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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



ANNOUNCEMENT

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 6 DECEMBER 2021

AND

(2) GRANT OF THE WHITEWASH WAIVER

The Board of the Manager announces that, at the EGM held on 6 December 2021, the EGM Resolutions in relation to the Matters Requiring Approval were duly passed by way of a poll.

On 3 December 2021, the Executive has conditionally granted the Whitewash Waiver, subject to (i) the Whitewash Waiver and the underlying transactions (being the Acquisition, the Rights Issue, the Underwriting Agreement, the Placing Agreement and the transactions contemplated thereunder) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of Yuexiu REIT, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Yue Xiu and parties acting in concert with it between the Announcement and the completion of the issue of the Rights Issue. As the aforesaid condition (i) has been satisfied, if the aforesaid condition (ii) is also satisfied, Yue Xiu and Yuexiu Property will not be obliged to make a mandatory general offer for the Units of Yuexiu REIT under Rule 26 of the Takeovers Code as a result of the subscription of the Untaken Rights Issue Units pursuant to the Underwriting Agreement.

Under the Acquisition Deed, the remaining Acquisition Conditions are required to be satisfied (or waived, if applicable) on or before the Long Stop Date (being 30 June 2022, or such other dates as agreed by the Purchaser and the Vendor in writing). Assuming that the remaining Acquisition Conditions are satisfied (or waived, if applicable), Acquisition Completion shall take place on a Business Day mutually agreed between the Purchaser and the Vendor falling within 10 Business Days after the date on which all the Acquisition Conditions have been fulfilled (or waived, if applicable), or such other date as may be agreed by the Purchaser and the Vendor.

The Manager shall publish further announcement(s) regarding the Initial Payment, the Repayment Amounts, the Deferred Offshore Repayment Amount (if any) and the True-up Payment as soon as practicable after such amounts have been determined.

Reference is made to the circular of Yuexiu REIT dated 13 November 2021 (the “**Circular**”) and the EGM Notice attached thereto. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the EGM, the Whitewash Waiver is subject to the approval by Independent Unitholders by way of a Special Resolution, whereas the rest of the Matters Requiring Approval are subject to the approval by Independent Unitholders by way of an Ordinary Resolution. The EGM Resolutions were decided on by way of a poll.

As at the date of the EGM, there were a total of 3,336,224,428 Units in issue.

Pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code, as each of (i) the Yuexiu Concert Group, (ii) Mr. Lee Ka Lun, Mr. Lin Feng and Mr. Lin Zhaoyuan, who are all directors of Yuexiu Property, and (iii) DBS Bank Ltd. (the holding company of DBS Asia Capital Limited, being one of the Financial Advisers and the Placing Agents) and BOCI Securities Limited (a wholly-owned subsidiary of BOCI Asia Limited, being one of the Placing Agents) is interested or involved in the Whitewash Waiver, the Acquisition, the Placing Agreement and the Underwriting Agreement, members of the Yuexiu Concert Group and each of the abovementioned persons are required to abstain from voting on the resolution(s) to be proposed at the EGM in relation to the Whitewash Waiver, the Acquisition, the Placing Agreement, the Underwriting Agreement and transactions contemplated thereunder. As at the date

of the EGM, (i) members of the Yuexiu Concert Group needing to abstain from voting were interested in an aggregate of 1,361,031,432 Units, representing approximately 40.8% of the Units in issue; (ii) Mr. Lee Ka Lun, Mr. Lin Feng and Mr. Lin Zhaoyuan, who are directors of Yuexiu Property, were interested in an aggregate of 3,345 Units, representing less than 0.1% of the Units in issue; (iii) DBS Bank Ltd. held 53,300,000 Units (representing approximately 1.6% of the Units in issue) on a proprietary basis; and (iv) BOCI Securities Limited, a wholly-owned subsidiary of BOCI Asia Limited, held 1,317 Units (representing less than 0.1% of the Units in issue) on a proprietary basis. As at the date of the EGM, no other Unitholder is required to abstain from voting at the EGM in respect of the resolutions pertaining to the Matters Requiring Approval pursuant to the Takeovers Code.

Accordingly, the total number of Units entitling the Independent Unitholders to attend and vote for or against the EGM Resolutions was 1,921,888,334 Units, representing approximately 57.6% of the Units in issue as at the date of the EGM.

POLL RESULTS OF THE EGM

The poll at the EGM was scrutinised by Tricor Investor Services Limited, the Unit Registrar of Yuexiu REIT. The Board is pleased to announce that the poll results of the EGM Resolutions are as follows:

No.	Ordinary Resolutions	Number of votes (% of Units voted at the EGM) (%)	
		For*	Against*
1.	<p>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:</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(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.</p> <p>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.</p>	241,403,331 (96.24%)	9,436,119 (3.76%)

No.	Ordinary Resolutions	Number of votes (% of Units voted at the EGM) (%)	
		For*	Against*
2.	<p>THAT, conditional upon Ordinary Resolution no. 1 being passed:</p> <p>(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</p> <p>(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.</p>	241,383,331 (96.24%)	9,435,719 (3.76%)

Based on the poll results above, as more than 50% of the votes cast were in favour of Ordinary Resolutions no. 1 and 2, the resolutions were duly passed as Ordinary Resolutions.

No.	Special Resolution	Number of votes (% of Units voted at the EGM) (%)	
		For*	Against*
(1)	<p>THAT, subject to the granting of the Whitewash Waiver by the Executive and any conditions that may be imposed thereon:</p> <p>(a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the granting of the Whitewash Waiver; and</p> <p>(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.</p>	234,494,209 (93.49%)	16,324,841 (6.51%)

Based on the poll results above, as more than 75% of the votes cast were in favour of Special Resolution no. 1, the resolution was passed as a Special Resolution.

* All percentages are rounded to two decimal places.

CHANGE IN THE UNITHOLDING IN YUEXIU REIT

Set out below is the unitholding structure of Yuexiu REIT (i) as at the date of the EGM; (ii) after issue of the 2021 Deferred Units and Rights Issue Completion; and (iii) after issue of the Deferred Units (assuming no other additional Units are issued post-Acquisition Completion):

	As at the date of the EGM		After issue of the 2021 Deferred Units and Rights Issue Completion (Note 1)				After issue of the Deferred Units (assuming no other additional Units are issued post-Acquisition Completion)				
	Number of Units	% Unitholding	Assuming full acceptance by all Rights Issue Qualifying Unitholders under the Rights Issue (Note 1)		Assuming (a) no subscription by the Rights Issue Qualifying Unitholders (other than Yue Xiu and Yuexiu Property pursuant to the Irrevocable Undertakings) under the Rights Issue and no Placing Units are subscribed for by the Places; and (b) the Maximum Untaken Rights Issue Units are fully taken up by the Underwriter (Note 1)		Assuming full acceptance by all Rights Issue Qualifying Unitholders under the Rights Issue (Note 4)		Assuming (a) no subscription by the Rights Issue Qualifying Unitholders (other than Yue Xiu and Yuexiu Property pursuant to the Irrevocable Undertakings) under the Rights Issue and no Placing Units are subscribed for by the Places; and (b) the Maximum Untaken Rights Issue Units are fully taken up by the Underwriter (Note 4)		
			Number of Units	% Unitholding	Number of Units	% Unitholding	Number of Units	% Unitholding	Number of Units	% Unitholding	Number of Units
Yuexiu Concert Group											
Yuexiu Property (Note 2)	1,289,767,022	38.7%	1,847,980,819	39.7%	1,847,980,819	39.7%	2,177,789,403	43.7%	2,177,789,403	43.7%	
Yue Xiu (Note 3)	71,261,585	2.1%	97,628,369	2.1%	828,450,826	17.8%	97,628,369	2.0%	828,450,826	16.6%	
Ms. Ou Haijing (Note 5)	1,000	0.000030%	1,370	0.000029%	1,000	0.000021%	1,370	0.000028%	1,000	0.000020%	
Mr. Li Feng (Note 6)	1,825	0.000055%	2,500	0.000054%	1,825	0.000039%	2,500	0.000050%	1,825	0.000037%	
Subtotal	<u>1,361,031,432</u>	<u>40.8%</u>	<u>1,945,613,058</u>	<u>41.8%</u>	<u>2,676,434,470</u>	<u>57.5%</u>	<u>2,275,421,642</u>	<u>45.7%</u>	<u>3,006,243,054</u>	<u>60.3%</u>	
Public Unitholders	<u>1,975,192,996</u>	<u>59.2%</u>	<u>2,706,014,408</u>	<u>58.2%</u>	<u>1,975,192,996</u>	<u>42.5%</u>	<u>2,706,014,408</u>	<u>54.3%</u>	<u>1,975,192,996</u>	<u>39.7%</u>	
Total	<u>3,336,224,428</u>	<u>100.0%</u>	<u>4,651,627,466</u>	<u>100.0%</u>	<u>4,651,627,466</u>	<u>100.0%</u>	<u>4,981,436,050</u>	<u>100.0%</u>	<u>4,981,436,050</u>	<u>100.0%</u>	

Notes:

- The figures for these two scenarios are for illustrative purposes only and are calculated based on the assumption that approximately 81 million Deferred Units will be issued at HKD4.00 per Unit on 31 December 2021 (which will take place before Rights Issue Completion). The actual number of 2021 Deferred Units issued will be announced by the Manager on 31 December 2021.
- The Units are held by Yuexiu Property indirectly (through Dragon Yield and Yuexiu International Investment Limited, which hold 35.09% and 3.57%, respectively of the issued Units as at the date of the EGM).
- The Units are held by Yue Xiu directly and indirectly (through its various wholly-owned subsidiaries, but excluding the Units that are held indirectly by Yuexiu Property).
- The figures for these two scenarios are for illustrative purposes only and are calculated based on the expectation that a further 410,808,584 Deferred Units will be issued, including an estimated approximately 81 million Deferred Units to be issued on 31 December 2021 at HKD4.00 per Unit, and a further sum of 329,808,584 Deferred Units on each of 31 December in 2022 and subsequent year-end date(s) thereafter will be issued at HKD3.861652 per Unit pursuant to the Second Supplemental Indebtedness Agreement. The actual number of 2021 Deferred Units issued will be announced by the Manager on 31 December 2021.

- (5) Ms. Ou Haijing is an executive Director. By virtue of being an executive Director, Ms. Ou is presumed to be a party acting in concert with Yue Xiu pursuant to class (6) presumption under the definition of “acting in concert” under the Takeovers Code until Rights Issue Completion.
- (6) Mr. Li Feng is a non-executive Director. By virtue of being a non-executive Director, Mr. Li is presumed to be a party acting in concert with Yue Xiu pursuant to class (6) presumption under the definition of “acting in concert” under the Takeovers Code until Rights Issue Completion.

GRANT OF WHITEWASH WAIVER

On 3 December 2021, the Executive has conditionally granted the Whitewash Waiver, subject to (i) the Whitewash Waiver and the underlying transactions (being the Acquisition, the Rights Issue, the Underwriting Agreement, the Placing Agreement and the transactions contemplated thereunder) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of Yuexiu REIT, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Yue Xiu and parties acting in concert with it between the Announcement and the completion of the issue of the Rights Issue.

As the aforesaid condition (i) has been satisfied, if the aforesaid condition (ii) is also satisfied, Yue Xiu and Yuexiu Property will not be obliged to make a mandatory general offer for the Units of Yuexiu REIT under Rule 26 of the Takeovers Code as a result of the subscription of the Untaken Rights Issue Units pursuant to the Underwriting Agreement.

THE ACQUISITION

Under the Acquisition Deed, the remaining Acquisition Conditions which are required to be satisfied (or waived, if applicable) on or before the Long Stop Date (being 30 June 2022, or such other dates as agreed by the Purchaser and the Vendor in writing) are set out below:

- (a) the posting of the Rights Issue Offering Documents to Unitholders and all other conditions to the Rights Issue having been fulfilled, save for the grant by the Stock Exchange of the approval for the listing of, and permission to deal in, the Rights Issue Units;
- (b) the New Bank Facility being in place and sufficient funds being available for drawdown under the New Bank Facility;

- (c) there being:
- (i) no change or circumstance that has a material adverse effect on the Vendor's ability to perform its obligations under the Acquisition Deed before Acquisition Completion which is not covered by item (iv) below (other than any change: (1) that generally affects the real estate industry in the PRC; (2) in financial markets or general economic or political conditions; (3) of law or accounting principles applicable to the Target Group);
 - (ii) none of the following circumstances having occurred: (1) the entire Property or 30% or more of the above-ground lettable area (“**material part**”) of the Property has been damaged or destroyed or has become a dangerous building according to the assessment by the relevant PRC government authority or has become inaccessible and the situation described above has not come to an end before Acquisition Completion; (2) the entire Property or a material part thereof has been closed down by or normal business operation therein has been prevented by the action of relevant PRC government authorities and the situation described above has not come to an end before Acquisition Completion; or (3) the entire Property or a material part thereof has been damaged or destroyed such that it is in a condition which renders it unable to generate rental income and the situation described above has not come to an end before Acquisition Completion;
 - (iii) no compulsory acquisition or resumption of the Property and no notice of such intention received from any government authority before Acquisition Completion; and
 - (iv) no statute, regulation or decision imposed on or affecting the Vendor, the Target Company, the Project Companies and/or the Property which would prohibit or materially delay the sale and purchase of the Sale Shares or the disposal of the Property or which would prohibit or materially restrict the operation of the Target Group or the Property having been enacted or taken by any PRC government authority;
- (d) all necessary consents or waivers being granted by third parties (including any governmental or official authorities) in connection with the transactions contemplated under the Acquisition Deed;
- (e) the warranties of the Purchaser under the Acquisition Deed remaining true and accurate in all material respects and not misleading in any material respect at Acquisition Completion as if repeated at Acquisition Completion (by reference to the facts and circumstances existing at Acquisition Completion); and

- (f) the warranties of the Vendor under the Acquisition Deed remaining true and accurate in all material respects and not misleading in any material respect at Acquisition Completion as if repeated at Acquisition Completion (by reference to the facts and circumstances existing at Acquisition Completion).

Assuming that the remaining Acquisition Conditions are satisfied (or waived, if applicable), Acquisition Completion shall take place on a Business Day mutually agreed between the Purchaser and the Vendor falling within 10 Business Days after the date on which all the Acquisition Conditions have been fulfilled (or waived, if applicable), or such other date as may be agreed by the Purchaser and the Vendor.

GENERAL

The Manager shall publish further announcement(s) regarding the Initial Payment, the Repayment Amounts, the Deferred Offshore Repayment Amount (if any) and the True-up Payment as soon as practicable after such amounts have been determined.

The Acquisition Completion is subject to and conditional upon satisfaction of the remaining Acquisition Conditions under the Acquisition Deed. Accordingly, the Acquisition may or may not complete. Unitholders, as well as any prospective investors of Yuexiu REIT, are therefore advised to exercise caution when dealing in the Units.

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

Hong Kong, 6 December 2021

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

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 Xiaou

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.