
THIS OFFERING CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect in this Offering 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 Offering Circular, together with the accompanying PAL, 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.

The Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited, Hong Kong Exchanges and Clearing Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents in the Offering Documents, 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 in the Offering Documents.

Subject to the granting of listing of, and permission to deal in, the Rights Issue Units in both nil-paid and fully-paid forms on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Rights Issue Units in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as may be determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. You should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Unitholders with registered addresses in any jurisdiction outside Hong Kong or holding the Units on behalf of persons with such addresses and beneficial owners of Units who are residents outside Hong Kong are referred to the important information set out in the section headed "Notices" and section 2.7 headed "Rights Issue — Rights of Overseas Unitholders" in the "Letter from the Board" in this Offering Circular.

The securities described herein have not been registered under the US Securities Act or the laws of any state in the United States and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the US Securities Act and applicable laws of any state in the United States. There is no intention to register any portion of the Rights Issue or any securities described herein in the United States or to conduct a public offering of securities in the United States. Neither the Offering Documents nor any copy of them may be circulated, distributed, forwarded, delivered or redistributed, electronically or otherwise, directly or indirectly, to persons within the United States, and may not be relied upon as a basis for any investment decision or for any other purpose by any person within the United States. Any failure to comply with this restriction may constitute a violation of US securities laws.

This Offering Circular is for information purposes only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the Rights Issue Units in their nil-paid and fully-paid forms or to take up any entitlements to the Rights Issue Units in their nil-paid and fully-paid forms in any jurisdiction in which such an offer, solicitation or sale is unlawful.



(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



RIGHTS ISSUE ON THE BASIS OF THIRTY SEVEN (37) UNITS FOR EVERY ONE HUNDRED (100) UNITS HELD ON RIGHTS ISSUE RECORD DATE

Financial advisers to the Manager



Placing Agents



BOC INTERNATIONAL



CICC 中金公司



海通國際
HAITONG



越秀證券
YUEXIU SECURITIES

Underwriter of Rights Issue



Capitalised terms used in this cover page shall have the same meanings as those defined in this Offering Circular.

The Latest Time for Acceptance and payment for the Rights Issue Units is 4:30 p.m. on Wednesday, 5 January 2022. The procedures for acceptance and payment or transfer of the Rights Issue Units are set out on pages 30 and 34 in this Offering Circular.

Existing Units have been dealt on an ex-rights basis from Friday, 10 December 2021. Dealings in the nil-paid Rights Issue Units will take place from Tuesday, 21 December 2021 to Friday, 31 December 2021 (both days inclusive). Unitholders and potential investors of Yuexiu REIT should note that the Rights Issue is subject to the fulfilment of the conditions referred to in section 2.18 headed "Rights Issue — Conditions of the Rights Issue" in the "Letter from the Board" in this Offering Circular. Accordingly, the Rights Issue may or may not proceed. Unitholders and potential investors should exercise extreme caution when dealing in the Units, and if they are in any doubt about their position, they should consult their professional advisers.

17 December 2021

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The Rights Issue is conditional upon, among others: (i) the granting of the Whitewash Waiver by the Executive (and any such grant not having been withdrawn or revoked) and the satisfaction of any condition attached to the Whitewash Waiver; and (ii) the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. If the Rights Issue does not become unconditional, the Rights Issue will not proceed and the Manager will make an announcement at the relevant time. Existing Units have been dealt on an ex-rights basis from Friday, 10 December 2021. Dealings in the nil-paid Rights Issue Units will take place from Tuesday, 21 December 2021 to Friday, 31 December 2021 (both days inclusive). If the conditions of the Rights Issue (please refer to the section 2.18 headed “Rights Issue — Conditions of the Rights Issue” in the “Letter from the Board” in this Offering Circular below) are not fulfilled, the Rights Issue will not proceed.

Unitholders or other persons contemplating transferring, selling or purchasing the Units and/or nil-paid Rights Issue Units is advised to exercise caution when dealing in the Units and/or the nil-paid Rights Issue Units.

Any person or entity who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Unitholders or other person dealing in the Units or in the nil-paid Rights Issue Units up to the time at which the Rights Issue becomes unconditional will accordingly bear the risk that the Rights Issue may not become unconditional.

THE RIGHTS ISSUE DESCRIBED IN THIS OFFERING CIRCULAR IS NOT BEING MADE TO THE RIGHTS ISSUE NON-QUALIFYING UNITHOLDER(S) whom the Board, based on legal opinions provided by the Manager’s legal advisers, considers it necessary and expedient not to offer the Rights Issue to such Unitholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place. Please refer to section 2.7 headed “Rights Issue — Rights Issue of Overseas Unitholders” in the “Letter from the Board” in this Offering Circular.

DISTRIBUTION OF THIS OFFERING CIRCULAR AND OTHER OFFERING DOCUMENTS

THIS OFFERING CIRCULAR DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF ANY OFFER TO ACQUIRE, ANY SECURITIES OF YUEXIU REIT (INCLUDING THE UNITS AND THE RIGHTS ISSUE UNITS (IN THEIR NIL-PAID OR FULLY-PAID FORMS)) OR TO TAKE UP ANY ENTITLEMENTS TO THE NIL-PAID RIGHTS ISSUE UNITS OR THE RIGHTS ISSUE UNITS IN ANY JURISDICTION IN WHICH SUCH AN OFFER, SOLICITATION OR SALE IS UNLAWFUL.

None of the nil-paid Rights Issue Units, the Rights Issue Units, this Offering Circular, the PAL will be registered or filed under the securities laws of any jurisdictions. Accordingly, the nil-paid Rights Issue Units and the Rights Issue Units may not be offered, sold, pledged, taken up, resold, renounced, transferred or delivered, directly or indirectly, into or within any jurisdiction absent registration or qualification under the respective securities laws of such jurisdiction, or exemption from the registration or qualification requirement under applicable rules of such jurisdiction. The Manager (as manager of Yuexiu REIT) reserves the right to permit any Unitholder (whether as a direct holder or beneficial holder) whose registered address is in, or who otherwise resides in, a jurisdiction

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other than Hong Kong to take up Rights Issue Units if Yuexiu REIT, in its absolute discretion, is satisfied that the transaction in question is exempted from or not subject to the legislation or regulations in that jurisdiction which would otherwise give rise to restrictions upon the offer or take-up of Rights Issue Units in that jurisdiction and to treat as invalid any acceptances of or applications for the Rights Issue Units where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. In any event, the Rights Issue will not be extended into the United States and any Unitholder whose registered address is in, or who otherwise resides in, the United States are excluded from the Rights Issue. Accordingly, such Overseas Unitholders and beneficial holders of Units should exercise caution when dealing in the Units.

Each person or entity acquiring the nil-paid Rights Issue Units and/or Rights Issue Units under the Rights Issue will be required to confirm, or be deemed by his/her/its acquisition of the nil-paid Rights Issue Units and/or Rights Issue Units to confirm, that he/she/it is aware of the restrictions on offers and sales of the nil-paid Rights Issue Units and/or Rights Issue Units described in this Offering Circular.

NOTICE TO INVESTORS IN AUSTRALIA

No offers of Rights Issue Units are being made in Australia other than to a limited number of unitholders in reliance on ASIC Corporations (Foreign Small Scale Offers) Instrument 2015/362 or in any other manner that does not require disclosure to investors under the Corporations Act 2001 (Cth)(“**Corporations Act**”).

This Offering Circular does not constitute a prospectus, product disclosure statement or any other formal disclosure document for the purposes of the Corporations Act and does not purport to and is not required to include the information required in a prospectus, product disclosure statement or other disclosure document prepared in accordance with the requirements of the Corporations Act. This Offering Circular has been prepared for the purposes of compliance with foreign regulatory requirements. The contents of this Offering Circular have not been and will not be reviewed or approved by, or lodged with, the Australian Securities and Investments Commission (“**ASIC**”), the Australian Securities Exchange or any other regulatory authority in Australia. Yuexiu REIT is not subject to the continuous disclosure requirements that apply in Australia.

Australian resident Unitholders should not construe anything in this Offering Circular as legal, business or tax advice nor as financial product advice for the purposes of Chapter 7 of the Corporations Act. Unitholders should contact their professional advisers if they have any questions about this Offering Circular.

As any offer of Rights Issue Units under this Offering Circular, any supplement accompanying this Offering Circular or any other document will be made without disclosure in Australia under Part 7.9 of the Corporations Act, the offer of those Rights Issue Units for resale in Australia within 12 months after their issue may, under the Corporations Act, require disclosure to investors if none of the exemptions in the Corporations Act applies to that resale. By applying for the Rights Issue Units, each purchaser or subscriber of Rights Issue Units undertakes to Yuexiu REIT that such purchaser or subscriber will not, for a period of 12 months from the date of issue or purchase of the Rights Issue

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Units, offer, transfer, assign or otherwise alienate those securities, or grant, issue or transfer interests in or options over them, to investors in Australia except in circumstances where disclosure to investors is not required under the Corporations Act or where a compliant disclosure document is prepared and lodged with ASIC.

NOTICE TO INVESTORS IN CANADA

Neither the nil-paid Rights Issue Units nor the Rights Issue Units may be distributed, directly or indirectly, in any province or territory of Canada or to or for the benefit of any resident of any province or territory of Canada except pursuant to an exemption from the requirement to file a prospectus or rights offering circular with regulatory bodies in the province or territory of Canada in which the offer or sale is made and as agreed by the Bank. This Offering Circular is being provided to persons resident in Canada for information purposes only.

This Offering Circular should not be construed as legal, financial or tax advice to any individual, as each individual's circumstances are different. Investors should consult with their own professional advisers regarding their particular circumstances. This Offering Circular is not, and under no circumstances is to be construed as, a prospectus, an advertisement or a public offering of the nil-paid Rights Issue Units or the Rights Issue Units described herein in any province or territory of Canada. No securities commission or similar authority in Canada has reviewed or in any way passed upon this Offering Circular or the merits of the nil-paid Rights Issue Units or the Rights Issue Units, and any representation to the contrary is an offence.

NOTICE TO INVESTORS IN THE PRC

None of the information in this Offering Circular nor any other document relating to the Rights Issue constitutes a public offer of the Rights Issue Units in both their nil-paid and fully-paid forms, whether by way of sale or subscription, in the PRC. According to relevant PRC laws and regulations, the Rights Issue Units in both their nil-paid and fully-paid forms shall not be offered and may not be offered or sold directly or indirectly in the PRC to any person or entity, unless it has otherwise been exempted by or has obtained the necessary and appropriate approvals from the relevant PRC authorities in accordance with the applicable PRC laws and regulations. In each case, Yuexiu REIT reserves the absolute discretion in determining whether to allow such participation as well as the identities of the persons who may be allowed to do so.

If a Unitholder resident in the PRC and/or any other PRC resident (including both individuals and companies) wishes to invest in the nil-paid Rights Issue Units or the fully-paid Rights Issue Units, he/she/it shall be responsible for complying with the relevant laws of the PRC. Yuexiu REIT will not be responsible for verifying the PRC legal qualification of such Unitholder and/or resident and thus, should Yuexiu REIT suffer any losses or damages due to non-compliance with the relevant laws of the PRC by any such Unitholder and/or resident, the Unitholder and/or resident shall be responsible to compensate Yuexiu REIT for the same. Yuexiu REIT shall not be obliged to issue the nil-paid Rights Issue Units or the fully-paid Rights Issue Units to any such Unitholder and/or resident, if issuing the nil-paid Issue Units or the fully-paid Rights Issue Units to them does not comply with the relevant laws of the PRC.

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NOTICE TO INVESTORS IN MACAU

The nil-paid Rights Issue Units and the Rights Issue Units are not required to be registered with the Macau Monetary Authority or with any other authority under the laws and regulations of Macau and this Offering Circular may be despatched to Overseas Unitholders with registered addresses in Macau without any restrictions. In view of this, the Directors have decided to extend the Rights Issue to Overseas Unitholders with registered addresses in Macau, and such Overseas Unitholders are Rights Issue Qualifying Unitholders.

NOTICE TO INVESTORS IN MALAYSIA

No approval or recognition from the Malaysian Securities Commission (“SC”) has been or will be obtained in relation to any offer of the Rights Issue, and no registration of disclosure document or prospectus with the SC has been made or will be made. The nil-paid Rights Issue Units or fully-paid Rights Issue Units, pursuant to the Rights Issue, may not be offered or sold in Malaysia except to the Rights Issue Qualifying Unitholder in Malaysia and the Rights Issue Units not taken up may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, the relevant paragraph within Schedule 6 of the Malaysian Capital Markets and Services.

NOTICE TO INVESTORS IN THAILAND

The nil-paid Rights Issue Units and the Rights Issue Units have not been offered or sold and will not be offered or sold in Thailand, except by way of rights offering in accordance with Section 33 of the Securities and Exchange Act B.E. 2535 (as amended) or by way of private placement offer in accordance with the conditions as prescribed in the Thai Capital Market Supervisory Board’s Notification No. TorJor. 5/2558 re: rules regarding private placement offer of shares issued by foreign entities dated 23 March 2015, as amended from time to time, (the “**Private Placement Notification**”) and other applicable regulations of the Thai Securities and Exchange Commission (the “**Thai SEC**”) and Capital Market Supervisory Board.

According to the Private Placement Notification, the following statement needs to be inserted in this Offering Circular for the purpose of the private placement offer being made to investors in Thailand:

“Within two years from the date when Yuexiu REIT has registered the change to its paid-up share capital and there has been no shares or underlying shares which could be offered pursuant to the deemed approval received from the Office of the Thai SEC, Yuexiu REIT will not sign to certify the

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accuracy of information in the registration statement and draft prospectus submitted to the office at the Thai SEC either by its shareholders or itself, except for the following cases:

- (a) the Office of the Thai SEC has granted to it an approval to publicly offer for sale of its newly issued shares;
- (b) such registration statement has been made for the purpose of listing the units of Yuexiu REIT on the Stock Exchange of Thailand; or
- (c) Yuexiu REIT has listed its units on the Stock Exchange of Thailand.”

The Offering Circular is provided to you solely at your request and is not intended to be either an offer, sale, or invitation for subscription or purchase of securities in Thailand or a solicitation to subscribe for or purchase the nil-paid Rights Issue Units or fully-paid Rights Issue Units.

This Offering Circular has not been registered as a prospectus with the Office of the Securities and Exchange Commission of Thailand. This document and any other information, in connection with the offer or sale, or invitation for subscription or purchase, of the securities, may not be circulated or distributed, nor may the securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public or any members of the public in Thailand.

Neither Yuexiu REIT, nor its representatives, directors, and employees make any representations or warranties, express or implied, with respect to the completeness or accuracy of any of the information contained in this document, or any other information (whether communicated in written or oral form) transferred or made available to you.

This document is provided to you for your information only. It is not an advertisement, investment recommendation, research, or advice. It does not have regard to the specific investment objectives, financial situation, or needs of any specific person. You should seek advice from a financial adviser. Past performance of the securities, and any forecasts on the economy, stock or bond market, or economic trends are not indicative of the future performance. The value of the securities may fall or rise. No representation or warranty is made that any indicative performance or return will be achieved in the future by Yuexiu REIT. Yuexiu REIT is not licensed to carry out securities offering or securities business activities in Thailand.

NOTICE TO INVESTORS IN THE UNITED KINGDOM

Neither the information in this Offering Circular nor any other document relating to the Rights Issue has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (“FSMA”)) has been published or is intended to be published in respect of the Rights Issue Units in both their nil-paid and fully-paid forms.

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This Offering Circular is issued on a confidential basis to fewer than 150 persons (other than “**qualified investors**” (within the meaning of Article 2(e) of the Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”)) in the United Kingdom, and the nil-paid rights and the Rights Issue Units may not be offered or sold in the United Kingdom by means of this Offering Circular, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of FSMA. This Offering Circular should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the Rights Issue Units in both their nil-paid and fully-paid forms has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to Yuexiu REIT.

In the United Kingdom, this Offering Circular is being distributed only to, and is directed at: (i) persons who fall within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (“**FPO**”); (ii) persons who fall within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO; (iii) persons who fall within Article 48 (certified high net worth individual) of the FPO; or (iv) any other person to whom it may otherwise be lawfully communicated pursuant to applicable law and regulation in the United Kingdom (together “**relevant persons**”). The investments to which this Offering Circular relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this Offering Circular or any of its contents.

REPRESENTATIONS AND WARRANTIES

Each purchaser of the nil-paid Rights Issue Units or subscriber for the Rights Issue Units will be deemed (by accepting delivery of this Offering Circular) to have agreed and given each of the following representations and warranties to Yuexiu REIT and the Manager and to any person acting on their behalf, unless the Manager (in its sole discretion) waives such requirement expressly in writing:

- (i) he/she/it was a Rights Issue Qualifying Unitholder as at 5:00 p.m. on the Rights Issue Record Date, or he/she/it lawfully acquired or may lawfully acquire the nil-paid Rights Issue Units, directly or indirectly, from such a person or entity;
- (ii) he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Issue Units and/or the Rights Issue Units in the jurisdiction in which he/she/it resides or is currently located;
- (iii) he/she/it is not resident or located in, or a citizen of, the United States;
- (iv) he/she/it is not accepting an offer to acquire or take up the nil-paid Rights Issue Units or Rights Issue Units on a non-discretionary basis for a person or entity who is resident or located in, or a citizen of, the United States at the time the instruction to accept was given;

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- (v) he/she/it is not taking up for the account of any person or entity who is located in the United States, unless (a) the instruction to purchase or take up the nil-paid Rights Issue Units or to subscribe for or accept Rights Issue Units was received from a person or entity outside the United States and (b) the person or entity giving such instruction has confirmed that he/she/it (1) has the authority to give such instruction and (2) either (A) has investment discretion over such account or (B) is an investment manager or investment company that is acquiring the nil-paid Rights Issue Units and/or the Rights Issue Units in an “offshore transaction” within the meaning of Regulation S;
- (vi) he/she/it is acquiring the nil-paid Rights Issue Units and/or the Rights Issue Units in an “offshore transaction” as defined in Regulation S;
- (vii) he/she/it has not been offered the Rights Issue Units by means of any “directed selling efforts” as defined in Regulation S;
- (viii) he/she/it is not acquiring the nil-paid Rights Issue Units or Rights Issue Units with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of such nil-paid Rights Issue Units or Rights Issue Units into the United States; and
- (ix) he/she/it understands that neither the nil-paid Rights Issue Units nor the Rights Issue Units have been or will be registered under the US Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States and the nil-paid Rights Issue Units and Rights Issue Units are being distributed and offered only outside the United States in reliance on Regulation S. Consequently he/she/it understands the nil-paid Rights Issue Units or Rights Issue Units may not be offered, sold, allotted, taken up, exercised, resold, renounced, pledged, delivered, distributed or otherwise transferred in or into the United States, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the representations and warranties above.

FORWARD-LOOKING STATEMENTS

All statements in this Offering Circular other than statements of historical fact are forward-looking statements. In some cases, forward-looking statements may be identified by the use of words such as “might”, “may”, “could”, “would”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “plan”, “seek”, “continue”, “illustration”, “projection” or similar expressions and the negative thereof. Forward-looking statements in this Offering Circular include, without limitation, statements in respect of the Yuexiu REIT Group’s business strategies, service offerings, market position, competition, financial prospects, performance, liquidity and capital resources, as well as statements regarding trends in the relevant industries and markets in which the Yuexiu REIT Group operates, technological advances, financial and economic developments, legal and regulatory changes and their interpretation and enforcement.

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The forward-looking statements in this Offering Circular are based on the present expectations of the management of Yuexiu REIT about future events. The present expectations of the Manager reflect numerous assumptions regarding the Yuexiu REIT Group's strategy, operations, industry, developments in the credit and other financial markets and trading environment. By their nature, these assumptions are subject to known and unknown risks and uncertainties, which could cause actual results and future events to differ materially from those implied or expressed by forward-looking statements. Should one or more of these risks or uncertainties materialise, or should any assumptions underlying forward-looking statements prove to be incorrect, the Yuexiu REIT Group's actual results could differ materially from those expressed or implied by forward-looking statements. Additional risks not known to the Yuexiu REIT Group or that the Yuexiu REIT Group does not currently consider material could also cause the events and trends discussed in this Offering Circular not to occur, and the estimates, illustrations and projections of financial performance not to be realised.

Prospective investors are cautioned that forward-looking statements speak only as at the date of publication of this Offering Circular. Except as required by applicable law, the Yuexiu REIT Group does not undertake, and expressly disclaims, any duty to revise any forward-looking statement in this Offering Circular, be it as a result of new information, future events or otherwise.

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DEFINITIONS

In this Offering Circular, the following definitions apply throughout unless otherwise stated. Also, where terms are defined and used in only one section of this document, those defined terms are not included in the table below:

2012 Circular	the circular dated 30 June 2012 issued by Yuexiu REIT to Unitholders in respect of, among other things, the acquisition of Guangzhou IFC
2021 Deferred Units	the deferred units to be issued by Yuexiu REIT to Yuexiu Property (or its nominee) on 31 December 2021 in accordance with the Indebtedness Agreement for settlement of the balance of the Guangzhou IFC Consideration, which is more fully described in the 2012 Circular
Acquisition	the proposed acquisition by Yuexiu REIT (through the Purchaser) of the Property from the Vendor through the purchase of the Sale Shares pursuant to the Acquisition Deed
Acquisition Completion	completion of the Acquisition pursuant to the Acquisition Deed, as more particularly described in section 2.2.4 headed “The Acquisition — Key terms of the Acquisition Deed — Completion of the Acquisition” in the Circular
Acquisition Completion Date	the date on which Acquisition Completion takes place
Acquisition Consideration	has the meaning ascribed to this term in section 2.2.1 headed “The Acquisition — Key terms of the Acquisition Deed — Consideration and payment terms for the Acquisition” in the Circular
Acquisition Deed	the deed in respect of the Acquisition dated 24 October 2021 and entered into between the Purchaser, the Vendor and Yuexiu Property
Announcement	the announcement of Yuexiu REIT dated 24 October 2021 relating to, among other things, the Acquisition and the Rights Issue
associate	has the meaning ascribed to this term in the REIT Code
Board	the board of Directors
Business Day	any day (excluding Saturdays, Sundays, public holidays and days on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted in Hong Kong at any time between the hours of 9:00 a.m. and 5:00 p.m.) on which licensed banks are open for general business in Hong Kong
BVI	British Virgin Islands

DEFINITIONS

CCASS	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
CCPT Matters Requiring Approval	the Connected Leasing Transactions under the Yuexiu Leasing Framework Agreement and the proposed annual caps applicable thereto for the financial years ending 31 December 2022 and 31 December 2023
Chong Hing Bank	Chong Hing Bank Limited, a limited liability company incorporated in Hong Kong which was previously listed on the Main Board of the Stock Exchange (former stock code: 01111) prior to being delisted from the Stock Exchange in September 2021
Circular	the circular of Yuexiu REIT dated 13 November 2021 despatched by the Manager to the Unitholders in relation to, among other things, the Matters Requiring Approval
Compensatory Arrangements	the arrangement involving the placing of the Placing Units, if any, by the Placing Agents on a best effort basis pursuant to the Placing Agreement in accordance with Rule 7.21(1)(b) of the Listing Rules
connected person	has the meaning ascribed to this term in the REIT Code
Core Area of ZJNT	the central business district of Zhujiang New Town, which is more particularly demarcated in the Market Consultant Report as appended to the Circular
Deferred Unit(s)	the deferred Unit(s) to be issued by Yuexiu REIT to Yuexiu Property (or its nominee) for settlement of the balance of the Guangzhou IFC Consideration, which is more fully described in the 2012 Circular
Deferred Units Arrangement Modification	the modification to the mechanism relating to the number of Deferred Units to be issued under the Indebtedness Agreement, as more particularly described in section 10 headed “Modification of Deferred Units Arrangement” in the Circular
Deferred Units Issue Price	being HKD4.00, subject to adjustments for Deferred Units Adjustment Events
Deferred Units Issue Price Adjustment	the adjustment to the Deferred Units Issue Price in respect of the Deferred Units to be issued following Rights Issue Completion, as more particularly described in section 10.2 headed “Modification of Deferred Units Arrangement — Adjustments to Deferred Units Issue Price” in the Circular

DEFINITIONS

Deposited Property	all the assets of Yuexiu REIT, including the Existing Properties held in Yuexiu REIT's portfolio and, after Acquisition Completion, the assets of the Target Group
Director(s)	director(s) of the Manager
DPU	distribution per Unit
DPU Yield	means DPU, on an annualised basis, divided by the market price of a Unit (either the closing price per Unit as quoted by the Stock Exchange or otherwise defined)
Dragon Yield	Dragon Yield Holding Limited, a BVI business company incorporated in the BVI and which is directly wholly-owned by Yuexiu Property and is a Substantial Unitholder of Yuexiu REIT holding approximately 35.1% of the issued Units
EGM	the extraordinary general meeting of Unitholders convened by and referred to in the EGM Notice
EGM Notice	the notice included in the Circular in respect of the EGM to consider and, if thought fit, approve the Matters Requiring Approval
Enlarged Group	collectively, Yuexiu REIT and, after Acquisition Completion, the Target Group
Excluded Jurisdictions	Canada, the PRC, Thailand and the United Kingdom, being the jurisdictions in respect of which the Directors have determined, in accordance with Rule 13.36(2)(a) of the Listing Rules, that it is necessary or expedient not to offer Rights Issue Units (in their nil-paid and fully-paid forms) to Unitholders in such jurisdictions on account either of the legal restrictions under the laws of such jurisdiction or the requirements of a relevant regulatory body or stock exchange in such jurisdiction
Executive	the Executive Director of the Corporate Finance Division of the SFC or any of his/her delegate(s)
Existing Property(ies)	the property(ies) currently held by Yuexiu REIT as at the Latest Practicable Date as described in the annual report of Yuexiu REIT for the year ended 31 December 2020 published on 26 April 2021
Financing Structure	has the meaning as set out under section 5.1 headed "Financing of the Acquisition — Financing Structure" in the Circular

DEFINITIONS

GCCDL	Guangzhou City Construction & Development Co. Ltd.* (廣州市城市建設開發有限公司), a company incorporated in the PRC, which is the original developer of the Property
Gearing Ratio	at the time of a new borrowing, the aggregate of the existing borrowings of Yuexiu REIT and such new borrowing as a percentage of the total gross asset value of the Deposited Property as set out in Yuexiu REIT's latest published audited accounts immediately prior to such new borrowing being effected (as adjusted in accordance with the Trust Deed)
General Partner	Guangzhou Junsheng Economic Information Consultancy Company Limited* (廣州駿盛經濟信息諮詢有限公司), a company incorporated in the PRC wholly-owned by the Limited Partner
Grade A	has the meaning ascribed to this term in Appendix 6 headed "Market Consultant Report for the Guangzhou Property Market" appended to the Circular
Guangzhou IFC	Guangzhou International Finance Center (廣州國際金融中心), located at No. 5 Zhujiang West Road, Tianhe District, Guangzhou, Guangdong Province, PRC
Guangzhou IFC Consideration	the consideration payable to Yuexiu Property in relation to Yuexiu REIT's acquisition of Guangzhou IFC
GZYX	Guangzhou Yue Xiu Holdings Limited* (廣州越秀集團股份有限公司), a company established in the PRC with limited liability, which is majority owned by the Guangzhou Municipal People's Government of the PRC. GZYX, being the holding company of Yue Xiu and the ultimate holding company of Yuexiu Property and indirectly owns as to approximately 39.8% of the issued shares of the latter, is also the holding company (and hence an associate) of the Manager and Dragon Yield and therefore a connected person of Yuexiu REIT
Hangzhou Property	means Hangzhou Victory Business Center Tower 2 (杭州維多利商務中心2幢) located in Qianjiang New Town, Jianggan District, Hangzhou, Zhejiang Province, PRC
HKD or Hong Kong dollar(s)	Hong Kong dollar(s), the lawful currency of Hong Kong
HKSCC	Hong Kong Securities Clearing Company Limited
Hong Kong	the Hong Kong Special Administrative Region of the People's Republic of China

DEFINITIONS

Indebtedness Agreement	the indebtedness agreement dated 28 May 2012 between Yuexiu Property (as assignor), the Trustee (as assignee, on behalf of Yuexiu REIT and acting on the instructions of the Manager) and the Manager (as amended and supplemented by the Supplemental Indebtedness Agreement)
Independent Property Valuer	Colliers International (Hong Kong) Limited, being the principal valuer of Yuexiu REIT
Independent Unitholder(s)	<p>(i) for the purpose of the Matters Requiring Approval (other than the Whitewash Waiver), Unitholder(s) other than those who have a material interest in the relevant resolutions that is different from that of all other Unitholders, within the meaning of paragraphs 8.7F and 9.9(f) of the REIT Code, and who are entitled to vote at the EGM; and</p> <p>(ii) for the purpose of the Whitewash Waiver and the Transaction Matters Requiring Approval, Unitholder(s) other than any Unitholder who is interested or involved in the Whitewash Waiver, the Acquisition, the Placing Agreement and/or the Underwriting Agreement and the transactions contemplated thereunder (including members of the (i) Yuexiu Concert Group, (ii) Mr. Lee Ka Lun, Mr. Lin Feng and Mr. Lin Zhaoyuan (all of whom are directors of Yuexiu Property), and (iii) DBS Bank Ltd. (being the holding company of one of Financial Advisers and Placing Agents) and BOCI Securities Limited (being a wholly-owned subsidiary of one of the Placing Agents, BOCI Asia Limited), each of which holds Units on a proprietary basis)</p>
INED(s)	independent non-executive Director(s)
Intermediary	in relation to a beneficial owner whose Units are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the beneficial owner's broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the beneficial owner's units with a CCASS participant
Intermediary Entities	collectively, the Limited Partner, the General Partner, the Limited Liability Partnership and, before the completion of the Reverse Merger, the PRC Intermediary Companies
Irrevocable Undertaking(s)	has the meaning ascribed to this term in section 2.17 headed "Rights Issue — Irrevocable Undertakings by Yue Xiu and Yuexiu Property"

DEFINITIONS

Last Trading Day	Friday, 22 October 2021, being the last Trading Day of the Units on the Stock Exchange before the publication of the Announcement
Latest Practicable Date	Tuesday, 14 December 2021, being the latest practicable date prior to the printing of this Offering Circular for the purpose of ascertaining certain information contained in this Offering Circular
Latest Time for Acceptance	4:30 p.m. on Wednesday, 5 January 2022 (or such other time or date as may be determined by the Manager), being the latest time for acceptance of the offer of and payment for, the Rights Issue Units
Latest Time for Termination	4:00 p.m. on Thursday, 6 January 2022 (or such other time or date as may be agreed between the Manager and the Placing Agents), being the latest time for the Placing Agreement to be terminated and the Rights Issue to become unconditional
Limited Liability Partnership	Guangzhou Huisheng Industrial Investment Enterprise Partnership (Limited Partnership)* (廣州滙盛實業投資合夥企業 (有限合夥)), a limited liability partnership established under PRC law pursuant to the limited liability partnership agreement dated 1 July 2021 entered into between the General Partner and the Limited Partner
Limited Partner	Legend Smart (China) Limited (駿邦(中國)有限公司), a company incorporated in Hong Kong indirectly wholly-owned by Yuexiu Property as at the Latest Practicable Date
Listing Rules	The Rules Governing the Listing of Securities on the Stock Exchange (modified as appropriate pursuant to the REIT Code)
Manager	Yuexiu REIT Asset Management Limited, in its capacity as the manager of Yuexiu REIT, a company incorporated under the laws of Hong Kong and directly wholly-owned by Yuexiu Property as at the Latest Practicable Date
Market Price	as defined under the Trust Deed, which applied to the present case is the higher of: (a) the closing price of the Units on the Stock Exchange on the date of the Underwriting Agreement (being 24 October 2021); and (b) the average closing price of the Units in the ten Trading Days of the Stock Exchange immediately prior to the earlier of: (i) the date of the Announcement; (ii) the date of the Underwriting Agreement; and (iii) the date on which the Rights Issue Subscription Price was fixed, all being 24 October 2021

DEFINITIONS

Matters Requiring Approval	collectively, the Transaction Matters Requiring Approval and the CCPT Matters Requiring Approval
Maximum Untaken Rights Issue Units	the maximum number of Untaken Rights Issue Units, being 730,822,457 Rights Issue Units, which represents the total number of Rights Issue Units minus the sum of the Yuexiu Property Entitlement Units and the Yue Xiu Entitlement Units, and assuming no change of number of Units on or before the Rights Issue Record Date
MTN Issuer	Yuexiu REIT MTN Company Limited, in its capacity as the issuer in respect of the MTN Programme, a limited liability company incorporated in the BVI and a wholly-owned subsidiary of Yuexiu REIT
MTN Programme	has the meaning ascribed to this term in section 13 of Appendix 4 headed “Material Contracts”
MTN Programme 2021 Notes	has the meaning ascribed to this term in section 13 of Appendix 4 headed “Material Contracts”
MTN Programme Guarantor	the Trustee in its capacity as the guarantor in respect of the MTN Programme
MTN Programme Trustee	Citicorp International Limited, in its capacity as trustee in respect of the MTN Programme, a limited liability company incorporated in Hong Kong
Naming Rights	has the meaning ascribed to this term in section 3.9.2(e) headed “The Property — Management strategy — Management of the Property — Naming Rights Agreement” in the Circular
Naming Rights Agreement	has the meaning ascribed to this term in section 3.9.2(e) headed “The Property — Management strategy — Management of the Property — Naming Rights Agreement” in the Circular
Net Gain	has the meaning ascribed to this term in section 2.11 headed “Rights Issue — Procedures in respect of the Unsubscribed Rights Issue Units, the NQU Unsold Rights Issue Units, unsold fractions of the Rights Issue Units and the Compensatory Arrangements”
New Bank Facility	has the meaning ascribed to this term in section 5.4 headed “Financing of the Acquisition — New Bank Facility” in the Circular

DEFINITIONS

No-Action Unitholder(s)	Rights Issue Qualifying Unitholder(s) who do not subscribe for the Rights Issue Units (whether partially or fully) under the PALs or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed, or Rights Issue Non-Qualifying Unitholders (as the case may be)
NQU Unsold Rights Issue Unit(s)	the Rights Issue Unit(s) which would otherwise has/have been provisionally allotted to the Rights Issue Non-Qualifying Unitholder(s) in nil-paid form that has/have not been sold by Yuexiu REIT
Offering Circular Despatch Date	Friday, 17 December 2021 (or such other date as may be determined by the Manager), being the date of despatch of the Offering Documents to the Rights Issue Qualifying Unitholders (or this Offering Circular to the Rights Issue Non-Qualifying Unitholders for information only, as the case may be)
Offering Documents	collectively, this Offering Circular and the PAL
One-Off Fees and Charges	has the meaning ascribed to this term in section 6.1 headed “Fees and Charges in relation to the Acquisition — Fees and charges payable in relation to the Acquisition” in the Circular
Overseas Unitholder(s)	Unitholder(s) with registered address(es) (as shown on the register of Unitholders on the Rights Issue Record Date) which is/are outside Hong Kong
PAL(s)	the provisional allotment letter(s) for the Rights Issue
Placee(s)	any individual, corporate, institutional investor(s) or other investor(s), who and whose ultimate beneficial owner(s) shall not be a party acting in concert with the Yuexiu Concert Group or any of its members, and shall be Placing Independent Third Party(ies), procured by the Placing Agents and/ or its sub-placing agent(s) to subscribe for any of the Placing Units pursuant to the Placing Agreement
Placing	has the meaning ascribed to this term in section 2.19 headed “Rights Issue — The Placing Agreement”
Placing Agents	DBS Asia Capital Limited, BOCI Asia Limited, China International Capital Corporation Hong Kong Securities Limited, Haitong International Securities Company Limited and Yue Xiu Securities Company Limited, each being a placing agent appointed by the Manager to place any Placing Unit under the Compensatory Arrangements in accordance with Rule 7.21(1)(b) of the Listing Rules

DEFINITIONS

Placing Agreement	the placing agreement dated 24 October 2021 entered into between the Manager and the Placing Agents in relation to placing of the Placing Units
Placing Independent Third Party	any person or company and their respective ultimate beneficial owner(s) who, as far as the Directors are aware after having made all reasonable enquiries, are not connected persons of Yuexiu REIT and are third parties independent of Yuexiu REIT and its connected persons within the meaning of the REIT Code and the Listing Rules (modified as appropriate pursuant to the REIT Code)
Placing Unit(s)	the Unsubscribed Rights Issue Units, the NQU Unsold Rights Issue Units and/or unsold fractions of the Rights Issue Units
PRC or China	the People's Republic of China but excluding, for the purposes of this Offering Circular, Hong Kong, Taiwan and the Macao Special Administrative Region
PRC Intermediary Companies	Guangzhou Lingsheng Economic Information Consultancy Company Limited* (廣州領盛經濟信息諮詢有限公司), Guangzhou Chuangsheng Economic Information Consultancy Company Limited* (廣州創盛經濟信息諮詢有限公司) Guangzhou Hongsheng Economic Information Consultancy Company Limited* (廣州弘盛經濟信息諮詢有限公司), and Guangzhou Kaisheng Economic Information Consultancy Company Limited* (廣州凱盛經濟信息諮詢有限公司), being companies incorporated in the PRC each of which is the direct owner of a Project Company respectively as at the Latest Practicable Date
Project Companies	collectively, Guangzhou Jiayao Real Estate Co., Ltd.* (廣州佳耀置業有限公司), Guangzhou Jinyao Real Estate Co., Ltd.* (廣州晉耀置業有限公司), Guangzhou Jingyao Real Estate Co., Ltd.* (廣州景耀置業有限公司) and Guangzhou Yuyao Real Estate Co., Ltd.* (廣州譽耀置業有限公司), being companies incorporated in the PRC and the direct owners of the Property
Property	the property subject of the Acquisition, particulars of which are provided in section 3.3 headed "The Property — Key information" in the Circular
Purchaser	Yuexiu REIT 2018 Company Limited, a BVI business company incorporated in the BVI and a SPV wholly-owned by Yuexiu REIT
REIT	real estate investment trust

DEFINITIONS

REIT Code	the Code on Real Estate Investment Trusts published by the SFC as amended, supplemented or otherwise modified for the time being
Relevant Market Price	has the meaning set out in section 10.2 headed “Modification of Deferred Units Arrangement — Adjustments to Deferred Units Issue Price” in the Circular
Reverse Merger	has the meaning ascribed to this term in section 4.3 headed “Holding Structure of the Property and Reverse Merger — Reverse Merger” in the Circular
Rights Issue	the proposed issue of the Rights Issue Units by Yuexiu REIT on the basis of thirty seven (37) Rights Issue Units for every one hundred (100) existing Units held on the Rights Issue Record Date and subject to the conditions set out in section 2.18 headed “Rights Issue — Conditions of the Rights Issue”
Rights Issue Completion	the completion of the Rights Issue, which is currently expected to take place on or about Wednesday, 26 January 2022
Rights Issue Non-Qualifying Unitholder(s)	the Overseas Unitholder(s) whom the Board, based on legal opinions provided by the Manager’s legal advisers, considers it necessary and expedient not to offer the Rights Issue to such Overseas Unitholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
Rights Issue Qualifying Unitholder(s)	Unitholder(s) whose names appear on the register of Unitholders and any person holding Units through CCASS at 5:00 p.m. on the Rights Issue Record Date, other than the Rights Issue Non-Qualifying Unitholders
Rights Issue Record Date	Thursday, 16 December 2021 (or such other date as may be determined by the Manager), being the date by reference to which entitlements of Unitholders to participate in the Rights Issue will be determined
Rights Issue Subscription Price	HKD3.20 per Rights Issue Unit under the Rights Issue
Rights Issue Unit(s)	the new Unit(s) to be allotted and issued by Yuexiu REIT under the Rights Issue
RMB	Renminbi, the official currency of the PRC
Sale Shares	all of the issued shares of the Target Company, representing the entire equity interest in the Target Company

DEFINITIONS

Second Supplemental Indebtedness Agreement	the agreement dated 24 October 2021 entered into amongst Yuexiu Property (as assignor), the Trustee and the Manager in respect of the Deferred Units Arrangement Modification
SFC	the Securities and Futures Commission of Hong Kong
SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
Shanghai Yue Xiu Tower	means “Yuexiu Tower” (越秀大厦), located at No. 388 Fushan Road, Lot No. Qiu 2/9 Jiefang 302, Weifang Xincun Street, Pudong New District, Shanghai, PRC
Special Distribution	the conditional distribution described in section 8 headed “Declaration of Special Distribution” in the Circular
Stock Exchange	The Stock Exchange of Hong Kong Limited
Substantial Unitholder	has the same meaning as “substantial holder” as defined under the REIT Code
Takeovers Code	the Hong Kong Code on Takeovers and Mergers issued by the SFC (as amended from time to time)
Target Company	Gain Force Investments Ltd., a BVI business company incorporated in the BVI which is the indirect owner of the Project Companies, which in turn directly own the Property
Target Group	collectively, the Target Company, the Intermediary Entities and the Project Companies
Trading Day	a day on which, in the usual course, the Stock Exchange is open for the conduct of trading of securities
Transaction Matters Requiring Approval	the matters which required the approval of Independent Unitholders at the EGM being: (a) the Acquisition and the transactions contemplated under the Acquisition Deed; (b) the entry into of the Underwriting Agreement and the transactions contemplated thereunder; (c) the entry into of the Placing Agreement and the transactions contemplated thereunder; (d) the Deferred Units Arrangement Modification and the entry into of the Second Supplemental Indebtedness Agreement and the transactions contemplated thereunder; and (e) the Whitewash Waiver, as more fully described in the Circular
Trust Deed	the trust deed constituting Yuexiu REIT dated 7 December 2005 and entered into between the Trustee and the Manager, as may be amended and supplemented from time to time

DEFINITIONS

Trustee	HSBC Institutional Trust Services (Asia) Limited, in its capacity as trustee of Yuexiu REIT. All references to the Trustee in this Offering Circular are, as the context may require, to the Trustee acting on behalf of Yuexiu REIT and on the instructions of the Manager
Underwriter	Yue Xiu
Underwriting Agreement	the underwriting agreement dated 24 October 2021 entered into between the Manager and the Underwriter in relation to the Rights Issue
Unit	one undivided unit in Yuexiu REIT
Unitholder	any person registered as holding a Unit on the register of Unitholders
Unit Registrar	Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Unsubscribed Rights Issue Units	those Rights Issue Units that are not subscribed by the Rights Issue Qualifying Unitholders or renouncee(s) or transferee(s) of nil-paid rights whether or not under the PAL(s) during the Right Issue
Untaken Rights Issue Units	the Placing Units not placed by the Placing Agents under the Compensatory Arrangements
USD or US dollar(s)	United States dollar(s), the lawful currency of the United States of America
US Securities Act	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
Vendor	Guangzhou Construction & Development Holdings (China) Limited (城市建設開發集團(中國)有限公司), a BVI business company incorporated in the BVI and a direct wholly-owned subsidiary of Yuexiu Property, and as at the Latest Practicable Date, the direct owner of the Target Group, which in turn indirectly owns the Property
Whitewash Waiver	the whitewash waiver granted by the Executive under Note 1 on dispensations from Rule 26 of the Takeovers Code of the obligation on the part of Yue Xiu and Yuexiu Property to make a general offer for all issued Units and other securities of Yuexiu REIT (if any) not already owned or agreed to be acquired by Yue Xiu and parties acting in concert with it as a result of the taking up and subscription of the Untaken Rights Issue Units pursuant to the Underwriting Agreement

DEFINITIONS

Wuhan Property	the real property which comprises: (a) the entire 68-storey office and commercial development known as “Wuhan Yuexiu Fortune Centre (武漢越秀財富中心)”; (b) the entire 5-storey shopping arcade known as “Starry Victoria Shopping Centre (星匯維港購物中心)” (inclusive of a 1-storey basement); (c) 1,134 carpark spaces designated as spaces supporting (a) and (b); and (d) 375 carpark spaces designated as spaces supporting the residential development known as “Starry Winking”, and which is located in Hankou Riverside Business District in Wuhan, Hebei Province, PRC
Yue Xiu	Yue Xiu Enterprises (Holdings) Limited (越秀企業(集團)有限公司), a company incorporated in Hong Kong with limited liability. As at the date of this Offering Circular, Yue Xiu is the indirect holding company of Yuexiu Property through its approximately 39.8% interest in Yuexiu Property, which in turn directly wholly-owns the Manager and a Substantial Unitholder of Yuexiu REIT (being Dragon Yield). As the indirect holding company of the Manager and Dragon Yield, Yue Xiu is an associate of both entities and therefore a connected person of Yuexiu REIT
Yue Xiu Entitlement Units	26,366,784 Rights Issue Units to be provisionally allotted to Yue Xiu in respect of the Units held by it pursuant to the Rights Issue
Yue Xiu Group	collectively, GZYX and its subsidiaries
Yue Xiu Securities	Yue Xiu Securities Company Limited, a licensed corporation under the SFO to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO and its ordinary course of business includes placing and underwriting of securities. As at the date of this Offering Circular, Yue Xiu Securities is an indirect wholly-owned subsidiary of Yue Xiu. As Yue Xiu is also the indirect holding company of the Manager and a Substantial Unitholder of Yuexiu REIT (being Dragon Yield), Yue Xiu Securities is a fellow subsidiary (and hence an associate) of the Manager and Dragon Yield and therefore a connected person of Yuexiu REIT

DEFINITIONS

Yuexiu Concert Group	Yue Xiu and parties acting in concert with it under the Takeovers Code, including (but not limited to) Yuexiu Property (which, for the avoidance of doubt, excludes the Yuexiu REIT Group, Ms. Ou Haijing and Mr. Li Feng, each of whom, by virtue of being an executive Director and a non-executive Director, respectively, is presumed to be a party acting in concert with Yue Xiu pursuant to class (6) presumption under the definition of “acting in concert” under the Takeovers Code until Rights Issue Completion)
Yuexiu Property Entitlement Units	477,213,797 Rights Issue Units to be provisionally allotted to Yuexiu Property in respect of the Units held by it pursuant to the Rights Issue
Yuexiu Property or YXP	Yuexiu Property Company Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 123). Yuexiu Property, which wholly-owns the Manager and a Substantial Unitholder of Yuexiu REIT (being Dragon Yield), is an associate of the Manager and Dragon Yield and hence a connected person 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 Stock Exchange) and the companies controlled by it, as the context requires
Yuexiu REIT Group	means Yuexiu REIT and its subsidiaries
Yuexiu Transport	Yuexiu Transport Infrastructure Limited, a limited liability company incorporated in Hong Kong and listed on the Stock Exchange (Stock Code: 01052)
ZJNT	Guangzhou Zhujiang New Town (廣州珠江新城), which is more particularly demarcated in the Market Consultant Report
%	per cent or percentage

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Offering Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

DEFINITIONS

Any reference to a time of day in this Offering Circular shall be a reference to Hong Kong time unless otherwise stated.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Where applicable, figures and percentages are rounded to one decimal place.

For the purpose of this Offering Circular, unless otherwise indicated, conversion of RMB into HKD is calculated at the approximate exchange rate of HKD1.00 to RMB0.8321. This exchange rate is for illustration purposes only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at that rate or any other rate at all.

* *For identification purposes only.*

EXPECTED TIMETABLE

EXPECTED TIMETABLE FOR THE RIGHTS ISSUE

The expected time and dates in the timetable for the Rights Issue below and in this Offering Circular are indicative only and may be subject to change. Any such change will be announced in a separate announcement by the Manager as and when appropriate.

All time and date references contained in this Offering Circular shall refer to Hong Kong local time and dates.

Despatch date of the Offering Documents (in the case of the Rights Issue Non-Qualifying Unitholders, this Offering Circular only)	Friday, 17 December 2021
First day of dealings in nil-paid Rights Issue Units	Tuesday, 21 December 2021
Latest date and time for splitting nil-paid Rights Issue Units	4:30 p.m. on Tuesday, 28 December 2021
Last day of dealings in nil-paid Rights Issue Units	Friday, 31 December 2021
Latest date and time for acceptance and payment for Rights Issue Units (being the Latest Time for Acceptance)	4:30 p.m. on Wednesday, 5 January 2022
Latest date and time for the termination of the Placing Agreement and for the Rights Issue to become unconditional	4:00 p.m. on Thursday, 6 January 2022
Announcement of the number of Placing Units	Friday, 7 January 2022
Commencement of placing of Placing Units by the Placing Agents	Monday, 10 January 2022
Latest date and time for placing of Placing Units by the Placing Agents	4:00 p.m. on Tuesday, 18 January 2022
Announcement of allotment results of the Rights Issue (including results of placing of Placing Units)	Wednesday, 19 January 2022
Latest date for despatching refund cheques (if the Rights Issue does not become unconditional)	Tuesday, 25 January 2022
Latest date for despatching certificates for fully paid Rights Issue Units and completion of placing of Placing Units to take place on or around (if the Rights Issue becomes unconditional)	Tuesday, 25 January 2022
Commencement of dealings in fully-paid Rights Issue Units including any Placing Units	9:00 a.m. on Wednesday, 26 January 2022

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER AND EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS ISSUE UNITS

The Latest Time for Acceptance and payment of the Rights Issue Units will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, or “extreme conditions” caused by super typhoons or a “black” rainstorm warning issued by the Hong Kong Observatory:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 5 January 2022, being the date on which the Latest Time for Acceptance and payment of the Rights Issue Units falls. Instead the Latest Time for Acceptance and payment of the Rights Issue Units will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Wednesday, 5 January 2022, being the date on which the Latest Time for Acceptance and payment of the Rights Issue Units falls. Instead the Latest Time for Acceptance and payment of the Rights Issue Units will be rescheduled to 4:00 p.m. on the following Business Day which does not have any of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance and payment of the Rights Issue Units does not take place on Wednesday, 5 January 2022, the dates mentioned in this section may be affected. The Manager will make an announcement notifying the Unitholders on any changes to the expected timetable as soon as practicable.

SUMMARY OF THE RIGHTS ISSUE

The following information is derived from, and should be read in conjunction with, the full text of this Offering Circular.

Basis of the Rights Issue:	Thirty seven (37) Rights Issue Units for every one hundred (100) existing Units held on the Rights Issue Record Date
Rights Issue Subscription Price:	HKD3.20 per Rights Issue Unit
Number of Units in issue as at the Latest Practicable Date:	3,336,224,428 Units
Number of Rights Issue Units proposed to be issued:	1,234,403,038 Rights Issue Units
Number of enlarged Units in issue upon Rights Issue Completion:	4,570,627,466 Units
Gross proceeds to be raised before expenses:	Approximately HKD3,950 million
Net proceeds to be raised after expenses:	Approximately HKD3,919 million
Conditions:	The Rights Issue is conditional upon, amongst others: <ul style="list-style-type: none">(i) the granting of the Whitewash Waiver by the Executive (and any such grant not having been withdrawn or revoked) and the satisfaction of any condition attached to the Whitewash Waiver granted; and(ii) the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms.
Compensatory Arrangements:	In the event the Rights Issue is not fully subscribed, as the Underwriter is the indirect holding company of a Substantial Unitholder of Yuexiu REIT (being Dragon Yield), the Manager will make arrangements described in Rule 7.21(1)(b) and 7.21(2) of the Listing Rules to dispose of the Unsubscribed Rights Issue Units, together with the NQU Unsold Rights Issue Units and any unsold fractions of Rights Issue Units, by offering those Rights Issue Units to independent placees for the benefit of the Unitholders to whom they were offered. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

SUMMARY OF THE RIGHTS ISSUE

The Net Gain (if any but rounded down to the nearest cent) will be paid on a pro-rata basis (on the basis of all Unsubscribed Rights Issue Units, NQU Unsold Rights Issue Units and the unsold fractions of the Rights Issue Units) to the No-Action Unitholders as set out below:

- (i) where the nil-paid Rights Issue Units are, at the time they lapse, represented by a PAL, the Net Gain will be paid to the person whose name and address appeared on the PAL;
- (ii) where the nil-paid Rights Issue Units are, at the time they lapse, registered in the name of HKSCC Nominees Limited, the Net Gain will be paid to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS; and
- (iii) if the Rights Issue is extended to the Overseas Unitholders and where an entitlement to the Rights Issue Units was not taken up by such Overseas Unitholders, the Net Gain will be paid to those Overseas Unitholders.

For Net Gain (if any) to Rights Issue Non-Qualifying Unitholders, please refer to section 2.7 headed “Rights Issue — Rights of Overseas Unitholders” in this Offering Circular.

Any Unsubscribed Rights Issue Units, NQU Unsold Rights Issue Units and any unsold fractions of Rights Issue Units that are not placed under the Compensatory Arrangements will be fully underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement.

Underwriter:

Yue Xiu, being the indirect holding company of a Substantial Unitholder of Yuexiu REIT. The Underwriter confirmed that it has complied with Rule 7.19(1)(b) of the Listing Rules.

Total number of Rights Issue Units to be underwritten by the Underwriter:

730,822,457 Rights Issue Units, being the Maximum Untaken Rights Issue Units, i.e. the difference between the total number of Rights Issue Units and the sum of the Yuexiu Property Entitlement Units and the Yue Xiu Entitlement Units (assuming no change of number of Units from the Latest Practicable Date to the Rights Issue Record Date)

SUMMARY OF THE RIGHTS ISSUE

**Status of the Rights Issue
Units:**

The Rights Issue Units will, when issued and fully paid, be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and rank *pari passu* in all respects with the other fully paid Units then in issue including the right to receive future distributions which may be declared, made or paid after the date of allotment of the Rights Issue.

The holders of the Rights Issue Units shall not be entitled to the Special Distribution as such Units will be issued after the relevant record date, but will, if they continue to be a holder on the relevant record date, be entitled to the final distribution for the period between 1 July 2021 and 31 December 2021 and the interim distribution for the period between 1 January 2022 and 30 June 2022, if any.

Latest Time for Acceptance:

4:30 p.m. on Wednesday, 5 January 2022

As at the Latest Practicable Date, Yuexiu REIT had no other convertible securities, options or warrants in issue which would otherwise confer any right to subscribe for, convert or exchange into the new Units.

The estimated expenses in relation to the Rights Issue and application for listing of the Rights Issue Units includes financial and legal fees, printing and translation expenses of approximately HKD2 million, and potential placing commission of up to approximately HKD29 million, which assumes 730,822,457 Units are placed to the Placees at the Rights Issue Subscription Price of HKD3.20 per Unit and 1.25% of the placement amount is paid to the Placing Agents. The expenses in relation to the Rights Issue are borne by Yuexiu REIT and will be financed from the gross proceeds of the Rights Issue (including the Placing, as the case may be).

The number of 1,234,403,038 Rights Issue Units proposed to be allotted and issued pursuant to the Rights Issue represent: (i) 37.0% of the existing issued Units of Yuexiu REIT as at the Latest Practicable Date; and (ii) approximately 27.0% of the enlarged issued Units of Yuexiu REIT as enlarged by the allotment and issue of a total of 1,234,403,038 Rights Issue Units immediately after Rights Issue Completion.

LETTER FROM THE BOARD



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 (Chairman)
Ms. Ou Haijing

Non-executive Directors:

Mr. Li Feng
Mr. Zeng Zhizhao

Independent Non-executive Directors:

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

Registered Office:

17B, Yue Xiu Building,
160 Lockhart Road,
Wanchai,
Hong Kong

17 December 2021

To the Rights Issue Qualifying Unitholders, and for information only, to the Rights Issue Non-Qualifying Unitholders

Dear Sir/Madam,

**RIGHTS ISSUE ON THE BASIS OF THIRTY SEVEN (37)
UNITS FOR EVERY ONE HUNDRED (100) UNITS
HELD ON THE RIGHTS ISSUE RECORD DATE**

1 INTRODUCTION

Reference is made to the Announcement and the Circular in relation to, among other things, the Acquisition, the Rights Issue, the Underwriting Agreement, the Placing Agreement and the Whitewash Waiver.

LETTER FROM THE BOARD

Yuexiu REIT announced the Matters Requiring Approval, among other things, the Acquisition and the Rights Issue on 24 October 2021 and despatched the Circular to the Unitholders in relation to the same on 13 November 2021. As described in the poll results announcement published by Yuexiu REIT on 6 December 2021, the resolutions to approve the Matters Requiring Approval (which included, among other things, the Acquisition, the Underwriting Agreement, the Placing Agreement and the Whitewash Waiver) were duly passed at the EGM convened and held at 10:30 a.m. on 6 December 2021. On this basis, the Board has finalised the terms of the Rights Issue, the proceeds of which will mainly be applied towards settling the Acquisition Consideration. A summary of the major terms of the Rights Issue and the expected timetable of the Rights Issue are set out in this Offering Circular.

The purpose of this Offering Circular is to provide you with further details of the Rights Issue, including information on dealings in and transfers of the nil-paid Rights Issue Units, the procedures for the acceptance of provisional allotments of Rights Issue Units, together with the financial and other information of the Yuexiu REIT Group.

The Rights Issue will be fully underwritten by the Underwriter subject to the terms and conditions set out in the Underwriting Agreement and is conditional upon the fulfilment of the conditions set out under the section 2.18 headed “Rights Issue — Conditions of the Rights Issue” in this Offering Circular. **If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Unitholders’ and potential investors’ attention is drawn to the paragraph headed “Warning of the Risks of Dealing in the Rights Issue Units and the Nil-Paid Rights Issue Units” in this Offering Circular. If in any doubt, Unitholders and potential investors are recommended to consult their professional advisers.**

2 RIGHTS ISSUE

The Rights Issue is conducted on the basis of thirty seven (37) Rights Issue Units for every one hundred (100) existing Units held by the Unitholders on the Rights Issue Record Date.

The Subscription Price of HKD3.20 per Rights Issue Unit was determined with reference to the Market Price and customary rights issue discount having regard to the prevailing capital market conditions and the amount of funds Yuexiu REIT intends to raise under the Rights Issue.

The Rights Issue will raise approximately HKD3,950 million (before expenses) by issuing up to 1,234,403,038 Rights Issue Units at the Rights Issue Subscription Price of HKD3.20 per Rights Issue Unit. The Rights Issue is only available to the Rights Issue Qualifying Unitholders and will not be extended to the Rights Issue Non-Qualifying Unitholders.

LETTER FROM THE BOARD

2.1 Terms of the Rights Issue

The Rights Issue is subject to the fulfilment of the conditions set out under the section 2.18 headed “Rights Issue — Conditions of the Rights Issue” in this Offering Circular. Further details of the Rights Issue are set out as follows:

Rights Issue Statistics

Basis of Rights Issue:	Thirty seven (37) Rights Issue Units for every one hundred (100) existing Units held on the Rights Issue Record Date
Rights Issue Subscription Price:	HKD3.20 per Rights Issue Unit
Number of Units in issue as at the Latest Practicable Date:	3,336,224,428 Units
Number of Rights Issue Units proposed to be issued:	1,234,403,038 Rights Issue Units
Number of enlarged Units in issue upon Rights Issue Completion:	4,570,627,466 Units
Gross proceeds to be raised before expenses:	Approximately HKD3,950 million
Net proceeds to be raised after expenses:	Approximately HKD3,919 million
Status of the Rights Issue Units:	<p>The Rights Issue Units will, when issued and fully paid, be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and rank <i>pari passu</i> in all respects with the other fully paid Units then in issue including the right to receive future distributions which may be declared, made or paid after the date of allotment of the Rights Issue.</p> <p>The holders of the Rights Issue Units shall not be entitled to the Special Distribution as such Units will be issued after the relevant record date, but will, if they continue to be a holder on the relevant record date, be entitled to the final distribution for the period between 1 July 2021 and 31 December 2021 and the interim distribution for the period between 1 January 2022 and 30 June 2022, if any.</p>
Latest Time for Acceptance:	4:30 p.m. on Wednesday, 5 January 2022

LETTER FROM THE BOARD

As at the Latest Practicable Date, Yuexiu REIT had no other convertible securities, options or warrants in issue which would otherwise confer any right to subscribe for, convert or exchange into the new Units.

The estimated expenses in relation to the Rights Issue and application for listing of the Rights Issue Units include financial and legal fees, printing and translation expenses of approximately HKD2 million, and potential placing commission of up to approximately HKD29 million, which assumes 730,822,457 Units are placed to the Placées at the Rights Issue Subscription Price of HKD3.20 per Unit and 1.25% of the placement amount is paid to the Placing Agents. The expenses in relation to the Rights Issue are borne by Yuexiu REIT and will be financed from the gross proceeds of the Rights Issue (including the Placing, as the case may be).

The number of 1,234,403,038 Rights Issue Units proposed to be allotted and issued pursuant to the Rights Issue represent: (i) 37.0% of the existing issued Units of Yuexiu REIT as at the Latest Practicable Date; and (ii) approximately 27.0% of the enlarged issued Units of Yuexiu REIT as enlarged by the allotment and issue of a total of 1,234,403,038 Rights Issue Units immediately after Rights Issue Completion.

2.2 Rights Issue Subscription Price

The Rights Issue Subscription Price of HKD3.20 per Rights Issue Unit will be payable in full by a Rights Issue Qualifying Unitholder upon acceptance of the relevant provisional allotment of the Rights Issue Units or when a transferee of nil-paid Rights Issue Units applies for the relevant Rights Issue Units.

Each Rights Issue Qualifying Unitholder will be entitled to subscribe for the Rights Issue Units at the same Rights Issue Subscription Price in proportion to the Rights Issue Qualifying Unitholder's unitholding in Yuexiu REIT held on the Rights Issue Record Date.

The Rights Issue Subscription Price represents:

- (i) a discount of approximately 12.8% to the closing price of HKD3.67 per Unit as quoted on the Stock Exchange on 22 October 2021, being the Last Trading Day;
- (ii) a discount of approximately 12.8% to the closing price of HKD3.67 per Unit as quoted on the Stock Exchange on 24 October 2021, being the date on which the Rights Issue Subscription Price was fixed;
- (iii) a discount of approximately 12.8% to the average closing price of HKD3.67 per Unit based on the average closing prices of the Units as quoted on the Stock Exchange for the five (5) consecutive Trading Days up to and including the Last Trading Day (being the Relevant Market Price);
- (iv) a discount of approximately 13.0% to the average closing price of HKD3.68 per Unit based on the average closing prices of the Units as quoted on the Stock Exchange for the ten (10) consecutive Trading Days up to and including the Last Trading Day;

LETTER FROM THE BOARD

- (v) a discount of approximately 14.2% to the average closing price of HKD3.73 per Unit based on the average closing prices of the Units as quoted on the Stock Exchange for the thirty (30) consecutive Trading Days up to and including the Last Trading Day;
- (vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 3.4% represented by the theoretical diluted price of approximately HKD3.55 to the benchmarked price of approximately HKD3.67 per Unit (as defined under Rule 7.27B of the Listing Rules, taking into account the closing price of HKD3.67 per Unit as quoted on the Stock Exchange on 24 October 2021, being the date of the Underwriting Agreement and the average closing prices of the Units for the five (5) consecutive Trading Days prior to (i) the date of the Announcement; (ii) the date of the Underwriting Agreements; and (iii) the date on which the Rights Issue Subscription Price, all being 24 October 2021, was fixed at HKD3.67 per Unit);
- (vii) a discount of approximately 9.6% to the theoretical ex-rights price of HKD3.54 per Unit based on the closing price of HKD3.67 per Unit as quoted on the Stock Exchange on the Last Trading Day;
- (viii) a discount of approximately 39.0% to the audited net asset value per Unit of approximately HKD5.25 based on the audited total net assets attributable to Unitholders of RMB14,585 million as at 31 December 2020 as set out in the consolidated balance sheet of Yuexiu REIT as at 31 December 2020 and the number of 3,303,113,665 Units in issue as at 31 December 2020;
- (ix) a discount of approximately 39.3% to the unaudited net asset value per Unit of approximately HKD5.28 based on the unaudited total net assets attributable to Unitholders of RMB14,564 million as at 30 June 2021 as set out in the interim condensed consolidated balance sheet of Yuexiu REIT as at 30 June 2021 and the number of 3,319,288,131 Units in issue as at 30 June 2021. The valuation of the Existing Properties accounted for in the interim condensed consolidated balance sheet of Yuexiu REIT as at 30 June 2021 is the same as the valuation of the Existing Properties as at 31 August 2021 as set out in Appendix 5B headed “Valuation Report on the Existing Properties” to the Circular;
- (x) a discount of approximately 1.5% to the closing price of HKD3.25 per Unit as quoted on the Stock Exchange on the Latest Practicable Date;
- (xi) a discount of approximately 13.0% to the Market Price of HKD3.68 per Unit; and
- (xii) a discount of approximately 0.6% to the lowest closing price of HKD3.22 per Unit as quoted on the Stock Exchange during the period from 1 January 2020 up to and including the Latest Practicable Date.

Since: (i) the Rights Issue Subscription Price represents a discount of less than 20% to the Market Price (see (xi) above); and (ii) the total number of Rights Issue Units to be issued will be approximately 37% of the existing issued Units, the Rights Issue will not increase the market capitalisation of Yuexiu REIT by more than 50%, the Rights Issue is not subject to Unitholders’ approval under the REIT Code and the Trust Deed.

LETTER FROM THE BOARD

The Rights Issue Subscription Price was determined with reference to the Market Price and customary rights issue discount having regard to the prevailing capital market conditions and the amount of funds Yuexiu REIT intends to raise under the Rights Issue to finance the Acquisition Consideration. For details of the Acquisition Consideration and payment terms and the Financing Structure for the Acquisition, please see sections 2.2.1 headed “The Acquisition — Key terms of the Acquisition Deed — Consideration and payment terms for the Acquisition” and 5.1 headed “Financing Structure” in the Circular. The Manager considers that the Rights Issue Subscription Price represents a relatively small discount to the theoretical ex-rights price of the Units while offering an attractive cost basis for Unitholders to invest in Yuexiu REIT with potential for long-term growth. Given the main purpose of the Rights Issue is to finance the Acquisition Consideration, in determining the Rights Issue Subscription Price of HKD3.20 and the subscription ratio, the Manager adopted a combination that would be instrumental in minimising possible NAV dilution and be DPU/DPU Yield accretive upon Acquisition Completion.

On this basis, the Board considers that (i) the Rights Issue is being undertaken in compliance with the REIT Code and the Trust Deed, (ii) the purpose of the Rights Issue is consistent with the investment objectives and strategy of Yuexiu REIT; and (iii) the terms of the Rights Issue, including the Rights Issue Subscription Price and the subscription ratio, to be fair and reasonable and in the interests of Yuexiu REIT and the Unitholders as a whole.

The net price per Rights Issue Unit (i.e. the aggregate Rights Issue Subscription Price assuming full acceptance of the provisional allotment of Rights Issue Units, after deducting cost and expenses incurred in the Rights Issue, but not including any commission due to the assumption of full acceptance of the provisional allotment of Rights Issue Units) will be approximately HKD3.1984.

2.3 Rights Issue Qualifying Unitholders

The Rights Issue will only be available to the Rights Issue Qualifying Unitholders. Yuexiu REIT will send the Offering Documents to the Rights Issue Qualifying Unitholders but will only send this Offering Circular (without the PAL), for information purposes only, to the Rights Issue Non-Qualifying Unitholders.

To qualify for the Rights Issue, a Unitholder must, at the close of business on the Rights Issue Record Date:

- (i) be registered as a Unitholder on the register of Unitholders; and
- (ii) not be a Rights Issue Non-Qualifying Unitholder.

Unitholders with their Units held by a nominee (or which are held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Unitholder according to the register of Unitholders and are advised to consider whether they would like to arrange for the registration of the relevant Units in their own names prior to the Rights Issue Record Date.

The register of Unitholders was closed from Tuesday, 14 December 2021 to Thursday, 16 December 2021 (both days inclusive) to determine the eligibility of the Unitholders to participate in the Rights Issue. In order to qualify for the Rights Issue, all transfers of Units (together with the

LETTER FROM THE BOARD

relevant Unit certificates) must have been lodged with Yuexiu REIT's Unit Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 13 December 2021. The last day of dealings in Units on a cum-rights basis relating to the Rights Issue was Thursday, 9 December 2021. The Units have been dealt with on an ex-rights basis relating to the Rights Issue from Friday, 10 December 2021. Further details of the acceptance procedures for the Rights Issue Units will be set out in section 2.10 headed "Rights Issue — Procedures for Acceptance or Transfer" in this Offering Circular.

2.4 Basis of Provisional Allotment of Rights Issue Units

The basis for provisional allotment shall be thirty seven (37) Rights Issue Units (in nil-paid form) for every one hundred (100) Units held by the Rights Issue Qualifying Unitholders as at the close of business on the Rights Issue Record Date.

Application for all of Rights Issue Qualifying Unitholder's provisional allotments of Rights Issue Units should be made by completing the PAL and lodging the same with a remittance for the Rights Issue Units being applied for. Please refer to the section 2.10 headed "Rights Issue — Procedures for Acceptance or Transfer" in this Offering Circular below for further details.

Rights Issue Qualifying Unitholders may apply for all or any part of their respective provisional allotment by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Issue Units being applied for with the Unit Registrar on or before the Latest Time for Acceptance.

2.5 Fractional entitlements

Fractional entitlements for nil-paid Rights Issue Units will not be issued or provisionally allotted and will be rounded down to the nearest whole number. These fractional entitlements will be aggregated and sold in the market, if a premium (net of expenses) can be obtained, for the benefit of Yuexiu REIT. Any unsold fractions of the Rights Issue Units will be placed by the Placing Agents to Placing Independent Third Parties, and failing which, be fully underwritten by the Underwriter.

2.6 Odd lots arrangement

No odd lot matching services will be provided as the Directors are of the view that, having compared the fees to be charged by a designated securities broker and the market value of the odd lots of Units, it will not be cost-effective for Yuexiu REIT to appoint such a securities broker to provide matching services for odd lots of Units.

LETTER FROM THE BOARD

2.7 Rights of Overseas Unitholders

As at the Latest Practicable Date, based on the register of Unitholders, the Overseas Unitholders were as follows:

Jurisdiction of the registered address of the Overseas Unitholders	Number of Overseas Unitholder(s)	Number of Units held
Australia	4	4,055
Canada	1	15
PRC	3	2,200
Macau	17	288,725
Malaysia	1	42,000
Thailand	1	1,000
United Kingdom	1	15

The Offering Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction.

The Manager has, in compliance with Rule 13.36(2)(a) of the Listing Rules (modified as appropriate pursuant to the REIT Code), made reasonable enquiries as to whether the offer of Rights Issue Units to the Overseas Unitholders may contravene the applicable securities legislation of the relevant overseas jurisdiction or the requirements of the regulatory body or stock exchange of that overseas jurisdiction.

The Manager has obtained legal advice from the legal advisers as to the laws of Australia, Macau and Malaysia, and has been advised that under the applicable legislations of those jurisdictions, either: (i) there is no regulatory restriction or requirement of any regulatory body or stock exchange with respect to extending the Rights Issue to the Overseas Unitholders in those jurisdictions; or (ii) making the Rights Issue to the Overseas Unitholders in those jurisdictions meets the relevant exemption requirements under the relevant jurisdictions so that it would be exempt from obtaining approval or recognition from and/or registration of the Offering Documents with the relevant regulatory authorities under the applicable laws and regulations of the relevant jurisdictions. In view of this, the Directors have decided to extend the Rights Issue to Overseas Unitholders with registered addresses in Australia, Macau and Malaysia, and such Overseas Unitholders are Rights Issue Qualifying Unitholders.

The Manager has also obtained legal advice from the legal advisers as to the laws of Canada, the PRC, Thailand and the United Kingdom (being the Excluded Jurisdictions). Based on such legal advice and having considered the circumstances, the Directors are of the view that it would be unduly burdensome to, or otherwise necessary or expedient not to, offer the Rights Issue Units (in their nil-paid and fully-paid forms) to Overseas Unitholders with registered addresses in Canada, the PRC, Thailand and the United Kingdom (being the Excluded Jurisdictions) due to the time and costs involved in the registration or filing of the Offering Documents and/or approval required by the relevant authorities in those jurisdictions and/or additional steps the Manager (acting for and on behalf of Yuexiu REIT) and/or Overseas Unitholders need to take to comply with the local legal requirements and/or other requirements to be satisfied in order to comply with relevant local legal or regulatory requirements in those jurisdictions.

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Accordingly, for the purposes of the Rights Issue, the Rights Issue Non-Qualifying Unitholders are: (i) any Unitholder(s) whose name(s) appeared in the register of Unitholders at the close of business on the Rights Issue Record Date and whose address(es) as shown on such register is/are in the Excluded Jurisdictions; and (ii) any Unitholders(s) or beneficial owner(s) of Units at that time who is/are otherwise known by the Manager to be residents in the Excluded Jurisdictions (and, as applicable and to the extent of any such beneficial owner's interests, the Unitholder(s) in whose name(s) such beneficial owner's Units are registered).

Notwithstanding any other provision in this Offering Circular or the PAL, the Manager reserves the right to permit any Unitholders to take up his/her/its rights if the Manager, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions in question.

Arrangements will be made for the Rights Issue Units which would otherwise have been provisionally allotted to the Rights Issue Non-Qualifying Unitholders, had they been Rights Issue Qualifying Unitholders, to be sold in the market in their nil-paid form as soon as practicable after dealings in the Rights Issue Units in their nil-paid form commence and before dealings in the Rights Issue Units in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HKD100 will be paid to the Rights Issue Non-Qualifying Unitholders pro rata to their unitholdings held on the Rights Issue Record Date. As the Underwriter is the indirect holding company of a Substantial Unitholder of Yuexiu REIT (being Dragon Yield), the Manager will make the arrangements as described below (i.e. the Compensatory Arrangements) in compliance with Rules 7.21(1)(b) and 7.21(2) of the Listing Rules to dispose of the Unsubscribed Rights Issue Units, together with the NQU Unsold Rights Issue Units and any unsold fractions of Rights Issue Units by offering those Rights Issue Units to independent placees for the benefit of the Unitholders to whom they were offered. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

2.8 Distribution of this Offering Circular and the PAL

The Manager will only send this Offering Circular accompanied by the PAL to the Rights Issue Qualifying Unitholders. However, to the extent reasonably practicable and legally permitted, Yuexiu REIT will send this Offering Circular to the Rights Issue Non-Qualifying Unitholders for their information only, but will not send any PAL to them.

Distribution of the Offering Documents into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession the Offering Documents come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Unitholder or beneficial owners of Units who is in any doubt as to his/her/its position should consult an appropriate professional advisor without delay.

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Receipt of this Offering Circular and/or a PAL or the crediting of nil-paid Rights Issue Units to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, this Offering Circular and/or a PAL must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Offering Circular and/or a PAL or whose stock account in CCASS is credited with nil-paid Rights Issue Units should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer the nil-paid Rights Issue Units to any person in, into or from, any such jurisdiction. If a PAL or a credit of nil-paid Rights Issue Units in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL or transfer the nil-paid Rights Issue Units in CCASS unless the Manager determines that such action would not violate any applicable legal or regulatory requirements.

Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this Offering Circular or a PAL in, into or from any such jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section. No part of the Offering Documents should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the written consent of the Manager.

Beneficial owners of the Units who reside outside Hong Kong should note that the Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Issue Units or fully-paid Rights Issue Units or to take up any entitlements to nil-paid Rights Issue Units or fully-paid Rights Issue Units in any jurisdiction in which such an offer or solicitation is unlawful.

It is the responsibility of the relevant beneficial owners and/or their respective agents, custodians, nominees or trustees wishing to make an application for the Rights Issue Units to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith.

2.10 Procedures for Acceptance or Transfer

General

Any person (including, without limitation, agents, custodians, nominees and trustees) wishing to take up his/her/its rights under the Rights Issue Units must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. Any acceptance of the offer of the Rights Issue Units by any person will be deemed to constitute a representation and warranty from such person to the Manager and Yuexiu REIT that these local laws and requirements have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited who subscribes the Rights Issue Units on behalf of CCASS participants, is subject to the above representations and warranties.

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The attention of Unitholders with registered addresses in, and Unitholders or beneficial owners of Units who are otherwise residing in, any jurisdictions outside Hong Kong and persons holding Units on behalf of persons with such addresses or residence is drawn to section 2.7 above headed “Rights Issue — Rights of Overseas Unitholders”.

Action to be taken by Rights Issue Qualifying Unitholders

Subscription for all Rights Issue Units provisionally allotted

For each Rights Issue Qualifying Unitholder, a PAL is enclosed with this Offering Circular which entitles the Rights Issue Qualifying Unitholder(s) to whom it is addressed to subscribe for the number of the Rights Issue Units shown thereon. If a Rights Issue Qualifying Unitholder wishes to take up his/her/its right to subscribe for any or all the Rights Issue Units provisionally allotted to him/her/it as specified in the PAL, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance with the Unit Registrar, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by not later than 4:30 p.m. on Wednesday, 5 January 2022. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**YUEXIU REIT — RIGHTS ISSUE ACCOUNT**” and crossed “**ACCOUNT PAYEE ONLY**”. Rights Issue Qualifying Unitholders should note that they may apply for a number of Rights Issue Units equal to or less than the number set out in the PAL (by following the instructions in the paragraph below headed “Transfer and ‘Splitting’ of Nil-Paid Rights Issue Units”).

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Unit Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by not later than 4:30 p.m. on Wednesday, 5 January 2022, whether by the original allottee or any person in whose favour the rights have been validly renounced or transferred, that provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. Yuexiu REIT may, at its discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. Yuexiu REIT may require such incomplete PAL to be completed by the relevant applicants at a later stage.

The PAL contains further information regarding the procedure to be followed for acceptance of the whole or part of the provisional allotment of the Rights Issue Units by the Rights Issue Qualifying Unitholders.

All cheques or cashier’s orders accompanying completed PALs will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefit of Yuexiu REIT. Completion and lodgement of a PAL together with a cheque or cashier’s order in payment for the Rights Issue Units applied for will constitute a warranty by the applicant that the cheque or cashier’s order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, Yuexiu REIT reserves the right to reject any PAL in respect of which the cheque or cashier’s order is dishonoured on first presentation, and in that event the provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any application monies received.

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No money shall be paid to any Intermediary in Hong Kong who is not licensed or registered to carry on Type 1 regulated activity under Part V of the SFO.

If the conditions of the Rights Issue (as set out in the section 2.18 headed “Rights Issue — Conditions of the Rights Issue” in this Offering Circular) are not fulfilled as set out below, the monies received in respect of acceptances of the Rights Issue Units will be refunded to the Rights Issue Qualifying Unitholders (or such other persons to whom the nil-paid Rights Issue Units have been validly transferred) without interest, by means of cheques to be despatched by ordinary post to their registered addresses, and in the case of joint applicants to the registered address of the first-named person who appears on the register of Unitholders or the transfer form, at their own risk on or before Tuesday, 25 January 2022.

Transfer and “Splitting” of Nil-Paid Rights Issue Units

The nil-paid Rights Issue Units can be traded on the Stock Exchange. A Rights Issue Qualifying Unitholder can accept all of his/her/its provisional allotment of Rights Issue Units, or sell all of his/her/its provisional allotment on the Stock Exchange or accept only part of his/her/its provisional allotment and sell the remaining part on the Stock Exchange.

If a Rights Issue Qualifying Unitholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Issue Units provisionally allotted to him/her/it under the PAL or to transfer all or part of his/her/its rights to more than one person, the entire PAL must be surrendered and lodged for cancellation not later than 4:30 p.m. on Tuesday, 28 December 2021 with the Unit Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Unit Registrar after 9:00 a.m. on the second Business Day after the surrender of the original PAL. This process is commonly known as “splitting” the nil-paid Rights Issue Units. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Issue Units to the transferee(s) and the acceptance by the transferee(s) of such rights.

Having “split” the nil-paid Rights Issue Units, a Rights Issue Qualifying Unitholder who wishes to accept the provisional allotment of Rights Issue Units represented by a new PAL should do so in accordance with the instructions given above in relation to the subscription for the Rights Issue Units provisionally allotted.

If a Rights Issue Qualifying Unitholder wishes to transfer all of his/her/its nil-paid Rights Issue Units under a PAL (or a split PAL, as the case may be) to another person, he/she/it should complete and sign the registration information in the PAL and hand the PAL to the person to or through whom he/she/it is transferring his/her/its nil-paid Rights Issue Units. The transferee must then complete and sign the registration details in the PAL and lodge the PAL intact, together with a remittance for the full amount payable on acceptance with the Unit Registrar by not later than 4:30 p.m. on Wednesday, 5 January 2022.

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The PAL contains further information regarding the procedures to be followed for transfer of the whole or part of the provisional allotment of the Rights Issue Units by the Rights Issue Qualifying Unitholders.

The Manager reserves the right to refuse to register any transfer in favour of any person in respect of which the Manager believes such transfer may violate applicable legal or regulatory requirements.

Action to be taken by beneficial owners of Units whose Units are held by a registered Unitholder (other than through CCASS)

Subscription for Rights Issue Units provisionally allotted and transfers and “splitting” of nil-paid Rights Issue Units

If you are a beneficial owner of Units whose Units are registered in the name of a registered Unitholder and you wish to subscribe for the Rights Issue Units provisionally allotted to such registered Unitholder in respect of your Units, or sell the respective nil-paid Rights Issue Units or “split” those nil-paid Rights Issue Units and accept part of the provisional allotment and sell the remaining part, you should contact the registered Unitholder and provide the registered Unitholder with instructions or make arrangements with the registered Unitholder in relation to the acceptance, transfer and/or “splitting” of the nil-paid Rights Issue Units.

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” in this Offering Circular and otherwise in accordance with the requirements of the registered Unitholder in order to allow the registered Unitholder sufficient time to ensure that your instructions are given effect.

Action to be taken by beneficial owners of Units holding interests in Units through CCASS

Subscription for Rights Issue Units provisionally allotted and transfers and “splitting” of nil-paid Rights Issue Units

If you are a beneficial owner of Units whose Units are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to subscribe for the Rights Issue Units provisionally allotted to HKSCC Nominees Limited in respect of your Units, or sell the respective nil-paid Rights Issue Units or “split” those nil-paid Rights Issue Units and accept part of the provisional allotment and sell the remaining part, you should (unless you are a CCASS participant) contact your Intermediary and provide your Intermediary with instructions or make arrangements with your Intermediary in relation to the acceptance, transfer and/or “splitting” of the nil-paid Rights Issue Units.

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Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” in this Offering Circular and otherwise in accordance with the requirements of your Intermediary in order to allow your Intermediary sufficient time to ensure that your instructions are given effect. The procedure for acceptance, transfer and/or “splitting” by CCASS participants of the Rights Issue Units provisionally allotted to CCASS stock accounts in respect of the Units registered in the name of HKSCC Nominees Limited shall be in accordance with the “General Rules of CCASS”, the “CCASS Operational Procedures” and any other requirements of CCASS.

Beneficial Unitholders who are CCASS participants should contact HKSCC and provide HKSCC with instructions or make arrangements with HKSCC in relation to the manner in which the interest of such beneficial owners of Units in nil-paid Rights Issue Units should be dealt with.

2.11 Procedures in respect of the Unsubscribed Rights Issue Units, the NQU Unsold Rights Issue Units, unsold fractions of the Rights Issue Units and the Compensatory Arrangements

As the Underwriter is the indirect holding company of a Substantial Unitholder of Yuexiu REIT (being Dragon Yield), the Manager will make the arrangements as described below (i.e. the Compensatory Arrangements) in compliance with Rules 7.21(1)(b) and 7.21(2) of the Listing Rules to dispose of the Unsubscribed Rights Issue Units, together with the NQU Unsold Rights Issue Units and any unsold fractions of Rights Issue Units by offering those Rights Issue Units to independent placees for the benefit of the Unitholders to whom they were offered. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

The Manager has appointed the Placing Agents to place the Unsubscribed Rights Issue Units, the NQU Unsold Rights Issue Units and any unsold fractions of Rights Issue Units after the Latest Time for Acceptance to independent placees on a best effort basis, pursuant to the terms of the Placing Agreement as described below. Any premium over the aggregate amount of the Rights Issue Subscription Price for those Rights Issue Units that is realised from the Placing (the “Net Gain”) which is in the amount of HKD100 or more will be paid to those No-Action Unitholders. The Placing Agents will, on a best effort basis, procure, by no later than 4:00 p.m. on Tuesday, 18 January 2022, acquirers for all (or as many as possible) of those Unsubscribed Rights Issue Units, the NQU Unsold Rights Issue Units and any unsold fractions of Rights Issue Units at a price not less than the Rights Issue Subscription Price. Any Unsubscribed Rights Issue Units, NQU Unsold Rights Issue Units and any unsold fractions of Rights Issue Units that are not placed under the Compensatory Arrangements will be fully underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement.

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The Net Gain (if any but rounded down to the nearest cent) will be paid on a pro-rata basis (on the basis of all Unsubscribed Rights Issue Units, NQU Unsold Rights Issue Units and the unsold fractions of the Rights Issue Units) to the No-Action Unitholders as set out below:

- (i) where the nil-paid Rights Issue Units are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL;
- (ii) where the nil-paid Rights Issue Units are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS; and
- (iii) if the Rights Issue is extended to the Overseas Unitholders and where an entitlement to the Rights Issue Units was not taken up by such Overseas Unitholders, to those Overseas Unitholders.

For Net Gain (if any) to Rights Issue Non-Qualifying Unitholders, please refer to section 2.7 headed “Rights Issue — Rights of Overseas Unitholders” in this Offering Circular.

It is proposed that the Net Gain to any of the No-Action Unitholder(s) mentioned above which is in an amount of HKD100 or more will be paid to them in Hong Kong dollars only and Yuexiu REIT will retain individual amounts of less than HKD100 for its own benefit.

2.12 Status of the Rights Issue Units

The Rights Issue Units will, when issued and fully paid, be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and rank *pari passu* in all respects with the other fully paid Units then in issue including the right to receive future distributions which may be declared, made or paid after the date of allotment of the Rights Issue (save for the Special Distribution, the record date of which was before the date of this Offering Circular). For details of the Special Distribution (including the amount and date of payment), please refer to the section 8 headed “Declaration of Special Distribution” in the Circular.

2.13 Unit certificates for Rights Issue Units and refund cheques

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue as set out below, unit certificates for all fully-paid Rights Issue Units are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risk, on or before Tuesday, 25 January 2022.

If the Rights Issue is terminated, refund cheques are expected to be posted on or before Tuesday, 25 January 2022 by ordinary post to the applicants’ registered address, at their own risk.

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2.14 Application for listing

Yuexiu REIT (through the Manager) has applied to the Stock Exchange for the listing of, and permission to deal in, the Rights Issue Units in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. No part of securities of Yuexiu REIT is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

The board lot size of the nil-paid Rights Issue Units shall be the same as that of the fully-paid Rights Issue Units (being 1,000 Units in one board lot).

Those Rights Issue Qualifying Unitholders who do not take up the Rights Issue Units to which they are entitled should note that their unitholdings in Yuexiu REIT will be diluted upon Rights Issue Completion.

2.15 Rights Issue Units will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Issue Units in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Issue Units in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC Limited for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Issue Units in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any Trading Day is required to take place in CCASS on the second Trading Day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Unitholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

2.16 Stamp duty and other applicable fees and taxation

Dealings in the Rights Issue Units in both their nil-paid and fully-paid forms will be subject to the payment of: (i) stamp duty of 0.26% of the higher of the consideration paid or the value of the Rights Issue Units transferred (the buyer and seller each being liable for one-half of the amount of Hong Kong stamp duty payable upon such transfer); (ii) the Stock Exchange trading fee of 0.005%; (iii) SFC transaction levy of 0.0027%; and (iv) any other applicable fees and charges in Hong Kong.

Unitholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising their rights in, disposing of or dealing in the nil-paid Rights Issue Units or the fully-paid Rights Issue Units and, regarding the Rights Issue Non-Qualifying Unitholders, their receipt of the net proceeds, if any, from sale of the nil-paid Rights Issue Units on their behalf. It is emphasised that none of the Trustee, the Manager, the Directors or any other parties involved in the Rights Issue accepts responsibility for any tax effects or liabilities of any person resulting from the purchase, holding or disposal of, or dealing in, the Rights Issue Units in both their nil-paid and fully-paid forms.

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2.17 Irrevocable Undertakings by Yue Xiu and Yuexiu Property

As at the Latest Practicable Date, Yue Xiu and Yuexiu Property were the beneficial owners of 71,261,585 Units and 1,289,767,022 Units, representing approximately 2.1% and 38.7% of the total number of issued Units respectively.

On 24 October 2021, Yue Xiu and Yuexiu Property gave the Irrevocable Undertakings in favour of the Manager, pursuant to which:

- (i) Yue Xiu has irrevocably undertaken to the Manager that, among other things, subject to the Manager despatching the Offering Documents to the Rights Issue Qualifying Unitholders and the Whitewash Waiver having been granted by the Executive prior to the Offering Circular Despatch Date and not having been revoked or withdrawn: (i) it shall accept and pay for or procure the acceptance and payment for the Yue Xiu Entitlement Units provisionally allotted to it; (ii) it shall remain as the beneficial owner of the 71,261,585 Units on the Rights Issue Record Date; and (iii) it shall not, and shall procure its nominees not to, acquire any further Units on or before the Rights Issue Record Date;
- (ii) Yuexiu Property has irrevocably undertaken to the Manager that, among other things, subject to the Manager despatching the Offering Documents to the Rights Issue Qualifying Unitholders and the Whitewash Waiver having been granted by the Executive prior to the Offering Circular Despatch Date and not having been revoked or withdrawn: (i) it shall accept and pay for or procure the acceptance and payment for the Yuexiu Property Entitlement Units provisionally allotted to it; (ii) it shall remain as the beneficial owner of the 1,289,767,022 Units on the Rights Issue Record Date; and it shall not, and shall procure its nominees not to, acquire any further Units on or before the Rights Issue Record Date; and
- (iii) Yue Xiu has further irrevocably undertaken to the Manager to promptly apply (and in any event prior to the Offering Circular Despatch Date) to the Executive for the Whitewash Waiver.

Yue Xiu has applied for, and the Executive has granted, the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code.

Save for the Irrevocable Undertakings, the Manager had not received any information or irrevocable undertaking from any Substantial Unitholders of Yuexiu REIT of their intention to take up the Rights Issue Units to be provisionally allotted or offered to them under the Rights Issue as at the Latest Practicable Date.

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2.18 Conditions of the Rights Issue

The Rights Issue is conditional upon:

- (i) the granting of the Whitewash Waiver by the Executive (and any such grant not having been withdrawn or revoked) and the satisfaction of any condition attached to the Whitewash Waiver;
- (ii) the obtaining of the Independent Unitholders' approval for the Transaction Matters Requiring Approval; and
- (iii) the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms. For details of the conditions of the Underwriting Agreement, please refer to section 3.2 headed "The Underwriting Agreement — Conditions of the Underwriting Agreement" in this Offering Circular.

2.19 The Placing Agreement

On 24 October 2021, the Manager and the Placing Agents entered into the Placing Agreement, pursuant to which the Placing Agents have agreed, on a best effort basis, severally but not jointly, to procure Placee(s) to subscribe for the Placing Units (i.e. the Unsubscribed Rights Issue Units, the NQU Unsold Rights Issue Units and the unsold fractions of the Rights Issue Units) (the "**Placing**"). Details of the Placing Agreement are as follow:

Date	:	24 October 2021
Placing Agents	:	(1) DBS Asia Capital Limited (2) BOCI Asia Limited (3) China International Capital Corporation Hong Kong Securities Limited (4) Haitong International Securities Company Limited (5) Yue Xiu Securities Company Limited
Placing Units	:	A maximum of 730,822,457 new Units
Placing commission	:	A maximum of 1.25% of the gross proceeds from the Placing
Placing price of the Placing Units	:	The placing price of the Placing Units shall be not less than the Rights Issue Subscription Price and shall be determined based on the demand and market conditions of the Placing Units during the process of the Placing.

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- Placee(s) : The Placing Units are expected to be placed to the Placees who and whose ultimate beneficial owner(s) are Placing Independent Third Parties. No Placee shall become a Substantial Unitholder of Yuexiu REIT as a result of the Placing.
- Ranking of the Placing Units : The Placing Units (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the other Units then in issue.
- Conditions of the Placing : The Placing is conditional upon the following conditions precedent:
- (a) the grant by the Executive of the Whitewash Waiver and such Whitewash Waiver not having been subsequently revoked or withdrawn;
 - (b) the passing of the necessary resolutions by the Unitholders (or as the case may be, the Independent Unitholders) at the EGM to approve the Transaction Matters Requiring Approval (including among others, the entering into of the Placing Agreement);
 - (c) the passing by at least 75% of the votes cast by the Independent Unitholders either in person or by proxy by way of poll of all necessary resolutions to be proposed at the EGM for the Whitewash Waiver;
 - (d) the delivery to the SFC and the Stock Exchange for authorisation of the publication of the Offering Documents in compliance with the REIT Code and the Listing Rules no later than the Offering Circular Despatch Date;
 - (e) the posting of the Offering Documents to the Rights Issue Qualifying Unitholders (and where applicable, the posting of this Offering Circular to the Rights Issue Non-Qualifying Unitholders, if any, for information purposes only) and the publication of the Offering Documents on the website of the Stock Exchange on or before the Offering Circular Despatch Date;

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- (f) the grant or agreement to the grant by the Stock Exchange of the approval for the listing of the Rights Issue Units (either unconditionally or subject only to the allotment and despatch of the unit certificates in respect thereof) and of the permission to deal in the Rights Issue Units (in both their nil-paid and fully-paid forms) and such approval and permission not subsequently having been withdrawn or revoked prior to the commencement of trading of the Rights Issue Units (in their nil-paid and fully-paid forms respectively);
- (g) the compliance by the Manager with any other mandatory requirements under the applicable laws and regulations of Hong Kong in connection with the making of the Rights Issue and allotment and offer of the Rights Issue Units by the times as specified under the Underwriting Agreement; and
- (h) the Units remaining listed on the Stock Exchange and no indication being received before the Latest Time for Termination from the Stock Exchange that such listing may be withdrawn or objected to (or conditions will or may be attached thereto).

None of the above conditions can be waived.

If any of the above conditions are not fulfilled at or before the Latest Time for Termination, the Placing Agreement shall be terminated and all obligations of each of the parties under the Placing Agreement (unless otherwise specified therein) shall cease and determine, and none of the parties to the Placing Agreement shall have any claim against any other party except for any antecedent breach.

Completion date of the Placing : Subject to the fulfilment of the conditions to the Placing, completion of the Placing shall take place on the date on which the Rights Issue Units (in their fully-paid form) are duly issued and allotted to the Rights Issue Qualifying Unitholders on the terms set out in the Offering Documents or such other date as the Manager and the Placing Agents may agree in writing.

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- Termination : Any of the Placing Agents may terminate the Placing Agreement (in respect of itself only and the obligations of the other Placing Agents shall remain and continue unaffected) by notice in writing to the Manager at any time prior to the Latest Time for Termination in the sole and absolute opinion of such Placing Agents, if:
- (a) there shall have occurred:
 - (i) any material adverse change, or any development reasonably likely to involve a material adverse change, in the condition, financial or otherwise, or in the earnings, assets, business or operations or prospects of the Yuexiu REIT Group taken as a whole; or
 - (ii) any suspension or limitation of trading in any of the Units by the SFC and/or the Stock Exchange for two or more Business Day(s); or
 - (iii) any revocation of, suspension of or imposition of conditions on the authorisation as a Hong Kong collective investment scheme under section 104 of the SFO granted by the SFC to Yuexiu REIT; or
 - (iv) any material disruption in commercial banking in Hong Kong or the PRC or securities settlement or clearance services in Hong Kong and/or a general moratorium on commercial banking activities having been declared by the relevant authorities in Hong Kong or the PRC; or
 - (v) (A) an order is made or an effective resolution passed for (1) the termination, winding-up or dissolution or judicial management of Yuexiu REIT, or (2) the winding-up, dissolution, judicial management or administration of Yuexiu REIT or any member of Yuexiu REIT Group, or (B) Yuexiu REIT or any member of Yuexiu REIT Group ceases or threatens to cease to carry on all or substantially all of its business or operations; or

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(vi) any event or circumstance in the nature of force majeure beyond the control of the Placing Agents (including but without limitation to, calamity, sanctions, strike, any act of government, economic sanction, riot, fire, explosion, flooding, earthquake, civil commotion, act or declaration of war, outbreak, act of terrorism, act of God, pandemic, declaration of a state of emergency or crisis),

that, in the judgement of the Placing Agents, would make the placement of the Placing Units or the enforcement of contracts to purchase the Placing Units impracticable, or would materially prejudice trading of the Placing Units in the secondary market; or

(b) the current listing of the Units having been withdrawn, halted, suspended or limited or indication having been received from the SFC and/or the Stock Exchange to the effect that such listing may be withdrawn or objected to (or conditions will or may be attached thereto) for any reason; or

(c) any of the representations, warranties or undertakings given by the Manager in the Placing Agreement is untrue, inaccurate or misleading or there has been a breach on the part of the Manager of any other provision of the Placing Agreement.

The terms of the Placing Agreement (including the placing commission) were determined after arm's length negotiation between the Placing Agents and the Manager and are on normal commercial terms. The Directors consider that the placing commission charged by the Placing Agents is no less favourable to Yuexiu REIT than the market rate in recent placing transactions and are therefore of the view that the terms of the Placing Agreement are on normal commercial terms.

Given that the Compensatory Arrangements would provide: (i) a distribution channel of the Unsubscribed Rights Issue Units, the NQU Unsold Rights Issue Units and the unsold fractions of the Rights Issue Units for Yuexiu REIT; and (ii) a channel of participation in the Rights Issue for independent investors, the Directors (including the INEDs) consider that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of Yuexiu REIT's minority Unitholders.

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3 THE UNDERWRITING ARRANGEMENT

3.1 The Underwriting Agreement

The Rights Issue Units (other than those agreed to be taken up by Yue Xiu and Yuexiu Property pursuant to the Irrevocable Undertakings, being the Yue Xiu Entitlement Units and Yuexiu Property Entitlement Units) will be fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement. The principal terms and conditions of the Underwriting Agreement are set out below:

Date	:	24 October 2021
Underwriter	:	Yue Xiu
Total number of Rights Issue Units to be underwritten by the Underwriter	:	730,822,457 Rights Issue Units, being the Maximum Untaken Rights Issue Units, i.e. the difference between the total number of Rights Issue Units and the sum of the Yuexiu Property Entitlement Units and the Yue Xiu Entitlement Units
Underwriting Commission	:	The Underwriter will not receive any underwriting commission
Conditions of the Underwriting Agreement	:	Please refer to section 3.2 headed “The Underwriting Agreement — Conditions of the Underwriting Agreement” in this Offering Circular below
Termination of the Underwriting Agreement	:	The Underwriter shall be entitled to, by giving a notice in writing to the Manager no later than immediately before the time of the EGM, terminate the Underwriting Agreement. For the avoidance of doubt, the Underwriter shall not be entitled to terminate the Underwriting Agreement in any event after the EGM has taken place. (Please also refer to section 3.3 headed “Termination of the Underwriting Agreement” in this Offering Circular below.)

Subject to the fulfilment of the conditions contained in the Underwriting Agreement and provided that the Underwriting Agreement is not terminated prior to the time of the EGM, the Underwriter has agreed to procure subscribers for, failing which it shall subscribe (as principal) for, the Untaken Rights Issue Units at the Rights Issue Subscription Price.

While it is not in the ordinary course of business of Yue Xiu to underwrite issues of securities, the Manager considers the Yue Xiu’s participation as the Underwriter in respect of the Rights Issue and the Irrevocable Undertakings given by Yue Xiu and Yuexiu Property signify their strong support to Yuexiu REIT and their confidence in the prospects and development of Yuexiu REIT. Furthermore, as no underwriting commission is payable to the Underwriter, the Board considers that the Underwriter being the underwriter for the Rights Issue is in the interests of Yuexiu REIT, the

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Independent Unitholders and the Unitholders as a whole, and that the terms of the Underwriting Agreement are fair and reasonable and the transactions contemplated under the Underwriting Agreement are on normal commercial terms and in the interests of Yuexiu REIT, the Independent Unitholders and the Unitholders as a whole.

3.2 Conditions of the Underwriting Agreement

The obligations of the Underwriter under the Underwriting Agreement are conditional on the fulfilment of each of the following conditions:

- (i) the grant by the Executive of the Whitewash Waiver and such Whitewash Waiver not having been subsequently revoked or withdrawn;
- (ii) the passing of the necessary resolutions by the Independent Unitholders at the EGM to approve the Transaction Matters Requiring Approval;
- (iii) the passing by at least 75% of the votes cast by the Independent Unitholders either in person or by proxy by way of poll of all necessary resolutions to be proposed at the EGM for the Whitewash Waiver;
- (iv) the delivery to the SFC and the Stock Exchange for authorisation of the publication of the Offering Documents in compliance with the REIT Code and the Listing Rules no later than the Offering Circular Despatch Date;
- (v) the posting of the Offering Documents to the Rights Issue Qualifying Unitholders (and where applicable, the posting of this Offering Circular to the Rights Issue Non-Qualifying Unitholders, if any, for information purposes only) and the publication of the Offering Documents on the website of the Stock Exchange on or before the Offering Circular Despatch Date;
- (vi) the grant or agreement to the grant by the Stock Exchange of the approval for the listing of the Rights Issue Units (either unconditionally or subject only to the allotment and despatch of the unit certificates in respect thereof) and of the permission to deal in the Rights Issue Units (in both their nil-paid and fully-paid forms) and such approval and permission not subsequently having been withdrawn or revoked) prior to the commencement of trading of the Rights Issue Units (in their nil-paid and fully-paid forms respectively);
- (vii) the compliance by the Manager with any other mandatory requirements under the applicable laws and regulations of Hong Kong in connection with the making of the Rights Issue and allotment and offer of the Rights Issue Units by the times as specified under the Underwriting Agreement; and
- (viii) the Units remaining listed on the Stock Exchange and no indication being received before the Latest Time for Termination from the Stock Exchange that such listing may be withdrawn or objected to (or conditions will or may be attached thereto).

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None of the above conditions precedent can be waived. If any of the conditions referred to above are not fulfilled (at or before 4:00 p.m. on Thursday, 6 January 2022 or such later date as the Manager may determine), the Rights Issue (and consequently, the Acquisition) will not proceed.

3.3 Termination of the Underwriting Agreement

The Underwriter was entitled, by giving a termination notice in writing to the Manager no later than immediately before the time of the EGM, to terminate the Underwriting Agreement. As the time of EGM had passed, the Underwriter is not entitled to terminate the Underwriting Agreement in any event.

WARNING OF THE RISKS OF DEALING IN THE RIGHTS ISSUE UNITS AND NIL-PAID RIGHTS ISSUE UNITS

It should be noted that the Units have been dealt in on an ex-rights basis since Friday, 10 December 2021. Dealings in the nil-paid Rights Issue Units will take place from Tuesday, 21 December 2021 to Friday, 31 December 2021 (both dates inclusive). If the conditions of the Rights Issue (please refer to the section 2.18 headed “Rights Issue — Conditions of the Rights Issue” in the “Letter from the Board” in this Offering Circular) are not fulfilled, the Rights Issue will not proceed.

Unitholders or other persons contemplating transferring, selling or purchasing the Units and/or nil-paid Rights Issue Units is advised to exercise caution when dealing in the Units and/or the nil-paid Rights Issue Units.

Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Unitholder or other person dealing in the Units or in the nil-paid Rights Issue Units up to the time at which the Rights Issue becomes unconditional will accordingly bear the risk that the Rights Issue may not become unconditional.

Unitholders and potential investors are recommended to consult their professional advisers if in doubt.

4 REASONS FOR THE RIGHTS ISSUE AND USE OF THE PROCEEDS

As disclosed in the Circular, on 24 October 2021, Yuexiu REIT (through the Purchaser) entered into the Acquisition Deed with the Vendor (as seller) and Yuexiu Property (as guarantor) pursuant to which Yuexiu REIT will acquire, through the purchase of the Sale Shares representing the entire equity interest in the Target Company) from the Vendor, the Property known as “Yuexiu Financial Tower (越秀金融大厦)”, which is a landmark building with International Grade A office building qualification strategically located in the Core Area of ZJNT. Acquisition Completion is expected to take place at any date after the date on which this Offering Circular is despatched (but no later than 10 Business Days after the fulfilment and/or waiver (where applicable) of the conditions of the Acquisition Completion, or such other date agreed by the relevant parties in writing). For further details regarding: (i) the Acquisition, please refer to section 2 headed “The Acquisition” in the Circular; (ii) the Property (including but not limited to the operating data of the Property, Yuexiu

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REIT's legal and beneficial title of the Property upon Acquisition Completion and the renovation or improvement strategy in respect of the Property), please refer to section 3 headed "The Property" in the Circular; (iii) the holding structure of the Property and the benefits of such holding structure, please refer to section 4 headed "Holding Structure of the Property and Reverse Merger" in the Circular; and (iv) the Target Company, please refer to section 4 of Appendix 8 headed "Information on Parties to the Acquisition" to the Circular.

The net proceeds to be raised from the Rights Issue will be approximately HKD3,919 million (equivalent to approximately RMB3,261 million), which will, together with the proceed from the New Bank Facility, be applied towards the settlement of the Acquisition Consideration payable to the Vendor as well as the payment of the One-Off Fees and Charges of approximately RMB64.5 million arising out of the Acquisition. For further details of the Financing Structure, please refer to section 5.1 headed "Financing of the Acquisition — Financing Structure" in the Circular.

Yuexiu REIT's last three acquisitions of the Hangzhou Property, the Wuhan Property and Shanghai Yue Xiu Tower were funded by a combination of debt and internal resources (including proceeds from the sale of one of its properties). The Manager considered raising funds for the Acquisition in full by way of debt financing. However, funding the Acquisition purely by way of debt financing would significantly increase Yuexiu REIT's debt exposure and result in a Gearing Ratio that is close to the 50% limit permitted under the REIT Code. In order to maintain the sustainable financing structure of Yuexiu REIT, which the Manager considers to be a key contributor to the low funding costs it has been enjoying, and to keep a comfortable headroom under the permitted borrowing limit under paragraph 7.9 of the REIT Code as a good risk management on liquidity and overall debt exposure, the Manager considers that the Financing Structure, which comprises mainly the Rights Issue and New Bank Facility, represents the optimal mix of debt and equity financing to fund the Acquisition. The Manager is of the view that it is in the best interests of Yuexiu REIT and its Unitholders to raise funds according to the Financing Structure, which enables Yuexiu REIT to finance the Acquisition without substantially increasing debt liabilities and resulting in a Gearing Ratio exceeding the borrowing limit as permitted under the REIT Code, and allowing all Unitholders to participate in the portfolio development of Yuexiu REIT on equal terms. For the reasons also set out in section 2.2 headed "Rights Issue Subscription Price" in this Offering Circular, the Board considers that the terms of the Rights Issue, including the Rights Issue Subscription Price and the subscription ratio, to be fair and reasonable and in the interests of Yuexiu REIT and the Unitholders as a whole.

LETTER FROM THE BOARD

5 EFFECTS OF THE RIGHTS ISSUE ON UNITHOLDING IN YUEXIU REIT

For illustrative purposes only, the following table sets forth information with respect to holdings of Units: (a) as at the Latest Practicable Date; (b) immediately after Rights Issue Completion assuming all Rights Issue Units are fully subscribed for by Rights Issue Qualifying Unitholders; (c) immediately after Rights Issue Completion assuming only Yuexiu Property and Yue Xiu but no other Rights Issue Qualifying Unitholders subscribe for the Rights Issue Units provisionally allotted to them, no Placing Units are subscribed for by the Placees and the Underwriter takes up all the Maximum Untaken Rights Issue Units; and (d) under scenarios (b) and (c) after issue of the Deferred Units required to be issued to settle the remaining Guangzhou IFC Consideration (but assuming no other additional Units are issued post-Acquisition Completion).

	As at the Latest Practicable Date		Immediately after Rights Issue Completion (Note 1)				After issue of the Deferred Units (assuming no other additional Units are issued post-Acquisition Completion)					
	Number of Units	% Unit-holding	Number of Units	% Unit-holding	Number of Units	% Unit-holding	Assuming (a) no subscription by the Rights Issue Qualifying Unitholders (other than Yue Xiu and Yuexiu Property pursuant to the Irrevocable Undertakings) under the Rights Issue and no Placing Units are subscribed for by the Placees; and (b) the Maximum Untaken Rights Issue Units are fully taken up by the Underwriter (Note 1)	Number of Units	% Unit-holding	Assuming (a) no subscription by the Rights Issue Qualifying Unitholders (other than Yue Xiu and Yuexiu Property pursuant to the Irrevocable Undertakings) under the Rights Issue and no Placing Units are subscribed for by the Placees; and (b) the Maximum Untaken Rights Issue Units are fully taken up by the Underwriter (Note 4)	Number of Units	% Unit-holding
<i>Yuexiu Concert Group</i>												
Yuexiu Property (Note 2)	1,289,767,022	38.7%	1,766,980,819	38.7%	1,766,980,819	38.7%	1,766,980,819	38.7%	2,177,789,403	2,177,789,403	43.7%	43.7%
Yue Xiu (Note 3)	71,261,585	2.1%	97,628,369	2.1%	828,450,826	18.1%	828,450,826	18.1%	97,628,369	828,450,826	2.0%	16.6%
Ms. Ou Haijing (Note 5)	1,000	0.000030%	1,370	0.000030%	1,000	0.000022%	1,000	0.000022%	1,370	1,000	0.000028%	0.000020%
Mr. Li Feng (Note 6)	1,825	0.000055%	2,500	0.000055%	1,825	0.000040%	1,825	0.000040%	2,500	1,825	0.000050%	0.000037%
Subtotal	1,361,031,432	40.8%	1,864,613,058	40.8%	2,595,434,470	56.8%	2,595,434,470	56.8%	2,275,421,642	3,006,243,054	45.7%	60.3%
Public Unitholders	1,975,192,996	59.2%	2,706,014,408	59.2%	1,975,192,996	43.2%	1,975,192,996	43.2%	2,706,014,408	1,975,192,996	54.3%	39.7%
Total	3,336,224,428	100.0%	4,570,627,466	100.00%	4,570,627,466	100.0%	4,981,436,050	100.0%	4,981,436,050	4,981,436,050	100.0%	100.0%

LETTER FROM THE BOARD

Notes:

- (1) The figures for these two scenarios are for illustrative purposes only and are calculated based on the assumption that Rights Issue Completion will take place before 31 December 2021. Accordingly, the figures do not take into account the next annual issuance of the Deferred Units on 31 December 2021.

Taking into account the effect of the annual issuance of the Deferred Units on 31 December 2021, the unitholding of the members of the Yuexiu Concert Group in Yuexiu REIT immediately after the Rights Issue Completion (which is expected to take place after 31 December 2021, as indicated in the indicative timetable set out in section headed “Expected Timetable” in this Offering Circular), would be approximately 41.8% rather than 40.8% (assuming full acceptance by all Rights Issue Qualifying Unitholders under the Rights Issue), and 57.5% rather than 56.8% (assuming (a) no subscription by the Rights Issue Qualifying Unitholders (other than Yue Xiu and Yuexiu Property pursuant to the Irrevocable Undertakings) under the Rights Issue and no Placing Units are subscribed for by the Placees; and (b) the Maximum Untaken Rights Issue Units are fully taken up by the Underwriter).

For avoidance of doubt, the Deferred Units Issue Price Adjustment will only take effect upon Rights Issue Completion. Therefore, based on the indicative timetable, the 2021 Deferred Units will be issued at HKD4.00 per Unit, whereas the Deferred Units Issue Price on 31 December 2022 and thereafter will be adjusted down to HKD3.861652 per Unit.

- (2) The Units are held by Yuexiu Property indirectly (through Dragon Yield and Yuexiu International Investment Limited, which hold 35.09% and 3.57%, respectively of the issued Units as at the Latest Practicable Date).
- (3) The Units are held by Yue Xiu directly and indirectly (through its various wholly-owned subsidiaries, but excluding the Units that are held indirectly by Yuexiu Property).
- (4) The figures for these two scenarios are for illustrative purposes only and are calculated based on the expectation that a further 410,808,584 Deferred Units will be issued, including an estimated approximately 81 million Deferred Units to be issued on 31 December 2021 at HKD4.00 per Unit, and a further sum of 329,808,584 Deferred Units on each of 31 December in 2022 and subsequent year-end date(s) thereafter will be issued at HKD3.861652 per Unit pursuant to the Second Supplemental Indebtedness Agreement. The actual number of 2021 Deferred Units issued will be announced by the Manager on 31 December 2021.
- (5) Ms. Ou Haijing is an executive Director. By virtue of being an executive Director, Ms. Ou is presumed to be a party acting in concert with Yue Xiu pursuant to class (6) presumption under the definition of “acting in concert” under the Takeovers Code until Rights Issue Completion.
- (6) Mr. Li Feng is a non-executive Director. By virtue of being a non-executive Director, Mr. Li is presumed to be a party acting in concert with Yue Xiu pursuant to class (6) presumption under the definition of “acting in concert” under the Takeovers Code until Rights Issue Completion.

Unitholders and public investors should note that the above unitholding changes are for illustration purposes only and the actual changes in the unitholding structure of Yuexiu REIT upon Rights Issue Completion are subject to various factors, including the results of acceptance of the Rights Issue Units. Further announcements will be made by the Manager in accordance with the REIT Code and the Listing Rules at Rights Issue Completion upon which the Rights Issue Units are allotted and issued.

LETTER FROM THE BOARD

6 OPINIONS

6.1 Board's view

Having regard to the reasons for, terms of, and factors and other information taken into consideration in relation to the Underwriting Agreement and the Placing Agreement as described in this Offering Circular, the Board, having taken into account the duties of the Manager under the Trust Deed and the REIT Code, considers that:

- (a) the Underwriting Agreement and the transactions contemplated thereunder (including the subscription of the Untaken Rights Issue Units) are: (i) in the ordinary and usual course of business of Yuexiu REIT; (ii) consistent with the investment objectives and strategy of Yuexiu REIT; and (iii) on terms which are normal commercial terms, are at arm's length and are fair and reasonable and in the interests of Yuexiu REIT, the Independent Unitholders and the Unitholders as a whole; and
- (b) the Placing Agreement and the transactions contemplated thereunder (including the payment of the placing commission and expenses to Yue Xiu Securities) are: (i) in the ordinary and usual course of business of Yuexiu REIT; (ii) consistent with the investment objectives and strategy of Yuexiu REIT; and (iii) on terms which are normal commercial terms, are at arm's length and are fair and reasonable and in the interests of Yuexiu REIT, the Independent Unitholders and the Unitholders as a whole.

For details of the Board's view in relation to the Rights Issue, please refer to the section 2.2 headed "Rights Issue Subscription Price" in this Offering Circular.

6.2 Trustee's view

Based and in sole reliance on: (1) the letter to the Unitholders; (2) the letter from the Independent Financial Adviser; and (3) the letter from the Independent Board Committee, in each case, as set out in the Circular and the opinion of the Board in this letter to Unitholders and the information and assurances provided by the Manager, the Trustee, having taken into account its duties in the REIT Code and the Trust Deed, is of the view that:

- (i) the purpose of the Rights Issue is consistent with the investment objectives and strategy of Yuexiu REIT set out in clause 19 of the Trust Deed; and
- (ii) the Rights Issue does not require the approval of the Unitholders and is being undertaken in compliance with the REIT Code and the Trust Deed.

Accordingly, the Trustee has no objection to the Rights Issue.

For the Trustee's views in relation to the Acquisition, the Whitewash Waiver, the Underwriting Agreement and the Placing Agreement, reference should be made to section 13.4 headed "Trustee's view" in the Circular.

LETTER FROM THE BOARD

The Trustee's view is furnished for the sole purpose of complying with the REIT Code, and is not to be taken as a recommendation or representation by the Trustee as to the merits or impact of the Rights Issue as the Trustee has not made any assessment of such merits or impact, other than for the purposes of fulfilling its duties in the REIT Code and the Trust Deed. Accordingly, the Trustee urges all Unitholders, including those who are in any doubt as to the merits or impact of the Rights Issue, to seek their own financial or other professional advice.

7 EQUITY FUND RAISING BY YUEXIU REIT IN THE PAST 12 MONTHS

Yuexiu REIT has not raised any funds by an issue of equity securities in the 12 months immediately preceding the Latest Practicable Date.

8 GENERAL

If you have question in relation to the Rights Issue, please address your question to the Unit Registrar of Yuexiu REIT, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday (other than Hong Kong public holidays).

9 ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Offering Circular.

Yours faithfully,
By Order of the Board
Yuexiu REIT Asset Management Limited
(as Manager of Yuexiu Real Estate Investment Trust)
YU Tat Fung
Company Secretary

1. FINANCIAL INFORMATION OF THE YUEXIU REIT GROUP

The financial information of Yuexiu REIT for the six months ended 30 June 2021 and the years ended 31 December 2018, 2019 and 2020 has been published in the reports as follows:

- (a) the interim report of Yuexiu REIT for the six months ended 30 June 2021 published on 30 August 2021, from pages 42 to 87;
- (b) the annual report of Yuexiu REIT for the year ended 31 December 2020 published on 26 April 2021, from pages 165 to 238;
- (c) the annual report of Yuexiu REIT for the year ended 31 December 2019 published on 23 April 2020, from pages 169 to 246; and
- (d) the annual report of Yuexiu REIT for the year ended 31 December 2018 published on 25 April 2019, from pages 163 to 236.

The interim report for the six months ended 30 June 2021 and the annual reports of Yuexiu REIT for the years ended 31 December 2018, 2019 and 2020 have been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of Yuexiu REIT (<http://www.yuexiureit.com/>).

Summary of financial information of the Yuexiu REIT Group

The following is a summary of the financial results of the Yuexiu REIT Group for the years ended 31 December 2018, 2019 and 2020, and the six months ended 30 June 2021 as extracted from the relevant annual and interim reports of Yuexiu REIT:

	Year ended 31 December			Six months ended 30 June
	2018	2019	2020	2021
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	2,031,876	2,058,112	1,758,732	881,684
Profit before income tax and transactions with unitholders	1,424,888	1,382,236	791,088	391,081
Income tax expenses	458,369	441,828	203,967	105,482
Profit attributable to unitholders	911,758	876,819	565,495	265,953
Profit attributable to non-controlling interests	54,761	63,589	21,626	19,646
Basic earnings per Unit (RMB)	0.30	0.28	0.18	0.08
Total distribution	849,537	761,240	648,697	340,274
Distribution per Unit (HK\$)	0.3203	0.2712	0.2293	0.1233

The auditor of Yuexiu REIT for the years ended 31 December 2018, 2019 and 2020 was PricewaterhouseCoopers. The audit opinions of PricewaterhouseCoopers in respect of the above years were not qualified and there were no modified opinions nor emphasis of matter or material uncertainty related to going concern contained in the auditor's report of PricewaterhouseCoopers in respect of the above years. The condensed consolidated interim financial information of the Yuexiu REIT for the six months ended 30 June 2021 has been reviewed by PricewaterhouseCoopers in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".

2. STATEMENT OF INDEBTEDNESS**Borrowings and Lease liabilities**

At the close of business on 31 October 2021, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this Offering Circular, the Enlarged Group had outstanding borrowings and lease liabilities of approximately RMB16,807 million and RMB12 million, respectively.

As at 31 October 2021, borrowings totalling RMB4,139 million are secured by certain of the Enlarged Group's properties under investment properties, property, plant and equipment and land use rights, and the remaining borrowings RMB12,668 million of Enlarged Group are guaranteed by Yuexiu REIT. As at 31 October 2021, the Target Group's borrowings of RMB1,094 million are also guaranteed by GCCDL.

Save as aforesaid, and apart from intra-group liabilities, at the close of business on 31 October 2021, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this Offering Circular, the Enlarged Group did not have any other debt securities, any outstanding loan capital, any borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trade bills) or other similar indebtedness, debentures, mortgages, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities.

The Directors confirm that there has been no material change to the indebtedness and contingent liabilities of the Enlarged Group since 31 October 2021 up to and including the Latest Practicable Date.

3. MATERIAL ADVERSE CHANGE

Save for the Acquisition and the Rights Issue, the Directors confirm that they were not aware of any material adverse change in the financial or trading position or outlook of the Yuexiu REIT Group since 31 December 2020, being the date on which the last published audited consolidated financial information of the Yuexiu REIT Group were made up, and up to and including the Latest Practicable Date.

4. WORKING CAPITAL SUFFICIENCY

Taking into account the expected Acquisition Completion Date and the financial resources available to the Enlarged Group, including its internally generated funds, existing banking facilities, the New Bank Facility and the proceeds from the proposed Rights Issue and the availability of certain investment properties free from encumbrance which can be utilised to raise new banking facilities, the Directors are of the opinion that the Enlarged Group will have sufficient working capital to satisfy its present requirements for at least the next 12 months from the date of this Offering Circular in the absence of unforeseen circumstances.

5. RECENT DEVELOPMENT AND FINANCIAL AND TRADING PROSPECTS OF THE ENLARGED GROUP

As disclosed in the Circular, on 24 October 2021, Yuexiu REIT (through the Purchaser) entered into the Acquisition Deed with the Vendor (as seller) and Yuexiu Property (as guarantor) pursuant to which Yuexiu REIT will acquire, through the purchase of the Sale Shares representing the entire equity interest in the Target Company) from the Vendor, the Property known as "Yuexiu Financial Tower (越秀金融大厦)", which is a landmark building with International Grade A office building qualification strategically located in the Core Area of ZJNT. Acquisition Completion is expected to take place at any date after the date on which this Offering Circular is despatched but before Rights Issue Completion. The net proceeds to be raised from the Rights Issue will, together with the proceeds

from the New Bank Facility, be applied towards the settlement of the Acquisition Consideration as well as the payment of the One-Off Fees and Charges arising out of the Acquisition in relation to the Property. For further details of the Acquisition and the financial effects of the Acquisition and the Rights Issue on Yuexiu REIT, please refer to the relevant sections in the Circular.

The Manager believes that the Acquisition will bring about various strategic and financial benefits to Yuexiu REIT and its Unitholders. Such benefits are fully set out in section 7 headed “Reasons for and Benefits of the Acquisition” in the Circular. The Acquisition will increase the size of the office portion of Yuexiu REIT’s portfolio and achieve synergy between Guangzhou IFC and the Property, both of which are Grade A office buildings in the Core Area of ZJNT. Guangzhou, being one of the core cities for development of the Greater Bay Area, will continue to focus on high-quality development of its economy, enhance industrial technological innovation capabilities, build a global innovation talent highland and create an international technology innovation centre in the Greater Bay Area. According to the national 14th Five-Year Plan, the Guangdong-Hong Kong-Macau Greater Bay Area will be built as a comprehensive national science centre, a world-class harbour group, an airport cluster and a travel destination and an international consumption centre. As stated in the Circular, Guangzhou has seen the lowest vacancy rate for Grade A office market among the four major first-tier cities in China. ZJNT is the core area of Guangzhou Tianhe CBD and the most concentrated area of Guangzhou Grade A office buildings, and has the best leasing performance. The Manager believes that the Property is well-positioned to benefit from the abovementioned circumstances and provide an additional and stable rental income stream to the Enlarged Group, whilst also offering Yuexiu REIT potential capital appreciation upside.

Going forward, the Manager will continue to search for high-quality commercial projects in the core areas of first-tier cities and strong second-tier cities in China, especially focus on cities in the Guangdong-Hong Kong-Macau Greater Bay Area, to expand Yuexiu REIT’s investment property portfolio in order to enhance its steady and recurring rental income. The Manager will aim at further improving the quality of Yuexiu REIT’s portfolio and expanding its scale of assets as well.

UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET ASSETS AND ADJUSTED
CONSOLIDATED NET TANGIBLE ASSETS ATTRIBUTABLE TO THE UNITHOLDERS OF
THE GROUP

The unaudited pro forma adjusted consolidated net assets and adjusted consolidated net tangible assets attributable to the unitholders (the “Unaudited Pro Forma Financial Information”) of the Group has been prepared by the directors of the Manager in accordance with Rule 4.29 of the Listing Rules, as if paragraph 4.29 of the Listing Rules were applicable to Yuexiu REIT, to illustrate the effect of the Rights Issue and the Acquisition on the consolidated net assets and consolidated net tangible assets attributable to the unitholders of the Group as if the Rights Issue and the Acquisition had taken place on 30 June 2021. The Unaudited Pro Forma Financial Information of the Group is prepared based on the unaudited consolidated net assets attributable to the unitholders of the Group as at 30 June 2021, as extracted from the published interim report of the Group for the six months ended 30 June 2021, after incorporating the unaudited pro forma adjustments described in the accompanying notes. The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net assets and the consolidated net tangible assets attributable to the unitholders of the Group following the Rights Issue and the Acquisition as at the date to which it is made up or at any future date.

	Unaudited consolidated net assets attributable to the unitholders as at 30 June 2021	Estimated net proceeds from the Rights Issue (Note 2)	Effect of the Acquisition (Note 3)	Unaudited pro forma adjusted consolidated net assets attributable to the unitholders as at 30 June 2021
Unaudited consolidated net assets attributable to the unitholders (RMB'000) (Note 1)	14,564,303	3,261,074	(19,642)	17,805,735
Unaudited consolidated net assets per unit attributable to the unitholders, prior to the completion of the Rights Issue and the Acquisition (RMB) (Note 4)	RMB4.39			
Unaudited consolidated net assets per unit attributable to the unitholders, after the completion of the Rights Issue and the Acquisition (RMB) (Note 5)	RMB3.89			

	Unaudited consolidated net tangible assets attributable to the unitholders as at 30 June 2021	Estimated net proceeds from the Rights Issue (Note 2)	Effect of the Acquisition (Note 3)	Unaudited pro forma adjusted consolidated net tangible assets attributable to the unitholders as at 30 June 2021
Unaudited consolidated net tangible assets attributable to the unitholders (RMB'000) (Note 1)	13,704,435	3,261,074	(19,642)	16,945,867
Unaudited consolidated net tangible assets per unit attributable to unitholders, prior to the completion of the Rights Issue and the Acquisition (RMB) (Note 4)				RMB4.13
Unaudited consolidated net tangible assets per unit attributable to unitholders, after the completion of the Rights Issue and the Acquisition (RMB) (Note 5)				RMB3.70

Note 1: The net assets attributable to the unitholders are extracted from the unaudited interim condensed consolidated balance sheet of Yuexiu REIT as at 30 June 2021. The net tangible assets attributable to the unitholders are determined based on the net assets attributable to the unitholders as at 30 June 2021 as extracted from the unaudited interim condensed consolidated balance sheet of Yuexiu REIT as at 30 June 2021 and adjusted by goodwill of RMB860 million.

Note 2: The estimated net proceeds from the Rights Issue of approximately RMB3,261.1 million are based on 1,234,403,038 Rights Issue Units to be issued at HKD3.20 per each Rights Issue Unit (after deducting the relevant transaction costs for the Rights Issue if any and assuming that there is no change in the number of issued units on or before the Rights Issue Record Date).

Note 3: Proceeds from the Rights Issue will be used to finance the Acquisition Consideration as detailed in the "LETTER FROM THE BOARD" in this offering circular and the Circular dated 13 November 2021. An adjustment on deferred tax liabilities in respect of withholding tax of RMB19.6 million is made in this Unaudited Pro Forma Financial Information, details of which have been set out in Note 5 in the Appendix 4 to the Circular.

Note 4: The net assets and net tangible assets attributable to the unitholder per unit are approximately RMB4.39 and RMB4.13, respectively and the calculation is arrived at on the basis of the net assets and net tangible assets attributable to the unitholders extracted from the Unaudited Pro Forma Financial Information prior to the completion of the Rights Issue and the Acquisition of approximately RMB14.6 billion and RMB13.7 billion, respectively and on the basis that 3,319,288,000 units were in issue as at 30 June 2021.

Note 5: The net assets and net tangible assets attributable to the unitholders per unit are approximately RMB3.89 and RMB3.70, respectively and the calculation is arrived at on the basis of the net assets and net tangible assets attributable to the unitholders extracted from the Unaudited Pro Forma Financial Information upon the completion of the Rights Issue and the Acquisition of approximately RMB17.8 billion and RMB16.9 billion, respectively and on the basis that 4,579,505,038 units (including 3,319,288,000 units in issue as at 30 June 2021, 25,814,000 new units issued for payment of manager's fee and 1,234,403,038 Rights Issue Units to be issued) upon the completion of the Rights Issue and the Acquisition.

Note 6: No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2021.

The following is the text of a report received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this Offering Circular.



羅兵咸永道

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

To the Directors of Yuexiu REIT Asset Management Limited, the Manager of Yuexiu Real Estate Investment Trust (the "Manager")

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Yuexiu Real Estate Investment Trust ("Yuexiu REIT") and its subsidiaries (collectively the "Group") by the directors of the Manager for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma adjusted consolidated net assets and adjusted consolidated net tangible assets attributable to the unitholders of the Group as at 30 June 2021 and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages A2-1 to A2-3 of Yuexiu REIT's offering circular dated 17 December 2021, in connection with the proposed rights issue of Yuexiu REIT (the "Circular"). The applicable criteria on the basis of which the directors of the Manager have compiled the Unaudited Pro Forma Financial Information are described on pages A2-1 to A2-3 of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the directors of the Manager to illustrate the impact of the proposed rights issue and the acquisition of Gain Force Investments Limited (the "Transactions") on the Group's financial position as at 30 June 2021 as if the Transactions had taken place at 30 June 2021. As part of this process, information about the Group's financial position has been extracted by the directors of the Manager from the Group's financial information for the six months ended 30 June 2021, on which a review report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Manager are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), as if paragraph 4.29 of the Listing Rules were applicable to Yuexiu REIT, and with reference to Accounting Guideline 7, *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*, ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Control 1 issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, as if paragraph 4.29 of the Listing Rules were applicable to Yuexiu REIT, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the directors of the Manager have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules, as if paragraph 4.29 of the Listing Rules were applicable to Yuexiu REIT, and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Transactions at 30 June 2021 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Manager on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules, as if paragraph 4.29 of the Listing Rules were applicable to Yuexiu REIT.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 17 December 2021

APPENDIX 3 INDEPENDENT PROPERTY VALUER'S OPINION LETTER

The following is the text of a letter received from Colliers International (Hong Kong) Limited, the independent Property Valuer, in connection with the valuations of the Properties, as at 30 September 2021 and for the purpose of inclusion in Offering Circular.



Yuexiu REIT Asset Management Limited

as the “Manager” of “Yuexiu Real Estate Investment Trust”

17B, Yue Xiu Building,
No. 160 Lockhart Road,
Wanchai, Hong Kong

HSBC Institutional Trust Services (Asia) Limited

as the “Trustee” of “Yuexiu Real Estate Investment Trust”

17th Floor, Towers 2& 3, HSBC Centre,
No. 1 Sham Mong Road,
Kowloon, Hong Kong

Colliers International (Hong Kong) Limited

Valuation & Advisory Services
Company Licence No.: C-006052

Suite 5701, Central Plaza,
No. 18 Harbour Road,
Wanchai, Hong Kong

T: (852) 2828 9888
F: (852) 2828 9899
colliers.com

Our Ref.: CIP000181 (20-833_GH)

17 December 2021

Dear Sirs or Madam,

Valuations of:

- (1) **Yuexiu Financial Tower, No. 28 Zhu Jiang East Road, Tianhe District, Guangzhou, Guangdong Province, the PRC (the “Target Property”)**
- (2) **Guangzhou International Finance Centre, No. 5 Zhu Jiang West Road, Tianhe District, Guangzhou, Guangdong Province, the PRC**
- (3) **Various Units in White Horse Building, Nos. 14, 16 & 18 Zhan Nan Road, Yuexiu District, Guangzhou, Guangdong Province, the PRC**
- (4) **Various Units and 110 Car Spaces at Basement Levels 1 & 2 in Fortune Plaza, Nos. 114, 116 & 118 Ti Yu East Road, Tianhe District, Guangzhou, Guangdong Province, the PRC**
- (5) **Various Units and 179 Car Spaces at Basement Levels 1 & 2 in City Development Plaza, Nos. 185, 187 & 189 Ti Yu West Road, Tianhe District, Guangzhou, Guangdong Province, the PRC**
- (6) **Various Units in Victory Plaza, No. 101 Ti Yu West Road, Tianhe District, Guangzhou, Guangdong Province, the PRC**
- (7) **Tower 2 & 315 Car Spaces at Basement Levels 1 & 2, Hangzhou Victory Business Center, No. 9 Jiangxiu Street, Qianjiang New Town, Shangcheng District, Hangzhou, Zhejiang Province, the PRC**
- (8) **Yuexiu Tower, No. 388 Fushan Road, Lot No. Qiu 2/9 Jiefang 302, Weifang Xincun Sub-district, Pudong New Area, Shanghai, the PRC**

APPENDIX 3 INDEPENDENT PROPERTY VALUER'S OPINION LETTER

**(9) Wuhan Yuexiu Fortune Centre, Starry Victoria Shopping Centre and Various Car Spaces,
No. 1 Zhongshan Avenue, Qiaokou District, Wuhan, Hubei Province, the PRC**

((2) - (9) collectively known as the "Existing Properties")

We refer to your request to opine on the changes of market values of the Target Property and the Existing Properties (collectively, the "Properties") between 31 August 2021 and 30 September 2021.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offering Circular.

Our two valuation reports dated 13 November 2021 for the Target Property and the Existing Properties respectively and with valuation date all as at 31 August 2021 (collectively, "Valuation Reports") were included in Appendices 5A and 5B to the Circular dated 13 November 2021.

In order to provide this opinion, same valuation standards and valuation approaches being principally adopted (i.e. the Income Capitalisation Method or Discounted Cash Flow Method and cross checked by Market Approach) as stated in the Circular dated 13 November 2021. We have also reviewed the rental particulars of the Properties as at 30 September 2021 and made reference to the update market conditions. The valuation parameters and assumptions adopted were the same with the valuations as at 31 August 2021.

We were of the opinion that, there was no adverse material change on the information or assumptions which were included in our Valuation Reports and could confirm that the value of each of the Properties as at 30 September 2021 would not be materially different from the respective value of these properties as at 31 August 2021. We further confirm that we are not aware of any material information that will affect our opinion as at the date of this letter.

Yours sincerely,

For and on behalf of

Colliers International (Hong Kong) Limited

Dorothy Chow

MSc FRICS FHKIS MCIREA RPS(GP)

Executive Director

Valuation and Advisory Services - Asia

Individual Licence Number: E-182969

1. RESPONSIBILITY STATEMENTS

This Offering Circular, for which the Manager and the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules and the REIT Code for the purpose of giving information with regard to Yuexiu REIT. The Manager and the Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Offering Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Offering Circular misleading.

2. INFORMATION ABOUT YUEXIU REIT AND ITS SECURITIES

Yuexiu REIT, constituted by the Trust Deed entered into on 7 December 2005 and listed on the Stock Exchange since 21 December 2005, is a real estate investment trust formed primarily to own and invest in high quality income-producing commercial real estate in top-tier PRC cities with capital appreciation potential. Yuexiu REIT is managed by the Manager who in turn has delegated certain leasing and marketing functions to its delegates. For details of the Existing Properties (including but not limited to their operating data) and the delegates of the Manager, please refer to the annual report of Yuexiu REIT for the year ended 31 December 2020 published on 26 April 2021.

As at the Latest Practicable Date, Yuexiu REIT has a total of 3,336,224,428 issued Units. Save for the 16,174,466 Units issued on 7 April 2021 and the 16,936,297 Units issued on 26 August 2021 for the payment of the Manager's fee pursuant to the Trust Deed, Yuexiu REIT has not issued any new Units since 31 December 2020, the date to which the latest published audited financial statements of Yuexiu REIT were made up, and up to the Latest Practicable Date.

Pursuant to and upon Rights Issue Completion, Yuexiu REIT will issue a total of 1,234,403,038 new Units, details of which are disclosed in section 5 headed "Effects of the Rights Issue on Unitholding in Yuexiu REIT" in this Offering Circular. Pursuant to the Indebtedness Agreement (as amended by the Second Supplemental Indebtedness Agreement which was approved by Independent Unitholders at the EGM), it is expected that the balance of the Guangzhou IFC Consideration will be fully settled by 31 December 2025 by the issue of a further 410,808,584 Deferred Units in aggregate. As at the Latest Practicable Date, Yuexiu REIT has no outstanding options, warrants, conversion rights affecting or securities convertible into Units and has not entered into any agreement for the issue of such options, warrants, conversion rights or convertible securities.

All the issued Units currently in issue rank *pari passu* with each other in all respects including the rights as to voting, dividends and capital.

The Rights Issue Units will, when issued and fully paid, will be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and rank *pari passu* in all respects with the other fully paid Units then in issue including the right to receive future distributions which may be declared, made or paid after the date of allotment of the Rights Issue.

The holders of the Rights Issue Units shall not be entitled to the Special Distribution, but will, if they continue to be a holder on the relevant record date, be entitled to the final distribution for the period between 1 July 2021 and 31 December 2021 and the interim distribution for the period between 1 January 2022 and 30 June 2022, if any.

3. DIRECTORS AND SENIOR MANAGEMENT OF THE MANAGER

(a) Particulars of the Directors and the senior management of the Manager

The business address of the Directors and the senior management of the Manager is the same as the registered office of the Manager is located at 17B, Yue Xiu Building, 160 Lockhart Road, Wanchai, Hong Kong.

(b) Biographies of the Directors

Executive Directors

Mr. LIN Deliang

Mr. Lin, aged 51, was appointed as Chairman of the Manager on 14 August 2018 and is an Executive Director, Chief Executive Officer and one of the responsible officers of the Manager licensed under the SFO (the “**Responsible Officers**”) and is authorised to carry out type 9 regulated activities.

Prior to joining the Manager, Mr. Lin participated in and was in charge of investment planning, sales and marketing programmes for various large scale residential and commercial properties of Yuexiu Property. After joining GCCDL in 1992, Mr. Lin held various managerial positions in the investment development department of GCCDL as well as in Xingye Real Estate Agent Co., Ltd. (being a subsidiary of Yuexiu Property) and Guangzhou Investment (HK Property) Company Limited. He was responsible for the operations management of properties located in, among others, Hong Kong, Macau, France and Singapore from 2003 to 2005. In 2006, Mr Lin was deputy general manager of Guangzhou Dongfang Hotel Group of GZYX (the “**Yue Xiu Group**”), responsible for financial revenue management, hotel brand development, and tourism affairs etc. Mr. Lin is a qualified Real Estate Appraiser of China, China Land Valuer and China Real Estate Agent.

After joining the Manager, Mr. Lin was responsible for organising to implement Yuexiu REIT’s acquisition of Guangzhou IFC and a series of major capital operation projects in Shanghai, Wuhan and Hangzhou since 2009. As a composite professional of “DOS” (develop, operate and securitise) in the real estate investment and securitisation field, Mr. Lin has accumulated nearly 30 years of practical experience in large property positioning and planning, investment development, commercial operations, and capital operations.

Mr. Lin graduated from Jinan University in the PRC with professional studies in corporate management, and obtained a bachelor’s degree in Economics. He completed a MBA postgraduate course at South China University of Technology from 2004 to 2005.

Ms. OU Haijing

Ms. OU Haijing, aged 44, is an Executive Director, and has been the Deputy Chief Executive Officer of the Manager since 26 April 2019 and one of the Manager's Responsible Officers licensed under the SFO since 27 September 2018.

Since October 2016, Ms. Ou has been the head of asset management, primarily responsible for project management including leasing, property operation and asset enhancement. Prior to this role, Ms. Ou was responsible for the internal governance and human resources management of the Manager from May 2009 to September 2016, and headed the investment team of the Manager from 2007 to 2009. Before joining the Manager, Ms. Ou was mainly engaged in the capital operations and had participated in various mergers and acquisitions of Yue Xiu Group, including the listing of Yuexiu REIT. Ms. Ou has over 10 years of experience in internal governance in Yuexiu REIT. She is now a licensed person under the SFO and is authorised to carry out regulated activities of type 9.

Ms. Ou graduated from Jinan University in the PRC with professional studies in international economics and trade and economic law, and obtained a bachelor's degree in Economics and a bachelor's degree in Law (i.e. a double degree). Subsequently, she completed postgraduate studies in Finance at the Lingnan College of Sun Yat-Sen University in 2003.

Non-Executive Directors**Mr. LI Feng**

Mr. LI Feng, aged 53, is Non-Executive Director of the Manager. He is also an executive director of Yuexiu Property, chairman and an executive director of Yuexiu Transport, a non-executive director of Chong Hing Bank, chairman of Yuexiu Financial Holdings Limited and Yue Xiu Securities Holdings Limited, a director of Guangzhou Yuexiu Financial Holdings Group Co., Ltd. (廣州越秀金融控股集團股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 000987), and a director of GCCDL.

Besides, Mr. Li is also the chief capital officer of Yue Xiu Group, mainly responsible for formulating and implementing major capital operation, organising industrial development and financing coordination, upgrading the customer resource management, promoting and improving digital transformation of the whole group. Mr. Li holds the certificate in Major Administrative Decision-Making and Argumentation (廣州市重大行政決策論證專家) conferred by the Guangzhou Municipal Government. He is also the president of Association of Guangzhou Belt and Road Investment Enterprises, member of Guangzhou Housing Provident Fund Management Committee, director of Guangzhou People's Association for Friendship with Foreign Countries and vice-president of The Listed Companies Council, Hong Kong Chinese Enterprises Association. Mr. Li joined Yuexiu in December 2001, he is familiar with business of listed companies and the operations of capital markets, he was also involved in the successful listing of Yuexiu REIT, and has extensive practical experience in capital operations.

Mr. Li graduated from South China University of Technology and Jinan University, and obtained a Bachelor of Engineering, Master of Business Administration and the qualification of a Senior Engineer in China.

Mr. ZENG Zhizhao

Mr. Zeng Zhizhao, aged 43, was appointed as a Non-executive Director of the Manager on 4 March 2021. Mr. Zeng joined the Yue Xiu Group in July 2005 and is currently acting as the deputy general manager of Yuexiu Property, being responsible for the management of financial and capital operation of listed companies of the real estate sector within the Yue Xiu Group.

Mr. Zeng has extensive experience in capital operations. Mr. Zeng has held various positions with GZYYX where he worked as, among others, deputy manager and senior manager and certain other positions of the capital department from July 2005 to April 2014, as deputy director of capital operations of the capital department from April 2014 to November 2015, as deputy general manager of the capital department from November 2015 to March 2019, and as general manager of the capital department from March 2019 to January 2021, where he was mainly responsible for organising and implementation of major capital operations projects, co-ordination of investor relations of listed companies within the Yue Xiu Group, capital operations and post-investment management of the headquarters of Yue Xiu Group. Mr. Zeng was also involved in various capital operation projects including among others the acquisition of Guangzhou IFC by Yuexiu REIT, acquisition of Chong Hing Bank, and issuance of certain bonds.

Mr. Zeng received a bachelor's degree in International Finance in July 1999, a master's degree in Finance in July 2002, and a doctorate degree in Finance in July 2005, each from Xiamen University in Xiamen, PRC. He has been a certified public accountant in the PRC since June 2002. He has also obtained the qualification of financial economist in the PRC in December 2007 and the qualification of fund practitioner of Asset Management Association of China in May 2017.

Independent Non-Executive Directors

Mr. CHAN Chi On, Derek

Mr. Chan, aged 58, is an INED of the Manager.

Mr. Chan has over 30 years of experience in the financial services industry and is a co-author of a book on listing procedures and securities rules and regulation in Hong Kong.

Mr. Chan is currently the chairman of Halcyon Capital Limited and Halcyon Securities Limited, which are engaged in corporate finance and securities businesses in Hong Kong respectively. He worked for the Stock Exchange from 1989 to 1996 and was an executive director of Haitong International Securities Group Limited (Stock Code: 00665) (formerly known as Taifook Securities Group Limited), and had been the head of its corporate finance division for 16 years until the end of 2012.

Mr. Chan is also currently an independent non-executive director of Longfor Group Holdings Limited (Stock Code: 00960) and China Conch Venture Holdings Limited (Stock Code: 00586). The shares of the companies mentioned above are listed on the Stock Exchange.

Mr. Chan graduated from the Hong Kong University of Science and Technology with a master's degree in Business Administration in 1994 and from The University of Hong Kong with a bachelor's degree in Social Sciences (majoring in Economics) in 1985.

Mr. CHAN Chi Fai, Brian

Mr. Chan, aged 66, is an INED of the Manager.

Mr. 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 PRC, 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. Chan worked in the banking sector from 1978 to 1989, the first 7 years of which was with a reputable international bank. The last position Mr. Chan held before leaving his banking career was as group financial controller of IBI Asia (Holding) Limited. During his 11 years in banking, Mr. Chan was involved in international banking operations, mergers and acquisitions as well as financial and risk management.

Mr. Chan is a director of Primeline Energy Holdings Inc., which is listed on the TSX Venture Exchange (Stock Code: PEH.V).

Mr. 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. CHEUNG Yuk Tong

Mr. Cheung, aged 64, is an INED of the Manager.

Mr. Cheung joined Baker & McKenzie in 1982 and worked in the Chicago, Beijing, Shanghai and Hong Kong offices of the firm. He was a partner in the corporate group of Baker & McKenzie's Hong Kong office, and was co-head of its Hong Kong and China mergers and acquisitions practice until June 2013 when he ceased to be a partner of Baker & McKenzie. His practice was focused in the areas of mergers and acquisitions and corporate finance.

Mr. Cheung was a member of the Judging Panel for the Corporate Governance Excellence Awards organised by the Hong Kong Chamber of Listed Companies from 2012 to 2015. He was also a member of the Takeovers and Mergers Panel and the Takeovers Appeals Committee of the SFC from 2012 to 2014.

Mr. Cheung graduated from The University of Hong Kong with an LL.B. and a Postgraduate Certificate in Laws, and from the London School of Economics with an LL.M.. He was admitted as a solicitor in Hong Kong and England, and as an attorney-in-law in New York.

Mr. CHEN Xiaoou

Mr. Chen, aged 52, is an INED of the Manager.

Mr. Chen, has over 25 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 PRC, the United States, Hong Kong, Singapore and Australia for many years. He is the China Chapter Board Member of Asia Pacific Real Estate Association, Fellow 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, a company listed on the Stock Exchange (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 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.

(c) Biographies of the senior management of the Manager

Mr. LIN Deliang

Mr. Lin is the Chairman, Chief Executive Officer, Executive Director and one of the Responsible Officers of the Manager. Information on his business and working experience have been set out in the section headed “Directors and Senior Management of the Manager — Biographies of the Directors — Executive Directors” above.

Ms. OU Haijing

Ms. OU is the Deputy Chief Executive Officer, an Executive Director and one of the Responsible Officers of the Manager. Information on her business and working experience have been set out in the section headed “Directors and Senior Management of the Manager — Biographies of the Directors — Executive Directors” above.

Mr. YU Tat Fung

Mr. Yu, aged 64, is the company secretary of the Manager and was appointed as the compliance manager of the Manager on 1 March 2010. He is also the group general legal counsel of Yue Xiu and is responsible for the company secretarial affairs and compliance of the Manager. From October 2004, Mr. Yu was the company secretary of both Yuexiu Property and Yuexiu Transport, and he has also been appointed as the company secretary of Yue Xiu since January 2014. Mr. Yu obtained a bachelor's degree in social sciences from The University of Hong Kong in 1981. He attained the Solicitors' Final Examination in England in 1983. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1986. He was also admitted to the Bar of the Province of British Columbia in Canada in 1995. Prior to joining Yuexiu Property in 1997, he was engaged in private practice with an emphasis on corporate and commercial law.

Mr. KWAN Chi Fai

Mr. Kwan, aged 59, is the Chief Financial Officer and one of the Responsible Officers of the Manager. He is responsible for the financial management of the Manager. Prior to joining Yue Xiu in January 2007, Mr. Kwan was the financial controller of two companies which are listed on the Stock Exchange. He has over 25 years of experience in finance, accounting and taxation.

Mr. Kwan is a member of Chartered Professional Accountants of Canada, the Hong Kong Institute of Certified Public Accountants and the Association of International Accountants. He obtained a master's degree in Business Administration and a bachelor's degree in Accounting from The University of Hong Kong.

Ms. YOU Quan

Ms. You, aged 51, is the general manager of the project development department of the Manager. She is mainly responsible for the capital technical alteration, risk control and facility management operations of the properties. Before joining the Manager at the end of 2018, Ms. You was a project manager of TaiKoo Hui Guangzhou Development Co., Ltd and the HVAC director of Guangzhou City Construction & Development Design Institute Co. Ltd. for nearly 10 years. She has successively held positions such as technology and design department director, design and engineering department deputy director, regional director, project management department general manager of subsidiaries of Yuexiu Property since 2010. She has rich experience in both engineering and operations management, involved in management of 5-star hotels like Four Seasons Hotel Guangzhou and super high-rise buildings and city level multi-functional commercial complexes like Guangzhou IFC and TaiKoo Hui.

Ms. You graduated from the HVAC, Gas and Refrigeration Department of Chongqing University of Architecture in 1995 with a master degree in engineering. She has a wide range of professional knowledge and is the holder of certified Public Utility Engineer (HVAC) qualification, senior HVAC engineer license, fire facility design certificate, building equipment engineer license.

Mr. YU Xinyuan, Philip

Mr. Yu, aged 52, is the Owner Representative of hotels and apartments of the Manager. Mr. Yu joined the Yuexiu Property since 2008, he was involved in the Four Seasons Hotel Guangzhou and Ascott Serviced Apartments management contracts negotiation and related preopening works for Guangzhou IFC projects. Mr. Yu joined the Manager in 2012, and was the deputy general manager of hotels and apartments department of the Manager. Before joining the Yuexiu Property, Mr. Yu had served as the department manager and general manager in domestic high-star level hotels. Mr. Yu has accumulated abundant experiences on hotel operations, preopening works and asset management.

Mr. Yu graduated from Quanzhou Huaqiao University in 1992 with a bachelor's degree in Economics. Mr. Yu is also the members of Hospitality Asset Managers Association in Asia Pacific and China Branch.

Mr. LIU Bihong

Mr. Liu, aged 49, is the general manager of the internal audit department and the deputy general manager of the compliance department of the Manager, and is also the deputy head of the legal department of Yue Xiu. He is mainly responsible for the examination of the correctness and completeness of the records of the operations and transactions and risk management and control, and also responsible for the prevention and management of PRC legal risks, and provides PRC legal support for the Manager's business and investment acquisitions. He assists in compliance work to ensure conformity with the requirements of the regulatory bodies such as the Stock Exchange and the SFC. He is also responsible for the corporate service of the Manager. Mr. Liu joined the GCCDL Group in 1999 and worked in legal department. He was involved in the successful listing of Yuexiu REIT.

Mr. Liu obtained a bachelor's degree in Engineering from Jilin University of Technology (吉林工業大學) in 1994 and graduated from the Sun Yat-sen University in 2005 with a Juris Master Degree. Mr. Liu has a wide range of professional knowledge and has gained professional qualifications successively in the PRC, including Chinese Lawyer Qualification (1996), Certified Public Accountant (1998), Enterprise Legal Consultant (2000) and the Qualification for Registered Tax Agent (2001).

Mr. CHEN Yongqin

Mr. Chen, aged 42, is currently the general manager of the finance department of the Manager and is responsible for the finance, taxation and fund management of the Manager. Mr. Chen joined GCCDL Group in 2005 and has successively held positions such as deputy manager and senior manager of the finance department of a subsidiary of GCCDL. He has over 15 years of experience in finance and auditing in the real estate industry. Mr. Chen graduated from the accounting department of Sun Yat-sen University in 2002 with a bachelor's degree in Management. Mr. Chen is a Chartered Management Accountant (CIMA), Certified Internal Auditor (CIA), U.S. Certified Information System Auditor (CISA), Certified Fraud Examiner, and U.S. Certified Risk Manager. Mr. Chen is also an associate member of Association of International Accountants (AAIA), member of Australia Institute of Public Accountants (IPA), member of U.K. Institute of Financial Accountants (IFA), member of International Forensic Certified Public Accountants Association and international affiliate of Hong Kong Institute of Certified Public Accountants (HKICPAIA).

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, in relation to Yuexiu REIT or any of its subsidiaries or associated companies, there is no service contract in force or proposed to be entered into between Yuexiu REIT and any of the Directors which: (a) is a continuous contract with a notice period of 12 months or more; or (b) is a fixed term contract with not less than 12 months to run irrespective of the notice period.

5. DISCLOSURE OF INTERESTS IN UNITS

(a) Interests held by the Manager and the Directors and chief executive officer

The REIT Code requires that connected persons of Yuexiu REIT shall disclose their interests in Units. In addition, under the provisions of the Trust Deed, Part XV of the SFO is also deemed to be applicable, among other things, to the Manager, the Directors and the chief executive of the Manager.

As at the Latest Practicable Date, the interests and short positions held by Directors and chief executive officer of the Manager in the Units required (i) to be notified to the Manager and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provision of the SFO); (ii) to be recorded in the register kept by the Manager under Schedule 3 of the Trust Deed and section 352 of the SFO; and (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Manager and the Stock Exchange set out below:

Interests and short positions in the Units:

Name of Director	Nature of Interest	As at the Latest Practicable Date	
		Beneficial interests in Units	Approximate % of interest
Mr. Lin Deliang ⁽¹⁾	—	Nil	—
Ms. Ou Haijing	Personal	1,000	0.000030%
Mr. Li Feng	Personal	1,825	0.000055%
Mr. Zeng Zhizhao	—	Nil	—
Mr. Chan Chi On, Derek	—	Nil	—
Mr. Chan Chi Fai, Brian	—	Nil	—
Mr. Cheung Yuk Tong	—	Nil	—
Mr. Chen Xiaou	—	Nil	—

Note:

(1) Mr. Lin Deliang is also the chief executive officer of the Manager.

(b) Interests held by Substantial Unitholders

As at the Latest Practicable Date, so far as is known to the Directors and the chief executive officer of the Manager, companies and/or persons (other than a Director or chief executive officer of the Manager) who had interests or short positions in the Units and underlying Units which would fall to be disclosed to Yuexiu REIT under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of Unitholders kept by the Manager under Schedule 3 of the Trust Deed were as follows:

Long position in the Units and underlying Units:

Name of Substantial Unitholder	Nature of Interest	As at the Latest Practicable Date	
		Interests in Units	Approximate % of interest
GZYY ⁽¹⁾	Deemed	2,994,833,139 ⁽³⁾⁽⁵⁾	89.77% ⁽⁴⁾
	Total	2,994,833,139 ⁽³⁾⁽⁵⁾	89.77% ⁽⁴⁾
Yue Xiu	Beneficial	730,859,885 ⁽³⁾⁽⁵⁾	21.91%
	Deemed	2,263,973,254 ⁽³⁾⁽⁵⁾	67.86% ⁽⁴⁾
	Total	2,994,833,139 ⁽³⁾⁽⁵⁾	89.77% ⁽⁴⁾
Yuexiu Property ⁽²⁾	Beneficial	—	—
	Deemed	2,166,382,313 ⁽³⁾⁽⁶⁾	64.94% ⁽⁴⁾
	Total	2,166,382,313 ⁽³⁾⁽⁶⁾	64.94% ⁽⁴⁾
Dragon Yield	Beneficial	2,003,293,697 ⁽³⁾⁽⁶⁾	60.05% ⁽⁴⁾
	Deemed	—	—
	Total	2,003,293,697 ⁽³⁾⁽⁶⁾	60.05% ⁽⁴⁾

Note:

- (1) Further information in relation to interests of corporations controlled by GZYX as at the Latest Practicable Date:

Name of Controlled Corporation	Name of Controlling Shareholder	% Control	Direct interest (Y/N)	Number of Shares	
				Long Position	Short Position
Yue Xiu	GZYX	100.00	Y	730,859,885 ⁽⁵⁾	—
Yue Xiu	GZYX	100.00	N	2,263,973,254 ⁽³⁾⁽⁵⁾	—
Bosworth International Limited	Yue Xiu	100.00	Y	7,806,646 ⁽⁵⁾	—
Yuexiu Property	Yue Xiu	39.78	N	2,166,382,313 ⁽³⁾⁽⁵⁾	—
Dragon Yield	Yuexiu Property	100.00	Y	2,003,293,697 ⁽³⁾⁽⁶⁾	—
Yue Xiu International Investment Limited (“YXII”)	Yuexiu Property	100.00	Y	163,088,616 ⁽⁶⁾	—
Novena Pacific Limited	Yue Xiu	100.00	Y	1,937,463 ⁽⁵⁾	—
Morrison Pacific Limited	Yue Xiu	100.00	Y	541,317 ⁽⁵⁾	—
Greenwood Pacific Limited	Yue Xiu	100.00	Y	464,898 ⁽⁵⁾	—
Goldstock International Limited	Yue Xiu	100.00	Y	120,672 ⁽⁵⁾	—
Yuexiu Capital Holdings Limited	Yue Xiu	100.00	Y	84,940,000 ⁽⁵⁾	—
Yue Xiu Finance Company Limited	Yue Xiu	100.00	Y	1,779,945 ⁽⁵⁾	—

- (2) The deemed interest of Yuexiu Property as at the Latest Practicable Date in 2,166,382,313 Units were held through Dragon Yield and YXII, both are wholly-owned subsidiaries of Yuexiu Property. Yuexiu Property, through its wholly-owned subsidiaries, is indirectly interested in 33.0% equity interest in Wuhan Yuexiu Property Development Limited* (武漢越秀地產開發有限公司), which is the direct owner of the Wuhan Property.
- (3) It is expected that a further 410,808,584 Deferred Units will be issued, including an estimated approximately 81 million Deferred Units to be issued on 31 December 2021 at HKD4.00 per Unit, and a further sum of 329,808,584 Deferred Units on each of 31 December in 2022 and subsequent year-end date(s) thereafter will be issued at HKD3.861652 per Unit pursuant to the Second Supplemental Indebtedness Agreement. For further details, please refer to section 5 headed “Effects of the Rights Issue on Unitholding in Yuexiu REIT” in this Offering Circular.
- (4) After deducting the unissued Deferred Units and the Right Issue Units to be underwritten and taken up or procured to be taken up by them pursuant to the Underwriting Agreement and the Irrevocable Undertakings, the approximate interest held by GZYX and Yue Xiu will be approximately 40.799%, while the approximate interest in Yuexiu REIT held by Yuexiu Property and Dragon Yield will be approximately 38.659% and 35.091%, respectively.
- (5) Yue Xiu is deemed to be interested in a total of up to 757,189,241 Rights Issue Units, being the aggregate of 730,822,457 Rights Issue Units underwritten by Yue Xiu pursuant to the Underwriting Agreement and 26,366,784 Rights Issue Units which Yue Xiu has irrevocable undertaken to (through itself and its relevant controlled corporations to the extent that they are direct Unitholders) take up, or to procure to be taken up, pursuant to the Irrevocable Undertakings given by Yue Xiu.
- (6) Yuexiu Property is deemed to be interested in 477,213,797 Rights Issue Units, being the aggregate number of Rights Issue Units which Yuexiu Property has irrevocably undertaken to take up or procure to be taken up pursuant to the Irrevocable Undertakings given by Yuexiu Property, among which 433,167,967 Rights Issue Units and 44,045,830 Rights Issue Units will be provisionally allotted to, and will be taken up or procured to be taken up by, Dragon Yield and YXII respectively (being the direct Unitholders of the relevant Units).

Save as disclosed above, the Manager is not aware of any connected persons of Yuexiu REIT holding any Units as at the Latest Practicable Date.

Save as disclosed in this Offering Circular and as at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Manager:

- (i) none of the Directors or the Unitholders with an interest in more than 5.0% of all Units in issue had an interest, direct or indirect, in the Acquisition;
- (ii) no person (other than a Director) is interested (or deemed to be interested in) Units, or holds any short position in Units, which were required to be disclosed to the Manager and the Stock Exchange pursuant to Divisions 2, 3 and 4 of Part XV of the SFO, and no person is directly or indirectly interested in 10.0% of the issued voting shares of any member of the Yuexiu REIT Group;
- (iii) none of the Directors or chief executives of the Manager had any interests or short positions in the Units of Yuexiu REIT or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be disclosed to the Manager and the Stock Exchange pursuant to Divisions 7, 8 and 9 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), which the Trust Deed, subject to certain exceptions, deems to apply to the Directors and chief executive of the Manager, the Manager and each Unitholder and all persons claiming through or under them; and
- (iv) there will be no variation to the remuneration payable to and benefits in kind receivable by the Directors in consequence of the Acquisition.

6. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS AND IN COMPETING BUSINESSES

Save as disclosed in this Offering Circular, as at the Latest Practicable Date:

- (a) none of the Directors had any direct or indirect interest in any assets which have been, since the date that the latest published audited accounts of Yuexiu REIT were prepared, acquired or disposed of by (or leased to) or are proposed to be acquired or disposed of by (or leased to) Yuexiu REIT;
- (b) none of the Directors was materially interested in any contract or arrangement entered into by Yuexiu REIT and subsisting at the date of this Offering Circular which was significant in relation to Yuexiu REIT's business; and
- (c) none of the Directors or any of their associates had interests in a business which competes or is likely to compete, either directly or indirectly, with Yuexiu REIT's business.

7. STATEMENT IN RELATION TO FINANCIAL POSITION

The Manager confirms that, as at the Latest Practicable Date, there had not been any material adverse change in the financial or trading position of Yuexiu REIT since the date that the latest published audited accounts of Yuexiu REIT were prepared.

8. RISK FACTORS

For details of the risk factors in relation to Yuexiu REIT, the Acquisition, the Property, the real estate industry and the PRC, and investment in the Units, please refer to section 7 headed “Risk Factors” in Appendix 7 to the Circular.

Unitholders should note that the rental yield on real estate held by Yuexiu REIT is not equivalent to the yield on the Units.

9. OTHER DISCLOSURE REQUIRED UNDER APPENDIX B TO THE REIT CODE**(a) Business plan for property investment and management**

Please refer to (i) the annual report of Yuexiu REIT for the year ended 31 December 2020 published on 26 April 2021; and (ii) the circular published on 27 April 2021 in relation to, among others, the amendments to the Trust Deed on expansion of geographical scope and expansion of investment scope of Yuexiu REIT’s investment strategy to include (A) Property Development and Related Activities (as defined therein) and (B) Relevant Investments (as defined therein) at <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0426/2021042601645.pdf>.

(b) Nature and risks of making investments pursuant to 7.2B

Please refer to the circular published on 27 April 2021 in relation to, among others, the amendments to the Trust Deed on expansion of geographical scope and expansion of investment scope of Yuexiu REIT’s investment strategy to include (A) Property Development and Related Activities (as defined therein) and (B) Relevant Investments (as defined therein) at <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0426/2021042601645.pdf>.

(c) Transaction history of the properties of Yuexiu REIT in the five years immediately preceding the date of the Independent Property Valuer’s opinion letter

Please refer to the following announcements of Yuexiu REIT:

- (i) Announcement published on 23 December 2018 in relation to the acquisition of Hangzhou Property at <https://www1.hkexnews.hk/listedco/listconews/sehk/2018/1223/ltn20181223039.pdf>
- (ii) Announcement published on 14 November 2017 in relation to the acquisition of Wuhan Property at <https://www1.hkexnews.hk/listedco/listconews/sehk/2017/1114/ltn20171114688.pdf>

(d) Measures in place to mitigate or minimise risks relating to the property investment and management

Please refer to the annual report of Yuexiu REIT for the year ended 31 December 2020 published on 26 April 2021.

(e) Details of transactions or agreements with connected parties

Please refer to the annual report of Yuexiu REIT for the year ended 31 December 2020 published on 26 April 2021.

(f) Exit strategy in the event of divestment, circumstances in which Yuexiu REIT can be terminated and merged with other schemes

Please refer to the offering circular of Yuexiu REIT dated 12 December 2005 (<http://www.gzireit.com.hk/eng/25010645e.pdf>)

10. EXPERT AND CONSENT

Each of the Reporting Accountant and the Independent Property Valuer has given and has not withdrawn its written consent to the inclusion and publication of its name in this Offering Circular. Each of the Reporting Accountant and the Independent Property Valuer has also given its consent to the inclusion of its name in this Offering Circular and/or its appendices and all references thereto, in the form and context in which they are included in this Offering Circular.

The following is the qualification of the experts who have been named in this Offering Circular and have given opinion or advice which are contained in this Offering Circular.

PricewaterhouseCoopers

Certified Public Accountants

Colliers International (Hong Kong) Limited

Independent Property Valuer

As at the Latest Practicable Date, the above experts did not have any interest in Yuexiu REIT or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in Yuexiu REIT.

As at the Latest Practicable Date, the above experts did not have any direct or indirect interest in any assets which have been, since the date to which the latest published audited financial statements of Yuexiu REIT were made up (being 31 December 2020), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to Yuexiu REIT.

11. CORPORATE INFORMATION AND THE PARTIES INVOLVED IN THE RIGHTS ISSUE

Yuexiu REIT	Yuexiu Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO subject to applicable conditions from time to time
Manager	Yuexiu REIT Asset Management Limited (in its capacity as the manager of Yuexiu REIT) 17B, Yue Xiu Building 160 Lockhart Road Wanchai Hong Kong
Directors of the Manager	<i>Executive Directors:</i> Mr. Lin Deliang (<i>Chairman</i>) Ms. Ou Haijing <i>Non-executive Directors:</i> Mr. Li Feng Mr. Zeng Zhizhao <i>Independent Non-executive Directors:</i> Mr. Chan Chi On, Derek Mr. Chan Chi Fai, Brian Mr. Cheung Yuk Tong Mr. Chen Xiaoou
Trustee	HSBC Institutional Trust Services (Asia) Limited (in its capacity as the trustee of Yuexiu REIT) 1 Queen's Road Central Hong Kong
Underwriter	Yue Xiu Enterprises (Holdings) Limited 26/F, Yue Xiu Building 160 Lockhart Road Wanchai Hong Kong
Placing Agents	DBS Asia Capital Limited 73rd Floor, The Center 99 Queen's Road Central Central Hong Kong

	<p>BOCI Asia Limited 26/F, Bank of China Tower 1 Garden Road Central Hong Kong</p>
	<p>China International Capital Corporation Hong Kong Securities Limited 29/F, One International Finance Centre 1 Harbour View Street Central Hong Kong</p>
	<p>Haitong International Securities Company Limited 22/F, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong</p>
	<p>Yue Xiu Securities Company Limited 1003-1005, Siu On Centre 188 Lockhart Road Wanchai Hong Kong</p>
Unit Registrar	<p>Tricor Investor Services Limited Level 54, Hopewell Centre 183 Queen's Road East Hong Kong</p>
Hong Kong Legal Adviser	<p>Baker & McKenzie 14th Floor, One Taikoo Place 979 King's Road Quarry Bay Hong Kong</p>
Reporting Accountant	<p>PricewaterhouseCoopers 22nd Floor, Prince's Building 10 Chater Road Central Hong Kong</p>
Financial Advisers to the Manager	<p>Standard Chartered Bank (Hong Kong) Limited 32nd Floor, Standard Chartered Bank Building 4-4A Des Voeux Road Central Hong Kong</p>

DBS Asia Capital Limited
73rd Floor, The Center
99 Queen's Road Central
Central
Hong Kong

Citigroup Global Markets Asia Limited
50/F Champion Tower
3 Garden Road, Central
Hong Kong

Independent Property Valuer

Colliers International (Hong Kong) Limited
Suite 5701, Central Plaza
No. 18 Harbour Road
Wanchai, Hong Kong

Principal Bankers

Bank of China (Hong Kong) Limited
9/F, Bank of China Tower
1 Garden Road
Hong Kong

DBS Bank Ltd., Hong Kong Branch
18th Floor, The Center
99 Queen's Road Central
Central
Hong Kong

Hang Seng Bank Limited
12/F 83 Des Voeux Road Central
Hong Kong

Industrial and Commercial Bank of China (Asia)
Limited
29/F., Champion Tower
3 Garden Road, Central
Hong Kong

OCBC Wing Hang Bank Limited
161 Queen's Road Central.
Hong Kong

Standard Chartered Bank (Hong Kong) Limited
25/F Standard Chartered Bank Building
4-4A Des Voeux Road, Central
Hong Kong

The Bank of East Asia, Limited
17/F, 10 Des Voeux Road Central
Hong Kong

The Hongkong and Shanghai Banking Corporation
Limited
Level 16, HSBC Main Building
1 Queen's Road Central
Hong Kong

12. LITIGATION

As at the Latest Practicable Date, none of Yuexiu REIT, the Manager, the Trustee, the Target Company, Intermediary Entities or Project Companies were involved in any litigation or claims of material importance and, so far as the Directors were aware, no litigation or claims of material importance, by or against Yuexiu REIT, the Manager, the Trustee, the Target Company, Intermediary Entities or Project Companies was pending or threatened.

13. MATERIAL CONTRACTS

During the two years immediately preceding the date of the Announcement and up to and including the Latest Practicable Date, the following contracts (not being contracts in the ordinary course of business carried on or intended to be carried on by Yuexiu REIT) have been entered into by Yuexiu REIT and are or may be material:

- (a) the Acquisition Deed;
- (b) the Placing Agreement;
- (c) the Underwriting Agreement;
- (d) the sale and purchase agreement dated 13 November 2019 entered into between Guangzhou City Construction & Development Co., Ltd. (a connected person of Yuexiu REIT by virtue of it being an indirect 95% owned subsidiary thus an associate of Yuexiu Property, which is an associated company of Dragon Yield, a Substantial Unitholder of Yuexiu REIT) as seller, and Full Estates Investment Limited (an indirectly owned BVI business company of Yuexiu REIT) as purchaser, in relation to the acquisition of the 179 underground carpark spaces located at City Development Plaza at a consideration of RMB57,000,000;
- (e) the sale and purchase agreement dated 13 November 2019 entered into between Guangzhou City Construction & Development Co., Ltd. (a connected person of Yuexiu REIT by virtue of it being an indirect 95% owned subsidiary thus an associate of Yuexiu Property, which is an associated company of Dragon Yield, a Substantial Unitholder of Yuexiu REIT) as seller, and Moon King Limited (an indirectly owned BVI business company of Yuexiu REIT) as purchaser, in relation to the acquisition of the 110 underground carpark spaces located at Fortune Plaza at a consideration of RMB41,000,000;

- (f) in relation to the listing of the US\$1,500,000,000 guaranteed medium term notes programme (the “**MTN Programme**”):
- (i) the amended and restated trust deed dated 22 January 2021 entered into between the MTN Issuer, the Manager, MTN Programme Guarantor, and the MTN Programme Trustee, which constitutes notes issued pursuant to the MTN Programme;
 - (ii) the agency agreement dated 22 January 2021 entered into between the MTN Issuer, the MTN Programme Guarantor, the MTN Programme Trustee, Citibank, N.A., London Branch as initial issuing and payment agent, Citicorp International Limited as lodging and paying agent and Citigroup Global Markets Europe AG as register, pursuant to which the notes under the MTN Programme will be issued from time to time;
 - (iii) the dealer agreement dated 22 January 2021 entered into between the MTN Issuer, the Manager, and DBS Bank Ltd., CCB International Capital Limited, ABCI Capital Limited, Bank of China (Hong Kong) Limited, CLSA Limited, China International Capital Corporation Hong Kong Securities Limited, Chong Hing Bank Limited, CMB International Capital Limited, CMBC Securities Company Limited, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited and Yue Xiu Securities Company Limited as dealers and arrangers, pursuant to which the dealers or any of them may from time to time agree to subscribe for the notes under the MTN Programme;
 - (iv) the subscription agreement dated 26 January 2021 entered into between the MTN Issuer, the Manager, and DBS Bank Ltd., CCB International Capital Limited, AMTD Global Markets Limited, Bank of Communications Co., Ltd. Hong Kong Branch, CLSA Limited, CMBC Securities Company Limited, Guotai Junan Securities (Hong Kong) Limited, Yue Xiu Securities Company Limited, The Bank of East Asia, Limited, China Securities (International) Corporate Finance Company Limited, China International Capital Corporation Hong Kong Securities Limited, China CITIC Bank International Limited, Mizuho Securities Asia Limited, BOCOM International Securities Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, CEB International Capital Corporation Limited and Haitong International Securities Company Limited as the notes managers, under which the notes manager agreed severally and not jointly to subscribe for the aggregate principal amount of US\$400,000,000 2.65% guaranteed notes due 2026 (the “**MTN Programme 2021 Notes**”) under the MTN Programme and to pay the net subscription moneys therefor;
 - (v) the pricing supplement dated 26 January 2021 which specified the issue details of the MTN Programme 2021 Notes under the MTN Programme; and
 - (vi) the offering circular of Yuexiu REIT dated 22 January 2021 setting out the details of the MTN Programme.

14. DOCUMENTS ON DISPLAY

The following documents will be available on: (i) the website of the Stock Exchange (www.hkexnews.hk); and (ii) the website of Yuexiu REIT (<http://www.yuexiureit.com>) for 14 days from the date of this Offering Circular:

- (a) the Trust Deed;
- (b) the annual reports of Yuexiu REIT for each of the financial years ended 31 December 2018, 2019 and 2020, and the interim report of Yuexiu REIT for the six months ended 30 June 2021;
- (c) the unaudited pro forma financial information of the Group as set out in Appendix 2 to this Offering Circular;
- (d) the Independent Property Valuer's opinion letter as set out in Appendix 3 to this Offering Circular;
- (e) the written consent referred to in section 10 headed "Expert and Consent" in this Appendix;
- (f) all material contracts disclosed under section 13 headed "Material Contracts" in this Appendix;
- (g) the Announcement;
- (h) the Circular; and
- (i) this Offering Circular.

The Trust Deed will also be available for inspection at the registered office of the Manager for so long as Yuexiu REIT continues to be in existence.

15. MISCELLANEOUS

- (a) The company secretary of the Manager is Mr. Yu Tat Fung, solicitor of the High Court of Hong Kong.
- (b) The registered office of the Manager is located at 17B, Yue Xiu Building, 160 Lockhart Road, Wanchai, Hong Kong.
- (c) The Unit Registrar of Yuexiu REIT is Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

- (d) The authorised representatives of the Manager are Mr. Lin Deliang and Mr. Yu Tat Fung.
- (e) The auditor of Yuexiu REIT is PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong.
- (f) The registered office of Yue Xiu is at 26/F., Yue Xiu Building, 160 Lockhart Road, Wanchai, Hong Kong.
- (g) The English text of this Offering Circular shall prevail over the Chinese texts.