise the risk of errors while remaining transparent and accountable to its investment partners and other stakeholders. Wherever possible, the Group minimises conflicts of interest through the use of both technology and independent third parties.

PRINCIPAL BUSINESS ACTIVITIES

The Group is a leading global investment manager and business builder in logistics and supply chain, data infrastructure, renewable energy and related technologies. The Group believes that its combined investing and operating expertise allows it to create value for its customers and investors.

The Group is the investor, developer and operator of over 400 infrastructure facilities in logistics and supply chain, manufacturing and research, data infrastructure and renewable energy, across 70 cities in China. The Group has US\$72 billion in assets under management in China, including several real estate and private equity funds with domestic and international investors and GLP C-REIT, one of the first public offerings of infrastructure REITs in China. From expertly investing capital to efficiently operating assets and building business, the Group takes a bold and innovative approach to growth and value creation for its customers and investors.

Moreover, the Group is an early mover in investing in technology and innovation to enhance its assets and has built a highly competitive business ecosystem that enables its customers and partners' growth. The Group continues to improve the operational efficiency and enhance the value of assets through equity investment, financial technology platforms and data technology platforms.

The current warehousing project development model of the Group is based on market demand, that is, the Group researches and investigates, selects and acquires the land by bidding, auction and listing, facilities designing, ~~engaging in pre-marketing construction financing, construction and/or renovation of the park on it and provide~~ the supporting logistics and warehousing facilities, and ultimately leases it-4.90 i(,)3 ()iniltna

The following table sets out the Group's warehousing assets portfolio as at or for the year ended 31 December 2019, the year ended 31 December 2020 and the year ended 31 December 2021:

	For the year ended 31 December	For the year ended 31 December	For the year ended 31 December
	2019	2020	2021
		<i>(million sq. m.)</i>	
Warehousing assets portfolio			
Completed and stabilised properties ¹	25.0	29.1	33.3
Completed and pre-stabilised properties ²	3.2	2.7	3.7
Properties under development or pending repositioning	6.0	5.2	6.8
Land reserves	7.9	6.4	4.8

Notes:

- (1) "Completed and stabilised" property refers to the warehousing property projects that meet one of the two conditions: completed for one year or lease ratio over 90.0 per cent.
- (2) "Completed and pre-stabilised" property refers to the warehousing property projects that have been completed for less than one year and the lease ratio is below 90.0 per cent. The modern warehousing industry generally describes the state of the warehousing property by these two expressions.

The following table sets out the leasing statistics of the Group's completed and stabilised properties as at the years ended 31 December 2020 and 2021:

	For the year ended 31 December	For the year ended 31 December
	2020	2021
	<i>(million sq. m.)</i>	
Item		
Total GFA (completed and stabilised properties)	29.1	33.3
GFA available for lease (completed and stabilised properties)	28.8	33.0
Actual GFA under lease (completed and stabilised properties)	25.1	29.4

Whether the Group acquires land or existing logistics and warehousing facilities depends on several factors. An investment decision-making committee considers factors such as the per capita GDP of each region, the rental level of parks in the local market, internal rate of return, project budget and future cash flow of the planned investment area. When the Group acquires land from the government directly (i.e. by public bidding auction), local governments will consider the integrated operational capabilities of the potential investor and to what extent the potential investor could contribute to the local economy. By virtue of its strong modern logistics warehousing operational capabilities, the Group has obtained land with optimal integration plans. When the

Group acquires existing land or parks owed by other entities, they are willing to deal with the Group on the basis of the Group's good reputation and professionalism.

The following table sets out the Group's land reserves as at or for the years ended 31 December 2019, 2020 and 2021:

	For the year ended 31 December	For the year ended 31 December	For the year ended 31 December
	2019	2020	2021
Item			
Newly acquired land reserves	4,478.3	2,441.0	3,198.2
Newly acquired land reserves that is built up ..	3,841.4	1,905.4	2,998.7
Land reserves acquired at the end of the financial year that is built up	7,941.2	6,429.7	4,835.7
Land reserves acquired at the end of the financial year	10,375.9	8,141.5	5,245.0

keeps a list of approximately 40 to 50 contractor partners, which was drafted based on past cooperation, and it selects the contractor for each new project by tender.

Warehouses built by the Group are categorised into standard warehouses and customised warehouses. The standard warehouse is generally a single-dock or cross-dock warehouse, which loads the storage items from one side and then transports the items out from the other side. The custom warehouse is designed by the Group for long-term customers with specific storage requirements. Compared to the standard warehouse, the custom warehouse features more specifications and a higher degree of personalisation, its development cost is higher than that of the standard warehouse, and therefore the rent charged for custom warehouses is also higher than that for standard warehouses.

The following table summarises the Group's development of warehouses as at or for the years ended 31 December 2019, 2020 and 2021:

Item	As at or for the year ended 31 December	As at or for the year ended 31 December	As at or for the year ended 31 December
	2019	2020	2021
		('000 sq. m.)	
Construction area of the new construction projects at relevant time period.....	2,928.1	2,932.4	4,575.8
Construction area of the completed construction projects at relevant time period ...	2,557.2	3,273.4	2,780.8
Construction area of the ongoing construction projects at the end of the relevant time period .	5,956.6	5,192.7	6,775.2

The average construction period of a new warehouse development is 12 to 18 months, and the payment schedule of the project funds is as follows: 20.0 to 30.0 per cent. of a project's fee will be paid to the main contractor at the start of the project, and the remaining fee will be paid according to schedule after the supervisor has released the supervision report. The Group will simultaneously monitor payments made by the main contractor to sub-contractors to ensure that the project's fee is utilised for the purposes of the project. Any remaining balance will be paid to the main contractor after the project warranty period expires.

For acquired warehouse developments, the Group in most instances would manage its renovation and planning according to the specifications of its downstream tenants.

Modern warehousing operations

The Group owns and manages modern logistics and warehousing facilities and warehouse management is the foundation of its business model. As part of its modern warehousing operations, the Group also engages in lease management, asset and property management and the provision of maintenance checks and customer services. The Company's warehousing business maintained a high rental level. For the years ended 31 December 2019, 2020 and 2021, the leasing ratios of the completed stable properties were 88.0 per cent., 87.0 per cent. and 88.5 per cent., respectively. The average rental level has been growing constantly. For the years ended 31 December 2019, 2020 and 2021, the average rental of the Company's warehousing facilities were RMB34.7/square metre/month, RMB36.3/square metre/month and RMB36.4/square metre/month, respectively. For the years ended 31 December 2019, 2020 and 2021, the proportion of revenue derived from warehousing and related services as a percentage of the total revenue was 73.1 per cent., 65.4 per cent. and 62.6 per cent., respectively.

The following table sets out the Group's gross operating profits derived from its warehousing and related services and other services for the years ended 31 December 2019, 2020 and 2021:

Item	For the year ended 31 December		For the year ended 31 December		For the year ended 31 December	
	2019		2020		2021	
	Gross operating profit	Proportion	Gross operating profit	Proportion	Gross operating profit	Proportion
(US\$ '000)						
Warehousing and related services	741,562	80.8%	744,294	79.2%	888,097	72.2%
Others	175,724	19.2%	195,512	20.8%	341,380	27.8%
Total Gross operating profits	917,286	100.0%	939,806	100.0%	1,229,477	100.0%

The following table sets out the Group's gross operating profit margins for the years ended 31 December 2019, 2020 and 2021:

Item	For the year ended 31 December	For the year ended 31 December	For the year ended 31 December
	2019	2020	2021
Warehousing and related services	74.8%	64.8%	69.7%
Others	100.0%	100.0%	100%
Total Gross operating profit margin	78.6%	69.9%	76.1%

The following table sets out the Group's gross operating costs for the years ended 31 December 2019, 2020 and 2021:

Item	For the year ended 31 December		For the year ended 31 December		For the year ended 31 December	
	2019		2020		2021	
	Gross operating costs	Proportion	Gross operating costs	Proportion	Gross operating costs	Proportion
(US\$ '000)						
Warehousing and related services	249,392	100.0%	404,830	100.0%	385,415	100%
Others	0.0	0.0%	0.0	0.0%	0.0	0.0%
Total Gross operating costs	249,392	100.0%	404,830	100.0%	385,415	100%

Big Data Infrastructure

The Group is building its globally competitive big data infrastructure business through leveraging its expertise

Renewable Energy Infrastructure

The Group is committed to promoting the wider application of new energy, promoting the “zero carbon” industrial transition, and actively carrying out investment, development and asset management of distributed photovoltaics, centralized photovoltaics, wind energy and energy storage. The development scale of distributed photovoltaic of Pufeng New Energy, a renewable venture of the Group, has exceeded 1 GW in China.

Fund Management

The Group holds a substantial portion of its property interests through its investments in private funds. Through leveraging on third-party equity to fund growth, the Group seeks to de-risk its development pipeline and enhance returns through a steady stream of recurring fees.

As at 31 December 2021, the Group managed several third-party pooled investment vehicles, comprised of: CLF I, CLF II, CVA I, CVA II, Hidden Hill Fund, CIF I, CVA III, CIF II, CIF III, CLF III, and CIF IV, etc., representing an aggregate amount of over US\$26 billion of assets under management when fully leveraged and invested. The Group is also the asset manager of GLP C-REIT.

Currently, the Group’s revenues from the management of each of these Managed Funds generally comprise (1) base, asset and development management fees, (2) property and facility management fees which are generally based on the net operating profit generated by the properties, (3) acquisition and divestment fees and (4) leasing fees.

As the asset manager of GLP C-REIT, the Group’s fees from the management of GLP C-REIT comprise two types of asset management fees including general management service fee and management consultation service fee which are calculated on a fixed and floating basis, respectively. Where appropriate, the Group is also entitled to earn an incentive fee of a certain percentage of the investment return on the aggregate of contributed capital in excess of a specified net internal rate of return and there is no assurance that this fee will be earned at all.

CLF I

CLF I was established in November 2013 and has US\$3.0 billion of assets under management. Leading global institutions from Asia, Europe and North America have partnered the Group to develop these modern logistics facilities in China. The investment has been fully completed and deployed.

CLF II

CLF II was established in July 2015 and has US\$7.0 billion of assets under management. CLF II is expected to capitalise on the unprecedented growth opportunities in terms of the shortage of modern logistics facilities in China.

CLF III

CLF III was established in September 2021 and has estimated US\$5 billion of assets under management. CLF III aims to develop the next generation of modern and environmentally-friendly logistics facilities in China, including smart warehouses with integrated technologies to meet evolving customer requirements.

Hidden Hill Fund

The Group invested in 30.76% equity interest of Hidden Hill Fund in May 2018, and increased its equity interest to 67.97% as at 31 December 2021. Hidden Hill Fund focuses on logistics ecology.

CVA I

CVA I was established in February 2018 and has RMB20.0 billion of assets under management. CVA I is expected to acquire completed logistics and industrial assets in China.

CVA II

CVA II was established in September 2018 and has US\$2.0 billion of assets under management. CVA II focuses on income-generating logistics facilities in China.

CVA III

CVA III was established on 23 December 2020 and has RMB4.5 billion of assets under management. CVA III invests in modern logistics assets in GLP Park Lingang in Shanghai, the biggest and most advanced port-based park in China.

CIF I

CIF I was established in April 2020 and has RMB15.0 billion of assets under management. CIF I invests in logistics infrastructures in 18 important logistics nodes in the Yangtze River Delta, Beijing-Tianjin-Hebei and Central China, all of which are modern logistics assets with high standards that have been completed and are in stable operation.

CIF II

CIF II was established in April 2021 and has RMB5.8 billion of assets under management. CIF II is seeded with a portfolio of 13 modern logistics assets in prime locations across the Yangtze River Delta, southern China and mid-western China.

CIF III

CIF III was established in July 2021 and has RMB4.5 billion of assets under management. CIF III invests in stabilised, income-generating industrial and logistics park assets catered to growing high-tech and innovation based manufacturing industries aligned with China's economic growth initiatives.

CIF IV

CIF IV was established in November 2021 and has RMB5.4 billion of assets under management. CIF IV invests in logistics infrastructures in 10 important logistics nodes, all of which are modern logistics assets with high standards that have been completed and are in stable operation.

GLP C-REIT

GLP C-REIT is among the first batch of REITs approved in China and was listed on the Shanghai Stock Exchange in June 2021. As at 31 December 2021, GLP C-REIT's portfolio comprises seven modern logistics assets with over 700,000 sqm of gross floor area and are located in the core logistics hub areas of Beijing, the Yangtze River Delta and the Greater Bay Area.

On 26 January 2022, the PRC regulatory authorities promulgated the first C-REITs pilot tax policy that grants tax benefits with retroactive effect as from 1 January 2021, pursuant to which (i) where infrastructure assets are contributed by an original owner in exchange for equity interest of a project company, the original tax base of the assets is used in determining the tax base of the assets contributed to and owned by the project company and the tax base of the equity interest of project company acquired by the original owner. As such, no enterprise income is recognised, and no enterprise income tax is levied. This applies prior to the establishment stage of an infrastructure C-REIT, and (ii) where an original owner transfers the equity transfer held by original owner in project company to an infrastructure C-REIT in exchange for units in the C-REIT in the establishment stage and realises a capital gain, the enterprise income tax due on the capital gain may be deferred. The deferral is allowed until the C-REIT fundraising is complete and payment is made for the equity transfer from original owner to C-REIT.

THE GROUP'S PORTFOLIO

The Group develops infrastructure facilities in logistics and supply chain, manufacturing and research, data infrastructure and renewable energy.

The modern logistics and warehousing facilities developed by the Group are characterised by large floor area, high ceilings, wide column spacing, high load capacity, spacious and modern loading docks, easy track access, as well as enhanced safety systems and other value-added features. They are designed to allow flexibility to add multiple tenants or provide a platform for expansion of a single tenant, with energy-efficient technology and features to reduce its customers' costs. The Group also provides a build-to-suit service that includes site selection, construction and management of dedicated facilities customised to a single customer's specifications. The Group oversees the construction and management of its facilities and hires sub-contractors for the various aspects of construction and management where appropriate.

The Group's portfolio in China (the "**China Portfolio**") was set up in 2003, and the Group has since built up a significant land bank of strategically located sites within key logistics hubs and near major seaports, airports, transportation hubs or industrial zones. The China Portfolio was initially focused on the cities of Shanghai, Beijing, Guangzhou and Shenzhen, as well as the industrial city of Suzhou, which represented the major hubs of economic activity in China. The Group has since gradually expanded into key gateway cities such as Qingdao, Tianjin, Hangzhou, Nanjing, Shenyang and Chengdu, where demand for modern logistics and warehousing facilities is supported by rapid growth in local GDP and consumption.

In China, the Group tries to acquire the best locations available to build logistics and warehousing facilities. On occasion, it also purchases existing facilities, generally with a view towards refurbishing, expanding and modernising or replacing them, or to form joint ventures with local governments, economic zones or port authorities to secure rights to large, strategically located sites. At times, the Group has also acquired and leased out facilities without additional renovation.

As of the date of this Offering Circular, the Group invests in, develops and manages over 400 infrastructure facilities in logistics and supply chain, manufacturing and research, data infrastructure and renewable energy across 70 cities in China. Moreover, the Group takes the lead in the investment and development of innovative technologies, playing a leading role in smart logistics. The Group continues to improve the operational efficiency and enhance the value of assets through equity investment, financial technology platforms and data technology platforms. As at 31 December 2021, the WALE of the Group's completed and stabilised logistics properties in China was approximately 2.13 years.

Most of the Group's properties in China offer the following key features that the Company believes characterise modern logistics and warehousing facilities:

storage safety: security and surveillance features, proper ventilation and basic fire-fighting features such as sprinkler systems;

optimal space utilisation: large floor area, high ceilings, wide column spacing, high load capacity, spacious and modern loading docks and easy track access;

high operating efficiency: spacious loading and parking areas equipped with modern loading docks;

convenient and optimal location to enable its customers to achieve savings on their transportation costs;
and

flexibility to provide customised features such as office space, air-conditioning and refrigeration/freezing.

Main ongoing construction projects

Below is a list of the main ongoing construction projects of the Group as at 31 December 2021:

Project title	Construction period	Planned total investment amount	Invested amount	Sources of funds
		<i>(RMB million)</i>	<i>(RMB million)</i>	
GLP Nansha Lanhe West Logistics Park	May 2020 to July 2022	353.7	282.4	60% own funds and 40% borrowings
South Industrial Park, Hangzhou Economic Development Zone, Huanpu	December 2020 to June 2022	573.3	456.3	50% own funds and 50% borrowings
Suzhou GLP Logistics Park	July 2020 to April 2022	724.8	676.3	50% own funds and 50% borrowings
GLP Jinan Cuizhai Logistics Park	November 2020 to September 2022	502.3	369.3	50% own funds and 50% borrowings
Total		2,154.0	1,784.4	

Note:

- (1) The starting date of the construction period refers to the starting date of design, namely the date on which the design is started, instead of the actual physical commencement date of construction; and the ending date of the construction period refers to the date on which the project is completed and put into use.

GLP Nansha Lanhe West Logistics Park

This project is located in Lanhe Xinyong Industrial Park, Nansha District of Guangzhou City, the capital of Guangdong Province. The project includes two double-storey ramp warehouses. The Group owns 28 per cent.

Suzhou GLP Logistics Park

The project is located in Weiting East District, Suzhou Industrial Park in Suzhou, Jiangsu Province. The Group holds 20 per cent. of the shares in the project. The project currently has a three-story office building, and plans to build three double-storey elevator warehouses and a high-bay warehouse. The total investment of the project is estimated to be RMB724.8 million, of which RMB362.4 million being the capital. The project has obtained relevant licenses in compliance with relevant national laws and regulations, such as land certificates, building planning permits and construction permits.

As at 31 December 2021, the project has completed an investment of RMB676.3 million. The project was completed in April 2022.

GLP Jinan Cuizhai Logistics Park

The project is located in Jinan Pioneer Area in Jinan, the capital of Shandong Province. The Group holds 40 per cent. of the shares in the project. The project plans to construct four double-layer ramp warehouses. The total investment of the project is estimated to be RMB502.3 million, with RMB251.2 million being the Group's own funds. The project has obtained relevant licenses in compliance with relevant national laws and regulations, such as land certificates, building planning permits and construction permits.

As at 31 December 2021, the project has completed an investment of RMB369.3 million, and it is expected to be completed by September 2022.

Title

The Group holds substantially all of its properties in China under long-term land use rights granted by the Chinese government that convey the right to derive profit from and dispose of the property and the land use rights.

Leases

Due to the growth that it anticipates in the Chinese logistics and warehousing facilities market, the Group generally prefers leases with shorter terms in China than it would in other more developed markets. Leases typically have one-year to 10-year terms, with a weighted average original term for all of its completed facilities of 1.54 years as at 31 December 2021. As at 31 December 2021, approximately 29.19 per cent. of the Group's leases in China have a term of one to three years, approximately 22.47 per cent. have a term of three to five years and approximately 27.61 per cent. a term of five to 10 years and approximately 12.97 per cent. a term of more than 10 years, while approximately 7.76 per cent. are short-term (i.e., less than one year) or seasonal leases. Leases under build-to-suit arrangements generally have longer terms, and include a rental premium for the specific customisation requested by the customer. As at 31 December 2021, the WALE of the Group's completed and stabilised properties in China was approximately 2.13 years. All of the lease payments for the properties in the China Portfolio are denominated in Renminbi.

CUSTOMERS

The Group cooperates mainly with medium-to-large corporations, including fortune 500 companies, multinational corporations and domestic large corporations in China. In terms of industry coverage, the Group's customers are mainly from third-party logistics ("3PL"), retail, manufacturing and medicine industries, many of which are well-known brands in the industries.

Leveraging on the Group's economy of scale and networking effect of its logistics and warehousing facilities, the Group has developed a diverse warehousing customer portfolio, with over 3,500 tenants from various industries as at 31 December 2021.

COMPETITION

The Company is the holding company of GLP's warehousing project assets and business management assets in China and owns leading modern warehouse logistics assets in China; and in terms of the total construction area of warehouse properties, the Group is the largest provider of modern logistics and warehousing facilities in China. While the Group is the largest provider of modern logistics and warehousing facilities in China, it faces competition from other large domestic and, to a lesser extent, international owners and operators of other logistics and warehousing facilities and, within any specific individual market, also from smaller, local players. The Group competes with other providers for locations and sites for future logistics and warehousing facilities. In China, potential customers may also compare the Group's products, services and rents to those of large state-owned logistics and warehousing facilities providers. While the Company believes that those providers generally do not provide modern facilities, potential customers may choose these providers over the Group on the basis of rent if they do not need the modern specifications offered by the Group's facilities.

The Group believes that, in choosing a provider of logistics and warehousing facilities, the Group's customers focus primarily on the size of a provider's network and on the quality of the service provided. Lease rates are generally determined by the market. The Company believes that the size of the Group's network and the Group's focus on customer service and on assisting its customers with establishing and maintaining their logistics networks allow the Group to compete favourably with many of its competitors.

EMPLOYEES

As at 31 December 2021, the Group employs a total of 2,890 staff. The following tables summarise the number of the Group's employees by education level and function as at 31 December 2021:

Employees by function

	<i>Number of employees</i>	<i>Proportion</i>
General	273	9.0
Investment	123	4.0
Fund.....	31	1.0
Project development	176	6.0
Property management.....	352	12.0
Finance / Accounting.....	135	5.0
Leasing / Asset management	125	4.0
New business	1,675	58.0
Total.....	2,890	100.0

Employees by education level

	<i>Number of employees</i>	<i>Proportion</i>
Master's degree or above.....	807	28.0
Bachelor's degree	1643	57.0
Others	440	15.0

Total	2,890	100.0
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INSURANCE

The Company believes that its insurance practice is in line with what it believes to be the prevailing industry practice in China. The Group believes that the Group’s insurance coverage in China is commercially reasonable and appropriate for a logistics and warehousing facility company operating in that market. Notwithstanding the Group’s insurance coverage, should an uninsured loss or a loss in excess of insured limits occur, the Group could lose capital invested in its property and anticipated future revenue therefrom, while the Group remains liable for any mortgage indebtedness or other financial obligations relating to the relevant property. Any such loss could have a material adverse effect on the Group’s financial condition and results of operations, to the extent that this disrupts the normal operation of its properties or its businesses. See “*Risk Factors — The Group’s insurance coverage does not include all potential losses*”.

The Group’s insurance policies in China cover loss of rental, fire, flood, malicious damage, other material property damage and/or personal injury). The Group also maintains other insurance policies for its employees in accordance with applicable laws and regulations, including workmen’s compensation and personal accident insurance, as well as group hospitalisation insurance. There are certain types of risks that are not covered by these insurance policies, including acts of war, environmental damage and breaches of environmental laws and regulations.

LEGAL PROCEEDINGS

The Group is from time to time involved in certain legal proceedings concerning matters arising in ths

As at the date of this Offering Circular, none of the members of the Group has infringed the intellectual property rights of other parties or identified any instances of third parties infringing its intellectual property rights.

DIRECTORS

Board of Directors

The following table sets out information in respect of the Directors of the Issuer as at the date of this Offering Circular:

Name	Position
Mei, Ming Z ().....	Director
Zhugue Teresa ().....	Director
Michihiro Higashi ().....	Director
Mok Victor ().....	Director
Tan Mark ().....	Director
Fang Fenglei ().....	Director

Mr. Mei, Ming Z () has been a director of the Company since June 2014. He is also a co-founder and the chief executive officer of GLP. Mr. Mei sits on the board of GLP and holds a Master of Business Administration from the Kellogg School of Management at Northwestern University and the School of Business and Management at the Hong Kong University of Science and Technology. Mr. Mei received his Bachelor of Science in Finance from Indiana University School of Business. He also attended the Advanced Management Program at Harvard Business School.

Ms. Zhuge Teresa () has been a director of the Company since June 2014. She is also a Vice Chairman of the Company. She was formerly Co-President and CFO of the Company. Ms. Zhuge was deputy CFO of SZITIC Commercial Properties, and has also worked with Morgan Stanley Properties China and Deloitte. Ms. Zhuge graduated with a Master of Business Administration from the Kellogg School of Management at Northwestern University and the School of Business and Management at the Hong Kong University of Science and Technology. Ms. Zhuge received her Bachelor's degree from Renmin University of China.

Mr. Michihiro Higashi () has been a director of the Company since June 2014. He is also the Chief Strategy Officer of the Company. Mr. Michihiro was formerly Senior Vice President and Head of Investment of the Company and helped to grow the Company's business relating to Japanese customers. He was previously at Nomura Research Institute in Japan where he was responsible for corporate strategy consulting, and Oita Bank where he was in charge of equity research. Mr. Michihiro received his Bachelor of Law from Wuhan University and a Master of Economics from Oita University.

Mr. Mok Victor () has been a director of the Company since November 2016. He is also the Chairman and CEO of the Group's Asset Services Platform that focuses on creating value through all stages of an assets life-cycle, from project planning and design to the integration of facility services and technology using IoT, AI, robotics and big data to improve operation efficiency and service levels for customer. He previously served as the Co-President of the Logistics and Industrial Real Estate of the Group and the Chief Commercial Officer of the Company. Prior to joining the Group, Mr. Mok was CEO of North Asia and president of global air transport of DHL Supply Chain. Mr. Mok holds a Master Finance Degree from Stern Business School at New York University and the School of Business and Management at the Hong Kong University of Science and Technology, as well as an Executive MBA from Ivey School of Business, University of Western Ontario Canada. Mr. Mok obtained a Master's degree in Transport Studies and a Bachelor's Degree in Economics and Management from the University of Hong Kong. He also graduated from the Strategic Leadership Program of the University of Oxford.

Mr. Tan Mark () has been a director of the Company since May 2018. He is also General Counsel of GLP. Mr. Tan is responsible for overseeing all legal matters, including regulatory compliance, contract negotiations on fund management transactions, acquisitions and dispositions and other significant transactions. Prior to joining GLP,

Mr. Tan worked at Shearman & Sterling LLP in Singapore, where he represented underwriters, issuers and private equity sponsors on debt and equity offerings. He also previously worked at Goldman Sachs and Sullivan & Cromwell LLP. Mr. Tan received his Juris Doctor with Honours from the University of Toronto and Bachelor of Mathematics in Computer Science, Economics Minor from the University of Waterloo.

Mr. Fang Fenglei () has been a director of the Company since June 2014. He is also the founder and chairman of the Hopu Investment Management, and the chairman of Goldman Sachs Gao Hua Securities. He served as the vice president of China International Capital Corporation Ltd, the president of China International Capital Corporation (Hong Kong), chief executive officer of BOC International Holdings Limited, and chief executive officer of ICEA Financial Holdings Limited. Mr. Fang received his Bachelor's degree in Chinese Language and Literature and Economics from Sun Yat-sen University.

In certain circumstances, Hong Kong profits tax exemptions (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisers to ascertain the applicability of any exemptions to their individual position.

Stamp duty

Stamp duty will not be payable on the issue of Bearer Notes, provided either:

- (i) such Bearer Notes are denominated in a currency other than the currency of Hong Kong and are not

Prospective investors considering the purchase of the Notes are advised to seek their own professional advice in relation to the FTT.

United States' Foreign Account Tax Compliance Act Tax Provisions

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a “foreign financial institution” may be required to withhold on certain payments it makes (“**foreign passthru payments**”) to persons that fail to meet certain certification, reporting or related requirements. The Issuer may be a foreign financial institution for these purposes. A number of jurisdictions have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“**IGAs**”), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to Notes such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on Notes such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on Notes such as the Notes, the amount of withholding would be subject to change. For example, the amount of withholding would be subject to change if the amount of withholding were to be reduced from 30% to 15% or 0%.

CLEARANCE AND SETTLEMENT

The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of Euroclear or Clearstream or the CMU currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Issuer believes to be reliable, but none of the Issuer, the Arranger or any Dealer, the Trustee or any Agent takes any responsibility for the accuracy thereof. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Issuer or any other party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

The Clearing Systems

Euroclear and Clearstream

An investor holding an interest through an account with either Euroclear or Clearstream, in any Notes held in the CMU will hold that interest through the respective accounts which Euroclear and Clearstream each have with the CMU.

SUBSCRIPTION AND SALE

The Arranger has, in an amended and restated dealer agreement dated 22 June 2021 as amended and/or supplemented from time to time (the “**Dealer Agreement**”), agreed with the Issuer a basis on which any dealer to be appointed by the Issuer in respect of a single Tranche or the whole Programme may from time to time agree to subscribe Notes. Any such agreement will extend to those matters stated under Conditions. Under the terms of the Dealer Agreement, the Issuer will undertake to pay each Relevant Dealer a commission as agreed between them in respect of Notes subscribed by it.

The Issuer has agreed to indemnify the Relevant Dealers against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement entitles the Relevant Dealers to terminate any agreement that they make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the Issuer.

The Dealers and certain of their affiliates may have performed certain investment banking and advisory services for the Issuer and/or its affiliates from time to time for which they have received customary fees and expenses and may, from time to time, engage in transactions with and perform services for the Issuer and/or its affiliates in the ordinary course of their business. If a jurisdiction requires that an offering is made by a licensed broker or dealer and the Dealers or any affiliate of the Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Dealers or such affiliate on behalf of the Issuer in such jurisdiction.

In connection with each Tranche of Notes issued under the Programme, the Dealers or certain of their affiliates may purchase Notes and be allocated Notes for asset management and/or proprietary purposes but not with a view to distribution. Further, the Dealers or their respective affiliates may purchase Notes for its or their own account and enter into transactions, including credit derivatives, such as asset swaps, repackaging and credit default swaps relating to such Notes and/or other securities of the Issuer, any of its subsidiaries or affiliates at the same time as the offer and sale of each Tranche of Notes or in secondary market transactions. Such transactions would be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Tranche of Notes to which a particular Pricing Supplement relates (notwithstanding that such selected counterparties may also be purchasers of such Tranche of Notes).

United States of America:

The Notes have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may not be offered, sold or (in the case of Bearer Notes) delivered within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Each of the Dealers has agreed that, except as permitted by the Dealer Agreement, it will not offer, sell or, in the case of Bearer Notes, deliver the Notes within the United States.

In addition, until 40 days after the commencement of any offering, an offer or sale of each Tranche of Notes within the United States by any Dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

European Economic Area

Unless the relevant Pricing Supplement in respect of any Notes specifies the “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
 - (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

If the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, in relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), each Dealer has represented, warranted and agreed, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”) it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

- (a) *Approved prospectus*: if the Pricing Supplement in relation to the Notes specifies that an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus or the Pricing Supplement, as applicable, and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) *Qualified investors*: at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (c) *Fewer than 150 offerees*: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) *Other exempt offers*: at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “**Prospectus Directive**” means Directive 2003/71/EC (as amended including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

United Kingdom

Prohibition of Sales to UK Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision, the expression “**retail investor**” means a person who is one (or more) of the following:

- (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or
- (b) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

If the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in the United Kingdom except that it may make an offer of such Notes to the public in the United Kingdom:

- (a) Approval prospectus: if the Pricing Supplement in relation to the Notes specify that an offer of those Notes may be made other than pursuant to section 86 of the FSMA (a “**Public Offer**”), following the date of publication of a prospectus in relation to such Notes which either (i) has been approved by the Financial Conduct Authority, or (ii) is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provision in Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019, provided that any such prospectus has subsequently been completed

expression “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

Other regulatory restrictions

- (a) ***No deposit-taking:*** in relation to any Notes having a maturity of less than one year,
 - (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and
 - (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses, or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- (b) ***Financial promotion:*** it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and
- (c) ***General compliance:*** it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

Hong Kong

Each Dealer has represented, warranted and undertaken, and each further Dealer appointed under the Programme be required to represent, warrant and undertake, that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes except for Notes which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”) other than (i) to “professional investors” as defined in the SFO and any rules made under the SFO; or (ii) in other circumstances which do not result in the document

and agree, that it has not offered or sold any Notes or caused such Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell such Notes or cause such Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of such Notes, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) under Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA, except:

- (i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Japan

The Notes have not been and will not be registered under the Financial Notes and Exchange Act of Japan (Act No. 25 of 1948), as amended (the "FIEA"). Accordingly, each Dealer has represented and agreed that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer to sell any Notes in Japan or to, or for the benefit of, a resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident in Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, FIEA and other relevant laws and regulations of Japan.

General

Each Dealer has represented, warranted and agreed that it has complied and will comply with all applicable laws and regulations in each country or jurisdiction in or from which it purchases, offers, sells or delivers Notes or possesses, distributes or publishes this Offering Circular or any relevant Pricing Supplement or any related offering material, in all cases at its own expense. Other persons into whose hands this Offering Circular or any

relevant Pricing Supplement comes are required by the Issuer and each of the Dealers to comply with all applicable laws and regulations in each country or jurisdiction in or from which they purchase, offer, sell or deliver Notes or possess, distribute or publish this Offering Circular or any relevant Pricing Supplement or any related offering material, in all cases at their own expense.

The Dealer Agreement provides that the Dealers shall not be bound by any of the restrictions relating to any specific jurisdiction (set out above) to the extent that such restrictions shall, as a result of change(s) or change(s) in official interpretation, after the date hereof, of applicable laws and regulations, no longer be applicable but without prejudice to the obligations of the Dealers described in the paragraph above.

Selling restrictions may be supplemented or modified with the agreement of the Issuer. Any such supplement or modification may be set out in the relevant Pricing Supplement (in the case of a supplement or modification relevant only to a particular Tranche of Notes) or in a supplement to this Offering Circular.

GENERAL INFORMATION

1. **Listing of Notes:** Application has been made to the HKSE for listing of the Programme by way of debt issues to Professional Investors only during the 12-month period after the date of this Offering Circular on the HKSE. Notes to be listed on the HKSE are required to be traded on the HKSE in a board lot size of at least HK\$500,000 (or its equivalent in other currencies).
2. **Authorisations:** The Issuer has obtained all necessary consents, approvals and authorisations for issue of the Notes thereunder in connection with the update of the Programme and the issue of the Notes thereunder by resolutions of the board of directors of the Issuer dated 6 July 2018.
3. **No Material Adverse Change:** Except as disclosed in this Offering Circular, there has been no material adverse change in the prospects of the Issuer or the Group nor any material adverse change in the financial or trading position of the Group since 31 December 2021.
4. **Litigation:** Except as disclosed in this Offering Circular, none of the Issuer or any of its subsidiaries is involved in any governmental, legal or arbitration proceedings which may have or during the 12 months prior to the date of this Offering Circular have had an effect on the financial position or profitability of the Group which is material in the context of the issue of the Notes, nor is the Issuer aware that any such proceedings are pending or threatened.
5. **Clearing of the Notes:** The Notes may be accepted for clearance through Euroclear and Clearstream and the CMU. The appropriate ISIN and common code, the relevant CMU instrument number and (where applicable) the identification number for any other relevant clearing system in relation to the Notes of each Tranche will be specified in the relevant Pricing Supplement. If the Notes are to be cleared through any additional or alternative Clearing System, the appropriate information will be specified in the relevant Pricing Supplement.
6. **Available Documents:** For so long as Notes may be issued under the Programme, copies of the following documents will be available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection at the specified office of the Principal Paying Agent, being at the date of this Offering Circular at 20th Floor Citi Tower, One Bay East, 83 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong:
 - (i) the Trust Deed (which includes the form of the Global Notes, the Global Certificates, the Notes in definitive form, the Coupons and the Talons);
 - (ii) the Agency Agreement;
 - (iii) the Memorandum and Articles of Association of the Issuer;
 - (iv) the Certificate of Change of Name of the Issuer;
 - (v) each Pricing Supplement (save that a Pricing Supplement related to an unlisted Series of Notes will only be available for inspection by a holder of any such Notes and such holder must produce evidence satisfactory to the Issuer or the Trustee as to its holding of such Notes and identity); and
 - (vi) a copy of this Offering Circular together with any supplement to this Offering Circular and any other documents incorporated herein or therein referenced.

Each Bearer Note having a maturity of more than one year, Receipt, Coupon and Talon will bear the following legend: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code."

7. **Financial Statements:** The 2020 Audited Consolidated Financial Statements and the 2021 Audited Consolidated Financial Statements, which are included elsewhere in this Offering Circular, have been audited by KPMG as stated in its reports thereon.
8. **Legal Entity Identifier:** The Legal Entity Identifier of the Issuer is 254900C6X2D3TGF2CO98.

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Principal place of business

Principal activities

Financial statements

Transfers to reserves and dividends

Share capital

Directors

Indemnity of directors

Directors' interest and short positions in shares, underlying shares and debentures

global

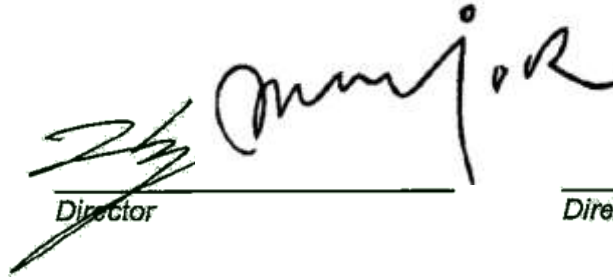
global s

Directors' interests in transactions, arrangements or contracts

Auditors

KPMG retire and being eligible offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the 2022 Annual General Meeting.

By order of the board



Director

Director

Date: 15 April 2022

Market overview

Market overview (continued)

- **Operations**

- **Development**

- **Fund management**

Market overview (continued)

Financial review

Financial review (continued)

Risk management

Environmental social and governance

Environmental social and governance (continued)



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+852 2522 6022
+852 2845 2588
kpmg.com/cn

(Incorporated in Hong Kong with limited liability)

Opinion

5.80 -1.10 (o1. p18. Dn(p)s)3376 (7)-2.40 (LP)1.30 ((hi)-1.10 -1.10 (t00 (o4)-1 (di)-1 1.70 g)-1 (a)5. 8H)1.78a)to up"o1.70



(Incorporated in Hong Kong with limited liability)

Key audit matters (continued)

Accounting for interests in limited liability partnerships	
<i>Refer to notes 12, 13 and 14 to the consolidated financial statements and the accounting policies on note 2(d) and 2(f).</i>	
The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none">•••••



(Incorporated in Hong Kong with limited liability)

Key audit matters (continued)

Valuation of unquoted equity investments	
<i>Refer to notes 18 and 30(f) to the consolidated financial statements and the accounting policies on note 2(h).</i>	
The key audit matter	How the matter was addressed in our audit



(Incorporated in Hong Kong with limited liability)

Information other than the consolidated financial statements and auditor's report thereon

Responsibilities of the directors for the consolidated financial statements

Auditor's responsibilities for the audit of the consolidated financial statements



(Incorporated in Hong Kong with limited liability)

**Auditor's responsibilities for the audit of the consolidated financial statements
(continued)**



(Incorporated in Hong Kong with limited liability)

**Auditor's responsibilities for the audit of the consolidated financial statements
(continued)**

A handwritten signature in black ink, appearing to read 'KPMG' followed by a stylized flourish.

15 April 2022

	<i>Notes</i>	<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
Revenue			
Profit from operations		<hr/>	<hr/>
		<hr/>	<hr/>
		<hr/>	<hr/>
Profit before taxation			
		<hr/>	<hr/>
Profit for the year		<hr/>	<hr/>
Profit attributable to:		<hr/>	<hr/>
		<hr/>	<hr/>
Profit for the year		<hr/>	<hr/>

	Year ended 31 December 2021	Year ended 31 December 2020
Profit for the year		
Other comprehensive income for the year		
<i>Items that will not be reclassified to profit or loss:</i>		
 <i>Items that may be reclassified subsequently to profit or loss:</i>		
 Other comprehensive income for the year	_____	_____
Total comprehensive income for the year	_____	_____
Total comprehensive income attributable to:	=====	=====
 Total comprehensive income for the year	_____	_____
	=====	=====

	<i>Notes</i>	<i>31 December 2021</i>	<i>31 December 2020</i>
Non-current assets			
		<hr/>	<hr/>
		<hr/>	<hr/>
Current assets			
		<hr/>	<hr/>
		<hr/>	<hr/>
Total assets		<hr/> <hr/>	<hr/> <hr/>
Equity attributable to owners of the Company			
		<hr/>	<hr/>
Non-controlling interests			
		<hr/>	<hr/>
Total equity		<hr/> <hr/>	<hr/> <hr/>

Consolidated Statement of Financial Position

(continued)

Notes	31 December 2021 US\$'000	31 December 2020 US\$'000	
			Non-current liabilities
			Loans and borrowings
			Deferred tax liabilities
			Other non-current liabilities
	<u>9,347,867</u>	<u>9,669,272</u>	
			Current liabilities
			Loans and borrowings
			Trade and other payables
			Current tax payable
Assets classified as held for sale	<u>329,611</u>	<u>329,611</u>	Liabilities
	US\$ 9,677,478	US\$ 10,008,883	

The consolidated financial statements were approved and authorized for issue by the Board of Directors on 15 April 2022.


 Director

The notes on pages 26 to 113 form part of these financial statements.

	<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
--	--	--

Cash flows from operating activities

	_____	_____
	_____	_____
	_____	_____
	_____	_____

Net cash generated from operating activities

	<i>Note</i>	<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
 Cash flows from financing activities			
Net cash generated from financing activities	22(b)	_____	_____
Net (decrease)/increase in cash and cash equivalents		_____	_____
Cash and cash equivalents at end of year		_____	_____
		=====	=====

1. General information

2. Significant accounting policies

(a) *Statement of compliance*

2. Significant accounting policies (continued)

(b) Basis of preparation of the financial statements

2. Significant accounting policies (continued)

(c) Changes in accounting policies

-
-

(d) Subsidiaries and non-controlling interests

2. Significant accounting policies (continued)

(e) *Business combination for entities under common control*

(f) *Associates and joint ventures*

2. Significant accounting policies (continued)

(g) Goodwill

2. Significant accounting policies (continued)

(h) Other investments in debt and equity securities

2. Significant accounting policies (continued)

(i) Property, plant and equipment

2. Significant accounting policies (continued)

(j) *Investment properties*

(k) *Intangible assets (other than goodwill)*

2. Significant accounting policies (continued)

(1) Leased assets

2.

2. Significant accounting policies (continued)

(m) Credit losses and impairment of assets

2. Significant accounting policies (continued)

2. Significant accounting policies (continued)

2. Significant accounting policies (continued)

2. Significant accounting policies (continued)

2. Significant accounting policies (continued)

(n) Inventories

(o) Contract assets and contract liabilities

2. Significant accounting policies (continued)

(q) Cash and cash equivalents

(r) Trade and other payables

2. Significant accounting policies (continued)

(u) Income tax

2. Significant accounting policies (continued)

2. Significant accounting policies (continued)

(v) Provisions and contingent liabilities

2. Significant accounting policies (continued)

2. Significant accounting policies (continued)

(x) Translation of foreign currencies

2. Significant accounting policies (continued)

(y) Borrowing costs

(z) Non-current assets held for sale and discontinued operations

2. Significant accounting policies (continued)

(aa) Related parties

2. Significant accounting policies (continued)

3. Accounting estimates and judgements (continued)

(b) *Impairment of non-financial assets*

(c) *Recognition of deferred tax assets*

(d) *Valuation of unlisted financial instruments*

4. Revenue

2021 2020

Revenue from contracts with customers within the scope of HKFRS 15

Revenue from other sources

=====

5. Other income

2021 2020

=====

6. Net finance costs

2021

2020

--

--

=====

=====

7. Profit before taxation

2021 2020

(a) *Staff costs*

(b) *Other expenses*

=====

8. Tax expense

2021

2020

10. Other comprehensive income

(a) Tax effects relating to other comprehensive income

2021			2020		
<i>Before- Tax amount</i>	<i>Tax expense</i>	<i>Net-of- Tax amount</i>	<i>Before- Tax amount</i>	<i>Tax expense</i>	<i>Net-of- Tax amount</i>
US\$'000	US\$'000		US\$'000	US\$'000	

(b) Components of other comprehensive income, including reclassification adjustments

2021 2020

11. Investment properties

31 December 2021	31 December 2020
---------------------	---------------------

Comprising:

Fair value measurement of properties

(a) *Fair value hierarchy*

-

-

-

11. Investment properties (continued)

31 December 2021

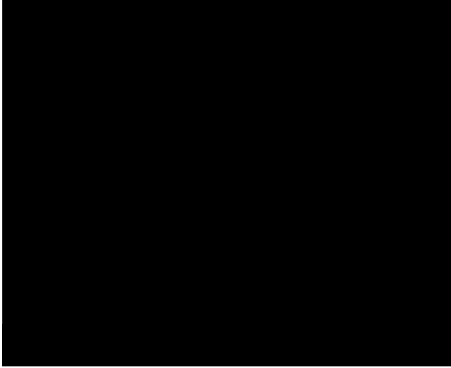
<i>The Group</i>			
<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
=====	=====	=====	=====

31 December 2020

<i>The Group</i>			
<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
=====	=====	=====	=====

(b) Information about Level 3 fair value measurements

11.



ued) Ø

Valuation Techniques

Unobservable
input

Range

12. Investments in subsidiaries

<i>Name of subsidiaries</i>	<i>Proportion of ownership interest</i>				<i>Registered capital</i>	<i>Principal activities</i>
	<i>Place of incorporation and business</i>	<i>Group's Effective interest</i>	<i>Held by the Company</i>	<i>Held by a subsidiary</i>		

12. Investments in subsidiaries (continued)

<i>Changes in NCI</i>				
<i>CLF I</i>	<i>ACL</i>	<i>CLF II</i>	<i>Subsidiaries without material NCI</i>	<i>Total</i>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

12. Investments in subsidiaries (continued)

	<i>31 December 2021</i>	<i>31 December 2020</i>
CLF I		

12. Investments in subsidiaries (continued)

	<i>31 December 2021</i>	<i>31 December 2020</i>
CLF II		
	<i>2021</i>	<i>2020</i>

13. Joint ventures

31 December
Notes

13. Joint ventures (continued)

(a) CMCI

<i>31 December</i> <i>2021</i>	<i>31 December</i> <i>2020</i>
-----------------------------------	-----------------------------------

<i>Year ended</i> <i>31 December</i> <i>2021</i>	<i>Year ended</i> <i>31 December</i> <i>2020</i>
--	--

13. Joint ventures (continued)

(b) Thor Fund

31 December
2021

13. Joint ventures (continued)

*Year ended
31 December
2021*

(c) Z3 Project

*31 December
2021*

*31 December
2020*

13. Joint ventures (continued)

<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
--	--

(d) CVA I Fund

<i>31 December 2021</i>	<i>31 December 2020</i>
-----------------------------	-----------------------------

13. Joint ventures (continued)

<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
--	--

(e) Other individually immaterial joint ventures

<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
--	--

14. Associates

<i>Notes</i>	<i>31 December 2021</i>	<i>31 December 2020</i>
--------------	-----------------------------	-----------------------------

_____	_____
=====	=====

(a) Zhongjin Jiaye

<i>31 December 2021</i>	<i>31 December 2020</i>
-----------------------------	-----------------------------

14. Associates (continued)

<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
--	--

14. Associates (continued)

Year ended
31 December
2021

14. Associates (continued)

<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
--	--

(d) Other individually immaterial associates

<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
--	--

15. Deferred tax (continued)

<i>31 December 2021</i>	<i>31 December 2020</i>
-----------------------------	-----------------------------

=====	=====
-------	-------

<i>31 December 2021</i>	<i>31 December 2020</i>
-----------------------------	-----------------------------

=====	=====
-------	-------

17. Intangible assets

	<i>Goodwill</i>	<i>Trademark</i>	<i>License rights</i>	<i>Total</i>
Cost				
	_____	_____	_____	_____
	_____	_____	_____	_____
	=====	=====	=====	=====
Accumulated amortisation				
	_____	_____	_____	_____
	_____	_____	_____	_____
	=====	=====	=====	=====
Carrying amounts:				
	=====	=====	=====	=====
	=====	=====	=====	=====

Impairment tests for cash-generating units containing goodwill

18. Other investments

<i>31 December 2021</i>	<i>31 December 2020</i>
-----------------------------	-----------------------------

_____	_____
=====	=====

"

19. Other non-current assets

<i>31 December 2021</i>	<i>31 December 2020</i>
-----------------------------	-----------------------------

_____	_____
=====	=====

20. Trade and other receivables

31 December 31 December
2021 2020

--

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--

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--

_____	_____
=====	=====

20. Trade and other receivables (continued)

(a) Impairment of trade and other receivables

<i>Expected loss rate</i>	<i>31 December 2020</i>	
	<i>Gross carrying amount</i>	<i>Loss allowance</i>
	<hr/>	<hr/>
	<hr/> <hr/>	<hr/> <hr/>

21. Assets classified as held for sale and disposal group held for sale

<i>Note</i>	<i>31 December 2021</i>	<i>31 December 2020</i>
-------------	-----------------------------	-----------------------------

_____	_____
=====	=====

(a) Assets of disposal group held for sale comprise:

<i>31 December 2021</i>	<i>31 December 2020</i>
-----------------------------	-----------------------------

21. Assets classified as held for sale and disposal group held for sale (continued)

(b) Liabilities of disposal group held for sale comprise:

31 December 2021	31 December 2020
---------------------	---------------------

22. Cash and cash equivalents

(a) Cash and cash equivalents comprise:

31 December 2021	31 December 2020
---------------------	---------------------

22. Cash and cash equivalents (continued)

(b) Reconciliation of liabilities arising from financing activities:

<i>Loans and borrowings</i>	<i>Loans from non-controlling interests, joint ventures, associate and third parties</i>	<i>Lease liabilities</i>	<i>Interest payable</i>	<i>Total</i>

23. Share capital and capital management

(a) *Movements in components of equity*

<i>Company</i>	<i>Share capital</i>	<i>Currency translation reserve</i>	<i>Retained earnings</i>	<i>Total</i>
	_____	_____	_____	_____
	_____	_____	_____	_____

23. Share capital and capital management (continued)

(c) Dividends

(d) Capital management

31 December
2021

31 December
2020

_____	_____
_____	_____
=====	=====
=====	=====
=====	=====
=====	=====

23.

25. Loans and borrowings

31 December
2021

31 December
2020

Non-current liabilities

=====

Current liabilities

=====

26. Other non-current liabilities

31 December
2021

31 December
2020

=====

28. Lease liabilities

<u>At 31 December 2021</u>	
<i>Present value of the minimum lease payments</i>	<i>Total minimum lease payments</i>

_____	_____
-------	-------

_____	_____
-------	-------

=====	=====
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=====

<u>At 31 December 2020</u>	
<i>Present value of the minimum lease payments</i>	<i>Total minimum lease payments</i>

_____	_____
-------	-------

_____	_____
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=====	=====
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=====

29. Notes to cash flow statement

Acquisitions of subsidiaries

<i>Name of subsidiaries</i>	<i>Date acquired</i>	<i>Equity interest acquired</i>
-----------------------------	--------------------------	-------------------------------------

29. Notes to cash flow statement (continued)

<i>Name of subsidiaries</i>	<i>Date acquired</i>	<i>Equity interest acquired</i>
-----------------------------	--------------------------	-------------------------------------

29. Notes to cash flow statement (continued)

Effect of the acquisitions

	<i>Year ended 31 December 2021 Recognised values on acquisition</i>	<i>Year ended 31 December 2020 Recognised values on acquisition</i>
	_____	_____
	_____	_____
	_____	_____
Cash outflow on acquisitions of subsidiaries	=====	=====

29. Notes to cash flow statement (continued)

Disposals of subsidiaries

<i>Name of subsidiaries</i>	<i>Date disposed</i>	<i>Equity interest disposed</i>
-----------------------------	--------------------------	-------------------------------------

29. Notes to cash flow statement (continued)

<i>Name of subsidiaries</i>	<i>Date disposed</i>	<i>Equity interest disposed</i>
-----------------------------	--------------------------	-------------------------------------

<i>Name of subsidiaries</i>	<i>Date disposed</i>	<i>Equity interest disposed</i>
-----------------------------	--------------------------	-------------------------------------

29. Notes to cash flow statement (continued)

<i>Name of subsidiaries</i>	<i>Date disposed</i>	<i>Equity interest disposed</i>
-----------------------------	--------------------------	-------------------------------------

29. Notes to cash flow statement (continued)

Effect of the disposals

30. Financial risk management and fair values of financial instruments

(a) Credit risk

Trade and other receivables

(b) Liquidity risk

30. Financial risk management and fair values of financial instruments (continued)

	Carrying amount	Contractual cash flows	Cash flows		
			Within 1 year	From 1 to 5 years	After 5 years
31 December 2021					
31 December 2020					
	5,569,673			3,056,248	

(c) Interest rate risk

30. Financial risk management and fair values of financial instruments (continued)

	<u>31 December 2021</u>	<u>31 December 2020</u>
	<i>Effective interest rate</i>	<i>Effective interest rate</i>
	%	%
Fixed rate borrowings		
Variable rate borrowings		
	_____	_____
	=====	=====

(d) **Currency risk**

30. Financial risk management and fair values of financial instruments (continued)

2021 2020

Average rates Reporting date spot rate
2021 2020 2021 2020

2021 2020

30. Financial risk management and fair values of financial instruments (continued)

(e) Equity price risk

30. Financial risk management and fair values of financial instruments (continued)

(f) Fair value measurement

•

•

•

<i>Fair value at 31 December 2021</i>	<i>Fair value measurements as at 31 December 2021 categorised into</i>		
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>

Recurring fair value measurement

<i>Fair value at 31 December 2020</i>	<i>Fair value measurements as at 31 December 2020 categorised into</i>		
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>

Recurring fair value measurement

30. Financial risk management and fair values of financial instruments (continued)

<i>Valuation techniques</i>	<i>Significant unobservable inputs</i>	<i>Range</i>
-----------------------------	--	--------------

	<i>31 December 2021</i>	<i>31 December 2020</i>
--	-----------------------------	-----------------------------

	<i>31 December 2021</i>	<i>31 December 2020</i>
--	-----------------------------	-----------------------------

	_____	_____
--	-------	-------

	=====	=====
--	-------	-------

	=====	=====
--	-------	-------

33. Significant related party transactions

	<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
Joint ventures		
	=====	=====
Associates		
	=====	=====
Fellow subsidiaries		
	=====	=====
Intermediate holding company		
	=====	=====

33. Significant related party transactions (continued)

Disposal of assets and liabilities to related parties

<i>Joint venture</i>	<i>Associate</i>	<i>GLP RE HOLDINGS PTE. LTD.</i>	<i>GLP GV China Limited</i>	<i>Total</i>
_____	_____	_____	_____	_____
=====	=====	=====	=====	=====

Guarantees provided to related parties

34. Subsequent events

Statement of financial position

35. Company-level s

	Note	31 December 2021 US\$'000	31 December 2020 US\$'000	
Non-current assets				
Investments in subsidiaries		18,120,812	14,439,971	12
Other non-current assets		14,384	2,136	
Loans to subsidiaries		630,394	763,311	Loans
		18,765,590	15,206,018	
Current assets				
Other receivables		31,120	70,074	4,029,524
Cash and cash equivalents		4,060,644	3,205,912	3,136,838
		22,826,234	18,411,930	
				Total assets
				Equity attributable to owners of the Company
Share capital		6,050,076	6,050,076	6,050,076
Reserves				(347,361)
				6,603,464
				Total equity
				Non-current liabilities
Loans and borrowings				4,257,884
				3,050,841
				4,257,884
				Current liabilities
Loans and borrowings		658,930	2,340,330	2,540,330
Other payables		11,289,094	5,900,174	6,300,177
Current tax payable		16,862	1,327	1,327
		11,964,886	8,741,831	8,741,831
		16,222,770	11,792,675	
		22,826,234	18,411,930	
				Total liabilities
				Total equity and liabilities

authorised for issue by the Board of Directors on 15 April 2022.

Approved and

Director

Director

36. Company-level statement of comprehensive income

	<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
Revenue		
	_____	_____
(Loss)/profit from operations		
	_____	_____
	_____	_____
(Loss)/profit before taxation		
	_____	_____
(Loss)/profit for the year		
	_____	_____

37. Company-level cash flow statement

	<i>Year ended 31 December 2021</i>	<i>Year ended 31 December 2020</i>
Cash flows from operating activities		
	_____	_____
	_____	_____
	_____	_____
Net cash generated from operating activities	_____	_____
Cash flows from investing activities		
	_____	_____
Net cash used in investing activities	_____	_____

39. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2021

Insurance contracts

*Effective for
accounting periods
beginning on or after*

	<i>Reference to the Conceptual Framework</i>
<i>before Intended Use</i>	<i>Property, Plant and Equipment: Proceeds</i>
<i>Contract</i>	<i>Onerous Contracts - Cost of Fulfilling a</i>
<i>Non-current</i>	<i>Classification of Liabilities as Current or</i>
<i>Disclosure of accounting policies</i>	
	<i>Definition of accounting estimates</i>
	<i>Deferred tax related to assets and liabilities arising from a single transaction</i>

GLP China Holdings Limited

**Annual Report
For the year ended 31 December 2020**

Directors' Report

The directors submit herewith their annual report together with the audited consolidated financial statements for the year ended 31 December 2020.

Principal place of business

GLP China Holdings Limited ("the Company") is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 33/F, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong.

Principal activities

The principal activity of the Company is investment holding. The principal activities of the Company and its subsidiaries ("the Group") are investment holding, provision of logistic facilities, fund management and solar energy business and internet data center business. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Business Review set out on pages 3 to 7 of this Annual Report. This discussion forms part of this directors' report.

Financial statements

The profit of the Group for the year ended 31 December 2020 and the state of the Company's affairs as at that date are set out in the financial statements on pages 12 to 105.

Transfers to reserves and dividends

For the year ended 31 December 2020, the Group has not declared any dividends.

The directors do not recommend the payment of a dividend for the year ended 31 December 2020.

The directors do not recommend the payment of a dividend for the year ended 31 December 2019.

The directors do not recommend the payment of a dividend for the year ended 31 December 2018.

The directors do not recommend the payment of a dividend for the year ended 31 December 2017.

The directors do not recommend the payment of a dividend for the year ended 31 December 2016.

The directors do not recommend the payment of a dividend for the year ended 31 December 2015.

The directors do not recommend the payment of a dividend for the year ended 31 December 2014.

The directors do not recommend the payment of a dividend for the year ended 31 December 2013.

The directors do not recommend the payment of a dividend for the year ended 31 December 2012.

The directors do not recommend the payment of a dividend for the year ended 31 December 2011.

The directors do not recommend the payment of a dividend for the year ended 31 December 2010.

The directors do not recommend the payment of a dividend for the year ended 31 December 2009.

The directors do not recommend the payment of a dividend for the year ended 31 December 2008.

The directors do not recommend the payment of a dividend for the year ended 31 December 2007.

The directors do not recommend the payment of a dividend for the year ended 31 December 2006.

The directors do not recommend the payment of a dividend for the year ended 31 December 2005.

The directors do not recommend the payment of a dividend for the year ended 31 December 2004.

The directors do not recommend the payment of a dividend for the year ended 31 December 2003.

The directors do not recommend the payment of a dividend for the year ended 31 December 2002.

The directors do not recommend the payment of a dividend for the year ended 31 December 2001.

The directors do not recommend the payment of a dividend for the year ended 31 December 2000.

The directors do not recommend the payment of a dividend for the year ended 31 December 1999.

The directors do not recommend the payment of a dividend for the year ended 31 December 1998.

The directors do not recommend the payment of a dividend for the year ended 31 December 1997.

The directors do not recommend the payment of a dividend for the year ended 31 December 1996.

The directors do not recommend the payment of a dividend for the year ended 31 December 1995.

The directors do not recommend the payment of a dividend for the year ended 31 December 1994.

The directors do not recommend the payment of a dividend for the year ended 31 December 1993.

The directors do not recommend the payment of a dividend for the year ended 31 December 1992.

The directors do not recommend the payment of a dividend for the year ended 31 December 1991.

The directors do not recommend the payment of a dividend for the year ended 31 December 1990.

Directors

The directors during the financial year and up to date of this report were:

Mei, Ming Zhi	(appointed on 6 June 2014)
Higashi Michihiro	(appointed on 6 June 2014)
Zhuge Wenjing	(appointed on 6 June 2014)
Fang Fenglei	(appointed on 6 June 2014)
Chen Yi	(appointed on 6 June 2014)
MOK Chi Ming	(appointed on 1 November 2016)
Chau Kwok Man	(appointed on 30 April 2017)
Mark Tan	(appointed on 15 May 2018)

There being no provision in the Company's articles of association in connection with the retirement of directors, all existing directors continue in office for the following year.

Indemnity of directors

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout this year.

Directors' interest and short positions in shares, underlying shares and debentures

As at 31 December 2020, certain directors of the Company had 345,106 numbers of global shares of GLP China Fund Management Holdings Limited, a subsidiary of the Company (As at 31 December 2019: 29,690 numbers of global shares). Apart from the foregoing, none of the directors of the company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the company, or any of its holding company, subsidiaries or other associated corporations.

Directors' interests in transactions, arrangements or contracts

No transaction, arrangement or contract of significance to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party, and in which a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

Business Review

GLP China Holdings Limited ("GLP China") is a leading global investment manager and business builder in logistics, real estate, infrastructure, finance and related technologies. Our US\$27 billion properties encompass 51 million sqm site area across China with completed and planned gross floor area ("GFA") of 36 million sqm in total. The scale and breadth of our platform generates a powerful network effect which leads a good visibility on demand factors

Operations

GLP China owns and manages a portfolio of 51 million sqm site area across China with completed and planned GFA of 36 million sqm in total, valued at US\$27 billion as at 31 December 2020. Our portfolio contains completed and stabilised properties valued at US\$20 billion, representing over 74% of total portfolio, shows a high lease rate of 83% and a high occupancy ratio for of 79% as at 31 December 2020. Rental and related income has reached US\$904 million for the year ended 31 December 2020, compared to US\$852 million for the calendar year ended 31 December 2019 (hereinafter referred to as the "prior year"), shown a slight increase despite the adverse impact driven from the decreased portfolio relating to transfer of project companies into funds during the year. Besides, our net increase in leased area reached 2.1 million sqm and we are keeping steady rental rate increase over the whole period.

Being a leading provider of modern logistics and warehousing facilities in China offers us cost efficiencies in terms of negotiating contraction contracts and facility management

contracts, and optimizing personal resources and information systems. Besides, we are pioneering the creation of a comprehensive logistics ecosystem for the future by utilising the

Fund management (continued)

CIF I was established in April 2020 and has RMB15.0 billion (equivalent to US\$2.2 billion) planned AUM. CIF I invests in logistics infrastructures in 18 important logistics nodes in the Yangtze River Delta, Beijing-Tianjin-Hebei and Central China, all of which are modern logistics assets with high standards that have been completed and are in stable operation.

We also established a new China fund, CVA III, with a group of leading international and domestic institutional investors through a parallel fund structure during the current year. CVA III has RMB4.5 billion (equivalent to US\$0.7 billion) planned AUM and will invest in modern logistics assets in GLP Park Lingang in Shanghai, the biggest and most advanced port-based logistics park in China.

Financial review

Rental and related income increased by 6% to US\$904 million (2019: US\$852 million), which was primarily attributable to the rental rate growth and lease-up following the completion and stabilization of development projects, but partially offset by the transfer of project companies to non-consolidated CIF I during the current year.

Property-related expenses increased by 25% to US\$279.0 million (2019: US\$223.5 million), which was mainly due to the higher property maintenance costs with the increased property portfolio and the development of the newly established solar energy business and internet data center business. Other expenses increased by 16% to US\$203.4 million (2019: US\$174.8 million), primarily due to the increase in staff related expenses.

Changes in fair value of investment properties decreased by 51% to US\$532.8 million (2019: US\$1,081.8 million), primarily attributable to the conservative assumption of rental increase because of the uncertainty of Covid-19 situation.

Share of results of associates increased to US\$194.1 million (2019: US\$7.5 million), primarily contributed by our investment on Hidden Hill.

Gain on disposal of subsidiaries increased to US\$314.5 million (2019: US\$39.3 million), primarily attributable to gains on seed assets transferred to CIF I in 2020. In addition, US\$92 million gain on disposal of assets held for sale incurred in 2020 was due to the net proceeds on the land return by one of our property entities.

The net profit for the year increased by 19% to US\$1,253.5 million (2019: US\$1,057.6 million), the increase is mainly caused by the new business exploration and investments while our core business on development and management of logistic facilities keeps steady and growing. We believe in our business strategy and our intelligent and experienced team to continue providing customers with high quality and best-in-class logistics and warehousing facilities and integrated logistical solutions in China.

Total assets as of 31 December 2020 were US\$32.8 billion as compared to US\$27.4 billion as of 31 December 2019. Investment properties increased to US\$21.4 billion (2019: US\$20.7 billion) due to property acquisitions, developments and completions, and increase in fair values of investment properties. Also, Investment on Associates increased to US\$1.8 billion (2019: US\$0.7 billion), which was mainly contributed by our investment on Hidden Hill focusing on the developing/mature and high potential companies in the areas of modern logistic eco-system.

Financial review (continued)

We have implemented prudential financial management policies that have enabled us to maintain a good credit profile, disciplined investment approach and strong balance sheet with defensive growth. We benefit from access to diversified and multi-channel financing channels including but not limited to bilateral loans, syndicated loans, capital markets, funds and other borrowings and equity. As at 31 December 2020, we have a total debt of US\$10.3 billion (2019: US\$8.7 billion), net debt of US\$9.1 billion (2019: US\$7.8 billion), and net debt to equity ratio of 52.18% (2019: 53.06%), respectively.

Risk management

We place an extremely high importance on risk management. We believe that risk

management is not just about minimizing downside risk, but also enabling us to take on the necessary risks to grow and create value. We are committed to fostering a strong risk-centric culture which encourages identification and proactive management of these risks.

The process of risk management is incorporated into day-to-day operations and forms an

For example, our operation in China is naturally exposed to foreign exchange rate fluctuations, and our pre-tax profit is exposed to currency risks through sales and purchases which give rise to receivables, payables and cash balances denominated in foreign currencies, primarily United States dollars. In respect of the monetary assets and liabilities denominated in foreign currencies, we ensure that the net exposures to this risk is kept to an acceptable level by monitoring the currency gap and keep reducing our exposure by holding monetary assets and liabilities denominated in foreign currencies in short-term period.

We are also exposed to interest rate risk arising primarily from variable-rate borrowings and cash balances.

Individual operations within GLP China are exposed to various risks, including credit risk, liquidity risk, interest rate risk, foreign exchange risk, and operational risk.



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Independent auditor's report to the members of
GLP China Holdings Limited
(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of GLP China Holdings Limited ("the Company") and its subsidiaries ("the Group") set out on pages 12 to 105, which comprise the consolidated statement of financial position as at 31 December 2000, the consolidated statement of profit or loss for the year ended 31 December 2000, the consolidated statement of cash flows for the year ended 31 December 2000, and the consolidated statement of changes in equity for the year ended 31 December 2000.



**Independent auditor's report to the members of
GLP China Holdings Limited (continued)**
(Incorporated in Hong Kong with limited liability)

**Information other than the consolidated financial statements and auditor's
report thereon (continued)**

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:



**Independent auditor's report to the members of
GLP China Holdings Limited (continued)**
(Incorporated in Hong Kong with limited liability)

**Auditor's responsibilities for the audit of the consolidated financial statements
(continued)**

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty

Consolidated Statement of Comprehensive Income for the year ended 31 December 2020

	Notes	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Revenue	4	1,149,124	990,954
Other income	5	195,512	175,724
Cost of goods sold and other financial services costs		(125,743)	(25,857)
Property-related expenses		(279,087)	(223,535)
Other expenses		(203,414)	(174,778)
Changes in fair value of investment properties		532,835	1,081,831
Share of results (net of tax expense) of joint ventures		73,508	48,203
Share of results (net of tax expense) of associates		194,043	7,525
Profit from operations		1,536,778	1,880,067
Finance costs	6	(457,018)	(437,661)
Finance income	6	304,365	40,413
Net finance costs	6	(152,653)	(397,248)
Gain on disposal of subsidiaries	30	314,480	39,283
Gain on disposal of assets held for sale		92,320	-
Profit before taxation	7	1,790,925	1,522,102
Tax expense	8	(537,469)	(464,497)
Profit for the year		1,253,456	1,057,605
Profit attributable to:			
Owners of the Company		952,320	811,257
Non-controlling interests		301,136	246,348
Profit for the year		1,253,456	1,057,605

The notes on pages 21 to 105 form part of these financial statements.

Consolidated Statement of Comprehensive Income for the year ended 31 December 2020 (continued)

	<i>Note</i>	<i>Year ended 31 December 2020 US\$'000</i>	<i>Year ended 31 December 2019 US\$'000</i>
Profit for the year		1,253,456	1,057,605
Other comprehensive income for the year	10		
<i>Items that will not be reclassified to profit or loss:</i>			
Surplus on revaluation of buildings held for own use carried at fair value		3,425	3,305
Change in fair value of other investments		27,074	52,912
Disposal of other investments		53,299	-
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising from consolidation of foreign operations		1,023,341	(213,501)
Share of other comprehensive income of joint ventures		(3,718)	-
Other comprehensive income for the year		<u>1,103,421</u>	<u>(157,284)</u>
Total comprehensive income for the year		<u>2,356,877</u>	<u>900,321</u>
Total comprehensive income attributable to:			
Owners of the Company		1,750,169	706,052
Non-controlling interests		606,708	194,269
Total comprehensive income for the year		<u>2,356,877</u>	<u>900,321</u>

The notes on pages 21 to 105 form part of these financial statements.

Consolidated Statement of Financial Position as at 31 December 2020

	Notes	31 December 2020 US\$'000	31 December 2019 US\$'000
Non-current assets			
Investment properties	11	21,380,459	20,656,664
Joint ventures	13	2,090,883	1,369,688
Associates	14	1,799,882	666,745
Deferred tax assets	15	21,455	8,840
Property, plant and equipment	16	348,530	202,641
Intangible assets	17	309,790	288,972
Other investments	18	2,125,346	1,616,453
Other non-current assets	19	778,399	203,647
		<u>28,854,744</u>	<u>25,013,650</u>
Current assets			
Trade and other receivables	20	1,573,419	1,389,806
Inventories		-	3,654
Assets classified as held for sale	21	1,166,970	76,011
Cash and cash equivalents	22	1,160,752	859,715
Restricted cash	23	-	67,294
		<u>3,901,141</u>	<u>2,396,480</u>
Total assets		<u>32,755,885</u>	<u>27,410,130</u>
Equity attributable to owners of the Company			
Share capital	24	6,050,000	6,050,000

as at 31 December 2020 (continued)

	Notes	31 December 2020 US\$'000	31 December 2019 US\$'000
Non-current liabilities			
Loans and borrowings	26	7,096,129	7,015,455
Deferred tax liabilities	15	2,455,806	2,326,370
Other non-current liabilities	27	317,337	567,504
		<u>9,869,272</u>	<u>9,909,329</u>
Current liabilities			
Loans and borrowings	26	3,150,219	1,175,106
Trade and other payables	28	1,751,374	1,442,850
Current tax payable		95,758	55,109
Liabilities classified as held for sale	21	329,501	-
		<u>5,326,852</u>	<u>2,673,065</u>

GLP China Holdings Limited
the year ended 31 December 2020

Total attributable owners of Company US\$'000	Non- controlling interests US\$'000	Total Equity US\$'000
3,368,440	2,600,800	12,989,240
811,257	246,348	1,057,605
(161,422)	(52,079)	(213,501)
52,912	-	52,912
3,305	-	3,305
(105,205)	(52,079)	(157,284)
706,052	194,269	900,321
-	252,139	252,139
(2,167)	(15,061)	(17,228)
(7,050)	580,877	573,827
(9,217)	967,392	958,175
965,275	3,762,461	14,827,736

GLP China Holdings Limited
 The year ended 31 December 2020

Total attributable owners of company US\$'000	Non- controlling interests US\$'000	Total Equity US\$'000
65,275	3,762,461	14,827,736
52,320	301,136	1,253,456
717,769	305,572	1,023,341
27,074	-	27,074
53,299	-	53,299
(3,718)	-	(3,718)
3,425	-	3,425
797,849	305,572	1,103,421
750,169	606,708	2,356,877
-	715,084	715,084
(1,320)	(16,131)	(17,451)
-	183,240	183,240
-	(60,745)	(60,745)
(30,453)	-	(40,453)
-	(14,527)	(14,527)
-	-	-
(31,773)	806,921	375,148
183,671	5,176,090	17,559,761

Consolidated Cash Flow Statement for the year ended 31 December 2020

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Cash flows from operating activities		
Profit before taxation	1,790,925	1,522,102
Adjustments for:		
Amortisation of intangible assets	1,624	1,521
Amortisation of deferred management costs	124	155
Depreciation of property, plant and equipment	22,604	12,709
Loss on disposal of property, plant and equipment	1,030	352
Gain on acquisition/disposal of subsidiaries	(314,480)	(39,283)
Share of results (net of tax expense) of joint ventures	(73,508)	(48,203)
Share of results (net of tax expense) of associates	(194,043)	(7,525)
Changes in fair value of investment properties	(532,835)	(1,081,831)
Changes in fair value of financial assets	(155,069)	(152,899)
Recognition of impairment loss on trade and other receivables	12,387	12,175
Net finance costs	152,653	397,248
Other income from disposal of investments in associates and financial assets	(8,647)	-
Gain on disposal of assets held for sale	(92,320)	-
	<u>610,445</u>	<u>616,521</u>
Changes in working capital:		
Trade and other receivables	(1,106,929)	(11,369)
Trade and other payables	1,078,532	36,277
	<u>582,048</u>	<u>641,429</u>
Cash generated from operations	582,048	641,429
Tax paid	(94,582)	(79,791)
	<u>487,466</u>	<u>561,638</u>
Net cash generated from operating activities	<u>487,466</u>	<u>561,638</u>

The notes on pages 21 to 105 form part of these financial statements.

Consolidated Cash Flow Statement for the year ended 31 December 2020 (continued)

	Note	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Cash flows from investing activities			
Acquisition of subsidiaries, net of cash acquired	30	(299,500)	(774,164)
Disposal of subsidiaries, net of cash disposed	30	2,216,145	448,129
Acquisition of joint ventures		-	(104,676)
Capital contribution to joint ventures		(773,393)	(272,054)
Acquisition of associates		(926,810)	(10,449)
Capital contribution to associates		(929,301)	(87,457)
Dividends received from associates		2,968	-
Payment for purchase of property, plant and equipment		(87,910)	(141,942)
Proceeds from sale of property, plant and equipment		1,282	23
Proceeds from disposal of other investments		422,325	-
Payment for purchase of other investments		(225,302)	(346,986)
Proceeds from disposal of assets held for sale		215,867	-
Proceeds from disposal of associates and joint ventures		5,576	-
Withholding tax paid on disposal gain, dividend and interest income from subsidiaries		(148,059)	-
Acquisition of investment properties		-	(144,610)
Acquisition of intangible assets		(18)	-
Development expenditure on investment properties		(1,082,681)	(1,345,068)
Deposit (paid)/refunded for acquisition of investment properties		(20,174)	18,184
Refund of deposits placed for other investments		11,522	-
Loans to joint ventures		(528,759)	(85,383)
Loans to associates		(23,058)	(40,065)
Loans to non-controlling interests		(49,503)	(4,117)
Loans to third parties		(60,315)	(109,861)
Loan repayment from jointly ventures		136,228	237,261
Loan repayment from associates		305,997	65,554
Loan repayment from non-controlling interests		7,350	2,494
Loan repayment from third parties		146,359	187,222
Interest income received		34,092	34,947
Net cash used in investing activities		(1,649,072)	(2,473,018)

The notes on pages 21 to 105 form part of these financial statements.

Consolidated Cash Flow Statement for the year ended 31 December 2020 (continued)

	Note	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Cash flows from financing activities			
Capital contribution from non-controlling interests		626,175	244,905
Proceeds of loans from intermediate holding company	22(b)	-	421,161
Repayment of loans from intermediate holding company	22(b)	(451,554)	(759,556)
Proceeds of loans from non-controlling interests	22(b)	8,849	8,992
Repayment of loans from non-controlling interests	22(b)	(10,672)	(421)
Proceeds of loans from joint ventures	22(b)	31,111	26,494
Repayment of loans from joint ventures	22(h)	(59,639)	-
Repayment of loans from associates	22(b)	(51,090)	-
Proceeds of loans from third parties	22(b)	-	2,702
Repayment of loans from third parties	22(b)	(3,990)	(4,364)
Proceeds from bank loans	22(b)	5,633,415	2,689,225
Repayment of bank loans	22(b)	(4,292,235)	(1,824,551)
Proceeds from issue of bonds	22(b)	599,999	1,299,113
Repayment of bonds	22(b)	(30,285)	(205,171)
Interest paid	22(b)	(488,279)	(362,508)
Dividends paid to non-controlling interests		(14,527)	-
Acquisition of interests in subsidiaries from non-controlling interests		(17,451)	(17,228)
Proceeds from disposal of interests in subsidiaries to non-controlling interests		-	602,498
Cash payments for principal portion of lease liabilities	22(b)	(4,622)	(2,273)
Cash payments for interest portion of lease liabilities	22(b)	(3,231)	(2,308)
Net cash generated from financing activities		1,471,974	2,116,710
Net increase in cash and cash equivalents		310,368	205,330
Cash and cash equivalents at beginning of year		859,715	663,296
Effect of exchange rate changes on cash balances held in foreign currencies		51,979	(8,911)
Cash and cash equivalents at end of year	22	1,222,062	859,715

The notes on pages 21 to 105 form part of these financial statements.

Notes to the Financial Statements

1. General information

The Company was set up in Hong Kong on 15 October 2013 by CLH Limited, a subsidiary of GLP Pte. Ltd. which was incorporated in the Republic of Singapore ("Singapore").

CLH Limited and Global Logistic Properties Holding Limited ("GLPH Limited"), two Cayman incorporated companies, are intermediate holding vehicles 100% owned by GLP Limited. CLH Limited holds its shares in project companies incorporated in the People's Republic of China (the "PRC") through various intermediate offshore holding companies incorporated in Barbados, Singapore and Hong Kong. GLPH Limited holds its shares in GLP Investment (Shanghai) Co. Ltd. ("CMC"), a management company incorporated in the PRC, through two intermediate holding companies, China Management Holding Srl, incorporated in Barbados, and China Management Holdings (Hong Kong) Limited, incorporated in Hong Kong.

In October 2013, subsequent to the establishment of the Company, GLP China Asset Holdings Limited (former name "Iowa China Asset Holdings (Hong Kong) Limited") ("China Asset Holdco") was then established as a direct subsidiary of the Company. GLP HK Holdings Limited ("HK Holding Platform") and GLP SG Holdings Pte. Ltd. ("SG Holding Platform") were then established as subsidiaries of China Asset Holdco.

On 20 May 2014, certain intermediate offshore holding companies incorporated in Singapore, together with their subsidiaries and joint ventures were transferred to SG Holding Platform, and the rest of the intermediate offshore holding companies incorporated in Barbados, Singapore and Hong Kong, together with their subsidiaries and joint ventures were then transferred to HK Holding Platform. On the same date, GLPH Limited transferred its shares in China Management Holding Srl to the Company.

Subsequent to the reorganisation mentioned above (the "Reorganisation"), the Company owns subsidiaries and joint ventures indirectly through offshore immediate holding companies. As part of the Reorganisation, the Company introduced new investors Khangai Company Limited, Khangai II Company Limited, GLP Associate (I) Limited and GLP Associate (II) LLC. CLH Limited's percentage of interest in the Company was reduced to 66.2%.

The financial statements for the year ended 31 December 2020 comprises the Company and its subsidiaries (the "Group") interests in joint ventures and associates.

2. Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards

Accountants (HKICPA) and accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available

2. Significant accounting policies (continued)

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

(c) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKFRS 3, *Definition of a Business*
- Amendments to HKFRS 16, *Covid-19-related Rent Concessions*

Other than the amendment to HKFRS 16, the Group has not applied any new standard for interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

Amendments to HKFRS 3, *Definition of a Business*

The amendments clarify the definition of a business and provide further guidance on how to determine whether a transaction presents a business combination. In addition, the amendments introduce an optional "concentration test" that permits a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The Group has applied the amendments prospectively to transactions for which the acquisition date is on or after 1 January 2020. In particular, the Group has elected to apply the concentration test to an acquisition during the year.

Amendment to HKFRS 16, *Covid-19-Related Rent Concessions*

The amendment provides a practical expedient that allows a lessee to by-pass the need to evaluate whether certain qualifying rent concessions occurring as a direct consequence of the COVID-19 pandemic ("COVID-19-related rent concessions") are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

2. Significant accounting policies (continued)

The Group has elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19-related rent concessions granted to the Group during the year. Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in profit or loss in the period in which the event or condition that triggers those payments occurred. There is no significant impact on the balance of equity at 1 January 2020 and 31 December 2020.

(d) *Subsidiaries and non-controlling interests*

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2(r) or 2(s) depending on the nature of the liability.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of

2. Significant accounting policies (continued)

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(m)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale) (see note 2(z)).

(e) *Business combination for entities under common control*

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the Group's controlling shareholder's consolidated financial statements. The components of equity of the acquired entities are added to the same components within Group's equity except that any share capital of the acquired entities is recognised as part of merger reserves in other reserves.

(f) *Associates and joint ventures*

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale) (see note 2(z)). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post-acquisition changes in.

2. Significant accounting policies (continued)

2. Significant accounting policies (continued)

(i) Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(w)(v)).
- fair value through other comprehensive income (FVOCI) - recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in

other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

- fair value through profit or loss (FVTPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

(ii) Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss.

Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 2(w)(iv).

(i) **Property, plant and equipment**

The following properties held for own use are stated at their revalued amount, being their fair value at the date of the revaluation less any subsequent accumulated depreciation:

- Buildings held for own use

Revaluations are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the end of reporting period.

2. Significant accounting policies (continued)

The other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses:

Changes arising on the revaluation of properties held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the property revaluation reserve. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2(y)).

Gains or losses arising from the retirement or disposal of an item of property, plant and

2. Significant accounting policies (continued)

(i) Completed investment properties and investment properties under re-development

Completed investment properties and investment properties under re-development are measured at fair value with any changes therein recognised in profit or loss. Rental income from investment properties is accounted for in the manner described in note 2(w).

(ii) Properties under development and land held for development

Property that is being constructed or developed for future use as investment property is initially recognised at cost, including transaction costs, and subsequently at fair value with any change therein recognised in profit or loss.

The cost of properties under development comprises specifically identified cost, including the acquisition cost of land use rights for properties under development, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (see note 2(y)).

When an investment property is disposed of, the resulting gain or loss recognised in profit or loss is the difference between net disposal proceeds and the carrying amount of the property.

(k) *Intangible assets (other than goodwill)*

Other intangible assets that are acquired by the Group and have finite useful lives are measured at costs less accumulated amortisation and accumulated impairment losses (see note 2(m)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Trademarks	20 years
Non-competition agreement	over the term of relevant agreement
License rights	over the term of the license period

Both the period and method of amortisation are reviewed annually.

(l) *Leased assets*

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain

substantially all of the economic benefits from that use.

2. Significant accounting policies (continued)

(i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group, are motor vehicles and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost.

2. Significant accounting policies (continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease

remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16 *Leases*. In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

In the statement of financial position, the current portion of long-term lease liabilities is

2. Significant accounting policies (continued)

Other financial assets measured at fair value, including units in bond funds, equity securities measured at FVTPL, equity securities designated at FVOCI (non-recycling) and derivative

Measurement of ECLs

ECLs are a probability weighted estimate of credit losses. Credit losses are measured as

2. Significant accounting policies (continued)

For all other financial instruments (including loan commitments issued), the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the

date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

For loan commitments, the date of initial recognition for the purpose of assessing ECLs is considered to be the date that the Group becomes a party to the irrevocable commitment. In assessing whether there has been a significant increase in credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of default occurring on the loan to which the loan commitment relates.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

2. Significant accounting policies (continued)

Basis of calculation of interest income

Interest income recognised in accordance with note 2(w)(v) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. At each reporting date, the Group

when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the

2. Significant accounting policies (continued)

Financial guarantees issued are initially recognised within "trade and other payables at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher

than the amount carried in "trade and other payables" in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

2. Significant accounting policies (continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generate

inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment

2. Significant accounting policies (continued)

The amount of any writedown of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any writedown of inventories is recognised as a reduction in the

amount of inventories recognised as an expense in the period in which the reversal occurs.

(o) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(w)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (ECL) in accordance with the policy set out in note 2(m)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(n)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(w)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(p)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(w)).

(p) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is

required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a

2. Significant accounting policies (continued)

(r) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities, trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(s) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(y)).

(t) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

For equity-settled share-based payment arrangements, the fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the

2. Significant accounting policies (continued)

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(u) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused

2. Significant accounting policies (continued)

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 2(j), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the

2. Significant accounting policies (continued)

(ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

(iii) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortization where appropriate, and the amount that would be determined in accordance with note 2(v)(i). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 2(v)(i).

(w) Revenue recognition and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing

2. Significant accounting policies (continued)

(ii) Sales of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of

2. Significant accounting policies (continued)

(x) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Nonmonetary assets and liabilities denominated in foreign currencies that are stated at fair

measured.

The results of foreign operations are translated into USD at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement

2. Significant accounting policies (continued)

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

2. Significant accounting policies (continued)

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or

(aa) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:

3. Accounting estimates and judgements

The following critical accounting policies involve the most significant judgements and estimates used in the preparation of the consolidated financial statements.

(a) Valuation of investment properties

An external independent valuation company, has appropriate recognised professional qualifications and recent experience in the locations and categories of property being valued, values the Group's investment property portfolio every three months. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in arms' length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

In the absence of current prices in an active market, the valuations are prepared by considering the aggregate of the estimated cash flows expected to be received from renting out the property. A yield that reflects the specific risks inherent in the net cash flows then is applied to the net annual cash flows to arrive at the property valuation.

Valuations reflect, where appropriate: the type of tenants actually in occupation or responsible for meeting lease commitments or likely to be in occupation after letting vacant accommodation, and the market's general perception of their creditworthiness; the allocation

3. Accounting estimates and judgements (continued)

(d) Valuation of unlisted financial instruments

For financial instruments without an active market, the Group adopts valuation techniques that are applicable in the current circumstances and sufficiently supported by available data and other information, and selects inputs that are consistent with the characteristics of the assets or liabilities considered by the market participants in the transactions of the relevant assets or liabilities, and prioritizes the use of relevant observable inputs. Unobservable inputs are used only if the relevant observable inputs are unavailable or not reasonably available.

	2020 US\$'000	2019 US\$'000
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by major products or service lines		
Sales of goods	106,642	22,860
Financial services income	13,850	27,063
Management fee income	101,290	82,659
Warehouse services income	19,023	-
Others	4,563	6,114
	245,368	138,696
Disaggregated by timing of revenue recognition		
Point in time	111,448	27,893
Over time	133,920	110,803
	245,368	138,696
Revenue from other sources		
Rental and related income	903,756	852,258
	1,149,124	990,954

The Group's customer base is diversified and no customer with whom transactions have exceeded 10% of the Group's revenue.

5. Other income

	2020 US\$'000	2019 US\$'000
Government grant	29,351	20,014
Utility income	371	3,163
Changes in fair value of financial assets	155,069	152,899
Loss on disposal of property, plant and equipment	(1,030)	(352)
Disposal gain on interests in associates	2,051	-
Disposal gain on financial assets	8,947	-
Disposal loss on financial assets	(2,351)	-
Others	3,104	-
	<u>195,512</u>	<u>175,724</u>

6. Net finance costs

	2020 US\$'000	2019 US\$'000
Interest income on:		
- Fixed deposits and cash at bank	3,660	8,795
- Loans to joint ventures	18,456	9,126
- Loans to associates	12,160	8,014
- Loans to non-controlling interests	531	289
- Loans to employees	441	1
- Loans to third parties	6,207	14,188
Interest income	41,455	40,413
Amortisation of transaction costs of bank loans	(16,211)	(7,876)
Amortisation of transaction costs of bonds	(5,450)	(5,233)
Interest expenses on:		
- Bank loans	(221,982)	(164,940)
- Bonds	(207,373)	(188,513)
- Loans from intermediate holding company	(13,950)	(27,088)
- Loans from non-controlling interests	(1,122)	(604)
- Loans from joint ventures	(988)	(976)
- loans from associates	(43)	-
- loans from related corporations	(1,354)	-
- Loans from third parties	(22)	(323)
- Right-of-use assets	(3,079)	(2,308)
Total borrowing costs	(471,574)	(397,861)
Less: borrowing costs capitalised in investment properties	14,556	9,677
Net borrowing costs	(457,018)	(388,184)
Foreign exchange gain/(loss)	262,910	(49,477)
Net finance costs recognised in profit or loss	<u>(152,653)</u>	<u>(397,248)</u>

7. Profit before taxation

The following items have been included in arriving at profit before taxation:

	2020 US\$'000	2019 US\$'000
(a) Staff costs		
Wages and salaries	(91,665)	(65,717)
Contributions to defined contribution plans, included in wages and salaries	(4,324)	(6,655)
(b) Other expenses		
Amortisation of intangible assets	(1,624)	(1,521)
Depreciation charge of property, plant and equipment	(22,604)	(12,709)
Recognition of impairment loss on trade and other receivables	(12,387)	(12,175)
Auditors' remuneration	(2,953)	(2,950)
	<u> </u>	<u> </u>

8. Tax expense

	2020 US\$'000	2019 US\$'000
Current tax	136,556	57,563
Withholding tax on foreign-sourced income	148,990	25,151
	<u>285,546</u>	<u>82,714</u>
Deferred tax		
Origination and reversal of temporary differences	251,923	381,783
	<u>537,469</u>	<u>464,497</u>
Reconciliation of expected to actual tax:		
Profit before taxation	1,790,925	1,522,102
Less: share of results (net of tax expense) of joint ventures	(73,508)	(48,203)
Less: share of results (net of tax expense) of associates	(194,043)	(7,525)
	<u>1,523,374</u>	<u>1,466,374</u>
Tax expense using PRC tax rate of 25%	380,844	366,593
Effect of different tax from subsidiaries	(26,140)	9,839
Net income not subject to tax	(60,902)	(20,801)
Non-deductible expenses	38,841	54,955
Deferred tax assets not recognised	64,006	38,256
Recognition of previously unrecognised tax losses	(8,170)	(9,406)

Withholding tax on foreign-sourced income	148,990	25,151
	<u>537,469</u>	<u>464,497</u>

9. Directors' remuneration

Directors' remuneration disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation is as follows:

	2020 US\$'000	2019 US\$'000
Executive Directors		
Salaries allowance and benefits in kind	(3,510)	(2,790)
Discretionary bonuses	(2,521)	(2,995)

10. Other comprehensive income

(a) Tax effects relating to other comprehensive income

	2020			2019		
	Before-Tax amount US\$'000	Tax expense US\$'000	Net-of-Tax amount US\$'000	Before-Tax amount US\$'000	Tax expense US\$'000	Net-of-Tax amount US\$'000
Exchange differences arising from consolidation of foreign operations	1,023,341	-	1,023,341	(213,501)	-	(213,501)
Changes in fair value of properties	4,567	(1,142)	3,425	4,407	(1,102)	3,305
Change in fair value of other investments	26,707	367	27,074	60,014	(7,102)	52,912
Disposal of other investments	58,561	(5,262)	53,299			
Share of other comprehensive income of jointly ventures	(3,718)	-	(3,718)			
Total other comprehensive income	1,109,458	(6,037)	1,103,421	(149,080)	(8,204)	(157,284)

(b) Components of other comprehensive income, including reclassification adjustments

	2020 US\$'000	2019 US\$'000
Exchange differences arising from consolidation of foreign operations	1,023,341	(213,501)
Surplus on revaluation of buildings held for own use carried at fair value	3,425	3,305
Change in fair value of other investments	27,074	52,912
Disposal of other investments	53,299	-
Share of other comprehensive income of jointly ventures	(3,718)	-
Net movement during the year recognised in other comprehensive income	1,103,421	(157,284)

11. Investment properties

	31 December 2020 US\$'000	31 December 2019 US\$'000
At 1 January	20,656,664	17,855,646
Additions	1,257,960	1,486,150
Acquisition of subsidiaries (note 30)	1,050,716	952,988
Disposal of subsidiaries (note 30)	(2,392,203)	(326,663)
Borrowing cost capitalised (note 6)	14,556	9,677
Changes in fair value	532,835	1,081,831
Reclassification to assets held for sale (note 21)	(1,065,798)	(76,011)
Effect of movements in exchange rates	1,325,729	(326,954)
At 31 December	<u>21,380,459</u>	<u>20,656,664</u>

11. Investment properties (continued)

31 December 2020

	<i>The Group</i>			
	<i>Level 1</i> US\$'000	<i>Level 2</i> US\$'000	<i>Level 3</i> US\$'000	<i>Total</i> US\$'000
Investment properties	-	-	21,380,459	21,380,459
Buildings held for own use	-	-	106,254	106,254

31 December 2019

	<i>The Group</i>			
	<i>Level 1</i> US\$'000	<i>Level 2</i> US\$'000	<i>Level 3</i> US\$'000	<i>Total</i> US\$'000
Investment properties	-	-	20,656,664	20,656,664
Buildings held for own use	-	-	73,693	73,693

During the year ended 31 December 2020, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (year ended 31 December 2019: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

As at 31 December 2020, the valuations were carried out by independent firms of surveyors

11. Investment properties (continued)

	<i>Valuation Techniques</i>	<i>Unobservable input</i>	<i>Range</i>
Investment properties: Mainland China	Capitalisation approach	Capitalisation rate	4.00% - 7.00%
	Discounted cash flow and Residual value	Discount rate	8.00% - 10.50%
		Terminal yield rate	4.00% - 7.00%
Buildings held for own use: Mainland China	Capitalisation approach	Capitalisation rate	4.00%
	Discounted cash flow and Residual value	Discount rate	8.00%
		Terminal yield rate	4.00%

Descriptions of the sensitivity in unobservable inputs and inter-relationship:

The fair value measurement is negatively correlated to the unobservable input that the lower the factor will result in a higher fair value.

Fair value adjustment of investment properties is recognised in the line item "changes in fair value of investment properties" on the face of the consolidated statement of comprehensive income.

Surplus on revaluation of buildings held for own use is recognised in the line item "surplus on revaluation of buildings held for own use carried at fair value" on the face of the consolidated statement of comprehensive income.

Investment properties are held mainly for leasing to external customers under operating leases. Generally, the leases contain an initial non-cancellable period of one to twenty years. Subsequent renewals are negotiated with the lessees. There are no contingent rents arising from the lease of investment properties.

Interest capitalised as costs of investment properties amounted to approximately US\$14,556,000 (31 December 2019: US\$9,677,000) during the year. The capitalisation rates of borrowings range from 4.31% to 6.00% for the year ended 31 December 2020 (31 December 2019: 4.61% to 5.64%).

Investment properties with carrying value totalling approximately US\$15,445,068,000 as at

12. Investments in subsidiaries

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of subsidiaries	Proportion of ownership interest				Registered capital	Principal activities
	Place of incorporation and business	Group's Effective interest	Held by the Company	Held by a subsidiary		
GLP Investment (Shanghai) Co., Ltd.	PRC	100.00%	-	100.00%	US\$'000 900,000	Property management
GLP Capital Investment 4 (HK) Limited	Hong Kong	100.00%	-	100.00%	US\$'000 119,088	Investment holding
GLP Golden Lincoln B Holdings Limited	Cayman Islands	68.50%	-	68.50%	HKD'000 4,922,393	Investment holding
Hidden Hill Fund I, L.P.	Cayman Islands	100.00%	-	100.00%	US\$'000 127,094	Investment holding
CLF Fund I, LP ("CLF I")	Singapore/PRC	30.12%	-	30.12%	US\$'000 1,530,000	Property investment

12. Investments in subsidiaries (continued)

Name of subsidiaries	Place of incorporation and business	Proportion of ownership interest			Registered capital	Principal activities
		Group's Effective interest	Held by the Company	Held by a subsidiary		
Beijing Zhengqi Shanghui Investment Center LLP	PRC	100.00%	-	100.00%	RMB'000 269,620	Property investment
Beijing Zhengqi Shangyu Investment Center LLP	PRC	100.00%	-	100.00%	RMB'000 247,000	Property investment
Guofu Huijin (Tianjin) Investment Management LLP	PRC	100.00%	-	100.00%	RMB'000 3,000,000	Property investment
Zhuhai Puwen Logistic Industrial Investment LLP	PRC	100.00%	-	100.00%	RMB'000 1,000,000	Property investment
Shanghai Fuhe Industrial Development Co., Ltd.	PRC	70.00%	-	70.00%	RMB'000 2,000,000	Property investment
Xiamen Mingsi Junju Investment Fund LLP	PRC	100.00%	-	100.00%	RMB'000 2,500,000	Property investment
Beijing Huayuan Yingdu Real Estate Development Co., Ltd.	PRC	100.00%	-	100.00%	RMB'000 20,000	Property investment

12. Investments in subsidiaries (continued)

The following tables lists out the information relating to CLF I, ACL and CLF II, the subsidiaries of the Group which have material non-controlling interest ("NCI"). The summarised financial information presented below represent the amounts before any inter-company elimination.

	<i>31 December</i> <i>2020</i> US\$'000	<i>31 December</i> <i>2019</i> US\$'000
CLF I		
NCI percentage	69.88%	69.88%
Current assets	181,617	132,809
Non-current assets	3,843,506	3,373,772
Current liabilities	(164,882)	(151,014)
Non-current liabilities	(1,473,037)	(1,311,929)
Net assets	2,387,204	2,043,638
Carrying amount of NCI	1,674,504	1,434,412
	<i>2020</i> US\$'000	<i>2019</i> US\$'000
Revenue	187,007	176,811
Profit for the year	191,207	123,159
Total comprehensive income	343,566	115,151
Profit allocated to NCI	133,620	71,175
Net cash increase	41,952	18,018
	<i>31 December</i> <i>2020</i> US\$'000	<i>31 December</i> <i>2019</i> US\$'000
ACL		
NCI percentage	46.86%	46.86%
Current assets	77,804	54,674
Non-current assets	1,919,171	1,781,182
Current liabilities	(143,715)	(131,419)
Non-current liabilities	(695,796)	(644,933)
Net assets	1,157,464	1,059,504
Carrying amount of NCI	537,270	491,697
	<i>2020</i> US\$'000	<i>2019</i> US\$'000
Revenue	78,104	75,996
Profit for the year	23,335	91,029
Total comprehensive income	97,250	74,183
Profit allocated to NCI	10,935	42,657
Net cash increase	15,450	12,287

12. Investments in subsidiaries (continued)

	31 December 2020 US\$'000	31 December 2019 US\$'000
CLF II		
NCI percentage	43.62%	43.62%
Current assets	252,335	210,117
Non-current assets	3,939,812	2,198,459
Current liabilities	(677,553)	(507,589)
Non-current liabilities	(761,066)	(264,046)
Non-controlling interests	(117,280)	(74,889)
Net assets	2,636,248	1,562,052
Carrying amount of NCI	1,267,024	757,002
	2020 US\$'000	2019 US\$'000
Revenue	44,475	21,544
Profit for the year	154,732	132,119
Total comprehensive income	291,785	111,616
Profit allocated to NCI	67,494	58,235
Net cash increase	6,070	98,263

13. Joint ventures

	Notes	31 December 2020	31 December 2019
Shanghai Lingang GLP International Logistics Leasing Co., Ltd. ("Lingang International")	(a)	-	291,842
Beijing Jintonggang Real Estate Development Co., Ltd. ("Z3 project")	(b)	357,162	336,428
GLP Guoyi (Zhuhai) Acquisition Fund (LP) ("CVA I Fund")	(c)	236,593	162,343
China Merchants Capital Investment Co., Ltd. ("CMCI")	(d)	770,916	-
Others	(e)	726,212	579,075
		<u>2,090,883</u>	<u>1,369,688</u>

All the joint ventures are unlisted corporate entities whose quoted market prices are not available.

13. Joint ventures (continued)

(a) Lingang International

In January 2020, the Group acquired additional 20% equity interest in Lingang International at consideration of RMB1.04 billion (equivalent to approximately US\$149 million). Thereafter the Group holds 70% equity interest in Lingang International and controls Lingang International. In December 2020, the Group entered into an agreement with third parties to dispose its 63% equity interest in Lingang International. As a result, the assets and liabilities of Lingang International were presented as assets held for sale and liabilities held for sale respectively as at 31 December 2020 (see note 21).

(b) Z3 Project

Beijing Jintonggang Real Estate Development Co., Ltd. (referred to as "Jintonggang") is a property developer and constructor incorporated in the PRC. The Group obtained joint

13. Joint ventures (continued)

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Revenue	-	-
Loss for the year from continuing operation	(7,052)	(1,250)
Total comprehensive income	(7,052)	(1,250)
Group's effective interest	34.00%	34.00%
Share of results (net of tax expense) of joint venture	(2,398)	(425)
Included in the above profit:		
Interest income	7	26

(c) CVA I Fund

CVA I Fund is a limited partnership established in the PRC in February 2018 by the Group and another third party investor with total equity commitments of RMB9.8 billion (equivalent to approximately US\$1.4 billion). The Fund engages in acquisition and management of completed logistics and industrial estate assets in China.

Summarised financial information of CVA I Fund, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

	31 December 2020 US\$'000	31 December 2019 US\$'000
Non-current assets	2,681,910	2,097,619
Current assets	303,113	271,433
Non-current liabilities	(1,171,875)	(785,159)
Current liabilities	(129,395)	(318,334)
Non-controlling interests	(253,611)	(231,358)
Equity attributed to equity shareholders	1,430,142	1,034,201
Group's effective interest	18.37%	18.37%
Carrying amount in the consolidated financial statements	236,593	162,343
Included in the above assets and liabilities:		
Cash and cash equivalents	284,043	259,256
Current financial liabilities (excluding trade and other payables)	(5,933)	(1,533)
Non-current financial liabilities (excluding trade and other payables)	(1,171,875)	(709,728)

13. Joint ventures (continued)

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Revenue	151,703	120,925

Profit attributable to NCI	(11,458)	(13,352)
Profit attributable to equity shareholders	55,653	66,719
Total comprehensive income	55,653	66,719
Group's effective interest	18.37%	18.37%
Share of results (net of tax expense) of joint venture	10,223	12,256
Included in the above profit:		
Depreciation and amortisation	(76)	(99)
Interest expense	(46,381)	(28,030)
Interest income	1,552	1,683
Income tax expense	(41,011)	(38,865)

(d) **CMCI**

On 24 March 2020, the Group entered into an investment partnership with China Merchants Group ("CMG") by acquiring 50% equity interest in China Merchants Capital Investment Co., Ltd. ("CMCI"), CMG's private equity investment vehicle incorporated in the PRC. Thereafter CMCI becomes a joint venture of the Group.

Summarised financial information of CMCI, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

31 December
2020
US\$'000

13. Joint ventures (continued)

	Year ended 31 December 2020 US\$'000
Revenue	150,132
Profit for the year from continuing operation	97,739
Profit attributable to NCI	(15,561)
Profit attributable to equity shareholders	82,178
Total comprehensive income	89,096
Group's effective interest	50.00%
Share of results (net of tax expense) of joint ventures	41,089
Included in the above profit:	
Depreciation and amortisation	-
Interest expense	(41,773)
Interest income	1,364
Income tax expense	(16,153)

(e) Other individually immaterial joint ventures

Summarised financial information of other individually immaterial joint ventures, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Profit for the year from continuing operation	109,318	78,180
Profit attributable to NCI	(7,115)	(218)
Profit attributable to equity shareholders	116,434	78,399
Total comprehensive income	116,434	78,399
Aggregate amount of the share of results of joint ventures	24,594	2,662

14. Associates

	Notes	31 December 2020 US\$'000	31 December 2019 US\$'000
Zhongjin Jiaye (Tianjin) Commercial Real Estate Investment Center LLP ("Zhongjin Jiaye")	(a)	216,997	203,885
Zhuhai Hidden Hill Logistic Equity Investment Fund (LP) ("Hidden Hill Fund")	(b)	963,438	91,006
Others	(c)	619,447	371,854
		<u>1,799,882</u>	<u>666,745</u>

14. Associates (continued)

(a) Zhongjin Jiaye

Zhongjin Jiaye (Tianjin) Commercial Real Estate Investment Center LLP (referred to as "Zhongjin Jiaye") is limited partnership established in the PRC. The purpose of the limited partnership is to seek capital appreciation by investing in the Z3 project (see note 13(b)). In April 2019, the Group acquired 58.63% equity interest of Zhongjin Jiaye through acquiring 100% equity interests of one limited partner of Zhongjin Jiaye. Zhongjin Jiaye is primarily controlled by its consulting committee board and investing committee board and the Group has significant influence in it through its membership in these boards.

Summarised financial information of Zhongjin Jiaye, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

	31 December 2020 US\$'000	31 December 2019 US\$'000
Non-current assets	360,289	339,881
Current assets	10,194	8,739
Current liabilities	(372)	(860)
Net assets attributed to equity shareholders	370,111	347,760
Group's interest in associate	58.63%	58.63%
Carrying amount in the consolidated financial statements	216,997	203,885
Included in the above assets and liabilities:		
Cash and cash equivalents	119	1,140
	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Revenue	-	-
Loss for the year from continuing operation	(1,597)	(83)
Total comprehensive income	(1,597)	(83)
Group's effective interest	58.63%	58.63%
Share of results (net of tax expense) of associate	(936)	(49)
Included in the above profit:		
Interest income	807	318

14. Associates (continued)

(b) Hidden Hill Fund

In May 2018, the Group invested 30.76% equity interest of Hidden Hill Fund, which is focusing on logistics ecology. The Group increased its equity interest in Hidden Hill Fund to 67.97% as at 31 December 2020 (31 December 2019: 69.05%). The Hidden Hill Fund is primarily controlled by its consulting committee board and investing committee board consisting of five members with one of them appointed by the Group. Resolutions at any meeting of these committees shall be decided by two-thirds of the voting members and the Group has significant influence in it by virtue of its one membership in these boards.

Summarised financial information of the Hidden Hill Fund adjusted for any differences in

14. Associates (continued)

(c) — Other individually immaterial associates

Summarised financial information of other individually immaterial associates, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Profit for the year from continuing operation	51,474	38,426
Total comprehensive income	51,474	38,426
Aggregate amount of the results of associates	9,369	26,334

15. Deferred tax

Movements in deferred tax assets and liabilities during the year are as follows:

	At 1 January US\$'000	Acquisition of subsidiaries (note 30) US\$'000	Disposal of subsidiaries (note 30) US\$'000	Effect of movement in exchange rates US\$'000	Recognised in other comprehen- sive income (note 10) US\$'000	Recognised in profit or loss US\$'000	Reclassified to assets held for sale US\$'000	At 31 December US\$'000
Deferred tax assets								
31 December 2019								
Unutilised tax losses	35,396	-	(939)	(599)	-	1,538	-	35,396
Others	2,546	-	-	(59)	-	1,520	-	4,007
	<u>37,942</u>	<u>-</u>	<u>(939)</u>	<u>(658)</u>	<u>-</u>	<u>3,058</u>	<u>-</u>	<u>39,403</u>
31 December 2020								
Unutilised tax losses	35,396	255	(9,665)	1,510	-	(2,393)	(557)	24,546
Others	4,007	-	-	309	-	557	-	4,873
	<u>39,403</u>	<u>255</u>	<u>(9,665)</u>	<u>1,819</u>	<u>-</u>	<u>(1,836)</u>	<u>(557)</u>	<u>29,419</u>
Deferred tax liabilities								
31 December 2019								
Investment properties	(2,019,304)	(2,533)	40,530	36,707	-	(355,337)	-	(2,299,937)
Other investments	(13,543)	-	-	631	(7,102)	(28,430)	-	(48,444)
Buildings held for own use carried at fair value	-	-	-	13	(1,102)	-	-	(1,089)
Others	(6,507)	-	-	118	-	(1,074)	-	(7,463)
	<u>(2,039,354)</u>	<u>(2,533)</u>	<u>40,530</u>	<u>37,469</u>	<u>(8,204)</u>	<u>(384,841)</u>	<u>-</u>	<u>(2,356,933)</u>
31 December 2020								
Investment properties	(2,299,937)	(135,196)	307,504	(182,304)	-	(188,997)	167,690	(2,331,240)
Other investments	(48,443)	-	(6,513)	(4,211)	367	(21,327)	-	(80,127)
Buildings held for own use carried at fair value	(1,089)	-	-	(141)	(1,142)	-	-	(2,372)
Others	(7,464)	(297)	298	(2,805)	-	(39,763)	-	(50,031)
	<u>(2,356,933)</u>	<u>(135,493)</u>	<u>301,289</u>	<u>(189,461)</u>	<u>(775)</u>	<u>(250,087)</u>	<u>167,690</u>	<u>(2,463,770)</u>

15. Deferred tax (continued)

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts determined after appropriate offsetting are included in the statement of financial position as follows:

	31 December 2020 US\$'000	31 December 2019 US\$'000
Deferred tax assets	21,455	8,840
Deferred tax liabilities	<u>(2,455,806)</u>	<u>(2,326,370)</u>

Deferred tax assets have not been recognised in respect of the following items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits there from:

	31 December 2020 US\$'000	31 December 2019 US\$'000
Tax losses	<u>653,028</u>	<u>483,104</u>

Tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which the subsidiaries operate. Unrecognised tax losses amounting to approximately US\$653,028,000 (31 December 2019: US\$483,104,000) will expire within 1 to 5 years.

The PRC income tax law and its relevant regulations impose a withholding tax at 10%, unless reduced by a tax treaty/arrangement, for dividend distributions out of earnings accumulated beginning on or after 1 January 2008. The Group has not recognised a deferred tax liability amounting to US\$89,448,000 (31 December 2019: US\$65,224,000) in respect of undistributed earnings of PRC subsidiaries because the Group can control the timing of the distribution and it is probable that the dividend will not be distributed to the holding company outside the PRC in the foreseeable future.

	Furniture, fittings and equipment US\$'000	Solar plants US\$'000	Assets under construction US\$'000	Buildings held for own use carried at fair value US\$'000 (note 11)	Buildings held for own use carried at amortised cost US\$'000	Right-of-use assets US\$'000	Total US\$'000
Cost							
At 1 January 2019	36,204	-	-	-	-	-	36,204
Acquisition of subsidiaries	3,176	-	-	-	-	52,248	55,424
Additions	57,061	-	13,478	71,403	-	18,470	160,412
Disposal of subsidiaries	(27)	(9,436)	(3,355)	-	-	-	(12,818)
Disposals	(4,333)	-	-	-	-	-	(4,333)
Transfers	-	10,059	(10,059)	-	-	-	-
Elimination on revaluation	-	-	-	(1,255)	-	-	(1,255)
Surplus on revaluation	-	-	-	4,407	-	-	4,407
Effect of movements in exchange rates	(1,194)	(185)	(64)	(862)	-	(765)	(3,070)
At 31 December 2019	90,887	438	-	73,693	-	69,953	234,971
Acquisition of subsidiaries	33,990	-	-	-	75,471	28,325	137,786
Additions	59,155	-	17,048	23,995	-	11,706	111,904
Disposal of subsidiaries	(98,159)	(436)	-	-	-	(1,789)	(100,384)
Disposals	(8,929)	-	-	-	-	-	(8,929)
Transfers	-	-	-	-	-	-	-
Elimination on revaluation	-	-	-	(2,591)	-	-	(2,591)
Surplus on revaluation	-	-	-	4,566	-	-	4,566
Effect of movements in exchange rates	3,328	(2)	981	6,591	6,117	6,603	23,618
At 31 December 2020	80,272	-	18,029	106,254	81,588	114,798	400,941
Accumulated depreciation							
At 1 January 2019	(24,055)	-	-	-	-	-	(24,055)
Acquisition of subsidiaries	(1,364)	-	-	-	-	-	(1,364)
Charge for the year	(6,623)	(185)	-	(1,255)	-	(4,646)	(12,709)
Disposal of subsidiaries	22	173	-	-	-	-	195
Disposals	3,958	-	-	-	-	-	3,958
Elimination on revaluation	-	-	-	1,255	-	-	1,255
Effect of movements in exchange rates	332	4	-	-	-	54	390
At 31 December 2020	(17,728)	(181)	-	(1,255)	-	(4,592)	(23,756)

17. Intangible assets

	Goodwill US\$'000	Trademark US\$'000	Non- competition agreements US\$'000	License rights US\$'000	Total US\$'000
Cost					
At 1 January 2019	276,739	23,327	-	913	300,979

At 31 December 2019
 Acquisition of subsidiaries

276,739	23,327	-	913	300,979
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17. Intangible assets (continued)

(a) GLP China

The recoverable amount of the CGU is determined based on fair value less costs of disposal. The CGU comprises following categories: development business, fund management, investment properties and other investments as at 31 December 2020. In determining fair value, a combination of approaches were used, including the direct comparison, income capitalisation, discounted cash flow and residual approaches. The direct comparison approach involves the analysis of comparable properties or public companies, the Group invests in companies listed in active markets, and these equity securities are stated at their

stream into a present value using single-year capitalisation rates, and the income stream used is adjusted to market rentals currently being achieved within comparable investment properties and recent leasing transactions achieved within the investment property. The discounted cash flow approach requires the valuer to assume a rental growth rate indicative of market and the selection of a target internal rate of return consistent with current market requirements. The residual approach values properties under development and land held for development by reference to its development potential and deducting development costs to

18. Other investments

	31 December 2020 US\$'000	31 December 2019 US\$'000
Listed equity securities – at FVOCI (non-recycling)	418,902	590,047
Listed equity securities – at FVTPL	50,525	-
Unlisted equity securities – at FVTPL	1,655,919	1,026,406
	<u>2,125,346</u>	<u>1,616,453</u>

As at 31 December 2020, listed equity securities at FVOCI comprise 6.10% (31 December 2019: 6.10%) interest in Shenzhen New Nanshan Holding (Group) Co., Ltd. ("SNNH"), which is listed on Shenzhen Stock Exchange, 1.47% (31 December 2019: 1.47%) interest in Shanghai Lingang Holdings Co., Ltd. ("SHLG") and 10.00% (31 December 2019: 10.00%) interest in Beijing Vantone Real Estate Co., Ltd. ("BJ Vantone"), which are listed on the Shanghai Stock Exchange. The Group designated these investments at FVOCI (non-recycling), as these investments are held for strategic purposes.

In December 2020, the Group sold the investment in CMSTD to a fellow subsidiary at original cost of investment. Fair value of the investment at the date of disposal was approximately US\$ 240 million, which resulted in a gain on disposal of US\$ 59 million recognised in reserve.

19. Other non-current assets

	31 December 2020 US\$'000	31 December 2019 US\$'000
Trade receivables	50,253	44,340
Prepayments	74,079	48,442
Finance lease receivables	-	16,130
Loans to joint ventures	513,416	65,662
Loans to associates	4,971	12,226
Loans to third parties	10,411	15,740
Other investments held for disposal	125,269	-
Others	-	1,107
	<u>778,399</u>	<u>203,647</u>

The loans to joint ventures are repayable after one year, and bear interest rate ranging from 5.70% to 8.63% per annum (31 December 2019: 5.39% to 7.90%).

The loans to associates are repayable after one year, and bear interest rate ranging from

8.00% to 10.00% per annum (31 December 2019: 10.00% per annum)

The loans to third parties in relation to new strategic investments are unsecured, repayable after one year, and bear interest rate at 18.00% per annum (31 December 2019: 18.00% per annum).

20. Trade and other receivables

	31 December 2020 US\$'000	31 December 2019 US\$'000
Net trade receivables:		
- Trade receivables	53,122	58,536
- Impairment losses	(1,921)	(2,984)
	51,201	55,552
Net finance lease receivables:		
- Finance lease receivables	-	157,777
- Impairment losses	-	(22,444)
	-	135,333
Amounts due from joint ventures:		
- Trade	16,635	23,377
- Non-trade	58,056	245,328
- Loans to joint ventures	29,468	56,799
	104,159	325,504
Amounts due from associates:		
- Trade	41,834	44,388
- Non-trade	240,780	22
- Loans to associates	193,722	163,143
	476,336	207,553
Amounts due from non-controlling interests:		
- Non-trade	15,301	2,966
- Loans to non-controlling interests	49,503	7,640
	64,804	10,606
Amounts due from related parties:		
- Non-trade	331,452	26,085
Loans to third parties	34,546	126,884
Loans to employees	103,731	8,779
Deposits	78,283	182,256
Net other receivables:		
- Other receivables	301,527	233,464
- Impairment losses	(265)	(56)
	301,262	233,408
Prepayments	27,645	77,846
	<u>1,573,419</u>	<u>1,389,806</u>

The non-trade amounts due from joint ventures, associates, non-controlling interests and related parties are unsecured, interest-free and repayable on demand.

The loans to joint ventures, associates and non-controlling interests are unsecured, bear effective interests ranging from 5.10% to 10.00% (31 December 2019: 6.00% to 10.00%)

20. Trade and other receivables (continued)

The loans to third parties in relation to acquisition of new investments are secured, renewable

20. Trade and other receivables (continued)

	Expected loss rate %	31 December 2020	
		Gross carrying amount US\$'000	Loss allowance \$'000
Within 1 month	0.67	44,066	(295)
1 to 2 months	6.67	4,198	(280)
2 to 3 months	19.58	507	(99)
3 to 6 months	18.73	1,579	(296)
7 to 12 months	21.45	2,318	(497)
Over 12 months	100.00	454	(454)
		53,122	(1,921)

Expected loss rates are based on actual loss experience over the past 12 months. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

	31 December 2020 US\$'000	31 December 2019 US\$'000

21 Assets classified as held for sale and disposal group held for sale

		<i>31 December</i> 2020 US\$'000	<i>31 December</i> 2019 US\$'000
Assets of disposal group held for sale	(a)	1,166,970	-
Liabilities of disposal group held for sale	(a)	(329,501)	-
An investment property		-	76,011
		<u>837,469</u>	<u>76,011</u>

- (a) In December 2020, the Group entered into agreements with certain related parties to dispose of certain subsidiaries, including Shanghai Lingang GLP International Logistics Development Co. Ltd., Tongxiang GLP Logistics Facilities Co., Ltd., GLP (Chengdu) Hi-Tech Industrial Park Development Co., Ltd. and Minshana (Nannina) Internet of Things Technology

22. Cash and cash equivalents

(a) Liabilities of disposal group held for sale comprise:

	31 December 2020 US\$'000
Loans and borrowings	141,127
Deferred tax liabilities	167,690
Others	20,684
	<hr/>
Liabilities held for sale	<u>329,501</u>

(a) Cash and cash equivalents comprise:

	31 December 2020 US\$'000	31 December 2019 US\$'000
Fixed deposits	58	91,292
Cash at bank	1,160,694	768,423
	<hr/>	<hr/>
Cash and cash equivalents in consolidated statement of financial position	1,160,752	859,715
Cash and cash equivalents in disposal group	<u>61,310</u>	<u>-</u>
Cash and cash equivalents in the consolidated cashflow statement	<u>1,222,062</u>	<u>859,715</u>

The effective interest rates relating to fixed deposits and certain cash at bank balances at the reporting date for the Group ranged from 1.10% to 2.30% (31 December 2019: 1.10% to 2.30%) and 0.01% to 0.35% (31 December 2019: 0.03% to 0.35%) per annum respectively.

22. Cash and cash equivalents (continued)

(b) Reconciliation of liabilities arising from financing activities:

The table below details changes in the company's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the cash flow statement as cash flows from financing activities.

	Loans and borrowings (note 26) US\$'000	Loans from intermediate holding company (note 27) US\$'000	Loans from non-controlling interests, joint ventures and third parties (note 28) US\$'000	Notes payable (note 28) US\$'000	Lease liabilities (note 29) US\$'000	Interest payable (note 28) US\$'000	Total US\$'000
At 1 January 2019	6,130,092	950,224	44,169	4,363	-	142,160	7,271,008
Changes from financing cash flows:							
Proceeds from bank loans	2,689,225	-	-	-	-	-	2,689,225
Repayment of bank loans	(1,824,551)	-	-	-	-	-	(1,824,551)
Proceeds from issue of bonds	1,299,113	-	-	-	-	-	1,299,113
Repayment of bonds	(205,171)	-	-	-	-	-	(205,171)
Repayment of loans from intermediate holding company	-	(498,670)	-	-	-	-	(498,670)
Repayment of loans from non-controlling interests	-	-	(421)	-	-	-	(421)
Proceeds of loans from joint ventures	-	-	26,494	-	-	-	26,494
Proceeds of loans from third parties	-	-	2,702	-	-	-	2,702
Repayment of loans from third parties	-	-	(4,364)	-	-	-	(4,364)
Cash payments for principal portion of lease liabilities	-	-	-	-	(2,273)	-	(2,273)
Cash payments for interest portion of lease liabilities	-	-	-	-	(2,308)	-	(2,308)
Interest paid	-	-	-	-	-	(362,508)	(362,508)
Total changes from financing cash flows	1,958,616	(498,670)	24,411	-	(4,581)	(362,508)	1,117,268
Other changes:							
Acquisition of subsidiaries (note 30)	156,342	-	-	-	29,914	-	186,256
Disposal of subsidiaries (note 30)	(24,382)	-	-	-	-	-	(24,382)
Additions	-	-	-	-	20,778	-	20,778
Net off with a related party	-	-	(32,088)	-	-	-	(32,088)

22. Cash and cash equivalents (continued)

(b) Reconciliation of liabilities arising from financing activities:

	Loans and borrowings	Loans from intermediate holding company	Loans from non-controlling interests, joint ventures, associate and third parties	Notes payable	Lease liabilities	Interest payable	Total
	(note 26) US\$'000	(note 27) US\$'000	(note 28) US\$'000	(note 28) US\$'000	(note 29) US\$'000	(note 28) US\$'000	US\$'000
At 1 January 2020	8,190,561	451,554	35,791	3,563	45,488	166,940	8,893,897
Changes from financing cash flows:							
Proceeds from bank loans	5,633,415	-	-	-	-	-	5,633,415
Repayment of bank loans	(4,292,235)	-	-	-	-	-	(4,292,235)
Proceeds from issue of bonds	599,999	-	-	-	-	-	599,999
Repayment of bonds	(30,285)	-	-	-	-	-	(30,285)
Repayment of loans from intermediate holding company	-	(451,554)	-	-	-	-	(451,554)
Repayment of loans from non-controlling interests	-	-	(10,672)	-	-	-	(10,672)
Proceeds of loans from non-controlling interests	-	-	8,849	-	-	-	8,849
Proceeds of loans from joint ventures	-	-	81,444	-	-	-	81,444

23 Restricted cash

	31 December 2020 US\$'000	31 December 2019 US\$'000
Restricted cash	-	67,294

24. Share capital and capital management

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

<i>Company</i>	<i>Share capital US\$'000</i>	<i>Currency translation reserve US\$'000</i>	<i>Retained earnings US\$'000</i>	<i>Total US\$'000</i>
Balance at 1 January 2019	6,950,825	(707,553)	(315,479)	5,927,793
Changes in equity for the year:				
Total comprehensive income for the year	-	(44,191)	(228,909)	(273,100)
Balance at 31 December 2019	6,950,825	(751,744)	(544,388)	5,654,693
Changes in equity for the year:				
Total comprehensive income for the year				

24. Share capital and capital management (continued)

(c) Dividends

On 22 Jun 2020, the Board of Directors resolved to pay dividends of USD 430,453,000 in respect of the year ended 31 December 2020.

(d) Capital management

The Group's objectives when managing capital are to build a strong capital base so as to sustain the future developments of its business and to maintain an optimal capital structure to maximise shareholder's value. The Group defines "capital" as including all components of equity plus loans from its holding companies and related corporations with no fixed terms of

The Group's capital structure is regularly reviewed and managed with due regard to the capital management practices of the larger group to which the Company belongs. Adjustments are made to the capital structure in light of changes in economic conditions, regulatory requirements and business strategies affecting the Group.

The Group also monitors capital using a net debt to equity ratio, which is defined as net borrowings divided by total equity (including non-controlling interests).

	31 December 2020 US\$'000	31 December 2019 US\$'000
Loans and borrowings	10,246,348	8,190,561
Loans from intermediate holding company	-	451,554
Loans from non-controlling interests	14,039	6,363
Loans from third parties	513	4,063
Loan from joint ventures	2,829	25,365
Notes payable	-	3,563
Lease liabilities	60,001	45,488
Total debt	10,323,730	8,726,957
Less: cash and cash equivalents	(1,160,752)	(859,715)
Net debt	9,162,978	7,867,242
Total equity	17,559,761	14,827,726

24. Share capital and capital management (continued)

During year 2020, the Group's strategy, which was unchanged from the year ended 31 December 2019, was to maintain net debt-to-asset ratio of no more than 50% or net debt-to-equity ratio of no more than 55%. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares or request new loans from other group companies or sell assets to reduce debt.

All of the Group's banking facilities are subject to the fulfilment of covenants relating to certain of the Group's balance sheet ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 31(b). As at and during the year ended 31 December 2020, none of the covenants relating to drawn down facilities had been breached (31 December 2019: none).

25. Reserves

	31 December 2020 US\$'000	31 December 2019 US\$'000
Capital reserve	3,838	(8,331)
Equity compensation reserve	36,849	36,849
Currency translation reserve	(129,913)	(847,682)
Fair value reserve (non-recycling)	113,227	32,854
Property revaluation reserve	6,730	3,305
Other reserve	(1,554,630)	(1,554,630)
Retained earnings	6,956,745	6,452,085
	<u>5,432,846</u>	<u>4,114,450</u>

The capital reserve comprises mainly equity transactions gain or loss from the changes in the Group's interest in a subsidiary that do not result in a loss of control and the Group's share of the statutory reserve of its PRC-incorporated subsidiaries. Statutory reserve of its PRC-incorporated subsidiaries was transferred from retained earnings in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries incorporated in PRC, and were approved by the respective board of directors. As at 31 December 2020, retained earnings includes approximately US\$58,958,000 (31 December 2019: US\$49,530,000) to be transferred to statutory reserve before distribution of any dividends to shareholders in the future.

The equity compensation reserve comprises the cumulative value of employee services received for the issue of the shares under the GLP Performance Share Plan and Restricted Share Plan.

The property revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for buildings held for own use carried at fair value.

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated at FVOCI under HKFRS 9 that are held at the end of the reporting period (see note 2(h)).

Other reserve mainly represents capital contributions from the immediate holding companies.

	<i>31 December</i> 2020 US\$'000	<i>31 December</i> 2019 US\$'000
Non-current liabilities		
Secured bank loans	4,393,572	2,642,396
Secured bonds	746,715	428,595
Unsecured bank loans	461,705	567,914
Unsecured bonds	1,494,137	3,376,550
	<u>7,096,129</u>	<u>7,015,455</u>
Current liabilities		
Secured bank loans	248,428	449,971
Secured bonds	2,458	16,302
Unsecured bank loans	465,968	699,751
Unsecured bonds	2,433,365	9,082
	<u>3,150,219</u>	<u>1,175,106</u>

The secured bank loans and secured bonds are secured by mortgages on the borrowing subsidiaries' investment properties with a carrying amount of approximately

28. Trade and other payables

	31 December 2020 US\$'000	31 December 2019 US\$'000
Trade payables	2,379	3,547
Notes payable	-	3,563
Accrued construction costs	692,675	486,715
Accrued operating expenses	92,429	63,618
Contract liabilities	40,645	41,627
Interest payable	116,380	105,840
Security deposits received	87,744	100,209
Amounts due to:		
- Intermediate holding company (trade)	51,266	36,647
- Related parties (trade)	14,532	6,801
- Related parties (non-trade)	300,342	-
- Non-controlling interests (trade)	3,358	3,018
- Non-controlling interests (non-trade)	17,736	23,790
- Joint ventures (trade)	1,522	1,238
- Joint ventures (non-trade)	495	213
- Associates (trade)	70	6
- Associates (non-trade)	32	-
Interest payable on loans from intermediate holding company	7,383	60,322
Loans from non-controlling interests	3,651	6,363
Interest payable on loans from non-controlling interests	129	403
Loan from joint ventures	2,829	25,365
Interest payable on loans from joint ventures	644	233
Loans from third parties	513	4,063
Interest payable on loans from third parties	216	142
Consideration payable for acquisition of subsidiaries	143,018	222,525
Deposits received and accrued expenses for disposal of investment properties	58,909	55,098
Consideration payable for acquisition of investment properties	8,950	8,371

Dividends payable	1,916	-
Lease liabilities (note 29)	6,188	3,386
	<u>1,751,374</u>	<u>1,442,850</u>

29. Lease liabilities

The remaining contractual maturities of the Group's lease liabilities at the end of the reporting year are as follows:

	<i>At 31 December 2020</i>	
	<i>Present value of the minimum lease payments US\$'000</i>	<i>Total minimum lease payments US\$'000</i>
Within 1 year	6,188	9,313
After 1 year but within 2 years	5,963	8,734
After 2 years but within 5 years	15,540	22,185
After 5 years	32,310	40,312
	<u>60,001</u>	<u>80,544</u>
Less: total future interest expenses		(20,543)
Present value of lease liabilities		<u>60,001</u>
	<i>At 31 December 2019</i>	
	<i>Present value of the minimum lease payments US\$'000</i>	<i>Total minimum lease payments US\$'000</i>
Within 1 year	3,386	5,788
After 1 year but within 2 years	2,855	5,035
After 2 years but within 5 years	10,297	15,959
After 5 years	28,950	36,316
	<u>45,488</u>	<u>63,098</u>
Less: total future interest expenses		(17,610)
Present value of lease liabilities		<u>45,488</u>

30. Notes to cash flow statement

Acquisition of subsidiaries

The primary reason for the Group's acquisitions of subsidiaries is to expand its portfolio of investment properties held in the PRC and possession of qualification for architecture designing.

(i) The list of subsidiaries acquired during the year ended 31 December 2020 is as follows:

<i>Name of subsidiaries</i>	<i>Date acquired</i>	<i>Equity interest acquired %</i>
Shanghai Lingang GLP International Logistics Development Co.,Ltd.	Jan 2020	70
Hangzhou Yunchu Technology Co., Ltd.	Jan 2020	100
Shanghai Jianguo Logistics Co., Ltd.	March 2020	100

Tompkins International LLC.	April 2020	66
Dalian Zhangzidao Central Freezer Logistics Co., Ltd.	May 2020	75
Suzhou Industrial Park Chuangpu Asset Management Co., Ltd	June 2020	70
Shanghai Tongjiang Management Co., Ltd.	July 2020	100
Suzhou Industrial Zone Pushuo Logistics Facilities Co., Ltd.	August 2020	50
Shanghai Jianguo Technology Co., Ltd.	September 2020	100

30. Notes to cash flow statement (continued)

(ii) The list of subsidiaries acquired during the year ended 31 December 2019 is as follows:

<i>Name of subsidiaries</i>	<i>Date acquired</i>	<i>Equity interest acquired %</i>
Chongqing Minzhao Internet of Things Technology Co., Ltd.	March 2019	95
Jinan Buffalo Supply Chain Management Co., Ltd.	March 2019	85
Shanghai Aolun Industry Co., Ltd.	March 2019	100
Guofu Huijin (Tianjin) Investment Management LLP	April 2019	100
Huai'an Pufu Technology Development Co., Ltd.	June 2019	100
Nan'an Civil and Commercial Internet of Things Technology Development Co., Ltd.	June 2019	95
Shanghai Fuhe Industrial Development Co., Ltd.	June 2019	70
Beijing Zongheng Qiyun Information Technology Co., Ltd.	June 2019	100
Guangzhou G7 Logistics Co., Ltd.	July 2019	100
Dongguan Fumanduo Food Co., Ltd.	August 2019	100
Minshang (Hefei) Internet of Things Technology Development Co., Ltd.	September 2019	90
GLP Dalian Pujin Logistics Facilities Co., Ltd.	September 2019	51
Minshang (Ganjiang New Zone) Internet of Things Technology Development Co., Ltd.	November 2019	95
Shanghai Zhongji Yangshan Container Services Co., Ltd.	November 2019	100
Chengdu Times Noah Ark Information Technology Co., Ltd.	November 2019	100
Chengdu Chenggong Xinye Industrial Co., Ltd.	November 2019	73
Guangzhou Zhengongfu Supply Chain Co., Ltd.	November 2019	70
Tianjin Minxi Internet of Things Technology Development Co., Ltd.	December 2019	95
Shenzhen Dekai Vehicle Electronic Co., Ltd.	December 2019	100
Hangzhou Xinheng Corporate Management Co., Ltd.	December 2019	95
Hangzhou Xinke Corporate Management Co., Ltd.	December 2019	95
Zhengzhou Haoxiangni Warehousing & Logistics Co., Ltd.	December 2019	51
Zhonghang Cloud Data (Shenzhen) Co., Ltd.	December 2019	100

30. Notes to cash flow statement (continued)

Effect of the acquisitions

The cash flow and the net assets of the subsidiaries acquired during the year ended 31 December 2020 and 2019 are provided below:

	<i>Year ended 31 December 2020 Recognised values on acquisition US\$'000</i>	<i>Year ended 31 December 2019 Recognised values on acquisition US\$'000</i>
Investment properties	1,050,716	952,988
Property, plant and equipment	121,524	54,060
Interests in associates	-	211,379
Intangible assets	14,495	-
Other investments	1,134	-
Deferred tax assets	255	-
Other assets	347	92
Cash and cash equivalents	72,905	53,621
Trade and other receivables	26,310	33,029
Trade and other payables	(138,053)	(134,002)
Loans and borrowings	(144,093)	(156,342)
Current tax payable	(1,574)	-
Deferred tax liabilities	(135,493)	(2,533)
Other non-current liabilities	(5,329)	(29,995)

30. Notes to cash flow statement (continued)

Disposal of subsidiaries

(i) The list of subsidiaries disposed during the year ended 31 December 2020 is as follows:

<i>Name of subsidiaries</i>	<i>Date disposed</i>	<i>Equity interest disposed %</i>
Jiangsu Beisheng Technology Co.,Ltd.	March 2020	100
Wuxi Pulanfeng New Energy Co., Ltd.	March 2020	100
Foshan Pudan Warehousing Services Co., Ltd	May 2020	100
Dongguan Ever Profit Logistics Co., Ltd.	May 2020	100
Guangzhou Pufu Warehousing Service Co., Ltd.	May 2020	80
GLP Kunshan Shipu Logistics Facilities Co., Ltd.	May 2020	100
Xi'an Kapu Logistics Facilities Co., Ltd.	May 2020	96
Sanhui Food Logistic (Tianjin) Co., Ltd.	May 2020	90
GLP Chongqing Development Co.,Ltd.	June 2020	100
GLP Pukai Xi'an Warehousing Service Co., Ltd.	June 2020	100
Vailog (Nanjing) Storage Services Co., Ltd.	June 2020	100
Global Logistic Properties (ChengDu) Warehousing Facilities Co., Ltd.	June 2020	100
GLP (Ningbo Beilun) Warehousing Co.,Ltd.	June 2020	100
Shenyang Puling Warehousing Services Co., Ltd.	June 2020	100
GLP Puxin Xi'an Warehousing Service Co., Ltd.	June 2020	100
Suzhou Yuhang Logistics Co., Ltd.	June 2020	100
GLP Wuhan Puxia Logistics Facilities Co., Ltd.	June 2020	100
Wuxi GLP Logistics Development Co., Ltd.	June 2020	100
GLP Kunshan Puxing Logistics Development Co.,Ltd.	June 2020	100
GLP Kunshan Pujiang Logistics Facilities Co., Ltd	June 2020	100
Vailog (Kunshan) Storage Co.,Ltd.	June 2020	100
GLP Feidong Logistics Facilities Co., Ltd.	June 2020	100
GLP Changzhou High-tech District Logistics Facilities Co., Ltd.	June 2020	100
Tianjin Puling Warehousing Service Co., Ltd.	June 2020	100
Tianjin Pushi Logistics Facilities Co., Ltd.	June 2020	100
GLP Wuhan Huangpi Logistics Facilities Co. Ltd.	June 2020	100
GLP Hefei Hi-Tech Logistics Facilities Co.,Ltd.	June 2020	100
GLP Changsha Puxia Logistics Facilities Co., Ltd.	June 2020	100
GLP China Financing Holding Limited	June 2020	100
GLP (Hangzhou) Warehousing Co.,Ltd.	July 2020	100
Hangzhou Linpu Logistics Facilities Co., Ltd.	July 2020	100
GLP Tianjin Puya Logistics Facilities Co., Ltd.	July 2020	100
GLP Langfang Logistics Facilities Co.,Ltd.	July 2020	100
Tianjin Puqing Logistics Co.,Ltd.	July 2020	100
GLP Zhuozhou Logistics Facilities Co., Ltd.	July 2020	100
GLP Hangzhou Logistics Development Co., Ltd.	July 2020	100
GLP Jiashan Pujia Logistics Co.,Ltd.	July 2020	100
GLP Haining Logistics Facilities Co., Ltd.	July 2020	100
GLP Tianjin Pujia Logistics Facilities Co., Ltd.	July 2020	100
GLP (Qingdao) Airport International Logistics Development Co.,Ltd.	September 2020	100

30. Notes to cash flow statement (continued)

Effect of the disposals

The cash flow and the net assets of the subsidiaries disposed during the year ended 31 December 2020 are provided below:

	Year ended 31 December 2020 Recognised values on disposal US\$'000	Year ended 31 December 2019 Recognised values on disposal US\$'000
Investment properties	2,392,203	326,663
Interests in associates	352,379	-
Intangible assets	30,441	-
Property, plant and equipment	85,611	12,623
Other investments	241,258	-
Deferred tax assets	9,665	939
Other assets	15,705	223
Trade and other receivables	660,475	2,681
Cash and cash equivalents	416,775	31,106
Trade and other payables	(775,050)	(63,467)
Loans and borrowings - non-current	(245,912)	(24,382)
Loans and borrowings - current	(57,974)	-
Current tax payable	(1,684)	(411)
Deferred tax liabilities	(301,289)	(40,530)
Other non-current liabilities	(6,644)	-
Non-controlling interests	(60,745)	-
Net assets disposed	2,755,214	245,445
Gain on disposal of subsidiaries recognised:		
- In profit and loss	314,400	38,326
- In reserve	58,561	-
	<hr/>	<hr/>
Disposal consideration	3,128,175	283,771
Consideration receivable	(292,233)	(222,779)
Satisfied through non-cash settlement	(430,440)	-
Cash of subsidiaries disposed	(416,775)	(31,106)
Receipt of consideration in relation to prior years' disposals	227,418	418,243
	<hr/>	<hr/>
Cash inflow from disposals of subsidiaries	2,216,145	448,129

From 1 January 2020 to respective dates of disposals, the above-mentioned subsidiaries contributed approximately US\$210,113,000.00 and US\$46,825,000.00 to the Group's revenue and net profit respectively for the year ended 31 December 2020.

The dividend of US\$430,453 was settled as non-cash transaction by offsetting with

31. Financial risk management and fair values of financial instruments

Management has established a credit risk management system to monitor and control credit risk.

The credit risk management system is designed to ensure that the credit risk is within the company's risk appetite and to minimize the potential loss from credit risk. The system includes a credit policy, credit assessment, credit monitoring, and credit control.

The credit policy sets out the company's credit objectives, credit risk tolerance, and credit management procedures. The credit assessment process involves evaluating the creditworthiness of customers and suppliers before entering into transactions.

The credit monitoring process involves tracking the company's credit exposure and identifying any potential credit risk. The credit control process involves taking actions to mitigate credit risk, such as requiring collateral or providing credit insurance.

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31. Financial risk management and fair values of financial instruments (continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date Group can be required to pay:

	Carrying amount US\$'000	Contractual cash flows US\$'000	Cash flows		
			Within 1 year US\$'000	From 1 to 5 years US\$'000	After 5 years US\$'000
31 December 2020					
Bank loans	5,569,673	6,718,531	895,185	3,056,248	2,767,098
Secured bonds	749,173	1,234,841	35,925	154,681	1,044,235
Unsecured bonds	3,927,502	4,126,397	2,547,427	1,578,970	-
Trade and other payables/other non-current liabilities *	2,027,514	2,049,354	1,714,467	326,885	8,002
	<u>12,273,862</u>	<u>14,129,123</u>	<u>5,193,004</u>	<u>5,116,784</u>	<u>3,819,335</u>
31 December 2019					
Bank loans	4,360,031	5,139,170	1,285,476	2,570,121	1,283,573
Secured bonds	444,897	758,593	36,681	92,724	629,188

Trade and other payables/other non-current liabilities *	1,967,117	2,001,174	1,419,636	574,171	7,367
	<u>10,157,677</u>	<u>11,737,452</u>	<u>2,925,624</u>	<u>6,890,881</u>	<u>1,920,947</u>

* Excludes contract liabilities.

(c) Interest rate risk

The Group's interest rate risk arises primarily from loans and borrowings and cash and cash equivalents and restricted cash.

Cash and cash equivalents and restricted cash comprise mainly cash at bank, with an interest rate ranged from 0.01% to 2.30% per annum as at 31 December 2020 (31 December 2019: 0.05% to 2.30% per annum). Pledged bank deposits and time deposits maturing after

31. Financial risk management and fair values of financial instruments (continued)

(i) Interest rate profile

The following table details the interest rate profile of the Group's loans and borrowings at the balance sheet date:

	<u>31 December 2020</u>		<u>31 December 2019</u>	
	<i>Effective interest rate</i> %	US\$'000	<i>Effective interest rate</i> %	US\$'000
Fixed rate borrowings				
Trade and other payables/other non-current liabilities	3.00% - 8.00%	77,382	3.92% - 8.00%	536,396
Loans and borrowings	3.40% - 5.65 %	4,676,675	3.58% - 5.70%	3,830,529
Variable rate borrowings				
Loans and borrowings	1.29% - 6.77%	5,569,673	1.25% - 6.50%	4,360,032
Total interest-bearing financial liabilities		<u>10,323,730</u>		<u>8,726,957</u>
Fixed rate borrowings as a percentage of total borrowings		46.05%		50.04%

(ii) Sensitivity analysis

31. Financial risk management and fair values of financial instruments (continued)

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognized assets and liabilities denominated in a currency other

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31. Financial risk management and fair values of financial instruments (continued)

A 5% weakening of the USD against the above currencies at 31 December would have had

31. Financial risk management and fair values of financial instruments (continued)

(f) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs

	<i>Fair value at 31 December 2020 \$'000</i>	<i>Fair value measurements as at 31 December 2020 categorised into</i>		
		<i>Level 1 \$'000</i>	<i>Level 2 \$'000</i>	<i>Level 3 \$'000</i>
Recurring fair value measurement				
Financial assets:				
Other investments:				
- Listed equity securities	469,427	469,427	-	-
- Unlisted equity securities	1,655,919	-	-	1,655,919
	<i>Fair value at 31 December 2019 \$'000</i>	<i>Fair value measurements as at 31 December 2019 categorised into</i>		
		<i>Level 1 \$'000</i>	<i>Level 2 \$'000</i>	<i>Level 3 \$'000</i>
Recurring fair value measurement				
Financial assets:				
Other investments:				
- Listed equity securities	590,047	590,047	-	-
- Unlisted equity securities	1,026,406	-	-	1,026,406

31. Financial risk management and fair values of financial instruments (continued)

During the year ended 31 December 2020, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2019: none). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

	Valuation techniques	Significant unobservable inputs	Range
Unlisted equity securities	Income approach	Discount rate	14.1%
Unlisted equity securities	Market approach	Discount for lack of marketability	0% - 30%

The fair value of unlisted equity securities is determined using income approach and market approach. The fair value of unlisted equity securities using income approach uses the agreed redemption rate of return from potential buyer. The fair value measurement is negatively correlated to the redemption rate. The fair value of unlisted equity securities using market approach uses the price/sales ratios and price/book ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability.

	31 December 2020 \$'000	31 December 2019 \$'000
Unlisted equity securities:		
At 1 January	1,026,406	717,762
Additions	872,940	172,393
Disposals	(434,256)	-
Exchange differences	53,198	(16,647)
Net unrealised gains or losses recognised in profit or loss during the year	137,631	152,899
At 31 December	<u>1,655,919</u>	<u>1,026,407</u>
Total gains or losses for the year included in profit or loss for assets held at the end of the reporting year	<u>137,631</u>	<u>152,899</u>

(ii) Fair value of financial assets and liabilities carried at other than fair value

32. Commitments

The Group had the following commitments as at the reporting date:

	<i>31 December</i> 2020 US\$'000	<i>31 December</i> 2019 US\$'000
Commitments in relation to share capital of other investments not yet due and not provided for	<u>422,716</u>	<u>3,985</u>
Development expenditure contracted but not provided for	<u>1,493,469</u>	<u>808,637</u>

33. Significant related party transactions

Remuneration of key management personnel

Key management personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group.

The key management personnel compensation included as part of staff costs for those key management personnel employed by the Group are as follows:

	<i>Year ended</i> <i>31 December</i> 2020 US\$'000	<i>Year ended</i> <i>31 December</i> 2019 US\$'000
Salaries, bonuses, contributions to defined contribution plans and other benefits	<u>12,802</u>	<u>11,854</u>

34. Significant related party transactions (continued)

In addition to the related party information disclosed elsewhere in the financial statements, there were the following significant related party transactions which were carried out in the normal course of business on terms agreed between the parties during the year:

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Joint ventures		
Asset management fee income from joint ventures	11,238	7,715
Investment management fee income from joint ventures	542	576
Property management fee income from joint ventures	6,484	4,763
Development management fee income from joint ventures	4,290	1,189
Leasing management fee income from joint ventures	4,474	2,258
Acquisition management fee income from joint ventures	6,927	16,140
Dividend income received from joint ventures	4,690	1,093
Other service fee	-	3,479
Interest income from joint ventures	18,456	9,126
Interest expenses charged by joint ventures	(988)	(976)
Associates		
Asset management fee income from associates	6,439	1,382
Investment management fee income from associates	15,773	31,580
Property management fee income from associates	2,767	851
Development fee income from associates	134	574
Dividend income received from associates	2,968	-
Other service fee	-	175
Interest income from associates	12,160	8,014
Interest expenses charged by associates	(43)	-
Fellow subsidiaries		
Asset management fee charged by fellow subsidiaries	(13,074)	(11,230)
Asset management fee income from fellow subsidiaries	8,634	7,416
Interest income from fellow subsidiaries	531	289
Interest expenses charged by fellow subsidiaries	(1,122)	(604)
Intermediate holding company		
Management service fee charged by intermediate holding company	(6,271)	(2,983)
Interest expenses charged by intermediate holding company	(13,950)	(27,088)

Disposal of assets and liabilities to related parties

During the year ended 31 December 2020, the Group disposed of certain subsidiaries, associates, other investments and financial assets to Brookfield JV (Joint venture), CVA I Fund (Joint venture), CIF Fund (Associate), Hidden Hill Fund (Associate), CFH Limited (entity under common control), CVA II Fund (Joint venture) and GLP GV China Limited (entity under common control).

The assets and liabilities disposed of are provided below:

	<i>Joint ventures</i> US\$'000	<i>Associates</i> US\$'000	<i>CFH Limited</i> US\$'000	<i>GLP GV China Limited</i> US\$'000	<i>Total</i> US\$'000
Net assets disposed	284,083	1,459,570	415,037	579,560	2,738,250
Disposal gain recognised in profit and loss	40,583	252,324	15,402	6,091	314,400
Disposal gain recognised in reserve	-	-	-	58,561	58,561

35. Subsequent events

Subsequent to 31 December 2020, the following events have occurred:

In January 2021, the Company issued RMB 700,000,000 (equivalent to US\$ 107,281,000) bonds due 2024 on Shanghai Stock Exchange at fixed interest rate of 3.98% per annum.

In January and February 2021, the Group disposed of 3 subsidiaries, namely Tongxiang GLP Logistics Facilities Co., Ltd., GLP (Chengdu) Hi-Tech Industrial Park Development Co., Ltd. and Minshang (Nanning) Internet of Things Technology Development Co., Ltd., to third parties at consideration of approximately RMB 792,287,000 (equivalent to approximately US\$ 121,425,000) in total.

In February and March 2021, the Company issued a total of US\$ 126,000,000 bonds due 2024 on the Chongwa (Macao) Financial Asset Exchange Co., Ltd. at fixed interest rate of 2.00%.

In March 2021, the Company issued RMB 1,700,000,000 (equivalent to US\$260,540,000) of

36. Company-level statement of financial position

	Notes	31 December 2020 US\$'000	31 December 2019 US\$'000
Non-current assets			
Investments in subsidiaries	12	14,439,971	11,551,584
Other non-current assets		2,136	2,563
Loans to subsidiaries		763,911	1,077,751
		<u>15,206,018</u>	<u>12,631,898</u>
Current assets			
Other receivables		3,135,838	527,177
Cash and cash equivalents		70,074	100,406
Loans to a joint venture		-	5,137
		<u>3,205,912</u>	<u>632,720</u>
Total assets		<u>18,411,930</u>	<u>13,264,618</u>
Equity attributable to owners of the Company			
Share capital	24	6,950,825	6,950,825
Reserves		(331,570)	(1,296,132)
Total equity		<u>6,619,255</u>	<u>5,654,693</u>
Liabilities			
Loans and borrowings		3,050,841	3,938,330
Other non-current liabilities		-	451,554
		<u>3,050,841</u>	<u>4,389,884</u>
Current liabilities			
Loans and borrowings		2,840,330	607,356
Other payables		5,900,177	2,611,444
Current tax payable		1,327	1,241
		<u>8,741,834</u>	<u>3,220,041</u>
Total liabilities		<u>11,792,675</u>	<u>7,609,925</u>
Total equity and liabilities		<u>18,411,930</u>	<u>13,264,618</u>

37. Company-level statement of comprehensive income

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Revenue	-	-
Other income	-	319
Dividend income from a subsidiary	1,050,990	-
Other expenses	(25,371)	(12,183)
Profit/(loss) from operations	1,025,619	(11,864)
Finance costs	(283,500)	(269,302)
Finance income	226,295	56,668
Net finance costs	(57,205)	(212,634)
Profit/(loss) before taxation	968,414	(224,498)
Income tax	(5,057)	(4,411)
Profit/(loss) for the year	963,357	(228,909)
Other comprehensive income for the year		
Items that may be reclassified subsequently to profit of loss:		
Exchange differences on translation of financial statements	431,658	(44,191)
Total comprehensive income for the year	1,395,015	(273,100)

38. Company-level cash flow statement

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Cash flows from operating activities		
Profit/(loss) before taxation	968,414	(224,498)
Adjustments for:		
Dividend income	(1,050,990)	-
Net finance costs	(44,732)	219,568
Withholding tax	1,668	2,112
	<u>(125,640)</u>	<u>(2,818)</u>
Changes in working capital:		
Trade and other receivables	61,943	76,024
Trade and other payables	1,821,220	1,297,281

Tax paid	<u>-</u>	<u>-</u>
Net cash generated from operating activities	<u>1,757,523</u>	<u>1,370,490</u>
Cash flows from investing activities		
Interest income received	63,454	30,405
Repayment of loan from subsidiaries	448,307	79,417
Loans to subsidiaries	(107,186)	(69,054)

38. Company-level cash flow statement (continued)

	Year ended 31 December 2020 US\$'000	Year ended 31 December 2019 US\$'000
Cash flows from financing activities		
Proceeds of loans from shareholder	-	421,161
Proceeds from issue of bonds	314,118	985,504
Proceeds from bank loans	4,859,173	1,050,548
Repayment of bank loans	(4,080,545)	(869,699)
Repayment of bonds	-	(145,641)
Repayment of loans from shareholder	(451,554)	(759,556)
Interest paid	(295,058)	(203,424)
Net cash generated from financing activities	61,189	(117,617)

equivalents

(31,480)

20,164

Cash and cash equivalents at beginning of the year

100,406

80,965

Effect of exchange rate changes

1,148

(723)

40. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2020

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard, HKFRS 17, *Insurance contracts*, which are not yet effective for the year ended 31 December 2020 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the company.

	<i>Effective for accounting periods beginning on or after</i>
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, Interest Rate Benchmark Reform — Phase 2	1 January 2021
Amendments to HKFRS 3, Reference to the Conceptual Framework	1 January 2022
Amendments to HKAS 16, Property, Plant and Equipment: Proceeds before Intended Use	1 January 2022
Amendments to HKAS 37, Onerous Contracts - Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to HKFRSs 2018-2020 Cycle	1 January 2022
Amendments to HKAS 1, Classification of Liabilities as Current or Non-current	1 January 2023
HKFRS 17, Insurance contracts	1 January 2023
Amendment to HKFRS 4, Extension of the temporary exemption from applying HKFRS 9	1 January 2023

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded

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