



越秀房地產投資信託基金

YUEXIU REAL ESTATE INVESTMENT TRUST

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

Managed by
Yuexiu REIT Asset Management Limited

PROXY FORM FOR USE BY UNITHOLDERS AT THE EXTRAORDINARY GENERAL MEETING

I/We, _____ (Name)
of _____ (Address)
being a registered holder(s) of units ("Unitholder(s)") in Yuexiu Real Estate Investment Trust ("Yuexiu REIT"), hereby appoint
_____ (Name)
of _____ (Address)
or, failing him/her, the Chairman of the extraordinary general meeting², as my/our proxy/proxies to attend and to vote for me/us on my/our behalf

_____ units of Yuexiu REIT (the "Units") at the extraordinary general meeting of Yuexiu REIT to be held at **Plaza 1-4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 9 December 2020 at 10:30 a.m.** or any adjournment thereof and vote for me/us on the undermentioned resolutions as specifically directed. If no specific direction as to voting is given or, where the proxy was given discretion to vote, the proxy exercises its discretion in accordance with the recommendations of the board of directors of Yuexiu REIT Asset Management Limited ("Manager").

ORDINARY RESOLUTIONS		"✓" VOTE FOR ⁴	"✓" VOTE AGAINST ⁴
1.	<p>THAT:</p> <p>(a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Connected Leasing Transactions (as defined in the circular of Yuexiu REIT dated 24 November 2020 ("Circular")) for the financial years ending 31 December 2021, 2022 and 2023 and the relevant New Annual Caps (as defined in the Circular) as more fully described in the Circular; and</p> <p>(b) authorisation be granted to the Manager, any director of the Manager, HSBC Institutional Trust Services (Asia) Limited ("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 interest of Yuexiu REIT to give effect to all matters in relation to the Connected Leasing Transactions for the financial years ending 31 December 2021, 2022 and 2023 and the relevant New Annual Caps.</p>		
2.	<p>THAT:</p> <p>(a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Connected TSAs (as defined in Circular) for the financial years ending 31 December 2021, 2022 and 2023 and the relevant New Annual Caps (as defined in the Circular) 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 interest of Yuexiu REIT to give effect to all matters in relation to the Connected TSAs for the financial years ending 31 December 2021, 2022 and 2023 and the relevant New Annual Caps.</p>		
3.	<p>THAT:</p> <p>(a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Connected PMAs (as defined in the Circular) for the financial years ending 31 December 2021, 2022 and 2023 and the relevant New Annual Caps (as defined in the Circular) 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 interest of Yuexiu REIT to give effect to all matters in relation to the Connected PMAs for the financial years ending 31 December 2021, 2022 and 2023 and the relevant New Annual Caps.</p>		
4.	<p>THAT:</p> <p>(a) approval (where relevant, shall include approval by way of ratification) be and is hereby given for the 2020 Waiver Extension (as defined in the Circular) (if needed) 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 interest of Yuexiu REIT to give effect to all matters in relation to the 2020 Waiver Extension.</p>		

AS WITNESS as my hand this _____ day of _____

Signature(s) of Unitholder(s) _____

Signature of Witness _____

Notes:

- A Unitholder entitled to attend and vote at the meeting convened by the above notice 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 proxy need not be a Unitholder.
- If any proxy other than the Chairman of the extraordinary general meeting is preferred, a Unitholder should insert the name and address of the proxy desired in the space provided and strike out the words "or, failing him/her, the Chairman of the extraordinary general meeting".
- A Unitholder should insert the total number of Units registered in his/her name. If no number is inserted, this form of proxy will be deemed to relate to all the Units held by the Unitholder.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, "✓" THE APPROPRIATE BOX MARKED "VOTE FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, "✓" THE APPROPRIATE BOX MARKED "VOTE AGAINST".** Failure to tick either box in respect of a resolution will constitute a specific direction to your proxy entitling your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under its seal or under the hand of a legal representative or other person duly authorised to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.
- In order to be valid, this 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 appointed for holding the meeting or any adjournment thereof. Completion and return of the form of 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.
- Where there are joint registered Unitholders, 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.
- Pursuant to the trust deed constituting Yuexiu REIT, at any meeting a resolution put to the vote of the meeting shall be decided on a poll and the result of the poll shall be deemed to be the resolution of the meeting.
- On a poll every Unitholder who is present in person or by proxy shall have one vote for every Unit of which he/she is the Unitholder. A person entitled to more than one vote need not use all his/her votes or cast them in the same way.