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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**



## **(1) AMENDMENT TO ARTICLES AND COMPLIANCE MANUAL OF THE MANAGER**

## **(2) CHANGES IN BOARD AND COMMITTEE COMPOSITIONS**

The Board would like to announce that the Articles and Compliance Manual of the Manager have been amended so as to allow an INED to serve more than nine years on the Board subject to the approval of Unitholders by a separate ordinary resolution. The INED Term Amendments are in line with and reflect the requirement in A.4.3 of Appendix 14 of the Listing Rules as if they were applicable to the REIT. In addition, the Articles have been amended to bring them in line with the New Companies Ordinance as well as to modernise and update the Articles. Such amendments are effective from 7 October 2014.

The Board would like to announce the following changes:

1. Mr. Lee Kwan Hung Eddie, who will have served as an INED for nine years on 10 November 2014, has elected not to be continuously appointed as an INED at the next general meeting of the REIT due to his other personal commitments to which he would have to devote more time, and therefore has resigned as an INED, the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee, effective from 7 October 2014; and

2. Mr. Cheung Yuk Tong has been appointed as an INED, the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee, effective from 7 October 2014.

## AMENDMENTS TO ARTICLES AND COMPLIANCE MANUAL

The board of directors (“**Board**”) of Yuexiu REIT Asset Management Limited (“**Manager**”), as manager of Yuexiu Real Estate Investment Trust (the “**REIT**”), would like to announce that the Manager has amended its articles of association (“**Articles**”) and compliance manual (“**Compliance Manual**”). Prior to such amendments, under the Articles and Compliance Manual, the maximum term of an independent non-executive director of the Manager (“**INED**”) was nine years and, after consecutive service of such maximum term, was only eligible for appointment as an INED three years after the termination of his last service as an INED.

The Articles and Compliance Manual have been amended so as to allow an INED to serve more than nine years on the Board subject to the approval of unitholders of the REIT (“**Unitholders**”) by a separate ordinary resolution (the “**INED Term Amendments**”). The INED Term Amendments are in line with and reflect the requirement in A.4.3 of Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Listing Rules**”) as if they were applicable to the REIT.

Under General Principle 6 and 5.2 of the REIT Code, the Manager is required to, among others: (i) act in the best interest of the Unitholders, to whom it owes a fiduciary duty; (ii) manage the REIT in accordance with the REIT’s trust deed in the sole interest of the Unitholders; (iii) adhere to and uphold good corporate governance principles and best industry standards for all activities and transactions conducted in relation to the REIT; and (iv) ensure the REIT compliance with any applicable laws, rules, codes or guidelines regarding the activities of the REIT or its administration. The INED Term Amendments are consistent with the requirements of the Listing Rules as if they were applicable to the REIT and the practice of listed companies in Hong Kong.

In addition, the Articles have been amended to bring them in line with the new Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the “**New Companies Ordinance**”) which has replaced the previous Companies Ordinance (Chapter 32 of the laws of Hong Kong) with effect from 3 March 2014, as well as to modernise and update the Articles (the “**NCO Amendments**”).

The INED Term Amendments and the NCO Amendments are effective from 7 October 2014.

Mr. Chan Chi On Derek and Mr. Chan Chi Fai Brian, who will have served as INEDs for nine years on 7 October 2014 and 10 November 2014, respectively, will retire and be eligible for re-election at the next general meeting of the REIT, and such re-election will be subject to Unitholders' approval at the same meeting.

## **CHANGES IN BOARD AND COMMITTEE COMPOSITIONS**

The Board would like to announce the following changes:

1. Mr. Lee Kwan Hung Eddie, who will have served as an INED for nine years on 10 November 2014, has elected not to be continuously appointed as an INED at the next general meeting of the REIT due to his other personal commitments to which he would have to devote more time, and therefore has resigned as an INED, the chairman of the remuneration and nomination committee of the Manager ("**Remuneration and Nomination Committee**") and a member of the audit committee of the Manager ("**Audit Committee**"), effective from 7 October 2014; and
2. Mr. Cheung Yuk Tong has been appointed as an INED, the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee, effective from 7 October 2014.

### **Resignation of Mr. Lee Kwan Hung Eddie as an INED, chairman of the Remuneration and Nomination Committee and member of the Audit Committee**

Mr. Lee Kwan Hung Eddie ("**Mr. Lee**"), who has been an INED since 11 November 2005 and therefore will have served as an INED for nine years on 10 November 2014, has elected not to be continuously appointed as an INED at the next general meeting of the REIT due to his other personal commitments to which he would have to devote more time, and therefore has tendered notice to the Manager that he will resign as an INED, the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee with effect from 7 October 2014, and the Board has accepted such resignation of Mr. Lee.

Mr. Lee has contributed to the Board significantly through providing his professional advice and expertise to the Board. The Board would like to take this opportunity to thank Mr. Lee for his invaluable contribution to the Manager during the tenure of his service. Mr. Lee has also confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Unitholders.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Unitholders in relation to Mr. Lee's resignation and there is no information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as if they were applicable to the REIT.

**Appointment of Mr. Cheung Yuk Tong as an INED, the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee**

Mr. Cheung Yuk Tong (“**Mr. Cheung**”) has been appointed as an INED, the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee with effect from 7 October 2014. Pursuant to the Articles and Compliance Manual, Mr. Cheung shall hold office only until the next general meeting of the REIT and shall then be eligible for re-election at that meeting, which re-election shall be approved by Unitholders by way of ordinary resolution, and if such Unitholders' approval is obtained, Mr. Cheung shall continue to hold office subject to the retirement by rotation requirements under the Articles and Compliance Manual, as amended or supplemented from time to time.

Mr. Cheung, aged 56, joined Baker & McKenzie in 1982 and worked in the Chicago, Beijing, Shanghai and Hong Kong offices of the firm. He was a partner in the corporate group of Baker & McKenzie's Hong Kong office, and was co-head of its Hong Kong and China merger and acquisition practice until June 2013 when he ceased to be a partner of Baker & McKenzie. His practice was focused in the areas of mergers and acquisitions and corporate finance.

Mr. Cheung is a member of the Judging Panel for the Corporate Governance Excellence Awards organized by the Hong Kong Chamber of Listed Companies. He was also a member of the Takeovers and Mergers Panel and the Takeovers Appeals Committee of the Securities and Futures Commission of Hong Kong from April 2012 to March 2014.

Mr. Cheung graduated from the University of Hong Kong with an LL.B. and a Postgraduate Certificate in Laws, and from the London School of Economics with an LL.M.. He is admitted as a solicitor in Hong Kong and England, and as an attorney-in-law in New York.

Mr. Cheung has not entered into any service contract with the Manager, nor was he appointed for a specific term. Notwithstanding the above, pursuant to the Articles and Compliance Manual, one-fourth of the INEDs who are subject to retirement by rotation or, if their number is not four or a multiple of four, then the number nearest to one-quarter (subject to a minimum of one INED), will retire at each annual general meeting of the REIT.

All director's fees payable to Mr. Cheung will be paid and borne by the Manager out of its own resources. Mr. Cheung has not held directorship in other public companies, the securities of which are listed in Hong Kong or overseas, in the past three years preceding the date of this announcement. Save as disclosed above, Mr. Cheung does not have any relationship with any other Directors, senior management or substantial or controlling Unitholders of the REIT. As at the date of this announcement, Mr. Cheung does not have any interest in the REIT within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) ("SFO").

The Manager has received from Mr. Cheung a confirmation of independence in accordance with the Compliance Manual and the Listing Rules. The Board is of the view that Mr. Cheung meets the director independence requirements of the Compliance Manual and the Listing Rules.

Save as disclosed above, there is no other matter in connection with Mr. Cheung's appointment as an INED, the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee that needs to be brought to the attention of the Unitholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules, as if they were applicable to the REIT.

## **BOARD AND COMMITTEE COMPOSITIONS**

After the abovementioned resignation and appointment, the compositions of the Board, Audit Committee, Remuneration and Nomination Committee, finance and investment committee of the Manager (the "**Finance and Investment Committee**") and the disclosures committee of the Manager (the "**Disclosures Committee**") will be as follows:

### **Board**

Executive Directors:	Mr. LIU Yongjie (Chairman) and Mr. LIN Deliang
Non-executive Director:	Mr. LI Feng
Independent Non-executive Directors:	Mr. CHAN Chi On Derek, Mr. CHAN Chi Fai Brian and Mr. CHEUNG Yuk Tong

**Audit Committee**

Mr. CHAN Chi Fai Brian (Chairman)  
Mr. CHAN Chi On Derek  
Mr. CHEUNG Yuk Tong

**Remuneration and Nomination Committee**

Mr. CHEUNG Yuk Tong (Chairman)  
Mr. LIU Yongjie  
Mr. CHAN Chi On Derek  
Mr. CHAN Chi Fai Brian

**Finance and Investment Committee Disclosures Committee**

Mr. LIN Deliang (Chairman)  
Mr. LIU Yongjie  
Mr. LI Feng  
Mr. CHAN Chi On Derek  
Mr. CHAN Chi Fai Brian

Mr. CHAN Chi On Derek (Chairman)  
Mr. LIN Deliang

The Board confirms that the composition of the Board remains in compliance with the requirements of the Manager's corporate governance policy notwithstanding the abovementioned resignation and appointment.

This announcement is made pursuant to paragraph 10.3 of the Code on Real Estate Investment Trusts.

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, 7 October 2014

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

*Executive Directors: Mr. LIU Yongjie (Chairman) and Mr. LIN Deliang*

*Non-executive Director: Mr. LI Feng*

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