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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

ASSIGNMENT OF RIGHT TO RECEIVE THE DEFERRED UNITS TO BE ISSUED ON 31 DECEMBER 2020

The Board has been informed by Yuexiu Property that, on 23 December 2020, Yuexiu Property (as assignor) entered into an assignment with Yuexiu Capital (as assignee), pursuant to which, Yuexiu Property agreed to assign and transfer absolutely as beneficial owner to Yuexiu Capital, and Yuexiu Capital agreed to accept, all of Yuexiu Property's rights, title, interest and benefits in and to the 2020 Deferred Units for a cash consideration. Accordingly, the 2020 Deferred Units will be issued to Yuexiu Capital instead of Yuexiu Property or Dragon Yield (the latter being the wholly owned subsidiary of Yuexiu Property previously designated by Yuexiu Property to receive the Deferred Units) on 31 December 2020.

This announcement is made on a voluntary basis to provide unitholders of the REIT and other investors with information relating to the Units. The REIT Manager will make a further announcement when the 2020 Deferred Units are issued in accordance with all applicable requirements of the REIT Code.

No additional new Units, other than the 2020 Deferred Units, will be issued by the REIT to Yuexiu Capital as a result of the Units Assignment, and no proceeds have been or will be received by the REIT or the REIT Manager as a result of the Units Assignment. The Units Assignment and the consideration paid thereunder by Yuexiu Capital do not impact the issue price or the amount of 2020 Deferred Units to be issued on 31 December 2020.

Reference is made to: (i) the circular of Yuexiu Real Estate Investment Trust (the "REIT") dated 30 June 2012 in relation to the REIT's investment in Guangzhou International Finance Center (the "Circular"); and (ii) the announcement of the REIT dated 8 October 2012 in relation to the completion of such investment (the "Announcement"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Circular and Announcement.

As stated in the Announcement, the balance of the Assignment consideration, being HK\$2,933,121,976, will be satisfied by the REIT issuing Deferred Units to Dragon Yield Holding Limited (“**Dragon Yield**”). Dragon Yield, which is a wholly-owned subsidiary of Yuexiu Property previously designated to receive the Deferred Units, is a substantial holder and connected person of the REIT. The Deferred Units are to be issued on 31 December of each year, starting on 31 December 2016, at a price of HK\$4.00 per Unit pursuant to the Indebtedness Agreement. The payment of the balance of the Assignment consideration by way of issuance of Deferred Units is in accordance with the terms of the Trust Deed, and the issuance of Deferred Units was approved by independent Unitholders pursuant to the ordinary resolution passed at the EGM on 23 July 2012.

Assignment of the right to receive 2020 Deferred Units

The Board has been informed by Yuexiu Property that, on 23 December 2020, Yuexiu Property (as assignor) entered into an assignment (the “**Units Assignment**”) with Yuexiu Capital Holdings Limited (“**Yuexiu Capital**”) (as assignee), the latter being a wholly-owned subsidiary of Yue Xiu Enterprises (Holdings) Limited (“**Yue Xiu**”), pursuant to which Yuexiu Property as beneficial owner agreed to assign and transfer absolutely to Yuexiu Capital, and Yuexiu Capital agreed to accept, all of Yuexiu Property’s rights, title, interest and benefits in and to the 2020 Deferred Units for a cash consideration. For the purpose of this announcement, “**2020 Deferred Units**” means: (i) such number of Deferred Units that are issuable by the REIT to Yuexiu Property (or, if Yuexiu Property so elects, YXP Nominee) on 31 December 2020 pursuant to the terms of the Indebtedness Agreement; or (ii) in the event that the number of Deferred Units that are issuable by the REIT to Yuexiu Property (or, if Yuexiu Property so elects, YXP Nominee) on 31 December 2020 pursuant to the terms of the Indebtedness Agreement shall exceed 62,000,000, 62,000,000 Units.

Accordingly, the 2020 Deferred Units will be issued to Yuexiu Capital instead of Yuexiu Property or Dragon Yield on 31 December 2020 in partial satisfaction of the outstanding consideration for the REIT’s acquisition of Guangzhou International Finance Center in 2012. The REIT Manager will make a further announcement when the 2020 Deferred Units are issued in accordance with all applicable requirements of the REIT Code.

No additional new Units, other than the 2020 Deferred Units, will be issued by the REIT to Yuexiu Capital as a result of the Units Assignment, and no proceeds have been or will be received by the REIT or the REIT Manager as a result of the Units Assignment. The Units Assignment and the consideration paid thereunder by Yuexiu Capital do not impact the issue price or the amount of 2020 Deferred Units to be issued on 31 December 2020.

As at the date of the announcement, Yuexiu Property and Yue Xiu (other than through Yuexiu Property) hold approximately 38.63% and 0.29% of the Units in issue respectively. For further details about the Units Assignment, please refer to the announcement published by Yuexiu Property dated 23 December 2020 (the “**Yuexiu Property Announcement**”). Information and other details in this announcement relating to the Units Assignment are based on or derived from the Yuexiu Property Announcement.

Yue Xiu's undertaking with respect to voting rights

Yue Xiu executed an undertaking dated 23 December 2020 in favour of the Trustee and the REIT Manager (the “**Deed of Undertaking**”), pursuant to which Yue Xiu agreed and undertook to, with effect from 31 December 2020, irrevocably waive its right to exercise any voting rights attaching to the 2020 Deferred Units and all existing Units that it holds as at the date of the Deed of Undertaking and to procure that its subsidiaries shall waive their right to exercise any voting rights attaching to the same. The Deed of Undertaking does not apply to the Units which are held or owned by Yuexiu Property and/or any of its subsidiaries.

This announcement is made on a voluntary basis to provide unitholders of the REIT and other investors with information relating to 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, 23 December 2020

As at the date of this announcement, the REIT Manager's board of directors comprises:

Executive Directors: Mr. LIN Deliang (Chairman), Mr. CHENG Jiuzhou and Ms. OU Haijing

Non-executive Director: Mr. LI Feng

Independent Non-executive Directors: Mr. CHAN Chi On, Derek, Mr. CHAN Chi Fai, Brian,
Mr. CHEUNG Yuk Tong and Mr. CHEN Xiaoou