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(Incorporated in Hong Kong with limited liability)

(Stock code: 00123)

- (1) PROPOSED RIGHTS ISSUE OF 928,936,826 RIGHTS SHARES AT THE SUBSCRIPTION PRICE OF HK\$9.00 ON THE BASIS OF 30 RIGHTS SHARES FOR EVERY 100 SHARES HELD ON THE RIGHTS ISSUE RECORD DATE**
- (2) SPECIAL DIVIDEND BY WAY OF DISTRIBUTION IN SPECIE OF UNITS IN YUEXIU REAL ESTATE INVESTMENT TRUST**
- (3) RECORD DATES AND CLOSURE OF REGISTER OF MEMBERS FOR THE PROPOSED RIGHTS ISSUE, THE SPECIAL DIVIDEND AND THE FINAL DIVIDEND**
- AND**
- (4) RESUMPTION OF TRADING**

Joint Financial Advisors to the Rights Issue



Joint Underwriters to the Rights Issue



PROPOSED RIGHTS ISSUE

The Company proposes to raise approximately HK\$8,360 million before expenses (or approximately HK\$8,299 million after expenses) by way of the Rights Issue of 928,936,826 Rights Shares, at the Subscription Price of HK\$9.00 per Rights Share, on the basis of 30 Rights Shares for every 100 existing Shares held on the Rights Issue Record Date.

The Rights Issue is only available to the Qualifying Shareholders for Rights Issue and will not be extended to the Non-Qualifying Shareholders for Rights Issue.

Pursuant to the Irrevocable Undertaking, Yue Xiu has irrevocably undertaken that, among other things, it will, or will procure its Subsidiaries or nominees (including the CCASS Participant(s) holding Shares on its/their behalf), to (i) take up in full its/their Entitlement Shares; and (ii) apply (by way of excess application) for the Committed Excess Shares, at the Subscription Price.

On 20 April 2023, the Company and the Joint Underwriters entered into the Underwriting Agreement in respect of the proposed Rights Issue, pursuant to which the Underwritten Shares will be fully underwritten by the Joint Underwriters.

The Directors believe that it would be in the best interests of the Company and the Shareholders as a whole to raise long-term equity capital through a Rights Issue to finance its future expansion plans. Unlike borrowings or issuance of debt securities, the Directors consider that the Rights Issue would be a preferred means for the Company to raise long-term funds without subjecting itself to interest burden or additional debt. The Rights Issue will enable all Shareholders to participate in and benefit from the future development of the Company.

It is intended that the net proceeds from the Rights Issue will be used for the Company's further investment in core cities in the Greater Bay Area, the Eastern China Region and other key provincial capital cities and for working capital as well.

Assuming no change to the number of issued Shares (other than the issuance and allotment of Rights Shares) on or before the Rights Issue Record Date, the 928,936,826 nil-paid Rights Shares proposed to be provisionally allotted (i) represent approximately 30% of the Company's total number of Shares in issue as at the date of this announcement; and (ii) will represent approximately 23.08% of the Company's total number of Shares in issue immediately upon completion of the Rights Issue.

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the Shares then in issue. Holders of the fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the Rights Shares in their fully-paid form, including the Final Dividend and the Distribution in Specie as announced by the Company on 15 March 2023 and further elaborated in the sections headed "Record Date and Closure of Register of Members for Final Dividend" and "Special Dividend by way of Distribution in Specie of Units" below.

The Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Joint Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. If the Underwriting Agreement has not become unconditional in accordance with its terms, the Rights Issue will not proceed.

Irrevocable Undertaking

As at the date of this announcement, Yue Xiu beneficially owns 1,231,889,530 Shares, which represents approximately 39.78% of the Company's total number of Shares in issue. Pursuant to the Irrevocable Undertaking, Yue Xiu has provided an irrevocable undertaking to the Company that, among other things:

- (a) it shall not, and shall procure its Subsidiaries or nominees (including the CCASS Participant(s) holding Existing Shares on its/their behalf) not to, within the period commencing from the date of this announcement and ending at 4:00 p.m. on Monday, 29 May 2023 (being the Latest Time for Termination), transfer or otherwise dispose of or create any rights, interest, preference or any other encumbrance in respect of any of the Existing Shares or dispose of, directly or indirectly, any interest in any company or entity (including its Subsidiaries) which is beneficially interested in any Existing Share;
- (b) subject to the Company despatching the Prospectus Documents to the Qualifying Shareholders, it shall or shall procure its Subsidiaries or nominees (including the CCASS Participant(s) holding Existing Shares on its/their behalf) to:
 - (i) take up in full its/their Rights Shares to be provisionally allotted to it/them in respect of the Existing Shares pursuant to the Rights Issue at or before 4:00 p.m. on the Latest Acceptance Date in accordance with the terms of the Prospectus Documents;
 - (ii) apply (by way of excess application) for such number of the Rights Shares representing the product of (A) 50% and (B) the difference between (1) the total number of the Rights Shares and (2) the aggregate of (x) the Entitlement Shares and (y) any Rights Shares which are subject to any irrevocable undertaking as may be given by any other Substantial Shareholder(s) by the fifth Business Day before the Prospectus Date; and
 - (iii) deliver the PAL(s) (without the same having been split or renounced) in respect of the Entitlement Shares and the EAF(s) in respect of the Committed Excess Shares to the Company or the Registrar, each accompanied by the remittance for the full amount payable for such Entitlement Shares allotted to its relevant Subsidiaries and/or the Committed Excess Shares applied by its relevant Subsidiaries (as the case may be).

Implications under the Listing Rules

As the Rights Issue will not increase either the number of issued Shares or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement, the Rights Issue is not conditional on approval by the Shareholders pursuant to Rule 7.19A(1) of the Listing Rules.

Warning of the Risk of Dealing in the Shares and the Nil-Paid Rights Shares

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Joint Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed.

The Shares are expected to be dealt in on an ex-rights basis commencing from Tuesday, 2 May 2023 on the Stock Exchange. Dealings in the Rights Shares in their nil-paid form are expected to take place on the Stock Exchange from Monday, 15 May 2023 to Monday, 22 May 2023 (both days inclusive).

Any Shareholder or other person dealing in Shares or the nil-paid Rights Shares from the date of this announcement up to the date on which all conditions to which the Rights Issue is subject are fulfilled (which is expected to be 4:00 p.m. on Monday, 29 May 2023), will bear the risk that the Rights Issue may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares or the nil-paid Rights Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

Trading Arrangements

It is expected that the last day of dealing in the Shares on a cum-entitlement basis is Friday, 28 April 2023. The Shares will be dealt with on an ex-rights basis from Tuesday, 2 May 2023. The Rights Shares are expected to be dealt with in their nil-paid form on the Stock Exchange from Monday, 15 May 2023 to Monday, 22 May 2023 (both days inclusive).

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Register of Members and must not be a Non-Qualifying Shareholder for Rights Issue as at 5:00 p.m. on the Rights Issue Record Date.

In order to be registered as members of the Company by 5:00 p.m. on the Rights Issue Record Date, Shareholders must lodge all transfer forms accompanied by relevant share certificates with the Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 pm on Wednesday, 3 May 2023.

The Register of Members will be closed from Thursday, 4 May 2023 to Wednesday, 10 May 2023 (both dates inclusive), to determine the eligibility of the Shareholders to participate in the Rights Issue. No transfer of Shares will be registered during this period.

The Latest Acceptance Date for the Rights Shares and excess Rights Shares is expected to be on Thursday, 25 May 2023. The Company will apply to the Stock Exchange for the listing of, and permission to deal in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange. For details of the trading arrangements, please refer to the section headed “Tentative Timetable for the Proposed Rights Issue” below.

General

The Prospectus containing, among other things, further details of the Rights Issue is expected to be despatched by the Company to the Qualifying Shareholders for Rights Issue on Thursday, 11 May 2023. On the same date, the PALs and EAFs are expected to be sent to the Qualifying Shareholders for Rights Issue. A copy of the Prospectus will also be made available on the websites of the Company (<https://www.yuexiuproperty.com/>) and the Stock Exchange (<http://www.hkexnews.hk>). The Company may, to the extent legally permissible and reasonably practicable, send the Prospectus to the Non-Qualifying Shareholders for Rights Issue for their information only on the Prospectus Date but will not send the PALs or EAFs to them.

SPECIAL DIVIDEND BY WAY OF DISTRIBUTION IN SPECIE OF UNITS

Reference is made to the announcement of the Company dated 15 March 2023 pursuant to which, among others, the Board announced that it has resolved to declare a special dividend in the form of the Distribution in Specie of certain Units held by the Group to the Qualifying Shareholders for Distribution in Specie in proportion to their then respective shareholdings in the Company on the basis of 62 Units for every 1,000 Shares held, which is subject to the financial statements of the Company for the financial year ended 31 December 2022 being laid before the Company at the forthcoming annual general meeting.

Based on the total number of Shares in issue on the date of this announcement and taking into account the total number of Rights Shares expected to be issued pursuant to the Rights Issue, the total number of Units held by the Group that are expected to be distributed to the Qualifying Shareholders for Distribution in Specie will be 249,557,640 Units.

No fraction of a Unit will be distributed. Fractional entitlements to the Units and any Units left undistributed will be sold in the market and the net proceeds of such sale will be retained for the benefit of the Company. If any calculation of a Qualifying Shareholder for Distribution in Specie’s entitlement to the Units would result in a fraction of a Unit, such entitlement will be rounded down to the nearest whole number of Units.

The Distribution in Specie will be available to the Qualifying Shareholders for Distribution in Specie whose names appear on the Register of Members on the Distribution in Specie Record Date, but will not be extended to the Non-Qualifying Shareholders for Distribution in Specie.

For the purpose of determining Shareholders' entitlement to the Distribution in Specie, the Register of Members will be closed from Saturday, 10 June 2023 to Tuesday, 13 June 2023, both dates inclusive. During the aforementioned period, no transfer of Shares will be registered. In order to qualify for the Distribution in Specie, all transfer forms accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 June 2023. The last day for trading in Shares on the Stock Exchange with entitlement to the Distribution in Specie is expected to be Wednesday, 7 June 2023.

The record date for determining a Shareholder's entitlement to the Distribution in Specie is Tuesday, 13 June 2023.

As the Distribution in Specie will not be extended to the Non-Qualifying Shareholders for Distribution in Specie (if any), arrangements will be made for the Units under the Distribution in Specie which would otherwise have been transferred to any Non-Qualifying Shareholders for Distribution in Specie to be sold in the market as soon as possible, on or after the date of posting of the certificates for the Units (which date is currently expected to be on or about Tuesday, 27 June 2023), and any proceeds of sale, after deduction of expenses and duties, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders for Distribution in Specie, except that net proceeds less than HK\$100 will be retained for the benefit of the Company.

FINAL DIVIDEND

Reference is made to the announcement of the Company dated 15 March 2023 pursuant to which, among others, the Board announced that it has recommended to declare the Final Dividend. The Final Dividend will be paid to Shareholders whose names appear on the Register of Members at the close of business on Tuesday, 13 June 2023. It is expected that the Final Dividend will be paid on or about Thursday, 6 July 2023.

For the purpose of determining Shareholders' entitlement to the Final Dividend, the Register of Members will be closed from Saturday, 10 June 2023 to Tuesday, 13 June 2023, both dates inclusive. During the aforementioned period, no transfer of Shares will be registered. In order to qualify for the Final Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 pm on Friday, 9 June 2023.

RESUMPTION OF TRADING

At the request of the Company, trading in (i) the Shares; (ii) HK\$2,300,000,000 6.10 per cent. notes due 2029 (Code: 5846) issued by Leading Affluence Limited; (iii) U.S.\$400,000,000 5.375 per cent. notes due 2023 (Code: 4468) issued by Westwood Group Holdings Limited; (iv) U.S.\$650,000,000 2.80 per cent. notes due 2026 (Code: 40547) issued by Westwood Group Holdings Limited; and (v) U.S.\$150,000,000 3.80 per cent. notes due 2031 (Code: 40548) issued by Westwood Group Holdings Limited, all listed on the Main Board of the Stock Exchange was halted with effect from 9:00 a.m. on Thursday, 20 April 2023 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in (i) the Shares; (ii) HK\$2,300,000,000 6.10 per cent. notes due 2029 (Code: 5846) issued by Leading Affluence Limited; (iii) U.S.\$400,000,000 5.375 per cent. notes due 2023 (Code: 4468) issued by Westwood Group Holdings Limited; (iv) U.S.\$650,000,000 2.80 per cent. notes due 2026 (Code: 40547) issued by Westwood Group Holdings Limited; and (v) U.S.\$150,000,000 3.80 per cent. notes due 2031 (Code: 40548) issued by Westwood Group Holdings Limited on the Main Board of the Stock Exchange with effect from 1:00 p.m. on Thursday, 20 April 2023.

I. PROPOSED RIGHTS ISSUE

Issue Statistics

The Company proposes to raise approximately HK\$8,360 million before expenses (or approximately HK\$8,299 million after expenses) (based on the number of issued Shares as at the date of this announcement and assuming no change in the number of issued Shares (other than the issuance and allotment of Rights Shares) on or before the Rights Issue Record Date) by way of the Rights Issue of 928,936,826 Rights Shares, at the Subscription Price of HK\$9.00 per Rights Share, on the basis of 30 Rights Shares for every 100 existing Shares held on the Rights Issue Record Date.

Basis of the Rights Issue	:	30 Rights Shares for every 100 existing Shares held on the Rights Issue Record Date
Subscription Price	:	HK\$9.00 per Rights Share
Number of existing Shares in issue as at the date of this announcement	:	3,096,456,087 Shares
Number of Rights Shares	:	928,936,826 Rights Shares
Number of Shares in issue upon completion of the Rights Issue	:	4,025,392,913 Shares

- Number of Rights Shares undertaken to be subscribed by Yue Xiu** : Pursuant to the Irrevocable Undertaking, Yue Xiu has irrevocably undertaken that, among other things, it will, or will procure its Subsidiaries or nominees (including the CCASS Participant(s) holding Shares on its/their behalf), to (i) take up in full its/their Entitlement Shares (as defined below); and (ii) apply (by way of excess application) for the Committed Excess Shares (as defined below), at the Subscription Price
- Latest time for acceptance** : 4:00 p.m. on Thursday, 25 May 2023
- Amount to be raised by the Rights Issue before expenses** : Approximately HK\$8,360 million
- Joint Underwriters** : CLSA Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, DBS Asia Capital Limited and China International Capital Corporation Hong Kong Securities Limited

Assuming no change to the number of issued Shares (other than the issuance and allotment of Rights Shares) on or before the Rights Issue Record Date, the 928,936,826 nil-paid Rights Shares proposed to be provisionally allotted (i) represent approximately 30% of the Company's total number of Shares in issue as at the date of this announcement; and (ii) will represent approximately 23.08% of the Company's total number of Shares in issue immediately upon completion of the Rights Issue.

As at the date of this announcement, the Company had no outstanding derivatives, options, warrants or conversion rights or other similar rights which are convertible or exchangeable into Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Rights Issue Record Date.

Qualifying Shareholders for Rights Issue

The Rights Issue is only available to the Qualifying Shareholders for Rights Issue. The Company will send the Prospectus Documents to the Qualifying Shareholders for Rights Issue. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Register of Members and must not be a Non-Qualifying Shareholder for Rights Issue on the Rights Issue Record Date.

In order to be registered as members of the Company by 5:00 p.m. on the Rights Issue Record Date, Shareholders must lodge all transfer forms accompanied by relevant share certificates with the Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 pm on Wednesday, 3 May 2023.

It is expected that the last day of dealing in the Shares on a cum-entitlement basis is Friday, 28 April 2023. The Shares will be dealt with on an ex-rights basis from Tuesday, 2 May 2023. The latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares is expected to be at 4:00 p.m. on Thursday, 25 May 2023.

Application for all or any part of the provisional allotment of a Qualifying Shareholder for Rights Issue should be made by completing the PAL and lodging the same with a cheque or banker's cashier order for sum payable for the Rights Shares being applied for with the Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:00 p.m. on the Latest Acceptance Date.

Qualifying Shareholders for Rights Issue who take up their pro rata entitlement in full will not suffer any dilution to their interests in the Company. If a Qualifying Shareholder for Rights Issue does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Rights of PRC Southbound Trading Investors

According to the "Stock Connect Southbound Shareholding Search" available on the Stock Exchange's website, on 19 April 2023, China Clear held 347,760,771 Shares, representing approximately 11.23% of the total number of the issued Shares.

The Board was advised that, the PRC Southbound Trading Investors who hold Shares through China Clear as nominee under Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect can participate in the Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (i) sell (in full or in part) their nil-paid Rights Shares through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange; and/or (ii) subscribe (in full or in part) for their pro rata entitlement in respect of Shares held on the Rights Issue Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations.

However, China Clear will not support applications by such PRC Southbound Trading Investors for excess Rights Shares under the Rights Issue through Shenzhen-Hong Kong Stock Connect and/ or Shanghai-Hong Kong Stock Connect. In addition, the PRC Southbound Trading Investors (or the relevant China Clear participants, as the case may be) whose stock accounts in China Clear are credited with nil-paid Rights Shares can only sell those nil-paid Rights Shares through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange but cannot purchase any nil-paid Rights Shares nor transfer such nil-paid Rights Shares to other PRC Southbound Trading Investors until after the Company completes its filing with the CSRC in accordance with the CSRC Notices.

The PRC Southbound Trading Investors should consult their intermediary (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear, and provide instructions to such intermediary in relation to the acceptance and/or sale of the nil-paid Rights Shares. Such instructions should be given in advance of the relevant dates stated in the section headed "Tentative Timetable for the Proposed Rights Issue" of this announcement and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect.

The Board was advised that, as the Prospectus Documents will not be and are not intended to be filed with or approved by the CSRC other than in accordance with the CSRC Notices, the Rights Shares in nil-paid or fully-paid forms issued to the PRC Southbound Trading Investors shall not be offered and may not be offered or sold directly or indirectly in the PRC to any person or entity, unless through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect, or such person or entity has otherwise been exempt by or has obtained the necessary and appropriate approvals from the relevant PRC authorities in accordance with the applicable PRC laws and regulations.

Non-Qualifying Shareholders for Rights Issue

Overseas Shareholders as at 5:00 p.m. on the Rights Issue Record Date, if any, may not be eligible to take part in the Rights Issue as explained below.

The Board will make enquiries pursuant to Rule 13.36(2)(a) of the Listing Rules as to the applicable securities legislation of the relevant overseas jurisdictions or the requirements of any relevant regulatory body or stock exchange for the issue of the Rights Shares to the Overseas Shareholders. If, after making such enquiries, the Company is of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant jurisdiction or any requirement of the relevant regulatory body or stock exchange in that jurisdiction, not to offer the Rights Shares to any of the Overseas Shareholders, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. Accordingly, the Rights Issue will not be extended to the Non-Qualifying Shareholders for Rights Issue and no Rights Shares will be provisionally allotted to them. The Company may, to the extent legally permissible and reasonably practicable, send the Prospectus to the Non-Qualifying Shareholders for Rights Issue for their information only on the Prospectus Date but will not send any of the PALs or EAFs to them.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders for Rights Issue (if any) to be provisionally allotted to a nominee and to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence but before the last date for dealings in the nil-paid Rights Shares, if a premium (net of expenses) can be obtained. The aggregate proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid by the Company to the relevant Non-Qualifying Shareholder(s) for Rights Issue pro rata to their shareholdings in the Company on the Rights Issue Record Date and rounded down to the nearest cent in Hong Kong dollars. The Company will retain individual amounts of HK\$100 or less for the benefit of the Company. Any unsold entitlements of the Non-Qualifying Shareholders for Rights Issue will be made available for excess applications on EAFs by the Qualifying Shareholders for Rights Issue (other than PRC Southbound Trading Investors).

Overseas Shareholders and beneficial owners of the Shares and who are residing outside Hong Kong should note that they may or may not be entitled to the Rights Issue subject to the results of the enquiries made by the Board pursuant to Rule 13.36(2)(a) of the Listing Rules. The Company reserves the right to permit any Shareholder (whether as a direct holder or beneficial owner) whose registered address is in, or who otherwise resides in, a jurisdiction other than Hong Kong to take up Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt 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 Shares in that jurisdiction and treat as invalid any acceptances of or applications for the Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, such Overseas Shareholders and beneficial owners of the Shares should exercise caution when dealing in the Shares.

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 Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. Shareholders and beneficial owners of the Shares (including, without limitation, their respective agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Subscription Price

The Subscription Price is HK\$9.00 per Rights Share, payable in full by a Qualifying Shareholder for Rights Issue upon acceptance of the provisional allotment of the Rights Shares under the Rights Issue or, where applicable, application for excess Rights Shares or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 28.3% to the closing price of HK\$12.56 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 30.9% to the average closing price of approximately HK\$13.02 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 29.1% to the average closing price of approximately HK\$12.70 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 23.3% to the theoretical ex-rights price of approximately HK\$11.74 per Share based on the closing price of HK\$12.56 per Share as quoted on the Stock Exchange on the Last Trading Day;

- (v) a discount of approximately 47.5% to the audited consolidated net asset value of the Company of approximately HK\$17.15 per Share based on the latest published audited consolidated net asset value attributable to the equity holders of the Company of approximately RMB47,429.62 million as at 31 December 2022 as set out in the announcement of the Company in respect of the final results for the Company for the year ended 31 December 2022 and total number of issued Shares of 3,096,456,087 Shares as at the date of this announcement; and
- (vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 7.2% of the theoretical diluted price of approximately HK\$12.16 per Share to the benchmarked price of HK\$13.10 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price of HK\$12.56 per Share on the Last Trading Day and the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days prior to the Last Trading Day of HK\$13.10 per Share).

Each Rights Share has no par value. The estimated net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue) (assuming no change to the number of issued Shares (other than the issuance and allotment of Rights Shares) on or before the Rights Issue Record Date) will be approximately HK\$8.93.

The Subscription Price was arrived at after arm's length negotiation between the Company and the Joint Underwriters after taking into account, among other things: (i) the recent historical trading price of the Shares; (ii) the prevailing market conditions and financial position of the Group; (iii) the subscription prices of rights issues relative to their then trading prices in recent years in Hong Kong; and (iv) the amount of funds the Company intends to raise under the Rights Issue.

The Directors (including the independent non-executive Directors) consider that the discount of the Subscription Price would encourage Qualifying Shareholders to participate in the Rights Issue and accordingly maintain their shareholdings in the Company and participate in the future growth and development of the Group. After taking into consideration the reasons for the Rights Issue as stated in the section headed "Reasons for the Rights Issue and Proposed Use of Proceeds" below, the Directors (including the independent non-executive Directors) consider the terms of the Rights Issue (including the Subscription Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Basis of Provisional Allotment

The basis of the provisional allotment shall be 30 Rights Shares for every 100 existing Shares held by the Qualifying Shareholders for Rights Issue as at 5:00 p.m. on the Rights Issue Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing a PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before 4:00 p.m. on the Latest Acceptance Date.

If a Qualifying Shareholder for Rights Issue wishes to accept only a part of, or to renounce or transfer a part of, the Rights Shares provisionally allotted to him/her/it under the PAL, such Qualifying Shareholders for Rights Issue will need to split his/her/its PAL into the denominations required. Details of how to split PALs will be set out in the Prospectus.

Closure of Register of Members

The Register of Members will be closed from Thursday, 4 May 2023 to Wednesday, 10 May 2023 (both dates inclusive), to determine the eligibility of the Shareholders to participate in the Rights Issue. No transfer of Shares will be registered during this period.

Status of the Rights Shares

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the Shares then in issue. Holders of the fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the Rights Shares in their fully-paid form, including the Final Dividend and the Distribution in Specie as announced by the Company on 15 March 2023 and further elaborated in the sections headed “Record Date and Closure of Register of Members for Final Dividend” and “Special Dividend by way of Distribution in Specie of Units” below.

Fractions of Rights Shares

The Company will not provisionally allot and will not accept application for any fraction of the Rights Shares. All fractions of the Rights Shares will be aggregated (rounded down to the nearest whole number). All nil-paid Rights Shares arising from such aggregation will be provisionally allotted (in nil-paid form) to the Company’s nominee, and will be sold by the Company’s nominee in the market if a premium (net of expenses) can be obtained, with the Company retaining the proceeds for its own benefit. Any unsold Rights Shares arising from such aggregation will be made available for excess application by the Qualifying Shareholders for Rights Issue (other than PRC Southbound Trading Investors).

Odd Lot Matching Service of the Shares arising from the Rights Issue

Upon completion of the Rights Issue, the board lots of the Company will remain as 1,000 Shares. In order to facilitate the trading of odd lots of Rights Shares which will arise upon the Rights Issue, the Company has, at its own costs, appointed Yue Xiu Securities to provide matching service for sale and purchase of odd lots of the Rights Shares arising from the Rights Issue, on a best effort basis, to those Qualifying Shareholders for Rights Issue who wish to acquire odd lots of the Shares to make up a full board lot, or to dispose of their odd lots of the Shares.

Qualifying Shareholders for Rights Issue who wish to utilise this service should contact Mr. Franky Shiu of Yue Xiu Securities at Room 17-37, 49/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong, or at the telephone number (852) 3925 9999 during the period from 9:00 a.m. on Tuesday, 6 June 2023 to 4:00 p.m. on Friday, 30 June 2023, both dates inclusive. Holders of odd lots of the Shares should note that successful matching of such sale and purchase is not guaranteed. Any Shareholder who is in any doubt about the odd lot matching service is recommended to consult his/her/its own professional advisers.

Certificates of the Rights Shares and Refund Cheques

Subject to the fulfilment of the conditions of the Rights Issue as set out below, certificates for all fully-paid Rights Shares are expected to be sent by ordinary post on or before Monday, 5 June 2023 to the registered addresses of those persons who have validly accepted and, where applicable, applied for, and paid for the Rights Shares, at their own risk.

If the Rights Issue does not become unconditional or does not proceed, the monies received in respect of the relevant provisional allotments and/or applications for excess Rights Shares (if any) will be refunded to the Qualifying Shareholders or such other person to whom the nil paid Rights Shares have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques sent by ordinary post on or before Monday, 5 June 2023 to such Qualifying Shareholders or such other person to their registered addresses at their own risk.

Refund cheques in respect of wholly or partially unsuccessful applications for Rights Shares and excess Rights Shares (if any) are expected to be sent by ordinary post on or before Monday, 5 June 2023 to the applicants to their registered addresses at their own risk.

Application for Excess Rights Shares

Qualifying Shareholders for Rights Issue (other than PRC Southbound Trading Investors) shall be entitled to apply for, by way of excess application:

- (i) any unsold Rights Shares which would have been allotted to the Non-Qualifying Shareholders for Rights Issue had they been the Qualifying Shareholders for Rights Issue;
- (ii) any Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders for Rights Issue or otherwise subscribed for by renounees or transferees of nil-paid Rights Shares; and
- (iii) any unsold Rights Shares created by aggregating fractions of the Rights Shares.

Application may be made only by the Qualifying Shareholders for Rights Issue (other than PRC Southbound Trading Investors) by completing an EAF in accordance with the instructions printed on it and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar by 4:00 p.m. on Thursday, 25 May 2023 or such later time as may be agreed between the Company and the Joint Underwriters. Notwithstanding the provisions in the Prospectus Documents, the Company reserves the right to permit any Shareholder (whether

as a direct holder or beneficial owner) whose registered address is in, or who is otherwise resident in, a jurisdiction other than Hong Kong to take up excess Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt 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 Shares in that jurisdiction.

Subject to compliance with the requirements under Rule 7.21(3)(b) of the Listing Rules and the applicable laws and regulations of the relevant jurisdictions, the Board will, upon consultation with the Joint Underwriters, allocate the excess Rights Shares being applied for at its discretion and on a fair and equitable basis and on the following principles:

- (i) no preference will be given to applications for topping-up odd-lot holdings to whole-lot holdings;
- (ii) subject to the availability of excess Rights Shares, the excess Rights Shares will be allocated to the Qualifying Shareholders for Rights Issue (other than PRC Southbound Trading Investors) who have applied for excess Rights Shares on a pro rata basis based on the excess Rights Shares applied by them; and
- (iii) pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will also take steps to identify the applications for excess Rights Shares made by Yue Xiu (being the controlling Shareholder) or its associates (the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard the Relevant Shareholders’ applications for excess Rights Shares to the extent that the total number of excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlement to the Rights Shares.

In applying principles (i) and (ii) above, reference will only be made to the number of excess Rights Shares applied for but no reference will be made to the Rights Shares comprised in applications by the PALs or the existing number of Shares held by the Qualifying Shareholders for Rights Issue.

If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders for Rights Issue and/ or transferees of nil-paid Rights Shares under the PALs is greater than the aggregate number of excess Rights Shares applied for through the EAFs, the Company will allocate to each Qualifying Shareholder for Rights Issue (other than PRC Southbound Trading Investors) who applies for excess Rights Shares in full application.

Investors whose Shares are held by a nominee company (or which are held in CCASS) should note that the Board will regard the nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the Register of Members. Accordingly, investors whose Shares are registered in the name of a nominee (or which are held in CCASS) should note that the aforesaid arrangement regarding allocation of excess Rights Shares will not be extended to them individually save and except for the beneficial owner(s) which the Company may permit in its absolute discretion. Shareholders and investors should consult their professional advisors

if they are in any doubt as to their status. Beneficial owners with their Shares held by a nominee company (or which are held in CCASS) are advised to consider whether they would like to arrange for the relevant Shares to be registered in their own names prior to the Rights Issue Record Date.

Shareholders whose Shares are held by a nominee company and who would like to have their names registered on the Register of Members, must lodge all necessary documents with the Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for completion of the relevant registration by 4:30 p.m. on Wednesday, 3 May 2023 as the last day for transfer.

If the Board notes unusual patterns of excess applications and has reason to believe that any excess applications may have been made with the intention to abuse the mechanism, such application(s) for excess Rights Shares may be rejected at the sole discretion of the Board.

Any Rights Shares not taken up by the Qualifying Shareholders and not taken up by excess applications will be taken up by the Joint Underwriters pursuant to the terms and conditions of the Underwriting Agreement.

Application for Listing

The Company will apply to the Stock Exchange for the listing of, and permission to deal in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange. No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Stamp duty and other applicable fees

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, Accounting and Financial Reporting Council transaction levy and any other applicable fees and charges in Hong Kong.

Rights Shares will be Eligible for Admission into CCASS

Subject to the granting of listing of, and permission to deal in, the Rights Shares 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 Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other date 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. Shareholders should seek advice from their licensed securities dealers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Both nil-paid Rights Shares and fully-paid Rights Shares will be traded on the Stock Exchange in the same board lot of 1,000 Shares.

Conditions of the Rights Issue

The Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Joint Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. If the Underwriting Agreement has not become unconditional in accordance with its terms, the Rights Issue will not proceed.

Taxation

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding the Non-Qualifying Shareholders for Rights Issue, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

IRREVOCABLE UNDERTAKING

As at the date of this announcement, Yue Xiu beneficially owns 1,231,889,530 Shares (the “**Existing Shares**”), which represents approximately 39.78% of the Company’s total number of Shares in issue. Pursuant to the Irrevocable Undertaking, Yue Xiu has provided an irrevocable undertaking to the Company that, among other things:

- (a) it shall not, and shall procure its Subsidiaries or nominees (including the CCASS Participant(s) holding Existing Shares on its/their behalf) not to, within the period commencing from the date of this announcement and ending at 4:00 p.m. on Monday, 29 May 2023 (being the Latest Time for Termination), transfer or otherwise dispose of or create any rights, interest, preference or any other encumbrance in respect of any of the Existing Shares or dispose of, directly or indirectly, any interest in any company or entity (including its Subsidiaries) which is beneficially interested in any Existing Share;

- (b) subject to the Company despatching the Prospectus Documents to the Qualifying Shareholders, it shall or shall procure its Subsidiaries or nominees (including the CCASS Participant(s) holding Existing Shares on its/their behalf) to:
- (i) take up in full its/their Rights Shares to be provisionally allotted to it/them (the “**Entitlement Shares**”) in respect of the Existing Shares pursuant to the Rights Issue at or before 4:00 p.m. on the Latest Acceptance Date in accordance with the terms of the Prospectus Documents;
 - (ii) apply (by way of excess application) for such number of the Rights Shares (the “**Committed Excess Shares**”) representing the product of (A) 50% and (B) the difference between (1) the total number of the Rights Shares and (2) the aggregate of (x) the Entitlement Shares and (y) any Rights Shares which are subject to any irrevocable undertaking as may be given by any other Substantial Shareholder(s) by the fifth Business Day before the Prospectus Date; and
 - (iii) deliver the PAL(s) (without the same having been split or renounced) in respect of the Entitlement Shares and the EAF(s) in respect of the Committed Excess Shares to the Company or the Registrar, each accompanied by the remittance for the full amount payable for such Entitlement Shares allotted to its relevant Subsidiaries and/or the Committed Excess Shares applied by its relevant Subsidiaries (as the case may be).

The Board considers that Yue Xiu’s unwavering support for the development of the Company is demonstrated through the Irrevocable Undertaking, which creates a legally binding obligation on the part of Yue Xiu to take up or apply for the Entitlement Shares and Committed Excess Shares (as the case may be). Subject to the Underwriting Agreement becoming unconditional by the Latest Time of Termination, the combined effect of the commitment provided by Yue Xiu under the Irrevocable Undertaking in respect of the Entitlement Shares and the Committed Excess Shares and by the Joint Underwriters under the Underwriting Agreement in respect of the Underwritten Shares will effectively have the same effect as the Rights Issue being fully underwritten since the size of the Rights Issue will not be reduced in the event of under-subscription of the Rights Issue.

Save for the Irrevocable Undertaking, the Company has not received any information or irrevocable undertakings from any other Shareholders of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the date of this announcement.

UNDERWRITING AGREEMENT

On 20 April 2023, the Company and the Joint Underwriters entered into the Underwriting Agreement in respect of the proposed Rights Issue, pursuant to which the Underwritten Shares will be fully underwritten by the Joint Underwriters. The principal terms of the Underwriting Agreement are as follows:

Date	:	20 April 2023
Joint Underwriters	:	CLSA Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, DBS Asia Capital Limited and China International Capital Corporation Hong Kong Securities Limited
Number of Rights Shares being underwritten by the Joint Underwriters	:	279,684,986 Rights Shares, being the total number of Rights Shares less (a) the number of Committed Shares and Additional Committed Shares and (b) any Rights Shares which are subject to any of the Other Irrevocable Undertaking(s)
Commission	:	an underwriting commission of 2% of an amount which is equal to the Subscription Price multiplied by the number of Announcement Date Underwritten Shares

CLSA Limited is a company incorporated in Hong Kong with limited liability and a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 7 (providing automated trading services) regulated activities under the SFO whose ordinary course of business includes underwriting of securities. Goldman Sachs (Asia) L.L.C. is a company organised under the laws of the State of Delaware with limited liability and a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO whose ordinary course of business includes underwriting of securities. Morgan Stanley Asia Limited is a company incorporated in Hong Kong with limited liability and a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO whose ordinary course of business includes underwriting of securities. DBS Asia Capital Limited is a licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities, whose ordinary course of business includes underwriting of securities. China International Capital Corporation Hong Kong Securities Limited is a company incorporated in Hong Kong with

limited liability and a licensed corporation to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), and Type 6 (advising on corporate finance) regulated activities under the SFO whose ordinary course of business includes underwriting of securities. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Joint Underwriters and their ultimate beneficial owners are independent of the Company and its connected persons. Each of the Joint Underwriters confirmed that it has complied with Rule 7.19(1)(a) of the Listing Rules.

The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiations between the Company and the Joint Underwriters with reference to the existing financial position of the Group, the size of the Rights Issue, the current and expected market condition, subscription prices of rights issues relative to their then trading prices in recent years in Hong Kong and the prevailing underwriting commission rate range for the market.

The Directors (including the independent non-executive Directors) consider that the terms of the Underwriting Agreement (including the commission rate) are fair and reasonable so far as the Company and the Shareholders are concerned.

Conditions of the Joint Underwriters' Obligations

The obligations of the Joint Underwriters under the Underwriting Agreement are conditional upon:

- (a) Listing Approval (subject only to allotment and despatch of the appropriate documents of title) having been obtained by no later than: (i) (in the case of the nil-paid Rights Shares) the Business Day before the commencement of trading of the nil-paid Rights Shares on the Stock Exchange; and (ii) (in the case of the fully-paid Rights Shares) the Latest Time for Termination, and, in each case, such permission not being withdrawn or amended before the Latest Time for Termination;
- (b) the Stock Exchange issuing a certificate authorising registration of the Prospectus with the Hong Kong Companies Registry under section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Business Day before the Prospectus Date (or such later time and/or date as the Company and the Joint Underwriters may agree in writing) and, following registration of the Prospectus as referred to in paragraph (c) below, a copy of the Prospectus having been submitted to the Stock Exchange for publication on its website not later than the Prospectus Date (or such later time and/or date as the Company and the Joint Underwriters may agree in writing);

- (c) a duly certified copy of the Prospectus (and other required documents) having been lodged with the Hong Kong Companies Registry not later than the Business Day before the Prospectus Date (or such later time and/or date as the Company and the Joint Underwriters may agree in writing), and the Hong Kong Companies Registry issuing a confirmation of registration letter not later than the Business Day before the Prospectus Date (or such later time and/or date as the Company and the Joint Underwriters may agree in writing);
- (d) each condition to enable the nil-paid Rights Shares to be admitted as eligible securities for deposit, clearance and settlement in CCASS being satisfied on or before the Business Day before the commencement of trading of the nil-paid Rights Shares and no notification having been received by the Company from HKSCC by such time that such admission or facility for holding and settlement has been or is to be refused;
- (e) (i) compliance by Yue Xiu with its obligations under the Irrevocable Undertaking by the times specified, and the Irrevocable Undertaking remaining to be legal, valid, binding and enforceable and not having been terminated and, if applicable, (ii) compliance by the Substantial Shareholder(s) with its/their respective obligations under the relevant Other Irrevocable Undertaking(s) by the times specified therein, and such Other Irrevocable Undertaking(s) remaining to be legal, valid, binding and enforceable and not having been terminated;
- (f) in respect of the representations and warranties and the undertakings referred to in the Underwriting Agreement:
 - (i) such representations and warranties being true and accurate and not misleading in any respect and no such undertakings being breached on and as of the date of the Underwriting Agreement and at any time before the Latest Time for Termination, as though they had been given and made at such time by reference to the facts and circumstances then subsisting; and
 - (ii) no matter having arisen which has given rise to, or would reasonably be expected to give rise to, any breach of such warranties, representations or undertakings or claim or action in respect of such warranties, representations or undertakings on and as of the date of the Underwriting Agreement or at any time before the Latest Time for Termination;
- (g) compliance by the Company with its obligations under the Underwriting Agreement, including, without limitation:
 - (i) to publish this announcement in accordance with the Underwriting Agreement by the time specified therein;
 - (ii) to provisionally allot the Rights Shares in accordance with the Underwriting Agreement by the time specified therein;

- (iii) to despatch the Prospectus Documents to the Qualifying Shareholders in accordance with the Underwriting Agreement by the time specified therein; and
- (iv) to deliver to the Joint Underwriters the documents as set out in the Underwriting Agreement in accordance with the timing set out therein;
- (h) all relevant consents, approvals, permits, authorisations or clearances (as the case may be) required to be obtained by the Company or any member of the Group under applicable laws, regulations or rules for the Rights Issue and the transactions contemplated hereunder have been obtained (including but not limited to all authorisations from the Stock Exchange under the Listing Rules and the State owned asset supervision and management institutions), and all such consents, approvals, permits, authorisations and clearances not having been revoked or withdrawn at any time up to the Latest Time for Termination;
- (i) the Shares remaining listed on the Stock Exchange at all times up to and including the Latest Time for Termination and the current listing of the Shares not having been withdrawn or the trading of the Shares not having been suspended or limited (other than pending publication of this announcement or any other announcements relating to the Rights Issue) for a consecutive period of more than five trading days (or such longer period as the Company and the Joint Underwriters may agree) and no indication having been received before the Latest Time for Termination from the Stock Exchange to the effect that such listing may be withdrawn or objected to (or conditions will or may be attached thereto) including but not limited to as a result of the Rights Issue or in connection with the terms of the Underwriting Agreement or for any other reason.

The Joint Underwriters may at any time in writing waive any of the above conditions (except conditions (a) to (d), (h) and (i)) or extend the time or date for fulfilment of any of the conditions (in which case a reference in the Underwriting Agreement to the satisfaction of such condition shall be to its fulfilment by the time or date as so extended) and such waiver or extension may be made subject to such terms and conditions as are determined by the Joint Underwriters.

If any of the above conditions (which has not previously been waived by the Joint Underwriters if capable of being waived under the Underwriting Agreement) is not fulfilled, or becomes incapable of fulfilment, on or before the relevant time and date specified in the Underwriting Agreement or, if no such date is so specified or referred to, is not fulfilled on or before the Latest Time for Termination (or such later date or dates as the Joint Underwriters may agree with the Company in writing), the Underwriting Agreement ((i) save for any breach of the Company to use its best endeavours to procure the fulfilment of each of the conditions pursuant to the Underwriting Agreement; (ii) save for certain customary clauses set out in the Underwriting Agreement which shall remain in full force and effect; and (iii) save further that the Company shall pay the fees and expenses provided in the Underwriting Agreement) shall terminate and no party will have any claim against any other for costs, damages, compensation or otherwise, provided that such termination shall be without prejudice to the rights of the parties in respect of any breach of the Underwriting Agreement occurring before such termination.

Restrictions on Dealings

The Company undertakes to the Joint Underwriters that for the period from the date of the Underwriting Agreement and ending on the date which is 90 days after the listing date of the Rights Shares, it shall not (except for the Rights Shares):

- (a) undertake any consolidation or subdivision of any Shares, allot, issue, sell, accept subscription for, or offer to allot, issue or sell, or contract or agree to allot, issue or sell, or grant or sell any option, right or warrant to subscribe for or purchase (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for any Shares or interest in Shares, save for any Shares issued as scrip dividend of the Company;
- (b) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in paragraph (a) above; or
- (c) announce any intention to enter into or effect any such transaction described in paragraphs (a) or (b) above,

unless with the prior written consent of Joint Underwriters; provided that the above restrictions shall cease to apply if the Underwriting Agreement (i) does not become unconditional and is terminated; or (ii) is terminated by the Joint Underwriters pursuant to any of the termination events set out in the section headed “UNDERWRITING AGREEMENT - Termination of the Underwriting Agreement”.

Termination of the Underwriting Agreement

The Joint Underwriters may by notice in writing to the Company, served before the Latest Time for Termination, rescind or terminate the Underwriting Agreement, if at any time before the Latest Time for Termination:

- (a) any matter or circumstance arises as a result of which any of the conditions set out in the section headed “UNDERWRITING AGREEMENT - Conditions of the Joint Underwriters’ Obligations” is not satisfied, or has become incapable of satisfaction, as at the required time;
- (b) the fact that any of the representations, warranties or undertakings contained in the Underwriting Agreement is untrue, inaccurate or misleading or has been breached in any respect comes to the knowledge of the Joint Underwriters, or there has been a material breach on the part of the Company of any other provision of the Underwriting Agreement;

- (c) any event occurs or matter arises, which, if it had occurred before the date of the Underwriting Agreement or before any of the dates or before any time on which the representations, warranties and undertakings are deemed to be given pursuant to the Underwriting Agreement would have rendered, or would reasonably be expected to render, any of those representations or warranties untrue, inaccurate, incomplete or misleading or any of those undertakings being breached in any respect;
- (d) the fact that any of the representations, warranties or undertakings contained in the Irrevocable Undertaking is untrue, inaccurate or misleading or has been breached in any respect comes to the knowledge of the Joint Underwriters, or there has been a breach on the part of Yue Xiu of any other provision of the Irrevocable Undertaking;
- (e) any event occurs or matter arises or is discovered, which, if it had occurred before the date of the Underwriting Agreement or before any of the dates or before any time on which the representations, warranties and undertakings are deemed to be given pursuant to the Irrevocable Undertaking would have rendered, or would reasonably be expected to render, any of those representations or warranties untrue, inaccurate, incomplete or misleading or any of those undertakings being breached in any respect;
- (f) any statement contained in this announcement or a Prospectus Document has become or been discovered to be untrue, inaccurate, incomplete in any material respects or misleading in any respect, or any matter arises or is discovered which would, if the announcement or the relevant Prospectus Document was to be issued at the time, constitute a material omission therefrom;
- (g) there is a Material Adverse Change;
- (h) any event, act or omission occurs which gives or is likely to give rise to any liability of the Company pursuant to the indemnities referred to in the Underwriting Agreement; or
- (i) (i) there shall have occurred, happened, come into effect or become public knowledge any event, series of events or circumstances concerning or relating to (whether or not foreseeable): (i) a moratorium, trading halt, suspension, restriction or limitation in trading in securities generally, or the establishment of minimum prices, on the New York Stock Exchange, the London Stock Exchange plc, the Stock Exchange and/or any other stock exchange on which the Company's securities are traded; (ii) a trading halt, suspension or limitation in dealings in the Company's securities on the Stock Exchange and/or any other stock exchange on which the Company's securities are traded (other than pending publication of this announcement or any other announcement relating to the Rights Issue) for a consecutive period of more than five trading days (or such longer period as the Company and the Underwriters may agree); (iii) a declaration of a general moratorium or a disruption in commercial banking activities in the United States, Hong Kong, the European Union (or any member thereof) or the United Kingdom or a disruption in commercial banking or securities

settlement or clearance services in the United States, Hong Kong, the European Union (or any member thereof) or the United Kingdom; or (iv) a change or development involving a prospective change in or affecting taxation or exchange or currency control (or the implementation of any exchange or currency control) or currency exchange rates affecting the Company, the Group and the Rights Shares;

- (ii) there shall have occurred any event or circumstance or series of events or circumstances (including without limitation the occurrence of any local, national or international outbreak or escalation of disaster or hostilities (whether or not war is or has been declared), riot, earthquake, public disorder, civil commotion, fire, flood, explosion, outbreak of an infectious disease, calamity, crisis, strike, lock-out, insurrection, armed conflict, act of terrorism (whether or not responsibility has been claimed), act of God or epidemic);
- (iii) there shall have occurred any change in, or any event or series of events likely to result in any change in (whether or not permanent) local, national or international financial, political, economic, military, industrial, legal, fiscal, regulatory or securities market matters or conditions or currency exchange rates or exchange controls (including without limitation, any change in the system under which the value of the Hong Kong currency is linked to that of the United States) in or affecting Hong Kong, the United States, the European Union (or any member thereof) or the United Kingdom;
- (iv) any new laws, rules, statutes, ordinances, regulations, guidelines or circulars (in each case, to the extent mandatory or, if not complied with, the basis for legal or regulatory consequences), orders, judgements, decrees or rulings of any governmental authority (the “**Laws**”) are implemented or there are any changes or developments involving prospective changes in existing Laws or in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other place in which any member of the Group conducts or carries on business;
- (v) the Company publishes or is required to publish any supplementary prospectus in accordance with Rule 11.13 of the Listing Rules, as a result of a significant change affecting any matter contained in the Prospectus Documents or a significant new matter having arisen the inclusion of information in respect of which would have been required in the Prospectus Documents if it had arisen before the date thereof, or otherwise, unless the Company has obtained the prior consent from the Joint Underwriters for such publication; or
- (vi) an authority or a political body or organisation in any relevant jurisdiction commences any investigation or other action, or announces an intention to investigate or take other action, against any Director,

which, individually or in the aggregate, in the sole opinion of the Joint Underwriters:

- (i) is or will be, or is likely to be, materially adverse to, or prejudicially affects or would prejudicially affect, the results of operation, general affairs, management, business, properties, financial, trading or other condition or prospects of the Group or to any present or prospective Shareholder in its capacity as such;
- (ii) has or will have or is likely to have a material adverse impact on, or prejudicially affects or would prejudicially affect, the success of the Rights Issue or dealings in the Rights Shares in the secondary market; or
- (iii) makes or may make it impracticable, inadvisable or inexpedient to proceed with the Rights Issue on the terms and in the manner contemplated in this announcement and the Prospectus Documents.

In the event the Joint Underwriters exercise the right to terminate the Underwriting Agreement upon the giving of written notice of termination prior to the Latest Time for Termination, all the obligations of the parties under the Underwriting Agreement shall cease and terminate immediately and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save in respect of certain rights or obligations under the Underwriting Agreement including rights of the parties thereto in respect of any antecedent breach).

If the Joint Underwriters exercise such right, the Rights Issue will not proceed.

Warning of the Risk of Dealing in the Shares and the Nil-Paid Rights Shares

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Joint Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed.

The Shares are expected to be dealt in on an ex-rights basis commencing from Tuesday, 2 May 2023 on the Stock Exchange. Dealings in the Rights Shares in their nil-paid form are expected to take place on the Stock Exchange from Monday, 15 May 2023 to Monday, 22 May 2023 (both days inclusive).

Any Shareholder or other person dealing in Shares or the nil-paid Rights Shares from the date of this announcement up to the date on which all conditions to which the Rights Issue is subject are fulfilled (which is expected to be 4:00 p.m. on Monday, 29 May 2023), will bear the risk that the Rights Issue may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares or the nil-paid Rights Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

Tentative Timetable for the Proposed Rights Issue

Announcement	Thursday, 20 April 2023
Last day of dealing in the Shares on a cum-entitlement basis	Friday, 28 April 2023
First day of dealing in Shares on an ex-rights basis	Tuesday, 2 May 2023
Latest time for lodging documents for the transfer of the Shares in order to qualify for the Rights Issue	4:30 p.m. on Wednesday, 3 May 2023
Closure of Register of Members of the Company	Thursday, 4 May 2023 to Wednesday, 10 May 2023 (both dates inclusive)
Record Date for determining entitlements to the Rights Issue	Wednesday, 10 May 2023
Register of Members of the Company re-opens	Thursday, 11 May 2023
Despatch of the Prospectus Documents (including Prospectus, PAL and EAF)	Thursday, 11 May 2023
First day for dealings in nil-paid Rights Shares	Monday, 15 May 2023
Latest time for splitting of nil-paid Rights Shares	4:30 p.m. on Wednesday, 17 May 2023
Last day for dealings in nil-paid Rights Shares	Monday, 22 May 2023
Latest time for acceptance of, and payment for, the Rights Shares and application and payment for excess Rights Shares	4:00 p.m. on Thursday, 25 May 2023
Latest time for the termination of the Underwriting Agreement, and expected time for the Rights Issue to become unconditional	4:00 p.m. on Monday, 29 May 2023
Announcement of results of the Rights Issue	Friday, 2 June 2023
Despatch of certificates for fully paid Rights Shares on or before	Monday, 5 June 2023
Despatch of refund cheques in respect of wholly or partially unsuccessful applications for Rights Shares and excess Rights Shares to be posted on or before	Monday, 5 June 2023
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Tuesday, 6 June 2023

Note: All references to time in this announcement are references to Hong Kong time unless otherwise stated.

Shareholders should note that the dates or deadlines specified in the expected timetable of the Rights Issue as set out above, and in other parts of this announcement, are indicative only and may be varied by agreement between the Company and the Joint Underwriters. In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any changes to the anticipated timetable for the Rights Issue will be announced as appropriate.

Effect of Bad Weather or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares and for Application and Payment for Excess Rights Shares

The latest time for acceptance of and payment for Rights Shares and for application and payment for excess Rights Shares will not take place at 4:00 p.m. on Thursday, 25 May 2023 if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning and/or extreme conditions, if such circumstance is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date for the Rights Shares. Instead the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares 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 the Latest Acceptance Date for the Rights Shares. Instead the latest time of acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place by 4:00 p.m. the Latest Acceptance Date for the Rights Shares, the dates mentioned in the “Tentative Timetable for the Proposed Rights Issue” section may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

Shareholding Structure of the Company

The changes in the shareholding structure of the Company arising from the Rights Issue (assuming there is no change to the number of issued Shares from the date of this announcement to completion of the Rights Issue (other than the issuance and allotment of the Rights Shares) and that there are no Non-Qualifying Shareholders for Rights Issue) are as follows:

	As at the date of this announcement		Immediately following completion of the Rights Issue (assuming all Qualifying Shareholders for Rights Issue take up their entitlements under the Rights Issue)		Immediately following completion of the Rights Issue (assuming no Qualifying Shareholders for Rights Issue take up their entitlements under the Rights Issue, other than Yue Xiu, who shall take up the Entitlement Shares and Committed Excess Shares pursuant to the Irrevocable Undertaking and the Joint Underwriters and/or subscriber(s) procured by it who shall take up all the Underwritten Shares)	
	<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Yue Xiu (<i>Note 1</i>)	1,231,889,530	39.78%	1,601,456,387	39.78%	1,881,141,370	46.73%
GZ Metro (<i>Note 2</i>)	616,194,761	19.90%	801,053,189	19.90%	616,194,761	15.31%
Mr. Lin Zhaoyuan (<i>Note 3</i>)	1,946,560	0.06%	2,530,527	0.06%	1,946,560	0.05%
Mr. Lin Feng (<i>Note 4</i>)	1,605,559	0.05%	2,087,226	0.05%	1,605,559	0.04%
Mr. Li Feng (<i>Note 5</i>)	34,580	0.00%	44,954	0.00%	34,580	0.00%
Ms. Liu Yan (<i>Note 6</i>)	3,400	0.00%	4,420	0.00%	3,400	0.00%
Mr. Yu Lup Fat Joseph (<i>Note 7</i>)	200,000	0.01%	260,000	0.01%	200,000	0.00%
Mr. Lee Ka Lun (<i>Note 8</i>)	660,000	0.02%	858,000	0.02%	660,000	0.02%
Mr. Lau Hon Chuen Ambrose (<i>Note 9</i>)	968,240	0.03%	1,258,712	0.03%	968,240	0.02%
Sub-total	1,853,502,630	59.86%	2,409,553,415	59.86%	2,502,754,470	62.17%
Public Shareholders	1,242,953,457	40.14%	1,615,839,498	40.14%	1,242,953,457	30.88%
Joint Underwriters (<i>Note 11</i>)	0	0.00%	0	0.00%	279,684,986	6.95%
Total	3,096,456,087	100.00%	4,025,392,913	100.00%	4,025,392,913	100.00%

Notes:

- (1) 100% of the issued share capital of Yue Xiu is owned by GZ YX. Shareholding in the Company is held, directly and indirectly, by Yue Xiu through its various wholly-owned subsidiaries.
- (2) Shareholding in the Company is held indirectly by GZ Metro through its wholly-owned subsidiary.

- (3) Mr. Lin Zhaoyuan is an executive Director who is interested in 1,946,560 Shares, out of which 934,746 Shares are owned by him as beneficial owner and 1,011,814 Shares are held for him as a beneficiary of the Company's Share Incentive Scheme Trust for Directors and Senior Management.
- (4) Mr. Lin Feng is an executive Director who is interested in 1,605,559 Shares, out of which 589,678 Shares are owned by him as beneficial owner, 995,881 Shares are held for him as a beneficiary of the Company's Share Incentive Scheme Trust for Directors and Senior Management and 20,000 Shares are owned by his spouse.
- (5) Mr. Li Feng is an executive Director.
- (6) Ms. Liu Yan is an executive Director.
- (7) Mr. Yu Lup Fat Joseph is an independent non-executive Director.
- (8) Mr. Lee Ka Lun is an independent non-executive Director.
- (9) Mr. Lau Hon Chuen Ambrose is an independent non-executive Director.
- (10) The entitlement of each Shareholder named in the tables above is rounded down to the nearest whole number.
- (11) This comprises only Rights Shares that may be taken up by Joint Underwriters pursuant to their underwriting obligations under the Underwriting Agreement.

Reasons for the Rights Issue and Proposed Use of Proceeds

It is expected that China's macro economy will gradually resume the trend of steady growth and the property market will bottom out and rebound, driven by the policies for boosting high-quality economic development in China after the pandemic. The Group has confidence in the prospect of China's real estate industry.

The Company continued to optimize the "1+4" regional investment layout, focused more on core cities in the Greater Bay Area, Eastern China and other key provincial capital cities and reinforced its distinctive "6+1" diversified land acquisition platform with continuous increase of premium landbank.

The Rights Issue will facilitate the implementation of the aforementioned strategies, enhance the advantages and elevate the market position of the Company, help the Company to explore more key projects and investment opportunities in Mainland China, and support the sustainable and stable development of the Company. The Rights Issue will further strengthen the capital base of the Company, continuously optimize the Shareholder structure and provide greater financial flexibility to fund future business needs.

The Directors believe that it would be in the best interests of the Company and the Shareholders as a whole to raise long-term equity capital through a Rights Issue to finance its future expansion plans. Unlike borrowings or issuance of debt securities, the Directors consider that the Rights Issue would be a preferred means for the Company to raise long-term funds without subjecting itself to interest burden or additional debt. The Rights Issue will enable all Shareholders to participate in and benefit from the future development of the Company.

The Company's parent company, Yue Xiu, which has strong financial strength, has given its full support on the Company's future development prospects by entering into an irrevocable undertaking that it will or will procure its Subsidiaries or nominees (including the CCASS Participant(s) holding Shares on its/their behalf), to (i) take up in full its/their entitlements to the Existing Shares; and (ii) apply (by way of excess application) for the Committed Excess Shares at the Subscription Price.

The gross proceeds from the Rights Issue will be approximately HK\$8,360 million. The net proceeds from the Rights Issue after deducting the estimated expenses (including financial, legal advisory and other professional expenses) in relation to the Rights Issue are estimated to be approximately HK\$8,299 million.

It is intended that the net proceeds from the Rights Issue will be used for the Company's further investment in core cities in the Greater Bay Area, the Eastern China Region and other key provincial capital cities and for working capital as well.

The public float requirements under the Listing Rules shall be fulfilled by the Company at all times. The Company will take all appropriate steps to ensure that sufficient public float be maintained at all times in compliance with Rule 8.08 of the Listing Rules.

Previous Equity Fund Raising Exercises of the Company

The Company has not conducted any equity fund raising exercises in connection with any issue of equity securities in the past 12 months immediately preceding the date of this announcement.

Implications under the Listing Rules

As the Rights Issue will not increase either the number of issued Shares or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of this announcement, the Rights Issue is not conditional on approval by the Shareholders pursuant to Rule 7.19A(1) of the Listing Rules.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

As at the date of this announcement, each of Yue Xiu Securities and Yue Xiu Capital is a wholly-owned subsidiary of Yue Xiu, which is wholly owned by GZYY, being the ultimate controlling Shareholder of the Company. Accordingly, each of Yue Xiu Securities and Yue Xiu Capital is a connected person of the Company pursuant to the Listing Rules and the transactions contemplated under the Odd Lot Matching Service Agreement for the Rights Issue and the Distribution in Specie and the engagement of Yue Xiu Capital as a joint financial advisor to the Company in respect of the Rights Issue (including the fees payable to Yue Xiu Securities and Yue Xiu Capital thereunder) constitute connected transactions of the Company under Chapter 14A of the Listing Rules. As none of the applicable percentage ratios in respect of the Odd Lot Matching Service Agreement and the engagement of Yue Xiu Capital as a joint financial advisor to the Company in respect of Rights Issue, on an aggregated basis, exceeded 0.1%, the transactions contemplated thereunder were fully exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Implications under the Takeovers Code

As a result of Yue Xiu fulfilling its obligations under to the Irrevocable Undertaking, Yue Xiu may be required to make a general offer in accordance with the Takeovers Code. An application had been made by Yue Xiu to the Executive for a confirmation that the Rights Issue (including the voting rights of the Company that may be acquired by Yue Xiu pursuant to the Irrevocable Undertaking) will not trigger any mandatory general offer obligation on Yue Xiu under Rule 26.1 of the Takeovers Code. Pursuant to Note 6(b) to Rule 26.1 of the Takeovers Code, the Executive has waived the obligation of Yue Xiu to make a general offer for the Shares arising as a result of the Rights Issue (including the voting rights of the Company that may be acquired by Yue Xiu pursuant to the Irrevocable Undertaking).

General

The Prospectus containing, among other things, further details of the Rights Issue is expected to be despatched by the Company to the Qualifying Shareholders for Rights Issue on Thursday, 11 May 2023. On the same date, the PALs and EAFs are expected to be sent to the Qualifying Shareholders for Rights Issue. A copy of the Prospectus will also be made available on the websites of the Company (<https://www.yuexiuproperty.com/>) and the Stock Exchange (<http://www.hkexnews.hk>). The Company may, to the extent legally permissible and reasonably practicable, send the Prospectus to the Non-Qualifying Shareholders for Rights Issue for their information only on the Prospectus Date but will not send the PALs or EAFs to them.

II. SPECIAL DIVIDEND BY WAY OF DISTRIBUTION IN SPECIE OF UNITS

Reference is made to the announcement of the Company dated 15 March 2023 pursuant to which, among others, the Board announced that it has resolved to declare a special dividend in the form of the Distribution in Specie, which is subject to the financial statements of the Company for the financial year ended 31 December 2022 being laid before the Company at the forthcoming annual general meeting. This announcement is made by the Company to provide Shareholders with further information in relation to the Distribution in Specie.

Basis of Entitlement

At the meeting of the Board held on 15 March 2023, the Board has resolved to declare a special dividend in the form of the Distribution in Specie of certain Units held by the Group to the Qualifying Shareholders for Distribution in Specie in proportion to their then respective shareholdings in the Company on the following basis, which is subject to the financial statements of the Company for the financial year ended 31 December 2022 being laid before the Company at the forthcoming annual general meeting:

for every 1,000 Shares held 62 Units

Based on the total number of Shares in issue on the date of this announcement and taking into account the total number of Rights Shares expected to be issued pursuant to the Rights Issue, the total number of Units held by the Group that are expected to be distributed to the Qualifying Shareholders for Distribution in Specie will be 249,557,640 Units. A further announcement will be made in respect of the actual number of Units held by the Group that are distributed to the Qualifying Shareholders for Distribution in Specie upon completion of the Distribution in Specie. A Qualifying Shareholder for Distribution in Specie holding less than an integral multiple of 1,000 Shares (for the avoidance of doubt, including a Qualifying Shareholder for Distribution in Specie holding less than 1,000 Shares) will be entitled to a pro-rata number of Units, being rounded down to the nearest whole number of Units.

No fraction of a Unit will be distributed. Fractional entitlements to the Units and any Units left undistributed (other than any Units sold for the benefit of the Non-Qualifying Shareholders for Distribution in Specie as set out in the section headed “Qualifying Shareholders for Distribution in Specie and Non-Qualifying Shareholders for Distribution in Specie” below) will be sold in the market and the net proceeds of such sale will be retained for the benefit of the Company. If any calculation of a Qualifying Shareholder for Distribution in Specie’s entitlement to the Units would result in a fraction of a Unit, such entitlement will be rounded down to the nearest whole number of Units.

The Units

As at the date of this announcement, the Group holds 2,030,016,661 Units, representing approximately 42.00% of the total number of issued Units. The 249,574,360 Units to be distributed represent approximately 12.29% Units held by the Group and approximately 5.16% of the total number of issued Units as at the date of this announcement.

Record Date and Closure of Register of Members

For the purpose of determining Shareholders’ entitlement to the Distribution in Specie, the Register of Members will be closed from Saturday, 10 June 2023 to Tuesday, 13 June 2023, both dates inclusive. During the aforementioned period, no transfer of Shares will be registered. In order to qualify for the Distribution in Specie, all transfer forms accompanied by the relevant

share certificates must be lodged with the Registrar, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 June 2023. The last day for trading in Shares on the Stock Exchange with entitlement to the Distribution in Specie is expected to be Wednesday, 7 June 2023.

The record date for determining a Shareholder's entitlement to the Distribution in Specie is Tuesday, 13 June 2023.

Dispatch of certificates and CCASS settlement

It is expected that certificates for the relevant Units will be dispatched on or about Tuesday, 27 June 2023 by ordinary post at the own risk of the Qualifying Shareholders for Distribution in Specie to their respective addresses shown on the Register of Members on the Distribution in Specie Record Date.

In the case of a joint holding of Shares, the certificate for the Units will be posted to the address shown on the Register of Members in respect of such Shares on the Distribution in Specie Record Date.

Investors holding Shares through CCASS Participants are expected to receive the Units through their respective stockbrokers or custodians or through their CCASS Investor Participant stock accounts following the dispatch of certificates of the Units. Such investors should seek the advice of their respective stockbrokers or other professional advisers in case of doubt.

Odd Lot Matching Service for the Units

The Company has, at its own costs, appointed Yue Xiu Securities to provide matching service for sale and purchase of odd lots of the Units under the Distribution in Specie, on a best effort basis, to those Qualifying Shareholders for Distribution in Specie entitled to the Distribution in Specie who wish to acquire odd lots of the Units to make up a full board lot, or to dispose of their odd lots of the Units.

Qualifying Shareholders for Distribution in Specie who wish to utilise this service should contact Mr. Franky Shiu of Yue Xiu Securities at Room 17-37, 49/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong, or at the telephone number (852) 3925 9999 during the period from 9:00 a.m. on Tuesday, 27 June 2023 to 4:00 p.m. on Friday, 21 July 2023, both dates inclusive. Holders of odd lots of the Units should note that successful matching of such sale and purchase is not guaranteed.

Qualifying Shareholders for Distribution in Specie and Non-Qualifying Shareholders for Distribution in Specie

The Distribution in Specie will be available to the Qualifying Shareholders for Distribution in Specie whose names appear on the Register of Members on the Distribution in Specie Record Date, but will not be extended to the Non-Qualifying Shareholders for Distribution in Specie.

Shareholders with registered addresses outside Hong Kong

Based on the Register of Members as at 19 April 2023, there were a total of 46 Shareholders whose addresses as shown on the Register of Members were outside Hong Kong, comprising 6 jurisdictions that are outside Hong Kong, including Australia, Macau, Malaysia, the PRC, Singapore and the United Kingdom, with a total shareholding of 234,774 Shares, representing in aggregate less than 0.01% of the total number of issued Shares as at the close of business on 19 April 2023.

The Company had engaged legal counsels to ascertain whether or not there are any legal or regulatory requirements or restrictions which would make extending the Distribution in Specie to Shareholders whose addresses as shown on the Register of Members are located in the aforementioned jurisdictions outside Hong Kong administratively prohibitive or inexpedient. Having considered such advice provided by the legal counsels in the aforementioned jurisdictions, the Directors are of the view that:

- (i) with respect to Australia, Macau, the PRC and the United Kingdom, the Company has been advised that there are no such legal or regulatory restrictions or the Company has met the relevant exemption requirement(s) in such jurisdiction(s) which would exempt the Company from the obtaining of approval from the relevant regulatory authorities under the applicable laws and regulations of such jurisdiction(s) for the purpose of the Distribution in Specie. The Distribution in Specie will accordingly be extended to the Shareholders whose addresses as shown on the Register of Members are in Australia, Macau, the PRC and the United Kingdom on the Distribution in Specie Record Date; and
- (ii) with respect to the Malaysia and Singapore, the Company has been advised that there are applicable legal or regulatory requirements or restrictions and the Board considered that, as additional time and resources are required to ascertain the satisfaction of the relevant requirements or exemptions, it is expedient and beneficial to the Company and the Shareholders as a whole to exclude the Shareholders whose addresses as shown on the Register of Members are in the Malaysia and Singapore on the Distribution in Specie Record Date from receiving the Units and to regard such Shareholders as Non-Qualifying Shareholders for Distribution in Specie. Based on the total number of Shares in issue on the date of this announcement and taking into account the total number of Rights Shares expected to be issued pursuant to the Rights Issue, the total number of Units which would otherwise be transferred to such Non-Qualifying Shareholders for Distribution in Specie would be 16,720.

Shareholders with registered addresses outside Hong Kong should consult their own professional advisers as to whether or not they are permitted to receive the special dividend in the form of the Distribution in Specie or if any governmental or other consent is required or other formalities which need to be observed and whether there are any other restrictions in relation to the future sale of any Units so received.

Notwithstanding the arrangements with regard to Shareholders with registered addresses outside Hong Kong as described above, the Board reserves the ultimate right to exclude any Shareholder from the Distribution in Specie if it believes that the transfer of the Units to such person(s) may violate any applicable legal and/or regulatory requirements in any jurisdiction.

Arrangements for Non-Qualifying Shareholders for Distribution in Specie (if any)

As the Distribution in Specie will not be extended to the Non-Qualifying Shareholders for Distribution in Specie (if any), arrangements will be made for the Units under the Distribution in Specie which would otherwise have been transferred to any Non-Qualifying Shareholders for Distribution in Specie to be sold in the market as soon as possible, on or after the date of posting of the certificates for the Units (which date is currently expected to be on or about Tuesday, 27 June 2023), and any proceeds of sale, after deduction of expenses and stamp duty, will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders for Distribution in Specie, except that net proceeds less than HK\$100 will be retained for the benefit of the Company.

Cheques representing the net proceeds of the sale of such Units, if any, will be sent by ordinary post to the Non-Qualifying Shareholders for Distribution in Specie at their own risk, within fourteen (14) days after the sale of all such Units. In the absence of bad faith or wilful default, none of the Company or any broker or agent appointed by the Company to effect the sale shall have any liability of any loss whatsoever arising as a result of the timing or the terms of any such sale.

Reasons for and Benefits of the Distribution in Specie

The Board (including the independent non-executive Directors) is of the view that: (i) Shareholders may benefit from the ability to directly participate in the future development of Yuexiu REIT by obtaining the Units pursuant to the Distribution in Specie; (ii) upon completion of the Distribution in Specie, Yuexiu REIT will continue to be an associate of the Company with continuous support provided by the Company; and (iii) the terms of the Distribution in Specie are fair and reasonable.

Based on the foregoing, the Board (including the independent non-executive Directors) is of the view that the Distribution in Specie is in the interest of the Company and the Shareholders as a whole.

Financial Effects of the Distribution in Specie

On the assumption that there is no change in the issued share capital of both the Company and Yuexiu REIT from the date of this announcement up to and including the Distribution in Specie Record Date and the actual number of Units subject to the Distribution in Specie is 249,574,360 (which comprises the number of Units to be distributed to the Qualifying Shareholders for Distribution in Specie and the number of Units which would otherwise be transferred to Non-Qualifying Shareholders for Distribution in Specie), the number of Units and the percentage of the issued Units held by the Group will be reduced from 2,030,016,661 Units to 1,780,442,301 Units and from approximately 42.00% to approximately 36.83%, respectively. Upon completion of the Distribution in Specie, Yuexiu REIT will continue to be an associate of the Company.

The financial implications on the Group's profit or loss as a result of the distribution of the Units upon completion of the Distribution in Specie may only be ascertained following the date of settlement of the Distribution in Specie.

Tentative Timetable for the Distribution in Specie

Last day of dealing in the Shares on a cum-entitlement basis	Wednesday, 7 June 2023
Commencement of dealing in the Shares on an ex-entitlement basis	Thursday, 8 June 2023
Latest time for lodging documents for the transfer of the Shares in order to qualify for the Distribution in Specie	4:30 p.m. on Friday, 9 June 2023
Closure of Register of Members of the Company	Saturday, 10 June 2023 to Tuesday, 13 June 2023 (both dates inclusive)
Distribution in Specie Record Date	Tuesday, 13 June 2023
Register of Members of the Company re-opens	Wednesday, 14 June 2023
Dispatch of physical certificates for the Units on or about	Tuesday, 27 June 2023

Note 1: All references to time and date in this announcement refer to Hong Kong local time and date.

Note 2: The above tentative timetable is an indication only and may be varied by the Company. Should there be any change to the tentative timetable, further announcement(s) will be made by the Company as and when appropriate.

If there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning in force on 9 June 2023, the dates mentioned in the timetable above may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

Information on the Company

The Company is principally engaged in property development and investment, deepening the implementation of the “1+4” national strategic layout and deep cultivation of the Greater Bay Area market, and focusing on expanding their business in Eastern China, Central China, Northern China and Western China.

Information on Yuexiu REIT

Yuexiu REIT is a real estate investment trust authorised by the Securities and Futures Commission of Hong Kong, whose Units are listed on the Main Board of the Stock Exchange (Stock Code: 00405). It is principally engaged in the business of rental commercial properties in the PRC with the primary objective of generating long-term and steady distributions to the Unitholders through actively managing its assets and expanding its operations. Its current portfolio consists of six commercial properties located in Guangzhou, one commercial property located in Shanghai, one commercial property located in Wuhan, and one commercial property located in Hangzhou and one commercial property in Hong Kong.

III. RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS FOR FINAL DIVIDEND

Reference is made to the announcement of the Company dated 15 March 2023 pursuant to which, among others, the Board announced that it has recommended to declare the Final Dividend. The Final Dividend will be paid to Shareholders whose names appear on the Register of Members at the close of business on Tuesday, 13 June 2023. It is expected that the Final Dividend will be paid on or about Thursday, 6 July 2023.

For the purpose of determining Shareholders’ entitlement to the Final Dividend, the Register of Members will be closed from Saturday, 10 June 2023 to Tuesday, 13 June 2023, both dates inclusive. During the aforementioned period, no transfer of Shares will be registered. In order to qualify for the Final Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 pm on Friday, 9 June 2023.

The record date for determining a Shareholder’s entitlement to the Final Dividend is Tuesday, 13 June 2023.

IV. RESUMPTION OF TRADING

At the request of the Company, trading in (i) the Shares; (ii) HK\$2,300,000,000 6.10 per cent. notes due 2029 (Code: 5846) issued by Leading Affluence Limited; (iii) U.S.\$400,000,000 5.375 per cent. notes due 2023 (Code: 4468) issued by Westwood Group Holdings Limited; (iv) U.S.\$650,000,000 2.80 per cent. notes due 2026 (Code: 40547) issued by Westwood Group Holdings Limited; and (v) U.S.\$150,000,000 3.80 per cent. notes due 2031 (Code: 40548) issued by Westwood Group Holdings Limited, all listed on the Main Board of the Stock Exchange was halted with effect from 9:00 a.m. on Thursday, 20 April 2023 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in (i) the Shares; (ii) HK\$2,300,000,000 6.10 per cent. notes due 2029 (Code: 5846) issued by Leading Affluence Limited; (iii) U.S.\$400,000,000 5.375 per cent. notes due 2023 (Code: 4468) issued by Westwood Group Holdings Limited; (iv) U.S.\$650,000,000 2.80 per cent. notes due 2026 (Code: 40547) issued by Westwood Group Holdings Limited; and (v) U.S.\$150,000,000 3.80 per cent. notes due 2031 (Code: 40548) issued by Westwood Group Holdings Limited on the Main Board of the Stock Exchange with effect from 1:00 p.m. on Thursday, 20 April 2023.

V. DEFINITIONS

In this announcement, the following expressions shall have the meanings as set out below unless the context otherwise requires:

“Additional Committed Shares”	up to 279,684,983 Rights Shares (being 50% of the difference between (1) the total number of the Rights Shares and (2) the aggregate of (x) the Committed Shares and (y) any Rights Shares which are subject to any of the Other Irrevocable Undertaking(s)) which Yue Xiu has undertaken to apply for, by way of excess application, pursuant to the Rights Issue on the terms and subject to the conditions as set out in the Irrevocable Undertaking
“Announcement Date Underwritten Shares”	279,684,986 Rights Shares, being the total number of Rights Shares, less the total number of Committed Shares and the maximum number of Additional Committed Shares
“Board”	the board of Directors of the Company
“Business Day”	any day (other than a Saturday or Sunday or public holiday, or a day on which a tropical cyclone warning signal no. 8 or above or a “black” rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.) on which licensed banks in Hong Kong are open for business and the Stock Exchange is open for the business of dealing in securities

“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	any person admitted to participate in CCASS as a direct clearing participant, a general clearing participant, a custodian participant, or any CCASS Investor Participant
“China Clear”	China Securities Depository and Clearing Corporation Limited;
“Committed Shares”	the total number of Rights Shares (being 369,566,857 Rights Shares) to be provisionally allotted to Yue Xiu, and to which Yue Xiu has undertaken to take up on the terms and subject to the conditions as set out in the Irrevocable Undertaking
“Company”	Yuexiu Property Company Limited (越秀地產股份有限公司), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00123)
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“CSRC”	China Securities Regulatory Commission
“CSRC Notices”	the notices of the CSRC “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect” (Announcement [2016] No. 21) and Interim Measures for the Administration of Overseas Offering of Securities and Listing of Domestic Enterprises (Announcement [2023] No. 43)
“Director(s)”	director(s) of the Company
“Distribution in Specie”	the distribution of a special dividend by the Company in the form of a distribution in specie of 249,557,640 Units held by the Group to the Qualifying Shareholders for Distribution in Specie in proportion to their then respective shareholdings in the Company, subject to the financial statements of the Company for the financial year ended 31 December 2022 being laid before the Company at the forthcoming annual general meeting

“Distribution in Specie Record Date”	13 June 2023, being the date fixed for determining the Shareholders’ entitlement to the Distribution in Specie
“EAF(s)”	the form of application for excess Rights Shares to be issued to the Qualifying Shareholders for Rights Issue whose Shares are traded on the Stock Exchange
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Final Dividend”	the final cash dividend of HK\$0.307 per Share (equivalent to RMB0.272 per Share) for the financial year ended 31 December 2022 declared by the Board
“Group”	the Company and its subsidiaries taken as a whole
“GZYX”	廣州越秀集團股份有限公司 (Guangzhou Yue Xiu Holdings Limited*), a company established in the PRC with limited liability, which is majority-owned by the Guangzhou Municipal People’s Government of the PRC and is the ultimate controlling Shareholder of the Company
“GZ Metro”	廣州地鐵集團有限公司 (Guangzhou Metro Group Co., Ltd.*), a limited liability company established under the laws of the PRC and is wholly owned by the Guangzhou Government
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Irrevocable Undertaking”	the irrevocable undertaking given by Yue Xiu in favour of the Company dated 20 April 2023 in respect of the acceptance and application of the Entitlement Shares and Committed Excess Shares
“Joint Underwriters”	CLSA Limited, Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, DBS Asia Capital Limited and China International Capital Corporation Hong Kong Securities Limited
“Last Trading Day”	19 April 2023, being the last trading day of the Shares on the Stock Exchange prior to the release of this announcement

“Latest Acceptance Date”	Thursday, 25 May 2023, or such later date as the Company and the Joint Underwriters may agree in writing, being the last date for acceptance of and payment for the Rights Shares and excess Rights Shares
“Latest Time for Termination”	4:00 p.m. on Monday, 29 May 2023, or such later time and date as may be agreed in writing between the Company and the Joint Underwriters, being the latest time and date on which the Joint Underwriters may terminate the Underwriting Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Macau”	the Macao Special Administrative Region of the People’s Republic of China
“Material Adverse Change”	a material adverse change on the financial condition, prospects, results of operations, management, business, general affairs or properties of the Company or any other member of the Group, or on the ability of the Company to perform its obligations under the Underwriting Agreement, or any effect (or change, as the case may be) which, in the reasonable opinion of the Joint Underwriters, is or may be material and adverse in the context of the Rights Issue
“Non-Qualifying Shareholder(s) for Distribution in Specie”	Shareholder(s) whose (respective) address as shown on the Register of Members on the Distribution in Specie Record Date is in a place outside Hong Kong (if any), and whom is excluded from receiving the Units in the Distribution in Specie on account of the relevant legal or regulatory requirements or restrictions by the Board out of necessity or expediency
“Non-Qualifying Shareholder(s) for Rights Issue”	those Overseas Shareholders to whom the Directors, after making relevant enquiries, consider it necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the respective laws of the jurisdiction of the addresses of such Overseas Shareholder or the requirements of the relevant regulatory body or stock exchange in such jurisdictions
“Odd Lot Matching Service Agreement”	the agreement entered into between the Company and Yue Xiu Securities on 20 April 2023 in respect of the odd lot matching service for the Distribution in Specie and the Rights Issue

“Other Irrevocable Undertaking(s)”	any irrevocable undertaking(s) which may be given by any other Substantial Shareholder(s) by the fifth Business Day before the date of the Prospectus Documents agreeing to, among other things, take up for its full entitlement to Rights Shares pursuant to the Rights Issue
“Overseas Shareholders”	those Shareholders whose addresses, as shown on the Register of Members as at 5:00 p.m. on the Rights Issue Record Date, are outside Hong Kong, or beneficial owners of Shares that are known to the Company as being resident outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) in respect of the Rights Shares to be issued to the Qualifying Shareholders for Rights Issue whose Shares are traded on the Stock Exchange
“PRC”	the People’s Republic of China and for geographical reference only (unless otherwise stated) excludes Hong Kong, Macau and Taiwan
“PRC Southbound Trading Investor(s)”	the PRC investor(s) who hold Shares through China Clear as nominee under the Shenzhen-Hong Kong Stock Connect and the Shanghai-Hong Kong Stock Connect
“Prospectus”	the prospectus to be issued by the Company for despatch to the Qualifying Shareholders for Rights Issue in connection with the Rights Issue, and for information purposes only to the Non-Qualifying Shareholders for Rights Issue and shall include any supplementary prospectus required to be published (as the context permits)
“Prospectus Date”	the date of despatch of the Prospectus
“Prospectus Documents”	the Prospectus, the PAL(s) and the EAF(s)
“Qualifying Shareholder(s) for Distribution in Specie”	Shareholder(s) whose name(s) appear(s) on the Register of Members on the Distribution in Specie Record Date, other than the Non-Qualifying Shareholder(s) for Distribution in Specie
“Qualifying Shareholder(s) for Rights Issue”	Shareholder(s) whose name(s) appear(s) on the Register of Members as at 5:00 p.m. on the Rights Issue Record Date, other than the Non-Qualifying Shareholder(s) for Rights Issue
“Register of Members”	the register of Shareholders of the Company in Hong Kong maintained by the Registrar

“Registrar”	Tricor Abacus Limited, the Company’s Hong Kong share registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the issue of the Rights Shares by way of rights to Qualifying Shareholders for Rights Issue at the Subscription Price on the terms and subject to the conditions to be set out in the Prospectus Documents and summarised in this announcement
“Rights Issue Record Date”	10 May 2023, being the record date to determine entitlements to the Rights Issue (or such other date as the Company and the Joint Underwriters may agree for determining entitlements to the Rights Shares)
“Rights Share(s)”	new Shares to be allotted and issued under the Rights Issue in the proportion of 30 Rights Shares for every 100 existing Shares held as at 5:00 p.m. on the Rights Issue Record Date (rounded down to the nearest one share)
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time)
“Share(s)”	the shares of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Subsidiaries”	direct and/or indirect wholly-owned subsidiaries
“Subscription Price”	the issue price of HK\$9.00 per Rights Share at which the Rights Shares are proposed to be offered for subscription
“taken up/take up”	the taking up of those Rights Shares and/or the Underwritten Shares in respect of which the relevant PALs and/or EAFs and/or applications which have been lodged accompanied by cheques or other remittances for the full amount payable in respect thereof
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

“Time of Sale”	7:00 a.m. on the second Business Day following the Latest Acceptance Date or such other time falling within the period commencing on the second Business Day following the Latest Acceptance Date for the Rights Shares traded on the Stock Exchange and ending on the third Business Day following the Latest Acceptance Date for the Rights Shares traded on the Stock Exchange, as is notified to the Company by the Joint Underwriters as the time of sale with respect to their endeavours to procure subscribers for the Underwritten Shares not taken up
“Underwriting Agreement”	the underwriting agreement dated 20 April 2023 entered into between the Company and the Joint Underwriters in relation to the Rights Issue
“Underwritten Shares”	279,684,986 Rights Shares, being the total number of Rights Shares less (a) the number of Committed Shares and Additional Committed Shares and (b) any Rights Shares which are subject to any of the Other Irrevocable Undertaking(s)
“Unit(s)”	Undivided unit(s) in Yuexiu REIT
“US Securities Act”	the United States Securities Act of 1933, as amended
“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 which is a wholly-owned subsidiary of GZYX
“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 Main Board of the Stock Exchange (stock code: 00405)) and the companies controlled by it, as the context requires
“Yue Xiu Capital”	Yue Xiu Capital Limited, a company incorporated under the laws of Hong Kong, licensed to conduct Type 6 (advising on corporate finance) regulated activities (as defined under the SFO), and an indirectly wholly-owned subsidiary of Yue Xiu, which is a wholly-owned subsidiary of GZYX, being the ultimate controlling Shareholder of the Company

“Yue Xiu Securities”

Yue Xiu Securities Company Limited, a company incorporated under the laws of Hong Kong, licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts) regulated activities, and an indirectly wholly-owned subsidiary of Yue Xiu, which is a wholly-owned subsidiary of GZYY, being the ultimate controlling Shareholder of the Company

“%”

per cent.

By Order of the Board
Yuexiu Property Company Limited
Yu Tat Fung
Company Secretary

Hong Kong, 20 April 2023

As at the date of this announcement, the Board comprises:

Executive Directors:

LIN Zhaoyuan (Chairman), LIN Feng, LI Feng, CHEN Jing and LIU Yan

Non-executive Director:

ZHANG Yibing

*Independent Non-executive
Directors:*

YU Lup Fat Joseph, LEE Ka Lun and LAU Hon Chuen Ambrose

* *for identification purpose only*