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If you are in any doubt as to any aspect in this Circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution licensed to deal in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your units in Yuexiu Real Estate Investment Trust, you should at once hand this Circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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(a Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))
(Stock Code: 00405)

Managed by



CIRCULAR TO UNITHOLDERS IN RELATION TO PROPOSED RE-ELECTION OF CERTAIN DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the unitholders of Yuexiu Real Estate Investment Trust (“Yuexiu REIT”) to be held at Plaza 3 & 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 17 May 2017 at 10:30 a.m. is set out on pages 9 to 10 of this Circular.

Whether or not you are able to attend the aforesaid annual general meeting in person, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the unit registrar of Yuexiu REIT, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the annual general meeting or any adjournment thereof should you so wish.

12 April 2017

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DEFINITIONS

In this Circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“2017 AGM”	the annual general meeting of the Unitholders to be held at Plaza 3 & 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 17 May 2017 at 10:30 a.m.
“2017 AGM Notice”	the notice convening the 2017 AGM as set out on pages 9 to 10 of this Circular
“Announcement”	the announcement dated 11 October 2016 issued by Yuexiu REIT to its Unitholders
“Articles of Association”	the articles of association of the Manager
“Board”	board of Directors
“Compliance Manual”	the compliance manual of the Manager
“Director(s)”	Director(s) of the Manager
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“INED”	independent non-executive Director
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Manager”	Yuexiu REIT Asset Management Limited, a company incorporated under the laws of Hong Kong, in its capacity as the manager of Yuexiu REIT
“Mr. Brian Chan”	Mr. Chan Chi Fai, Brian
“Mr. Chen”	Mr. Chen Xiaou
“Ordinary Resolution”	a resolution of Unitholders passed by a simple majority of those votes of those present, whether in person or by proxy, and entitled to vote, where the votes shall be taken by way of poll, but with a quorum of two or more Unitholders holding at least 10% of the Units in issue
“REIT Code”	The Code on Real Estate Investment Trusts published by the Securities and Futures Commission (as amended from time to time)

DEFINITIONS

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time)
“Trust Deed”	the trust deed constituting Yuexiu REIT dated 7 December 2005 and entered into between the Trustee and the Manager, as the same may be amended and supplemented from time to time
“Trustee”	HSBC Institutional Trust Services (Asia) Limited, a company incorporated under the laws of Hong Kong, in its capacity as the trustee of Yuexiu REIT
“Unit(s)”	one undivided unit in Yuexiu REIT
“Unitholder(s)”	any person registered as holding a Unit on the register of Unitholders of Yuexiu REIT
“Yuexiu REIT”	Yuexiu Real Estate Investment Trust, a Hong Kong collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO subject to applicable conditions from time to time (whose Units are listed on the Hong Kong Stock Exchange), and the companies controlled by it, as the context requires

References to persons shall include corporations. Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

LETTERS TO UNITHOLDERS



越秀房地產投資信託基金

YUEXIU REAL ESTATE INVESTMENT TRUST

(a Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))

(Stock Code: 00405)

Managed by



越秀房託資產管理有限公司

YUEXIU REIT ASSET MANAGEMENT LIMITED

Directors of the Manager:

Executive Directors

Mr. Lin Deliang
Mr. Cheng Jiuzhou

Non-executive Directors

Mr. Lin Zhaoyuan (Chairman)
Mr. Li Feng

Independent Non-executive Directors

Mr. Chan Chi On, Derek
Mr. Chan Chi Fai, Brian
Mr. Cheung Yuk Tong
Mr. Chen Xiaoou

Registered Office:

24/F, Yue Xiu Building,
160 Lockhart Road,
Wanchai,
Hong Kong

12 April 2017

To: Unitholders of Yuexiu REIT

Dear Sir or Madam,

**CIRCULAR TO UNITHOLDERS IN RELATION TO
PROPOSED RE-ELECTION OF CERTAIN DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

Reference is made to the Announcement issued by Yuexiu REIT in connection with, among other things, the appointment of Mr. Chen Xiaoou as an INED. The purpose of this Circular is to provide you with the 2017 AGM Notice and further information on the resolutions to be proposed at the 2017 AGM regarding the re-election of certain Directors.

LETTERS TO UNITHOLDERS

B. PROPOSED RE-ELECTION OF CERTAIN DIRECTORS

(i) *Re-election of Mr. Chen Xiaou as an INED of the Manager*

As referred to in the Announcement, the Board has appointed Mr. Chen as an INED with effect after the close of business on 11 October 2016. Mr. Chen has also been appointed as a member of the Finance and Investment Committee with effect after close of business on 14 February 2017. Pursuant to the Articles of Association and Compliance Manual of the Manager, Mr. Chen shall hold office only until the 2017 AGM and shall then be eligible for re-election at the 2017 AGM, and such re-election shall be approved by Unitholders by way of an Ordinary Resolution.

Subject to the passing of the proposed Ordinary Resolution to re-elect Mr. Chen as an INED as set out in the 2017 AGM Notice, Mr. Chen shall be re-elected as a Director, and he shall continue to hold office on the Board as an INED and a member of the Finance and Investment Committee subject to the retirement by rotation requirements under the Articles of Association and Compliance Manual, as amended or supplemented from time to time.

The Manager has received from Mr. Chen a confirmation of independence in accordance with Rule 3.13 of the Listing Rules (as if they were applicable to Yuexiu REIT) as well as the Compliance Manual, and having considered the recommendations of the Remuneration and Nomination Committee, the Board is of the view that Mr. Chen meets the director independence requirements stated therein.

Biographical details and other relevant information of Mr. Chen (including his experience and expertise) are set out in Appendix I to this Circular.

(ii) *Re-election of Mr. Chan Chi Fai, Brian being an INED who has served more than nine years*

In accordance with the Articles of Association, Mr. Brian Chan shall retire by rotation, and being eligible, may offer himself for re-election as an INED at the 2017 AGM subject to the approval of Unitholders by way of Ordinary Resolution.

Subject to the passing of the proposed Ordinary Resolution to re-elect Mr. Brian Chan as an INED as set out in the 2017 AGM Notice, Mr. Brian Chan shall be re-elected as a Director, and he shall continue to hold office on the Board as an INED and the chairman of the Audit Committee and a member of the Finance and Investment Committee and the Remuneration and Nomination Committee respectively subject to the retirement by rotation requirements under the Articles of Association and Compliance Manual, as amended or supplemented from time to time.

Mr. Brian Chan has always contributed objectively in advising and giving independent guidance to the Board in his capacity as an INED and as the chairman of the Audit Committee and a member of the Finance and Investment Committee and the Remuneration and Nomination Committee. Mr. Brian Chan placed great importance on the Manager observing high standards of corporate governance, and with his relevant financial experience, regularly monitored communications with Yuexiu REIT's external auditors to ensure the integrity of Yuexiu REIT's interim and annual reports. The Manager also received an annual confirmation of independence from Mr. Brian Chan regarding his independence in accordance with Rule 3.13 of the Listing Rules (as if they were applicable to

LETTERS TO UNITHOLDERS

Yuexiu REIT) and the Compliance Manual, and the Board is of the view that Mr. Brian Chan will continue to meet the director independence requirements stated therein. Taking into consideration the above and having considered the recommendations of the Remuneration and Nomination Committee (except for Mr. Brian Chan), the Board is of the view that the length of service of Mr. Brian Chan has not, in any way, diminished his independence, and that Mr. Brian Chan is independent notwithstanding the fact that he has served on the Board for more than nine years as at the date of this Circular. Accordingly, the Board believes that Mr. Brian Chan possesses the required character, integrity and experience to continue fulfilling his role as an INED, and his continued tenure will continue to bring valuable insights and expertise to the Board. As such, the Board believes that Mr. Brian Chan is still independent and should be re-elected as an INED, and that his re-election as an INED is in the best interests of Yuexiu REIT and the Unitholders as a whole.

Biographical details and other relevant information of Mr. Brian Chan (including his experience and expertise) are set out in Appendix II to this Circular.

C. 2017 AGM

The 2017 AGM of Yuexiu REIT will be held at Plaza 3 & 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 17 May 2017 at 10:30 a.m. The 2017 AGM Notice convening the meeting is set out on pages 9 to 10 of this Circular.

For the purpose of ascertaining Unitholders' right to attend the 2017 AGM, the Register of Unitholders will be closed from Friday, 12 May 2017 to Wednesday, 17 May 2017, both days inclusive, during which period no transfer of units will be registered. For those Unitholders who are not on the Register of Unitholders, in order to be qualified to attend and vote at the 2017 AGM, all unit certificates accompanied by the duly completed transfers must be lodged with the unit registrar of Yuexiu REIT, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 11 May 2017.

You can vote at the 2017 AGM if you are a Unitholder on Wednesday, 17 May 2017. You will find enclosed with this Circular the 2017 AGM Notice (see pages 9 to 10 of this Circular) and a form of proxy for use for the 2017 AGM.

Your vote is very important. Accordingly, please complete, sign and date the accompanying proxy form in accordance with the instructions printed thereon and return it to the unit registrar of Yuexiu REIT, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the 2017 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the 2017 AGM or any adjournment thereof should you so wish.

D. APPROVAL REQUIRED

Pursuant to paragraph 3.3 of Schedule 1 to the Trust Deed, at any meeting, a resolution put to the vote of the meeting shall be decided on a poll and the result of the poll shall be deemed to be the resolution of the meeting. The Ordinary Resolutions, as set out in the 2017 AGM Notice, will be decided on a poll at the 2017 AGM.

LETTERS TO UNITHOLDERS

Paragraph 9.9(f) of the REIT Code provides that where a Unitholder has a material interest in the resolution tabled for approval, and that interest is different from that of all other Unitholders, such Unitholder shall abstain from voting. Further, under paragraph 3.2 of Schedule 1 to the Trust Deed, where a Unitholder has a material interest in the resolution tabled for approval at a general meeting of Yuexiu REIT, and that interest is different from the interests of other Unitholders as determined by the Manager (where the Unitholders concerned is (are) not connected persons of the Manager under the REIT Code) or the Trustee (where the Unitholders concerned is (are) connected persons of the Manager under the REIT Code, if appropriate, in its absolute opinion), such Unitholder shall be prohibited from voting its Units or being counted in the quorum for the general meeting.

To the best of the Manager's knowledge, information and belief, after having made reasonable enquiries, the Manager takes the view that no Unitholders are required to abstain from voting in respect of the Ordinary Resolutions to be proposed at the 2017 AGM.

E. RECOMMENDATION

The Board considers that the proposed re-elections of each of Mr. Chen and Mr. Brian Chan as an INED are in the interests of Yuexiu REIT and the Unitholders as a whole and accordingly recommends Unitholders to vote in favour of the Ordinary Resolutions to be proposed at the 2017 AGM.

F. RESPONSIBILITY STATEMENT

The Manager and the Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
By order of the board of Directors of
Yuexiu REIT Asset Management Limited
(as manager of Yuexiu Real Estate Investment Trust)
YU Tat Fung
Company Secretary

Mr. Chen Xiaou is an INED of the Manager.

Mr. Chen has over 23 years of professional experience in large scale real estate asset management and investment, fund management, development, planning and design and international business operations. He has been living and working in The People's Republic of China, the United States, Hong Kong, Singapore and Australia for many years. He is the Deputy Vice Chairman of The Building Owners and Managers Association China (“**BOMA**”) and a BOMA-certified commercial real estate expert.

Mr. Chen is the Chairman of F.O.G. Capital & Asset Management Corporation, and had been Vice President, China, of CDPQ-Ivanhoe Cambridge. His past experience also includes an executive position in New World China Land, the China property flagship of New World Development Company Limited (Hong Kong Stock Code 00017). He had worked as an architectural designer and urban planner in the United States. Mr. Chen's management record includes large scale mixed-use development, high-end residential, retail, office and hotel projects.

Mr. Chen is a visiting professor of Cheung Kong Graduate School of Business, and is also the MBA Mentor for The School of Business of Renmin University of China. He received an AMDP (Advanced Management Development Program in Real Estate) certificate from the Harvard University Graduate School of Design in 2010, obtained a Master of Architecture degree from The University of New South Wales in Australia in 1999, and obtained a Bachelor of Architecture degree from Northwestern Polytechnical University in China in 1992.

Save as disclosed above, Mr. Chen does not have any relationship with any other Directors or senior management of the Manager, or any substantial or controlling Unitholders of Yuexiu REIT, and Mr. Chen has not held any directorship in other public companies, the securities of which are listed in Hong Kong or overseas, during the past three years preceding the date of this Circular. As at the date of this Circular, Mr. Chen does not have any interest in Yuexiu REIT within the meaning of Part XV of the SFO.

Mr. Chen has not entered into any service contract with the Manager nor was he appointed for a specific term. All remuneration payable to Mr. Chen will be paid and borne by the Manager out of its own resources.

Save as disclosed in this Circular, there is no other matter in connection with Mr. Chen's re-election that needs to be brought to the attention of the Unitholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, as if they were applicable to Yuexiu REIT.

Mr. Chan Chi Fai Brian is an INED of the Manager.

Mr. Brian Chan is currently also a director of the Hong Kong Parkview Group. He has been heavily involved in the overall development of the Hong Kong Parkview Group since he joined the group in 1990. With projects and investment properties in Hong Kong, The People's Republic of China, Singapore and the United Kingdom, the Hong Kong Parkview Group is principally engaged in property development and hospitality.

Prior to joining the Hong Kong Parkview Group, Mr. Brian Chan worked in the banking sector from 1978 to 1989, the first seven years of which was with a reputable international bank. The last position Mr. Brian Chan held before leaving his banking career was as Group Financial Controller of IBI Asia (Holding) Limited. During his 11 years in banking, Mr. Brian Chan was involved in international banking operations, mergers and acquisitions as well as financial and risk management.

Mr. Brian Chan is a director of Primeline Energy Holdings Inc. which is listed on the TSX Venture Exchange (stock code: PEH.V).

Mr. Brian Chan is a certified public accountant with professional accounting qualifications in Hong Kong and the United Kingdom, and has a higher diploma in business studies from the Hong Kong Polytechnic University.

Mr. Brian Chan has not entered into any service contract with the Manager, nor was he appointed for a specific term. Notwithstanding the above, pursuant to the Articles of Association and Compliance Manual, one-fourth of the INEDs who are subject to retirement by rotation or, if their number is not four or a multiple of four, then the number nearest to one-quarter (subject to a minimum of one INED), will retire at each annual general meeting of Yuexiu REIT.

All director's fees payable to Mr. Brian Chan will be paid and borne by the Manager out of its own resources. Save as disclosed above, Mr. Brian Chan has not held directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the past three years preceding the date of this Circular. Save as disclosed above, Mr. Brian Chan does not have any relationship with any other Directors, senior management of the Manager or substantial or controlling Unitholders of Yuexiu REIT. As at the date of this Circular, Mr. Brian Chan does not have any interest in Yuexiu REIT within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter in connection with Mr. Brian Chan's re-election that needs to be brought to the attention of the Unitholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, as if they were applicable to Yuexiu REIT.

NOTICE OF ANNUAL GENERAL MEETING



越秀房地產投資信託基金

YUEXIU REAL ESTATE INVESTMENT TRUST

(a Hong Kong collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))

(Stock Code: 00405)

Managed by



越秀房託資產管理有限公司

YUEXIU REIT ASSET MANAGEMENT LIMITED

NOTICE IS HEREBY GIVEN that the annual general meeting of the unitholders of Yuexiu Real Estate Investment Trust (“**Yuexiu REIT**”) will be held at Plaza 3 & 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 17 May 2017 at 10:30 a.m. for the following purposes:

1. To note the audited consolidated financial statements of Yuexiu REIT together with the Auditors’ Report for the year ended 31 December 2016.
2. To note the appointment of Auditors of Yuexiu REIT and the fixing of their remuneration.
3. To consider and, if thought fit, pass each of the following resolutions as an Ordinary Resolution:
 - A. That unitholder approval (where relevant, shall include approval by way of ratification) by Ordinary Resolution for: (i) the re-election of Mr. Chen Xiaoou as an independent non-executive Director of the Manager and a member of the Finance and Investment Committee; and (ii) authorisation be granted to the Manager, any director of the Manager and the Trustee and any authorised signatory of the Trustee to do all such acts and things (including executing all such documents as may be required) as the Manager, or such director of the Manager may consider expedient or necessary or in the interests of Yuexiu REIT to give effect to all matters resolved upon in this resolution.
 - B. That unitholder approval (where relevant, shall include approval by way of ratification) by Ordinary Resolution for: (i) the re-election of Mr. Chan Chi Fai, Brian as an independent non-executive Director, the chairman of the Audit Committee, a member of the Finance and Investment Committee and the Remuneration and Nomination Committee of the Manager; and (ii) authorisation be granted to the Manager, any director of the Manager and the Trustee and any authorised signatory of

NOTICE OF ANNUAL GENERAL MEETING

the Trustee to do all such acts and things (including executing all such documents as may be required) as the Manager, or such director of the Manager may consider expedient or necessary or in the interests of Yuexiu REIT to give effect to all matters resolved upon in this resolution.

Words and expressions that are not expressly defined in this notice of annual general meeting shall bear the same meaning as that defined in the unitholder circular dated 12 April 2017.

Yours faithfully,
By order of the board of Directors of
Yuexiu REIT Asset Management Limited
(as manager of Yuexiu Real Estate Investment Trust)
YU Tat Fung
Company Secretary

Hong Kong, 12 April 2017

Notes:

- (a) A unitholder of Yuexiu REIT (“**Unitholder**”) entitled to attend and vote at the annual general meeting of Yuexiu REIT is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. The person appointed to act as a proxy need not be a Unitholder.
- (b) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the unit registrar of Yuexiu REIT, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
- (c) Where there are joint registered Unitholders of a unit, any one of such Unitholders may vote at the meeting either personally or by proxy in respect of such unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting personally or by proxy, that one of such Unitholders so present whose name stands first on the Register of Unitholders in respect of such unit shall alone be entitled to vote in respect thereof.
- (d) The Register of Unitholders will be closed from Friday, 12 May 2017 to Wednesday, 17 May 2017, both days inclusive, during which period no transfer of units will be registered. For those Unitholders who are not on the Register of Unitholders, in order to be qualified to attend and vote at the annual general meeting of Yuexiu REIT, all unit certificates accompanied by the duly completed transfers must be lodged with the unit registrar of Yuexiu REIT, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 11 May 2017.

As at the date of this notice, the board of Directors of the Manager is comprised as follows:

Executive Directors:

Mr. Lin Deliang and Mr. Cheng Jiuzhou

Non-executive Directors:

Mr. Lin Zhaoyuan (Chairman) and Mr. Li Feng

Independent Non-executive Directors:

Mr. Chan Chi On, Derek, Mr. Chan Chi Fai, Brian, Mr. Cheung Yuk Tong and Mr. Chen Xiaou.