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HUI XIAN REIT
匯賢產業信託

Hui Xian 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: 87001)

Managed by Hui Xian Asset Management Limited

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 14 MAY 2019

At the AGM held on 14 May 2019, each of the Ordinary Resolutions to approve (1) the grant of the Buy-back Mandate; (2) the re-appointment of INEDs who will have served more than nine years on the Board on 3 April 2020; and (3) the 2019 Extended Waivers (and the New Annual Caps) was duly passed by way of poll.

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 14 MAY 2019

Reference is made to (i) the circular (the “**Circular**”) dated 3 April 2019 issued by Hui Xian Asset Management Limited (匯賢房託管理有限公司), as manager of Hui Xian Real Estate Investment Trust (“**Hui Xian REIT**”), to the unitholders of Hui Xian REIT (the “**Unitholders**”) in relation to (1) the grant of a general mandate to buy back units in Hui Xian REIT (“**Units**”); (2) the re-appointment of INEDs who will have served more than nine years on the Board on 3 April 2020; and (3) the 2019 Extended Waivers and the CITIC Securities Corporate Finance Waiver, and (ii) the notice of annual general meeting dated 3 April 2019 in respect of the annual general meeting of Unitholders held on 14 May 2019 at 12:00 noon (the “**AGM**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated in this announcement.

At the AGM, each of the proposed resolutions was decided on a poll and the proposed ordinary resolutions are in relation to approve (i) the grant of the Buy-back Mandate (the “**Buy-back Mandate Ordinary Resolution**”); (ii) the re-appointment of INEDs who will have served more than nine years on the Board on 3 April 2020 (the “**Re-appointment of INEDs Ordinary Resolutions**”); (iii) the Extended BOC Leasing and Licensing and Insurance Waiver and the Proposed Annual Caps for BOC Leasing and Licensing and Insurance Transactions (the “**BOC Leasing and Licensing and Insurance Waiver Ordinary Resolution**”); (iv) the Extended China

Life Insurance Waiver and the Proposed Annual Caps for China Life Insurance Transactions (the “**China Life Insurance Waiver Ordinary Resolution**”); and (v) the Extended BOC Corporate Finance Waiver (the “**BOC Corporate Finance Waiver Ordinary Resolution**”).

As at the date of AGM, the total number of Units in issue was 5,772,684,733 Units.

As at the date of the AGM, to the best of the Manager’s knowledge, information and belief, after having made reasonable enquiries, the Manager is not aware of any Unitholder who is required to abstain from voting on the Buy-back Mandate Ordinary Resolution and Re-appointment of INEDs Ordinary Resolutions at the AGM, the total number of Units entitling Unitholders to attend and vote for or against the Buy-back Mandate Ordinary Resolution and Re-appointment of INEDs Ordinary Resolutions was 5,772,684,733.

Pursuant to the REIT Code and the Trust Deed, by virtue of their material interest in the relevant 2019 Extended Waiver(s), (i) members of the China Life Connected Persons Group had abstained from voting on the China Life Insurance Waiver Ordinary Resolution; and (ii) members of the BOC Connected Persons Group had abstained from voting on the BOC Leasing and Licensing and Insurance Waiver Ordinary Resolution and the BOC Corporate Finance Waiver Ordinary Resolution respectively.

On the above bases, as at the date of the AGM, as far as the Manager is aware, the BOC Connected Persons Group did not hold any Units and the holdings of Units of the China Life Connected Persons Group were 865,406,000 Units. The total number of Units in issue which were ineligible to vote for or against the China Life Insurance Waiver Ordinary Resolution was 865,406,000 Units. Accordingly, the total number of Units entitling the Independent Unitholders to vote for or against the China Life Insurance Waiver Ordinary Resolution, BOC Leasing and Licensing and Insurance Waiver Ordinary Resolution and BOC Corporate Finance Waiver Ordinary Resolution was 4,907,278,733 Units, 5,772,684,733 Units, and 5,772,684,733 Units respectively (representing approximately 85.01%, 100% and 100% respectively of the 5,772,684,733 Units in issue as at the date of the AGM).

As at the date of the AGM, to the best of the Manager’s knowledge, information and belief, after having made reasonable enquiries, save as disclosed above, the Manager was not aware of any Unitholder who was required to abstain from voting on the Ordinary Resolutions proposed at the AGM.

Computershare Hong Kong Investor Services Limited, the unit registrar of Hui Xian REIT, was appointed as the scrutineer for the poll at the AGM. The poll results in respect of each of the Ordinary Resolutions proposed at the AGM are as follows:

No.	<i>Brief description of the Ordinary Resolutions proposed at the AGM</i>	Number of votes (%)	
		For	Against
1.	To approve the grant of a general mandate in relation to the buy-back of Units	2,111,297,115 (approximately 99.9875%)	263,812 (approximately 0.0125%)
2.	To approve Mr. CHENG Hoi Chuen, Vincent be re-appointed as an independent non-executive director of the Manager commencing from 4 April 2020	1,930,606,478 (approximately 91.4506%)	180,485,151 (approximately 8.5494%)
3.	To approve Professor LEE Chack Fan be re-appointed as an independent non-executive director of the Manager commencing from 4 April 2020	1,902,999,159 (approximately 90.1416%)	208,122,243 (approximately 9.8584%)
4.	To approve Dr. CHOI Koon Shum, Jonathan be re-appointed as an independent non-executive director of the Manager commencing from 4 April 2020	1,907,601,657 (approximately 90.3597%)	203,517,745 (approximately 9.6403%)
5.	To approve the Extended BOC Leasing and Licensing and Insurance Waiver and the Proposed Annual Caps for BOC Leasing and Licensing and Insurance Transactions	2,111,277,015 (approximately 99.9871%)	271,912 (approximately 0.0129%)
6.	To approve the Extended China Life Insurance Waiver and the Proposed Annual Caps for China Life Insurance Transactions	2,111,277,015 (approximately 99.9871%)	271,912 (approximately 0.0129%)
7.	To approve the Extended BOC Corporate Finance Waiver	2,111,333,999 (approximately 99.9881%)	251,913 (approximately 0.0119%)

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all seven Ordinary Resolutions proposed at the AGM were duly passed as Ordinary Resolutions at the AGM.

CONDITIONS OF 2019 EXTENDED WAIVERS

In connection with the Ordinary Resolutions approving the 2019 Extended Waivers (and the New Annual Caps), the Manager had applied, and the SFC had on 14 May 2019 granted, the 2019 Extended Waivers to extend each of (i) the Existing BOC Leasing and Licensing and Insurance Waiver (and set the new annual caps relating thereto), (ii) the Existing China Life Insurance Waiver (and set the new annual caps relating thereto) and (iii) the Existing BOC Corporate Finance Waiver, for a further period up to and including 31 December 2022, subject to the following waiver conditions:

(A) CONDITIONS OF EXTENDED BOC LEASING AND LICENSING AND INSURANCE WAIVER

(i) Due approval by Unitholders

Due approval by Unitholders other than those who have a material interest in the Extended BOC Leasing and Licensing and Insurance Waiver within the meaning of 8.11 of the REIT Code (“**Independent Unitholders**”) and adoption of the Ordinary Resolution to approve the Extended BOC Leasing and Licensing and Insurance Waiver and the Proposed Annual Caps for BOC Leasing and Licensing and Insurance Transactions thereunder set out in the notice of AGM dated 3 April 2019, without any material amendment thereto.

(ii) Extensions or modifications

The Extended BOC Leasing and Licensing and Insurance Waiver has been granted for a period to expire on 31 December 2022. The Extended BOC Leasing and Licensing and Insurance Waiver may be extended beyond 31 December 2022, and/or the terms and conditions of the Extended BOC Leasing and Licensing and Insurance Waiver may be modified from time to time, provided that:

- (a) the approval of Independent Unitholders is obtained by way of an ordinary resolution passed in a general meeting of Unitholders;
- (b) disclosure of details of the proposed extension and/or modification (as the case may be) shall be made by way of an announcement by the Manager of such proposal, and a circular and notice shall be issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
- (c) any extension of the period of the Extended BOC Leasing and Licensing and Insurance Waiver shall, on each occasion of such extension, be for a period which shall expire not later than the third full financial year-end date of Hui Xian REIT after the date on which the approval referred to in (a) above is obtained.

For the avoidance of doubt, any material change to the transactions covered by the Extended BOC Leasing and Licensing and Insurance Waiver (including without limitation the scope or nature of the transactions) as set out in the Circular based on which the waiver is sought and granted must be approved by Independent Unitholders as referred to in (a) above and details of the proposed changes shall be disclosed in the manner as referred to in (b) above.

(iii) Annual caps

The annual value of the connected party transactions shall not exceed the respective annual cap amounts set out in the following table:

Categories of connected party transactions	For the year ending 31 December 2020 <i>(RMB'000)</i>	For the year ending 31 December 2021 <i>(RMB'000)</i>	For the year ending 31 December 2022 <i>(RMB'000)</i>
(a) Leasing and licensing transactions	42,000	44,000	46,000
(b) Insurance transactions	1,800	1,900	2,000

In respect of the above leasing and licensing transactions first entered into or renewed on or after the date that the Extended BOC Leasing and Licensing and Insurance Waiver becomes effective, an independent valuation shall be conducted for each of such leasing and licensing transactions except where they are conducted on standard or published rates.

(iv) Disclosure in semi-annual and annual reports

Details of the connected party transactions shall be disclosed in the semi-annual and annual reports of Hui Xian REIT as required under 8.14 of the REIT Code.

(v) Auditors' review procedures

In respect of each relevant financial period, the Manager shall engage and agree with the auditors of Hui Xian REIT to perform certain review procedures on connected party transactions. The auditors shall then report to the Manager on the factual findings based on the work performed by them (and a copy of such report shall be provided to the SFC), confirming whether all such connected party transactions:

- (a) have received the approval of the Board (including the INEDs);
- (b) have been entered into in accordance with the pricing policies of Hui Xian REIT;
- (c) have been entered into and carried out in accordance with the terms of the agreements (if any) governing the transactions; and
- (d) the total value in respect of which has not exceeded the respective annual limits (where applicable).

(vi) Review by the INEDs

The INEDs shall review the relevant connected party transactions annually and confirm in Hui Xian REIT's annual report for the relevant financial period that such transactions have been entered into:

- (a) in the ordinary and usual course of business of Hui Xian REIT;
- (b) on normal commercial terms (to the extent that there are sufficient comparable transactions) or, where there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to Hui Xian REIT than terms available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreements and the Manager's internal procedures governing them (if any) on terms that are fair and reasonable and in the interests of the Unitholders as a whole.

(vii) Auditors' access to books and records

The Manager shall allow, and shall procure the counterparty to the relevant connected party transaction to allow, the auditors of Hui Xian REIT sufficient access to their records for the purpose of reporting on the transactions.

(viii) Notification to the SFC

The Manager shall promptly notify the SFC and publish an announcement if it knows or has reason to believe that the auditors and/or the INEDs will not be able to confirm the matters set out in the above.

(ix) Subsequent increase in annual caps with Independent Unitholders' approval

If necessary, for example, where there are further asset acquisitions by Hui Xian REIT thereby increasing the scale of its operations generally, or where there are changes in market or operating conditions, the Manager may, from time to time in the future, seek to increase one or more of the annual limits set out in the above, provided that:

- (a) the approval of Independent Unitholders is obtained by way of an Ordinary Resolution passed in a general meeting of Unitholders;
- (b) disclosure of details of the proposal to increase the cap amounts shall be made by way of an announcement by the Manager of such proposal, and a circular and notice shall be issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
- (c) the requirements referred to in paragraphs (iii) to (viii) above shall continue to apply to the relevant transactions, save that the increased annual cap amounts shall apply.

(x) 8.14 of the REIT Code

The Manager shall comply with all requirements under 8.14 of the REIT Code where there is any material change to the terms of the relevant connected party transactions or where there is any subsequent change to the REIT Code which may impose stricter requirements in respect of disclosure and/or Unitholders' approval. Details of the relevant connected party transactions shall be disclosed in Hui Xian REIT's semi-annual and annual reports in the relevant financial year as required under 8.14 of the REIT Code.

(B) CONDITIONS OF EXTENDED CHINA LIFE INSURANCE WAIVER

(i) Due approval by Unitholders

Due approval by Independent Unitholders and adoption of the Ordinary Resolution to approve the Extended China Life Insurance Waiver and the Proposed Annual Caps for China Life Insurance Transactions thereunder set out in the notice of AGM dated 3 April 2019, without any material amendment thereto.

(ii) Extensions or modifications

The Extended China Life Insurance Waiver has been granted for a period to expire on 31 December 2022. The Extended China Life Insurance Waiver may be extended beyond 31 December 2022, and/or the terms and conditions of the Extended China Life Insurance Waiver may be modified from time to time, provided that:

- (a) the approval of Independent Unitholders is obtained by way of an Ordinary Resolution passed in a general meeting of Unitholders;
- (b) disclosure of details of the proposed extension and/or modification (as the case may be) shall be made by way of an announcement by the Manager of such proposal, and a circular and notice shall be issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
- (c) any extension of the period of the Extended China Life Insurance Waiver shall, on each occasion of such extension, be for a period which shall expire not later than the third full financial year-end date of Hui Xian REIT after the date on which the approval referred to in (a) above is obtained.

For the avoidance of doubt, any material change to the transactions covered by the Extended China Life Insurance Waiver (including without limitation the scope or nature of the transactions) as set out in the Circular based on which the waiver is sought and granted must be approved by Independent Unitholders as referred to in (a) above and details of the proposed changes shall be disclosed in the manner as referred to in (b) above.

(iii) Annual caps

The annual value of the connected party transactions shall not exceed the respective annual cap amounts set out in the following table:

Categories of connected party transactions	For the year ending 31 December 2020 <i>(RMB'000)</i>	For the year ending 31 December 2021 <i>(RMB'000)</i>	For the year ending 31 December 2022 <i>(RMB'000)</i>
Insurance transactions	5,900	6,200	6,500

(iv) Disclosure in semi-annual and annual reports

Details of the connected party transactions shall be disclosed in the semi-annual and annual reports of Hui Xian REIT as required under 8.14 of the REIT Code.

(v) Auditors' review procedures

In respect of each relevant financial period, the Manager shall engage and agree with the auditors of Hui Xian REIT to perform certain review procedures on connected party transactions. The auditors shall then report to the Manager on the factual findings based on the work performed by them (and a copy of such report shall be provided to the SFC), confirming whether all such connected party transactions:

- (a) have received the approval of the Board (including the INEDs);
- (b) have been entered into in accordance with the pricing policies of Hui Xian REIT;
- (c) have been entered into and carried out in accordance with the terms of the agreements (if any) governing the transactions; and
- (d) the total value in respect of which has not exceeded the respective annual limits (where applicable).

(vi) Review by the INEDs

The INEDs shall review the relevant connected party transactions annually and confirm in Hui Xian REIT's annual report for the relevant financial period that such transactions have been entered into:

- (a) in the ordinary and usual course of business of Hui Xian REIT;

- (b) on normal commercial terms (to the extent that there are sufficient comparable transactions) or, where there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to Hui Xian REIT than terms available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreements and the Manager's internal procedures governing them (if any) on terms that are fair and reasonable and in the interests of the Unitholders as a whole.

(vii) Auditors' access to books and records

The Manager shall allow, and shall procure the counterparty to the relevant connected party transaction to allow, the auditors of Hui Xian REIT sufficient access to their records for the purpose of reporting on the transactions.

(viii) Notification to the SFC

The Manager shall promptly notify the SFC and publish an announcement if it knows or has reason to believe that the auditors and/or the INEDs will not be able to confirm the matters set out in the above.

(ix) Subsequent increase in annual caps with Independent Unitholders' approval

If necessary, for example, where there are further asset acquisitions by Hui Xian REIT thereby increasing the scale of its operations generally, or where there are changes in market or operating conditions, the Manager may, from time to time in the future, seek to increase one or more of the annual limits set out in the above, provided that:

- (a) the approval of Independent Unitholders is obtained by way of an Ordinary Resolution passed in a general meeting of Unitholders;
- (b) disclosure of details of the proposal to increase the cap amounts shall be made by way of an announcement by the Manager of such proposal, and a circular and notice shall be issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
- (c) the requirements referred to in paragraphs (iii) to (viii) above shall continue to apply to the relevant transactions, save that the increased annual cap amounts shall apply.

(x) 8.14 of the REIT Code

The Manager shall comply with all requirements under 8.14 of the REIT Code where there is any material change to the terms of the relevant connected party transactions or where there is any subsequent change to the REIT Code which may impose stricter requirements in respect of disclosure and/or Unitholders' approval. Details of the relevant connected party transactions shall be disclosed in Hui Xian REIT's semi-annual and annual reports in the relevant financial year as required under 8.14 of the REIT Code.

(C) CONDITIONS OF EXTENDED BOC CORPORATE FINANCE WAIVER

- (i) due approval by the Independent Unitholders and adoption of the Ordinary Resolution to approve the Extended BOC Corporate Finance Waiver, without any material amendment thereto;
- (ii) the waiver shall be for a period to expire on 31 December 2022 and may be extended beyond 31 December 2022 and/or the terms and conditions of the waiver as set out in (iii) to (vii) below may be modified from time to time, provided that:–
 - (a) the approval of the Independent Unitholders is obtained by way of an Ordinary Resolution passed in a general meeting of Unitholders;
 - (b) disclosure of details of the proposed extension and/or modification (as the case may be) shall be made by way of an announcement by the Manager of such proposal, and a circular and notice shall be issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
 - (c) any extension of the period of the waiver shall, on each occasion of such extension, be for a period which shall expire not later than the third full financial year-end date of Hui Xian REIT after the date on which the approval referred to in (a) above is obtained.

For the avoidance of doubt, any material change to the transactions covered by the Extended BOC Corporate Finance Waiver (including without limitation the scope or nature of the transactions) as set out in the Circular based on which the waiver is sought and granted must be approved by Independent Unitholders as referred to in (a) above and details of the proposed changes shall be disclosed in the manner as referred to in (b) above;

- (iii) the offering document and any circular for Hui Xian REIT involving the BOC Corporate Finance Transactions includes upfront disclosure of this waiver and, with respect to those corporate finance transactions under categories (i) and (ii) as set out under “*Scope of BOC Corporate Finance Transactions*” in the Circular, full disclosure of the material terms of the relevant agreements;
- (iv) the annual report includes disclosure of the aggregate fees paid to the BOC Group in respect of the BOC Corporate Finance Transactions conducted for Hui Xian REIT Group in the financial year;
- (v) the annual report includes disclosure in respect of any BOC Corporate Finance Transactions whose fees exceed HK\$1 million: (a) the occurrence and nature of the transaction, (b) the parties to the transaction, and (c) the date of the transaction;

- (vi) the annual report includes a confirmation by the INEDs that they have reviewed the terms of such transactions and are satisfied that they have been entered into:
 - (a) in the ordinary and usual course of business of Hui Xian REIT;
 - (b) on normal commercial terms (to extent that there are sufficient comparable transactions) or, where there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to Hui Xian REIT than terms available to or from (as appropriate) independent third parties; and
 - (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Unitholders as a whole; and
- (vii) the auditors' report in respect of Hui Xian REIT shall cover all the relevant BOC Corporate Finance Transactions.

Notwithstanding the above waiver, in the case where the aggregate fees that the BOC Group generates from all “financial advisory transactions” and “corporate advisory transactions” (as described under “*Scope of BOC Corporate Finance Transactions*” in the Circular) conducted for Hui Xian REIT Group during the financial year exceed 1.0% of the latest NAV of Hui Xian REIT as disclosed in the latest published audited accounts of Hui Xian REIT, the requirements in respect of connected party transactions as set out in Chapter 8 of the REIT Code shall apply. Further, for the avoidance of doubt, where by virtue of the nature of the transaction, other than the involvement of the BOC Group in its capacity as described under “*Scope of BOC Corporate Finance Transactions*” in the Circular, an announcement has to be made pursuant to the REIT Code (and is not exempt by any waivers from announcements under the REIT Code granted by the SFC), such announcement shall disclose the role of the BOC Group and the relevant terms of engagement in accordance with the relevant provisions of the REIT Code.

CONDITIONS OF CITIC SECURITIES CORPORATE FINANCE WAIVER

The SFC has granted a waiver from strict compliance with the requirement under 8.9 and 8.11 of the REIT Code to seek Unitholders' prior approval and to make announcements and circulars (in accordance with Chapter 10 of the REIT Code) in respect of the CITIC Securities Corporate Finance Transactions. In addition, the disclosure and reporting requirements under Chapter 8 of the REIT Code with respect to the CITIC Securities Corporate Finance Transactions shall be modified as described in conditions (II) (A) to (F) below.

Scope of the CITIC Securities Corporate Finance Transactions

For the purpose of this part, the "CITIC Securities Corporate Finance Transactions" means:

- (i) underwriting, securitisation, issue of debt instruments or other securities, or other related arrangements where the CITIC Securities Connected Persons Group is involved in an underwriting or arranging capacity or acts as listing agent, placing agent, stabilising manager and/or financial adviser and/or global co-ordinator to Hui Xian REIT, provided that these transactions are carried out at arm's length on normal commercial terms, the primary objective of which is the offering or distribution of securities to parties outside of the CITIC Securities Connected Persons Group;
- (ii) lending and borrowing of funds or other related arrangements in connection with any facility agreement by which the Hui Xian REIT Group will finance the acquisition of real estate;
- (iii) "financial advisory transactions", namely the provision of financial advisory services to the Hui Xian REIT Group relating to investments or proposed investments of the Hui Xian REIT Group from time to time, including without limitation, any direct or indirect acquisition or disposal or proposed direct or indirect acquisition or disposal of real estate and excludes transactions set out in (i) and (ii) above, provided that the aggregate fees that the CITIC Securities Connected Persons Group derived from all "financial advisory transactions" and "corporate advisory transactions" (as described in (iv) below) conducted for the Hui Xian REIT Group during a financial year shall be capped at 1.0% of the latest published net asset value of Hui Xian REIT; and
- (iv) "corporate advisory transactions", namely the provision of "corporate finance advice" to the Hui Xian REIT Group and excludes transactions set out in (i) and (ii) above, provided that the aggregate fees that the CITIC Securities Connected Persons Group derived from all "corporate advisory transactions" and "financial advisory transactions" (as described in (iii) above) conducted for the Hui Xian REIT Group during a financial year shall be capped at 1.0% of the latest published net asset value of Hui Xian REIT.

For the avoidance of doubt, “corporate finance advice” means advice concerning:

- (a) compliance with or in respect of the Main Board and GEM Listing Rules, the REIT Code, the Code on Share Buy-backs or The Hong Kong Code on Takeovers and Mergers;
- (b) (i) any offer to dispose of securities to the public, (ii) any offer to acquire securities from the public, or (iii) acceptance of any offer referred to in (i) or (ii), but only in so far as the advice is generally given to holders of securities or a class or securities; or
- (c) corporate restructuring in respect of securities (including the issue, cancellation or variation of any rights attaching to any securities).

(I) Waiver general conditions and undertakings

In support of the application for the waiver request in respect of the CITIC Securities Corporate Finance Transactions, the Manager has undertaken with the SFC to meet certain conditions, including the following general conditions on an on-going basis;

- (i) the connected party transactions will be carried out at arm’s length on normal commercial terms and in the interests of the Unitholders as a whole;
- (ii) the Manager must implement internal controls and compliance procedures to ensure that the connected party transactions are regularly monitored and undertaken on terms in compliance with the REIT Code;
- (iii) the waiver will be given on the basis that it only applies to connected party transactions which arise solely as a result of and for so long as Mr. Kuang Tao is a director of China Life Insurance (Overseas) Company Limited and/or Po Lian Enterprises Limited, each of which is a significant holder of Hui Xian REIT within the meaning of the REIT Code. If other connected party transactions arise as a result of other circumstances, these will be governed by Chapter 8 of the REIT Code in the normal way; and
- (iv) the waiver does not need to be renewed on a regular basis, provided that: (i) the SFC reserves its right to review or revise the terms of the waiver or impose any conditions as it deems appropriate from time to time; and (ii) the full Board (including the independent non-executive Directors) considers that it is fair and reasonable and in the best interests of the Unitholders to continue with the waiver granted without Unitholders’ approval and disclose such confirmation in the annual report of Hui Xian REIT. In addition, the Audit Committee will make a statement in the annual report of Hui Xian REIT that it has reviewed the terms of the waiver and is satisfied that (on the basis of the terms of the waiver and the internal controls and procedures in place) it is fair and reasonable that the waiver be continued without Unitholders’ approval.

Notwithstanding the foregoing, the SFC has the right to review, revise or impose any of the conditions relating to the above waiver as it deems appropriate from time to time.

In the event of future amendments to the REIT Code imposing more stringent requirements than those applicable at the date of the waiver granted by the SFC on transactions of the kind to which the transactions belong (including, but not limited to, a requirement that such transaction be made conditional on approval by the Independent Unitholders), the Manager shall take immediate steps to ensure compliance with such requirements within a reasonable period of time.

(II) Waiver specific conditions

The above waiver is granted on the following conditions:

- (A) each transaction is carried out on normal commercial terms;
- (B) the Circular and any circular for Hui Xian REIT involving the CITIC Securities Corporate Finance Transactions includes clear disclosure of this waiver and, with respect to those corporate finance transactions under categories (i) and (ii) of this waiver, full disclosure of the material terms of the relevant agreements;
- (C) the annual report includes disclosure of the aggregate fees paid to the CITIC Securities Connected Persons Group in respect of the CITIC Securities Corporate Finance Transactions conducted for Hui Xian REIT Group in the relevant financial year;
- (D) the annual report includes disclosure in respect of any CITIC Securities Corporate Finance Transactions whose fees exceed HK\$1 million: (a) the occurrence and nature of the transaction, (b) the parties to the transaction, and (c) the date of the transaction;
- (E) the Manager will confirm in the annual report that (A) above and the general conditions as set out in (I) above have been complied with in respect of the CITIC Securities Corporate Finance Transactions;
- (F) the annual report includes a statement by the Audit Committee that it has reviewed the terms of such transactions and is satisfied that they have been entered into:
 - (a) in the ordinary and usual course of business of Hui Xian REIT;
 - (b) on normal commercial terms (to extent that there are sufficient comparable transactions) or, where there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to Hui Xian REIT than terms available to or from (as appropriate) independent third parties; and
 - (c) in accordance with the relevant agreement and the Manager's internal procedures governing them on terms that are fair and reasonable and in the interests of the Unitholders as a whole;

- (G) underwriting or other related agreements are to be in respect of a particular transaction carried out at arm's length on normal commercial terms, the primary objective of which is the offering or distribution of securities to parties outside of the CITIC Securities Connected Persons Group;
- (H) the aggregate fees that the CITIC Securities Connected Persons Group generates from all "financial advisory transactions" and "corporate advisory transactions" conducted for Hui Xian REIT Group during the financial year shall be capped at 1.0% of the latest net asset value of Hui Xian REIT as disclosed in the latest published audited accounts of Hui Xian REIT. If the aggregate fees that the CITIC Securities Connected Persons Group generated from the financial advisory transactions and corporate advisory transactions during the financial year exceed the above cap, the requirements in respect of connected party transactions as set out in Chapter 8 of the REIT Code (including obtaining Unitholders' approval) will apply;
- (I) where a transaction involving the CITIC Securities Connected Persons Group is required to be announced pursuant to the provisions of the REIT Code and to which the waivers granted by the SFC in respect of connected party transactions do not apply, then disclosure of the role played by the CITIC Securities Connected Persons Group and the relevant terms of engagement shall be made in the relevant announcement in accordance with normal market practice and the requirements of the REIT Code; and
- (J) the auditors of Hui Xian REIT shall be engaged to perform certain agreed review procedures and report in the auditors' report to the Manager (and a copy of such report shall be provided to the SFC) confirming that:
 - (a) the transactions have received the approval of the Board (including the independent non-executive Directors) and have followed the Manager's internal procedures for such transactions;
 - (b) the transactions have been entered into and carried out in accordance with the terms of the agreements governing the transactions; and
 - (c) the aggregate fees that the CITIC Securities Connected Persons Group generates from all corporate advisory transactions and financial advisory transactions conducted for Hui Xian REIT Group during the relevant financial year do not exceed the cap as described above.

Further, for the avoidance of doubt, where by virtue of the nature of the transaction, other than the involvement of the CITIC Securities Connected Persons Group in its capacity as described above under the CITIC Securities Corporate Finance Transactions, an announcement has to be made pursuant to the REIT Code (and is not exempted by any waivers from announcements under the REIT Code granted by the SFC) such announcement shall disclose the role of the CITIC Securities Connected Persons Group and the relevant terms of engagement in accordance with the relevant provisions of the REIT Code.

By order of the Board
Hui Xian Asset Management Limited
滙賢房託管理有限公司
(as Manager of Hui Xian Real Estate Investment Trust)
H L KAM
Chairman of the Manager

Hong Kong, 14 May 2019

As at the date of this announcement, the Directors of the Manager are Mr. KAM Hing Lam (Chairman and non-executive Director); Mr. CHEUNG Ling Fung, Tom, Mr. LEE Chi Kin, Casey and Ms. LAI Wai Yin, Agnes (executive Directors); Mr. IP Tak Chuen, Edmond and Mr. LIM Hwee Chiang (non-executive Directors); and Mr. CHENG Hoi Chuen, Vincent, Professor LEE Chack Fan and Dr. CHOI Koon Shum, Jonathan (independent non-executive Directors).