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

Managed by



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Unitholders (“Unitholders”) of Yuexiu Real Estate Investment Trust (“**Yuexiu REIT**”) will be held at Plaza 1-4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 6 December 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions below.

Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meaning as that defined in the circular to Unitholders dated 13 November 2021 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. **THAT**, conditional upon Special Resolution no. 1 being passed, approval (where relevant, shall include approval by way of ratification) be and is hereby given for each of the Transaction Matters Requiring Approval (other than the Whitewash Waiver), being:
 - (a) the Acquisition (including the entry into of the Acquisition Deed) and the consummation of transactions contemplated under the Acquisition Deed, as more fully described in the Circular and on the terms and conditions set out in the Acquisition Deed;
 - (b) the entry into of the Underwriting Agreement and the consummation of transactions contemplated thereunder (including the subscription of the Untaken Rights Issue Units), as more fully described in the Circular and on the terms and conditions set out in the Underwriting Agreement;

- (c) the entry into of the Placing Agreement and the consummation of transactions contemplated under thereunder (including the payment of placing commission and expenses to Yue Xiu Securities) as more fully described in the Circular and on the terms and conditions set out in the Placing Agreement; and
- (d) the Deferred Units Arrangement Modification (including the entry into of the Second Supplemental Indebtedness Agreement) and the consummation of transactions contemplated under the Second Supplemental Indebtedness Agreement as more fully described in the Circular and on the terms and conditions set out in the Second Supplemental Indebtedness Agreement,

in each case, as more fully described in the Circular.

AND THAT authorisation be granted to the Manager, any director of the Manager, the Trustee and any authorised signatory of the Trustee to complete and to do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee or such authorised signatory of the Trustee, as the case may be, may consider expedient or necessary or in the interests of Yuexiu REIT to give effect to all matters in relation to the Transaction Matters Requiring Approval generally.

2. **THAT**, conditional upon Ordinary Resolution no. 1 being passed:

- (a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the CCPT Matters Requiring Approval, as more fully described in the Circular; and
- (b) authorisation be granted to the Manager, any director of the Manager, the Trustee and any authorised signatory of the Trustee to complete and to do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee or such authorised signatory of the Trustee, as the case may be, may consider expedient or necessary or in the interests of Yuexiu REIT to give effect to all matters in relation to the CCPT Matters Requiring Approval generally.

SPECIAL RESOLUTION

1. **THAT**, subject to the granting of the Whitewash Waiver by the Executive and any conditions that may be imposed thereon:

- (a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the granting of the Whitewash Waiver; and

- (b) authorisation be granted to the Manager, any director of the Manager, the Trustee and any authorised signatory of the Trustee to complete and to do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Trustee or such authorised signatory of the Trustee, as the case may be, may consider expedient or necessary or in the interests of Yuexiu REIT to give effect to all matters in relation to the Whitewash Waiver and the transactions contemplated thereunder.

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

Hong Kong, 13 November 2021

Registered Office:

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

Notes:

- (a) A Unitholder is entitled to attend and vote at the Extraordinary General Meeting and is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. The person appointed to act as a proxy need not be a Unitholder.
- (b) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Unit Registrar of Yuexiu REIT, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
- (c) Where there are joint registered Unitholders of a unit, any one of such Unitholders may vote at the meeting either personally or by proxy in respect of such unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting personally or by proxy, that one of such Unitholders so present whose name stands first on the register of Unitholders of Yuexiu REIT in respect of such unit shall alone be entitled to vote in respect thereof.

- (d) In order to determine which Unitholders will qualify to attend and vote at the Extraordinary General Meeting, the register of Unitholders of Yuexiu REIT will be closed from Tuesday, 30 November 2021 to Monday, 6 December 2021, both days inclusive, during which period no transfer of units will be registered. For those Unitholders who are not on the register of Unitholders, in order to be qualified to attend and vote at the Extraordinary General Meeting of Yuexiu REIT, all unit certificates accompanied by the duly completed transfer forms must be lodged with the Unit Registrar of Yuexiu REIT, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 29 November 2021.

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

Executive Directors: Mr. Lin Deliang (Chairman) and Ms. Ou Haijing

Non-executive Directors: Mr. Li Feng and Mr. Zeng Zhizhao

Independent Non-executive Directors: Mr. Chan Chi On, Derek, Mr. Chan Chi Fai, Brian, Mr. Cheung Yuk Tong and Mr. Chen Xiaoou