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***This announcement and the listing document referred to herein have been published for information purposes only as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and do not constitute an offer to sell nor a solicitation of an offer to buy any securities. Neither this announcement nor anything referred to herein (including the listing document) forms the basis for any contract or commitment whatsoever. For the avoidance of doubt, the publication of this announcement and the listing document referred to herein shall not be deemed to be an offer of securities made pursuant to a prospectus issued by or on behalf of the Issuer and the Guarantors for the purposes of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong nor shall it constitute an advertisement, invitation or document containing an invitation to the public to enter into or offer to enter into an agreement to acquire, dispose of, subscribe for or underwrite securities for the purposes of the Securities and Futures Ordinance (Cap. 571) of Hong Kong.***

***Notice to Hong Kong investors:*** *The Issuer and the Guarantors confirm that the Notes (as defined below) are intended for purchase by Professional Investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) only and the Programme (as defined below) has been listed on The Stock Exchange of Hong Kong Limited on that basis. This announcement is for distribution to Professional Investors only. Accordingly, the Issuer and the Guarantors confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.*

## **PUBLICATION OF THE OFFERING CIRCULAR**



**The Link Finance (Cayman) 2009 Limited**  
*(incorporated in the Cayman Islands with limited liability)*  
*(as Issuer)*

**U.S.\$5,000,000,000**  
**Guaranteed Euro Medium Term Note Programme**  
guaranteed by

**The Link Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*  
and

**Link Properties Limited (領展物業有限公司)**  
*(incorporated in the Cayman Islands with limited liability)*  
and

**HSBC Institutional Trust Services (Asia) Limited**  
**(滙豐機構信託服務(亞洲)有限公司)**  
*(incorporated in Hong Kong with limited liability)*  
in its capacity as trustee, and with recourse limited to the assets,

of

**Link Real Estate Investment Trust (領展房地產投資信託基金)**  
*(a collective investment scheme authorised under section 104*  
*of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))*  
**(stock code: 823)**

managed by

**Link Asset Management Limited (領展資產管理有限公司)**  
*(incorporated in Hong Kong with limited liability)*  
in its capacity as manager of Link Real Estate Investment Trust

This announcement is issued pursuant to Rule 37.39A of the Rules Governing the Listing of Securities (the **Listing Rules**) on The Stock Exchange of Hong Kong Limited (the **Hong Kong Stock Exchange**).

Please refer to the offering circular dated 22 January 2021 (the **Offering Circular**) appended herein in relation to the U.S.\$5,000,000,000 Guaranteed Euro Medium Term Note Programme (the **Programme**) of The Link Finance (Cayman) 2009 Limited. As disclosed in the Offering Circular, any notes to be issued under the Programme (the **Notes**) will be intended for purchase by Professional Investors (as defined in Chapter 37 of the Listing Rules) only and the Programme has been listed on the Hong Kong Stock Exchange on that basis.

The Offering Circular does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it circulated to invite offers by the public to subscribe for or purchase any securities.

Hong Kong, 25 January 2021

*As at the date of this announcement:*

- *the board of directors of The Link Finance (Cayman) 2009 Limited and Link Properties Limited, each comprises:*

George Kwok Lung HONGCHOY  
NG Kok Siong  
Kenneth Tai Lun WONG

- *the board of directors of The Link Holdings Limited comprises:*

George Kwok Lung HONGCHOY  
Kenneth Tai Lun WONG

- *the board of directors of Link Asset Management Limited comprises:*

Chairman (also an Independent Non-Executive Director)

Nicholas Charles ALLEN

Executive Directors

George Kwok Lung HONGCHOY (*Chief Executive Officer*)  
NG Kok Siong (*Chief Financial Officer*)

Non-Executive Director

Ian Keith GRIFFITHS

Independent Non-Executive Directors

Christopher John BROOKE  
Ed CHAN Yiu Cheong  
Blair Chilton PICKERELL  
Poh Lee TAN  
May Siew Boi TAN  
Peter TSE Pak Wing  
Nancy TSE Sau Ling  
Elaine Carole YOUNG

## IMPORTANT NOTICE

**NOT FOR DISTRIBUTION TO (i) ANY PERSON OR ADDRESS IN THE UNITED STATES OR (ii) TO ANY U.S. PERSONS**

**IMPORTANT: You must read the following before continuing.** The following applies to the offering circular following this page (the “**Offering Circular**”), and you are therefore advised to read this carefully before reading, accessing or making any other use of this Offering Circular. In accessing this Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THIS OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY ADDRESS IN THE UNITED STATES OR TO ANY U.S. PERSONS. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

**Confirmation of your Representation:** In order to be eligible to view this Offering Circular or make an investment decision with respect to the securities, investors must not be located in the United States or be U.S. persons (as defined in Regulation S under the Securities Act).

This Offering Circular is being sent at your request and by accepting the e-mail and accessing this Offering Circular, you shall be deemed to have represented to each of the Issuer, the REIT Manager, the Guarantors, the Arranger and the Dealers (each as defined in this Offering Circular) that (1) you and any customers you represent are not U.S. persons and that the electronic mail address that you provided and to which this e-mail has been delivered is not located in the United States and (2) that you consent to delivery of this Offering Circular and any amendments or supplements thereto by electronic transmission.

You are reminded that this Offering Circular has been delivered to you on the basis that you are a person into whose possession this Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this Offering Circular to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached.

**Actions that you may not take:** If you receive this document by e-mail, you should not reply by e-mail to this document, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

The materials relating to the offering of securities to which this Offering Circular relates do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer, and the Dealer or any affiliate of the Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Dealer or such affiliate on behalf of the Issuer, the REIT Manager and the Guarantors in such jurisdiction.

This Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuer, the REIT Manager, the Guarantors, the Arranger or the Dealers, nor any person who controls the Issuer, the REIT Manager, the Guarantors, the Arranger or any Dealer, nor any director, officer, employee, representative or agent of the Issuer, the REIT Manager, the Guarantors, the Arranger or any Dealer, or any affiliate of any such person, accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format and the hard copy version available to you on request from the Arranger or any Dealer.

**You are responsible for protecting against viruses and other destructive items.** Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.



**The Link Finance (Cayman) 2009 Limited**

(incorporated in the Cayman Islands with limited liability)  
(as Issuer)

**U.S.\$5,000,000,000**

**Guaranteed Euro Medium Term Note Programme**

Guaranteed by

**The Link Holdings Limited**

(incorporated in the Cayman Islands with limited liability)  
and

**Link Properties Limited**

(incorporated in the Cayman Islands with limited liability)  
and

**HSBC Institutional Trust Services (Asia) Limited**

(incorporated in Hong Kong with limited liability)  
in its capacity as trustee, and with recourse limited to the assets, of

**Link Real Estate Investment Trust**

(a collective investment scheme authorised under section 104  
of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))  
(stock code: 823)

Managed by

**Link Asset Management Limited**

(incorporated in Hong Kong with limited liability)  
(in its capacity as manager of Link Real Estate Investment Trust)

On 6 May 2009, The Link Finance (Cayman) 2009 Limited (the “**Issuer**”) established a U.S.\$1,000,000,000 Guaranteed Euro Medium Term Note Programme (the “**Programme**”) and issued an Offering Circular on that date describing the Programme. This Offering Circular supersedes the previous Offering Circulars (including any supplement thereto) issued in respect of the Programme prior to the date hereof. Any Notes (as defined below) issued under this Programme on or after the date of this Offering Circular are issued subject to the provisions described herein. This does not affect any Notes issued prior to the date of this Offering Circular.

Under the Programme described in this Offering Circular, the Issuer, subject to compliance with all relevant laws, regulations and directives, may from time to time issue Guaranteed Euro Medium Term Notes (the “**Notes**”) guaranteed (the “**Guarantee**”) by The Link Holdings Limited (“**HoldCo**”), Link Properties Limited (“**PropCo**”) and HSBC Institutional Trust Services (Asia) Limited (in its capacity as trustee, and with recourse limited to the assets, of Link Real Estate Investment Trust (“**Link**”)) (the “**REIT Trustee**”) (in such capacity, each a “**Guarantor**” and together, the “**Guarantors**”). The Issuer, HoldCo and PropCo are wholly-owned subsidiaries of the REIT Trustee as trustee of Link. Link is managed by Link Asset Management Limited (the “**REIT Manager**”, which expression shall mean the REIT Manager in its capacity as manager of Link), which is a wholly-owned subsidiary of the REIT Trustee. Following the increase of the maximum size of the Programme on 13 January 2012, 7 September 2015 and further on 25 January 2018, the aggregate nominal amount of Notes outstanding will not at any time exceed U.S.\$5,000,000,000 (or the equivalent in other currencies).

Application has been made to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) for the listing of the Programme by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, (“**Professional Investors**”) only on the Hong Kong Stock Exchange during the 12-month period after the date of this Offering Circular. Notes can be issued under the Programme by way of debt issues to Professional Investors only during the 12-month period from the date of this Offering Circular and application for the listing of and permission to deal in such Notes to be issued will be made to the Hong Kong Stock Exchange. However, unlisted Notes may be issued pursuant to the Programme. The relevant Pricing Supplement (as defined on page 2) in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Hong Kong Stock Exchange (or any other stock exchange). This Offering Circular is for distribution to Professional Investors only.

**Notice to Hong Kong investors:** The Issuer and the Guarantors confirm that the Notes are intended for purchase by Professional Investors only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer and the Guarantors confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

**The Hong Kong Stock Exchange has not reviewed the contents of this Offering Circular, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Offering Circular to Professional Investors only have been reproduced in this Offering Circular. Listing of the Programme and the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes, the Issuer, the Guarantors, or quality of disclosure in this Offering Circular.** Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

Each Series (as defined on page 2) of Notes in bearer form will be represented on issue by a temporary global note in bearer form (each a “**temporary Global Note**”) or a permanent global note in bearer form (each a “**permanent Global Note**”) (collectively, the “**Global Note**”). Notes in registered form will be represented by registered certificates (each a “**Certificate**”), one Certificate being issued in respect of each Noteholder’s entire holding of Notes in registered form of one Series. Global Notes and Global Certificates (as defined on page 2) may be deposited on the issue date with a common depository on behalf of Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking S.A. (“**Clearstream, Luxembourg**”) (the “**Common Depository**”) or with a sub-custodian for the Central Money Markets Unit Service, operated by the Hong Kong Monetary Authority (the “**CMU Service**”). The provisions governing the exchange of interests in Global Notes for other Global Notes and definitive Notes are described in “*Summary of Provisions Relating to the Notes while in Global Form*”.

The Programme has been rated “A2” by Moody’s Investors Service, Inc. (“**Moody’s**”), “A” by Fitch (Hong Kong) Limited (“**Fitch**”) and “A” by Standard & Poor’s Ratings Services, a division of the McGraw-Hill companies (“**S&P**”). Tranches (as defined in “*Summary of the Programme*”) of Notes to be issued under the Programme will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same as the ratings assigned to the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction, revision or withdrawal at any time by the assigning rating agency.

Prospective investors should have regard to the factors described under the section headed “*Risk Factors*” in this Offering Circular in connection with an investment in the Notes.

**The offer and marketing (as such term is defined in Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers (the “AIFMD”) in respect of the European Union (“EU”) and the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773) (the “UK AIFMD Regulations”) in respect of the United Kingdom (the “UK”) and Gibraltar) of any Tranche of Notes will be conducted in the EU, the UK and/or Gibraltar only if the relevant jurisdiction is an Approved Jurisdiction (as specified in the applicable Pricing Supplement). If a potential investor is not in an Approved Jurisdiction or otherwise is a person to whom the relevant Notes cannot be marketed in accordance with the AIFMD, as implemented and interpreted in accordance with the laws of each EU member state or the UK AIFMD Regulations, it should not participate in the relevant offering and the relevant Notes may not, and will not, be offered or marketed to it.**

**MiFID II product governance/target market** — The Pricing Supplement in respect of any Notes will include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MIFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

**UK MiFIR product governance/target market** — The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

**PRIIPs REGULATION – PROHIBITION OF SALES TO EEA RETAIL INVESTORS** — The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**UK PRIIPs REGULATION – PROHIBITION OF SALES TO UK RETAIL INVESTORS** — The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No

2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

*Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "CMP Regulations 2018"), unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).*

*Arranger for the Programme*

**HSBC**

*Dealers*

**ANZ**

**BNP PARIBAS**

**China CITIC Bank International**

**Credit Suisse**

**DBS Bank Ltd.**

**Goldman Sachs (Asia) L.L.C**

**J.P. Morgan**

**Morgan Stanley**

**OCBC Bank**

**Standard Chartered Bank**

**Bank of China (Hong Kong)**

**BofA Securities**

**Citigroup**

**Daiwa Capital Markets Singapore Limited**

**Deutsche Bank**

**HSBC**

**Mizuho Securities**

**MUFG**

**SMBC Nikko**

**UBS**

Dated 22 January 2021

Each of the Issuer, the REIT Manager, HoldCo and PropCo, having made all reasonable enquiries, confirms that (i) this Offering Circular contains all information with respect to the Issuer, the Guarantors, the REIT Manager, Link, the Notes and the Guarantee that is material in the context of the issue and offering of the Notes, (ii) the statements contained in it relating to the Issuer, the Guarantors, the REIT Manager and Link are in every material particular true and accurate and not misleading, (iii) the opinions and intentions expressed in this Offering Circular with regard to the Issuer, the Guarantors, the REIT Manager and Link are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions, (iv) there are no other facts in relation to the Issuer, the Guarantors, the REIT Manager, Link, the Notes or the Guarantee, the omission of which would, in the context of the issue and offering of the Notes, make any statement in this Offering Circular misleading in any material respect and (v) all reasonable enquiries have been made by the Issuer, the REIT Manager, HoldCo and PropCo to ascertain such facts and to verify the accuracy of all such information and statements.

The REIT Trustee, having made all reasonable enquiries, confirms that (i) this Offering Circular contains all information with respect to the REIT Trustee that is material in the context of the issue and offering of the Notes and the giving of the Guarantee, (ii) the statements contained in it relating to the REIT Trustee are in every material particular true and accurate and not misleading, (iii) the opinions and intentions, if any, expressed in this Offering Circular with regard to the REIT Trustee are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions, (iv) there are no other facts in relation to the REIT Trustee, the omission of which would, in the context of the issue and offering of the Notes, make any statement in this Offering Circular misleading in any material respect and (v) all reasonable enquiries have been made by the REIT Trustee to ascertain such facts and to verify the accuracy of all such information and statements.

No person has been authorised to give any information or to make any representation other than those contained in this Offering Circular in connection with the issue or sale of the Notes and the giving of the Guarantee and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of any of the Issuer, the Guarantors, the REIT Manager, Link or the Arranger or any of the Dealers (as defined in “Summary of the Programme”). Neither the delivery of this Offering Circular nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer, the Guarantors, the REIT Manager and Link since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer, the Guarantors, the REIT Manager and Link since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Offering Circular and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer, the Guarantors, the REIT Manager, the Arranger and the Dealers to inform themselves about and to observe any such restriction. The Notes and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) or with any securities regulatory authority of any state or other jurisdiction of the United States and may include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, the Notes may not be offered, sold or, in the case of bearer notes, delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act or, in the case of bearer notes, the U.S. Internal Revenue Code of 1986, as amended). The Notes and Guarantee are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act. For a description of certain restrictions on offers and transfers of Notes and on the distribution of this Offering Circular, see “Subscription and Sale”.

**This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer, the Guarantors, the REIT Manager, Link, the Arranger or the Dealers to subscribe for, or purchase, any Notes.**

**This Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “HKSE Rules”) for the purposes of giving information with regard to the Issuer, the Guarantors, the REIT Manager, Link and the Group. Each of the Issuer, the REIT Manager, HoldCo and PropCo accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading. The REIT Trustee takes no responsibility for the contents of this Offering Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular except that the REIT Trustee accepts full responsibility for the accuracy of the information in relation to the REIT Trustee contained in this Offering Circular.**

**This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see “Documents Incorporated by Reference”). This Offering Circular shall be read and construed on the basis that such documents are incorporated and form part of this Offering Circular.**

**The Securities and Futures Commission of Hong Kong, Hong Kong Exchanges and Clearing Limited and Hong Kong Stock Exchange take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular.**

**To the fullest extent permitted by law, none of the Arranger, the Dealers, the Trustee, the Agents or any of their respective affiliates accepts any responsibility for the contents of this Offering Circular or for any other statement made or purported to be made by the Arranger, a Dealer, the Trustee, the Agents or any of their respective affiliates or on its behalf in connection with the Issuer, the Guarantors, the REIT Manager, Link, or the issue and offering of the Notes. The Arranger, each Dealer, the Trustee and the Agent accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement. Neither this Offering Circular nor any other information provided or incorporated by reference in connection with the Programme is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Guarantors, the REIT Manager, Link, the Arranger, the Dealers, the Trustee or the Agent that any recipient of this Offering Circular, or of any such information, should purchase the Notes. Each potential purchaser of Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer, the Guarantors, the REIT Manager and Link. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of Notes should be based upon such investigation as it deems necessary. None of the Arranger, the Dealers, the Trustee or the Agent undertakes to review the financial condition or affairs of the Issuer, the Guarantors, the REIT Manager or Link during the life of the arrangements contemplated by this Offering Circular nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Arranger, the Dealers, the Trustee or the Agent.**

## **STABILISATION**

**In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the stabilisation manager(s) (the “Stabilisation Manager(s)”) (or person(s) acting on behalf of any Stabilisation Manager(s)) in the applicable Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the**

market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager(s) (or person(s) acting on behalf of any Stabilisation Manager(s)) in accordance with all applicable laws and rules.

## CURRENCIES

In this Offering Circular, unless otherwise specified or the context otherwise requires, references to “China”, “Mainland China” and the “PRC” are to the People’s Republic of China and for geographical reference only (unless otherwise stated) exclude Taiwan, the Macau Special Administrative Region of the PRC and the Hong Kong Special Administrative Region of the PRC, references to “Hong Kong” and “HKSAR” are to the Hong Kong Special Administrative Region of the PRC, to “HK\$” are to Hong Kong dollars, to “U.S.\$” are to U.S. dollars, to “sterling” or “£” are to the currency of the United Kingdom, to “euro” or “€” are to the lawful currency of member states of the European Union that adopt the single currency introduced in accordance with the Treaty establishing the European Community, as amended from time to time, and to “Renminbi” and “RMB” are to the currency of the PRC.

## SUPPLEMENTAL OFFERING CIRCULAR

Each of the Issuer, HoldCo, PropCo and the REIT Manager has undertaken in connection with the listing of the Notes on the Hong Kong Stock Exchange to the effect that, so long as any Notes remain outstanding and listed on the Hong Kong Stock Exchange, the Issuer (failing whom, HoldCo, PropCo and the REIT Manager) will publish a supplement to this Offering Circular or a new offering circular upon becoming aware that there is a significant new factor, material mistake or inaccuracy which arises or is noted relating to information contained in this Offering Circular.

## FORWARD-LOOKING STATEMENTS

This Offering Circular contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include, without limitation, statements relating to:

- Link’s future expenditure (including its capital expenditure and repair and maintenance plans);
- Link’s financial condition and results of operations;
- the anticipated availability of bank and other forms of financing;
- Link’s business and investment strategy;
- the industry outlook generally; and
- certain government regulations, policies and other factors.

The words “anticipate”, “believe”, “estimate”, “expect”, “intend”, “seek”, “plan”, “may”, “will”, “would”, “could” and similar expressions, as they relate to Link, are intended to identify a number of these forward-looking statements. These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond Link’s control. In addition, these forward-looking statements reflect the current views of the REIT Manager with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors, including, among others:



- various business opportunities that Link may pursue;
- changes or volatility in interest rates;
- changes in the availability of banks or other forms of financing;
- the effect of adverse conditions on Hong Kong's economy and the real estate market;
- competition;
- potential legislative, accounting and regulatory changes in Hong Kong that may affect Link's performance; and
- the risk factors discussed in this Offering Circular as well as other factors beyond Link's or the REIT Manager's control.

Subject to compliance with applicable regulatory requirements, the REIT Manager does not intend to update or otherwise revise the forward-looking statements in this Offering Circular, whether as a result of new information, future events or otherwise. Because of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Offering Circular might not occur in the way the REIT Manager expects, or at all. Investors should not place undue reliance on any forward-looking information.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

This Offering Circular should be read and construed in conjunction with each relevant Pricing Supplement, the most recently published audited annual financial statements and any interim financial information (whether audited or unaudited) published subsequently to such annual financial statements of Link from time to time (if any) and all amendments and supplements from time to time to this Offering Circular, which shall be deemed to be incorporated in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular to the extent that a statement contained in any such document is inconsistent with such contents. Copies of all such documents which are so deemed to be incorporated in, and to form part of, this Offering Circular will be available free of charge during usual business hours on any weekday (Saturdays and public holidays excepted) from the specified offices of the Paying Agents set out at the end of this Offering Circular. As at the date of this Offering Circular, other than the financial statements of Link, the Issuer and the Guarantors have not published and do not propose to publish any financial statements. See "General Information" for a description of the financial statements currently published by Link.

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## SUMMARY OF THE PROGRAMME

*The following overview is qualified in its entirety by the remainder of this Offering Circular.*

<b>Issuer</b> .....	The Link Finance (Cayman) 2009 Limited
<b>Guarantors</b> .....	The Link Holdings Limited Link Properties Limited HSBC Institutional Trust Services (Asia) Limited (in its capacity as trustee, and with recourse limited to the assets, of Link Real Estate Investment Trust)
<b>REIT Manager</b> .....	Link Asset Management Limited (in its capacity as manager of Link Real Estate Investment Trust)
<b>Description</b> .....	Guaranteed Euro Medium Term Note Programme
<b>Size</b> .....	Up to U.S.\$5,000,000,000 (or the equivalent in other currencies at the date of issue) aggregate nominal amount of Notes outstanding at any one time. The Issuer, HoldCo, PropCo and the REIT Manager may increase the aggregate nominal amount of the Programme in accordance with the terms of the Dealer Agreement.
<b>Arranger</b> .....	The Hongkong and Shanghai Banking Corporation Limited
<b>Dealers</b> .....	<p>Australia and New Zealand Banking Group Limited</p> <p>Bank of China (Hong Kong) Limited</p> <p>BNP Paribas</p> <p>China CITIC Bank International Limited</p> <p>Citigroup Global Markets Limited</p> <p>Credit Suisse (Hong Kong) Limited</p> <p>Daiwa Capital Markets Singapore Limited</p> <p>DBS Bank Ltd.</p> <p>Deutsche Bank AG, Hong Kong Branch</p> <p>Goldman Sachs (Asia) L.L.C.</p> <p>The Hongkong and Shanghai Banking Corporation Limited</p> <p>J.P. Morgan Securities plc</p> <p>Merrill Lynch (Asia Pacific) Limited</p> <p>Mizuho Securities Asia Limited</p> <p>Morgan Stanley &amp; Co. International plc</p> <p>MUFG Securities EMEA plc</p> <p>Oversea-Chinese Banking Corporation Limited</p> <p>SMBC Nikko Capital Markets Limited</p> <p>Standard Chartered Bank</p> <p>UBS AG Hong Kong Branch</p> <p>The Issuer may from time to time terminate the appointment of any dealer under the Programme or appoint additional dealers either in</p>

respect of one or more Tranches or in respect of the whole Programme. References in this Offering Circular to “Permanent Dealers” are to the persons listed above as Dealers and to such additional persons that are appointed as dealers in respect of the whole Programme (and whose appointment has not been terminated) and references to “Dealers” are to all Permanent Dealers and all persons appointed as dealers in respect of one or more Tranches.

<b>Trustee</b> .....	The Bank of New York Mellon, acting through its London branch
<b>Issuing and Paying Agent</b> .....	The Bank of New York Mellon, acting through its London branch
<b>Registrar</b> .....	The Bank of New York Mellon, acting through its New York branch in respect of each Series of Registered Notes cleared through Euroclear and Clearstream, Luxembourg or The Bank of New York Mellon, acting through its Hong Kong branch in respect of the Notes cleared through the CMU Service
<b>Transfer Agent</b> .....	The Bank of New York Mellon, acting through its London branch
<b>CMU Lodging and Paying Agent</b> ....	The Bank of New York Mellon, acting through its Hong Kong branch
<b>Method of Issue</b> .....	The Notes will be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a “ <b>Series</b> ”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a “ <b>Tranche</b> ”) on the same or different issue dates. The specific terms of each Tranche (which will be completed, where necessary, with the relevant terms and conditions and, save in respect of the issue date, issue price, first payment of interest and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be completed in the pricing supplement (the “ <b>Pricing Supplement</b> ”).
<b>Issue Price</b> .....	Notes may be issued at their nominal amount or at a discount or premium to their nominal amount.
<b>Form of Notes</b> .....	The Notes may be issued in bearer form only (“ <b>Bearer Notes</b> ”), in bearer form exchangeable for Registered Notes (“ <b>Exchangeable Bearer Notes</b> ”) or in registered form only (“ <b>Registered Notes</b> ”). Each Tranche of Bearer Notes and Exchangeable Bearer Notes will be represented on issue by a temporary Global Note if (i) definitive Notes are to be made available to Noteholders following the expiry of 40 days after their issue date or (ii) such Notes have an initial maturity of more than one year and are being issued in compliance with the D Rules (as defined in “— Selling Restrictions” below), otherwise such Tranche will be represented by a permanent Global Note. Registered Notes will be represented by Certificates, one Certificate being issued in respect of each Noteholder’s entire holding of Registered Notes of one Series. Certificates

	representing Registered Notes that are registered in the name of, or in the name of a nominee for, one or more clearing systems are referred to as “ <b>Global Certificates</b> ”.
<b>Clearing Systems</b> .....	The CMU Service, Clearstream, Luxembourg, Euroclear and, in relation to any Tranche, such other clearing system as may be agreed between the Issuer, the Trustee, the Issuing and Paying Agent and the relevant Dealer.
<b>Initial Delivery of Notes</b> .....	On or before the issue date for each Tranche, the Global Note representing Bearer Notes or Exchangeable Bearer Notes or the Global Certificate representing Registered Notes may be deposited with a common depository for Euroclear and Clearstream, Luxembourg or deposited with a sub-custodian for the CMU Service or any other clearing system or may be delivered outside any clearing system provided that the method of such delivery has been agreed in advance by the Issuer, the Trustee, the Issuing and Paying Agent and the relevant Dealer. Registered Notes that are to be credited to one or more clearing systems on issue will be registered in the name of, or in the name of nominees or a common nominee for, such clearing systems.
<b>Currencies</b> .....	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in any currency agreed between the Issuer, HoldCo, PropCo, the REIT Manager and the relevant Dealer.
<b>Maturities</b> .....	Subject to compliance with all relevant laws, regulations and directives, any maturity between one month and 30 years.
<b>Specified Denomination</b> .....	Definitive Notes will be in such denominations as may be specified in the relevant Pricing Supplement save that unless otherwise permitted by then current laws and regulations, Notes (including Notes denominated in sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of Section 19 of the Financial Services and Markets Act 2000 (“ <b>FSMA</b> ”) will have a minimum denomination of £100,000 (or its equivalent in other currencies).
<b>Fixed Rate Notes</b> .....	Fixed interest will be payable in arrear on the date or dates in each year specified in the relevant Pricing Supplement.
<b>Floating Rate Notes</b> .....	Floating Rate Notes will bear interest determined separately for each Series as follows: <ul style="list-style-type: none"> <li>(i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc; or</li> </ul>

	(ii) by reference to LIBOR, EURIBOR, HIBOR or CNH HIBOR (or such other benchmark as may be specified in the relevant Pricing Supplement) as adjusted for any applicable margin.
	Interest periods will be specified in the relevant Pricing Supplement.
<b>Zero Coupon Notes .....</b>	Zero Coupon Notes may be issued at their nominal amount or at a discount to it and will not bear interest.
<b>Dual Currency Notes.....</b>	Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes will be made in such currencies, and based on such rates of exchange as may be specified in the relevant Pricing Supplement.
<b>Interest Periods and Interest Rates .....</b>	The length of the interest periods for the Notes and the applicable interest rate or its method of calculation may differ from time to time or be constant for any Series. Notes may have a maximum interest rate, a minimum interest rate, or both. The use of interest accrual periods permits the Notes to bear interest at different rates in the same interest period. All such information will be set out in the relevant Pricing Supplement.
<b>Redemption.....</b>	The relevant Pricing Supplement will specify the basis for calculating the redemption amounts payable. Unless permitted by then current laws and regulations, Notes (including Notes denominated in sterling) which have a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA must have a minimum redemption amount of £100,000 (or its equivalent in other currencies).
<b>Redemption by Instalments.....</b>	The Pricing Supplement issued in respect of each issue of Notes that are redeemable in two or more instalments will set out the dates on which, and the amounts in which, such Notes may be redeemed.
<b>Optional Redemption.....</b>	The Pricing Supplement issued in respect of each issue of Notes will state whether such Notes may be redeemed prior to their stated maturity at the option of the Issuer (either in whole or in part) and/or the holders, and if so the terms applicable to such redemption.
<b>Status of Notes .....</b>	The Notes will be direct, unconditional, unsubordinated and, subject to the provisions of Condition 4, unsecured obligations of the Issuer and will rank (save for certain obligations required to be preferred by law) at all times at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of the Issuer, present and future.
<b>Guarantee and Status of Guarantee .....</b>	The Notes will be unconditionally and irrevocably guaranteed, jointly and severally, by the Guarantors in the Trust Deed. The obligations of the Guarantors under the Guarantee will be direct,

unconditional, unsubordinated and, subject to the provisions of Condition 4, unsecured obligations of the Guarantors and will rank (except as provided below and save for certain obligations required to be preferred by law) at all times at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of the Guarantors, present and future, provided that the REIT Trustee's obligations under the Guarantee will rank equally with all other unsecured obligations and monetary obligations of the REIT Trustee incurred in its capacity as trustee of Link and recourse to the REIT Trustee shall always be limited to the assets comprising the Deposited Property, subject to any prior ranking claims over those assets.

<b>Negative Pledge</b> .....	See "Terms and Conditions of the Notes — Covenants — Negative Pledge".
<b>Borrowings</b> .....	See "Terms and Conditions of the Notes — Covenants — Borrowings".
<b>Cross Default</b> .....	See "Terms and Conditions of the Notes — Events of Default".
<b>Ratings</b> .....	The Programme has been rated "A2" by Moody's, "A" by Fitch and "A" by S&P.  Tranches of Notes will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will be specified in the relevant Pricing Supplement.  A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, revision, reduction or withdrawal at any time by the assigning rating agency.
<b>Early Redemption</b> .....	Except as provided in "— Optional Redemption" above, Notes will be redeemable at the option of the Issuer prior to maturity only for tax reasons. See "Terms and Conditions of the Notes — Redemption, Purchase and Options".
<b>Withholding Tax</b> .....	All payments of principal and interest in respect of the Notes will be made free and clear of withholding taxes of the Cayman Islands or Hong Kong, as the case may be, subject to customary exceptions, all as described in "Terms and Conditions of the Notes — Taxation".
<b>Governing Law</b> .....	English law.
<b>Legal Entity Identifier ("LEI")</b> .....	254900J10LHB6JOSNR19.
<b>Listing and Admission to Trading</b> .....	Application has been made for the listing of the Programme on the Hong Kong Stock Exchange for a 12-month period after the date of this Offering Circular. Application will be made for the listing of and permission to deal in the Notes to be issued under the Programme on the Hong Kong Stock Exchange by way of debt issues to Professional Investors only during the 12-month period. The Notes may also be listed on such other or further stock exchange(s) as may be agreed between the Issuer, HoldCo, PropCo

and the REIT Manager and the relevant Dealer in relation to each Series.

Unlisted Notes may also be issued.

The applicable Pricing Supplement will state whether or not the relevant Notes are to be listed and, if so, on which stock exchange(s).

Notes listed on the Hong Kong Stock Exchange will be traded on the Hong Kong Stock Exchange in a board lot size of at least HK\$500,000 (or its equivalent in other currencies).

**Redenomination, Renominalisation  
and/or Consolidation.....**

Notes denominated in a currency of a country that subsequently participates in the third stage of European Economic and Monetary Union may be subject to redenomination, renominalisation and/or consolidation with other Notes then denominated in euro. The provisions applicable to any such redenomination, renominalisation and/or consolidation will be as specified in the relevant Pricing Supplement.

**Selling Restrictions.....**

The United States, Prohibition of Sales to EEA Retail Investors, Prohibition of Sales to UK Retail Investors, the United Kingdom, The Netherlands, Hong Kong, Japan, the Cayman Islands, Singapore, the PRC and Taiwan. See “Subscription and Sale”. Offering and marketing of the Notes will be conducted in the EU, the United Kingdom and/or Gibraltar only if the relevant jurisdiction is an Approved Jurisdiction specified in the applicable Pricing Supplement.

Category 2 selling restrictions will apply for the purposes of Regulation S under the Securities Act.

The Bearer Notes will be issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the “Code”)) (the “D Rules”) unless (i) the relevant Pricing Supplement states that Bearer Notes are issued in compliance with U.S. Treas. Reg. §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of the Code) (the “C Rules”) or (ii) the Bearer Notes are issued other than in compliance with the D Rules or the C Rules but in circumstances in which the Bearer Notes will not constitute “registration required obligations” under the United States Tax Equity and Fiscal Responsibility Act of 1982 (“TEFRA”), which circumstances will be referred to in the relevant Pricing Supplement as a transaction to which TEFRA is not applicable.



## TERMS AND CONDITIONS OF THE NOTES

*The following is the text of the terms and conditions (the “Conditions” and each a “Condition”) that, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the relevant Pricing Supplement, shall be applicable to the Notes in definitive form (if any) issued in exchange for the Global Note(s) or Global Certificate(s) representing each Series. The Conditions as amended by the provisions contained in the relevant Global Note(s) or Global Certificate(s) will be applicable to the relevant Global Note(s) or Global Certificate(s). Either (i) the full text of these terms and conditions together with the relevant provisions of the Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes. All capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Pricing Supplement. Those definitions will be endorsed on the definitive Notes or Certificates, as the case may be. References in the Conditions to “Notes” are to the Notes of one Series only, not to all Notes that may be issued under the Programme and to “hereon” are to the relevant Pricing Supplement.*

This Note is one of a series (“Series”) of Notes issued by The Link Finance (Cayman) 2009 Limited (the “Issuer”), pursuant to the Trust Deed (as defined below). Issues of Notes by the Issuer will be guaranteed by The Link Holdings Limited (the “HoldCo”), Link Properties Limited (the “PropCo”) and HSBC Institutional Trust Services (Asia) Limited in its capacity as trustee, and with recourse limited to the assets, of Link Real Estate Investment Trust (“Link REIT”) (the “REIT Trustee”, together with the HoldCo and the PropCo, the “Guarantors” and each a “Guarantor”).

The Notes are constituted by a Trust Deed dated 6 May 2009 (as supplemented by a first supplemental trust deed dated 10 January 2011, a second supplemental trust deed dated 13 January 2012, a third supplemental trust deed dated 28 January 2015, a fourth supplemental trust deed dated 25 January 2018, a fifth supplemental trust deed dated 22 January 2021 and as further amended or supplemented from time to time) (the “Trust Deed”) between the Issuer, the Guarantors, Link Asset Management Limited (in its capacity as manager of Link REIT) (the “REIT Manager”) and The Bank of New York Mellon, acting through its London branch (the “Trustee”, which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Noteholders (as defined below). These terms and conditions include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bearer Notes, Certificates, Receipts, Coupons and Talons referred to below. An Agency Agreement dated 6 May 2009 (as supplemented by a first supplemental agency agreement dated 13 January 2012, a second supplemental agency agreement dated 28 January 2014, a third supplemental agency agreement dated 25 January 2018 and as further amended or supplemented from time to time) (the “Agency Agreement”) has been entered into in relation to the Notes between the Issuer, the Guarantors, the Trustee, The Bank of New York Mellon, acting through its London branch as initial issuing and paying agent, The Bank of New York Mellon, acting through its Hong Kong branch as lodging agent for Notes to be held in the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (the “CMU Service”), The Bank of New York Mellon, acting through its New York branch or The Bank of New York Mellon, acting through its Hong Kong branch, as the case may be, as registrar and the other agents named in it. The issuing and paying agent, the CMU lodging and paying agent, the paying agents, the registrar, the transfer agents and the calculation agent(s) for the time being (if any) are referred to below respectively as the “Issuing and Paying Agent”, the “CMU Lodging and Paying Agent”, the “Paying Agents” (which expression shall include the Issuing and Paying Agent and the CMU Lodging and Paying Agent), the “Registrar”, the “Transfer Agents” (which expression shall include the Registrar) and the “Calculation Agent(s)” (such Issuing and Paying Agent, CMU Lodging and Paying Agent, Paying Agents, Registrar, Transfer Agents and the Calculation Agent(s) being together referred to as the “Agents”). For the purposes of these Conditions, all references to the Issuing and Paying Agent shall, with respect to a Series of Notes to be held in the CMU Service, be deemed to be a reference to the CMU Lodging and Paying Agent and all such references shall be construed accordingly. Copies of the Trust Deed and the Agency Agreement are available for inspection during usual business hours at the principal office of the Trustee (presently at 40th Floor, One Canada Square, E14 5AL, United Kingdom) and at the specified offices of the Paying Agents and the Transfer Agents.

The Noteholders (as defined below), the holders of the interest coupons (the “**Coupons**”) relating to interest bearing Notes in bearer form and, where applicable in the case of such Notes, talons for further Coupons (the “**Talons**”) (the “**Couponholders**”) and the holders of the receipts for the payment of instalments of principal (the “**Receipts**”) relating to Notes in bearer form of which the principal is payable in instalments are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of those provisions applicable to them of the Agency Agreement.

As used in these Conditions, “**Tranche**” means Notes which are identical in all respects.

## 1 **Form, Denomination and Title**

The Notes are issued in bearer form (“**Bearer Notes**”, which expression includes Notes that are specified to be Exchangeable Bearer Notes), in registered form (“**Registered Notes**”) or in bearer form exchangeable for Registered Notes (“**Exchangeable Bearer Notes**”) in each case in the Specified Denomination(s) shown hereon.

*Where Exchangeable Bearer Notes are issued, the Registered Notes for which they are exchangeable shall have the same Specified Denomination as the lowest denomination of Exchangeable Bearer Notes.*

This Note is a Fixed Rate Note, a Floating Rate Note, a Zero Coupon Note, an Instalment Note, a Dual Currency Note or a combination of any of the foregoing or any other comparable kind of Note, depending upon the Interest and Redemption/Payment Basis shown hereon.

Bearer Notes are serially numbered and are issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Zero Coupon Notes in which case references to interest (other than in relation to interest due after the Maturity Date), Coupons and Talons in these Conditions are not applicable. Instalment Notes are issued with one or more Receipts attached.

Registered Notes are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Notes by the same holder.

Title to the Bearer Notes and the Receipts, Coupons and Talons shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the “**Register**”). Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Note, Receipt, Coupon or Talon shall be deemed to be and may be treated as its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it (or on the Certificate representing it) or its theft or loss (or that of the related Certificate) and no person shall be liable for so treating the holder.

In these Conditions, “**Noteholder**” means the bearer of any Bearer Note and the Receipts relating to it or the person in whose name a Registered Note is registered (as the case may be), “**holder**” (in relation to a Note, Receipt, Coupon or Talon) means the bearer of any Bearer Note, Receipt, Coupon or Talon or the person in whose name a Registered Note is registered (as the case may be) and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Notes.

## 2 **Exchanges of Exchangeable Bearer Notes and Transfers of Registered Notes**

- (a) **Exchange of Exchangeable Bearer Notes:** Subject as provided in Condition 2(f), Exchangeable Bearer Notes may be exchanged for the same nominal amount of Registered Notes at the request in writing of the relevant Noteholder and upon surrender of each Exchangeable Bearer Note to be exchanged, together with all unmatured Receipts, Coupons and Talons relating to it, at the specified office of any Transfer Agent; provided, however, that where an Exchangeable Bearer Note is surrendered for exchange after the Record Date (as defined in Condition 7(b)) for any payment of interest, the Coupon in respect of that payment of interest need not be surrendered with it. Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Specified Denomination may not be exchanged for Bearer Notes of another Specified Denomination. Bearer Notes that are not Exchangeable Bearer Notes may not be exchanged for Registered Notes.

- (b) **Transfer of Registered Notes:** One or more Registered Notes may be transferred upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate, (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or Transfer Agent may reasonably require. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Notes and entries on the Register will be made subject to the detailed regulations concerning transfers of Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar and the Trustee. A copy of the current regulations will be made available by the Registrar to any Noteholder upon request.
- (c) **Exercise of Options or Partial Redemption in Respect of Registered Notes:** In the case of an exercise of an Issuer's or Noteholders' option in respect of, or a partial redemption of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Notes of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.
- (d) **Delivery of New Certificates:** Each new Certificate to be issued pursuant to Conditions 2(a), (b) or (c) shall be available for delivery within three business days of receipt of the request for exchange, form of transfer or Exercise Notice (as defined in Condition 6(e)) and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Transfer Agent or of the Registrar (as the case may be) to whom delivery or surrender of such request for exchange, form of transfer, Exercise Notice or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant request for exchange, form of transfer, Exercise Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the relevant Transfer Agent the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d), "**business day**" means a day, other than a Saturday or Sunday, on which banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar (as the case may be).
- (e) **Exchange Free of Charge:** Exchange and transfer of Notes and Certificates on registration, transfer, exercise of an option or partial redemption shall be effected without charge by or on behalf of the Issuer, the Registrar or the Transfer Agents, but upon payment of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity as the Registrar or the relevant Transfer Agent may require).
- (f) **Closed Periods:** No Noteholder may require the transfer of a Registered Note to be registered or an Exchangeable Bearer Note to be exchanged for one or more Registered Note(s) (i) during the period of 15 days ending on the due date for redemption of, or payment of any Instalment Amount in respect of, that Note, (ii) during the period of 15 days prior to any date on which Notes may be called for redemption by the Issuer at its option pursuant to Condition 6(d), (iii) after any such Note has been called for redemption or (iv) during the period of seven days ending on (and including) any Record Date. An Exchangeable Bearer Note called for redemption may, however, be exchanged for one or more Registered Note(s) in respect of which the Certificate is simultaneously surrendered not later than the relevant Record Date.

### 3 Guarantee and Status

- (a) **Guarantee:** Each of the Guarantors has, jointly and severally, unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed, the Notes, the Receipts

and the Coupons. Each of the Guarantors' obligations in that respect (the "**Guarantee**") are contained in the Trust Deed.

- (b) **Status of Notes and Guarantee:** The Notes and the Receipts and Coupons relating to them constitute (subject to Condition 4) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Notes and the Receipts and Coupons relating to them and of the Guarantors under the Guarantee shall, except as provided below and save for such exceptions as may be provided by applicable legislation and subject to Condition 4(a), at all times rank at least equally with all other unsecured and unsubordinated indebtedness and monetary obligations of the Issuer and/or, as the case may be, the Guarantors respectively, present and future; provided that the REIT Trustee's obligations under the Guarantee will rank equally with all other unsecured obligations and monetary obligations of the REIT Trustee incurred in its capacity as trustee of Link REIT and recourse to the REIT Trustee shall always be limited to the assets comprising the Deposited Property, subject to any prior ranking claims over those assets.

"**Deposited Property**" has the meaning given in the trust deed between the REIT Trustee and the REIT Manager (a company incorporated in Hong Kong and licensed by the Securities and Futures Commission of Hong Kong to conduct the regulated activity of asset management, as the manager of Link REIT) constituting Link REIT dated 6 September 2005, as amended and supplemented from time to time.

#### 4 Covenants

- (a) **Negative Pledge:** So long as any Note or Coupon remains outstanding (as defined in the Trust Deed), neither the Issuer nor the Guarantors will (and each of the Issuer, HoldCo and PropCo, will ensure that none of the other members of the Group (excluding the REIT Trustee) will) create or permit to subsist any mortgage, charge, pledge, lien or other form of encumbrance or security interest ("**Security**") other than a Permitted Security Interest upon the whole or any part of the assets, properties or revenues of Link REIT ("**Assets**") present or future to secure any Relevant Debt, or any guarantee of or indemnity in respect of any Relevant Debt unless, at the same time or prior thereto, the Issuer's obligations under the Notes or Coupons, or, as the case may be, the Guarantors' obligations under the Guarantee (aa) are secured equally and rateably therewith or benefit from a guarantee or indemnity in substantially identical terms thereto, as the case may be, or (bb) have the benefit of such other security, guarantee, indemnity or other arrangement as shall be approved by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders.

"**Group**" means the Issuer, HoldCo, PropCo, the REIT Trustee (in its capacity as trustee of Link REIT), Link REIT and their respective subsidiaries for the time being;

"**Permitted Security Interest**" means:

- (A) any Security which is:
- (i) created or outstanding upon any part of the Assets of any member of the Group of any description (including, but not limited to, cash, securities, beneficial rights, existing and/or future revenues, existing or future surplus (howsoever defined), accounts receivables, premium receivables, claw back rights, rights against a third party and other payments due to any member of the Group and rights in respect of bank or securities accounts); and
  - (ii) arises in relation to any securitisation or other structured finance transaction where:
    - (x) the primary source of payment of any obligations of any member of the Group or any other relevant obligor is linked to identified property or assets (including all rights in relation thereto and profits, receivables and proceeds of any kind arising therefrom) (the "**Financing Assets**") or where payment of such obligations is otherwise supported or secured by such property or assets, and

- (y) recourse to any member of the Group or any other relevant obligor in respect of such obligations is limited to or conditional on, amounts realised in respect of such Financing Assets or other identified property or assets, and
- (iii) provided that not more than 30% of the aggregate value of the real properties owned by Link REIT (determined by reference to the latest available independent valuation report on such properties) shall be secured with respect to such obligations pursuant to this Condition 4(a); or
- (B) any Security over any assets or properties (or related documents of title) purchased by any member of the Group as security for all or part of the purchase price of such assets or properties and any substitute security created on those assets or properties in connection with the refinancing (together with interest, fees and other charges attributable to such refinancing) of the indebtedness secured on those assets or properties provided that (i) any such Security shall be confined to the property or assets acquired, leased or developed; (ii) the principal amount of the debt encumbered by such Security shall not exceed the cost of the acquisition or development of such property or assets or any improvements thereto or thereon; and (iii) any such Security shall be created concurrently with or within one year following the acquisition, lease or development of such property or assets; or
- (C) any Security over any assets or properties (or related documents of title) purchased by any member of the Group subject to such Security and any substitute security created on those assets or properties in connection with the refinancing (together with interest, fees and other charges attributable to such refinancing) of the indebtedness secured on those assets or properties, provided that such debt is not secured by any additional property or assets and there is no increase in principal amount secured by such Security.

“**Relevant Debt**” means any present or future indebtedness in the form of, or represented by, bonds, notes, debentures, loan stock or other securities which are for the time being, or are issued with the intention on the part of the issuer thereof that they should be, quoted, listed or ordinarily dealt in on any stock exchange, over-the-counter or other securities market, having an original maturity of more than one year from its date of issue.

“**Subsidiary**” or “**subsidiary**” shall mean any company or other business entity of which that person owns or controls (either directly or through one or more other Subsidiaries) more than 50% of the issued share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such company or other business entity or any company or other business entity which at any time has its accounts consolidated with those of that person or which, under Hong Kong or Cayman Islands law, regulations or generally accepted accounting principles from time to time, should have its accounts consolidated with those of that person.

- (b) **Borrowings:** The Issuer and the Guarantors shall not (and each of the Issuer, HoldCo and PropCo shall ensure that no other member of the Group (excluding the REIT Trustee) will) incur any Financial Indebtedness if Borrowings would exceed 50% of Total Consolidated Assets (or any such higher percentage which the REIT Code may permit) as a result of such incurrence.

“**Borrowings**” means as at any particular time, the aggregate outstanding principal, capital or nominal amount (and any fixed or minimum premium payable on prepayment or redemption) of the Financial Indebtedness of members of the Group (other than any indebtedness referred to in paragraph (vii) of the definition of Financial Indebtedness and any guarantee or indemnity in respect of that indebtedness);

“**Financial Indebtedness**” means any indebtedness for or in respect of:

- (i) moneys borrowed;
- (ii) any amount raised under any acceptance credit, bill acceptance or bill endorsement facility;
- (iii) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument;

- (iv) the amount of any liability in respect of any lease or hire purchase contract which would, in accordance with GAAP, be treated as a finance or capital lease;
- (v) receivables sold or discounted (other than any receivables to the extent they are sold or discounted on a non-recourse basis);
- (vi) any amount raised under any other transaction (including any forward sale or purchase agreement) required by GAAP to be shown as a borrowing in the audited consolidated statement of financial position of the Group;
- (vii) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account);
- (viii) shares which are expressed to be redeemable;
- (ix) any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; and
- (x) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (i) to (ix) above,

but excluding indebtedness owing by a member of the Group to another member of the Group and, for the avoidance of doubt, excluding net assets attributable to Unitholders of Link REIT;

“GAAP” means generally accepted accounting principles, standards and practices in Hong Kong;

“REIT Code” means the Code on Real Estate Investment Trusts issued, and as amended or supplemented from time to time, by the Securities and Futures Commission of Hong Kong;

“Total Consolidated Assets” means, at any particular time, the value of all assets of the Group, including any investments it is authorised to hold in accordance with the REIT Code together with any moneys held by it.

## 5 Interest and other Calculations

- (a) **Interest on Fixed Rate Notes:** Each Fixed Rate Note bears interest on its outstanding nominal amount from the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 5(g).
- (b) **Interest on Floating Rate Notes:**
  - (i) *Interest Payment Dates:* Each Floating Rate Note bears interest on its outstanding nominal amount from the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 5(g). Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown hereon, Interest Payment Date shall mean each date which falls the number of months or other period shown hereon as the Interest Period after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.
  - (ii) *Rate of Interest for Floating Rate Notes:* The Rate of Interest in respect of Floating Rate Notes for each Interest Accrual Period shall be determined in the manner specified hereon and the provisions below relating to either ISDA Determination or Screen Rate Determination shall apply, depending upon which is specified hereon.
    - (A) ISDA Determination for Floating Rate Notes

Where ISDA Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period shall be determined by

the Calculation Agent as a rate equal to the relevant ISDA Rate. For the purposes of this sub-paragraph (A), “**ISDA Rate**” for an Interest Accrual Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under a Swap Transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

- (x) the Floating Rate Option is as specified hereon;
- (y) the Designated Maturity is a period specified hereon; and
- (z) the relevant Reset Date is the first day of that Interest Accrual Period unless otherwise specified hereon.

For the purposes of this sub-paragraph (A), “**Floating Rate**”, “**Calculation Agent**”, “**Floating Rate Option**”, “**Designated Maturity**”, “**Reset Date**” and “**Swap Transaction**” have the meanings given to those terms in the ISDA Definitions.

(B) Screen Rate Determination for Floating Rate Notes

- (x) Where Screen Rate Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be either:

- (1) the offered quotation; or
- (2) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page as at 11.00 a.m. (London time in the case of LIBOR or Brussels time in the case of EURIBOR, or Hong Kong time in the case of HIBOR) or 11.15 a.m. (Hong Kong time) or if, at or around that time it is notified that the fixing will be published at 2:30 p.m. (Hong Kong time), then as of 2:30 p.m. (in the case of CNH HIBOR) on the Interest Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than LIBOR or EURIBOR, HIBOR or CNH HIBOR, the Rate of Interest in respect of such Notes will be determined as provided hereon.

- (y) if the Relevant Screen Page is not available or if, sub-paragraph (x)(1) applies and no such offered quotation appears on the Relevant Screen Page or if sub-paragraph (x)(2) above applies and fewer than three such offered quotations appear on the Relevant Screen Page in each case as at the time specified above, subject as provided below, the Calculation Agent shall request, if the Reference Rate is LIBOR, the principal London office of each of the Reference Banks or, if the Reference Rate is EURIBOR, the principal Euro-zone office of each of the Reference Banks or, if the Reference Rate is HIBOR or CNH HIBOR, the principal Hong Kong office of each of the Reference Banks, to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time), or if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time), or if the Reference Rate is HIBOR or CNH HIBOR, at appropriately 11.00 a.m. (Hong Kong time) on the Interest Determination Date in question. If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Rate of Interest for such Interest Accrual Period shall

be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and

- (z) if paragraph (y) above applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR or CNH HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the relevant Interest Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in, if the Reference Rate is LIBOR, the London inter-bank market or, if the Reference Rate is EURIBOR, the Euro-zone inter-bank market, or, if the Reference Rate is HIBOR or CNH HIBOR, the Hong Kong inter-bank market as the case may be, or, if fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, if the Reference Rate is LIBOR, at approximately 11.00 a.m. (London time) or, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR or CNH HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Trustee and the Issuer suitable for such purpose) informs the Calculation Agent it is quoting to leading banks in, if the Reference Rate is LIBOR or CNH HIBOR, the London inter-bank market or, if the Reference Rate is EURIBOR, the Euro-zone inter-bank market or, if the Reference Rate is HIBOR, the Hong Kong inter-bank market, as the case may be, provided that, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Accrual Period).
- (c) **Zero Coupon Notes:** Where a Note the Interest Basis of which is specified to be Zero Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount of such Note. As from the Maturity Date, the Rate of Interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Amortisation Yield (as described in Condition 6(b)(i)).
- (d) **Dual Currency Notes:** In the case of Dual Currency Notes, if the rate or amount of interest falls to be determined by reference to a Rate of Exchange or a method of calculating Rate of Exchange, the rate or amount of interest payable shall be determined in the manner specified hereon.
- (e) **Accrual of Interest:** Interest shall cease to accrue on each Note on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event interest shall continue to accrue (both before and after judgment) at the Rate of Interest in the manner provided in this Condition 5 to the Relevant Date (as defined in Condition 8).
- (f) **Margin, Maximum/Minimum Rates of Interest, Instalment Amounts and Redemption Amounts and Rounding:**



- (i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Interest Accrual Periods), an adjustment shall be made to all Rates of Interest, in the case of (x), or the Rates of Interest for the specified Interest Accrual Periods, in the case of (y), calculated in accordance with Condition 5(b) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin, subject always to the next paragraph.
  - (ii) If any Maximum or Minimum Rate of Interest, Instalment Amount or Redemption Amount is specified hereon, then any Rate of Interest, Instalment Amount or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
  - (iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with halves being rounded up), (y) all figures shall be rounded to seven significant figures (with halves being rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes “unit” means the lowest amount of such currency that is available as legal tender in the country of such currency.
- (g) **Calculations:** The amount of interest payable per Calculation Amount in respect of any Note for any Interest Accrual Period shall be equal to the product of the Rate of Interest, the Calculation Amount specified hereon, and the Day Count Fraction for such Interest Accrual Period, unless an Interest Amount (or a formula for its calculation) is applicable to such Interest Accrual Period, in which case the amount of interest payable per Calculation Amount in respect of such Note for such Interest Accrual Period shall equal such Interest Amount (or be calculated in accordance with such formula). Where any Interest Period comprises two or more Interest Accrual Periods, the amount of interest payable per Calculation Amount in respect of such Interest Period shall be the sum of the Interest Amounts payable in respect of each of those Interest Accrual Periods. In respect of any other period for which interest is required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which interest is required to be calculated.
- (h) **Determination and Publication of Rates of Interest, Interest Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts and Instalment Amounts:** The Calculation Agent shall, as soon as practicable on each Interest Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Interest Amounts for the relevant Interest Accrual Period, calculate the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or Instalment Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Rate of Interest and the Interest Amounts for each Interest Accrual Period and the relevant Interest Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or any Instalment Amount to be notified to the Trustee, the Issuer, each of the Paying Agents, the Noteholders, any other Calculation Agent appointed in respect of the Notes that is to make a further calculation upon receipt of such information and, if the Notes are listed on a stock exchange and the rules of such exchange or other relevant authority so require, such exchange or other relevant authority as soon as possible after their determination but in no event later than (i) the commencement of the relevant Interest Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Interest and Interest Amount, or (ii) in all other cases, the fourth Business Day after such determination. Where any Interest Payment Date or Interest Period Date is subject to adjustment pursuant to Condition 5(j), the Interest Amounts and the Interest Payment Date so published may subsequently be amended (or appropriate alternative arrangements made with the consent of the Trustee by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. If the Notes become due and payable under Condition 10, the accrued interest and the Rate of Interest payable in respect of the Notes shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Interest or the Interest Amount so calculated need be made unless the Trustee otherwise requires. The determination of any rate or amount, the obtaining of each quotation and the making of each

determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties.

- (i) **Determination or Calculation by Trustee:** If the Calculation Agent does not at any time for any reason determine or calculate the Rate of Interest for an Interest Accrual Period or any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, the Trustee shall do so (or shall appoint an agent on its behalf to do so) and such determination or calculation shall be deemed to have been made by the Calculation Agent. In doing so, the Trustee shall apply the foregoing provisions of this Condition, with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the circumstances.
- (j) **Business Day Convention:** If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is (i) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event (A) such date shall be brought forward to the immediately preceding Business Day and (B) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment, (ii) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day, (iii) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day or (iv) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.
- (k) **Definitions:** In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“**Business Day**” means:

- (i) in the case of a currency other than euro or renminbi, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in the principal financial centre for such currency; and/or
- (ii) in the case of euro, a day on which the TARGET system is operating (a “**TARGET Business Day**”); and/or
- (iii) in the case of renminbi, a day (other than a Saturday or Sunday) (A) on which commercial banks in Hong Kong are open for business and settle renminbi payments in Hong Kong and (B) if the renminbi Notes are held in the CMU Service, on which the CMU Service is operating; and/or
- (iv) in the case of a currency and/or one or more Business Centres, a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Business Centre(s) or, if no currency is indicated, generally in each of the Business Centres.

“**Day Count Fraction**” means, in respect of the calculation of an amount of interest on any Note for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting an Interest Period or an Interest Accrual Period, the “**Calculation Period**”):

- (i) if “**Actual/Actual**” or “**Actual/Actual-ISDA**” is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (ii) if “**Actual/365 (Fixed)**” is specified hereon, the actual number of days in the Calculation Period divided by 365;

- (iii) if “**Actual/360**” is specified hereon, the actual number of days in the Calculation Period divided by 360;
- (iv) if “**30/360**”, “**360/360**” or “**Bond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y2 - Y1)] + [30 \times (M2 - M1)] + (D2 - D1)}{360}$$

where:

“**Y1**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y2**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M1**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M2**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D1**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D1 will be 30; and

“**D2**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30;

- (v) if “**30E/360**” or “**Eurobond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y2 - Y1)] + [30 \times (M2 - M1)] + (D2 - D1)}{360}$$

where:

“**Y1**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y2**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M1**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M2**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D1**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D1 will be 30; and

“**D2**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case D2 will be 30;

- (vi) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y2 - Y1)] + [30 \times (M2 - M1)] + (D2 - D1)}{360}$$

where:

“**Y1**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y2**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M1**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M2**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D1**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D1 will be 30; and

“**D2**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D2 will be 30;

(vii) if “**Actual/Actual-ICMA**” is specified hereon,

(a) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Periods normally ending in any year; and

(b) if the Calculation Period is longer than one Determination Period, the sum of:

(x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year; and

(y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year,

where:

“**Determination Period**” means the period from and including a Determination Date in any year to but excluding the next Determination Date; and

“**Determination Date**” means the date(s) specified as such hereon or, if none is so specified, the Interest Payment Date(s).

“**Euro-zone**” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended.

“**Interest Accrual Period**” means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period Date and each successive period beginning on (and including) an Interest Period Date and ending on (but excluding) the next succeeding Interest Period Date.

“**Interest Amount**” means:

(i) in respect of an Interest Accrual Period, the amount of interest payable per Calculation Amount for that Interest Accrual Period and which, in the case of Fixed Rate Notes, and unless otherwise specified hereon, shall mean the Fixed Coupon Amount or Broken Amount specified hereon as being payable on the Interest Payment Date ending the Interest Period of which such Interest Accrual Period forms part; and

(ii) in respect of any other period, the amount of interest payable per Calculation Amount for that period.

“**Interest Commencement Date**” means the Issue Date or such other date as may be specified hereon.

“**Interest Determination Date**” means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, (i) the first day of such Interest Accrual Period if the

Specified Currency is Sterling or Hong Kong Dollars or Renminbi other than where the Specified Currency is Renminbi and the Reference Rate is CNH HIBOR or (ii) the day falling two Business Days in London for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is not Sterling, euro or Hong Kong Dollars or (iii) the day falling two TARGET Business Days prior to the first day of such Interest Accrual Period if the Specified Currency is euro or (iv) the day falling two Business Days in Hong Kong prior to the first day of such Interest Accrual Period if the Specified Currency is Renminbi and the Reference Rate is CNH HIBOR.

**“Interest Period”** means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.

**“Interest Period Date”** means each Interest Payment Date unless otherwise specified hereon.

**“ISDA Definitions”** means the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc., unless otherwise specified hereon.

**“Rate of Interest”** means the rate of interest payable from time to time in respect of this Note and that is either specified or calculated in accordance with the provisions hereon.

**“Reference Banks”** means, in the case of a determination of LIBOR, the principal London office of four major banks in the London inter-bank market and, in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone inter-bank market and, in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong inter-bank market and, in the case of a determination of CNH HIBOR, the principal Hong Kong office of four major banks dealing in Renminbi in the Hong Kong inter-bank market, in each case selected by the Calculation Agent or as specified hereon.

**“Reference Rate”** means the rate specified as such hereon.

**“Relevant Screen Page”** means such page, section, caption, column or other part of a particular information service as may be specified hereon.

**“Specified Currency”** means the currency specified as such hereon or, if none is specified, the currency in which the Notes are denominated.

**“TARGET System”** means the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto.

- (1) **Calculation Agent:** The Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for them hereon and for so long as any Note is outstanding (as defined in the Trust Deed). Where more than one Calculation Agent is appointed in respect of the Notes, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under the Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Interest for an Interest Accrual Period or to calculate any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the Issuer shall (with the prior approval of the Trustee) appoint a leading bank or financial institution engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal London office or any other office actively involved in such market) to act as such in its place. The Calculation Agent may not resign its duties without a successor having been appointed as aforesaid.

## 6 Redemption, Purchase and Options

- (a) **Redemption by Instalments and Final Redemption:**

- (i) Unless previously redeemed, purchased and cancelled as provided in this Condition 6, each Note that provides for Instalment Dates and Instalment Amounts shall be partially redeemed on each Instalment Date at the related Instalment Amount specified hereon. The outstanding nominal amount of each such Note shall be reduced by the Instalment Amount (or, if such Instalment Amount is calculated by reference to a proportion of the nominal amount of such Note, such proportion) for all purposes with effect from the related Instalment Date, unless payment of the Instalment Amount is improperly withheld or refused, in which case, such amount shall remain outstanding until the Relevant Date relating to such Instalment Amount.
  - (ii) Unless previously redeemed, purchased and cancelled as provided below, each Note shall be finally redeemed on the Maturity Date specified hereon at its Final Redemption Amount (which, unless otherwise provided hereon, is its nominal amount) or, in the case of a Note falling within paragraph (i) above, its final Instalment Amount.
- (b) **Early Redemption:**
- (i) *Zero Coupon Notes:*
    - (A) The Early Redemption Amount payable in respect of any Zero Coupon Note, the Early Redemption Amount of which is not linked to a formula, upon redemption of such Note pursuant to Condition 6(c) or upon it becoming due and payable as provided in Condition 10 shall be the Amortised Face Amount (calculated as provided below) of such Note unless otherwise specified hereon.
    - (B) Subject to the provisions of sub-paragraph (C) below, the Amortised Face Amount of any such Note shall be the scheduled Final Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Amortisation Yield (which, if none is shown hereon, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.
    - (C) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 6(c) or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in sub-paragraph (B) above, except that such sub-paragraph shall have effect as though the date on which the Note becomes due and payable were the Relevant Date. The calculation of the Amortised Face Amount in accordance with this sub-paragraph shall continue to be made (both before and after judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Final Redemption Amount of such Note on the Maturity Date together with any interest that may accrue in accordance with Condition 5(c).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown hereon.
  - (ii) *Other Notes:* The Early Redemption Amount payable in respect of any Note (other than Notes described in (i) above), upon redemption of such Note pursuant to Condition 6(c) or upon it becoming due and payable as provided in Condition 10, shall be the Final Redemption Amount unless otherwise specified hereon.
- (c) **Redemption for Taxation Reasons:** The Notes may be redeemed at the option of the Issuer in whole, but not in part, on any Interest Payment Date (if this Note is a Floating Rate Note) or at any time (if this Note is not a Floating Rate Note), on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 6(b) above) (together with interest accrued to the date fixed for redemption), if (i) the Issuer satisfies (or, if the Guarantee was called, any of the Guarantors satisfies) the Trustee immediately before the giving of such notice that the Issuer has or will (or, if the Guarantee was called, any of the Guarantors has or will) become obliged to pay

additional amounts as described under Condition 8 as a result of any change in, or amendment to, the laws or regulations of the Cayman Islands or Hong Kong or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes, and (ii) such obligation cannot be avoided by the Issuer (or any of the Guarantors, as the case may be) taking reasonable measures available to the Issuer (or, if the Guarantee was called, any of the Guarantors), provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer (or any of the Guarantors, as the case may be) would be obliged to pay such additional amounts were a payment in respect of the Notes (or the Guarantee, as the case may be) then due. Before the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Trustee a certificate signed by two directors of the Issuer (or the relevant Guarantor, as the case may be) stating that the obligation referred to in (i) above cannot be avoided by the Issuer (or the relevant Guarantor, as the case may be) taking reasonable measures available to it and the Trustee shall be entitled to accept such certificate as sufficient evidence of the satisfaction of the condition precedent set out in (ii) above in which event it shall be conclusive and binding on Noteholders and Couponholders.

- (d) **Redemption at the Option of the Issuer:** If Call Option is specified hereon, the Issuer may, on giving not less than 15 nor more than 30 days' irrevocable notice to the Noteholders (or such other notice period as may be specified hereon) redeem all or, if so provided, some of the Notes on any Optional Redemption Date. Any such redemption of Notes shall be at their Optional Redemption Amount together with interest accrued to the date fixed for redemption. Any such redemption or exercise must relate to Notes of a nominal amount at least equal to the Minimum Redemption Amount to be redeemed specified hereon and no greater than the Maximum Redemption Amount to be redeemed specified hereon.

All Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition.

In the case of a partial redemption the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes, or in the case of Registered Notes shall specify the nominal amount of Registered Notes drawn and the holder(s) of such Registered Notes, to be redeemed, which shall have been drawn in such place as the Trustee may approve and in such manner as it deems appropriate, subject to compliance with any applicable laws and stock exchange or other relevant authority requirements.

- (e) **Redemption at the Option of Noteholders:** If Put Option is specified hereon, the Issuer shall, at the option of the holder of any such Note, upon the holder of such Note giving not less than 15 nor more than 30 days' notice to the Issuer (or such other notice period as may be specified hereon) redeem such Note on the Optional Redemption Date(s) at its Optional Redemption Amount together with interest accrued to the date fixed for redemption.

To exercise such option the holder must deposit (in the case of Bearer Notes) such Note (together with all unmatured Receipts and Coupons and unexchanged Talons) with any Paying Agent or (in the case of Registered Notes) the Certificate representing such Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice ("**Exercise Notice**") in the form obtainable from any Paying Agent, the Registrar or any Transfer Agent (as applicable) within the notice period. No Note or Certificate so deposited and option exercised may be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer.

- (f) **Purchases:** Any member of the Group may at any time purchase Notes (provided that all unmatured Receipts and Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price.
- (g) **Cancellation:** All Notes purchased by or on behalf of any member of the Group may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Note together with all unmatured Receipts and Coupons and all unexchanged Talons to the Issuing and Paying Agent and, in the case of Registered Notes, by surrendering the Certificate representing such Notes to the Registrar and, in each case, if so surrendered, shall, together with all Notes redeemed by the Issuer, be cancelled forthwith (together with all

unmatured Receipts and Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Notes so surrendered for cancellation may not be reissued or resold and the obligations of the Issuer and the Guarantors in respect of any such Notes shall be discharged.

## 7 Payments and Talons

### (a) Bearer Notes:

#### (i) *Bearer Notes not held in the CMU Service*

Payments of principal and interest in respect of Bearer Notes not held in the CMU Service shall, subject as mentioned below, be made against presentation and surrender of the relevant Receipts (in the case of payments of Instalment Amounts other than on the due date for redemption and provided that the Receipt is presented for payment together with its relative Note), Notes (in the case of all other payments of principal and, in the case of interest, as specified in Condition 7(f)(vi)) or Coupons (in the case of interest, save as specified in Condition 7(f)(ii)), as the case may be, at the specified office of any Paying Agent outside the United States (1) in the case of payments in a currency other than renminbi, by a cheque payable in the relevant currency drawn on, or, at the option of the holder, by transfer to an account denominated in such currency with, a Bank and (2) in the case of payments in renminbi, by transfer to an account denominated in renminbi with a bank in Hong Kong. “**Bank**” means a bank in the principal financial centre for such currency or, in the case of euro, in a city in which banks have access to the TARGET System.

#### (ii) *Bearer Notes held in the CMU Service*

Payments of principal and interest in respect of Bearer Notes held in the CMU Service will be made to the person(s) for whose account(s) interests in the relevant Bearer Note are credited as being held with the CMU Service in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time as notified to the CMU Lodging and Paying Agent by the CMU Service in a relevant CMU Instrument Position Report (as defined in the Agency Agreement) or any other relevant notification by the CMU Service, which notification shall be conclusive evidence of the records of the CMU Service (save in the case of manifest error) and payment made in accordance thereof shall discharge the obligations of the Issuer or, as the case may be, the Guarantors in respect of that payment.

### (b) Registered Notes:

#### (i) *Registered Notes not held in the CMU Service*

Payments of principal (which for the purposes of this Condition 7(b) shall include final Instalment Amounts but not other Instalment Amounts) in respect of Registered Notes not held in the CMU Service shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in the paragraph below.

Interest (which for the purpose of this Condition 7(b) shall include all Instalment Amounts other than final Instalment Amounts) on Registered Notes shall be paid to the person shown on the Register at the close of business on the fifteenth day before the due date for payment thereof (the “**Record Date**”). In the case of payments of interest in any currency other than renminbi, payments of interest on each Registered Note shall be made in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Note at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any Transfer Agent before the Record Date, such payment of interest may be made by transfer to an account in the relevant currency maintained by the payee with a Bank. In the case of payments of interest denominated in renminbi, such payment will be made by transfer to an account denominated in renminbi maintained by the payee in Hong Kong.



(ii) *Registered Notes held in the CMU Service*

Payments of principal and interest in respect of Registered Notes held in the CMU Service will be made to the person(s) for whose account(s) interests in the relevant Registered Note are credited as being held with the CMU Service in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time as notified to the CMU Lodging and Paying Agent by the CMU Service in a relevant CMU Instrument Position Report (as defined in the Agency Agreement) or any other relevant notification by the CMU Service, which notification shall be conclusive evidence of the records of the CMU Service (save in the case of manifest error) and payment made in accordance thereof shall discharge the obligations of the Issuer or, as the case may be, the Guarantors in respect of that payment.

- (c) **Payments in the United States:** Notwithstanding the foregoing, if any Bearer Notes are denominated in U.S. dollars, payments in respect thereof may be made at the specified office of any Paying Agent in New York City in the same manner as aforesaid if (i) the Issuer shall have appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment of the amounts on the Notes in the manner provided above when due, (ii) payment in full of such amounts at all such offices is illegal or effectively precluded by exchange controls or other similar restrictions on payment or receipt of such amounts and (iii) such payment is then permitted by United States law, without involving, in the opinion of the Issuer, any adverse tax consequence to the Issuer.
- (d) **Payments subject to Fiscal Laws:** All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives, but without prejudice to the provisions of Condition 8. No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.
- (e) **Appointment of Agents:** The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the Paying Agents, the Registrar, the Transfer Agents and the Calculation Agent initially appointed by the Issuer and the Guarantors and their respective specified offices are listed below. The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the Paying Agents, the Registrar, the Transfer Agents and the Calculation Agent(s) act solely as agents of the Issuer and the Guarantors and do not assume any obligation or relationship of agency or trust for or with any Noteholder or Couponholder. The Issuer and the Guarantors reserve the right at any time with the approval of the Trustee to vary or terminate the appointment of the Issuing and Paying Agent, the CMU Lodging and Paying Agent, any other Paying Agent, the Registrar, any Transfer Agent or the Calculation Agent(s) and to appoint additional or other Paying Agents or Transfer Agents, provided that the Issuer shall at all times maintain (i) an Issuing and Paying Agent, (ii) a Registrar in relation to Registered Notes, (iii) a Transfer Agent in relation to Registered Notes, (iv) a CMU Lodging and Paying Agent in relation to Notes accepted for clearance through the CMU Service, (v) one or more Calculation Agent(s) where the Conditions so require, (vi) such other agents as may be required by any stock exchange on which the Notes may be listed in each case, as approved by the Trustee and (vii) a Paying Agent with a specified office in a European Union member state that will not be obliged to withhold or deduct tax pursuant to any law implementing European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000.

In addition, the Issuer and the Guarantors shall forthwith appoint a Paying Agent in New York City in respect of any Bearer Notes denominated in U.S. dollars in the circumstances described in paragraph (c) above.

Notice of any such change or any change of any specified office shall promptly be given to the Noteholders.

- (f) **Unmatured Coupons and Receipts and unexchanged Talons:**
- (i) Upon the due date for redemption of Bearer Notes which comprise Fixed Rate Notes (other than Dual Currency Notes), the Notes should be surrendered for payment together with all unexpired Coupons (if any) relating thereto, failing which an amount equal to the face value of each missing unexpired Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unexpired Coupon that the sum of principal so paid bears to the total principal due) shall be deducted from the Final Redemption Amount, Early Redemption Amount or Optional Redemption

Amount, as the case may be, due for payment. Any amount so deducted shall be paid in the manner mentioned above against surrender of such missing Coupon within a period of 10 years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 9).

- (ii) Upon the due date for redemption of any Bearer Note comprising a Floating Rate Note or Dual Currency Note, unmatured Coupons relating to such Note (whether or not attached) shall become void and no payment shall be made in respect of them.
- (iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
- (iv) Upon the due date for redemption of any Bearer Note that is redeemable in instalments, all Receipts relating to such Note having an Instalment Date falling on or after such due date (whether or not attached) shall become void and no payment shall be made in respect of them.
- (v) In each case (A) where any Bearer Note that provides that the relative unmatured Coupons are to become void upon the due date for redemption of those Notes is presented for redemption without all unmatured Coupons, and (B) where any Bearer Note is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the Issuer may require.
- (vi) If the due date for redemption of any Note is not a due date for payment of interest, interest accrued from the preceding due date for payment of interest or the Interest Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate representing it, as the case may be. Interest accrued on a Note that only bears interest after its Maturity Date shall be payable on redemption of such Note against presentation of the relevant Note or Certificate representing it, as the case may be.
- (g) **Talons:** On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 9).
- (h) **Non-Business Days:** If any date for payment in respect of any Note, Receipt or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment. In this paragraph, “**business day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in the relevant place of presentation, in such jurisdictions as shall be specified as “**Financial Centres**” hereon and:
  - (i) (in the case of a payment in a currency other than euro or renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency; or
  - (ii) (in the case of a payment in euro) which is a TARGET Business Day; or
  - (iii) (in the case of a payment in renminbi) (A) on which commercial banks in Hong Kong are open for business and settle renminbi payments in Hong Kong and (B) if the renminbi Notes are held in the CMU Service, on which the CMU Service is operating.

## 8 Taxation

All payments of principal and interest by or on behalf of the Issuer or the Guarantors in respect of the Notes, the Receipts and the Coupons or under the Guarantee shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the Cayman Islands or Hong Kong or any authority therein or thereof having power

to tax, unless such withholding or deduction is required by law. In that event, the Issuer or, as the case may be, the Guarantors shall pay such additional amounts as shall result in receipt by the Noteholders and the Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable with respect to any Note, Receipt or Coupon:

- (a) **Other connection:** to, or to a third party on behalf of, a holder who is liable to such taxes, duties, assessments or governmental charges in respect of such Note, Receipt or Coupon by reason of his having some connection with the Cayman Islands or, in the case of payments by the Guarantors, Hong Kong or the Cayman Islands, as the case may be, other than the mere holding of the Note, Receipt or Coupon; or
- (b) **Presentation more than 30 days after the Relevant Date:** presented (or in respect of which the Certificate representing it is presented) for payment more than 30 days after the Relevant Date except to the extent that the holder of it would have been entitled to such additional amounts on presenting it for payment on the thirtieth day; or
- (c) **Payment to individuals:** where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive; or
- (d) **Payment by another Paying Agent:** (except in the case of Registered Notes) presented for payment by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting the relevant Note, Receipt or Coupon to another Paying Agent in a Member State of the European Union.

As used in these Conditions, “**Relevant Date**” in respect of any Note, Receipt or Coupon means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Noteholders that, upon further presentation of the Note (or relative Certificate), Receipt or Coupon being made in accordance with the Conditions, such payment will be made, provided that payment is in fact made upon such presentation. References in these Conditions to (i) “**principal**” shall be deemed to include any premium payable in respect of the Notes, all Instalment Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts, Amortised Face Amounts and all other amounts in the nature of principal payable pursuant to Condition 6 or any amendment or supplement to it, (ii) “**interest**” shall be deemed to include all Interest Amounts and all other amounts payable pursuant to Condition 5 or any amendment or supplement to it and (iii) “**principal**” and/or “**interest**” shall be deemed to include any additional amounts that may be payable under this Condition or any undertaking given in addition to or in substitution for it under the Trust Deed.

## 9 Prescription

Claims against the Issuer and/or the Guarantors for payment in respect of the Notes, Receipts and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.

## 10 Events of Default

If any of the following events (“**Events of Default**”) occurs and is continuing, the Trustee at its discretion may, and if so requested by holders of at least one-quarter in nominal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution shall, give notice to the Issuer and the REIT Manager that the Notes are, and they shall immediately become, due and payable at their Early Redemption Amount together (if applicable) with accrued interest:

- (a) **Non-Payment:** a default is made in the payment of any principal of or any interest on any of the Notes when due and such failure continues for a period of seven days in the case of principal and 14 days in the case of interest; or

- (b) **Breach of Other Obligations:** the Issuer, any Guarantor or the REIT Manager does not perform or comply with any one or more of its other obligations in the Notes or the Trust Deed which default is incapable of remedy or, if in the opinion of the Trustee capable of remedy, is not in the opinion of the Trustee remedied within 30 days after written notice of such default shall have been given to the Issuer, the Guarantors or the REIT Manager (as appropriate) by the Trustee; or
- (c) **Cross-Default:** (i) any other present or future indebtedness of the Issuer, any Guarantor, Link REIT or any Principal Subsidiary for or in respect of Borrowed Moneys becomes due and payable prior to its stated maturity by way of acceleration following a default by the Issuer, any Guarantor, Link REIT or any Principal Subsidiary, or (ii) when the Issuer, any Guarantor, Link REIT or any Principal Subsidiary defaults in respect of any of its Borrowed Money beyond any grace period provided in respect thereof, or (iii) the Issuer, any Guarantor or any Principal Subsidiary fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any Borrowed Moneys, provided that the aggregate amount of the relevant Borrowed Moneys, or any guarantees and indemnities in respect thereof, in relation to which one or more of the events mentioned above in this paragraph (c) have occurred, equals or exceeds U.S.\$30,000,000 or its equivalent (on the basis of the middle spot rate for the relevant currency against the U.S. dollar as quoted by any leading bank on the day on which this paragraph operates); or
- (d) **Enforcement Proceedings:** an encumbrancer takes possession or a receiver, manager or similar officer is appointed of the whole or any material part of the undertaking, assets or revenues of the Issuer, any Guarantor, Link REIT or any Principal Subsidiary and such possession or appointment is not discharged or stayed within 60 days; or
- (e) **Insolvency:** the Issuer, any Guarantor or any Principal Subsidiary is adjudicated or found bankrupt or insolvent, stops or suspends payment of all or the majority of its debts or is unable to or admits an inability to pay its debts as they fall due or proposes or enters into any composition or other arrangement for the benefit of its creditors generally; or
- (f) **Winding-up:** Link REIT is terminated or a final order is made by any competent court or an effective resolution is passed for the winding-up or dissolution of the Issuer, any Guarantor or any Principal Subsidiary, or for the appointment of a liquidator or trustee of the whole or the majority of the Issuer's, such Guarantor's or such Principal Subsidiary's Assets and is not discharged or stayed within 60 days, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger, voluntary liquidation or consolidation on terms previously approved by the Trustee or by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders (save that approval by the Trustee or an Extraordinary Resolution of Noteholders shall not be required where the Assets of such entity are transferred to or otherwise vested in the Issuer, a Guarantor and/or a Subsidiary of Link REIT); or
- (g) **Cessation of Business:** the Issuer, any Guarantor or the REIT Manager ceases to carry on its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger, voluntary liquidation or consolidation on terms previously approved by the Trustee or by an Extraordinary Resolution of the Noteholders (save that approval by the Trustee or an Extraordinary Resolution of Noteholders shall not be required where the Assets of such entity are transferred to or otherwise vested in the Issuer, a Guarantor and/or a Subsidiary of Link REIT); or
- (h) **Ownership:** the Issuer, HoldCo, PropCo and/or FinanceCo cease to be Subsidiaries of Link REIT; or
- (i) **Guarantee:** the Guarantee is not (or is claimed by any of the Guarantors not to be) in full force and effect; or
- (j) **Illegality:** it is or will become unlawful for the Issuer, the Guarantors or the REIT Manager to perform or comply with any one or more of their respective obligations under any of the Notes or the Trust Deed; or
- (k) **Analogous Events:** any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs of this Condition 10.

For the purposes of this Condition 10:

“**Borrowed Money**” means indebtedness for borrowed money, acceptances and the principal amount of any notes (including, for the avoidance of doubt, Notes of any other series) debentures, notes, bills of exchange, promissory notes or similar instruments drawn, made, accepted, issued, endorsed or guaranteed for the purpose of raising money but shall exclude bills of exchange drawn under or in respect of letters of credit or contracts for the provision of goods or services for the purpose of effecting payment and not in connection with the raising of money; for the avoidance of doubt, no liability with respect to the same indebtedness shall be included in the calculation of “Borrowed Money” more than once.

“**Principal Subsidiary**” means any Subsidiary of Link REIT:

- (a) whose profit before taxation and transactions with Unitholders (“**net profit**”) or (in the case of a Subsidiary which itself has subsidiaries) consolidated net profit, as shown by its latest audited income statement are at least 5 per cent. of the consolidated net profit as shown by the latest published audited consolidated income statement of Link REIT and its Subsidiaries including, for the avoidance of doubt, Link REIT and its consolidated Subsidiaries’ share of profits of Subsidiaries not consolidated and of jointly controlled entities and after adjustments for minority interests; or
- (b) whose aggregate current assets and non-current assets (“**total assets**”) or (in the case of a Subsidiary which itself has subsidiaries) consolidated total assets, as shown by its latest audited statement of financial position are at least 10 per cent. of the amount which equals the amount included in the consolidated total assets of Link REIT and its Subsidiaries as shown by the latest published audited consolidated statement of financial position of Link REIT and its Subsidiaries including, for the avoidance of doubt, the investment of Link REIT in each Subsidiary whose accounts are not consolidated with the consolidated audited accounts of Link REIT and in jointly controlled entities and after adjustment for minority interest;

provided that, in relation to paragraphs (a) and (b) above:

- (i) if at any relevant time in relation to Link REIT or any Subsidiary which itself has Subsidiaries no consolidated accounts are prepared and audited, total assets of The Link REIT and/or any such Subsidiary shall be determined on the basis of pro forma consolidated accounts prepared for this purpose by the REIT Manager and reviewed by the Auditors (as defined in the Trust Deed) for the purposes of preparing a certificate thereon to the Trustee;
  - (ii) if at any relevant time in relation to any Subsidiary, no accounts are audited, its total assets (consolidated, if appropriate) shall be determined on the basis of pro forma accounts (consolidated, if appropriate) of the relevant Subsidiary prepared for this purpose by the REIT Manager and reviewed by the Auditors for the purposes of preparing a certificate thereon to the Trustee; and
  - (iii) if the accounts of any Subsidiary are not consolidated with those of Link REIT, then the determination of whether or not such Subsidiary is a Principal Subsidiary shall be based on a pro forma consolidation of its accounts (consolidated, if appropriate) with the consolidated accounts (determined on the basis of the foregoing) of Link REIT; or
- (c) to which is transferred the whole or substantially the whole of the assets of a Subsidiary which immediately prior to such transfer was a Principal Subsidiary, provided that the Principal Subsidiary which so transfers its assets shall forthwith upon such transfer cease to be a Principal Subsidiary and the Subsidiary to which the assets are so transferred shall cease to become a Principal Subsidiary as at the date on which the first published audited accounts (consolidated, if appropriate) of Link REIT prepared as of a date later than such transfer are issued unless such Subsidiary would continue to be a Principal Subsidiary on the basis of such accounts by virtue of the provisions of (a) above.

## 11 Meetings of Noteholders, Modification, Waiver and Substitution

- (a) **Meetings of Noteholders:** The Trust Deed contains provisions for convening meetings of Noteholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined

in the Trust Deed) of a modification of any of these Conditions or any provisions of the Trust Deed. Such a meeting may be convened by Noteholders holding not less than 10 per cent in nominal amount of the Notes for the time being outstanding. The quorum for any meeting convened to consider an Extraordinary Resolution shall be two or more persons holding or representing a clear majority in nominal amount of the Notes for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the nominal amount of the Notes held or represented, unless the business of such meeting includes consideration of proposals, inter alia, (i) to amend the dates of maturity or redemption of the Notes, any Instalment Date or any date for payment of interest or Interest Amounts on the Notes, (ii) to reduce or cancel the nominal amount of, or any Instalment Amount of, or any premium payable on redemption of, the Notes, (iii) to reduce the rate or rates of interest in respect of the Notes or to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Interest Amount in respect of the Notes, (iv) if a Minimum and/or a Maximum Rate of Interest, Instalment Amount or Redemption Amount is shown hereon, to reduce any such Minimum and/or Maximum, (v) to vary any method of, or basis for, calculating the Final Redemption Amount, the Early Redemption Amount or the Optional Redemption Amount, including the method of calculating the Amortised Face Amount, (vi) to vary the currency or currencies of payment or denomination of the Notes, (vii) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass the Extraordinary Resolution, or (viii) to modify or cancel the Guarantee, in which case the necessary quorum shall be two or more persons holding or representing not less than 75 per cent, or at any adjourned meeting not less than 25 per cent, in nominal amount of the Notes for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Noteholders (whether or not they were present at the meeting at which such resolution was passed) and on all Couponholders.

- (b) **Modification of the Trust Deed:** The Trustee may agree, without the consent of the Noteholders or Couponholders, to (i) any modification of any of the provisions of the Trust Deed that is of a formal, minor or technical nature or is made to correct a manifest error, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed that is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders. Any such modification, authorisation or waiver shall be binding on the Noteholders and the Couponholders and, if the Trustee so requires, such modification shall be notified to the Noteholders as soon as practicable.
- (c) **Substitution:** The Trust Deed contains provisions permitting the Trustee to agree, subject to such amendment of the Trust Deed and such other conditions as the Trustee may require, but without the consent of the Noteholders or the Couponholders, to the substitution of the Issuer's successor in business or any subsidiary of the Issuer or its successor in business or of any Guarantor or its successor in business or any subsidiary of any Guarantor or its successor in business in place of the Issuer or of any previous substituted company, as principal debtor under the Trust Deed and the Notes.
- (d) **Entitlement of the Trustee:** In connection with the exercise of its powers, trusts, authorities or discretions (including, but not limited to, those in relation to any proposed modifications, waiver or authorisation of any breach or proposed breach of any of the Conditions or any of the provisions of the Trust Deed), the Trustee shall have regard to the general interests of the Noteholders as a class and shall not have regard to any interest arising from circumstances particular to individual Noteholders or Couponholders (whatever their number) and, in particular but without limitation, shall not have regard to the consequences of such exercise for individual Noteholders or Couponholders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or otherwise to the tax consequences thereof and the Trustee shall not be entitled to require from the Issuer, nor shall any Noteholder or Couponholder be entitled to claim from the Issuer or the Trustee, any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders or Couponholders except to the extent provided for in Condition 8 and/or in any undertakings given in addition thereto or in substitution therefor pursuant to the Trust Deed.

## **12 Enforcement**

At any time after the Notes become due and payable, the Trustee may, at its discretion and without further notice, institute such proceedings against the Issuer and/or the Guarantors as it may think fit to enforce the terms of the Trust Deed, the Notes, the Receipts and the Coupons, but it need not take any such proceedings unless (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Noteholders holding at least one-quarter in nominal amount of the Notes outstanding, and (b) it shall have been indemnified to its satisfaction. No Noteholder, Receiptholder or Couponholder may proceed directly against the Issuer or the Guarantors unless the Trustee, having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing.

## **13 Indemnification of the Trustee**

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the Issuer, the Guarantors and any entity related to the Issuer or the Guarantors without accounting for any profit.

## **14 Replacement of Notes, Certificates, Receipts, Coupons and Talons**

If a Note, Certificate, Receipt, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of the Issuing and Paying Agent (in the case of Bearer Notes, Receipts, Coupons or Talons) and of the Registrar (in the case of Certificates) or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Noteholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, inter alia, that if the allegedly lost, stolen or destroyed Note, Certificate, Receipt, Coupon or Talon is subsequently presented for payment or, as the case may be, for exchange for further Coupons, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Notes, Certificates, Receipts, Coupons or further Coupons) and otherwise as the Issuer may require. Mutilated or defaced Notes, Certificates, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

## **15 Further Issues**

The Issuer may from time to time without the consent of the Noteholders or Couponholders create and issue further securities either having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Notes) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Notes include (unless the context requires otherwise) any other securities issued pursuant to this Condition and forming a single series with the Notes. Any further securities forming a single series with the outstanding securities of any series (including the Notes) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Noteholders and the holders of securities of other series where the Trustee so decides.

## **16 Notices**

Notices to the holders of Registered Notes shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notices to the holders of Bearer Notes shall be valid if published in a daily newspaper of general circulation in Hong Kong. If in the opinion of the Trustee any such publication is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Asia. The Issuer (failing whom, the Guarantors) shall also ensure that notices are duly published in compliance with the requirements of each stock exchange or other relevant authority on which the Notes are for the time being listed. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above.

Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the holders of Bearer Notes in accordance with this Condition.

## 17 **Contracts (Rights of Third Parties) Act 1999**

No person shall have any right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 1999.

## 18 **Governing Law and Jurisdiction**

- (a) **Governing Law:** The Trust Deed, the Notes, the Receipts, the Coupons and the Talons and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, English law.
- (b) **Jurisdiction:** The Courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with any Notes, Receipts, Coupons or Talons or the Guarantee and accordingly any legal action or proceedings arising out of or in connection with any Notes, Receipts, Coupons or Talons or the Guarantee (“**Proceedings**”) may be brought in such courts. Each of the Issuer and the Guarantors has in the Trust Deed irrevocably submitted to the jurisdiction of such courts.
- (c) **Service of Process:** Each of the Issuer, the Guarantors and the REIT Manager has irrevocably appointed Maples and Calder of 11th floor, 200 Aldersgate, London, EC1A 4HD in England to receive, for it and on its behalf, service of process in any Proceedings in England. Such service shall be deemed completed on delivery to such process agent (whether or not, it is forwarded to and received by the Issuer, the Guarantors or the REIT Manager). If for any reason such process agent ceases to be able to act as such or no longer has an address in London, each of the Issuer, the Guarantors and the REIT Manager irrevocably agrees to appoint a substitute process agent and shall immediately notify Noteholders of such appointment in accordance with Condition 16. Nothing shall affect the right to serve process in any manner permitted by law.



## SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM

### **Initial Issue of Notes**

Global Notes and Certificates may be delivered on or prior to the original issue date of the Tranche to a common depository for Euroclear and Clearstream, Luxembourg (the “**Common Depository**”) or a sub-custodian for the CMU Service.

Upon the initial deposit of a Global Note with the Common Depository or with a sub-custodian for the CMU Service or registration of Registered Notes in the name of (i) any nominee for Euroclear and Clearstream, Luxembourg or (ii) the CMU Service and delivery of the relevant Global Certificate to the Common Depository or the sub-custodian for the CMU Service (as the case may be), Euroclear or Clearstream, Luxembourg or the CMU Service (as the case may be) will credit each subscriber with a nominal amount of Notes equal to the nominal amount thereof for which it has subscribed and paid.

Notes that are initially deposited with the Common Depository may also be credited to the accounts of subscribers with (if indicated in the relevant Pricing Supplement) other clearing systems through direct or indirect accounts with Euroclear and Clearstream, Luxembourg held by such other clearing systems. Conversely, Notes that are initially deposited with any other clearing system may similarly be credited to the accounts of subscribers with Euroclear, Clearstream, Luxembourg or other clearing systems.

### **Relationship of Accountholders with Clearing Systems**

Save as provided in the following paragraph, each of the persons shown in the records of Euroclear, Clearstream, Luxembourg or any other clearing system as the holder of a Note represented by a Global Note or a Global Certificate must look solely to Euroclear, Clearstream, Luxembourg or such clearing system (as the case may be) for his share of each payment made by the Issuer to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, and in relation to all other rights arising under the Global Notes or Global Certificates, subject to and in accordance with the respective rules and procedures of Euroclear, Clearstream, Luxembourg, or such clearing system (as the case may be). Such persons shall have no claim directly against the Issuer in respect of payments due on the Notes for so long as the Notes are represented by such Global Note or Global Certificate and such obligations of the Issuer will be discharged by payment to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, in respect of each amount so paid.

If a Global Note or a Global Certificate is lodged with the CMU Service, the person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU Service in accordance with the CMU Rules as notified by the CMU Service to the CMU Lodging and Paying Agent in a relevant CMU Instrument Position Report or any other relevant notification by the CMU Service (which notification, in either case, shall be conclusive evidence of the records of the CMU Service save in the case of manifest error) shall be the only person(s) entitled (in the case of Registered Notes, directed or deemed by the CMU Service as entitled) to receive payments in respect of Notes represented by such Global Note or Global Certificate and the Issuer will be discharged by payment to, or to the order of, such person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU Service in respect of each amount so paid. Each of the persons shown in the records of the CMU Service, as the beneficial holder of a particular nominal amount of Notes represented by such Global Note or Global Certificate, must look solely to the CMU Lodging and Paying Agent for his share of each payment so made by the Issuer in respect of such Global Note or Global Certificate.

### **Exchange**

#### ***Temporary Global Notes***

Each temporary Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date:

- (i) if the relevant Pricing Supplement indicates that such Global Note is issued in compliance with the C Rules or in a transaction to which TEFRA is not applicable (as to which, see “*Summary of the Programme — Selling*”

*Restrictions*”), in whole, but not in part, for interests in a permanent Global Note or, if so provided in the relevant Pricing Supplement, for Definitive Notes; and

- (ii) otherwise, in whole or in part upon certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement for interests in a permanent Global Note or, if so provided in the relevant Pricing Supplement, for Definitive Notes.

Each temporary Global Note that is also an Exchangeable Bearer Note will be exchangeable for Registered Notes in accordance with the Conditions in addition to any permanent Global Note or Definitive Notes for which it may be exchangeable and, before its Exchange Date, will also be exchangeable in whole or in part for Registered Notes only.

### ***Permanent Global Notes***

Each permanent Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date in whole but not, except as provided under “*Partial Exchange of Permanent Global Notes*”, in part for Definitive Notes or, in the case of (i) below, Registered Notes:

- (i) if the permanent Global Note is an Exchangeable Bearer Note, by the holder giving notice to the Issuing and Paying Agent of its election to exchange the whole or a part of such Global Note for Registered Notes; and
- (ii) (1) if the permanent Global Note is held on behalf of Euroclear or Clearstream, Luxembourg or the CMU Service or any other clearing system (an “**Alternative Clearing System**”) and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or in fact does so or (2) if principal in respect of any Notes is not paid when due, by the holder giving notice to the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU Service, the CMU Lodging and Paying Agent) of its election for such exchange.

In the event that a Global Note is exchanged for Definitive Notes, such Definitive Notes shall be issued in Specified Denomination(s) only. A Noteholder who holds a principal amount of less than the minimum Specified Denomination will not receive a definitive Note in respect of such holding and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

### ***Global Certificates***

If the Pricing Supplement states that the Notes are to be represented by a Global Certificate on issue, the following will apply in respect of transfers of Notes held in Euroclear or Clearstream, Luxembourg or the CMU Service or an Alternative Clearing System. These provisions will not prevent the trading of interests in the Notes within a clearing system whilst they are held on behalf of such clearing system, but will limit the circumstances in which the Notes may be withdrawn from the relevant clearing system.

Transfers of the holding of Notes represented by any Global Certificate pursuant to Condition 2(b) may only be made in part:

- (i) if the relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so;
- (ii) if principal in respect of any Notes is not paid when due; or
- (iii) with the prior consent of the Issuer,

provided that, in the case of the first transfer of part of a holding pursuant to (i) above, the Registered Holder has given the Registrar not less than 30 days’ notice at its specified office of the Registered Holder’s intention to effect such transfer.

### ***Partial Exchange of Permanent Global Notes***

For so long as a permanent Global Note is held on behalf of a clearing system and the rules of that clearing system permit, such permanent Global Note will be exchangeable in part on one or more occasions (1) for Registered Notes if the permanent Global Note is an Exchangeable Bearer Note and the part submitted for exchange is to be exchanged for Registered Notes, or (2) for Definitive Notes if principal in respect of any Notes is not paid when due.

### ***Delivery of Notes***

On or after any due date for exchange the holder of a Global Note may surrender such Global Note or, in the case of a partial exchange, present it for endorsement to or to the order of the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU Service, the CMU Lodging and Paying Agent). In exchange for any Global Note, or the part thereof to be exchanged, the Issuer will (i) in the case of a temporary Global Note exchangeable for a permanent Global Note, deliver, or procure the delivery of, a permanent Global Note in an aggregate nominal amount equal to that of the whole or that part of a temporary Global Note that is being exchanged or, in the case of a subsequent exchange, endorse, or procure the endorsement of, a permanent Global Note to reflect such exchange or (ii) in the case of a Global Note exchangeable for Definitive Notes or Registered Notes, deliver, or procure the delivery of, an equal aggregate nominal amount of duly executed and authenticated Definitive Notes and/or Certificates, as the case may be. In this Offering Circular, “**Definitive Notes**” means, in relation to any Global Note, the definitive Bearer Notes for which such Global Note may be exchanged (if appropriate, having attached to them all Coupons and Receipts in respect of interest or Instalment Amounts that have not already been paid on the Global Note and a Talon). Definitive Notes will be security printed and Certificates will be printed in accordance with any applicable legal and stock exchange requirements in or substantially in the form set out in the Schedules to the Trust Deed. On exchange in full of each permanent Global Note, the Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with the relevant Definitive Notes.

### ***Exchange Date***

“**Exchange Date**” means, in relation to a temporary Global Note, the day falling after the expiry of 40 days after its issue date and, in relation to a permanent Global Note, a day falling not less than 60 days, or in the case of an exchange for Registered Notes, five days, or in the case of failure to pay principal in respect of any Notes when due 30 days, after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Issuing and Paying Agent is located and in the city in which the relevant clearing system is located.

### ***Amendment to Conditions***

The temporary Global Notes, permanent Global Notes and Global Certificates contain provisions that apply to the Notes that they represent, some of which modify the effect of the terms and conditions of the Notes set out in this Offering Circular. The following is a summary of certain of those provisions:

### ***Payments***

No payment falling due after the Exchange Date will be made on any Global Note unless exchange for an interest in a permanent Global Note or for Definitive Notes or Registered Notes is improperly withheld or refused. Payments on any temporary Global Note issued in compliance with the D Rules before the Exchange Date will only be made against presentation of certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement. All payments in respect of Notes represented by a Global Note (except with respect to Global Note held through the CMU Service) will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of that Global Note to or to the order of the Issuing and Paying Agent as shall have been notified to the Noteholders for such purpose. A record of each payment so made will be endorsed on each Global Note, which endorsement will be prima facie evidence that such payment has been made in respect of the Notes. Condition 7(e)(vii) and Condition 8(d) will apply to the Definitive Notes only. For the purposes of any payments made in respect of a Global Note, the relevant place of presentation shall be disregarded in the definition of “business day” set out in Condition 7(h) (*Non-Business Days*).

In respect of Notes represented by a Global Certificate, all payments will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the Clearing System Business Day immediately prior to the date for payment, where Clearing System Business Day means Monday to Friday inclusive except 25 December and 1 January.

In respect of a Global Note or Global Certificate held through the CMU Service, any payments of principal, interest (if any) or any other amounts shall be made to the person(s) for whose account(s) interests in the relevant Global Note are credited (as set out in a CMU Instrument Position Report or any other relevant notification supplied to the

CMU Lodging and Paying Agent by the CMU Service) and, save in the case of final payment, no presentation of the relevant bearer Global Note or Global Certificate shall be required for such purpose.

### ***Prescription***

Claims against the Issuer in respect of Notes that are represented by a permanent Global Note will become void unless it is presented for payment within a period of 10 years (in the case of principal) and five years (in the case of interest) from the appropriate Relevant Date (as defined in Condition 8).

### ***Meetings***

The holder of a permanent Global Note or of the Notes represented by a Global Certificate shall (unless such permanent Global Note or Global Certificate represents only one Note) be treated as being two persons for the purposes of any quorum requirements of a meeting of Noteholders and, at any such meeting, the holder of a permanent Global Note or a Global Certificate shall be treated as having one vote in respect of each integral currency unit of the Specified Currency of the Notes.

### ***Cancellation***

Cancellation of any Note represented by a permanent Global Note or Global Certificate that is required by the Conditions to be cancelled (other than upon its redemption) will be effected by reduction in the nominal amount of the relevant permanent Global Note or Global Certificate.

### ***Purchase***

Notes represented by a permanent Global Note may only be purchased by the Issuer, the Guarantors or any of their respective subsidiaries if they are purchased together with the rights to receive all future payments of interest and Instalment Amounts (if any) thereon.

### ***Issuer's Option***

Any option of the Issuer provided for in the Conditions of any Notes while such Notes are represented by a permanent Global Note shall be exercised by the Issuer giving notice to the Noteholders within the time limits set out in and containing the information required by the Conditions, except that the notice shall not be required to contain the serial numbers of Notes drawn in the case of a partial exercise of an option and accordingly no drawing of Notes shall be required. In the event that any option of the Issuer is exercised in respect of some but not all of the Notes of any Series, the rights of accountholders with a clearing system in respect of the Notes will be governed by the standard procedures of Euroclear, Clearstream, Luxembourg, the CMU Service or any other clearing system (as the case may be).

### ***Noteholders' Options***

Any option of the Noteholders provided for in the Conditions of any Notes while such Notes are represented by a permanent Global Note may be exercised by the holder of the permanent Global Note giving notice to the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU Service, the CMU Lodging and Paying Agent) within the time limits relating to the deposit of Notes with a Paying Agent set out in the Conditions substantially in the form of the notice available from any Paying Agent, except that the notice shall not be required to contain the serial numbers of the Notes in respect of which the option has been exercised, and stating the nominal amount of Notes in respect of which the option is exercised and at the same time presenting the permanent Global Note to the Issuing and Paying Agent, or to a Paying Agent acting on behalf of the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU Service, the CMU Lodging and Paying Agent) for notation.

### ***Trustee's Powers***

In considering the interests of Noteholders while any Global Note is held on behalf of, or Registered Notes are registered in the name of, or in the name of any nominee for, a clearing system, the Trustee may have regard to any information provided to it by such clearing system or its operator as to the identity (either individually or by category) of its accountholders with entitlements to such Global Note or Registered Notes and may consider such interests as if such accountholders were the holders of the Notes represented by such Global Note or Global Certificate.

### ***Notices***

So long as any Notes are represented by a Global Note or Global Certificate and such Global Note or Global Certificate is held on behalf of (i) Euroclear and/or Clearstream, Luxembourg or any other clearing system (except as provided in (ii) below), notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by the Conditions or by delivery of the relevant notice to the holder of the Global Note or Global Certificate or (ii) the CMU Service, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the CMU Service on the second business day preceding the date of despatch of such notice as holding interests in the relevant Global Note or Global Certificate.

## RISK FACTORS

*In addition to other information in this Offering Circular, investors should carefully consider the following risk factors, together with all other information contained in this Offering Circular, before purchasing the Notes. The risks and uncertainties described below may not be the only ones that Link faces. Additional risks and uncertainties that Link is not aware of or that it currently believes are immaterial may also adversely affect its business, financial condition or results of operations. If any of the possible events described below occur, Link's business, financial condition or results of operations could be materially and adversely affected. In such case, the Issuer and/or the Guarantors and/or Link may not be able to satisfy their obligations under the Notes and/or the Guarantee (as applicable), and investors could lose all or part of their investment.*

### **Risks Relating to Link's Organisation and Operations**

#### ***There are/have been risks and uncertainties for a private sector operator succeeding a public sector operator of real estate***

As at the date of this Offering Circular, PropCo is the registered owner of 123 Properties which were assigned to Link in 2005 by HKHA (collectively, the "**HA Properties**"). HKHA is a public sector operator. The REIT Manager, as a private sector operator, has been implementing initiatives and strategies to enhance the performance of, and generate greater revenue from, the HA Properties. However, there has been and may still be political pressure for the management of the HA Properties to factor in public and socio-economic considerations excessively, which may result in difficulty for the REIT Manager to implement certain strategies on the HA Properties.

#### ***The REIT Manager may not be able to implement its strategy***

The REIT Manager's key objective for Link is to provide Unitholders with stable distributions per Unit with the potential for sustainable long-term growth of such distributions. Whilst the REIT Manager has established clear business plans and specific strategies to accomplish this objective, there can be no assurance that it will be able to implement such business plans and strategies successfully or that it will be able to do so in a timely and cost-effective manner. Some of the cost efficiencies and revenue enhancements that the REIT Manager aims to achieve may therefore not be realisable within the expected timeframe or some may have to be adjusted due to change in circumstances. In terms of expenditure that the REIT Manager plans to make to enhance the shopper traffic, rental income and sales at the Properties, there is no assurance that such expenditure will generate the targeted returns or business. Such expenditure is expected to be funded from further debt or equity funding. In relation to the REIT Manager's aim of achieving an optimal capital structure for Link, its ability to achieve this goal will depend upon, among other things, whether Link will be subject to limitations on effecting further desired borrowings, whether Link will be able to raise any additional equity funding, and whether such fund raising exercises can be effected on favourable terms.

Furthermore, Link's structure, strategies and investment policies are constrained by the REIT Code which, for instance, limits Link's borrowings to no more than 50% of its total gross asset value and requires Link to distribute to Unitholders as dividends an amount no less than 90% of its audited net income after tax for each financial year. Such limitations may restrict Link's ability to leverage itself, hence, affecting the operations of Link and restricting its ability to achieve its strategies in a timely manner or at all. If the REIT Manager is unsuccessful in implementing its strategies, Link's business, financial condition and results of operations could be materially and adversely affected.

#### ***There are limitations on Link's ability to leverage***

Link expects to use external financing in connection with its investments. As at 31 March 2020 and 30 September 2020, the borrowings to total assets ratio of Link was 16.7% and 17.7% respectively. As at 31 March 2020 and 30 September 2020, the borrowing level of Link was HK\$34,598 million and HK\$36,029 million respectively. Borrowings by Link are limited by the REIT Code to no more than 50% of its total gross asset value. However, if a downward revaluation of the Properties occurs, Link may exceed the 50% borrowing limit even without incurring any additional borrowing. Therefore, there can be no assurance that Link's borrowings will remain at all times below 50% of its total gross asset value, following any revaluation of assets or otherwise. From time to time, Link may need to draw down on its banking facilities and use overdrafts, but may be unable to do so due to: (i) the 50%

borrowing limit prescribed by the REIT Code; (ii) covenants contained in certain facility agreements for bank loans requiring FinanceCo (or, if applicable, other group members of Link) to prepay the relevant loans mandatorily in an amount sufficient to restore the LTV to 40% or less if the LTV exceeds 45%, provided that such prepayment may not be paid if FinanceCo (or, if applicable, other group members of Link) is of the reasonable opinion that Link would not have sufficient available funds to pay any accrued or declared distribution (in relation to any financial year ending prior to the date of such prepayment notice) to Unitholders in accordance with the REIT Code following such prepayment in which case FinanceCo (or, if applicable, other group members of Link) shall then be required to make such prepayment as soon as possible (subject to the payment of the distribution as aforesaid) and in any event before the maturity date of the relevant loans; and (iii) the covenant contained in certain facility agreements for bank loans restricting the security provided by Link in respect of any secured borrowings to an aggregate value of not exceeding 30% of the aggregate value of the Properties. Link may also face difficulties in securing timely and commercially favourable financing in asset-backed lending transactions secured by real estate or in unsecured lending.

In addition, the use of leverage may increase the exposure of Link to adverse economic factors such as rising interest rates and economic downturns. Link is subject to general risks associated with debt financing, including the risks of: (i) there being insufficient cash flow to meet payment of principal and repayment of capital requirements; and (ii) not being able to maintain debts at optimum levels in the future due to a lack of capacity in the lending market and/or an unfavourable interest rate environment.

***Link has recorded interest bearing liabilities falling due within one year***

Link has recorded interest bearing liabilities falling due within 1 year in the amount of HK\$937 million and HK\$1,517 million as at 31 March 2020 and 30 September 2020, respectively. Link considers its financial position as a whole is healthy and has undrawn committed facilities of HK\$9,330 million, HK\$8,307 million and HK\$11,791 million, respectively, as at 31 March 2019, 31 March 2020 and 30 September 2020. However, recording interest bearing liabilities falling due within one year exposes Link to liquidity risks if it is unable to refinance certain loans when they come due. There can be no assurance that Link will always be able to obtain the necessary funding to refinance short-term borrowings upon maturity and finance capital commitments. If Link was unable to refinance such borrowings when due, and Link was not otherwise able to repay such amounts at maturity, Link may be in default of such loans, which may result in cross-defaults. In such circumstances, Link's business, financial condition and results of operations could be materially and adversely affected. However, the REIT Manager continues to closely monitor the liquidity position of Link to ensure the liquidity risk is manageable.

**Risks Relating to Investments in Real Estate and Relevant Investments**

***There are general risks attached to investments in real estate***

Investments in real estate are subject to various risks, including: (i) adverse changes in global, national, local, macro or micro-economic conditions; (ii) adverse local market conditions and investment sentiment; (iii) the financial conditions of tenants, buyers and sellers of properties; (iv) changes in availability of debt financing; (v) changes in interest rates and other operating expenses; (vi) changes in environmental laws and regulations, zoning laws, tax and fiscal laws, and other governmental rules and policies; (vii) environmental claims arising in respect of real estate acquired with undisclosed or unknown environmental problems, which are located on contaminated properties or as to which inadequate reserves had been established; (viii) changes in energy prices; (ix) changes in the relative popularity of property types and locations leading to an over-supply of space or a reduction in tenant demand for a particular type of property in a given market; (x) competition among property owners for tenants; (xi) insufficiency of insurance coverage; (xii) inability of the portfolio manager to provide or procure the provision of adequate maintenance and other services; (xiii) illiquidity of real estate investments; (xiv) considerable dependence on cash flow for the maintenance of, and improvements to, the portfolio properties; (xv) risks and operating problems arising out of the presence of certain construction materials; and (xvi) acts of God, uninsurable losses and other factors.

Many of these factors may cause fluctuations in occupancy rates, rent schedules or operating expenses, causing a negative effect on the value of real estate and income derived from real estate. The annual valuation of the Properties will reflect such factors and as a result may fluctuate upwards or downwards. The capital value of Link's Properties may be significantly diminished in the event of a sudden downturn in real estate market prices or the economy in Hong Kong (where, as at the date of this Offering Circular, most of the Properties are situated) or in the PRC.

Link's overseas investments will be subject to additional risk factors generally applicable to investing outside Hong Kong and specific to the relevant overseas jurisdiction. On 7 April 2020, Link completed the acquisition of an office property in Australia known as "100 Market Street" through the acquisition of all issued units in the leasehold trust. On 25 August 2020, Link completed the acquisition of an office property in the United Kingdom known as "The Cabot" through the acquisition of the entire issued share capital of the target companies which collectively hold the freehold and leasehold interests. For details of the acquisitions, please refer to the announcements published by the REIT Manager on the Hong Kong Stock Exchange on 19 December 2019, 8 April 2020, 26 July 2020, 5 August 2020, 25 August 2020 and 18 November 2020.

***There are general risks involved in expanding Link's investment strategy to Relevant Investments***

In 2018, Link obtained approval from Unitholders to expand its investment strategy to cover investments in financial instruments permissible from time to time under the REIT Code, including without limitation (i) securities listed on the Hong Kong Stock Exchange or other internationally recognised stock exchanges; (ii) unlisted debt securities; (iii) government and other public securities; and (iv) local or overseas property funds (collectively, the "**Relevant Investments**"). The Relevant Investments shall constitute no more than 10% of Link's gross asset value at any one time. For details of the expansion of the investment scope, please refer to the announcement by the REIT Manager published on the Hong Kong Stock Exchange on 21 June 2018 and the circular published on the same date (the "**Circular**").

As with any investment activities, investing in any Relevant Investments may involve certain financial risks, including without limitation (a) market risk whereby the value of the Relevant Investment fluctuates in response to general market and economic conditions, including changes in commodity prices, foreign exchange rates and interest rates; (b) default/credit risk whereby the Issuer or a counterparty to a Relevant Investment defaults in payment or experiences a decline in its payment capacity; (c) price volatility risk whereby substantial fluctuations in the price of a financial instrument will affect the investment negatively; (d) liquidity risk whereby Link may not sell a sufficient amount of the Relevant Investments at a desired time and at a satisfactory price because demand for the Relevant Investments may become low during certain periods of time, notwithstanding the Relevant Investments being generally liquid in normal market conditions and transparently priced as required by the REIT Code; (e) management and policy risk whereby Link may invest in companies that are improperly managed or make business decisions that are detrimental to Link's interests as an investor; and (f) risks in relation to property funds whereby investments in local or overseas property funds may involve other additional risks and there is no assurance that a property fund will achieve its investment objective and strategy. The aforementioned risks may adversely affect the value of the Relevant Investments and have an adverse impact on the level of distributions to Unitholders. Further details of the risks relating to Relevant Investments are set out in the Circular.

***Income from, and expenditure in relation to, the Properties may not be as expected, which may adversely affect the financial condition of Link***

Income from the Properties may be adversely affected by the general economic climate and local conditions such as over-supply of properties or reduction in demand for properties in the market in which Link operates, the attractiveness of Link's Properties to tenants, management style, competition from other mall/retail and/or car parking facilities nearby or from e-commerce/e-retail, untimely collection of rent, changes in laws and increased operating costs (including real estate taxes) and expenses. In addition, income from the Properties may be affected by such factors as the increase in cost of regulatory compliance, interest rate levels and the availability of financing. Link's income would be adversely affected if a significant number of tenants were unable to pay rent or the Properties could not be rented out on favourable terms.

If the Properties do not generate revenues sufficient to meet operating expenses, including debt service and capital expenditure, Link's ability to service its debt obligations and make distributions will be adversely affected. In terms of expenditure, any significant and unpredictable capital expenditure and other expenses for repairs and maintenance will, depending on the amount and timing, have an impact on the cash flow of Link and if such significant expenditure is not reduced even increases, it may then cause a reduction in income from the Properties and have an adverse effect on the financial condition and results of operations of Link.



***Link is dependent on the performance of its tenants, and its ability to service its debt may be adversely affected by the loss of its tenants or a downturn in the business of its tenants***

Link's financial condition and results of operations may be adversely affected by the insolvency or downturn in the business of its tenants, including the decision by tenants not to renew the Leases or to terminate the Leases before expiry (in cases where tenants have termination right exercisable by written notice). If the business of its tenants were to decline significantly, those tenants may be unable to pay their minimum rents or expense recovery charges. In addition, measures implemented by the Government to contain the spread of the ongoing coronavirus pandemic ("COVID-19") or any other diseases may have a significant adverse impact on Link's tenants.

The impact of COVID-19 on Link's tenants has been wide ranging. While some sectors such as supermarkets and fresh markets have experienced growth, others such as restaurants, fitness centres and entertainment venues have been adversely impacted by the ongoing social distancing measures implemented by the Government. Link has focused on monitoring and enabling the long-term viability of its tenants, announcing a HK\$300 million tenant support scheme in April 2020, which was subsequently increased to HK\$600 million in August 2020. The tenant support scheme offers a range of targeted relief measures, including reducing rents, granting rent-free periods, allowing rent payment by instalments, waiving the interest on late payments and service charges and introducing additional parking concessions. In addition to financial assistance, Link has also been discussing with tenants other measures to offer flexibility such as lease restructuring and assisting in the transition to online ordering for food and beverage tenants. While there has not been a significant change in rental receivable write-offs across Link's portfolio and Link had high rental collection rates across the regions in which it operates for the six months ended 30 September 2020, given the uncertainty of the COVID-19 pandemic, the spread of COVID-19 may be prolonged and worsened or there may be a resurgence of the pandemic, which may materially adversely affect the performance and business of Link's tenants and could in turn cause Link to lose its tenants.

In such circumstances, Link is likely to experience delays and incur costs in enforcing its right as lessor against those tenants concerned. Also, if Link's key tenants reduce their leased space, there could be a material adverse effect on the financial condition and results of operations of Link.

***There may be uninsured or under-insured losses***

Link has arranged insurance on its Properties in accordance with the REIT Code, including property damage insurance and public liability insurance, and has also put in place employee compensation and third-party motor vehicle liability insurance, which are statutory insurance requirements. These classes of insurance include protection for risks associated with fire and loss of rent. However, there is no assurance that insurance against some or all of these risks will in the future continue to be available, or be available in amounts that are equal to the full market value or replacement cost of the insured assets. In addition, there can be no assurance that the particular risks which are currently insured will continue to be insurable on an economically feasible basis or at all.

***The occurrence of a contagious disease or a pandemic, such as COVID-19, especially in Hong Kong, could affect Link's business, financial condition and results of operations***

The occurrence of a serious outbreak of a contagious disease or a pandemic, such as the ongoing COVID-19 pandemic, in Hong Kong (where, as at the date of this Offering Circular, most of the Properties are located) could affect Link's business, financial condition and results of operations.

In addition, measures implemented by local governments to contain the spread of COVID-19 or any other contagious diseases may have a significant adverse impact on Link's business, financial condition and results of operations. For the six months ended 30 September 2020, Link's revenue decreased by 1.9% to HK\$5,233 million from HK\$5,332 million for the six months ended 30 September 2019 and net property income decreased by 0.8% to HK\$4,037 million from HK\$4,071 million for the six months ended 30 September 2019. After adjustments and a discretionary distribution of HK\$144 million as compared to HK\$145 million for the six months ended 30 September 2019, total distributable amount amounted to HK\$2,921 million as compared to HK\$2,966 million for the six months ended 30 September 2019. As at 30 September 2020, Link's investment properties portfolio was valued at HK\$195,112 million as compared to HK\$193,224 million as at 31 March 2020 and net asset value per unit decreased by 3.9% to HK\$74.60 as compared to HK\$77.61 as at 31 March 2020.

Link's Hong Kong portfolio focuses primarily on the non-discretionary segment of Hong Kong's retail market, which remained relatively steady despite high market volatility and the COVID-19 pandemic, and the total revenue of Link's Hong Kong portfolio for the six months ended 30 September 2020 decreased by 3.2% as compared with the six months ended 30 September 2019. As at 30 September 2020, occupancy rate for Link's retail portfolio remained stable at 96.1% and the overall portfolio reversion rate was -2.6% for the six months ended 30 September 2020. With the financial impact from property management fee waivers and rental concessions, total retail revenue decreased by 5.5% as compared with the six months ended 30 September 2019. Due to stringent social distancing measures and weaker retail sentiment implemented by the Government in response to the COVID-19 pandemic, the gross sales per square foot for tenants engaged in food and beverage trade and general retail trade for the six months ended 30 September 2020 dropped by 24.5% and 20.7%, respectively, as compared to the six months ended 30 September 2019. However, for the six months ended 30 September 2020, the gross sales per square foot for tenants engaged in supermarket and foodstuff trade recorded a growth of 13.9% benefitting from an increase in home cooking practices. As a result, the rent-to-sales ratio of Link's Hong Kong portfolio increased from 14.7% for the year ended 31 March 2020 to 15.7% for the six months ended 30 September 2020 and for tenants engaged in food and beverage trade, supermarket and foodstuff trade and general retail trade were 19.3%, 10.9% and 19.1%, respectively.

Link owns a portfolio of approximately 57,000 car parking spaces in Hong Kong, which represented 15.7% of Link's total portfolio by value as at 30 September 2020. For the six months ended 30 September 2020, total car park revenue and car park income per space per month decreased by 5.7% and 6.3% to HK\$2,745, respectively, as compared to the six months ended 30 September 2019. This was partially due to discounts which Link offered to school bus patrons that had been severely affected by lockdowns and school closures due to the COVID-19 pandemic. As compared with 31 March 2020, both total car park valuation and average valuation per space declined by 3.6% to HK\$30,588 million and approximately HK\$541,000, respectively.

The operating environment in Hong Kong and Mainland China remain challenging and while a number of biopharmaceutical manufacturers have developed COVID-19 vaccines, there remains uncertainty regarding the efficacy, safety, and durability of such vaccines, as well as how quickly and widely the vaccines might be made available. The COVID-19 pandemic continues to affect many countries globally and there remains significant uncertainty as to when the pandemic will end and whether the Government will extend or implement further social distancing or other restrictive measures to contain the COVID-19 pandemic, which may further adversely affect Link's business, financial condition and results of operations. To maintain a healthy level of flexibility to support operating cash flow and to fund potential future acquisitions in a challenging business environment, Link has tightened its capital management. Link continues to closely monitor the operating environment and review the business strategy.

There can be no assurance that there will not in the future be a serious outbreak of a contagious disease or a pandemic in Hong Kong (where, as at the date of this Offering Circular, most of the Properties are located). If such an outbreak or pandemic were to occur, it may have a material adverse impact on the operations of the Properties which are located in Hong Kong. In such an event, tenants in those Properties may be adversely affected and consequently, Link's results of operations may suffer. In addition, the occurrence of an outbreak of a contagious disease or a pandemic may have an impact on the economy of Hong Kong (where, as at the date of this Offering Circular, most of the Properties are located) generally, hence, having an adverse effect on Link's financial condition and results of operations.

***Link may be adversely affected by the illiquidity of real estate investments***

Real estate investments are relatively illiquid. Furthermore, in accordance with the REIT Code, Link is prohibited from entering into a disposal of any property (other than a non-qualified minority-owned property) within a period of less than two years from the date of its acquisition or, in the case of property development and related activities, from the date that the property development and related activities in respect of such investment is completed, unless Unitholders have passed a special resolution consenting to the proposed disposal. Such illiquidity may affect Link's ability to vary its investment portfolio or liquidate part of its assets in response to changes in economic, financial, real estate market or other conditions. Also, the eventual liquidity of all investments of Link will be dependent upon the success of the realisation strategy proposed for each investment, which could be adversely affected by a variety

of risk factors. For instance, Link may be unable to liquidate its assets on short notice, or may be forced to give a substantial reduction in the price that may otherwise be sought for such assets to ensure a quick sale. These factors could have an adverse effect on Link's financial condition and results of operations.

***The Properties or part thereof may be acquired compulsorily***

The Government has the power to acquire compulsorily any land in Hong Kong pursuant to applicable legislation in Hong Kong (where, as at the date of this Offering Circular, most of the Properties are located).

In the event of any compulsory acquisition of any of those Properties in Hong Kong, the amount of compensation to be awarded is based on the market value of such Property and is assessed on the basis prescribed in the relevant ordinances. If any of those Properties in Hong Kong were acquired compulsorily by the Government, the level of compensation which may be paid to Link pursuant to this basis of calculation may be less than the price which Link paid for that particular Property. If a claim is disputed, there may be a delay in Link receiving the compensation, or Link may receive less compensation than expected.

**Risks Relating to Link's Property Portfolio**

***The Properties are subject to the risk of non-renewal of expiring Leases***

Most of the retail Leases for the Properties are for periods of three years or less and certain tenants may have a termination right under their Lease. The lease cycle and frequency of renewal make Link susceptible to rental market fluctuations which, in a declining market, may lead to higher vacancies and lower rents and will in turn reduce the overall rental income of Link. As at 30 September 2020, the retail lease expiry of Link's portfolio of Hong Kong properties as a percentage of total area was 13.0%, 30.6% and 56.4% for the financial years ending 31 March 2021, 2022 and 2023 and beyond, respectively. The corresponding figures of the lease expiry profile of Link's portfolio in the PRC as at 30 September 2020 were 9.8%, 16.1% and 74.1% for the financial years ending 31 March 2021, 2022, and 2023 and beyond, respectively. Depending on the prevailing market conditions, it may also take a longer period to negotiate the renewal of the expiring Leases.

***Link may be adversely affected as a result of having only minority rights under deeds of mutual covenant and minority strata title ownership interests in respect of the HA Properties***

Link's minority ownership interest in some of the Housing Estates within which the HA Properties are situated may adversely affect Link's rights under the respective deeds of mutual covenant for these Housing Estates. In these situations, Link will not have the ability to control certain major decisions relating to these Housing Estates. This could mean, for example, that the majority owner(s) could make decisions with respect to the Housing Estates that are not in the best interests of Link at such time, including matters relating to the management and maintenance of the Housing Estates. These decisions could result in an increase in the management charges payable by, and additional obligations being imposed on, Link in respect of the HA Properties.

***There is no assurance that the buildings neighbouring the HA Properties will not be closed down or redeveloped***

There can be no assurance that the buildings in the Housing Estates neighbouring the HA Properties will not be closed down or redeveloped for alternative uses or that HKHA will continue to provide public rental housing in all those Housing Estates where it currently does so and which adjoin such HA Properties. Any such closure or redevelopment could reduce the number of local occupiers that frequent these HA Properties or, alternatively, could add other properties that compete with these HA Properties, either of which could have a material adverse effect on Link's financial condition and results of operations.

***The sale price for a Property may be less than its current valuation or the purchase price paid by Link***

The valuation of the Properties is not an indication of, and does not guarantee, a sale price either at the present time or at any time in the future. See “— The valuation analysis may prove to be unrepresentative of an investment in Link” and “— Link may be adversely affected by the illiquidity of real estate investments”. Accordingly, there can be no assurance that Link would be able to sell a Property, either at the present time or at any time in the future, or

that the price realisable on such sale would not be lower than the present valuation of, or the price paid by Link to purchase, such Property.

***The valuation analysis may prove to be unrepresentative of an investment in Link***

The independent property valuer adopted the income capitalisation approach with reference to market comparables via the direct comparison approach in valuing the Properties as at 31 March 2020 and 30 September 2020. The income capitalisation approach assumes a stable or normalised level of net operating income from a particular property and capitalises the income at an expected rate of return, or capitalisation rate.

The valuation is also dependent on, among other things, capital expenditure forecasts produced by the REIT Manager.

Whilst such form of analysis allows investors to make an assessment of the long-term return that is likely to be derived from the Properties through a combination of both rental and capital growth, there can be no assurance that the projected cash flows, the hypothetical terminal value of the Properties or any of the other assumptions which have been used for the purposes of the valuation will prove to be accurate or reliable, or that the discount rates adopted by the independent property valuer will be representative of returns from comparable or alternative forms of investment over the period or periods concerned. Accordingly, the appraised value of any of the Properties is not an indication, and does not guarantee, that a Property could be sold by Link at that price currently or in the future.

***Losses or liabilities from latent building or equipment defects may adversely affect earnings and cash flow***

If the Properties have design, construction or other latent property or equipment defects, these may require additional capital expenditure, special repair or maintenance expenses or the payment of damages or other obligations to third parties. Costs or liabilities arising from such property or equipment defects may involve significant and potentially unpredictable patterns and levels of expenditure which may have a material adverse effect on Link's earnings and cash flows.

Statutory or contractual representations, warranties and indemnities given by any seller of real estate are unlikely to afford satisfactory protection from costs or liabilities arising from such property or equipment defects.

***Link is subject to certain legal and regulatory compliance obligations***

Link is subject to certain legal and regulatory compliance obligations in Hong Kong, the PRC, Australia and the United Kingdom where its Properties are situated. There can be no assurance that the REIT Manager will be able to comply with all applicable legal and regulatory requirements or that it will not be required to incur significant expenditure to ensure that the Properties will comply with such requirements or any additional requirements that may be imposed.

***Environmental contamination or compliance problems could require Link to incur material costs***

Although HKHA warranted under the share purchase agreement dated 6 September 2005 (as supplemented by the supplemental share purchase agreement dated 8 November 2015) in respect of the sale and purchase of the entire issued share capital of the REIT Manager and HoldCo that it had conducted its business (in so far as the HA Properties are concerned) in accordance with applicable environmental laws and regulations and there was no pollution or contamination emanating from any of the HA Properties transferred to Link, neither HKHA nor the REIT Manager has conducted detailed environmental surveys on any of such HA Properties.

Some of the HA Properties have previously contained ACBMs. Pursuant to HKHA's asbestos abatement programme, HKHA has stated that it believes that it has removed substantially all of the ACBMs from the relevant HA Properties. However, rectification or remedial action may need to be taken in relation to the remaining ACBMs and the costs incurred in respect of such rectification or removal action may be significant. Environmental laws require that ACBMs be properly managed and maintained, and may impose fines and penalties on building owners or operators for failure to comply with these requirements. Third parties may be permitted by law to seek recovery from owners or operators for personal injury associated with exposure to contaminants, including, but not limited to, asbestos fibres.

In addition, it is possible that there is undiscovered soil or groundwater contamination, or other environmental problems, at one or more of the HA Properties that could require investigation or remediation. For example, a small number of the HA Properties is located near former landfills. In some cases, such matters could result in private

personal injury or property damage claims. If environmental claims or violations do arise, Link could be required to conduct costly investigations or cleanups or, in severe cases, temporarily or permanently close off those affected HA Properties. Environmental concerns could also cause a reduction in rental income or resale prices, or otherwise limit Link's ability to lease or sell any of such HA Properties.

***Most of Link's Properties are located in Hong Kong, which exposes Link to geographic and market concentration risk***

Despite the expansion of the geographical scope of Link's investment strategy outside Hong Kong, most of the Properties as at the date of this Offering Circular are situated in Hong Kong. In terms of value, as at 30 September 2020, 83.0% of Link's Properties in the portfolio was in Hong Kong, 13.2% in the PRC, 1.9% in Australia and 1.9% in the United Kingdom. The political and socio-economic environment in Hong Kong or a general downturn in the Hong Kong economy would have a greater impact on Link than if the Properties were more geographically diversified. The ongoing COVID-19 pandemic has caused disruption to businesses in various sectors of Hong Kong, including the food and beverage sector, which has decreased consumer spending. Other COVID-19 measures, such as travel restrictions, have affected inbound tourism to Hong Kong, which in turn also has a negative impact on the Hong Kong economy. Although the extent of the impact that a downturn in the Hong Kong economy is likely to have on the Properties in Hong Kong has been lessened due to the fact that such Properties aim to serve the daily needs of the residents in the vicinity around them, this cannot fully insulate such Properties from the consequences of a downturn in the Hong Kong economy. See "Risk Factors — Link is dependent on the performance of its tenants, and its ability to service its debt may be adversely affected by the loss of its tenants or a downturn in the business of its tenants" and "Risk Factors — The occurrence of a contagious disease or a pandemic, such as COVID-19, in Hong Kong could affect Link's business, financial condition and results of operations" for further details.

***Retail properties and car park markets are highly competitive***

Competition from new facilities in the vicinity of the Properties in Hong Kong or in Shenzhen, Guangzhou, Shanghai and Beijing where Link's Properties in the PRC are situated may affect Link's ability to maintain existing occupancy and utilisation rates, rental rates and car park charges for such Properties. In order to avoid falling occupancy/utilisation level, rental rates and car park charges may need to be lowered, additional capital improvements may need to be made or additional tenant inducements may need to be offered, all of which may have a negative impact on Link's revenues. The competitive business environment among retailers in Hong Kong, Shenzhen, Guangzhou, Shanghai and Beijing may also have a detrimental effect on tenants' businesses and, consequently, their ability to pay rent.

***HA Properties are subject to restrictive covenants***

Restrictive covenants were imposed on those HA Properties owned by Link. These restrictive covenants mean that if PropCo (or any of its successors in title) wishes to assign, mortgage or charge any of the car park facilities within a Housing Estate at any of these HA Properties then, so long as HKHA remains as the owner of the remaining parts of the relevant Housing Estate within which they are situated and has not disposed of any residential units there, any such assignment, mortgage or charge by PropCo (or any of its successors in title) must be of such car park facilities within such Housing Estate as a whole and not in part. Similarly, if PropCo (or any of its successors in title) wishes to assign, mortgage or charge any of the retail facilities within a Housing Estate of any of these HA Properties, then any such assignment, mortgage or charge by PropCo (or its successors in title) must be of such retail facilities within such Housing Estate as a whole and not in part. The restriction in respect of such retail facilities, however, survives any subsequent disposal by HKHA of any residential units in the relevant Housing Estate within which such retail facilities are situated. Therefore, Link will not have complete flexibility to assign, mortgage or charge part of these HA Properties which may mean that Link in the future would not be able to achieve as high a price for some of these HA Properties as it would have been able to were it to have the flexibility to assign part of these HA Properties to a number of purchasers. Similarly, such inflexibility may also be reflected in any financing terms should Link wish to grant security over these HA Properties for the purpose of securing longer term debt financing.

## **Risks relating to the Notes issued under the Programme**

### ***Notes may not be a suitable investment for all investors***

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained or incorporated by reference of this Offering Circular or any applicable supplement;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes may be complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

### ***Modification and waivers***

The Conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Conditions of the Notes also provide that the Trustee may, without the consent of Noteholders (i) agree to any modification of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Notes or (ii) determine that any Event of Default or potential Event of Default shall not be treated as such or (iii) agree to the substitution of another company as principal debtor under any Notes in place of the Issuer, in circumstances described in Condition 11 of the Conditions.

### ***The Trustee may request that the Noteholders provide an indemnity and/or security and/or pre-funding to its satisfaction***

In certain circumstances, the Trustee may (at its sole discretion) request the Noteholders to provide an indemnity and/or security and/or pre-funding to its satisfaction before it takes any action on behalf of Noteholders. The Trustee shall not be obligated to take any such actions if not indemnified and/or secured and/or pre-funded to its satisfaction. Negotiating and agreeing to any indemnity and/or security and/or pre-funding can be a lengthy process and may impact on when such actions can be taken. The Trustee may not be able to take actions, notwithstanding the provision of an indemnity or security or pre-funding to it, in breach of the terms of the Trust Deed (as defined in the Terms and Conditions of the Notes) and in such circumstances, or where there is uncertainty or dispute as to the applicable laws or regulations, to the extent permitted by the agreements and the applicable law, it will be for the Noteholders to take such actions directly.

### ***Change of law***

The Conditions of the Notes are based on English law in effect as at the date of issue of the relevant Notes. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of issue of the relevant Notes.

### ***Risks related to the structure of a particular issue of Notes***

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

#### ***Notes subject to optional redemption by the Issuer***

An optional redemption feature is likely to limit the market value of Notes. During any period when the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

#### ***Dual Currency Notes***

The Issuer may issue Notes with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- (i) the market price of such Notes may be volatile;
- (ii) they may receive no interest;
- (iii) payment of principal or interest may occur at a different time or in a different currency than expected; and
- (iv) the amount of principal payable at redemption may be less than the nominal amount of such Notes or even zero.

#### ***Inverse Floating Rate Notes***

Inverse Floating Rate Notes have an interest rate equal to a fixed rate minus a rate based upon a reference rate such as the London interbank offered rate (“LIBOR”). The market values of such Notes typically are more volatile than market values of other conventional floating rate debt securities based on the same reference rate (and with otherwise comparable terms). Inverse Floating Rate Notes are more volatile because an increase in the reference rate not only decreases the interest rate of the Notes, but may also reflect an increase in prevailing interest rates, which further adversely affects the market value of these Notes.

#### ***Fixed/Floating Rate Notes***

Fixed/Floating Rate Notes may bear interest at a rate that the Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. The Issuer’s ability to convert the interest rate will affect the secondary market and the market value of such Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

#### ***Notes issued at a substantial discount or premium***

The market values of securities issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

***The regulation and reform of “benchmark” rates of interest and indices may adversely affect the value of Notes linked to or referencing such “benchmarks”***

Interest rates and indices which are deemed to be or used as “benchmarks”, are the subject of recent international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past or to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Note linked to or referencing such a benchmark.

More broadly, any of the international reforms or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. For example, the sustainability of the LIBOR has been questioned as a result of the absence of relevant active underlying markets and possible disincentives (including as a result of regulatory reforms) for market participants to continue contributing to such benchmarks. On 27 July 2017, the United Kingdom Financial Conduct Authority announced that it will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021 (the “**FCA Announcement**”). The FCA Announcement indicated that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. The potential elimination of the LIBOR benchmark or any other benchmark, or changes in the manner of administration of any benchmark, could require an adjustment to the terms and conditions, or result in other consequences, in respect of any Notes linked to such benchmark. Such factors may have the following effects on certain benchmarks: (i) discourage market participants from continuing to administer or contribute to the benchmark; (ii) trigger changes in the rules or methodologies used in the benchmark or (iii) lead to the disappearance of the “benchmark”. Any of the above changes or any other consequential changes as a result of international reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to or referencing a benchmark.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by any international reforms in making any investment decision with respect to any Notes linked to or referencing a benchmark.

***Future discontinuation of LIBOR may adversely affect the value of Floating Rate Notes which reference LIBOR***

Where Screen Rate Determination is specified as the manner in which the Rate of Interest in respect of Floating Rate Notes is to be determined, and LIBOR has been selected as the Reference Rate, the Conditions provide that the Rate of Interest shall be determined by reference to the Relevant Screen Page (or its successor or replacement). In circumstances where LIBOR is discontinued, neither the Relevant Screen Page, nor any successor or replacement may be available.

Where the Relevant Screen Page is not available, and no successor or replacement for the Relevant Screen Page is available, the Conditions provide for the Rate of Interest to be determined by the Calculation Agent by reference to quotations from banks communicated to the Calculation Agent.

Where such quotations are not available (as may be the case if the relevant banks are not submitting rates for the determination of LIBOR), the Rate of Interest may ultimately revert to the Rate of Interest applicable as at the last preceding Interest Determination Date before LIBOR was discontinued, and if LIBOR is discontinued permanently, the same Rate of Interest will continue to be the Rate of Interest for each successive Interest Period until the maturity of the Floating Rate Notes, so that the Floating Rate Notes will, in effect, become fixed rate notes utilising the last available LIBOR rate. Uncertainty as to the continuation of LIBOR, the availability of quotes from reference banks, and the rate that would be applicable if LIBOR is discontinued may adversely affect the value of, and return on, the Floating Rate Notes.

Where ISDA Determination is specified as the manner in which the Rate of Interest in respect of Floating Rate Notes is to be determined, the Conditions provide that the Rate of Interest in respect of the Notes shall be determined by reference to the relevant Floating Rate Option in the 2006 ISDA Definitions. Where the Floating Rate Option specified is a “LIBOR” Floating Rate Option, the Rate of Interest may be determined by reference to the relevant screen rate or the rate determined on the basis of quotations from certain banks.



If LIBOR is permanently discontinued and the relevant screen rate or quotations from banks (as applicable) are not available, the operation of these provisions may lead to uncertainty as to the Rate of Interest that would be applicable, and may, adversely affect the value of, and return on, the Floating Rate Notes.

***If the Issuer does not satisfy its obligations under the Notes, Noteholders' remedies will be limited***

Payment of principal of the Notes may be accelerated only in the event of certain events involving the Issuer's bankruptcy, winding-up or dissolution or similar events or otherwise if certain conditions have been satisfied. See "*Terms and Conditions of the Notes — Events of Default*".

***Risks relating to Renminbi-denominated Notes***

Notes denominated in RMB (the "**RMB Notes**") may be issued under the Programme. RMB Notes contain particular risks for potential investors.

***Renminbi is not freely convertible; there are significant restrictions on remittance of Renminbi into and outside the PRC***

Renminbi is not a freely convertible currency. The PRC government continues to regulate conversion between Renminbi and foreign currencies, including the U.S. dollar, despite the significant reduction over the years by the PRC government of control over routine foreign exchange transactions under current accounts. However, remittance of Renminbi into and out of Mainland China for the purposes of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities and is subject to a strict monitoring system. Regulations in Mainland China on the remittance of Renminbi into the PRC for settlement of capital account items are developing gradually.

Although Renminbi was added to the Special Drawing Rights basket created by the International Monetary Fund in 2016 and policies further improving accessibility to Renminbi to settle cross-border transactions in foreign currencies were implemented by the People's Bank of China ("**PBOC**") in 2018 and despite a movement towards liberalisation of cross-border RMB remittances, notably in the current account activity, and the permission for certain participating banks in Hong Kong to engage in the settlement of current account trade transactions in Renminbi under certain pilot schemes, there is no assurance that the PRC government will continue to gradually liberalise control over cross-border remittance of Renminbi in the future, that any pilot schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or outside the PRC. In the event that Renminbi funds cannot be repatriated out of Mainland China, this may affect the overall availability of Renminbi outside Mainland China and the Issuer's ability to source Renminbi to finance its obligations under the RMB Notes.

Holders of beneficial interests in the Notes denominated in Renminbi may be required to provide certifications and other information (including Renminbi account information) in order to allow such holder to receive payments in Renminbi in accordance with the Renminbi clearing and settlement system for participating banks in Hong Kong.

***There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of RMB Notes and the Issuer's ability to source Renminbi outside the PRC to service such RMB Notes***

As a result of the restrictions by the PRC government on cross-border Renminbi fund flows, the availability of Renminbi outside of the PRC is limited. While PBOC has entered into agreements on the clearing of Renminbi business with financial institutions in a number of financial centers and cities (the "**Renminbi Clearing Banks**"), including but not limited to Hong Kong, London, Frankfurt and Singapore, and are in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions ("**Settlement Arrangements**") in various other markets, the current size of Renminbi-denominated financial assets outside the PRC is limited.

There are restrictions imposed by PBOC on Renminbi business participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from PBOC. The Renminbi Clearing Banks only have access to onshore liquidity support from PBOC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open

positions resulting from other foreign exchange transactions or conversion services. In such cases, the participating banks will need to source Renminbi from outside the PRC to square such open positions.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. See “PRC Currency Controls”. There is no assurance that new PRC regulations will not be promulgated or the Settlement Agreement will not be terminated or amended in the future which will have the effect of restricting availability of Renminbi offshore. The limited availability of Renminbi outside the PRC may affect the liquidity of its RMB Notes. To the extent the Issuer is required to source Renminbi in the offshore market to service its RMB Notes, there is no assurance that the Issuer will be able to source such Renminbi on satisfactory terms, if at all.

#### *Investment in RMB Notes is subject to exchange rate risks*

The value of Renminbi against the U.S. dollar and other foreign currencies fluctuates and is affected by changes in the PRC and international political and economic conditions and by many other factors. All payments of interest and principal will be made with respect to RMB Notes in Renminbi. As a result, the value of these Renminbi payments in U.S. dollar terms may vary with the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against the U.S. dollar or other foreign currencies, the value of investment in U.S. dollar or other applicable foreign currency terms will decline. In August 2015, PBOC changed the way it calculates the mid-point price of Renminbi against the U.S. dollar, requiring the market-makers who submit rates for PBOC’s reference to consider the previous day’s closing spot rate, foreign-exchange demand and supply as well as changes in major currency rates. This change, and other changes such as widening the trading band that may be implemented, may increase volatility in the value of the Renminbi against foreign currencies. In addition, there may be tax consequences for investors as a result of any foreign currency gains resulting from any investment in RMB Notes.

#### *Payments in respect of RMB Notes will only be made to investors in the manner specified in such RMB Notes*

All payments to investors in respect of RMB Notes will be made solely by (i) when RMB Notes are represented by global certificates, transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing CMU rules and procedures, or (ii) when RMB Notes are in definitive form, transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and regulations. None of the Issuer or the Guarantors can be required to make payment by any other means (including in any other currency or in bank notes, by cheque or draft or by transfer to a bank account in the PRC).

#### ***Risks related to the market generally***

Set out below is a brief description of certain market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

##### *The secondary market generally*

The Issuer may or may not list the Notes on any exchange or arrange any over-the-counter facilities to facilitate trading of the Notes. Notes may have no established trading market when issued or listed, and one may never develop. If a market does not develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have a severely adverse effect on the market value of Notes.

##### *Exchange rate risks and exchange controls*

The Issuer will pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an investor’s financial activities are denominated principally in a currency or currency unit (the “**Investor’s Currency**”) other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor’s Currency) and the risk that authorities with jurisdiction over the Investor’s Currency may impose or modify exchange controls. An appreciation in the value of the Investor’s Currency relative to the Specified Currency would decrease

(1) the investor's equivalent yield on the Notes, (2) the investor's equivalent value of the principal payable on the Notes and (3) the investor's equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

#### *Interest rate risks*

Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of Fixed Rate Notes.

#### *Credit ratings may not reflect all risks*

One or more independent credit rating agencies may assign credit ratings to an issue of Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

#### *Legal investment considerations may restrict certain investments*

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

#### ***There may be uncertainty in relation to marketing under the AIFMD in the EU and UK AIFMD Regulations in the UK and Gibraltar***

Under the AIFMD and the Commission Delegated Regulation (EU) 231/2013 of 19 December 2012 (the "AIFMD DR") and relevant guidance issued by the European Securities and Markets Authority, the marketing of an alternative investment fund (an "AIF") in an EU jurisdiction, and under UK AIFMD Regulations, the AIFMD DR as it forms part of UK law by virtue of the EUWA and relevant guidance issued by the FCA, the marketing of an AIF in the UK or Gibraltar, is prohibited unless certain criteria are met. It is intended that the Notes will only be marketed in the Approved Jurisdiction(s) (as specified in each Pricing Supplement) where there is no requirement to comply with the AIFMD or the UK AIFMD Regulations. There is, however, a risk in some jurisdictions that a bond issuance by an AIF could be characterised as marketing of shares or units for the purposes of the AIFMD or UK AIFMD Regulations. In this case, any bond issuances could only be marketed in such jurisdictions in accordance with the marketing restrictions applicable to AIFs and any marketing not in accordance with those rules would be a breach of regulatory requirements. Moreover, there can be no guarantee that the laws and regulations of a jurisdiction will not be changed which may result in the Notes being so characterised or re-characterised after initial marketing and issuance. Such characterisation may therefore affect the liquidity of the Notes. It may also affect the regulatory treatment of the Notes for certain types of investors.

## **USE OF PROCEEDS**

The net proceeds of any Notes issued under the Programme shall be used for the general corporate purposes of Link including, without limitation, refinancing of indebtedness of Link. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Pricing Supplement.

## SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary consolidated financial information as at and for the years ended 31 March 2019 and 31 March 2020 and the summary unaudited condensed consolidated interim financial information as at and for the respective six months ended 30 September 2019 and 30 September 2020 of Link. The summary consolidated financial information as at and for the years ended 31 March 2019 and 31 March 2020 has been derived from Link's published audited consolidated financial statements for the year ended 31 March 2020 while the summary unaudited condensed consolidated interim financial information as at and for the six months ended 30 September 2019 and 30 September 2020 has been derived from Link's published unaudited condensed consolidated interim financial information for the six months ended 30 September 2020, including the notes thereto, which are included elsewhere in this Offering Circular.

Link's consolidated financial statements have been prepared in accordance with the relevant provisions of the REIT Trust Deed, the relevant disclosure requirements set out in Appendix C of the REIT Code and Hong Kong Financial Reporting Standards ("HKFRS").

### Consolidated Income Statement

	For the year ended 31 March		For the six months ended 30 September	
	2019	2020	2019	2020
	(Audited)	(Audited)	(Unaudited)	(Unaudited)
	(HK\$'M)	(HK\$'M)	(HK\$'M)	(HK\$'M)
Revenue .....	10,037	10,718	5,332	5,233
Property operating expenses .....	(2,348)	(2,498)	(1,261)	(1,196)
Net property income .....	7,689	8,220	4,071	4,037
General and administrative expenses .....	(405)	(416)	(201)	(220)
Change in fair values of investment properties .....	12,269	(23,948)	3,662	(7,275)
Interest income.....	85	183	95	71
Finance costs.....	(598)	(630)	(233)	(405)
Gain on disposals of investment properties .....	2,761	—	—	—
Profit before taxation and transactions with Unitholders.....	21,801	(16,591)	7,394	(3,792)
Taxation .....	(1,359)	(712)	(677)	(533)
Profit for the period, before transactions with Unitholders.....	20,442	(17,303)	6,717	(4,325)
Distributions paid to Unitholders .....	(5,517)	(5,930)	(2,964)	(2,999)
	<u>14,925</u>	<u>(23,233)</u>	<u>3,753</u>	<u>(7,324)</u>
Represented by:				
Change in net assets attributable to Unitholders, excluding issues of new units and units bought back .....	13,260	(24,835)	2,278	(6,139)
Amount arising from cash flow hedging reserve and exchange reserve movements...	1,552	1,783	1,500	(953)
Non-controlling interest .....	113	(181)	(25)	(232)
	<u>14,925</u>	<u>(23,233)</u>	<u>3,753</u>	<u>(7,324)</u>

## Consolidated Statement of Financial Position

	As at 31 March		As at 30 September	
	2019	2020	2019	2020
	(Audited)	(Audited)	(Unaudited)	(Unaudited)
	(HK\$'M)	(HK\$'M)	(HK\$'M)	(HK\$'M)
<b>Assets</b>				
Goodwill .....	433	424	426	386
Investment properties .....	218,496	193,224	220,434	195,112
Property, plant and equipment .....	138	1,389	1,412	1,357
Financial assets at amortised cost .....	-	2,746	2,009	2,739
Deposits and prepayments .....	106	497	114	145
Derivative financial instruments .....	42	231	141	305
Trade and other receivables .....	933	1,231	1,113	1,328
Bank deposits .....	4,095	—	3,700	—
Cash and cash equivalents .....	2,694	7,877	2,553	1,814
<b>Total assets</b>	<b>226,937</b>	<b>207,619</b>	<b>231,902</b>	<b>203,186</b>
<b>Liabilities excluding net assets attributable to Unitholders</b>				
Deferred tax liabilities .....	3,191	2,871	3,322	2,937
Long-term incentive scheme provision .....	200	136	181	45
Other liabilities .....	5,100	5,017	5,048	4,911
Interest bearing liabilities .....	24,217	30,688	23,769	32,121
Convertible bonds .....	-	3,910	3,979	3,908
Security deposits .....	1,751	1,782	1,796	1,789
Derivative financial instruments .....	246	88	50	168
Provision for taxation .....	321	370	529	584
Trade payables, receipts in advance and accruals .....	2,585	2,640	2,740	2,696
<b>Total liabilities, excluding net assets attributable to Unitholders</b>	<b>37,611</b>	<b>47,502</b>	<b>41,414</b>	<b>49,159</b>
Non-controlling interest .....	587	406	562	174
Net assets attributable to Unitholders .....	<b>188,739</b>	<b>159,711</b>	<b>189,926</b>	<b>153,853</b>
Units in issue .....	<b>2,109,321,254</b>	<b>2,057,898,386</b>	<b>2,096,767,886</b>	<b>2,062,427,353</b>
Net assets per Unit attributable to Unitholders .....	<b>HK\$89.48</b>	<b>HK\$77.61</b>	<b>HK\$90.58</b>	<b>HK\$74.60</b>

## CAPITALISATION

The following table sets out the unaudited consolidated capitalisation of Link as at 30 September 2020:

	<b>As at</b> <b>30 September</b> <b>2020</b> <hr/> <b>(Unaudited)</b> <hr/> <b>(HK\$'M)</b>
Short-term borrowings	
Interest bearing liabilities .....	1,517
Long-term borrowings	
Interest bearing liabilities .....	30,604
Total interest bearing liabilities .....	32,121
Convertible bonds .....	3,908
Net assets attributable to Unitholders .....	153,853
Total capitalisation <sup>(1)</sup> .....	<hr/> 189,882

*Note:*

- (1) Total capitalisation represents the sum of total interest bearing liabilities, convertible bonds and net assets attributable to Unitholders. The total capitalisation of Link is subject to, among others, subsequent distributions to Unitholders, (where applicable) distribution reinvestment arrangement, valuations and operating results.

There has been no material change in the capitalisation of Link since 30 September 2020.

## **STRUCTURE OF LINK**

### **Introduction**

Link is a collective investment scheme authorised by the SFC under section 104 of the Securities and Futures Ordinance whose Units are listed on the Main Board of the Hong Kong Stock Exchange. As at the Latest Practicable Date, 2,081,862,866 Units were in issue. Link is internally managed in that the REIT Manager is a wholly-owned subsidiary of the REIT Trustee.

### **The REIT Trustee**

The REIT Trustee is HSBC Institutional Trust Services (Asia) Limited, a wholly-owned subsidiary of The Hongkong and Shanghai Banking Corporation Limited. The REIT Trustee is a company incorporated in Hong Kong and registered as a trust company under section 77 of the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong). The REIT Trustee is qualified to act as a trustee for collective investment schemes authorised under the SFO pursuant to the REIT Code. As at the Latest Practicable Date, the REIT Trustee had a paid-up capital of HK\$50,000,000.

The REIT Trustee is entitled to apply, and to be reimbursed from, the Deposited Property in respect of all costs and expenses and other liabilities incurred on behalf of Link.

### **The REIT Manager**

The REIT Manager is a wholly-owned subsidiary of the REIT Trustee, but is functionally independent of the REIT Trustee. The REIT Manager has the responsibility for managing the assets of Link for the sole benefit of the Unitholders and sets the strategic direction and risk management policies of Link. The REIT Manager is licensed by the SFC to conduct the regulated activity of asset management in Hong Kong under the Securities and Futures Ordinance. Link is regulated by the REIT Code and the REIT Trust Deed. The REIT Manager is entitled to receive out of the Deposited Property the reimbursement of its costs and expenses reasonably incurred in managing Link, subject to a minimum of HK\$15 million per calendar month (or such other amount as may be agreed between the REIT Trustee and the REIT Manager).

### **The Issuer**

The Issuer, a wholly-owned subsidiary of HoldCo, was incorporated with limited liability under the laws of the Cayman Islands on 5 June 2008.

The Issuer, whose primary purpose is to act as a financing subsidiary of HoldCo, will remain a wholly-owned subsidiary of HoldCo and has not engaged, since its incorporation, in any material activities other than those regarding or incidental to its registration, the establishment of the Programme and the authorisation of documents and agreements referred to herein to which it is or will be a party and the issuing and dealing in Notes under the Programme. The Issuer will not engage in any business activity other than those in connection with the Programme or the on-lending of proceeds from the issue of Notes to Link and its other subsidiaries. The Issuer has no material assets.

The authorised share capital of the Issuer is U.S.\$50,000 comprising 50,000 shares of U.S.\$1.00 par value each. As at the Latest Practicable Date, the Issuer had an issued share capital of U.S.\$1.00, comprising one share of U.S.\$1.00 par value. No part of the equity securities of the Issuer is listed or dealt in on any stock exchange and no listing or permission to deal in such securities is being or is proposed to be sought. As at the Latest Practicable Date, the Issuer has issued unlisted and listed Notes under the Programme in an aggregate principal amount of HK\$8,918 million and U.S.\$1,000 million, respectively. The Issuer has no subsidiaries.



## **Directors and Officers of the Issuer, PropCo and HoldCo**

As at the date of this Offering Circular, the directors of each of the Issuer and PropCo are Mr George Kwok Lung HONGCHOY, Mr NG Kok Siong and Mr WONG Tai Lun Kenneth and the directors of HoldCo are Mr George Kwok Lung HONGCHOY and Mr WONG Tai Lun Kenneth.

The Issuer and PropCo are direct wholly-owned subsidiaries of HoldCo. HoldCo is in turn a direct wholly-owned subsidiary of the REIT Trustee. The directors of the Issuer, PropCo or HoldCo do not have any interest or short position in the shares of the Issuer, PropCo and HoldCo (except any indirect interests through their interests in the Units). Mr George Kwok Lung HONGCHOY and Mr NG Kok Siong are also directors of the REIT Manager. The interests and short positions of the directors of the REIT Manager in Link as at the Latest Practicable Date are disclosed in “Substantial Unitholders’ and Directors’ Interests — Directors’ Interests in Link”.

## **Financial Statements**

The Issuer, PropCo and HoldCo have not published, and do not propose to publish, any financial statements and only the consolidated financial statements of Link are published. The Issuer, PropCo and HoldCo are, however, required to keep proper books of accounts as are necessary to give a true and fair view of the state of the Issuer’s, PropCo’s and HoldCo’s affairs and to explain their transactions.

## **Legal Title to the Properties**

Link holds full legal title to the Properties.

## **Distribution Policy**

Paragraph 7.12 of the REIT Code requires a REIT to distribute to unitholders as dividends each year an amount not less than 90% of its audited annual net income after tax.

Pursuant to the REIT Trust Deed, Link is in any event required to ensure the distribution to Unitholders for each financial year of no less than 90% of its Total Distributable Income (as described in detail in the paragraph below) plus, in its discretion, any additional amount (including capital, in accordance with the accounting policies of Link) that the REIT Manager determines is distributable. It is possible that Total Distributable Income accruing to Unitholders may exceed total cash available to Link because of items such as capital expenditure. Accordingly, distributions may need to be funded by cash generated from the sale of assets and/or borrowings made in accordance with the REIT Code. In the event that the total borrowings of Link reach the borrowing limit prescribed by the REIT Code and Link does not have sufficient cash to fund distributions, distributions will be accrued until sufficient cash flow is generated to fund those distributions. The REIT Trust Deed requires the REIT Manager and the REIT Trustee to ensure that each company used to hold real estate and other assets for Link for the time being shall, insofar as permitted by the relevant constitutive documents governing such company, distribute to Link all of such company’s income for each financial year as permitted by the laws and regulations of its relevant jurisdiction of incorporation.

For these purposes, and under the terms of the REIT Trust Deed, “**Total Distributable Income**” is the consolidated audited profit after tax attributable to the Unitholders of Link and its subsidiaries for the relevant financial year, as adjusted for accounting purposes to eliminate the effects of Adjustments (as defined below) which have been recorded in the consolidated income statement for the relevant financial year.

“**Adjustments**” means the effects of: (i) unrealised property revaluation gains and losses, including impairment provisions and reversals of impairment provisions; (ii) goodwill impairment (charged) and/or negative goodwill (credited); (iii) realised gains on the disposal of Relevant Investments (as defined in the section “Risk Factors — Risks Relating to Investments in Real Estate and Relevant Investments — There are general risks involved in expanding Link’s investment strategy to Relevant Investments”), properties and/or disposal of the Special Purpose Vehicle which holds such properties; (iv) fair value gains and losses on financial instruments; (v) deferred tax charges/credits in respect of property revaluation movements; (vi) other material non-cash gains, in each case as recorded in the income statement for the relevant financial year; and (vii) adding back depreciation and/or

amortisation charges in respect of real estate and/or real estate related assets directly or indirectly owned by Link and used by Link (and/or any of its subsidiaries), and the leasehold improvements thereof and ancillary machinery, equipment, and other assets thereat, on which the cash available for distribution is based.

Link's current distribution practice is that two distributions will be made in respect of each financial year. Interim cash distributions of HK\$1.4147 per Unit and HK\$1.4165 per Unit were paid for the six months ended 30 September 2019 and 30 September 2020, respectively, and final cash distributions of HK\$1.4055 per Unit and HK\$1.4572 per Unit were paid for the financial years ended 31 March 2019 and 31 March 2020, respectively.

## LINK

### Overview

Link is the first REIT listed on the Hong Kong Stock Exchange and a constituent of the Hang Seng Index. It is currently Asia's largest REIT and one of the world's largest retail-focused REITs in terms of market capitalisation.

Link has a diversified portfolio of retail and office properties and car parking spaces in Hong Kong, Mainland China, Australia and the United Kingdom. The portfolio's retail facilities primarily serve the daily needs of its shoppers, while office properties support corporate tenants to develop their business. The car parks mainly serve tenants and customers of the retail facilities and residents of the surrounding neighbourhoods.

For the years ended 31 March 2019 and 31 March 2020 and for the six months ended 30 September 2019 and 30 September 2020, revenue from the Properties in the portfolio amounted to HK\$10,037 million, HK\$10,718 million, HK\$5,332 million and HK\$5,233 million, respectively and total distributable amount to Unitholders amounted to HK\$5,723 million, HK\$5,965 million, HK\$2,966 million and HK\$2,921 million, respectively. As at 30 September 2020, the total market value of the Properties in the portfolio amounted to HK\$195,112 million.

As at 31 March 2019, 31 March 2020, 30 September 2019 and 30 September 2020, the borrowing to total assets ratio for Link was 10.7%, 16.7%, 11.9% and 17.7%, respectively, based on the total borrowings of HK\$24,217 million, HK\$34,598 million, HK\$27,649 million and HK\$36,029 million (excluding the fair value of the derivative component of convertible bonds), respectively, and total gross asset value of HK\$226,937 million, HK\$207,619 million, HK\$231,902 million and HK\$203,186 million, respectively, all as at those dates.

As at 31 March 2019, 31 March 2020, 30 September 2019 and 30 September 2020, gross liabilities (excluding net assets attributable to Unitholders) accounted for HK\$37,611 million, HK\$47,502 million, HK\$41,414 million and HK\$49,159 million, respectively, or 16.6%, 22.9%, 17.9% and 24.2%, respectively of total gross asset value. As at 31 March 2019, 31 March 2020, 30 September 2019 and 30 September 2020, net assets attributable to Unitholders amounted to HK\$188,739 million, HK\$159,711 million, HK\$189,926 million and HK\$153,853 million, respectively.

As at the date of this Offering Circular, most of the Properties in Link's Hong Kong portfolio are retail facilities which primarily serve the daily needs of Hong Kong residents of the surrounding neighbourhoods and car park facilities which mainly serve the tenants and customers of such retail facilities. For the Properties in Mainland China, they comprise premium grade A office, retail and car park facilities, supporting the demand of corporate tenants for premium offices and serving the needs of the local residents with respect to retail and car park facilities. For the Properties in Australia, it comprises a 10-storey substantial A grade office building which is situated within a mixed-use development in the central business district of Sydney, a premium location with superior amenities and transport links relative to other central business district precincts in Sydney. For the Properties in the United Kingdom, it comprises office, retail and ancillary accommodation of over 17 storeys. The property is strategically located in Canary Wharf, one of Central London's primary business destinations, which offers amenities such as restaurants and retail stores.

The REIT Manager continues to review and monitor the portfolio performance of Link's Properties with a view to enhancing operating efficiency. Link's portfolio comprised 134 Properties (which, for the avoidance of doubt, includes the Grade-A office known as The Quayside) in Hong Kong, the PRC, Australia and the United Kingdom as at the Latest Practicable Date. On 19 December 2019, Link agreed to acquire an office property known as "100 Market Street" in the central business district of Sydney, Australia and this acquisition completed on 7 April 2020 (details of the acquisition were disclosed in the announcements published by the REIT Manager on the Hong Kong Stock Exchange on 19 December 2019 and 8 April 2020). On 26 July 2020, Link agreed to acquire an office property known as "The Cabot" in London, the United Kingdom and this acquisition completed on 25 August 2020 (details

of the acquisition were disclosed in the announcements published by the REIT Manager on the Hong Kong Stock Exchange on 26 July 2020 and 25 August 2020).

### **Objective**

Link's key objective is to provide Unitholders with stable distributions with the potential for sustainable long-term growth of such distributions. The REIT Manager accomplishes this objective by improving the performance and enhancing the overall quality of a large and geographically diversified portfolio of assets in Hong Kong, the PRC, Australia, the United Kingdom and other gateway cities through implementing various investment and business strategies.

### **Investment Strategy**

As at the date of this Offering Circular, Link's investment strategy is to invest in real estate of a stand-alone nature and/or forming part of a comprehensive mixed-use development, in Hong Kong and/or other overseas jurisdictions, properties which may be used for any type of lodging or accommodation purpose and Relevant Investments, and to undertake property development and related activities in respect of all types of developments that contain retail, commercial portions and/or properties which may be used for any type of lodging or accommodation purpose subject to compliance with the REIT Code and the REIT Trust Deed. Property development and related activities may include acquisition of uncompleted units in a building by Link and property developments (including both new development projects and, where appropriate, re-development of existing real estate held by Link) but do not include refurbishments, retrofittings and renovations.

In pursuing this investment strategy, the REIT Manager will adhere to:

- (a) investing in properties for long-term holding;
- (b) focusing on properties with sustainable income growth and long-term capital appreciation potential;
- (c) maintaining a large and diversified portfolio of retail and/or commercial portions of a comprehensive mixed-use development that also comprise areas that are neither retail nor commercial in nature;
- (d) monitoring the investments in the Relevant Investments in such manner that the overall risk profile of Link is not materially changed; and
- (e) managing the Relevant Investments on an ongoing basis to ensure that the maximum cap is observed, the investment criteria are strictly followed and the relevant requirements of the REIT Code are strictly observed.

### **Business Strategy**

The REIT Manager's business strategy for Link comprises the following growth drivers.

#### ***Asset Management Initiatives for Operational Enhancements***

The REIT Manager has put in these measures under a disciplined and dedicated asset management team to drive net rental income and operational efficiency for higher profitability which include:

- disciplined and efficient portfolio management and cost control with the leasing, marketing, project and planning, and asset development functions of the REIT Manager working closely to drive the development and execution of asset enhancement plans across a variety of Link's Properties;
- pro-active retail leasing, managing renewals, increasing the proportion of turnover rents and sourcing new tenants in order to improve the average occupancy rate and minimise the vacancy rate of the Properties and enhance reversion rate;
- continual improvement in tenant mix, by active monitoring and market research and improving the layout of facilities through the review of and reconfiguration of selected Properties in order to enhance rental potential and improve the shopping environment;
- improvement in operational efficiency and control in operating costs through a more active management of costs, taking advantage of economies of scale, reviewing the property management arrangements of the

Properties, consolidating the number of Car Park Operators, reviewing energy consumption and efficiency of equipment and enhancing the use of information technology in the Properties;

- enhancement of profitability of the car park facilities by bringing pricing policies in line with market conditions and demand, reviewing the remuneration structure of the Car Park Operators and increasing the use of new technology;
- delivery of improved quality services responsive to the needs of tenants and shoppers, including efficient and effective maintenance services;
- active marketing and promotion by organising events, promotional initiatives and advertising campaigns in order to increase shopper traffic; and
- pursuing additional and new revenue opportunities, including the temporary leasing of atrium space or other common areas for promotional events by tenants, the erection of advertising billboards, and rental of space for public amenities, such as automated teller machines and vending machines.

### ***Business Growth Drivers***

Link's business model provides a full range of growth drivers encompassing:

- (a) asset enhancement to properties with further income growth potential;
- (b) asset management of the entire portfolio;
- (c) acquisition of quality assets with both income and capital growth potential;
- (d) capital recycling through disposal of properties;
- (e) property development to design, build and hold; and
- (f) (where appropriate) re-development of existing properties for long-term sustainable growth.

The ability to develop retail and commercial assets, together with asset acquisition and disposal, enables Link to accelerate the optimisation of its asset portfolio in Hong Kong, the PRC, Australia and the United Kingdom. These drivers complement each other by adding different capabilities at different points in time, and together they drive the growth at various stages of Link's development.

### **Competitive Strengths of the Portfolio**

The REIT Manager believes that the portfolio comprising the Properties in Hong Kong, the PRC, Australia and the United Kingdom has the following strengths:

- *Scale and diversity.* Link has a diversified portfolio of retail and office properties and car parking spaces in Hong Kong and Mainland China. The six flagship Properties contributed only 20.3% of total retail revenues of Link's Hong Kong portfolio for the year ended 31 March 2020.
- *Focus on essential goods and services.* Most of the Properties are located in Hong Kong and the tenants of these Properties generally focus on providing essential consumer goods and services to surrounding households.
- *Extensive reach.* The portfolio's assets in Hong Kong are spread throughout Hong Kong Island, Kowloon and the New Territories, mainly serving the daily needs of residents of the surrounding neighbourhood. In the PRC, Australia and the United Kingdom, Link's Properties are located at prime locations in Shenzhen, Guangzhou, Shanghai, Beijing, Sydney and London.
- *Convenient and strategic locations.* The Properties in Hong Kong are located adjacent to Housing Estates and private sector housing and therefore benefit from a large neighbourhood shopper base and many of them are served by public transportation systems. Link's five Properties in the PRC are in prime locations in Shenzhen, Guangzhou, Shanghai and Beijing, all of which are Tier-1 cities in the PRC with strong GDP growth and good retail prospects. Link's overseas Properties are also in locations with excellent accessibility and connectivity.

- *Stable and high occupancy level.* The occupancy rates of Link’s retail facilities in Hong Kong reflect sustainable and consistent levels of demand for Link’s retail space which were approximately 97.1%, 96.5%, 96.9% and 96.1% as at 31 March 2019, 31 March 2020, 30 September 2019 and 30 September 2020, respectively. For Link’s five existing Properties in Mainland China, the overall retail and office occupancy rates were 94.7% and 94.8%, respectively, as at 30 September 2020. For Link’s overseas Properties in Australia and the United Kingdom, the office occupancies of both Properties were 100%, as at 30 September 2020.
- *Diverse tenant base.* Retail facilities in Hong Kong benefit from a large and diverse tenant base comprising over 9,000 individual Leases as at 30 September 2020. The major tenants include some of Hong Kong’s well-known brand-name stores.

## Valuation

Colliers International (Hong Kong) Limited was appointed as the principal valuer of Link in accordance with the REIT Code effective from 17 November 2019.

Total value of the Properties was HK\$195,112 million as at 30 September 2020, as compared to HK\$193,224 million as at 31 March 2020. The aggregate value of the retail facilities, car park facilities and office facilities within the portfolio in Hong Kong was HK\$123,012 million, HK\$30,588 million and HK\$9,360 million, respectively, as at 30 September 2020, as compared to HK\$127,515 million, HK\$31,732 million and HK\$9,914 million of the retail facilities, car park facilities and office facilities within the portfolio in Hong Kong, respectively, as at 31 March 2020. Movements in fair values of the Properties for the six months ended 30 September 2020 are tabulated below.

	<b>Fair Value</b>
	<b>(HK\$’M)</b>
At 1 April 2020 <sup>(1)</sup> .....	193,224
Additions .....	380
Acquisitions of assets .....	7,253
Transfer to completed properties .....	—
Exchange adjustments .....	1,484
Change in fair values .....	(7,229)
At 30 September 2020 <sup>(2)</sup> .....	<u>195,112</u>

*Notes:*

- (1) Blended capitalisation rate for Hong Kong properties: 3.01%-5.10%; PRC properties: 4.25%-4.75%.
- (2) Capitalisation rate for Hong Kong retail properties, car parks and office property: 3.10%-4.50%, 3.10%-5.30% and 3.00%, respectively. Capitalisation rate for Mainland China retail properties and office properties: 4.25%-4.75% and 4.25%, respectively.

Colliers International (Hong Kong) Limited prepared the valuations in accordance with the prevailing valuation standards, namely, the Royal Institution of Chartered Surveyors’ RICS Valuation – Global Standards, incorporating the International Valuation Standards Council’s (IVSC) International Valuation Standards, the Hong Kong Institute of Surveyors’ HKIS Valuation Standards 2017 and Chapter 6 of the REIT Code issued by the SFC in August 2014. The Properties were appraised by Colliers International (Hong Kong) Limited, using the income capitalisation approach as the primary approach with cross-referencing to the direct comparison approach.

## Details of the Properties in Hong Kong

### Revenues Distribution

For the years ended 31 March 2019 and 31 March 2020 and the six months ended 30 September 2019 and 30 September 2020, revenues from the Properties in the Hong Kong portfolio amounted to HK\$9,011 million, HK\$9,270 million, HK\$4,600 million and HK\$4,451 million, respectively.

The following table sets out details of the total retail rentals in Hong Kong for the year ended 31 March 2020:

	No. of Properties	Total Retail Rentals	Total Retail Rentals	Cumulative % of Total Retail Rentals
		2020	2020	2020
		(HK\$'M)	(%)	(%)
Destination <sup>(1)</sup> .....	6	1,381	20	20
Community <sup>(2)</sup> .....	35	3,815	56	76
Neighbourhood <sup>(3)</sup> .....	57	1,619	24	100
Total.....	98	6,815	100	100

#### Notes:

- (1) Flagship assets. Target shoppers from immediate and regional catchments.
- (2) Mid-size shopping centres which offer full range of shopping and dining options.
- (3) Relatively smaller assets which provide essential goods and services for daily living.

For the year ended 31 March 2020, 74.6%, 20.9% and 4.5% of Link's total revenue comprised of rental income from retail facilities in Hong Kong (HK\$6,815 million), gross receipts from car park facilities in Hong Kong (HK\$1,912 million) and other revenue from air conditioning service fees and other property related income (HK\$412 million), respectively. For the year ended 31 March 2019, 73.9%, 22.0% and 4.1% of Link's total revenue comprised of rental income from retail facilities in Hong Kong (HK\$6,660 million), gross receipts from car park facilities in Hong Kong (HK\$1,979 million) and other revenue from air conditioning service fees and other property related income (HK\$372 million), respectively

For the six months ended 30 September 2020, 75.0%, 21.5% and 3.5% of Link's total revenue comprised of rental income from retail facilities in Hong Kong (HK\$3,239 million), gross receipts from car park facilities in Hong Kong (HK\$931 million) and other revenue from air conditioning service fees and other property related income (HK\$153 million), respectively. For the six months ended 30 September 2019, 74.1%, 21.6% and 4.3% of Link's total revenue comprised of rental income from retail facilities in Hong Kong (HK\$3,390 million), gross receipts from car park facilities in Hong Kong (HK\$988 million) and other revenue from air conditioning service fees and other property related income (HK\$197 million), respectively

### Location and Reach

Properties in Hong Kong are spread across Hong Kong Island, Kowloon and the New Territories (including Lantau Island). Properties located in the New Territories (including Lantau Island), Kowloon and on Hong Kong Island are estimated to account for approximately 51%, 42% and 7%, respectively, of the total number of Properties in Hong Kong as at 30 September 2020.

The REIT Manager will continue to assess a select number of centres within its portfolio for enhancement potential. Some old centres may present opportunities to benefit from potential rental upside from refurbishment or enhancement, particularly for well-located centres with larger catchment sizes and the potential to improve market share of shopper spending within the catchment. For those old centres serving smaller local and estate catchments

that may not be able to demonstrate the same level of rental upside from refurbishment or enhancement, the REIT Manager’s capital expenditure strategy is to ensure ongoing effective maintenance and management. See “Link — Asset Enhancements in Hong Kong”.

## Competition in Hong Kong

### Retail Facilities

Whilst the threat of competition is always a risk, there are a number of features of the retail facilities in Hong Kong that afford protection against current and future competition. These are:

- *Location.* Most of the Properties hold key locations within or close to the Adjacent Housing Estates and as such provide convenient shopping for the residents of the Adjacent Housing Estates who constitute the primary catchment of such Properties. In addition, all the retail facilities are served by public transportation systems which add to the ease of shopper access.
- *Catering to the daily needs of shoppers.* The retail facilities in Hong Kong cater mainly to the daily necessities and convenience needs of the residents of the surrounding neighbourhoods. The REIT Manager believes that proximity to, and ease of accessibility by, their customer bases are important competitive advantages of the retail facilities.
- *Unavailability of sites are a barrier to entry.* The retail facilities in Hong Kong are mainly located in densely built areas and, as such, the general lack of development sites in their immediate vicinities limits the threat of new competition.

### Car Park Facilities

The car park facilities in Hong Kong remain competitively well-positioned by virtue of their locations and the resulting underlying demand from residents of, and visitors to, the surrounding neighbourhoods and from tenants of, and shoppers at, the retail facilities.

## Details of Retail Facilities in Hong Kong

### Occupancy Rates and Vacancy Rates

The following table sets out the composite breakdown of the occupancy rates and vacancy rates for retail facilities in Hong Kong as at 31 March 2019, 31 March 2020 and 30 September 2020, respectively:

Category	Occupancy Rate			Occupancy Rate		
	31 March	31 March	30	31 March	31 March	30
	2019	2020	September	2019	2020	September
	(%)	(%)	(%)	(%)	(%)	(%)
Shops .....	97.4	96.4	96.0	2.6	3.6	4.0
Markets/Cooked Food Stalls.....	92.2	95.0	95.0	7.8	5.0	5.0
Education/Welfare and Ancillary .....	99.5	99.4	99.5	0.5	0.6	0.5
<b>Total</b> .....	<b>97.1</b>	<b>96.5</b>	<b>96.1</b>	<b>2.9</b>	<b>3.5</b>	<b>3.9</b>

The average monthly unit rent has decreased from HK\$69.6 per square foot as at 30 September 2019 to HK\$68.7 per square foot as at 30 September 2020.

The average reversion rate of retail facilities in Hong Kong was 22.5%, 12.6%, 18.1% and -2.6% for the years ended 31 March 2019 and 31 March 2020 and for the six months ended 30 September 2019 and 30 September 2020, respectively. The REIT Manager considers that reversion rates at individual shopping centres may show large variances as rental levels are affected by the local operating business environment and the quality of the individual centres. In instances where planned and phased re-alignment of trade mix and asset enhancement projects are being



carried out, tenancies have been renewed on terms of less than three years which is the usual term for commercial leases. Such short-term extensions have also affected the reversion rate as they were granted at minimal adjustment. As a result of the current market conditions in Hong Kong (see “Risk Factors — The Properties are subject to the risk of non-renewal of expiring Leases”), the REIT Manager may take a longer period to negotiate the renewal of the expiring Leases at higher rent levels.

### **Tenant Profile**

Retail facilities in Hong Kong had a diverse tenant base of approximately 9,000 individual Leases as at 30 September 2020, including tenants of well-known brand-name stores in Hong Kong and individual operators selling convenience-based goods.

### **Trade Mix**

As at 30 September 2020, the retail trade mix by monthly rent was as follows: 28.1% of the tenants were engaged in the food and beverage trade, 21.3% were supermarket and foodstuff tenants and 50.6% were engaged in other types of trades.

The table below sets out the retail trade mix by reference to monthly rent as at 30 September 2020:

<b>Trade</b>	<b>% of Monthly Rent</b>
Food and Beverage .....	28.1
Supermarket and Foodstuff.....	21.3
Markets/Cooked Food Stalls .....	15.6
Services .....	10.9
Personal Care/Medicine.....	5.5
Education/Welfare and Ancillary.....	0.9
Valuable Goods (Jewellery, Watches and Clocks).....	0.8
Others <sup>(1)</sup> .....	16.9
<b>Total</b> .....	<b>100.0</b>

*Note:*

- (1) Others include clothing, department stores, electrical and household products, optical, books and stationery, newspapers, leisure and entertainment.

### **Leases**

#### ***Terms***

Most of the current Leases for retail facilities in Hong Kong are under a standard lease form and for terms ranging from one to three years (with longer lease terms generally being available for larger premises such as department stores, supermarkets, large restaurants and banks). For certain new lettings where a large floor space has been let or the prospective tenant has committed to making a significant initial capital investment, a longer lease term is granted.

Leases typically have provided for a deposit of two to three months’ rent in cash and/or in the form of a bank guarantee in lieu of cash, with tenants paying a fixed base monthly rent. Rent-free period is given to new tenants moving into the premises for fitting-out purposes, the duration of which will vary depending on lease term.

#### ***Leasing Strategy***

The objective of the REIT Manager’s leasing strategy is to secure suitable tenants, rent levels and trade mix consistent with the REIT Manager’s portfolio management strategy for each shopping centre.

The REIT Manager's leasing policy is characterised by:

- a flexible approach to Lease negotiation in order to ensure a stabilised outcome for each centre, consistent with portfolio management objectives;
- a pro-active and responsive approach aimed at ensuring that Lease transactions are concluded efficiently and that rents reflect market levels;
- a policy of actively seeking potential new tenants to take up space in the centres or to encourage existing retailers to expand their presence across additional centres;
- ongoing dialogue and communication with tenants including providing a forum for business consultancy services for tenants, tenants' newsletter and opinion surveys; and
- the development of a system to assist the REIT Manager in gauging the sales of tenants through the use, for example, of footfall surveys. This will allow the REIT Manager to better assess the performance of the centres and tenants over time.

The REIT Manager has introduced a series of marketing initiatives to shoppers in selected Properties for the purposes of helping tenants increase sales turnover and generate more profits.

### ***Lease Profile***

The following table sets out data in relation to the Lease expiry profiles of the total retail space as at 30 September 2020 for each of the indicated periods set out below:

	<b>IFA of Expiring Leases</b>	<b>Monthly Rent of Expiring Leases</b>
	(%)	(%)
<b>Six months ending 31 March</b>		
2021 .....	13.0	13.5
<b>Year ending 31 March</b>		
2022 .....	30.6	28.8
2023 and beyond.....	48.5	52.3
Short-term lease and vacancy .....	7.9	5.4
Total.....	<u>100.0</u>	<u>100.0</u>

## **The Car Park Facilities in Hong Kong**

### **Overview**

As at 30 September 2020, the car park facilities comprised approximately 57,000 car park spaces in Hong Kong.

### **Details of the Car Park Facilities in Hong Kong**

#### **User Profile**

The Government Leases for car park facilities in Hong Kong generally have restrictions that they can only be leased to residents of specific housing estates, occupiers of relevant Properties and their bona-fide visitors. For the financial year ended 31 March 2020, monthly parking and hourly parking accounted for 78% and 22% of total car park receipts, respectively. Hourly parking on the part of out-of-district shoppers fell as a result of social incidents and COVID-19 related social distancing practices. Monthly parking was also impacted by rampant illegal parking.

### **Car Park Income per Month**

For the years ended 31 March 2019 and 31 March 2020 and for the six months ended 30 September 2019 and 30 September 2020, the average car park income per month, which is the car park income divided by the number of months in the year and period, was approximately HK\$165 million, HK\$159 million, HK\$165 million and HK\$155 million, respectively.

### **Property Management in Hong Kong**

Some of the property management tasks, such as cleaning, security and day-to-day minor repairs, have been contracted out to external services providers. For the years ended 31 March 2019 and 31 March 2020 and for the six months ended 30 September 2019 and 30 September 2020, property managers' fees, security and cleaning costs represented 6.0%, 6.2%, 6.3% and 6.7%, respectively, of total revenue in Hong Kong and approximately 25.5%, 26.7%, 25.8% and 29.0%, respectively, of total property expenses in Hong Kong. Day-to-day operations and management of Link's car parks have also been contracted out to external car park operators under the supervision of Link's dedicated property management and operations team.

### **Maintenance in Hong Kong**

The REIT Manager is responsible for the implementation of shopping centre improvement programmes, as well as day-to-day inspections, repair and routine maintenance works to the building fabrics, building services installations and plumbing and drainage works. These services are provided through the REIT Manager's maintenance contractors, who are responsible for implementing and managing the repair and maintenance programmes for the Properties.

Maintenance activities in respect of the Properties are carried out on a regular basis. Maintenance works on the car park facilities are also carried out on a regular basis to ensure that the quality of the car parks remains comparable to that of the adjacent shopping centres.

### **Property Expenditure in Hong Kong**

For the years ended 31 March 2019 and 31 March 2020 and for the six months ended 30 September 2019 and 30 September 2020, the expenditure to income ratio for the Properties in Hong Kong was 23.6%, 23.4%, 24.2% and 22.9%, respectively. Excluding estate common area costs, for the years ended 31 March 2019 and 31 March 2020 and for the six months ended 30 September 2019 and 30 September 2020, the expenditure to income ratio for the Properties in Hong Kong was 22.7%, 22.5%, 23.3% and 21.9%, respectively.

### **Properties in Mainland China**

As at the Latest Practicable Date, Link's Mainland China portfolio comprises five properties: (i) EC Mall – an upper mid-market shopping mall in Beijing; (ii) Link Square 1 and 2 – two Premium Grade A office towers connected by a retail podium and pavilion in Shanghai, with car parks beneath both properties; (iii) Metropolitan Plaza – a mass to mid-market shopping mall in Guangzhou; (iv) Beijing Jingtong Roosevelt Plaza – a property comprises retail floors from Basement 1 to Level 6 and car parks located in Beijing; and (v) CentralWalk – a 5-storey shopping mall in Shenzhen with car parks. These five properties together contributed HK\$661 million of total revenues for the six months ended 30 September 2020.

As at 30 September 2020, the overall occupancy rates of the retail portfolio and office portfolios in Mainland China were 94.7% and 94.8% respectively, whilst the reversion rates of the retail portfolio and office portfolios in Mainland China were 8.1% and -7.7%, respectively, for the six months period ended 30 September 2020.

### **Property in Australia**

On 19 December 2019, Link announced the acquisition of an Australian property known as "100 Market Street" which comprises a 10-storey commercial office tower, through the acquisition of all the issued units in the leasehold

trust. Completion of the acquisition took place on 7 April 2020. For details of the acquisition, please refer to the announcements published by the REIT Manager on the Hong Kong Stock Exchange on 19 December 2019 and 8 April 2020.

### **Property in the United Kingdom**

On 26 July 2020, Link announced the acquisition of an office property known as “The Cabot” which comprises a 17-storey, 481,605-square-foot office building located at 25 Cabot Square, Canary Wharf, London, E14 4QA, the United Kingdom. Completion of the acquisition took place on 25 August 2020. For details of the acquisition, please refer to the announcements published by the REIT Manager on the Hong Kong Stock Exchange on 26 July 2020 and 25 August 2020.

### **Asset Enhancements in Hong Kong and Mainland China**

The REIT Manager believes that asset enhancement will continue to be one of the fundamental drivers to improve the quality of the portfolio in tandem with re-aligning existing tenancies and introducing new trade and tenant mix to improve rental income.

The REIT Manager’s asset enhancement strategy is focused in particular on those shopping centres with relatively greater rental upside potential by virtue of location, catchment size and market share. Refurbishment of the shopping centres and improvement in the standard and appeal of tenant fitouts, shop fronts and store concepts will reposition the shopping centres and attract shoppers across a broader age range, and thereby increase the rental potential of the shopping centres.

Short-term extensions to existing tenancies or short-term tenancies, where practicable, are let to reduce rent-free periods prior to renovations. The REIT Manager plans to prudently manage the leasing risk of the Properties which are undergoing asset enhancements.

All refurbishment and renovation enhancements will be subject to required statutory approvals. In addition, the REIT Manager will need to plan and implement the execution of the asset enhancements in accordance with the terms of the relevant Leases or as otherwise agreed with the relevant tenants. See “Risk Factors — The REIT Manager may not be able to implement its strategy”.

From time to time, feasibility studies will be undertaken by the REIT Manager to identify additional asset enhancement opportunities in the future.

Asset enhancement opportunities fall broadly into four categories, as outlined below:

- *Design and Layout Opportunities:* Increasing the efficiency of net lettable area by changing layouts subject to any lease restrictions or covenants, and replacement with retail tenants willing to pay market rent.
- *Trade and Tenant Mix Opportunities:* Drawing up detailed trade mix plans of each shopping centre to improve location of trades and compatibility of tenants; attracting more brand name retailers into the shopping centres; reducing duplication between the Properties; relaxing the trade mix restrictions and widening the classes of retailers within the shopping centres.
- *Catchment Area Opportunities:* Taking advantage of increases in resident populations, transport infrastructure developments and tourism at locations such as Temple Mall North (formerly named Lung Cheung Plaza and located next to Wong Tai Sin Temple) and Stanley Plaza (located next to the Stanley waterfront area).
- *Branding Opportunities:* Amongst selected Properties, branding retail facilities to take advantage of their characteristics in terms of location, context, trade mix and customer profile

The following tables set out the status of capital expenditure in respect of the asset enhancement projects of Link’s Properties as at 30 September 2020:

## Asset Enhancement Pipeline

	<b>Number of Projects</b>	<b>Estimated Costs</b>
		<b>(HK\$'M)</b>
Underway .....	4	535
Under planning .....	>20	>1,000
Total .....	>24	>1,535

## Approved Asset Enhancement Projects Underway

	<b>Approved Projects Underway as at 30 September 2020</b>	
	<b>Estimated Costs</b>	<b>Target completion Date</b>
	<b>(HK\$'M)</b>	
Kai Tin Shopping Centre .....	153	Late 2020
Tai Wo Plaza .....	50	Early 2021
Hing Wah Shopping Centre .....	30	Mid 2021
CentralWalk, Shenzhen .....	302	Late 2021
	<b>535</b>	

## Ownership of the Properties

Link holds full legal title to the Properties.

## Insurance

The Properties are insured against, among other risks, those associated with property damage and public liability. Link has valid insurance and will maintain insurance, in each case, as required by and in accordance with the REIT Code. The REIT Manager has also put in place employee compensation and third-party motor vehicle liability insurances, which are statutory insurance requirements.

## Environmental Compliance

As Properties are repositioned and updated, Link's policy is to comply with applicable environmental laws and regulations, including those relating to waste disposal, water pollution control, air pollution control and noise control.

Under HKHA's ownership, an asbestos abatement programme was implemented. ACBMs were removed from those HA Properties transferred from HKHA, with the exception of a small percentage of facilities at which traces of these materials remain in locations considered by HKHA to be inaccessible. However, rectification or remedial action may need to be taken in relation to the remaining ACBMs, and the costs incurred in respect of such rectification or remedial action may be significant. See "Risk Factors — Environmental contamination or compliance problems could require Link to incur material costs".

## **Intellectual Property Rights**

Link operates under the names of “Link Real Estate Investment Trust” and “領展房地產投資信託基金”. The REIT Manager has registered the corporate marks/logo of Link as trade marks in various classes of goods and services in Hong Kong. The REIT Manager has also registered the trademarks “LINK領展”, “領展”, “领展”, “Link Square”, “领展企业广场”, “Link Square 领展企业广场”, “Link Plaza 领展购物广场”, “领展中心城”, “LINK CentralWalk”, “领展中心城 LINK CentralWalk” and logos in the PRC.

## **Legal Proceedings**

As at the date of this Offering Circular, Link is not engaged in any material litigation or arbitration proceeding affecting the Properties and no such material litigation or claim is known by the REIT Manager to be pending or threatened against it. In addition, none of Link, the REIT Manager, HoldCo, PropCo, the Issuer and other companies or entities owned and controlled by Link in accordance with the REIT Code and the REIT Trust Deed is a party to any legal proceedings of a material nature nor is any material litigation pending or threatened against any of them.

## MANAGEMENT AND EMPLOYEES OF THE REIT MANAGER

### The Board

The board of directors of the REIT Manager (the “**Board**”) leads the corporate strategy and direction of Link. It supervises and monitors the performance of management, scrutinises control and governance functions to ensure sound internal controls and risk management systems, approves major financial decisions and reviews the overall performance of Link. There is a clear division of responsibilities between the Board and the management.

As at the date of this Offering Circular, the Board comprises twelve (12) directors (the “Directors”), including nine (9) Independent Non-Executive Directors, one (1) Non-Executive Director and two (2) Executive Directors, being the Chief Executive Officer and the Chief Financial Officer respectively. The Chief Executive Officer and the Chief Financial Officer are, among others, licensed responsible officers of the REIT Manager for the purposes of the SFO.

### Directors

The Directors of the REIT Manager as at the date of this Offering Circular are:

Name	Age	Position
<b>Chairman</b>		
Nicholas Charles ALLEN .....	65	Chairman (also an Independent Non-Executive Director)
<b>Executive Directors</b>		
George Kwok Lung HONGCHOY .....	58	Executive Director & Chief Executive Officer
NG Kok Siong .....	49	Executive Director & Chief Financial Officer
<b>Non-Executive Director</b>		
Ian Keith GRIFFITHS .....	66	Non-Executive Director
<b>Independent Non-Executive Directors</b>		
Christopher John BROOKE .....	52	Independent Non-Executive Director
Ed CHAN Yiu Cheong .....	58	Independent Non-Executive Director
Blair Chilton PICKERELL .....	64	Independent Non-Executive Director
Poh Lee TAN .....	62	Independent Non-Executive Director
May Siew Boi TAN .....	65	Independent Non-Executive Director
Peter TSE Pak Wing .....	69	Independent Non-Executive Director
Nancy TSE Sau Ling .....	68	Independent Non-Executive Director
Elaine Carole YOUNG .....	56	Independent Non-Executive Director

Information on the qualifications and experience of the Directors is set out below:

#### **Mr Nicholas Charles ALLEN (“Mr Nicholas ALLEN”)**

##### *Chairman and Independent Non-Executive Director*

Mr Nicholas ALLEN has been an Independent Non-Executive Director of the REIT Manager since February 2016 and became the Chairman of the Board since April 2016. He is also the chairman of the Nomination Committee and the Finance and Investment Committee of the REIT Manager.

Mr Nicholas ALLEN is currently an independent non-executive director of CLP Holdings Limited and Lenovo Group Limited (both of which are listed on the Main Board of the Hong Kong Stock Exchange). He is also an independent non-executive director of Mordril Properties Limited (which is a private property company based in Hong Kong),

Stevin Rock LLC and RAK Rock LLC (both of which are private quarry companies located in the United Arab Emirates). He was an independent non-executive director of Hysan Development Company Limited (which is listed on the Main Board of the Hong Kong Stock Exchange) and VinaLand Limited (which was listed on the AIM of the London Stock Exchange).

Mr Nicholas ALLEN has extensive experience in accounting and auditing as well as securities and regulatory matters. He retired as a partner of PricewaterhouseCoopers in 2007. Mr Nicholas ALLEN served on the Securities and Futures Appeals Panel, the Takeovers and Mergers Panel, the Takeovers Appeal Committee, the Share Registrars' Disciplinary Committee of the SFC and as member of various committees of the Hong Kong Institute of Certified Public Accountants. He was an honorary advisor to the Financial Reporting Council of Hong Kong. Currently, he is a director of Vision 2047 Foundation.

Mr Nicholas ALLEN holds a Bachelor of Arts degree in Economics/Social Studies from The University of Manchester. He is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants. He is awarded "Directors of the Year 2017" by The Hong Kong Institute of Directors.

### **Mr George Kwok Lung HONGCHOY ("Mr George HONGCHOY")**

#### *Executive Director and Chief Executive Officer*

Mr George HONGCHOY has been an Executive Director and Chief Executive Officer of the REIT Manager since 2009 and 2010 respectively, and a member of the Nomination Committee and the Finance and Investment Committee of the REIT Manager. He is also a director of the Issuer, HoldCo, PropCo, FinanceCo and various subsidiaries of Link.

He is the chairman of the Supervisory Committee of the Tracker Fund of Hong Kong (a Hong Kong unit trust authorised under section 104 of the Securities and Futures Ordinance whose units are listed on the Main Board of the Hong Kong Stock Exchange), a trustee of the University of Pennsylvania, an adjunct professor of the Department of Real Estate and Construction of The University of Hong Kong, a member of the Asia-Pacific Advisory Board of International Council of Shopping Centers, a global governing trustee of the Urban Land Institute and an advisor of Our Hong Kong Foundation Limited. He was a member of the Corporate Governance Committee of Charoen Pokphand Group, Thailand from 2016 to 2018.

Mr George HONGCHOY began his career in New Zealand and has since moved into senior management positions in financial consulting, investment banking and real estate investment.

He was named one of Harvard Business Review's 100 Best-Performing CEOs in the World 2019, the Country Winner of Hong Kong/Macau Region in the EY Entrepreneur of the Year 2017 China Award, Business Person of the Year by DHL/SCMP Hong Kong Business Awards in 2015, and was also presented with the Director of the Year Award (Listed Companies — Executive Directors) by The Hong Kong Institute of Directors in 2011.

Mr George HONGCHOY holds a Bachelor of Commerce degree from the University of Canterbury and an MBA degree from The Wharton School, University of Pennsylvania. He is a Chartered Accountant, a Senior Fellow and a member of the Corporate Advisory Council of the Hong Kong Securities and Investment Institute, a Fellow member of The Hong Kong Institute of Directors, the Hong Kong Institute of Certified Public Accountants, the Chartered Accountants Australia and New Zealand, the Royal Institution of Chartered Surveyors, and the Institute of Shopping Centre Management. He was a Council Member of The Hong Kong Institute of Directors.

### **Mr NG Kok Siong ("Mr KS NG")**

#### *Executive Director and Chief Financial Officer*

Mr KS NG was appointed as an Executive Director of the REIT Manager in February 2020. He has been the Chief Financial Officer and a member of the Finance and Investment Committee of the REIT Manager since May 2018. He is also a director of the Issuer, PropCo, FinanceCo and a number of subsidiaries of Link. Mr KS NG has extensive experience in the real estate sector in Asia covering a spectrum of strategic management roles in finance, investment, corporate development and business technology. Since joining CapitalLand Group in 2005, Mr KS NG held various



senior executive positions, including Chief Corporate Development Officer of CapitaLand Limited (a company listed on the Singapore Exchange), Chief Financial Officer of CapitaMalls Asia Limited (currently known as CapitaLand Mall Asia Limited), and Group Chief Digital Officer of CapitaLand Limited. He was also a director and audit committee member of two real estate investment trusts in Singapore and Malaysia, namely CapitaLand Retail China Trust Management Limited (the manager of CapitaLand Retail China Trust listed on the Singapore Exchange) and CapitaLand Malaysia Mall REIT Management Sdn. Bhd. (the manager of CapitaLand Malaysia Mall Trust listed on Bursa Malaysia Securities Berhad). Prior to joining CapitaLand Group, Mr KS NG has worked in ExxonMobil and Royal Dutch Shell across Asia and Europe in various roles including planning and appraisal, information systems, finance and investment management. Mr KS NG holds a Bachelor's degree in Accountancy (Honours) from Nanyang Technological University of Singapore and attended the Tuck Executive Program at Dartmouth College.

**Mr Ian Keith GRIFFITHS (“Mr Keith GRIFFITHS”)**

*Non-Executive Director*

Mr Keith GRIFFITHS has been a Non-Executive Director of the REIT Manager since September 2007. He is also a member of the Finance and Investment Committee of the REIT Manager. Mr Keith GRIFFITHS has lived in Hong Kong since 1983. He is the founder and chairman of the architectural practice Aedas which has been one of the world's ten largest architectural practices since 2006. Aedas has its headquarter in Hong Kong and 13 global offices with 1,400 staff in Asia, the Middle East, Europe and North America. Mr Keith GRIFFITHS studied Architecture at St John's College, University of Cambridge, graduating with distinction in 1978 and was admitted to The Royal Institute of British Architects in 1980. He is a Fellow of The Hong Kong Institute of Architects and an Honorary Fellow of the University of Wales Trinity Saint David and Cardiff University. He has extensive experience in high density urban planning and in the design of high-rise commercial and residential buildings, airports and civic facilities throughout Asia. He lectures and writes widely upon high-density urbanisation and the development of new building typologies to meet the demands of high density living. Mr Keith GRIFFITHS established the Griffiths-Roch Foundation in 2009 to purchase and restore Roch Castle, Penrhiw Priory and Twr y Felin as luxury historic hotels in Wales.

**Mr Christopher John BROOKE (“Mr Christopher BROOKE”)**

*Independent Non-Executive Director*

Mr Christopher BROOKE has been an Independent Non-Executive Director of the REIT Manager since May 2018. He is also a member of the Finance and Investment Committee of the REIT Manager. Mr Christopher BROOKE is a business advisor to Proxy Inc. He is a Chartered Surveyor, a Fellow of the Royal Institution of Chartered Surveyors (“RICS”) and a member of The Hong Kong Institute of Surveyors. Mr Christopher BROOKE was the global president of the RICS between November 2018 and December 2019 and is currently the Chair of the Governing Council of the RICS. In addition, he is a member of the Urban Land Institute and a director of the Hong Kong Rugby Union. Between October 2016 and March 2020, Mr Christopher BROOKE was a co-founder and director of Brooke Husband Limited. Prior to this period, Mr Christopher BROOKE held a number of senior management positions at CBRE, relating to both China and Asia, between July 2002 and December 2015 (including his last position as Executive Managing Director, Consulting, Asia Pacific). He was also a long standing member of the Asia Pacific Strategic Group within CBRE. Mr Christopher BROOKE held various positions at Brooke Hillier Parker, Brooke International and Insignia Brooke between March 1992 and July 2003 before joining CBRE in 2003 via the acquisition of Insignia Brooke by CBRE. Mr Christopher BROOKE started his career in 1989 as a graduate surveyor at Hillier Parker in the United Kingdom, prior to relocating to Hong Kong in 1992. He obtained a Bachelor of Arts degree in Land Economy from the University of Cambridge.

**Mr Ed CHAN Yiu Cheong (“Mr Ed CHAN”)**

*Independent Non-Executive Director*

Mr Ed CHAN has been an Independent Non-Executive Director of the REIT Manager since February 2016. He is also a member of the Finance and Investment Committee and the Remuneration Committee of the REIT Manager. Mr Ed CHAN is a non-executive director of Treasury Wine Estates Limited (which is listed on the Australian Securities Exchange), an independent non-executive director of Yum China Holdings, Inc. (which is listed on the

New York Stock Exchange and the Main Board of the Hong Kong Stock Exchange) and a partner of Gaorong Capital. Mr Ed CHAN was previously an executive director and the vice chairman of C.P. Lotus Corporation (which is listed on the Main Board of the Hong Kong Stock Exchange), a vice chairman of Charoen Pokphand Group Company Limited and an Operating Partner for SoftBank Investment Advisers. In addition, he was the president and chief executive officer of Walmart China from November 2006 to October 2011, and held senior positions with the Dairy Farm Group from November 2001 to November 2006 (including his last position as Regional Director, North Asia). He also led Bertelsmann Music Group business in Greater China. Mr Ed CHAN began his career as a consultant with McKinsey & Co working in both Hong Kong and the United States. He obtained a Bachelor degree from The University of Chicago and a Master degree from the Sloan School of Management, Massachusetts Institute of Technology.

**Mr Blair Chilton PICKERELL (“Mr Blair PICKERELL”)**

*Independent Non-Executive Director*

Mr Blair PICKERELL has been an Independent Non-Executive Director of the REIT Manager since April 2016. He is also the chairman of the Remuneration Committee and a member of the Nomination Committee of the REIT Manager. Mr Blair PICKERELL is an independent non-executive director and a member of the Finance Committee as well as Nominating and Governance Committee of Principal Financial Group, Inc. (which is listed on NASDAQ). He is also an independent non-executive director of Dah Sing Banking Group Limited (which is listed on the Main Board of the Hong Kong Stock Exchange) and Dah Sing Bank, Limited, and the chairman of the Risk Management and Compliance Committee of Dah Sing Bank, Limited. In addition, he is an independent non-executive director and a member of each of the Finance Committee and Corporate Governance Committee of First Pacific Company Limited (which is listed on the Main Board of the Hong Kong Stock Exchange). Mr Blair PICKERELL is currently a member of the Supervisory Committee of Tracker Fund of Hong Kong (a Hong Kong unit trust authorised under section 104 of the Securities and Futures Ordinance whose units are listed on the Main Board of the Hong Kong Stock Exchange) and the Advisory Board of Anthemis Insurance Venture Growth Fund of London. He has also been active in public service. He was a Court Member of The University of Hong Kong during December 2008 to November 2014, is a member of the International Advisory Council of the Faculty of Business and Economics of The University of Hong Kong, and is the chairman of Harvard Business School Association of Hong Kong. Mr Blair PICKERELL was Chairman, Asia of Nikko Asset Management Co., Ltd. up to July 2015. He joined Jardine Matheson Holdings Group in 1984 and held various positions in Jardine Matheson Holdings Group. In 2003, he joined HSBC Investments (Hong Kong) Limited (now known as HSBC Global Asset Management (Hong Kong) Limited) as the Chief Executive Officer, Asia Pacific. Mr Blair PICKERELL served as the Managing Director and Chief Executive Officer, Asia of Morgan Stanley Investment Management from 2007 to 2010, and was also an independent non-executive director and a member of the audit committee of Dah Sing Financial Holdings Limited (which is listed on the Main Board of the Hong Kong Stock Exchange) from June 2013 to December 2017. Mr Blair PICKERELL holds an MBA degree from Harvard Business School and an MA degree (in East Asian Studies) and a BA degree (in Political Science) from Stanford University.

**Ms Poh Lee TAN (“Ms Poh Lee TAN”)**

*Independent Non-Executive Director*

Ms Poh Lee TAN has been an Independent Non-Executive Director of the REIT Manager since November 2015. She is also a member of the Audit and Risk Management Committee of the REIT Manager. Ms Poh Lee TAN was the managing partner of the Hong Kong, Beijing, Shanghai and Vietnam offices of the international law firm Baker & McKenzie from November 2010 till October 2012 and Chairman of Asia for Baker & McKenzie from October 2008 to October 2010. She was a solicitor, admitted to practice in Hong Kong, England and Wales, Australia and Singapore. She has extensive experience in mergers and acquisitions and private equity transactions in the Asia-Pacific region as well as outbound investments from Mainland China. Ms Poh Lee TAN has been active in community services. She is the founder and a director of Mighty Oaks Foundation Limited and was a member of the founding board of Independent Schools Foundation. Ms Poh Lee TAN holds a Bachelor of Laws degree from the London School of Economics and Political Science and a Master of Law degree from Queens’ College, University of Cambridge.

### **Ms May Siew Boi TAN (“Ms May TAN”)**

#### *Independent Non-Executive Director*

Ms May TAN has been an Independent Non-Executive Director of the REIT Manager since February 2013. She is also a member of the Audit and Risk Management Committee, the Nomination Committee and the Remuneration Committee of the REIT Manager. Ms May TAN is currently an independent non-executive director of CLP Holdings Limited (which is listed on the Main Board of the Hong Kong Stock Exchange), Home Credit N.V., HSBC Insurance (Asia) Limited and HSBC Life (International) Limited. She was an executive director of Standard Chartered Bank (Hong Kong) Limited and was also its chief executive officer from July 2014 to February 2017. She was previously the chief executive officer of Cazenove Asia Limited and a partner of Cazenove and Co. Cazenove Asia Limited (now known as Standard Chartered Securities (Hong Kong) Limited) became part of Standard Chartered Hong Kong in January 2009. In 2016, Ms May TAN was the chairman of The Hong Kong Association of Banks, the ex-officio member of Hong Kong Trade Development Council and a member of the Currency Board Sub-Committee of The Exchange Fund Advisory Committee of Hong Kong Monetary Authority. She was a member of the Listing Committee of the Hong Kong Stock Exchange from May 2012 to July 2015 and a member of the Takeovers and Mergers Panel and the Takeovers Appeal Committee of the Securities and Futures Commission of Hong Kong from April 2001 to March 2013. She is an executive committee member of Hong Kong Youth Arts Foundation, a member of the Standing Committee on Judicial Salaries and Conditions of Service, and an Association Member and a Fundraising and Communications Committee Member of Oxfam Hong Kong. Ms May TAN graduated from The University of Sheffield. She is a Fellow of The Institute of Chartered Accountants in England and Wales and a Fellow of the Hong Kong Institute of Certified Public Accountants.

### **Mr Peter TSE Pak Wing (“Mr Peter TSE”)**

#### *Independent Non-Executive Director*

Mr Peter TSE has been an Independent Non-Executive Director of the REIT Manager since July 2014. He is also the chairman of the Audit and Risk Management Committee of the REIT Manager. Mr Peter TSE was an executive director of CLP Holdings Limited (which is listed on the Main Board of the Hong Kong Stock Exchange) up till May 2012 and became a non-executive director until he retired in April 2013. Before joining the CLP Group in January 1981, he worked with Deloitte & Co. in London and Hong Kong, and the Swire Group. Mr Peter TSE retired as an independent non-executive director of Hong Kong Aircraft Engineering Company Limited (which was listed on the Main Board of the Hong Kong Stock Exchange until it withdrew from listing on 29 November 2018) with effect from 1 December 2018. Mr Peter TSE holds a Bachelor of Science degree in Mechanical Engineering from The University of Hong Kong and a Master of Science degree in Technological Economics from the University of Stirling in Scotland. He is a Fellow of the Hong Kong Institute of Certified Public Accountants.

### **Ms Nancy TSE Sau Ling (“Ms Nancy TSE”)**

#### *Independent Non-Executive Director*

Ms Nancy TSE has been an Independent Non-Executive Director of the REIT Manager since July 2014. She is also a member of the Audit and Risk Management Committee of the REIT Manager. Ms Nancy TSE joined the Hospital Authority in 1991 and was the chief financial officer and the Director (Finance and Information Technology Services) before her retirement in August 2013. Ms Nancy TSE is a member of the Board of Governors of the Prince Philip Dental Hospital, an adjunct professor at The Jockey Club School of Public Health and Primary Care of The Chinese University of Hong Kong and an honorary adviser and a member of the Oversight, Policy and Governance Committee of The Financial Reporting Council. She also serves on the boards and committees of a number of charitable organisations and non-government organisations. Ms Nancy TSE is an independent non-executive director of The Wharf (Holdings) Limited (which is listed on the Main Board of the Hong Kong Stock Exchange) and DBS Bank (Hong Kong) Limited. She is also an independent non-executive director and the chairman of HSBC Provident Fund Trustee (Hong Kong) Limited. Ms Nancy TSE was an independent non-executive director of Wheelock and Company Limited (which was listed on the Main Board of the Hong Kong Stock Exchange until it withdrew from listing on 27 July 2020). Ms Nancy TSE holds a Bachelor of Arts (Honours) degree in Mathematics and a Master of Business Administration degree in Finance/Accounting from the University of California, Los Angeles. She is a

Chartered Accountant qualified in Canada, a Fellow of the Hong Kong Institute of Certified Public Accountants and a Fellow member of The Hong Kong Institute of Directors.

**Ms Elaine Carole YOUNG (“Ms Elaine YOUNG”)**

*Independent Non-Executive Director*

Ms Elaine YOUNG has been an Independent Non-Executive Director of the REIT Manager since February 2013. She is also a member of the Finance and Investment Committee and the Remuneration Committee of the REIT Manager. Ms Elaine YOUNG has extensive experience in both real estate and hospitality across Asia and is the co-founder of the boutique serviced apartment brand, Shama. After Shama was acquired by ONYX Hospitality Group in 2010, Ms Elaine YOUNG founded her own real estate and hospitality consultancy firm. Ms Elaine YOUNG was an independent non-executive director and a member of the audit committee of Ascott Residence Trust Management Limited, the manager of Ascott Residence Trust (which is listed on the Singapore Exchange). Ms Elaine YOUNG is the co-founder of “TULU”, a co-living brand, based in Shanghai. Ms Elaine YOUNG is a special advisor to one of Warburg Pincus’ joint ventures in Shanghai, NOVA Property Investment Co. Ltd., and sits on the board. She was awarded “Entrepreneur of the Year” at the prestigious RBS Coutts/Financial Times Women in Asia Awards in 2009.

**Employees**

Each employee of the REIT Manager is employed under an employment contract which specifies, among other things, the employee’s duties, salary and benefits, term of employment and grounds for termination of employment. In general, an employment contract can be terminated at will according to the relevant clauses in the employment contract and employment legislation.

A full-time and permanent employee receives a compensation comprising basic salary and a discretionary bonus, the payment of which is based on both the individual’s performance and the overall performance of Link. Other employee benefits include annual leave, sick leave, maternity/paternity leave, birthday leave, medical, life and personal accident insurances, and reimbursement of professional membership and seminar course fees. Full-time employee meeting prescribed performance criteria and length of service is eligible to participate in the employee unit purchase plan (the “**EUPP**”) to purchase Units through an independent third party intermediary on the open market with subsidy from the REIT Manager, the amount of which for each eligible employee is determined in accordance with the rules of the EUPP with reference to the length of service and appraised performance. Employees participating in the 2017 Long-term Incentive Scheme are not permitted to participate in the EUPP.

The REIT Manager also contributes to the mandatory provident fund scheme for all qualifying employees in accordance with Hong Kong’s mandatory provident fund legislation. The assets of such scheme are held separately from those of the REIT Manager, in funds under the control of the trustees.

The REIT Manager places emphasis on training and development with a view to nurturing a pool of management talent for business development. It provides a wide variety of training and personal development programmes to promote professionalism and personal growth of its employees. The REIT Manager has not experienced any strike, work stoppage or significant labour dispute which has affected its operations, nor has it experienced any significant difficulties in recruiting and retaining qualified staff. The REIT Manager considers its relationships with its employees to be good.

As at 30 September 2019, the REIT Manager had 1,064 employees.

**Long-term Incentive Schemes**

The 2017 Long-term Incentive Scheme (the “**2017 LTI Scheme**”)

The 2017 LTI Scheme was adopted by the Board on 10 July 2017 pursuant to which awards may be granted to Directors and selected key employees of the REIT Manager, the REIT Manager’s subsidiaries and the special purpose vehicles of Link. The 2017 LTI Scheme is managed and administered by the Remuneration Committee in accordance with its rules.

Awards which may be granted under the 2017 LTI Scheme comprise (i) restricted unit awards (to be satisfied by Units to be purchased through a third party intermediary from the open stock market of Hong Kong upon vesting);

and (ii) conditional cash awards (to be satisfied by cash payment equal to the aggregate distributions per Unit over the vesting period multiplied by the actual number of Units that may finally vest).

The objectives of the 2017 LTI Scheme are to:

- (i) align the interests of the participants with the Unitholders as a whole with a view to creating value for Link and the Unitholders;
- (ii) enable the REIT Manager to attract and retain talented management and key employees whose contributions are essential to the achievement of the strategic goals and the long-term growth of Link; and
- (iii) incentivise management and key employees of the REIT Manager, the REIT Manager's subsidiaries and the special purpose vehicles of Link through rewarding them in calibration of their contributions to the business performance and success of Link.

The total number of Units awarded and to be awarded pursuant to all awards granted and to be granted under the 2017 LTI Scheme shall not in aggregate exceed 221,456,347 Units (being 10% of the number of Units in issue as at the date of the adoption of the 2017 LTI Scheme).

A summary of the rules of the 2017 LTI Scheme are set out on pages 69 and 70 of the "Governance, Disclosures and Financial Statements" report in Link's annual report 2019/2020.

### **Indemnity from the REIT Trustee to the Directors**

In accordance with and subject to the provisions of the REIT Trust Deed, the REIT Trustee (in its capacity as the trustee of Link) has granted to each of the Directors an indemnity. Subject to the terms of such indemnity, the Directors are entitled to have recourse to the Deposited Property against liabilities which they may sustain or incur by reason of any of their acts or omissions in executing their office or discharging their respective duties as a director, officer or agent (as the case may be) of the REIT Manager (and, if applicable, any of the REIT Manager's subsidiaries), HoldCo, PropCo, the Issuer, FinanceCo or other special purpose vehicle(s) of Link from time to time, save where such liabilities are occasioned by their negligence, fraudulent misconduct or willful default.

## SUBSTANTIAL UNITHOLDERS' AND DIRECTORS' INTERESTS

### Substantial Unitholders' Interests in Link

As at the Latest Practicable Date, according to the disclosure of interests to the Hong Kong Stock Exchange and the REIT Manager pursuant to the provisions of Part XV of the Securities and Futures Ordinance and the register kept by the REIT Manager, persons having an interest of 5% or more in the Units and underlying Units were as follows:

Name	Capacity	Number of Units/ Underlying Units in Long Position (L)/Short Position (S)/Lending Pool (LP)		Approximate Percentage of Total Units in Issue <sup>(4)</sup> (%)
BlackRock, Inc ("Blackrock") <sup>(1)</sup> .....	Interests of controller corporations		(L) 190,594,023 <sup>(1)</sup>	9.15
			(S) 778,679 <sup>(1)</sup>	0.04
Citigroup Inc. ("Citigroup") <sup>(2)</sup> .....	Person having a security interest in shares	(L) 2,350,000	(L) 116,280,573 <sup>(2)</sup> (S) 2,567,658 <sup>(2)</sup> (LP) 108,723,699 <sup>(2)</sup>	(L) 5.58
	Interests of controlled corporations	(L) 5,206,874 (S) 2,567,658		(S) 0.12
	Approved lending agent	(L & LP) 108,723,699		(LP) 5.22
State Street Corporation .....	Investment manager		(L) 125,655,924	6.03
Stichting Pensioenfonds ABP <sup>(3)</sup> .....	Investment manager		(L) 113,471,409 <sup>(3)</sup>	5.45

*Notes:*

- (1) The long position interests of BlackRock in 190,594,023 Units and short position interests in 778,679 Units were held through its various controlled corporations. The interests shown in the above table included certain short position interests (657,351 underlying Units) in cash settled unlisted derivatives.
- (2) The long position interests of Citigroup were held through its various controlled corporations or in the capacity of approved lending agent and person having a security interest in shares. Such long positions included derivative interests in 1,106,902 underlying Units of which 1,044,000 underlying Units in physically settled listed derivatives and 62,902 underlying Units in cash settled unlisted derivatives. The short position interests were held through its various controlled corporations. Such short positions included derivative interests in 904,040 underlying Units of which 499,000 underlying Units in physically settled listed derivatives, 9,240 underlying Units in physically settled unlisted derivatives and 395,800 underlying Units in cash settled unlisted derivatives.
- (3) APG Asset Management N.V. is a wholly-owned subsidiary of APG Groep N.V. which itself is a non-wholly owned subsidiary of Stichting Pensioenfonds ABP. Therefore, APG Asset Management N.V., APG Groep N.V. and Stichting Pensioenfonds ABP were interested or deemed to be interested in the same batch of 113,471,409 Units as shown in the above table.
- (4) The approximate percentages were calculated based on 2,081,862,866 Units in issue as at the Latest Practicable Date (rounded down to two decimal places).

Save as disclosed above, based on the disclosure of interests to the Hong Kong Stock Exchange and the REIT Manager pursuant to the provisions of Part XV of the Securities and Future Ordinance and the register kept by the REIT Manager, there were no other persons having an interest of 5% or more in the Units and underlying Units as at the Latest Practicable Date.

## Directors' Interests in Link

As at the Latest Practicable Date, according to the disclosure of interests to the Hong Kong Stock Exchange and the REIT Manager pursuant to the provisions of Part XV of the Securities and Futures Ordinance and the register kept by the REIT Manager, the interests of the Directors in the Units and underlying Units were as follows:

Name of Directors	Number of Units					Interest in Underlying Units <sup>(2)</sup>	Total	Approximate Percentage of Total Units in Issue <sup>(3)</sup> (%)
	Personal Interest <sup>(1)</sup>	Family Interest	Corporate Interest	Other Interest				
<b>Chairman (also an Independent Non-Executive Director)</b>								
Nicholas Charles ALLEN	110,500 <sup>(4)</sup>	—	—	—	51,756	162,256	0.0077	
<b>Executive Directors</b>								
George Kwok Lung HONGCHOY	412,543	—	—	—	2,487,937	2,900,480	0.1393	
NG Kok Siong	52,250	—	—	—	426,444	478,694	0.0229	
<b>Non-Executive Director</b>								
Ian Keith GRIFFITHS	80,650	—	—	—	15,676	96,326	0.0046	
<b>Independent Non-Executive Directors</b>								
Christopher John BROOKE	3,250	—	—	—	15,676	18,926	0.0009	
Ed CHAN Yiu Cheong	8,000	—	—	—	16,816	24,816	0.0011	
Blair Chilton PICKERELL	8,500	—	—	—	17,222	25,722	0.0012	
Poh Lee TAN	20,000	—	12,540	—	17,130	49,670	0.0023	
May Siew Boi TAN	137,000	—	—	—	19,758	156,758	0.0075	
Peter TSE Pak Wing	33,250	—	—	—	18,503	51,753	0.0024	
Nancy TSE Sau Ling	28,999	—	—	—	17,130	46,129	0.0022	
Elaine Carole YOUNG	17,000	—	—	—	17,066	34,066	0.0016	

*Notes:*

- (1) Directors' personal interests in Units as stated above were long position interests. There were no short position interests held by any Director.
- (2) Directors' interests in underlying Units as stated above were long position interests and represent the maximum number of Units which may be vested with the Directors under the 2017 LTI Scheme.
- (3) The approximate percentages were calculated based on 2,081,862,866 Units in issue as at the Latest Practicable Date (rounded down to four decimal places).
- (4) The personal interest of Mr Nicholas Charles ALLEN in 63,750 Units was held in an account in joint names with his spouse.

Save as disclosed above, so far as the REIT Manager is aware, none of the Directors or any of their respective associates held any interests in Units (or, as the case may be, shares) or underlying Units (or, as the case may be, underlying shares) or debentures of Link and/or its subsidiaries which were required to be disclosed pursuant to the provisions of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

## TAXATION

*The following is a general description of certain tax considerations relating to the Notes and is based on law and relevant interpretations thereof in effect as at the date of this Offering Circular, all of which are subject to change, and does not constitute legal or taxation advice. It does not purport to be a complete analysis of all tax considerations relating to the Notes. Prospective holders of Notes who are in any doubt as to their tax position or who may be subject to tax in any jurisdiction are advised to consult their own professional advisers.*

### **Hong Kong**

#### **Withholding Tax**

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on the Notes or in respect of any capital gains arising from the sale of the Notes.

#### **Profits Tax**

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Interest on the Notes may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (i) interest on the Notes is derived from Hong Kong and is received by or accrues to a corporation carrying on a trade, profession or business in Hong Kong;
- (ii) interest on the Notes is derived from Hong Kong and is received by or accrues to a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business;
- (iii) interest on the Notes is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the “**IRO**”)) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (iv) interest on the Notes is received by or accrues to a corporation, other than a financial institution, and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO).

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal and redemption of Notes will be subject to Hong Kong profits tax. Sums received by or accrued to a corporation, other than a financial institution, by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO) from the sale, disposal or other redemption of Notes will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of Notes will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source unless otherwise exempted. The source of such sums will generally be determined by having regard to the manner in which the Notes are acquired and disposed of.

In certain circumstances, Hong Kong profits tax exemptions (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisors to ascertain the applicability of any exemptions to their individual position.

#### **Stamp Duty**

Stamp duty will not be payable on the issue of Bearer Notes provided that either:



- (i) such Bearer Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) such Bearer Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong (the “SDO”)).

If stamp duty is payable, it is payable by the Issuer on the issue of Bearer Notes at a rate of 3 per cent. of the market value of the Bearer Notes at the time of issue. No stamp duty will be payable on any subsequent transfer of Bearer Notes.

No stamp duty is payable on the issue of Registered Notes. Stamp duty may be payable on any transfer of Registered Notes if the relevant transfer is required to be registered in Hong Kong. Stamp duty will, however, not be payable on any transfer of Registered Notes provided that either:

- (i) such Registered Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) such Registered Notes constitute loan capital (as defined in the SDO).

If stamp duty is payable in respect of the transfer of Registered Notes it will be payable at the rate of 0.2 per cent. (of which 0.1 per cent. is payable by the seller and 0.1 per cent. is payable by the purchaser) normally by reference to the consideration or its value, whichever is higher. In addition, stamp duty is payable at the fixed rate of HK\$5 on each instrument of transfer executed in relation to any transfer of the Registered Notes if the relevant transfer is required to be registered in Hong Kong.

## **Cayman Islands**

The following is a general summary of Cayman Islands taxation in relation to the Notes. Under existing Cayman Islands laws:

- (i) neither payments of principal and interest in respect of the Notes nor payments under the Guarantee will be subject to taxation in the Cayman Islands and no withholding will be required on such payments and gains derived from the sale of Notes will not be subject to Cayman Islands income or corporation tax. The Cayman Islands currently have no income, corporation or capital gains tax and no estate duty, inheritance tax or gift tax; and
- (ii) certificates evidencing the Notes, in registered form, to which title is not transferable by delivery, will not attract Cayman Islands stamp duty. However, an instrument transferring title to Notes, if brought to or executed in the Cayman Islands, would be subject to Cayman Islands stamp duty.

The Issuer has been incorporated under the laws of the Cayman Islands as an exempted company and has obtained an undertaking from the Governor in Cabinet of the Cayman Islands substantially in the following form:

### ***“The Tax Concession Law (2011 Revision) Undertaking as to Tax Concessions***

In accordance with Section 6 of the Tax Concessions Law (2011 Revision), the Governor in Cabinet undertakes with:

The Link Finance (Cayman) 2009 Limited (the “**Company**”)

- (i) that no Law which is hereafter enacted in the Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations; and
- (ii) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty, or inheritance tax shall be payable:
  - (a) on or in respect of the shares, debentures or other obligations of the Company; or
  - (b) by way of the withholding in whole or in part of any relevant payment as defined in Section 6(3) of the Tax Concessions Law (2011 Revision).

These concessions shall be for a period of TWENTY years from the day of 17 June 2008.”

## **FATCA Withholding**

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a “foreign financial institution” may be required to withhold on certain payments it makes (“**foreign passthru payments**”) to persons that fail to meet certain certification, reporting, or related requirements. The Issuer may be a foreign financial institution for these purposes. A number of jurisdictions (including the Cayman Islands) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“**IGAs**”), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. Federal Register, and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining “*foreign passthru payments*” are filed with the U.S. Federal Register generally would be “grandfathered” for purposes of FATCA withholding unless materially modified after such date (including by reason of a substitution of the Issuer). However, if additional notes (as described under “Terms and Conditions of the Notes — Further Issues”) that are not distinguishable from previously issued Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including the Notes offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

## PRC CURRENCY CONTROLS

### Remittance of Renminbi into and outside the PRC

The Renminbi is not a freely convertible currency. The remittance of Renminbi into and outside the PRC is subject to controls imposed under PRC law.

### Current Account Items

Under PRC foreign exchange control regulations, current account items refer to any transactions involving goods, services, earnings and other frequent transfers that cause international payments and receipts.

Prior to July 2009, all current account items were required to be settled in foreign currencies with limited exceptions. In July 2009, the PRC commenced a pilot scheme pursuant to which Renminbi may be used for settling imports and exports of goods between approved pilot enterprises in five designated cities in the PRC including Shanghai, Guangzhou, Dongguan, Shenzhen and Zhuhai and enterprises in designated offshore jurisdictions including Hong Kong, Macau and countries of the Association of Southeast Asian Nations. On 17 June 2010, 24 August 2011 and 3 February 2012 respectively, the PRC government promulgated the *Circular on Issues concerning the Expansion of the Scope of the Pilot Programme of Renminbi Settlement of Cross-border Trades*, the *Circular on Expanding the Regions of Renminbi Settlement of Cross-border Trades* and the *Notice on Matters Relevant to the Administration of Enterprises Engaged in Renminbi Settlement of Export Trade in Goods* (together as “**Circulars**”). Pursuant to these Circulars, (i) Renminbi settlement of imports and exports of goods and of services and other current account items became permissible, (ii) the list of designated pilot locations was expanded to cover all provinces and cities in the PRC, (iii) the restriction on designated offshore jurisdictions has been lifted and (iv) any enterprise qualified for the export and import business is permitted to use Renminbi as settlement currency for exports of goods without obtaining the approval as previously required, provided that certain enterprises on a special list are still subject to supervision and monitoring (the “**Supervision List**”).

On 5 July 2013, the PBOC promulgated the *Circular on Policies related to Simplifying and Improving Cross-border Renminbi Business Procedures* (the “**2013 PBOC Circular**”), which, in particular, simplifies the procedures for cross-border Renminbi trade settlement under current account items. For example, PRC banks may conduct settlement for PRC enterprises (excluding those on the Supervision List) upon the PRC enterprises presenting the payment instruction. PRC banks may also allow PRC enterprises to make/receive payments under current account items prior to the relevant PRC bank’s verification of underlying transactions (noting that the verification of underlying transactions is usually a precondition for cross border remittance).

On 20 January 2015, SAFE issued the *Notice on the Pilot Scheme of Cross-border Foreign Exchange Payment Services Provided by Payment Institutions* (the “**2015 Safe Notice**”), which facilitates domestic institutions and individuals to carry out e-commerce trade through the internet, standardises the cross-border foreign exchange payment services provided by payment institutions, and prevents the risk of cross-border capital flows through the internet channel.

On 5 September 2015, PBOC promulgated the *Circular on Further Facilitating the Cross-Border Bi-directional Renminbi Cash Pooling Business by Multinational Enterprise Groups* (the “**2015 PBOC Circular**”), which, among others, has lowered the eligibility requirements for multinational enterprise groups and increased the cap for net cash inflow.

As new regulations, the Circulars, the 2013 PBOC Circular, the 2015 Safe Notice and the 2015 PBOC Circular will be subject to interpretation and application by the relevant PRC authorities. Local authorities may adopt different practices in applying the Circulars and the 2013 PBOC Circular and impose conditions for settlement of current account items.

## Capital Account Items

Under PRC foreign exchange control regulations, capital account items include cross-border transfers of capital, direct investments, securities investments, derivative products and loans that cause international payments and receipts. Capital account payments are generally subject to approval of, and/or registration or filing with, the relevant PRC authorities.

Until recently, settlement for capital account items was generally required to be made in foreign currencies. For instance, foreign investors (including any Hong Kong investors) are required to make any capital contribution to foreign-invested enterprises in a foreign currency in accordance with the terms set out in the relevant joint venture contracts and/or articles of association as approved by the relevant authorities. Foreign-invested enterprises or the relevant PRC parties were also generally required to make capital account payments including proceeds from liquidation, transfer of shares, reduction of capital, interest and principal repayment to foreign investors in a foreign currency.

On 10 May 2013, the State Administration of Foreign Exchange of the PRC (“SAFE”) promulgated the *Provisions on the Foreign Exchange Administration of Domestic Direct Investment by Foreign Investors* (the “SAFE Provisions”). According to the SAFE Provisions, foreign investors can use cross-border Renminbi (including Renminbi inside the PRC held in the capital accounts of non-PRC residents) to make a contribution to an onshore enterprise or make a payment for the transfer of an equity interest of an onshore enterprise by a PRC resident within the total investment amount approved by the competent authorities.

Other capital account transactions in Renminbi must generally follow the current foreign exchange control regime applicable to foreign currencies. Under current rules promulgated by SAFE, foreign debts borrowed and the cross-border security provided by an onshore entity (including a financial institution) in Renminbi shall, in principle, be regulated under the current PRC foreign debt and cross-border security regime. However, there remain potential inconsistencies between the provisions of the SAFE rules and the provisions of the 2013 PBOC Circular in terms of cross-border security and it is unclear how regulators will deal with such inconsistencies in practice.

In respect of Renminbi FDI, PBOC promulgated the PBOC FDI Measures on 13 October 2011. The system covers almost all aspects in relation to FDI in Renminbi, including capital injections, payments for the acquisition of PRC domestic enterprises, repatriation of dividends and other distributions, as well as Renminbi denominated cross-border loans. On 14 June 2012, PBOC further issued a circular setting out the operational guidelines for FDI. Under the PBOC FDI Measures, the special approval from PBOC for FDI and shareholder loans in Renminbi, which was previously required, is no longer necessary. In some cases however, post-event filing with PBOC is still necessary. The PBOC FDI Measures and its implementing rules were further amended on 5 June 2015.

On 19 November 2012, SAFE promulgated the *Circular on Further Improving and Adjusting the Foreign Exchange Administration Policies on Direct Investment* (the “SAFE Circular on DI”), which became effective on 17 December 2012 and was further amended on 4 May 2015. According to the SAFE Circular on DI, SAFE removes or adjusts certain administrative licensing items with regard to foreign exchange administration over direct investments to promote investment, including, but not limited to, the abrogation of SAFE approval for opening of and payment into foreign exchange accounts under direct investment accounts, the abrogation of SAFE approval for reinvestment with legal income generated within China of foreign investors, the simplification of the administration of foreign exchange reinvestments by foreign investment companies, and the abrogation of SAFE approval for purchase and external payment of foreign exchange under direct investment accounts.

On 3 December 2013, the MOFCOM promulgated the MOFCOM Circular, to further facilitate FDI in Renminbi by simplifying and streamlining the applicable regulatory framework. Pursuant to the MOFCOM Circular, the appropriate office of MOFCOM and/or its local counterparts will grant written approval for each project of FDI in Renminbi and specify “Renminbi Foreign Direct Investment” and the amount of capital contribution in the approval. Unlike previous MOFCOM regulations on FDI in Renminbi, the MOFCOM Circular removes the approval requirement for foreign investors who intend to change the currency of its existing capital contribution from a foreign currency to Renminbi. In addition, the MOFCOM Circular also clearly prohibits the Renminbi FDI funds from being

used for any investment in securities and financial derivatives (except for investment in the PRC listed companies as strategic investors) or for entrustment loans in the PRC.

On 30 March 2015, SAFE further promulgated the *Circular on Reforming Foreign Exchange Capital Settlement for Foreign Invested Enterprises* (the “**2015 SAFE Circular**”), effective from 1 June 2015, which allows foreign-invested enterprises to settle 100% (subject to future adjustment in SAFE’s discretion) of the foreign currency capital (which has been processed through SAFE’s equity interest confirmation procedure for capital contribution in cash or registered by a bank on SAFE’s system for account-crediting for such capital contribution) into Renminbi according to their actual operational needs. The 2015 SAFE Circular has set forth a negative list with respect to the usage of the capital and the RMB proceeds obtained through the aforementioned settlement procedure.

According to the 2015 PBOC Circular, qualified multinational enterprise groups can extend loans in Renminbi to, or borrow loans in Renminbi from, offshore group entities within the same group by leveraging the cash pooling arrangements. The Renminbi funds will be placed in a special deposit account and may not be used to invest in stocks, financial derivatives, or extend loans to enterprises outside the group.

The SAFE Provisions, the PBOC FDI Measures, the MOFCOM Circular and the SAFE Circular on DI, which are new regulations, have been promulgated to control the remittance of Renminbi for payment of transactions categorised as capital account items and such new regulations will be subject to interpretation and application by the relevant PRC authorities. Further, if any new PRC regulations are promulgated in the future which have the effect of permitting or restricting (as the case may be) the remittance of Renminbi for payment of transactions categorised as capital account items, then such remittances will need to be made subject to the specific requirements or restrictions set out in such regulations.

## CLEARANCE AND SETTLEMENT

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of Euroclear, Clearstream, Luxembourg or the CMU Service (together, the “Clearing Systems”) currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Issuer, HoldCo and PropCo believe to be reliable, but neither the Issuer, the Guarantors nor the Arranger or any Dealer takes any responsibility for the accuracy thereof. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. Neither the Issuer, the Guarantors nor any other party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to, or payments made on account of, such beneficial ownership interests.*

*The relevant Pricing Supplement will specify the Clearing System(s) applicable for each Series.*

### The Clearing Systems

#### **Euroclear and Clearstream, Luxembourg**

Euroclear and Clearstream, Luxembourg each holds securities for participating organisations and facilitates the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear and Clearstream, Luxembourg provide to their respective participants, among other things, services for safekeeping, administration, clearance and settlement of internationally-traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg participants are financial institutions throughout the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to Euroclear or Clearstream, Luxembourg is also available to others, such as banks, brokers, dealers and trust companies which clear through or maintain a custodial relationship with a Euroclear or Clearstream, Luxembourg participant, either directly or indirectly.

Distributions of principal with respect to book-entry interests in the Notes held through Euroclear or Clearstream, Luxembourg will be credited, to the extent received by the Paying Agent, to the cash accounts of Euroclear or Clearstream, Luxembourg participants in accordance with the relevant system’s rules and procedures.

#### **CMU Service**

The CMU Service is a central depository service provided by the Central Moneymarkets Unit of the HKMA for the safe custody and electronic trading between the members of this service (“**CMU Members**”) of capital markets instruments (“**CMU Instruments**”) which are specified in the CMU Service Reference Manual as capable of being held within the CMU Service.

The CMU Service is only available to CMU Instruments issued by a CMU Member or by a person for whom a CMU Member acts as agent for the purposes of lodging instruments issued by such persons. Membership of the CMU Service is open to all members of the Hong Kong Capital Markets Association and “authorized institutions” under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong).

Compared to clearing services provided by Euroclear and Clearstream, Luxembourg, the standard custody and clearing service provided by the CMU Service is limited. In particular (and unlike the European Clearing Systems), the HKMA does not as part of this service provide any facilities for the dissemination to the relevant CMU Members of payments (of interest or principal) under, or notices pursuant to the notice provisions of, the CMU Instruments. Instead, the HKMA advises the lodging CMU Member (or a designated paying agent) of the identities of the CMU service members to whose accounts payments in respect of the relevant CMU Instruments are credited, whereupon the lodging CMU Member (or the designated paying agent) will make the necessary payments of interest or principal or send notices directly to the relevant CMU Members. Similarly, the HKMA will not obtain certificates of non-U.S. beneficial ownership from CMU Members or provide any such certificates on behalf of CMU Members. The CMU Lodging and Paying Agent will collect such certificates from the relevant CMU Members identified from an instrument position report obtained by request from the HKMA for this purpose.

An investor holding an interest through an account with either Euroclear or Clearstream, Luxembourg in any Notes held in the CMU Service will hold that interest through the respective accounts which Euroclear and Clearstream, Luxembourg each have with the CMU Service.

### **Book-Entry Ownership**

#### **Bearer Notes**

The Issuer has made applications to Euroclear and Clearstream, Luxembourg for acceptance in their respective book-entry systems in respect of any Series of Bearer Notes. The Issuer may also apply to have Bearer Notes accepted for clearance through the CMU Service. In respect of Bearer Notes, a temporary Global Note and/or a permanent Global Note will be deposited with a common depository for Euroclear and Clearstream, Luxembourg or a sub-custodian for the CMU Service. Transfers of interests in a temporary Global Note or a permanent Global Note will be made in accordance with the normal market debt securities operating procedures of the CMU Service, Euroclear and Clearstream, Luxembourg. Each Global Note will have an International Securities Identification Number (“**ISIN**”) and a Common Code or a CMU Instrument Number, as the case may be. Investors in Notes of such Series may hold their interests in a Global Note only through Euroclear, Clearstream, Luxembourg or the CMU Service, as the case may be.

#### **Registered Notes**

The Issuer has made applications to Euroclear and Clearstream, Luxembourg for acceptance in their respective book-entry systems in respect of the Notes to be represented by a Global Certificate. The Issuer may also apply to have Notes represented by a Global Certificate accepted for clearance through the CMU Service. Each Global Certificate will have an ISIN and a Common Code or a CMU Instrument Number, as the case may be. Investors in Notes of such Series may hold their interests in a Global Certificate only through Euroclear, Clearstream, Luxembourg or the CMU Service, as the case may be.

## SUBSCRIPTION AND SALE

### Summary of Dealer Agreement

Subject to the terms and on the conditions contained in the Dealer Agreement (the “**Dealer Agreement**”) dated 6 May 2009, as supplemented by a first supplemental dealer agreement dated 10 January 2011, a second supplemental dealer agreement dated 13 January 2012, a third supplemental dealer agreement dated 14 January 2013, a fourth supplemental dealer agreement dated 28 January 2014, a fifth supplemental dealer agreement dated 28 January 2015, a sixth supplemental dealer agreement dated 25 January 2017, a seventh supplemental dealer agreement dated 25 January 2018, an eighth supplemental dealer agreement dated 25 January 2019, a ninth supplemental dealer agreement dated 23 January 2020, and a tenth supplemental dealer agreement dated 22 January 2021 between the Issuer, the REIT Manager, HoldCo, PropCo, the Arranger and the Permanent Dealers, the Notes will be offered on a continuous basis by the Issuer to the Permanent Dealers. However, the Issuer has reserved the right to sell Notes directly on its own behalf to Dealers that are not Permanent Dealers. The Notes may be resold at prevailing market prices, or at prices related thereto, at the time of such resale, as determined by the relevant Dealer. The Notes may also be sold by the Issuer through the Dealers, acting as agents of the Issuer. The Dealer Agreement also provides for Notes to be issued in syndicated Tranches that are underwritten by two or more Dealers.

The Issuer will pay each Dealer a commission as agreed between them in respect of Notes subscribed by it. The Issuer (failing which, the REIT Manager, HoldCo and PropCo) has agreed to reimburse the Arranger for certain of its expenses incurred in connection with the establishment of the Programme and the Dealers for certain of their activities in connection with the Programme. The commissions in respect of an issue of Notes on a syndicated basis will be stated in the relevant Subscription Agreement.

The REIT Trust Deed authorises the REIT Manager to take certain actions on behalf of Link and to bind its assets. Such authority includes establishing the Programme and incurring liabilities and obligations under it. In addition, the REIT Trustee has, inter alia, granted its written consent to the REIT Manager establishing the Programme, and arranging for the issuance of Notes under the Programme pursuant to the REIT Trust Deed on such terms as the REIT Manager may determine, and providing all the representations, warranties and undertakings, and to grant the indemnities on behalf of Link (and so as to bind the Deposited Property, where so stated) under or in connection with the Dealer Agreement, the Trust Deed, and certain other agreements and documents described and contemplated therein (the “**Documents**”) and to the incurring of liabilities and obligations on behalf of Link (so as to bind the Deposited Property, where so stated) pursuant to the Documents and to the performance and discharge of such liabilities and obligations from the Deposited Property, in accordance with the REIT Trust Deed.

The Issuer (failing which, the REIT Manager, HoldCo and PropCo) has agreed to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement entitles the Dealers to terminate any agreement that they make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the Issuer.

The Dealers and certain of their affiliates may have performed certain investment banking and advisory services for the Issuer, the REIT Manager, HoldCo, PropCo, and/or their respective affiliates from time to time for which they have received customary fees and expenses and may, from time to time, engage in transactions with and perform services for the Issuer, the REIT Manager, HoldCo, PropCo, and/or their respective affiliates in the ordinary course of their business. The Dealers or certain of their affiliates may purchase Notes and be allocated Notes for asset management and/or proprietary purposes but not with a view to distribution.

The Dealers or their respective affiliates, in the ordinary course of their business activities, may purchase Notes for its or their own account and for the accounts of their customers and enter into transactions, including active trading of debt, Units, and equity securities (or related derivative securities) and financial instruments (including bank loans), relating to Notes and/or other securities (if any) of the Issuer, the REIT Manager, HoldCo, PropCo, or their respective subsidiaries or associates at the same time as the offer and sale of Notes or in secondary market transactions. Such transactions would be carried out as bilateral trades with selected counterparties and separately from



any existing sale or resale of Notes to which this Offering Circular relates (notwithstanding that such selected counterparties may also be purchasers of Notes). The Dealers and their respective affiliates may also make investment recommendations and/or publish or express independent research views with respect to such securities or financial instruments and may hold, or recommend to clients that they acquire long and/or short positions in such securities and instruments.

### **Waivers from strict compliance with the Unitholders' approval requirements in Chapter 8 of the REIT Code**

The REIT Code contains rules governing transactions between Link and certain defined categories of connected persons. Such transactions will constitute connected party transactions for the purposes of the REIT Code. Link's connected persons include, among others, the REIT Trustee and companies within the same group as, or associated companies of, the REIT Trustee. As a result, the list of connected persons of Link will include (among others) HSBC and its subsidiaries because the REIT Trustee is a direct wholly-owned subsidiary of HSBC.

The REIT Manager applied for certain waivers from the REIT Code with respect to transactions with a number of financial service groups that are connected persons. Subject to certain prescribed continuing conditions, on 8 November 2005, the SFC granted a waiver to Link from strict compliance with the Unitholders' approval requirements in Rules 8.9 and 8.11 of the REIT Code in respect of certain corporate finance transactions between the HSBC Group on the one hand and Link and/or any company controlled by Link on the other hand, including where HSBC is involved in an underwriting or arranging capacity for an issue of debt instruments or other related arrangements. Accordingly, no approval has been sought from the Unitholders for HSBC to act as Arranger and Dealer in connection with the Programme and issue of Notes.

### **Selling Restrictions**

#### **United States**

The Notes and the Guarantee have not been and will not be registered under the Securities Act and the Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meaning given to them by Regulation S.

Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a U.S. person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended, and regulations thereunder.

Each Dealer has agreed and each further Dealer appointed under the Programme will be required to agree that, except as permitted by the Dealer Agreement, it will not offer or sell or, in the case of Notes in bearer form, deliver the Notes of any identifiable Tranche, (i) as part of their distribution at any time or (ii) otherwise until 40 days after completion of the distribution of such Tranche as determined, and certified to the Issuer and the Issuing and Paying Agent by each Dealer, or in the case of Notes issued on a syndicated basis, the Lead Manager, within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each dealer to which it sells Notes during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons. Terms used in the preceding sentence have the meanings given to them by Regulation S.

The Notes are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S.

In addition, until 40 days after the commencement of the offering of any identifiable Tranche of Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering of such Tranche of Notes) may violate the registration requirements of the Securities Act.

This Offering Circular has been prepared by the Issuer for use in connection with the offer and sale of the Notes outside the United States. The Issuer and the Dealers reserve the right to reject any offer to purchase the Notes, in whole or in part, for any reason. This Offering Circular does not constitute an offer to any person in the United States.

Distribution of this Offering Circular by any non-U.S. person outside the United States to any U.S. person or to any other person within the United States, is unauthorised and any disclosure without the prior written consent of the Issuer of any of its contents to any such U.S. person or other person within the United States, is prohibited.

### **Prohibition of Sales to EEA Retail Investors**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision, the expression “**retail investor**” means a person who is one (or more) of the following:

- (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
- (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

### **Prohibition of Sales to UK Retail Investors**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision, the expression “**retail investor**” means a person who is one (or more) of the following:

- (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or
- (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

### **Selling Restrictions Addressing Additional UK Securities Laws**

Each Dealer has represented, warranted and agreed and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that:

- (i) in relation to any Notes which have a maturity of less than one year, (a) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (b) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or as agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the Financial Services and Markets Act 2000 (the “**FSMA**”) by the Issuer;
- (ii) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer or the Guarantors; and
- (iii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such Notes in, from or otherwise involving the United Kingdom.

### **Selling Restrictions Addressing Additional Netherlands Securities Laws**

The Notes have not been and will not be offered in The Netherlands other than to persons or legal entities which are qualified investors as defined in Regulation (EU) 2017/1129.

## **Hong Kong**

In relation to each Tranche of Notes issued by the Issuer, each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes except for Notes which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”) other than (a) to “professional investors” as defined in the SFO and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “C(WUMP)O”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

## **Japan**

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No.25 of 1948, as amended, the “**Financial Instruments and Exchange Act**”). Accordingly, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Notes in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

## **Cayman Islands**

Each Dealer has agreed and each further Dealer appointed under the Programme will be required to agree, that no invitation may be made to the public in the Cayman Islands to subscribe for Notes by or on behalf of the Issuer unless at the time of invitation the Issuer is listed on the Cayman Islands Stock Exchange.

## **Singapore**

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the “SFA”)) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

*Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "CMP Regulations 2018"), unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).*

### **The People's Republic of China**

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that the Notes are not being offered or sold and may not be offered or sold, directly or indirectly, in the People's Republic of China (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities laws of the People's Republic of China.

### **Taiwan**

Each Dealer has represented, warranted and agreed that it has not offered, sold or delivered, and will not offer, sell or deliver, at any time, directly or indirectly, any Notes acquired by it as part of an offering in the ROC or to, or for the account or benefit of, any resident of the ROC, unless otherwise permitted by the laws and regulations of the ROC.

### **General**

These selling restrictions may be modified by the agreement of the Issuer and the relevant Dealers following a change in a relevant law, regulation or directive. Any such modification will be set out in the Pricing Supplement issued in respect of the issue of Notes to which it relates or in a supplement to this Offering Circular.

No representation is made that any action has been taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of this Offering Circular or any other offering material or any Pricing Supplement, in any country or jurisdiction where action for that purpose is required.

Each Dealer has agreed and each further Dealer appointed under the Programme will be required to agree, that it will, to the best of its knowledge, comply with all relevant laws, regulations and directives in each jurisdiction in which it purchases, offers, sells or delivers Notes or has in its possession or distributes this Offering Circular, any

other offering material or any Pricing Supplement and none of the Issuer, the REIT Manager, the Guarantors nor any other Dealer shall have responsibility therefor. Each Dealer has further agreed, and each further Dealer appointed under the Programme will be required to further agree that the offering and marketing of the Notes will be conducted in the EU, the UK and/or Gibraltar only if the relevant jurisdiction is an Approved Jurisdiction (as specified in the applicable Pricing Supplement) and will not be conducted in any other EU member state.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Dealers or any affiliate of the Dealers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by that Dealer or its affiliate on behalf of the Issuer and the Guarantors in such jurisdiction.

## FORM OF PRICING SUPPLEMENT

The form of Pricing Supplement that will be issued in respect of each Tranche, subject only to the deletion of non-applicable provisions, is set out below:

[This document includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the purpose of giving information with regard to the Issuer and each Guarantor. Each of the Issuer, the REIT Manager, HoldCo and PropCo accepts full responsibility for the accuracy of the information contained in this Pricing Supplement as so supplemented and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading. The REIT Trustee takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document except that the REIT Trustee accepts full responsibility for the accuracy of the information in relation to the REIT Trustee contained in this document.]

**Notice to Hong Kong investors:** The Issuer and the Guarantors confirm that the Notes are intended for purchase by Professional Investors (as defined in Chapter 37 of the Listing Rules) (“**Professional Investors**”) only [and will be listed on the Hong Kong Stock Exchange on that basis]. This document is for distribution to Professional Investors only. Accordingly, each of the Issuer and the Guarantors confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

**The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme and the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuer and the Guarantors or quality of disclosure in this document.** Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.]

**[MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market.*] Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.

**UK MIFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market.*] Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

**[PRIIPs REGULATION - PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one

(or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**UK PRIIPs REGULATION – PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the [United Kingdom (“**UK**”)]/[UK]. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]

[In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are [prescribed capital markets products] / [capital markets products other than prescribed capital markets products] (as defined in the CMP Regulations 2018) and [are] [Excluded] / [Specified] Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products.)]<sup>(1)</sup>

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<sup>(1)</sup> For any Notes to be offered to Singapore investors, the Issuer to consider whether it needs to re-classify the Notes pursuant to Section 309B of the SFA prior to the launch of the offer.

Pricing Supplement dated [●]

**THE LINK FINANCE (CAYMAN) 2009 LIMITED**  
(incorporated in the Cayman Islands with limited liability)  
Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]  
**Guaranteed by The Link Holdings Limited (incorporated in the Cayman Islands with limited liability), Link Properties Limited (incorporated in the Cayman Islands with limited liability) and HSBC Institutional Trust Services (Asia) Limited**  
(in its capacity as trustee, and with recourse limited to the assets, of Link Real Estate Investment Trust)  
**under the U.S.\$5,000,000,000 Guaranteed Euro Medium Term Note Programme**

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 22 January 2021 [and the supplemental Offering Circular dated [●]]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular as so supplemented.

*[The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.]*

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Offering Circular dated 22 January 2021. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated 22 January 2021 [and the supplemental Offering Circular dated [●]], save in respect of the Conditions which are extracted from the Offering Circular dated 22 January 2021 and are attached hereto.]

*[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs. Italics denote directions for completing the Pricing Supplement.]*

- |   |                                   |   |
|---|-----------------------------------|---|
| 1 | (i) Issuer:                       | The Link Finance (Cayman) 2009 Limited  |
|   | (ii) Guarantors:                  | The Link Holdings Limited (“ <b>HoldCo</b> ”), Link Properties Limited (“ <b>PropCo</b> ”) and HSBC Institutional Trust Services (Asia) Limited (in its capacity as trustee, and with recourse limited to the assets, of Link Real Estate Investment Trust) (“ <b>REIT Trustee</b> ”) |
|   | (iii) REIT Manager:               | Link Asset Management Limited (in its capacity as manager of Link Real Estate Investment Trust)   |
| 2 | [(i)] Series Number:              | [●]   |
|   | [(ii)] Tranche Number:            | [●]   |
|   |                                   | <i>(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).]</i>   |
| 3 | Specified Currency or Currencies: | [●]   |
| 4 | Aggregate Nominal Amount:         |   |
|   | [(i)] Series:                     | [●]   |
|   | [(ii)] Tranche:                   | [●]   |
| 5 | [(i)] Issue Price:                | [●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [insert date] (in the case of fungible issues only, if applicable)]   |



	[(ii) Net proceeds:	[●]
6	(i) Specified Denominations:	[●] <sup>(2)(3)</sup>
	(ii) Calculation Amount:	<i>[If only one Specified Denomination, insert the Specified Denomination. If more than one Specified Denomination, insert the highest common factor] [Note: There must be a common factor in the case of two or more Specified Denominations]</i>
7	(i) Issue Date:	[●]
	(ii) Interest Commencement Date:	[Specify/Issue date/Not Applicable]
8	Maturity Date:	<i>[Specify date or (for Floating Rate Notes) Interest Payment Date falling in or nearest to the relevant month and year]<sup>(4)</sup></i>
9	Interest Basis:	[[●] per cent. Fixed Rate] [ <i>specify reference rate</i> ] +/- [●] per cent. Floating Rate] [Zero Coupon] [Other ( <i>specify</i> )] (further particulars specified below)
10	Redemption/Payment Basis:	[Redemption at par] [Dual Currency] [Instalment] [Other ( <i>specify</i> )]
11	Change of Interest or Redemption/ Payment Basis:	<i>[Specify details of any provision for convertibility of Notes into another interest or redemption/payment basis]</i>
12	Put/Call Options:	[Investor Put] [Issuer Call] [(further particulars specified below)]
13	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
14	Listing:	[Hong Kong/Other ( <i>specify</i> )/None] ( <i>For Notes to be listed on the Hong Kong Stock Exchange, insert the expected effective listing date of the Notes</i> )
15	Method of distribution:	[Syndicated/Non-syndicated]

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16	Fixed Rate Note Provisions:	[Applicable/Not Applicable] (If not applicable, delete the remaining sub-paragraphs of this paragraph)
	(i) Rate[(s)] of Interest:	[●] per cent. per annum [payable [annually/semi-annually/quarterly/monthly] in arrear]

<sup>(2)</sup> Notes (including Notes denominated in sterling) in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA and which have a maturity of less than one year and must have a minimum redemption value of £100,000 (or its equivalent in other currencies).

<sup>(3)</sup> If the specified denomination is expressed to be €100,000 or its equivalent and multiples of a lower principal amount (for example €1,000), insert the additional wording as follows: €100,000 and integral multiples of [€1,000] in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.

<sup>(4)</sup> Note that for Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification it will be necessary to use the second option here.

- (ii) Interest Payment Date(s): [●] in each year [adjusted in accordance with [specify Business Day Convention and any applicable Business Centre(s) for the definition of “Business Day”]/[not adjusted]
- (iii) Fixed Coupon Amount[(s)]: [●] per Calculation Amount<sup>(5)</sup>
- (iv) Broken Amount: [●] per Calculation Amount, payable on the Interest Payment date falling [in/on] [●]
- (v) Day Count Fraction (Condition 5(k)): [30/360/Actual/Actual/(ICMA/ISDA)/Actual/365 (fixed)/other]
- (vi) Determination Date(s) (Condition 5(k)): [●] in each year. [Insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N. B only relevant where Day Count Fraction is Actual/Actual (ICMA).]
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: [Not Applicable/give details]
- 17 Floating Rate Provisions: [Applicable/Not Applicable] (If not applicable, delete the remaining sub-paragraphs of this paragraph.)
- (i) Interest Period(s): [●]
- (ii) Specified Interest Payment Dates: [●]
- (iii) Interest Period Date(s): [●]  
(Not applicable unless different from Interest Payment Date)
- (iv) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)]
- (v) Business Centre(s) (Condition 5(k)): [●]
- (vi) Manner in which the Rate(s) of Interest is/ are to be determined: [Screen Rate Determination/ISDA Determination/other (give details)]
- (vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not The Bank of New York Mellon as Calculation Agent): [●]
- (viii) Screen Rate Determination (Condition 5(b)(ii)(B)):
- Reference Rate: [●]  
(Either LIBOR, EURIBOR, HIBOR, CNH HIBOR or

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<sup>(5)</sup> For Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification the following alternative wording is appropriate: “Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNY0.01, CNY0.005 for the case of Renminbi denominated Fixed Rate Notes and to the nearest HK\$0.01, HK\$0.005 for the case of Hong Kong dollar denominated Fixed Rate Notes, being rounded upwards.

*other, although additional information is required if other)*

- Interest Determination Date: [●]  
*(the day falling two Business Days in London for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is not Sterling, euro or Hong Kong Dollars, first day of each Interest Accrual Period if the Specified Currency is Sterling or Hong Kong dollar and the day falling two TARGET Business Days prior to the first day of such Interest Accrual Period if the Specified Currency is euro)*
  
- Relevant Screen Page: [●]  
*[(In the case of EURIBOR, if not Reuters Page EURIBOR 01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)]*
  
- (ix) ISDA Determination (Condition 5(b)(ii)(A)):
  - Floating Rate Option: [●]
  - Designated Maturity: [●]
  - Reset Date: [●]
  - ISDA Definitions: 2006 (if different to those set out in the Conditions, please specify)
  
- (x) Margin(s): [+/-] [●] per cent. per annum
  
- (xi) Minimum Rate of Interest: [●] per cent. per annum
  
- (xii) Maximum Rate of Interest: [●] per cent. per annum
  
- (xiii) Day Count Fraction (Condition 5(k)): [●]
  
- (xiv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: [●]
  
- 18 Zero Coupon Note Provisions: [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
  - (i) Amortisation Yield (Condition 6(b)): [●] per cent. per annum
  - (ii) Any other formula/basis of determining amount payable: [●]
  
- 19 Dual Currency Note Provisions: [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
  - (i) Rate of Exchange/Method of calculating Rate of Exchange: [Give details]

- (ii) Party, if any, responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not The Bank of New York Mellon as Calculation Agent): [●]
- (iii) Provisions applicable where calculation by reference to Rate of Exchange impossible or impracticable: [●]
- (iv) Person at whose option Specified Currency(ies) is/are payable: [●]

## PROVISIONS RELATING TO REDEMPTION

20 Call Option: [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount
- (iii) If redeemable in part:
  - (a) Minimum Redemption Amount: [●] per Calculation Amount
  - (b) Maximum Redemption Amount: [●] per Calculation Amount
- (iv) Notice period: [●]

21 Put Option: [Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*

- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount
- (iii) Notice period: [●]

22 Final Redemption Amount of each Note: [●] per Calculation Amount

23 Early Redemption Amount:

- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(c)) or an event of default (Condition 10) and/or the method of calculating the same (if required or if different from that set out in the Conditions): [●]

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes: [Bearer Notes/Exchangeable Bearer Notes/Registered Notes] *[Delete as appropriate]*  
 [temporary Global Note exchangeable for a permanent Global Note which is exchangeable for

		Definitive Notes in the limited circumstances specified in the permanent Global Note] [temporary Global Note exchangeable for Definitive Notes on [●] days' notice] <sup>(6)</sup>
		[permanent Global Note exchangeable for Definitive Notes on in the limited circumstances specified in the permanent Global Note]
25	Financial Centre(s) (Condition 7(h)) or other special provisions relating to payment dates:	[Not Applicable/ <i>Give details. Note that this item relates to the date and place of payment, and not interest period end dates, to which item 16(ii), 17(iv) and 19(vii) relate</i> ]
26	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	[Yes/No. <i>If yes, give details</i> ]
27	Details relating to Instalment Notes: amount of each Instalment, date on which each payment is to be made:	[Not Applicable/ <i>give details</i> ]
28	Redenomination, renominatisation and reconventioning provisions:	[Not Applicable/The provisions [annexed to this Pricing Supplement] apply]
29	Consolidation provisions:	[Not Applicable/The provisions [annexed to this Pricing Supplement] apply]
30	Other terms or special conditions:	[Not Applicable/ <i>give details</i> ]

## DISTRIBUTION

31	(i) If syndicated, names of Managers:	[Not Applicable/ <i>give names</i> ] [ <i>include date and description of subscription agreement</i> ]
	(ii) Stabilisation Manager(s) (if any):	[Not Applicable/ <i>give name(s)</i> ]
32	If non-syndicated, name of Dealer:	[Not Applicable/ <i>give name</i> ]
33	US Selling Restrictions:	Reg. S Compliance category [●] [TEFRA D/TEFRA C/TEFRA not applicable]
34	Additional selling restrictions:	[Not Applicable/ <i>give details</i> ]
35	Approved Jurisdiction(s) (marketing in the EU, the UK and/or Gibraltar only):	[Not Applicable/ <i>list countries</i> ]
36	Private Bank Rebate/Commission:	[Applicable/Not Applicable] [ <i>To be included if a private bank rebate is paid</i> ] In addition, the Issuer has agreed with the Managers/Dealer that it will pay a commission to certain private banks in connection with the distribution of the Notes to their clients. This commission will be based on the principal amount of the Notes so distributed, and may be deducted from

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<sup>(6)</sup> If the Specified Denominations of the Notes in paragraph 6 includes language substantially to the following effect: "€100,000 and integral multiples of [€1,000] in excess thereof up to and including €199,000" the Temporary Global Note shall not be exchangeable on [●] days notice.

the purchase price for the Notes payable by such private banks upon settlement.]

## OPERATIONAL INFORMATION

- 37 LEI: 254900J10LHB6JOSNR19
- 38 ISIN Code: [●]
- 39 Common Code: [●]
- 40 CMU Instrument Number: [●]
- 41 Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the CMU Service and the relevant identification number(s): [Not Applicable/*give name(s) and number(s)*]
- 42 Delivery: Delivery [against/free of] payment
- 43 Additional Paying Agent(s) (if any): [●]

## GENERAL

- 44 The aggregate principal amount of Notes issued has been translated into [U.S. dollars] at the rate of [●], producing a sum of (for Notes not denominated in [U.S. dollars]): [Not Applicable/[U.S.\$][●]]
- 45 In the case of Registered Notes, specify the location of the office of the Registrar if other than New York: [●]
- 46 In the case of Bearer Notes, specify the location of the office of the Issuing and Paying Agent if other than London: [●]
- 47 Ratings: The Notes to be issued have been rated:  
[S&P: [●]]  
[Moody's: [●]]  
[Other: [●]]  
*(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)*
- 48 Address referred to in Condition 18(c) for service of process: [●]

## [PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue and listing on the [Hong Kong Stock Exchange] of the Notes described herein pursuant to the U.S.\$5,000,000,000 Guaranteed Euro Medium Term Note Programme of The Link Finance (Cayman) 2009 Limited.]

## [STABILISATION

In connection with this issue, [*insert name of Stabilisation Manager*] (the “**Stabilisation Manager**”) (or persons acting on behalf of any Stabilisation Manager) may over-allot the Notes or effect transactions with a view to supporting the

market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) in accordance with all applicable laws and rules.]

## **MATERIAL ADVERSE CHANGE STATEMENT**

Each of the Issuer, the REIT Manager, HoldCo and PropCo represents and warrants that except as disclosed in this document, there has been no significant change in the financial or trading position of the Issuer, the Guarantors or of The Link REIT since [insert date of last audited accounts or interim accounts (if later)] and no material adverse change in the financial position or prospects of the Issuer, the Guarantors or of The Link REIT since [insert date of last published annual accounts].<sup>(7)</sup>

## **INVESTMENT CONSIDERATIONS**

There are significant risks associated with the Notes. Prospective investors should have regard to the factors described under the section headed “Risk Factors” in the Offering Circular before purchasing any Notes. Before entering into any transaction, prospective investors should ensure that they fully understand the potential risks and rewards of that transaction and independently determine that the transaction is appropriate given their objectives, experience, financial and operational resources and other relevant circumstances. Prospective investors should consider consulting with such advisers as they deem necessary to assist them in making these determinations.

## **[USE OF PROCEEDS**

Give details if different from “Use of Proceeds” section in the Offering Circular.]

## **RESPONSIBILITY**

The Issuer, the REIT Manager, HoldCo and PropCo accept responsibility for the information contained in this Pricing Supplement which, when read together with the Offering Circular [and the supplemental Offering Circular] referred to above, contains all information that is material in the context of the issue of the Notes.

Signed on behalf of the Issuer:

By:

Duly authorised

Signed on behalf of the REIT Manager:

By:

Duly authorised

Signed on behalf of HoldCo:

By:

Duly authorised

Signed on behalf of PropCo:

By:

Duly authorised

## **ACKNOWLEDGEMENT**

The REIT Trustee acknowledges the existence of the obligations of the Issuer in respect of the Notes described in this Pricing Supplement, to be read in conjunction with the terms and conditions of the Notes set out in Schedule 2 Part C of

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<sup>(7)</sup> If any change is disclosed in the Pricing Supplement, it will require approval by the Stock Exchange(s). Consideration should be given as to whether or not such disclosure should be made by means of a supplemental Offering Circular [comprising supplementary listing particulars] rather than in a Pricing Supplement.

the trust deed dated 6 May 2009, as supplemented by a first supplemental trust deed dated 10 January 2011, a second supplemental trust deed dated 13 January 2012, a third supplemental trust deed dated 28 January 2015, a fourth supplemental trust deed dated 25 January 2018 and a fifth supplemental trust deed dated 22 January 2021, and made between the Issuer, HoldCo, PropCo, the REIT Trustee, the REIT Manager and The Bank of New York Mellon, acting through its London branch as the Trustee as amended and supplemented (the “**Trust Deed**”), and agrees that such obligations will be guaranteed by the REIT Trustee on the terms set out in the Trust Deed.

Signed on behalf of the REIT Trustee:

By:

Duly authorised



## GENERAL INFORMATION

- (1) Application has been made to the Hong Kong Stock Exchange for the listing of the Programme and application will be made for the listing of and permission to deal in the Notes to be issued under the Programme on the Hong Kong Stock Exchange by way of debt issues to Professional Investors only. The issue price of Notes listed on the Hong Kong Stock Exchange will be expressed as a percentage of their nominal amount. Transactions will normally be effected for settlement in the relevant specified currency and for delivery by the end of the second trading day after the date of the transaction. It is expected that dealings will, if permission is granted to deal in and for the listing of such Notes, commence on or about the date of listing of the relevant Notes.
- (2) Each of the Issuer, the Guarantors and the REIT Manager has obtained all necessary consents, approvals and authorisations in Hong Kong and in the Cayman Islands in connection with the establishment of the Programme and the guarantee relating to the Programme. The establishment of the Programme was authorised by resolution of the board of directors of the Issuer passed on 8 April 2009 and by resolution of the Board of the REIT Manager passed on 6 March 2009, the giving of the guarantee relating to the Programme by HoldCo and PropCo was authorised by resolution of the respective board of directors of HoldCo and PropCo each passed on 8 April 2009 and the giving of the guarantee relating to the Programme by the REIT Trustee was authorised by resolution of the board of directors of the REIT Trustee passed on 14 January 2008. The update of the Programme was authorised by resolution of the board of directors of the Issuer passed on 15 January 2021 and by resolution of the Board of the REIT Manager passed on 15 January 2021, the continuing giving of the guarantee relating to the updated Programme by HoldCo and PropCo was authorised by resolution of the respective board of directors of HoldCo and PropCo each passed on 15 January 2021.
- (3) Except as disclosed in this Offering Circular, there has been no material adverse change in the financial position or prospects of the Issuer, the Guarantors or Link since 31 March 2020 and no significant change in the financial or trading position of the Issuer, the Guarantors or of Link since 31 March 2020.
- (4) Except as disclosed in this Offering Circular, none of the Issuer, the Guarantors, the REIT Manager or Link is involved in any litigation, arbitration or administrative proceedings relating to claims which are material in the context of the issue of the Notes and, so far as any of them is aware, no such litigation, arbitration or administrative proceedings are pending or threatened.
- (5) Each Bearer Note having a maturity of more than one year, Receipt, Coupon and Talon will bear the following legend: “Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code”.
- (6) The Legal Entity Identifier (“LEI”) of the Issuer is 254900J10LHB6JOSNR19. The Notes have been accepted for clearance through the Euroclear and Clearstream, Luxembourg systems. The Issuer may also apply to have Notes accepted for clearance through the CMU Service. The relevant CMU instrument number will be set out in the relevant Pricing Supplement. The relevant ISIN, the Common Code and (where applicable) the identification number for any other relevant clearing system for each series of Notes will be specified in the applicable Pricing Supplement. If the Notes are to clear through an additional or alternative clearing system the appropriate information will be set out in the relevant Pricing Supplement.
- (7) For so long as Notes may be issued pursuant to this Offering Circular, copies of the following documents will, when published, be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the registered office of the REIT Manager at 20/F, Tower 1, The Quayside, 77 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong and at the specified office of the Paying Agents:
  - (i) the Trust Deed (which includes the form of the Global Notes, the definitive Bearer Notes, the Certificates, the Coupons, the Receipts and the Talons);
  - (ii) the Agency Agreement;

- (iii) the Memorandum and Articles of Association of each of the Issuer, HoldCo and PropCo and the Articles of Association of the REIT Trustee;
- (iv) the published annual reports and audited consolidated financial statements of Link for the two financial years ended 31 March 2019 and 31 March 2020 respectively (Link currently prepares audited consolidated financial statements on an annual basis and does not prepare annual non-consolidated financial statements);
- (v) the most recently published audited annual consolidated financial statements of Link, the most recently published unaudited interim condensed consolidated financial information of Link from time to time (at the date of this Offering Circular, other than the financial statements of Link, the Issuer and the Guarantors have not published any audited or unaudited financial statements and do not propose to publish any financial statements);
- (vi) a copy of this Offering Circular together with any supplement (including any Pricing Supplement save that a Pricing Supplement relating to an unlisted Series of Notes will only be available for inspection by a holder of any such Notes and such holder must produce evidence satisfactory to the Issuer and the relevant Paying Agent as to its holding of such Notes and identity) to this Offering Circular or further Offering Circular; and
- (vii) all reports, letters and other documents, statements of financial position, valuations and statements by any expert any part of which is extracted or referred to in this Offering Circular.

Copies of the documents referred to in sub-paragraphs (iii) to (vi) above will also be available free of charge during the hours referred to above from the specified office of the Paying Agents for the time being in Hong Kong so long as any of the Notes is outstanding.

- (8) The consolidated financial statements of Link for the year ended 31 March 2020 included in this Offering Circular have been audited by its independent auditor, PricewaterhouseCoopers, Certified Public Accountants, in accordance with the Hong Kong Auditing Standards issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as stated in their report appearing therein. The unaudited condensed consolidated interim financial information of Link for the six months ended 30 September 2020 included in this Offering Circular has been reviewed by PricewaterhouseCoopers in accordance with the Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA.

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**Note:**

References to page numbers in the financial statements and interim financial information of Link, and the audit report or review report relating thereto are to pages of the relevant annual report or review report from which they have been extracted.

# Independent Auditor's Report



羅兵咸永道

## INDEPENDENT AUDITOR'S REPORT TO THE UNITHOLDERS OF LINK REAL ESTATE INVESTMENT TRUST

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

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

##### What we have audited

The consolidated financial statements of Link Real Estate Investment Trust ("**Link**") and its subsidiaries (together the "**Group**") set out on pages 92 to 143, which comprise:

- the consolidated statement of financial position as at 31 March 2020;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of distributions for the year then ended;
- the consolidated statement of changes in equity and net assets attributable to Unitholders for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

#### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

#### Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "**Code**"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

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*PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong*  
T: +852 2289 8888, F: +852 2810 9888, [www.pwchk.com](http://www.pwchk.com)

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter identified in our audit relates to the valuation of investment properties.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Valuation of Investment Properties</b></p> <p>Refer to notes 3(d), 5(a) and 15 to the consolidated financial statements</p> <p>The Group's investment properties are the key component of the net asset value attributable to the unitholders and underpins the Group's result for the year. The aggregated valuation of investment properties in the consolidated statement of financial position as at 31 March 2020 was HK\$193,224 million and the fair value loss of investment properties for the year was HK\$23,948 million, which were significant components of the consolidated financial statements. As at 31 March 2020, the Group's investment properties portfolio comprises of retail and office properties and car parks in Hong Kong and Mainland China.</p> <p>The valuations were carried out by a third party valuer (the "<b>Valuer</b>"). Under the Code on Real Estate Investment Trusts issued by the Hong Kong Securities and Futures Commission (the "<b>REIT Code</b>"), the Valuer shall retire after it has conducted valuations for three consecutive years, and may only be reappointed after three years. During the year ended 31 March 2020, a new Valuer was appointed and was engaged by the Trustee of Link.</p> <p>The valuation of the Group's completed investment properties is inherently subjective due to, among other factors, the individual nature of each property, its location and the expected future rentals for that particular property.</p>	<p><b>Experience of Valuer and relevance of their work</b></p> <p>We read the Valuer's report and understand that the valuation was carried out in accordance with the Royal Institution of Chartered Surveyors' RICS Valuation – Global Standards, incorporating the International Valuation Standards Council's International Valuation Standards, the Hong Kong Institute of Surveyors' HKIS Valuation Standards 2017 and Chapter 6 of the REIT Code. We assessed the Valuer's qualifications and expertise and read their terms of engagement with the Group to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work.</p> <p><b>Valuation methodology used by the Valuer</b></p> <p>We involved our experts in property valuation to discuss, assess and evaluate the reasonableness of the valuation methodologies and models used by the Valuer by comparing against our knowledge in valuation and the properties industry.</p> <p><b>Data used by the Valuer</b></p> <p>We checked, on a sample basis, the data used by the Valuer to perform the valuation to appropriate supporting documents, including:</p> <ul style="list-style-type: none"> <li>• key terms of lease agreements;</li> <li>• operating expenditure details; and</li> <li>• rental income schedules.</li> </ul>

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Valuation of Investment Properties (Continued)</b></p> <p>In determining a property's valuation as at 31 March 2020, the Valuer took into account property-specific information such as tenancy agreements, rental income and direct property expenses. The income capitalisation approach was primarily used, with cross reference to direct comparison approach where applicable. The Valuer applied assumptions for capitalisation rates and net passing income, which were influenced by the prevailing market yields and comparable market transactions to arrive at the final valuation.</p> <p>In determining a property's valuation as at 31 March 2019, the income capitalisation approach and discounted cash flow analysis were primarily used for completed properties, with cross reference to direct comparison approach where applicable. For properties under development, the residual approach was used, whereby the valuation was derived from the gross development value of the project upon completion (estimated using a direct comparison approach) less estimated outstanding development costs and allowance for developer's risk and profit.</p> <p>The adoption of income capitalisation approach only is in line with market practice of property valuation and the change is compliant with the Trust Deed.</p> <p>The existence of significant estimation warrants specific audit focus in this area.</p> <p>There were a number of specific factors affecting the valuations in the year which we considered when making our judgements including:</p> <ul style="list-style-type: none"> <li>• the revitalisation of certain investment properties through the Group's Asset Enhancement Program; and</li> <li>• the performance of the Group's investment property portfolio.</li> </ul>	<p><b>Assumptions and estimates used by the Valuer</b></p> <p>We attended meetings with the Valuer where we discussed the valuation approaches and the key assumptions used. The assumptions used varied across the portfolio depending on the age, nature and location of each property but they included estimated capitalisation rate and net passing income. In each of these areas, and on a sample basis, we compared the estimates and assumptions used by the Valuer against the published industry benchmarks and comparable market transactions, and our experience in this sector. We performed further work on the properties with assumptions suggesting a possible outlier versus market data for the relevant property sector. Where assumptions were outside the expected range or were otherwise unusual, and/or valuations showed unexpected movements, we held further discussions with the Valuer to understand the rationale and obtained additional audit evidence to support the explanations received.</p> <p>We considered that the methodologies used in preparing the valuation were appropriate and key assumptions were supportable in light of available and comparable market evidence.</p>

## Other Information

Link Asset Management Limited (the "**Manager**" of Link) is responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the Manager and the Audit and Risk Management Committee for the Consolidated Financial Statements

The Manager is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA, and for such internal control as the Manager determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Manager is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Manager either intends to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

In addition, the Manager is required to ensure that the consolidated financial statements have been properly prepared in accordance with the relevant provisions of the Trust Deed dated 6 September 2005, as amended by 13 Supplemental Deeds (the "**Trust Deed**"), and the relevant disclosure provisions of Appendix C of the REIT Code.

The Audit and Risk Management Committee is responsible for overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. In addition, we are required to assess whether the consolidated financial statements of the Group have been properly prepared, in all material respects, in accordance with the relevant provisions of the Trust Deed and the relevant disclosure provisions of Appendix C of the REIT Code.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Manager.
- Conclude on the appropriateness of the Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Risk Management Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Risk Management Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit and Risk Management Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Matters Under the Relevant Provisions of the Trust Deed and the Relevant Disclosure Provisions of Appendix C of the REIT Code

In our opinion, the consolidated financial statements have been properly prepared, in all material respects, in accordance with the relevant provisions of the Trust Deed and the relevant disclosure provisions of Appendix C of the REIT Code.

The engagement partner on the audit resulting in this independent auditor's report is Wong Hung Nam.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 1 June 2020



# Consolidated Income Statement

For the year ended 31 March 2020

	Note	2020 HK\$'M	2019 HK\$'M
<b>Revenue</b>	6	<b>10,718</b>	10,037
Property operating expenses	8	<b>(2,498)</b>	(2,348)
Net property income		<b>8,220</b>	7,689
General and administrative expenses		<b>(416)</b>	(405)
Change in fair values of investment properties	15(a)	<b>(23,948)</b>	12,269
Gains on disposals of investment properties		–	2,761
Interest income		<b>183</b>	85
Finance costs	9	<b>(630)</b>	(598)
<b>(Loss)/profit before taxation and transactions with Unitholders</b>	10	<b>(16,591)</b>	21,801
Taxation	12	<b>(712)</b>	(1,359)
<b>(Loss)/profit for the year, before transactions with Unitholders</b>		<b>(17,303)</b>	20,442
Distributions paid to Unitholders:			
– 2020 interim distribution		<b>(2,966)</b>	–
– 2019 final distribution		<b>(2,964)</b>	–
– 2019 interim distribution		–	(2,759)
– 2018 final distribution		–	(2,758)
		<b>(23,233)</b>	14,925
Represented by:			
Change in net assets attributable to Unitholders, excluding issues of new units and units bought back		<b>(24,835)</b>	13,260
Amount arising from exchange reserve and cash flow hedging reserve movements	28	<b>1,783</b>	1,552
Non-controlling interest		<b>(181)</b>	113
		<b>(23,233)</b>	14,925
(Loss)/profit for the year, before transactions with Unitholders attributable to			
– Unitholders (Note)	13	<b>(17,122)</b>	20,329
– Non-controlling interest		<b>(181)</b>	113
		<b>(17,303)</b>	20,442

The notes on pages 98 to 143 are an integral part of these consolidated financial statements.

Note: (Loss)/earnings per unit, based upon (loss)/profit for the year, before transactions with Unitholders attributable to Unitholders and the weighted average number of units in issue, is set out in Note 13 to the consolidated financial statements.

# Consolidated Statement of Comprehensive Income

For the year ended 31 March 2020

	Before transactions with Unitholders HK\$'M	Transactions with Unitholders (Note (i)) HK\$'M	After transactions with Unitholders (Note (ii)) HK\$'M	Non-controlling interest HK\$'M	Total HK\$'M
<b>For the year ended 31 March 2020</b>					
Loss for the year	(17,122)	18,905	1,783	(181)	1,602
Other comprehensive income					
Items that may be reclassified subsequently to the consolidated income statement					
– Cash flow hedging reserve	(96)	–	(96)	–	(96)
– Exchange reserve	(1,687)	–	(1,687)	–	(1,687)
<b>Total comprehensive loss for the year</b>	<b>(18,905)</b>	<b>18,905</b>	<b>–</b>	<b>(181)</b>	<b>(181)</b>
<b>For the year ended 31 March 2019</b>					
Profit for the year	20,329	(18,777)	1,552	113	1,665
Other comprehensive income					
Items that may be reclassified subsequently to the consolidated income statement					
– Cash flow hedging reserve	(236)	–	(236)	–	(236)
– Exchange reserve	(1,316)	–	(1,316)	–	(1,316)
<b>Total comprehensive income for the year</b>	<b>18,777</b>	<b>(18,777)</b>	<b>–</b>	<b>113</b>	<b>113</b>

The notes on pages 98 to 143 are an integral part of these consolidated financial statements.

Notes:

- (i) Transactions with Unitholders comprise the distributions to Unitholders of HK\$5,930 million (2019: HK\$5,517 million) and change in net assets attributable to Unitholders, excluding issues of new units and units bought back, which is a decrease of HK\$24,835 million (2019: an increase of HK\$13,260 million).
- (ii) In accordance with the Trust Deed, the units of Link Real Estate Investment Trust contain contractual obligations to pay to its Unitholders cash distributions and also upon termination of the trust, a share of all net cash proceeds derived from the sale or realisation of the assets of the trust less any liabilities, in accordance with their proportionate interests in the trust at the date of the termination. The Unitholders' funds are therefore classified as a financial liability rather than equity in accordance with Hong Kong Accounting Standard 32: Financial Instruments: Presentation. Consistent with Unitholders' funds being classified as a financial liability, the distributions to Unitholders and change in net assets attributable to Unitholders, excluding issues of new units and units bought back, are finance costs. Accordingly, the total comprehensive income attributable to Unitholders, after the transactions with Unitholders, is zero.

# Consolidated Statement of Distributions

For the year ended 31 March 2020

	Note	2020 HK\$'M	2019 HK\$'M
<b>(Loss)/profit for the year, before transactions with Unitholders attributable to Unitholders</b>		<b>(17,122)</b>	20,329
Adjustments:			
– Change in fair values of investment properties attributable to Unitholders		<b>23,831</b>	(12,151)
– Deferred taxation on change in fair values of investment properties attributable to Unitholders		<b>(454)</b>	250
– Change in fair values of derivative components of convertible bonds		<b>(157)</b>	–
– Change in fair values of financial instruments		<b>(276)</b>	90
– Gains on disposals of investment properties, net of transaction costs		–	(2,761)
– Depreciation and amortisation of real estate and related assets		<b>41</b>	–
– Other non-cash income		<b>(189)</b>	(87)
Discretionary distribution (Note (i))		<b>291</b>	53
<b>Total Distributable Amount</b> (Note (i))		<b>5,965</b>	5,723
Interim distribution, paid		<b>2,966</b>	2,759
Final distribution, to be paid to the Unitholders		<b>2,999</b>	2,964
Total distributions for the year		<b>5,965</b>	5,723
Units in issue at 31 March	27	<b>2,057,898,386</b>	2,109,321,254
Distributions per unit to Unitholders:			
– Interim distribution per unit, paid (Note (ii))		<b>HK141.47 cents</b>	HK130.62 cents
– Final distribution per unit, to be paid to the Unitholders (Note (iii))		<b>HK145.72 cents</b>	HK140.55 cents
<b>Distribution per unit for the year</b>		<b>HK287.19 cents</b>	HK271.17 cents

The notes on pages 98 to 143 are an integral part of these consolidated financial statements.

Notes:

- (i) Under the terms of the Trust Deed, Link Real Estate Investment Trust is required to distribute to Unitholders no less than 90% of its distributable income for each financial year. Distributable income, according to the Trust Deed, is the Group's consolidated profit after taxation attributable to Unitholders, as adjusted to eliminate the effect of certain non-cash adjustments which have been recorded in the consolidated income statement for the relevant year. For the year ended 31 March 2020, the Manager has decided to distribute 100% (2019: 100%) of its distributable income to Unitholders. In addition, the Manager recommended a capital return in the form of a discretionary distribution of HK\$291 million (2019: HK\$53 million). Together with the discretionary distribution, Total Distributable Amount represented 105% (2019: 101%) of the distributable income of the Group for the year ended 31 March 2020.
- (ii) The interim distribution per unit of HK141.47 cents (2019: HK130.62 cents) for the six months ended 30 September 2019 was calculated based on the interim distribution of HK\$2,966 million (2019: HK\$2,759 million) for the period and 2,096,767,886 units (2019: 2,111,986,754 units) in issue as at 30 September 2019. The interim distribution was paid to Unitholders on 10 December 2019.
- (iii) The final distribution per unit of HK145.72 cents (2019: HK140.55 cents) for the year ended 31 March 2020 is calculated based on the final distribution to be paid to the Unitholders of HK\$2,999 million (2019: HK\$2,964 million) for the second half of the financial year and 2,057,898,386 units (2019: 2,109,321,254 units) in issue as at 31 March 2020, without taking into account any change in the number of units in issue subsequent to the approval of the consolidated financial statements. The final distribution will be paid to Unitholders on 30 July 2020.

# Consolidated Statement of Financial Position

As at 31 March 2020

	Note	2020 HK\$'M	2019 HK\$'M
<b>Assets</b>			
Goodwill	14	424	433
Investment properties	15	193,224	218,496
Property, plant and equipment	16	1,389	138
Financial assets at amortised cost	17	2,746	–
Deposits and prepayments		497	106
Derivative financial instruments	25	231	42
Trade and other receivables	18	1,231	933
Bank deposits	19	–	4,095
Cash and cash equivalents	19	7,877	2,694
<b>Total assets</b>		<b>207,619</b>	<b>226,937</b>
<b>Liabilities, excluding net assets attributable to Unitholders</b>			
Deferred tax liabilities	20	2,871	3,191
Long-term incentive schemes provision	21	136	200
Other liabilities	22	5,017	5,100
Interest bearing liabilities	23	30,688	24,217
Convertible bonds	24	3,910	–
Security deposits		1,782	1,751
Derivative financial instruments	25	88	246
Provision for taxation		370	321
Trade payables, receipts in advance and accruals	26	2,640	2,585
<b>Total liabilities, excluding net assets attributable to Unitholders</b>		<b>47,502</b>	<b>37,611</b>
<b>Non-controlling interest</b>		<b>406</b>	<b>587</b>
<b>Net assets attributable to Unitholders</b>		<b>159,711</b>	<b>188,739</b>
Units in issue	27	2,057,898,386	2,109,321,254
Net assets per unit attributable to Unitholders		<b>HK\$77.61</b>	HK\$89.48

The notes on pages 98 to 143 are an integral part of these consolidated financial statements.

On behalf of the Board of Directors of  
Link Asset Management Limited, as manager of Link Real Estate Investment Trust

**Nicholas Charles ALLEN**  
Chairman  
1 June 2020

**George Kwok Lung HONGCHOY**  
Chief Executive Officer  
1 June 2020

# Consolidated Statement of Changes in Equity and Net Assets Attributable to Unitholders

For the year ended 31 March 2020

	Note	Net assets attributable to Unitholders HK\$'M	Total reserves HK\$'M	Non-controlling interest HK\$'M
At 1 April 2019		188,739	580	587
Issuance of units under the 2007 LTI Plan		47	-	-
Units bought back for cancellation		(4,240)	-	-
Loss for the year ended 31 March 2020, before transactions with Unitholders		(17,122)	-	(181)
Distributions paid to Unitholders				
– 2020 interim distribution		(2,966)	-	-
– 2019 final distribution		(2,964)	-	-
Change in fair values of cash flow hedges	28	-	(58)	-
Amount transferred to the consolidated income statement	28	-	(38)	-
Exchange loss on translation of financial statements	28	-	(1,687)	-
Amount arising from exchange reserve and cash flow hedging reserve movements	28	(1,783)	1,783	-
Change in net assets attributable to Unitholders and non-controlling interest for the year ended 31 March 2020, excluding issues of new units and units bought back		(24,835)	-	(181)
<b>At 31 March 2020</b>		<b>159,711</b>	<b>580</b>	<b>406</b>
At 1 April 2018		178,594	580	474
Issuance of units under the 2007 LTI Plan		101	-	-
Units bought back for cancellation		(3,216)	-	-
Profit for the year ended 31 March 2019, before transactions with Unitholders		20,329	-	113
Distributions paid to Unitholders				
– 2019 interim distribution		(2,759)	-	-
– 2018 final distribution		(2,758)	-	-
Change in fair values of cash flow hedges	28	-	(162)	-
Amount transferred to the consolidated income statement	28	-	(74)	-
Exchange loss on translation of financial statements	28	-	(1,316)	-
Amount arising from exchange reserve and cash flow hedging reserve movements	28	(1,552)	1,552	-
Change in net assets attributable to Unitholders and non-controlling interest for the year ended 31 March 2019, excluding issues of new units and units bought back		13,260	-	113
At 31 March 2019		188,739	580	587

The notes on pages 98 to 143 are an integral part of these consolidated financial statements.

# Consolidated Statement of Cash Flows

For the year ended 31 March 2020

	Note	2020 HK\$'M	2019 HK\$'M
<b>Operating activities</b>			
<b>Net cash generated from operating activities</b>	29(a)	<b>6,589</b>	5,941
<b>Investing activities</b>			
Acquisition of businesses		(67)	(7,085)
Proceeds from disposals of investment properties		–	12,010
Additions to investment properties		(1,388)	(2,623)
Additions to property, plant and equipment		(218)	(49)
Purchase of financial assets at amortised cost		(2,777)	–
Interest income received		188	92
Deposit paid for acquisition of a property		(365)	–
Decrease in bank deposits with original maturity of more than three months		4,095	4,430
<b>Net cash (used in)/generated from investing activities</b>		<b>(532)</b>	6,775
<b>Financing activities</b>			
Proceeds from interest bearing liabilities, net of transaction costs		21,629	14,804
Repayment of interest bearing liabilities		(15,474)	(19,124)
Proceeds from convertible bonds, net of transaction costs		3,974	–
Increase in amount due to non-controlling interest		159	559
Interest expenses paid		(882)	(648)
Payment of lease liabilities		(2)	–
Distributions paid to Unitholders		(5,930)	(5,517)
Units bought back for cancellation		(4,240)	(3,216)
<b>Net cash used in financing activities</b>		<b>(766)</b>	(13,142)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>5,291</b>	(426)
Cash and cash equivalents at 1 April		2,694	3,164
Effect on exchange rate changes on cash and cash equivalents		(108)	(44)
<b>Cash and cash equivalents at 31 March</b>	19	<b>7,877</b>	2,694

The notes on pages 98 to 143 are an integral part of these consolidated financial statements.

# Notes to the Consolidated Financial Statements

## 1 Corporate Information

Link Real Estate Investment Trust (“**Link**”) is a collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Link is governed by a trust deed entered into on 6 September 2005 (as amended and supplemented by 13 Supplemental Deeds dated 4 November 2005, 8 November 2005, 16 January 2006, 21 November 2006, 13 July 2007, 23 July 2007, 5 October 2009, 23 July 2010, 25 July 2012, 18 February 2014, 15 January 2015, 25 July 2018 and 1 April 2020) (together the “**Trust Deed**”).

The principal activity of Link and its subsidiaries (the “**Group**”) is investing in real estate (other than real estate of a residential, hotel or serviced apartment nature) and undertaking property development and related activities in respect of all types of developments that contain retail and/or commercial portions. The addresses of the registered offices of the Manager, Link Asset Management Limited, and the Trustee, HSBC Institutional Trust Services (Asia) Limited, are 20/F, Tower 1, The Quayside, 77 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong and 1 Queen’s Road Central, Hong Kong, respectively.

## 2 Basis of Preparation

### (a) Statement of Compliance

The consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards (“**HKFRSs**”), the requirements of the Trust Deed and the relevant disclosure requirements as set out in Appendix C of the Code on Real Estate Investment Trusts (the “**REIT Code**”) issued by the Securities and Futures Commission of Hong Kong. HKFRSs is a collective term which includes all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants.

### (b) Accounting Convention

During the year, the Group has changed the presentation of the consolidated statement of financial position by adopting the liquidity basis as it is considered to be more relevant and meaningful to readers based on the timing of their realisation or settlement of assets and liabilities as justified by the market situation. The change in the presentation has been applied retrospectively.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of derivative financial instruments, long-term incentive schemes provision, derivative components of convertible bonds, investment properties and non-controlling interest put option obligation, which are stated at fair values as explained in the significant accounting policies set out in Note 3.

## 2 Basis of Preparation (Continued)

### (c) Adoption of New and Revised Accounting Policies

For the year ended 31 March 2020, the Group has adopted the following new standards, amendments and interpretations which became effective or available for early adoption.

HKAS 19 Amendments	Plan Amendment, Curtailment or Settlement
HKAS 28 Amendments	Long-term Interests in Associates and Joint Ventures
HKFRS 3 Amendments	Definition of a Business
HKFRS 9 Amendments	Prepayment Features with Negative Compensation
HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Annual Improvements to HKFRSs 2015-2017 Cycle	

The adoption of these new standards, amendments and interpretations has not had any significant effect on the results reported and financial position of the Group. The accounting policies have been updated where applicable for these new standards, amendments and interpretations.

The following new standards and amendments, which have been published but are not yet effective, have not been early adopted in the consolidated financial statements. These are effective for the Group's accounting periods beginning on or after 1 April 2020.

HKAS 1 and HKAS 8 Amendments	Definition of Material <sup>(1)</sup>
HKAS 39, HKFRS 7 and HKFRS 9 Amendments	Interest Rate Benchmark Reform <sup>(1)</sup>
HKFRS 10 and HKAS 28 Amendments	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>(3)</sup>
HKFRS 17	Insurance Contracts <sup>(2)</sup>
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting <sup>(1)</sup>

<sup>(1)</sup> effective for accounting periods beginning on or after 1 January 2020

<sup>(2)</sup> effective for accounting periods beginning on or after 1 January 2021

<sup>(3)</sup> no mandatory effective date is determined yet but early application is permitted

The Group is in the process of making an assessment of the impact of these new standards and amendments upon initial application.



### 3 Summary of Significant Accounting Policies

The significant accounting policies adopted in the preparation of the consolidated financial statements are set out below. Save as the adoption of new and revised accounting policies, these policies have been consistently applied to all the years presented.

#### (a) Basis of Consolidation

The consolidated financial statements incorporate the assets and liabilities of Link and all its subsidiaries as at 31 March 2020 and their results for the year then ended.

Subsidiaries are entities, including structured entities, over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the units issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition related costs are expensed in the consolidated income statement during the period in which they are incurred.

Where the Group enters into a contract that contains an obligation (for example a written put option exercisable by the contract counterparty) to acquire shares in a partly-owned subsidiary company from the non-controlling interest, which is not part of a business combination, the Group records a financial liability for the present value of the redemption amount with a corresponding charge directly to net assets attributable to Unitholders. Changes to the value of the financial liability are recognised in the consolidated income statement.

From 1 April 2019, the Group has adopted the HKFRS 3 amendments, which clarifies the definition of a business and introduces an optional concentration test. Business combinations and asset acquisitions for which the acquisition date is on or after 1 April 2019 may elect to apply an optional concentration test, where substantially all of the fair value of gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets, the acquired set of activities and assets is not a business and the transaction is then not a business combination. Where the concentration test is not applied nor met, a transaction may still be considered to be an asset acquisition if a substantive process has not been acquired. A substantive process is the ability to develop or convert inputs into outputs.

#### (b) Segment Reporting

A segment is a distinguishable component of the Group that is engaged either in providing a particular type of service, or in providing services within a particular economic environment, and which is subject to risks and rewards that are different from those of other segments. Consistent with the Group's internal financial reporting to the Manager, being the chief operating decision maker, for the purpose of making decisions about allocating resources and assessing performance, segment assets consist primarily of tangible assets and receivables and segment liabilities mainly comprise operating liabilities.

### 3 Summary of Significant Accounting Policies (Continued)

#### (c) Foreign Currency Translation

##### (i) Functional and Presentation Currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in millions of Hong Kong Dollars, which is the functional currency of Link and the Group's presentation currency.

##### (ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

##### (iii) Group Companies

The results and financial position of all the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position of the Group's entities are translated at the reporting date closing rate;
- income and expenditures for each income statement of the Group's entities are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenditures are translated at the rates on the dates of the transactions); and
- all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the reporting date closing rate. Currency translation differences arising are recognised in other comprehensive income.

#### (d) Investment Properties

A property that is held for long-term rental yields or for capital appreciation or both, is classified as an investment property. It also includes properties that are being constructed or developed for future use as investment properties.

Investment property comprises land held under government leases and treated under finance lease and buildings held under finance leases.

An investment property is measured initially at its cost, including related transaction costs.

After initial recognition, an investment property is carried at fair value, representing open market value determined at each reporting date. The carrying value of the investment property is reviewed every six months and is independently valued by external valuer at least annually.

Any gain or loss arising on disposal of the investment property (calculated as the difference between the disposal proceeds and the carrying amount, including revaluation, of the asset) is recognised in the consolidated income statement in the period in which the investment property is disposed of.

Changes in fair values of the investment properties are recognised in the consolidated income statement.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed in the consolidated income statement during the period in which they are incurred.

### 3 Summary of Significant Accounting Policies (Continued)

#### (e) Property, Plant and Equipment

Property, plant and equipment, including right-of-use assets arising from property leased for own use, are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed in the consolidated income statement during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost less estimated residual value less accumulated impairment losses over the estimated useful lives as follows:

Land and building	Lease terms
Leasehold improvements	Five years or lease terms (if applicable)
Right-of-use assets	Lease terms
Equipment	Three to five years
Motor vehicles	Five years

An asset's residual value and useful life are reviewed and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount, as an impairment loss.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amounts and are recognised in the consolidated income statement.

#### (f) Financial Assets at Amortised Cost

Financial assets at amortised cost are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment. The Group holds certain debt securities with the objective to collect the contractual cash flows which represents solely payments of principal and interests and therefore measures them subsequently at amortised cost using the effective interest method. Regular way purchases or sales of debt securities are recognised and derecognised on a trade date basis.

Interest income from financial assets at amortised cost is recognised using the effective interest rate method. The Group assesses on a forward-looking basis the expected credit losses associated with the financial assets at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

#### (g) Trade and Other Receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment. The Group holds the trade and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. The Group applies the HKFRS 9 simplified approach in assessing expected credit losses which uses a lifetime expected loss allowance for trade receivables. The expected credit losses on trade receivables are calculated using a provision matrix where a provision rate applies based on its historical observed default rates adjusted by current and forward-looking information.

### 3 Summary of Significant Accounting Policies (Continued)

#### (h) Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

#### (i) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired business at the date of acquisition. Goodwill on business combinations is stated as a separate asset. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing.

#### (j) Unitholders' Funds as a Financial Liability

In accordance with the Trust Deed, Link is required to distribute to Unitholders not less than 90% of the Group's Total Distributable Income for each financial year. The trust also has a limited life of 80 years from the date of establishment. Accordingly, the units contain contractual obligations of the trust to pay to its Unitholders cash distributions and also upon termination of the trust, a share of all net cash proceeds derived from the sale or realisation of the assets of the trust less any liabilities, in accordance with their proportionate interests in the trust at the date of the termination. The Unitholders' funds are therefore classified as a financial liability rather than equity in accordance with HKAS 32: Financial Instruments: Presentation. This liability is shown on the consolidated statement of financial position as the net assets attributable to Unitholders. Distributions to Unitholders are recognised in the consolidated income statement.

#### (k) Trade Payables and Provisions

##### (i) Trade Payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

##### (ii) Provisions

Provisions are recognised when there is a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Where a provision is expected to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 3 Summary of Significant Accounting Policies (Continued)

#### (l) Leases

From 1 April 2019, the Group has adopted the HKFRS 16 retrospectively and changed its accounting policy for leases where the Group is the lessee.

As the Group's non-cancellable operating leases expired within 12 months from the date of initial application of HKFRS 16, the Group used the practical expedient permitted by HKFRS 16 to account for these as short term leases. Consequently, the adoption of HKFRS 16 has not led to an adjustment to the opening consolidated statement of financial position.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the group, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities are the net present value of the fixed lease payments discounted using the interest rate implicit in the lease and subsequently stated at amortised cost.

Lease payments are allocated between principal and finance cost. The finance cost is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

On the Group's consolidated statement of financial position, right-of-use asset has been included in property, plant and equipment and lease liabilities have been included in accruals.

#### (m) Current and Deferred Taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Group's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred taxation is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred taxation arising from investment property is determined based on the expected manner as to how the investment properties will be recovered (through sale or through use) with the corresponding tax rate applied.

### 3 Summary of Significant Accounting Policies (Continued)

#### (n) Interest Bearing Liabilities

Interest bearing liabilities are recognised initially at fair value, net of transaction costs incurred. Interest bearing liabilities are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the instrument using the effective interest method.

#### (o) Convertible Bonds

Convertible bonds with conversion right comprise a derivative component and a liability component.

At initial recognition the derivative component of the convertible bonds is measured at fair value. Any excess of the proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs relating to the issue of the convertible bonds are allocated to the liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability component and the portion relating to the derivative component is recognised immediately in the consolidated income statement.

The derivative component is subsequently remeasured at fair value, with changes in fair value recognised immediately in the consolidated income statement. The liability component is subsequently measured at amortised cost. The interest expense recognised in the consolidated income statement on the liability component is calculated using the effective interest method.

#### (p) Impairment of Non-financial Assets

Assets that are subject to depreciation and amortisation are reviewed by the Group for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Non-financial assets other than goodwill that suffer impairment are reviewed for possible reversal of the impairment at each reporting date.

#### (q) Revenue Recognition

##### (i) Rentals from Retail and Commercial Properties

Operating lease rental income is recognised on a straight-line basis over the term of the lease agreement. Contingent rental income (representing income over and above base rent) such as turnover rent, is recognised according to the terms of the lease agreements when the amount can be reliably measured, in the accounting period in which it is earned. Lease incentives provided, such as rent-free periods, are amortised on a straight-line basis and are recognised as a reduction of rental income over the respective term of the lease.

##### (ii) Rentals from Car Parks

Rentals from car parks are recognised as revenue on an accrual basis.

##### (iii) Service Fees and Charges

Service fees and charges such as air conditioning income arising from the provision of services are recognised when such services are rendered.

##### (iv) Interest Income

Interest income is recognised on a time-proportion basis using effective interest method.

### 3 Summary of Significant Accounting Policies (Continued)

#### (r) Expenditure

Expenditures, including property related outgoings and other expenses, are recognised on an accrual basis.

#### (s) Employee Benefits

Employee benefits such as wages, salaries and bonuses are recognised as an expense when the employee has rendered the service.

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave. The employer's contributions to the Mandatory Provident Fund for employees are expensed as incurred.

#### (t) Employees' Long-term Incentive Schemes

Incentives in the form of a long-term incentive schemes are provided to eligible employees (including directors).

Employee services rendered in exchange for the grant of the long-term incentive schemes awards are recognised as an expense, with a corresponding increase in the liability incurred. This expense is charged to the consolidated income statement over the vesting periods. Until the liability is settled, the value of the liability is re-measured at each reporting date and at the date of settlement, with any changes in value recognised in the consolidated income statement for the year. At each reporting date, estimates of the number of long-term incentive schemes awards that are expected to vest will be revised and the impact of the revision is recognised in the consolidated income statement. The carrying value of the long-term incentive schemes awards is reviewed every six months and is independently valued by external valuer at least annually. If the awards do not vest on the vesting dates, the amounts charged to the consolidated income statement will be written back.

#### (u) Derivative Financial Instruments and Hedging Activities

A derivative is initially recognised at fair value on the date a derivative contract is entered into and is subsequently re-measured at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

At the inception of the hedging, the Group documents the economic relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking its hedge transactions.

##### (i) Cash Flow Hedge

Hedging relationships are classified as cash flow hedges when such relationships are used to hedge against exposure to variability in cash flows that are attributable to a particular risk associated with a recognised asset or liability and such variability could affect profit or loss.

The changes in the fair value of the effective portion of derivatives that are designed and qualify as cash flow hedges are recognised in other comprehensive income and deferred in a cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated income statement.

Amounts accumulated in hedging reserves are transferred to the consolidated income statement in the periods when the hedged item affects profit or loss. However, where the hedged item subsequently results in the recognition of a non-financial asset or a non-financial liability, the gains or losses deferred in cash flow hedging reserve are transferred from hedging reserve and included within the initial cost of the asset or liability.

### 3 Summary of Significant Accounting Policies (Continued)

#### (u) Derivative Financial Instruments and Hedging Activities (Continued)

##### (i) Cash Flow Hedge (Continued)

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in the cash flow hedging reserve at that time remains in hedging reserve until the forecast transaction occurs, resulting in the recognition of a non-financial asset such as inventory. When the forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in hedging reserve are immediately reclassified to the consolidated income statement.

##### (ii) Fair Value Hedge

Derivatives designated as hedging instruments to hedge the fair value of recognised assets or liabilities may qualify as fair value hedges.

The Group uses interest rate swap contracts to hedge its exposure to variability in fair values of recognised liabilities against changes in market interest rates.

The Group uses cross currency swap contracts to hedge its exposure to variability in fair value of recognised foreign currency liabilities against changes in foreign currency exchange rates and market interest rates. The changes in fair values of the cross currency swap contracts are recognised directly in the consolidated income statement.

Changes in the fair values of these derivative contracts, together with the changes in the fair values of the hedged liabilities attributable to the hedged risk are recognised in the consolidated income statement as finance costs on interest bearing liabilities. At the same time the carrying amounts of the hedged liabilities in the consolidated statement of financial position are adjusted for the changes in fair values.

##### (iii) Hedge Ineffectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

The Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item. The Group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness.

In hedges of foreign currency purchases, ineffectiveness may arise if the timing of the forecast transaction changes from what was originally estimated, or if there are changes in the credit risk of the derivative counterparty.

##### (v) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the consolidated income statement in the period in which they are incurred.



## 4 Financial Risk Management

### (a) Financial Risk Factors

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk and currency risk), credit risk and liquidity risk.

Risk management is carried out by the Manager. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments such as interest rate swap contracts and cross currency swap contracts to manage financial risk.

#### (i) Market Risk

##### (A) Interest Rate Risk

The Group is exposed to interest rate risk through the impact of rate changes in interest bearing liabilities and assets. The risks can be separated into cash flow interest rate risk and fair value interest rate risk.

Cash flow interest rate risk is the risk that changes in market interest rates will impact cash flows arising from variable rate financial instruments. Borrowings at floating rates therefore expose the Group to cash flow interest rate risk. The Group manages its cash flow interest rate risk by using floating-to-fixed interest rate swap contracts. Such interest rate swap contracts have the economic effect of converting borrowings from floating rates to fixed rates.

Fair value interest rate risk is the risk that the values of financial liabilities will fluctuate because of changes in market interest rates. The Group manages its fair value interest rate risk by entering into interest rate swap contracts which have the economic effect of converting borrowings from fixed rates to floating rates.

The effects of the interest rate swaps on the Group's financial position and performance are as follows:

	2020 HK\$'M	2019 HK\$'M
Carrying amount – (liabilities)/assets	(69)	11
Notional amount	5,400	10,400
Maturity date	August 2020 – March 2030	April 2019 – February 2026
Hedge ratio	1:1	1:1
Change in fair value of outstanding hedging instruments since 1 April	(42)	(157)
Change in value of hedged item used to determine hedge effectiveness	42	157
Weighted average hedged rate for the year	0.90%	1.17%

As at 31 March 2020, if interest rates on floating rate interest bearing liabilities net of floating rate interest bearing assets had been 100 basis points higher/lower with all other variables held constant, loss for the year, before transactions with Unitholders, would have been HK\$77 million higher/lower (2019: profit for the year, before transactions with Unitholders, would have been HK\$59 million lower/higher), mainly as a result of higher/lower interest expense on floating rate borrowings. As at 31 March 2020, if interest rates had been 100 basis points higher/lower, the hedging reserve would have been HK\$54/60 million (2019: HK\$199/194 million) higher/lower mainly as a result of an increase/decrease in the fair values of the cash flow hedges as described above.

## 4 Financial Risk Management (Continued)

### (a) Financial Risk Factors (Continued)

#### (i) Market Risk (Continued)

##### (B) Currency Risk

Currency risk arises on account of monetary assets and liabilities denominated in a currency that is not the functional currency.

The Group has certain investments in Mainland China, whose net assets are exposed to foreign currency translation risk. This gave rise to an unrealised loss of approximately HK\$1,687 million (2019: HK\$1,316 million) on translation of these operations' net assets to the Group's Hong Kong Dollar reporting currency, which is reflected as a movement in reserves under the heading of exchange reserve.

As at 31 March 2020, the Group's has certain medium term notes and financial assets at amortised cost (2019: certain medium term notes) denominated in United States Dollars. The Group uses cross currency swap contracts to hedge its exposure against changes in foreign exchange rate on its medium term notes. Since Hong Kong Dollars is pegged to the United States Dollars, management considers that there is no significant currency risk with respect to financial assets at amortised cost.

As at 31 March 2020, the Hong Kong Dollars equivalent of United States Dollars medium term notes stands at HK\$7,918 million (2019: HK\$7,481 million). The effects of the cross currency swap contracts on the Group's financial position and performance are as follows:

	2020 HK\$'M	2019 HK\$'M
Carrying amount – assets/(liabilities)	212	(215)
Notional amount	7,753	7,753
Maturity date	<b>September 2024 – July 2026</b>	September 2024 – July 2026
Hedge ratio	<b>1:1</b>	1:1
Change in fair value of outstanding hedging instruments since 1 April	<b>(427)</b>	(123)
Change in value of hedged item used to determine hedge effectiveness	<b>427</b>	123
Weighted average hedged rate for the year	<b>3.33%</b>	3.33%

As at 31 March 2020, the Group has Australian Dollars denominated cash and cash equivalents and interest bearing liabilities amounted to HK\$1,003 million (2019: Nil) and HK\$1,003 million (2019: Nil) respectively. Management considers that there is no net currency risk exposure with respect to Australian Dollars.

## 4 Financial Risk Management (Continued)

### (a) Financial Risk Factors (Continued)

#### (ii) Credit Risk

Credit risk arises from the potential failure of the Group's counterparties to meet their obligations under financial contracts. The Group is exposed to credit risk on its cash and cash equivalents and deposits with banks and financial institutions, financial assets at amortised cost, derivative financial instruments as well as trade receivables.

Credit risk is managed on a group basis. The Group manages its deposits with banks and financial institutions by limiting the level of deposits to be placed with any counterparties. Deposits placed with any individual counterparty cannot exceed a pre-defined limit assigned to the individual counterparty. As at 31 March 2020, all bank deposits were placed with financial institutions with external credit ratings of no less than "BBB".

For financial assets at amortised cost, the Manager closely monitors the financial performance of the issuers and their credit ratings to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the Manager considers that the Group's credit risk is low.

In respect of credit exposures to tenants, credit risk exposure is minimised by undertaking transactions with a large number of counterparties and conducting credit reviews on prospective tenants. The Group also has policies in place to ensure that rental security deposits are required from tenants prior to commencement of leases. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group regularly reviews the recoverable amount of each individual trade receivable to ensure that adequate provision for impairment losses is made for potentially irrecoverable amounts. The Group has no significant concentrations of credit risk.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. The Group's exposure to credit risk arising from financial assets at amortised cost amounted to HK\$2,746 million (2019: Nil) and is set out in Note 17. The Group's exposure to credit risk arising from trade receivables amounted to HK\$210 million (2019: HK\$111 million) and is set out in Note 18. The Group's exposure to credit risk arising from cash and cash equivalents and bank deposits amounted to HK\$7,877 million (2019: HK\$6,789 million) and is set out in Note 19. The Group's exposure to credit risk arising from derivative financial instruments amounted to HK\$231 million (2019: HK\$42 million) and is set out in Note 25.

#### (iii) Liquidity Risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding from committed credit facilities and operating cash flow.

The Group has cash and cash equivalents and bank deposits of HK\$7,877 million (2019: HK\$6,789 million) as at 31 March 2020. In addition to the cash resources, the Group has total available borrowing facilities amounting to HK\$42,896 million (2019: HK\$33,875 million), of which HK\$34,589 million (2019: HK\$24,545 million) was drawn as at 31 March 2020. The undrawn committed facilities, in the form of bank loans, totalled HK\$8,307 million (2019: HK\$9,330 million) as at 31 March 2020.

## 4 Financial Risk Management (Continued)

### (a) Financial Risk Factors (Continued)

#### (iii) Liquidity Risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity dates. The amounts disclosed in the table are the expected contractual undiscounted cash flows which comprise both interest and principal cash flows.

	Less than 1 year HK\$'M	Between 1 and 2 years HK\$'M	Between 2 and 5 years HK\$'M	Over 5 years HK\$'M
<b>At 31 March 2020</b>				
Trade payables and accruals	2,328	2	–	–
Derivative financial instruments (net settled)	15	24	28	25
Security deposits	585	423	635	139
Convertible bonds	64	64	4,129	–
Interest bearing liabilities	7,628	3,307	13,257	11,092
Amount due to non-controlling interest	–	3,956	–	–
Non-controlling interest put option obligation	–	596	–	–
Retention amount for acquisition of a business	710	–	–	–
Unitholders' funds	–	–	–	159,711
<b>At 31 March 2019</b>				
Trade payables and accruals	2,300	–	–	–
Derivative financial instruments (net settled)	9	19	59	178
Security deposits	600	410	619	122
Interest bearing liabilities	4,112	3,590	7,016	15,070
Amount due to non-controlling interest	–	–	3,824	–
Non-controlling interest put option obligation	–	–	965	–
Retention amount for acquisition of a business	–	758	–	–
Unitholders' funds	–	–	–	188,739

### (b) Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern whilst seeking to maximise benefits to Unitholders.

The Group monitors capital on a regular basis and observes the REIT Code's maximum gearing ratio of 45%. This ratio is calculated as total borrowings (interest bearing liabilities and convertible bonds) divided by total asset value as shown in the consolidated statement of financial position.

	2020 HK\$'M	2019 HK\$'M
Total borrowings	34,598	24,217
Total asset value	207,619	226,937
Gearing ratio	16.7%	10.7%

## 4 Financial Risk Management (Continued)

### (c) Fair Value Estimation

#### (i) Fair Value Hierarchy

HKFRS 13 requires disclosure of fair value measurement by three levels of fair value measurement hierarchy. The following table presents the Group's assets and liabilities that are measured at fair value:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

	Level 1 HK\$'M	Level 2 HK\$'M	Level 3 HK\$'M	Total HK\$'M
<b>At 31 March 2020</b>				
Assets				
Investment properties	–	–	193,224	193,224
Derivative financial instruments	–	231	–	231
<b>Total assets</b>	<b>–</b>	<b>231</b>	<b>193,224</b>	<b>193,455</b>
Liabilities				
Derivative financial instruments	–	88	–	88
Non-controlling interest put option obligation	–	–	530	530
<b>Total liabilities</b>	<b>–</b>	<b>88</b>	<b>530</b>	<b>618</b>
<b>At 31 March 2019</b>				
Assets				
Investment properties	–	–	218,496	218,496
Derivative financial instruments	–	42	–	42
<b>Total assets</b>	<b>–</b>	<b>42</b>	<b>218,496</b>	<b>218,538</b>
Liabilities				
Derivative financial instruments	–	246	–	246
Non-controlling interest put option obligation	–	–	790	790
<b>Total liabilities</b>	<b>–</b>	<b>246</b>	<b>790</b>	<b>1,036</b>

There were no transfers between these three levels during the year (2019: Nil).

There is no offsetting arrangement between the Group's financial assets and financial liabilities.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

## 4 Financial Risk Management (Continued)

### (c) Fair Value Estimation (Continued)

#### (ii) Fair Value Disclosure

The carrying values less impairment provision of trade receivables and the carrying values of trade payables, accruals, bank deposits and interest bearing liabilities that are expected to be recovered or settled within one year are a reasonable approximation of their fair values due to their short-term maturities.

The fair values of interest bearing liabilities, liability components of convertible bonds and accruals, that are expected to be settled after one year are based on market prices or are estimated by using the expected future payments discounted at market interest rates.

## 5 Critical Accounting Estimates and Judgements

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires the Manager to exercise its judgement in the process of applying the Group's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next year are discussed below.

### (a) Investment Properties

The fair value of each investment property is individually determined at each reporting date by independent valuer based on a market value assessment. The valuers have relied on the income capitalisation approach as their primary method, cross-referenced to the direct comparison approach where applicable. Details of the valuation techniques and assumptions have been disclosed in Note 15.

### (b) Financial Instruments

In estimating the fair value of its financial instruments, the Group uses valuation techniques such as dealer quotes and discounted cash flows. The Group also makes assumptions that are based on market conditions existing at each reporting date.

### (c) Long-term Incentive Schemes Valuation

The value of awards granted is estimated based on valuation techniques and assumptions on unit prices, outstanding length of the awards, distribution pay-out rates and other market conditions, which management considers as representing the best estimate of the value of the liability for such awards at the reporting date. The carrying value of the long-term incentive schemes awards is reviewed every six months and is independently valued by external valuer at least annually.

### (d) Non-controlling Interest Put Option Obligation

The fair value of the non-controlling interest put option obligation is determined at each reporting date by independent valuer based on a market value assessment. The valuer has used discounted cash flow as the valuation technique. The valuation is based on various assumptions, including the estimated fair value of the equity interests of the non-wholly owned subsidiary at the expected time of exercise of the put option, the expected time of exercise itself, the cash flow and the discount rate used. Details of the valuation technique and assumptions have been disclosed in Note 22.

## 6 Revenue

Revenue recognised during the year comprises:

	2020 HK\$'M	2019 HK\$'M
Rentals		
– Hong Kong retail properties	6,815	6,660
– Hong Kong car parks	1,912	1,979
– Mainland China retail properties	1,073	646
– Others (Note)	443	342
	<b>10,243</b>	9,627
Other revenue		
– Air conditioning service fees	384	348
– Other property related revenue	91	62
	<b>475</b>	410
<b>Total revenue</b>	<b>10,718</b>	10,037

Note: Others include rentals from commercial properties in Hong Kong and the Mainland China.

Leases with tenants provide for monthly base rent and recovery of certain outgoings. Additional rents based on business turnover amounted to HK\$114 million (2019: HK\$133 million) and have been included in the rental income.

## 7 Segment Information

	Hong Kong retail properties HK\$'M	Hong Kong car parks HK\$'M	Mainland China retail properties HK\$'M	Others HK\$'M	Total HK\$'M
<b>For the year ended 31 March 2020</b>					
Revenue	7,222	1,917	1,101	478	10,718
Segment results	5,576	1,469	819	(60)	7,804
Change in fair values of investment properties	(17,981)	(4,046)	(894)	(1,027)	(23,948)
Interest income					183
Finance costs					(630)
Loss before taxation and transactions with Unitholders					(16,591)
Taxation					(712)
Loss for the year, before transactions with Unitholders					(17,303)
Capital expenditure	989	207	107	505	1,808
Depreciation	–	–	(1)	(74)	(75)
<b>As at 31 March 2020</b>					
Segment assets	128,337	31,801	19,475	16,728	196,341
Goodwill					424
Financial assets at amortised cost					2,746
Derivative financial instruments					231
Cash and cash equivalents					7,877
Total assets					207,619
Segment liabilities	2,334	142	695	1,251	4,422
Provision for taxation					370
Long-term incentive schemes provision					136
Interest bearing liabilities					30,688
Convertible bonds					3,910
Derivative financial instruments					88
Deferred tax liabilities					2,871
Other liabilities					5,017
Total liabilities, excluding net assets attributable to Unitholders					47,502
Non-controlling interest					406
Net assets attributable to Unitholders					159,711

For the year ended 31 March 2020, revenue of HK\$1,448 million (2019: HK\$1,026 million) is attributable to external customers from Mainland China and HK\$9,270 million (2019: HK\$9,011 million) is attributable to external customers from Hong Kong.

As at 31 March 2020, specified assets (which include investment properties, property, plant and equipment, and goodwill) of HK\$25,474 million (2019: HK\$28,956 million) is located in Mainland China and HK\$169,563 million (2019: HK\$190,111 million) is located in Hong Kong.



## 7 Segment Information (Continued)

	Hong Kong retail properties HK\$'M	Hong Kong car parks HK\$'M	Mainland China retail properties HK\$'M	Others HK\$'M	Total HK\$'M
For the year ended 31 March 2019					
Revenue	7,029	1,982	668	358	10,037
Segment results	5,374	1,508	498	(96)	7,284
Change in fair values of investment properties	7,358	3,210	1,000	701	12,269
Gains on disposals of investment properties					2,761
Interest income					85
Finance costs					(598)
Profit before taxation and transactions with Unitholders					21,801
Taxation					(1,359)
Profit for the year, before transactions with Unitholders					20,442
Capital expenditure	1,202	44	10,707	1,588	13,541
Depreciation	-	-	(1)	(21)	(22)
As at 31 March 2019					
Segment assets	144,741	35,132	21,493	18,307	219,673
Goodwill					433
Derivative financial instruments					42
Bank deposits					4,095
Cash and cash equivalents					2,694
Total assets					226,937
Segment liabilities	2,337	143	643	1,213	4,336
Provision for taxation					321
Long-term incentive schemes provision					200
Interest bearing liabilities					24,217
Derivative financial instruments					246
Deferred tax liabilities					3,191
Other liabilities					5,100
Total liabilities, excluding net assets attributable to Unitholders					37,611
Non-controlling interest					587
Net assets attributable to Unitholders					188,739

## 8 Property Operating Expenses

	2020 HK\$'M	2019 HK\$'M
Property managers' fees, security and cleaning	619	570
Staff costs	461	535
Repair and maintenance	226	216
Utilities	297	274
Government rent and rates	313	274
Promotion and marketing expenses	132	141
Estate common area costs	88	89
Real estate taxes in Mainland China	94	74
Other property operating expenses	268	175
	<b>2,498</b>	2,348

## 9 Finance Costs

	2020 HK\$'M	2019 HK\$'M
Interest expenses on interest bearing liabilities	813	714
Interest expenses on convertible bonds (Note 24)	125	-
Other borrowing costs (Note (i))	162	72
	<b>1,100</b>	786
Less: capitalised under investment properties (Note (ii))	<b>(53)</b>	(278)
	<b>1,047</b>	508
Change in fair values of derivative components of convertible bonds (Note 24)	<b>(157)</b>	-
Fair value (gain)/loss on non-controlling interest put option obligation (Note 22)	<b>(260)</b>	90
	<b>630</b>	598

### Notes:

- (i) Other borrowing costs mainly include HK\$111 million (2019: HK\$96 million) interest expenses to non-controlling interest, HK\$38 million (2019: HK\$74 million) net gains on interest rate swap contracts designated as cash flow hedges, HK\$13 million net losses (2019: HK\$14 million net gains) on cross currency swap contracts and interest rate swap contracts designated as fair value hedges and various banking and financing charges.
- (ii) Interest expenses have been capitalised under investment properties at an average interest rate of 3.3% (2019: 3.2%) per annum.

**10 (Loss)/Profit Before Taxation and Transactions With Unitholders**

(Loss)/profit before taxation and transactions with Unitholders for the year is stated after charging/(crediting):

	2020 HK\$'M	2019 HK\$'M
Staff costs (Note 11)	689	830
Depreciation of property, plant and equipment	75	22
Trustee's fee	23	20
Valuation fee	4	5
Auditor's remuneration		
Audit and audit-related assurance services	10	8
Acquisition related professional fees	2	2
Others	1	–
Total auditor's remuneration	13	10
Bank charges	6	5
Commission to property agents	10	134
Donations	14	13
Exchange gain	(48)	(49)
Short-term lease expenses	13	–
Operating lease charges	–	36
Other legal and professional fees	31	36

**11 Staff Costs**

	2020 HK\$'M	2019 HK\$'M
Wages and salaries	723	715
Contributions to mandatory provident fund scheme (Note (i))	14	14
Long-term incentive schemes awards	25	174
	762	903
Less: capitalised under investment properties	(73)	(73)
Staff costs (Note 10)	689	830

Note:

- (i) The Group operates a pension scheme – Mandatory Provident Fund. The scheme is a defined contribution plan funded through payments to trustee-administered funds. A defined contribution plan is a pension plan under which the employer pays fixed contributions into a separate entity (a fund). The Group has no further payment obligations once the contributions have been paid.

## 12 Taxation

Hong Kong profits tax has been provided for at the rate of 16.5% (2019: 16.5%) on the estimated assessable profit for the year. Corporate income tax in Mainland China has been provided for at the applicable rate on the estimated assessable profit for the year.

The amount of taxation charged/(credited) to the consolidated income statement represents:

	2020 HK\$'M	2019 HK\$'M
Current taxation		
– Hong Kong	814	850
– Mainland China	174	171
Deferred taxation	(276)	338
<b>Taxation</b>	<b>712</b>	<b>1,359</b>

The differences between the Group's expected tax charge, using the Hong Kong profits tax rate, and the Group's taxation for the year were as follows:

	2020 HK\$'M	2019 HK\$'M
(Loss)/profit before taxation	(16,591)	21,801
Expected tax calculated at the Hong Kong profits tax rate of 16.5% (2019: 16.5%)	(2,738)	3,597
Tax effect of different taxation rates	(86)	140
Tax effect of non-deductible expenses	3,664	26
Tax effect of non-taxable income	(92)	(2,358)
Tax effect of other temporary differences	(59)	(71)
Utilisation of previously unrecognised tax loss	(10)	(2)
Withholding tax on unremitted earnings of subsidiaries	33	27
<b>Taxation</b>	<b>712</b>	<b>1,359</b>

### 13 (Loss)/Earnings Per Unit Based Upon (Loss)/Profit for the Year, Before Transactions With Unitholders Attributable to Unitholders

	2020	2019
(Loss)/profit for the year, before transactions with Unitholders attributable to Unitholders	<b>(HK\$17,122 million)</b>	HK\$20,329 million
Weighted average number of units for the year for calculating basic (loss)/earnings per unit	<b>2,096,244,109</b>	2,125,852,061
Adjustment for dilutive contingently issuable units under long-term incentive schemes	–	482,173
Weighted average number of units for the year for calculating diluted (loss)/earnings per unit	<b>2,096,244,109</b>	2,126,334,234
Basic (loss)/earnings per unit	<b>(HK\$8.17)</b>	HK\$9.56
Diluted (loss)/earnings per unit	<b>(HK\$8.17)</b>	HK\$9.56

The convertible bonds issued on 3 April 2019 have an anti-dilutive effect on the basic loss per unit for the year ended 31 March 2020, thus the diluted loss per unit is equivalent to the basic loss per unit.

### 14 Goodwill

	2020 HK\$'M	2019 HK\$'M
At 1 April	433	416
Exchange adjustments	(9)	(13)
Acquisition of business	–	43
Disposals	–	(13)
<b>At 31 March</b>	<b>424</b>	433

## 15 Investment Properties

### (a) Details of the Movements of Investment Properties are as follows:

	Completed properties HK\$'M	Property under development HK\$'M	Total HK\$'M
At 1 April 2019	207,948	10,548	218,496
Exchange adjustments (Note (e))	(1,791)	–	(1,791)
Additions	1,029	554	1,583
Transfer to property, plant and equipment (Note (g))	–	(1,116)	(1,116)
Transfer to completed properties	9,986	(9,986)	–
Change in fair values	(23,948)	–	(23,948)
<b>At 31 March 2020</b>	<b>193,224</b>	<b>–</b>	<b>193,224</b>
At 1 April 2018	194,358	8,733	203,091
Exchange adjustments (Note (e))	(1,270)	–	(1,270)
Acquisition of business	10,663	–	10,663
Additions	1,311	1,522	2,833
Disposals	(9,090)	–	(9,090)
Change in fair values	11,976	293	12,269
At 31 March 2019	207,948	10,548	218,496

### (b) Valuation Process

The investment properties were revalued on a market value basis by Colliers International (Hong Kong) Limited (the “Principal Valuer”), an independent firm of professional qualified valuers, which was newly appointed as the Principal Valuer of Link for property valuation as at 31 March 2020. The independent property valuation as at 31 March 2019 was performed by Jones Lang LaSalle Limited.

The Manager held discussions with the Principal Valuer and reviewed all significant inputs used by the Principal Valuer. Discussions of the valuation processes and results at each reporting date are held between the Manager and the Principal Valuer.

## 15 Investment Properties (Continued)

### (c) Valuation Techniques

As at 31 March 2020, the Principal Valuer has relied on the income capitalisation approach as the primary approach with cross-referenced to the direct comparison approach (2019: income capitalisation approach, discounted cash flow analysis and residual approach as the primary approaches, cross-referenced to the direct comparison approach). The use of income capitalisation approach is in line with market practice of property valuation for income-producing commercial assets which are the main asset class of Link and is in compliant with the Trust Deed.

The income capitalisation approach is based on the capitalisation of the current passing rental income and potential reversionary income of the property from the date of valuation at appropriate investment yields to arrive at the capital value. The appropriate adjustments/deductions for rent-free period, ongoing vacancy voids/marketing periods and non-recoverable expenses for the vacant space have been allowed.

The discounted cash flow analysis requires periodic net cash flows to be forecasted over the life of the investment and discounted at a risk-adjusted opportunity cost of capital to arrive at a present value. The discounted cash flow analysis takes into consideration the yearly net cash flows after deductions for expenditure, and having regard to the assumptions made relating to rental growth projections, vacancies, rent frees, replacement reserve, non-recoverable outgoings and leasing costs. The discounted cash flow analysis incorporates an assumed 10-year holding period and the reversionary value in year eleven, discounted by an appropriate discount rate to derive at a net present value.

The residual valuation method involves firstly the assessment of gross development value, which is the value of the proposed development, as if completed, at the date of valuation. Estimated outstanding cost of the development including costs of construction, professional fee, finance costs and associated costs, plus an allowance for developer's risk and profit are deducted from the gross development value. The resultant figure is the residual value.

## 15 Investment Properties (Continued)

### (c) Valuation Techniques (Continued)

The three valuation techniques are summarised in the below table with their respective significant unobservable inputs.

	Significant unobservable inputs	Relationship of significant unobservable inputs to fair value
<b>Income capitalisation approach</b> Completed properties – retail and commercial properties and car parks	i) Capitalisation rate (Blended): 3.01% – 5.10% (2019: 3.00% – 4.75%)  ii) Net passing income per annum: HK\$0.6M – HK\$351.8M (2019: HK\$0.6M – HK\$360.4M)	The higher the capitalisation rate, the lower the fair value.  The higher the net passing income, the higher the fair value.
<b>Discounted cash flow analysis</b> Completed properties – retail and commercial properties and car parks (applicable for 31 March 2019 only)	i) Discount rate: Not applicable (2019: 7.25% – 8.50%)  ii) Net passing income per annum: Not applicable (2019: HK\$0.6M – HK\$360.4M)	The higher the discount rate, the lower the fair value.  The higher the net passing income, the higher the fair value.
<b>Residual approach</b> Property under development (applicable for 31 March 2019 only)	Estimated development costs and allowance for developer's risk and profit	The higher the estimated development costs and allowance for developer's risk and profit, the lower the fair value.

The investment properties are included in Level 3 (2019: Level 3) of the fair value hierarchy.

### (d) Restriction of the REIT Code

Link acquired 77 Hoi Bun Road in Kowloon East for commercial development, Beijing Jingtong Roosevelt Plaza in Beijing and CentralWalk in Shenzhen, the completion of which were on 23 February 2015, 23 January 2019 and 14 March 2019 respectively, while the commercial development at 77 Hoi Bun Road, now known as The Quayside, was completed during the year. In accordance with the REIT Code, Link is prohibited from disposing of its properties for at least two years from either the time such properties are acquired or the dates of the completion of the development of the properties, unless the Unitholders approved the proposed disposal by way of special resolution passed in accordance with the Trust Deed.

### (e) Exchange Adjustments

The exchange loss on translation is attributable to the Group's investment properties in Mainland China as a result of the depreciation of Renminbi. This amount is included in exchange reserve as set out in Note 28.

### (f) Security for the Group's Loan Facilities

As at 31 March 2020, certain of the Group's investment properties in Mainland China, amounting to approximately HK\$10,026 million (2019: HK\$10,701 million), were pledged to secure Group's loan facilities of HK\$2,177 million (2019: HK\$2,580 million).

### (g) Transfer to Property, Plant and Equipment

During the year, the Group has occupied two floors of The Quayside for self-used office. The value of which was transferred from investment properties to property, plant and equipment.



## 16 Property, Plant and Equipment

	Land, building and leasehold improvements HK\$'M	Right-of-use assets HK\$'M	Motor vehicles HK\$'M	Equipment HK\$'M	Total HK\$'M
At 1 April 2019	15	–	2	121	138
Additions	164	9	1	51	225
Transfer from investment properties	1,116	–	–	–	1,116
Disposals	(1)	–	–	(14)	(15)
Depreciation charge for the year	(40)	(2)	(1)	(32)	(75)
<b>At 31 March 2020</b>	<b>1,254</b>	<b>7</b>	<b>2</b>	<b>126</b>	<b>1,389</b>
<b>At 31 March 2020</b>					
Cost	1,316	9	7	213	1,545
Accumulated depreciation	(62)	(2)	(5)	(87)	(156)
Net book value	1,254	7	2	126	1,389
At 1 April 2018	12	–	2	101	115
Additions	6	–	1	38	45
Depreciation charge for the year	(3)	–	(1)	(18)	(22)
At 31 March 2019	15	–	2	121	138
At 31 March 2019					
Cost	80	–	6	255	341
Accumulated depreciation	(65)	–	(4)	(134)	(203)
Net book value	15	–	2	121	138

## 17 Financial Assets at Amortised Cost

Financial assets at amortised cost include the following debt investments:

	2020 HK\$'M	2019 HK\$'M
Listed corporate bonds	2,716	–
Unlisted corporate bonds	30	–
	<b>2,746</b>	–

During the year, the Group has interest income arising from financial assets at amortised cost amounted to HK\$68 million (2019: Nil). The carrying amounts of the financial assets at amortised cost are expected to be recovered after one year.

## 18 Trade and Other Receivables

	2020 HK\$'M	2019 HK\$'M
Trade receivables	270	117
Less: provision for impairment of trade receivables	(60)	(6)
Trade receivables – net	210	111
Other receivables	1,021	822
	<b>1,231</b>	<b>933</b>

The carrying amounts of these receivables approximate their fair values and are expected to be mostly recovered within one year.

There are no specific credit terms given to the tenants. The net trade receivables are generally fully covered by the rental deposits/bank guarantees from corresponding tenants.

The ageing of trade receivables, presented based on the due date, is as follows:

	2020 HK\$'M	2019 HK\$'M
0–30 days	187	105
31–90 days	66	7
Over 90 days	17	5
	<b>270</b>	<b>117</b>

Monthly rentals in respect of retail and commercial properties are payable in advance by tenants in accordance with the leases while daily gross receipts from car parks are received from the car park operators in arrears. Included in the net trade receivables of HK\$210 million (2019: HK\$111 million) presented above were HK\$52 million (2019: HK\$60 million) of accrued car park income and HK\$9 million (2019: HK\$23 million) of accrued turnover rent, which were not yet due as at 31 March 2020.

Movements on the provision for impairment of trade receivables are as follows:

	2020 HK\$'M	2019 HK\$'M
At 1 April	6	6
Provision for impairment of trade receivables	55	4
Receivables written off during the year as uncollectible	(1)	(4)
At 31 March	<b>60</b>	<b>6</b>

The creation and release of provision for impairment of trade receivables have been included in property operating expenses in the consolidated income statement. Amounts charged to the provision account will be written off when there is no expectation of recovering additional cash.

The other classes of receivables included in the trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the fair value of trade receivables.

## 19 Cash and Cash Equivalents and Bank Deposits

	2020 HK\$'M	2019 HK\$'M
Cash at bank	6,317	1,955
Bank deposits with original maturity of less than three months	1,560	739
Cash and cash equivalents	7,877	2,694
Bank deposits with original maturity of more than three months	–	4,095
	<b>7,877</b>	<b>6,789</b>

## 20 Deferred Tax Liabilities

Deferred taxation is calculated in full on temporary differences under the liability method.

Analysis of net deferred tax liabilities as follows:

	2020 HK\$'M	2019 HK\$'M
Deferred tax assets	(115)	(93)
Deferred tax liabilities	2,986	3,284
	<b>2,871</b>	<b>3,191</b>

Deferred tax assets and liabilities are expected to be recoverable and settled after one year.

The movements in deferred tax assets and liabilities during the year were as follows:

	Investment properties revaluation and accelerated depreciation allowance HK\$'M	Others HK\$'M	Total HK\$'M
At 1 April 2019	3,204	(13)	3,191
Exchange adjustments	(38)	(6)	(44)
Recognised in the consolidated income statement	(287)	11	(276)
<b>At 31 March 2020</b>	<b>2,879</b>	<b>(8)</b>	<b>2,871</b>
At 1 April 2018	2,909	(16)	2,893
Exchange adjustments	(35)	(5)	(40)
Recognised in the consolidated income statement	330	8	338
At 31 March 2019	3,204	(13)	3,191

## 21 Long-term Incentive Schemes Provision

	2020 HK\$'M	2019 HK\$'M
Long-term incentive schemes provision		
– expected to be settled within one year	81	102
– expected to be settled after one year	55	98
	<b>136</b>	200

### 2007 LTI Plan

A long-term incentive plan (the “**2007 LTI Plan**”) was adopted on 23 July 2007 and expired on 22 July 2017 after being in operation for 10 years. After its expiry, no further awards shall be granted under the 2007 LTI Plan. Nonetheless, awards granted and accepted prior to its expiry but yet to vest shall continue to have effect and be governed by the rules of the 2007 LTI Plan.

Under the 2007 LTI Plan, the Manager might grant three types of awards – restricted unit award, unit option and conditional cash award – to directors and key employees of the Manager. No unit option has ever been granted under 2007 LTI Plan since its adoption up till expiry.

For those restricted unit awards granted with performance goals, the eventual numbers of new units to be issued to the relevant grantees on vesting are linked to the performance of Link in terms of total Unitholders return (“**TUR**”) and net property income (“**NPI**”) or certain vesting conditions. Conditional cash awards are granted in conjunction with restricted unit awards, bestowing upon each grantee a conditional right to receive a cash payment representing an amount equivalent to the aggregate of the distributions during the vesting period.

During the year, the Group issued 477,632 units (2019: 1,407,782 units) for restricted unit awards which have vested in accordance with the 2007 LTI Plan.

### 2017 LTI Scheme

On 10 July 2017, Link adopted a new long-term incentive scheme (the “**2017 LTI Scheme**”). Under the 2017 LTI Scheme, the Manager may grant restricted unit awards and conditional cash awards to directors of the Manager and key employees of the Group.

During the year, certain directors and employees of the Manager were granted restricted unit awards and conditional cash awards at nil monetary consideration under the 2017 LTI Scheme. The restricted unit awards granted under the 2017 LTI Scheme, in general, will vest approximately two to three years from the date of grant. Under the 2017 LTI Scheme, units will be purchased in the grantees’ favour from open stock market to satisfy restricted units awards vested. For those restricted unit awards granted with performance goals, the eventual numbers of units to be purchased in each grantee’s favour upon vesting are linked to the performance of Link based on the TUR, NPI or certain vesting conditions. Conditional cash awards were also granted in conjunction with the restricted unit awards, bestowing upon each grantee a conditional right to receive a cash payment representing an amount equivalent to the aggregate of the distributions during the vesting period.

During the year, the Group purchased 366,239 units (2019: 8,000 units) from the market for restricted units awards which have vested in accordance with the 2017 LTI plan.

## 21 Long-term Incentive Schemes Provision (Continued)

During the vesting period, a liability is recognised representing the estimated value of the awards granted under both the 2007 LTI Plan and the 2017 LTI Scheme and the portion of the vesting period expired as at the reporting date. The value of the awards was estimated at the reporting date by Towers Watson Hong Kong Limited, an independent external valuer based on valuation techniques and assumptions on unit prices, outstanding length of the awards, distribution pay-out rates and other market conditions, if appropriate. The change in value of the outstanding awards was charged to the consolidated income statement. In the event that the vesting conditions are not met, the amount previously accrued will be written back accordingly.

Movements in the number of restricted unit award during the year and the maximum number of units to be vested upon vesting of restricted unit award are as follows:

Date of grant	Vesting period	Outstanding as at 1 April 2019	Granted during the year	Vested during the year <sup>(i)</sup>	Cancelled during the year	Lapsed during the year	Outstanding as at 31 March 2020	Maximum to be vested on vesting date <sup>(ii)</sup>
<b>2007 LTI Plan</b>								
14 November 2016	14 November 2016 to 30 June 2019	399,236	-	(341,937)	-	(57,299)	-	-
2007 LTI Plan subtotal		399,236	-	(341,937)	-	(57,299)	-	-
<b>2017 LTI Scheme</b>								
14 July 2017	14 July 2017 to 30 June 2019	380,679	-	(264,560)	(7,000)	(109,119)	-	-
	14 July 2017 to 30 June 2020	380,365	-	-	-	(75,054)	305,311	661,131
4 July 2018	4 July 2018 to 30 June 2020	566,500	-	-	-	(121,312)	445,188	989,845
	4 July 2018 to 30 June 2021	566,500	-	-	-	(123,379)	443,121	984,988
5 July 2019	5 July 2019 to 30 June 2021	-	597,249	-	-	(100,566)	496,683	1,123,753
	5 July 2019 to 30 June 2022	-	597,248	-	-	(100,566)	496,682	1,123,752
2017 LTI Scheme subtotal		1,894,044	1,194,497	(264,560)	(7,000)	(629,996)	2,186,985	4,883,469
Subtotal		2,293,280	1,194,497	(606,497)	(7,000)	(687,295)	2,186,985	4,883,469
Additional units vested over 100% of restricted unit award granted		-	-	(237,374) <sup>(iii)</sup>	-	-	-	-
<b>2019/2020 total</b>		<b>2,293,280</b>	<b>1,194,497</b>	<b>(843,871)</b>	<b>(7,000)</b>	<b>(687,295)</b>	<b>2,186,985</b>	<b>4,883,469</b>
2018/2019 total		2,051,130	1,159,000	(1,415,782)	(4,500)	(106,549)	2,293,280	4,964,094

Notes:

- (i) Restricted unit award vesting percentages during the year ranged from 54% to 200%.
- (ii) If certain vesting conditions are met.
- (iii) Additional units over 100% of restricted unit award granted were vested pursuant to the relevant vesting conditions.

## 22 Other Liabilities

	2020 HK\$'M	2019 HK\$'M
Amount due to non-controlling interest	3,777	3,552
Non-controlling interest put option obligation	530	790
Retention amount for acquisition of a business	710	758
	<b>5,017</b>	5,100

## Notes:

- (i) On 23 February 2015, the Group through a non-wholly owned subsidiary (the **"Project Company"**, in which Link has an indirect 60% interest and Nan Fung Development Limited (**"Nan Fung"**) has an indirect 40% interest) acquired 77 Hoi Bun Road in Kowloon East for commercial development. For the purpose of funding the commercial development, Nan Fung, a non-controlling interest of the Project Company has contributed cash in proportion to the shareholding ratio to the Project Company. The amount due to non-controlling interest is unsecured, interest bearing at an effective interest rate of 3.3% (2019: 3.2%), has no fixed repayment term and is not repayable within one year. Such amount including any accrued interest will be repaid from the Project Company's surplus cash after meeting its payment obligations.
- (ii) Pursuant to the shareholders' agreement, Nan Fung has a right to exercise a put option to require Link to purchase all the issued shares Nan Fung holds in the Project Company at the then fair market value, after the second anniversary of the completion of the commercial property development and certain conditions have been satisfied. The non-controlling interest put option obligation was recognised as a financial liability based on a valuation performed by Crowe Horwath First Trust Appraisal Pte Ltd, an independent firm of professional qualified valuers. The valuer has used discounted cash flow as the valuation technique. The valuation is based on various assumptions and calculated by reference to a number of unobservable inputs, including the estimated fair value of the equity interests of the Project Company at the expected time of exercise of the put option, the expected time of exercise itself, the cash flow and the discount rate used. The Manager held discussions with the valuer and reviewed all significant inputs used. Discussions of the valuation processes and results at each reporting date are held between the Manager and the valuer. Fair value of the put option obligation is included in Level 3 (2019: Level 3) of the fair value hierarchy. If the estimated fair value of the equity interests of the Project Company at the time of exercise is higher, the fair value of the put option obligation would also be higher. If the expected time of exercise is later or if the discount rate is higher, then the fair value of the put option obligation would be lower.
- (iii) Pursuant to the Framework Agreement dated 20 February 2019 in relation to the acquisition of entire issued share capital of 保怡物業管理(深圳)有限公司 (Baoyi Property Management (Shenzhen) Company Limited), a retention amount of RMB650 million (equivalent to approximately HK\$710 million) shall be retained by the Group, and shall be paid by the Group to the seller on or before the second anniversary of the transaction completion date.

The movement of non-controlling interest put option obligation during the year is as follows:

	2020 HK\$'M	2019 HK\$'M
At 1 April	790	700
Recognised in the consolidated income statement:		
– Fair value (gain)/loss (Note 9)	<b>(260)</b>	90
<b>At 31 March</b>	<b>530</b>	790

## 23 Interest Bearing Liabilities

	2020 HK\$'M	2019 HK\$'M
Unsecured bank borrowings	12,737	6,732
Secured bank borrowings	2,177	2,580
Medium term notes	15,774	14,905
	<b>30,688</b>	24,217

The carrying amount of interest bearing liabilities are expected to be settled below:

	2020 HK\$'M	2019 HK\$'M
<b>Due in the first year</b>		
Unsecured bank borrowings	499	1,998
Secured bank borrowings	88	63
Medium term notes	350	1,306
	<b>937</b>	3,367
<b>Due in the second year</b>		
Unsecured bank borrowings	3,962	2,491
Secured bank borrowings	114	93
Medium term notes	1,439	350
	<b>5,515</b>	2,934
<b>Due in the third year</b>		
Unsecured bank borrowings	298	1,030
Secured bank borrowings	141	128
Medium term notes	1,227	1,438
	<b>1,666</b>	2,596
<b>Due in the fourth year</b>		
Unsecured bank borrowings	6,975	797
Secured bank borrowings	158	160
Medium term notes	-	1,226
	<b>7,133</b>	2,183
<b>Due in the fifth year</b>		
Unsecured bank borrowings	1,003	416
Secured bank borrowings	161	175
Medium term notes	4,715	-
	<b>5,879</b>	591
<b>Due beyond the fifth year</b>		
Secured bank borrowings	1,515	1,961
Medium term notes	8,043	10,585
	<b>9,558</b>	12,546
	<b>30,688</b>	24,217

## 23 Interest Bearing Liabilities (Continued)

Notes:

- (i) Except for medium term notes of HK\$7,918 million (2019: HK\$7,481 million) which are denominated in United States Dollars and bank borrowings of HK\$2,177 million (2019: HK\$2,580 million) and HK\$1,003 million (2019: Nil) which are denominated in Renminbi and Australian Dollars respectively, all the other interest bearing liabilities are denominated in Hong Kong Dollars.
- (ii) All of Link's borrowings denominated in United States Dollars are fully hedged into Hong Kong Dollars.
- (iii) The effective interest rate of the interest bearing liabilities which are denominated in Hong Kong Dollars and United States Dollars (taking into account cross currency swap contracts and interest rate swap contracts) at the reporting date was 2.94% (2019: 3.12%) and that of the interest bearing liabilities which are denominated in Renminbi and Australian Dollars were 5.58% (2019: 5.71%) and 1.43% (2019: N/A) respectively.

## 24 Convertible Bonds

On 3 April 2019, the Group issued HK\$4 billion convertible bonds at 1.6% per annum due 2024. These bonds are convertible into new Link units at an initial conversion price of HK\$109.39 per unit at the option of the bondholder. Link has the option to redeem the bonds if the closing price of the units is 130% or above the initial conversion price while bondholders have the right to require Link to redeem all or some only of the bonds on 3 April 2022. The convertible bonds are unsecured. The effective interest rate of the convertible bonds at the reporting date was 3.12%.

	HK\$'M
<b>Liability components</b>	
At 1 April 2019	–
Issuance of convertible bonds	3,817
Finance costs (Note 9)	125
Interest expenses paid	(32)
<b>At 31 March 2020</b>	<b>3,910</b>
<b>Derivative components</b>	
At 1 April 2019	–
Issuance of convertible bonds	157
Change in fair value (Note 9)	(157)
<b>At 31 March 2020</b>	<b>–</b>
	<b>3,910</b>



## 25 Derivative Financial Instruments

	2020 HK\$'M	2019 HK\$'M
<b>Derivative assets</b>		
Designated as cash flow hedge		
– interest rate swap contracts	–	15
Designated as fair value hedge		
– cross currency swap contract	212	21
– interest rate swap contracts	19	6
	<b>231</b>	42
<b>Derivative liabilities</b>		
Designated as cash flow hedge		
– interest rate swap contracts	(88)	(7)
Designated as fair value hedge		
– cross currency swap contracts	–	(236)
– interest rate swap contracts	–	(3)
	<b>(88)</b>	(246)
Net derivative assets/(liabilities)	<b>143</b>	(204)

## Notes:

- (i) The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2 of the fair value hierarchy.
- (ii) The fair values of cross currency swap contracts and interest rate swap contracts are calculated by reference to the present values of the estimated future cash flows, taking into account market observable yield curves and forward exchange rates at each reporting date. Cross currency swap contracts and interest rate swap contracts are included in Level 2 (2019: Level 2) of the fair value hierarchy.

The carrying amounts of net derivative assets/(liabilities) are expected to be settled as below:

	2020 HK\$'M	2019 HK\$'M
Within one year	(2)	6
After one year	145	(210)
	<b>143</b>	(204)

## 25 Derivative Financial Instruments (Continued)

The Group uses cross currency swap contracts (swapping from foreign currencies to Hong Kong Dollars) and interest rate swap contracts to minimise its exposure to movements in foreign currency exchange rates and interest rates in relation to its interest bearing liabilities. Any change in fair values of the effective portion of the cash flow hedges in relation to interest rate swap contracts is recognised in the hedging reserve. Any change in fair values of the fair value hedges in relation to interest rate swap contracts and any change in fair value of cross currency swap contracts are recognised directly in the consolidated income statement. A net amount of HK\$96 million (2019: HK\$236 million) had been debited to the hedging reserve during the year as further set out in Note 28.

As at 31 March 2020, the derivative financial instruments qualifying as cash flow hedges have, in effect, provided the Group with an average fixed interest rate period of 6.50 years on HK\$3,000 million borrowings (2019: 3.59 years on HK\$6,000 million borrowings) from the reporting date. The notional principal amount and the weighted average fixed interest rate of the outstanding floating rates to fixed rates interest rate swap contracts as at 31 March 2020 were HK\$3,000 million (2019: HK\$6,000 million) and 1.58% (2019: 1.82%) respectively. The notional principal amount of the outstanding floating rates to floating rates interest rate swap contracts as at 31 March 2020 was HK\$2,000 million (2019: HK\$3,000 million).

As at 31 March 2020, the derivative financial instruments qualifying as fair value hedges have, in effect, converted part of the Group borrowings into Hong Kong Dollars fixed rate and floating rates interest bearing liabilities. The notional principal amounts of the outstanding cross currency swap contracts and interest rate swap contracts qualifying as fair value hedges as at 31 March 2020 were HK\$7,753 million (2019: HK\$7,753 million) and HK\$1,400 million (2019: HK\$1,400 million) respectively.

Gains and losses on interest rate swap contracts recognised in the hedging reserve (Note 28) as at 31 March 2020 will be released to the consolidated income statement.

As at 31 March 2020, the Group has outstanding forward contracts of selling Renminbi 594 million (2019: Renminbi 702 million) against Hong Kong Dollars. These forward contracts were entered for the purpose of locking in part of the Group's future Renminbi denominated net income in Mainland China in Hong Kong Dollars term, and not designed for hedge accounting.

The Group's hedging reserves disclosed in Note 28 relate to the following hedging instruments:

	Interest rate swaps designated as cash flow hedge HK\$'M	Hedging reserve HK\$'M
At 1 April 2019	8	8
Change in fair value of hedging instrument recognised in other comprehensive income	(58)	(58)
Reclassified from other comprehensive income to consolidated income statement	(38)	(38)
<b>At 31 March 2020</b>	<b>(88)</b>	<b>(88)</b>
At 1 April 2018	244	244
Change in fair value of hedging instrument recognised in other comprehensive income	(162)	(162)
Reclassified from other comprehensive income to consolidated income statement	(74)	(74)
At 31 March 2019	8	8

## 26 Trade Payables, Receipts in Advance and Accruals

	2020 HK\$'M	2019 HK\$'M
Trade payables	80	192
Receipts in advance	310	285
Accruals	2,250	2,108
	<b>2,640</b>	2,585

The carrying amounts of these payables approximate their fair values and are expected to be settled as below:

	2020 HK\$'M	2019 HK\$'M
Within one year	2,638	2,585
After one year	2	–
	<b>2,640</b>	2,585

The ageing of trade payables, presented based on the due date, is as follows:

	2020 HK\$'M	2019 HK\$'M
0–30 days	55	178
31–90 days	13	9
Over 90 days	12	5
	<b>80</b>	192

## 27 Units in Issue

	2020 Number of units	2019 Number of units
At 1 April	2,109,321,254	2,150,058,972
Units bought back for cancellation	(51,900,500)	(42,145,500)
Units issued under the 2007 LTI Plan	477,632	1,407,782
<b>At 31 March</b>	<b>2,057,898,386</b>	2,109,321,254

Pursuant to the general mandate granted to the Manager by the Unitholders, the Manager (on behalf of Link) bought back a total of 51,900,500 units (2019: 42,145,500 units) at an aggregate price of HK\$4,240 million (2019: HK\$3,216 million). All units bought back were cancelled during the year.

Closing price of the units as at 31 March 2020 was HK\$65.70 (2019: HK\$91.80) per unit. Based on 2,057,898,386 units in issue as at 31 March 2020 (2019: 2,109,321,254 units), market capitalisation was HK\$135,204 million (2019: HK\$193,636 million).

## 28 Reserves

	Other reserve HK\$'M	Hedging reserve HK\$'M	Exchange reserve HK\$'M	Earnings retained for exchange and cash flow hedge adjustments HK\$'M	Total reserves HK\$'M
At 1 April 2019	(580)	8	(384)	376	(580)
Cash flow hedges:					
– Change in fair values	–	(58)	–	–	(58)
– Amount transferred to the consolidated income statement (Note (i))	–	(38)	–	–	(38)
	–	(96)	–	–	(96)
Exchange loss on translation of financial statements	–	–	(1,687)	–	(1,687)
Net assets attributable to Unitholders:					
– Amount arising from exchange reserve and cash flow hedging reserve movements (Note (ii))	–	–	–	1,783	1,783
<b>At 31 March 2020</b>	<b>(580)</b>	<b>(88)</b>	<b>(2,071)</b>	<b>2,159</b>	<b>(580)</b>
At 1 April 2018	(580)	244	932	(1,176)	(580)
Cash flow hedges:					
– Change in fair values	–	(162)	–	–	(162)
– Amount transferred to the consolidated income statement (Note (i))	–	(74)	–	–	(74)
	–	(236)	–	–	(236)
Exchange loss on translation of financial statements	–	–	(1,316)	–	(1,316)
Net assets attributable to Unitholders:					
– Amount arising from exchange reserve and cash flow hedging reserve movements (Note (ii))	–	–	–	1,552	1,552
At 31 March 2019	(580)	8	(384)	376	(580)

Notes:

- (i) Amount transferred to the consolidated income statement in respect of cash flow hedges was included in “Finance costs” (Note 9).  
(ii) The amount represented earnings retained for the year to offset the exchange reserve and cash flow hedging reserve movements.

## 29 Note to the Consolidated Statement of Cash Flows

### (a) Net Cash Generated from Operating Activities

	2020 HK\$'M	2019 HK\$'M
(Loss)/profit before taxation and transactions with Unitholders	(16,591)	21,801
Long-term incentive schemes awards	25	174
Depreciation charge	75	22
Gains on disposals of investment properties	–	(2,761)
Loss on disposal of property, plant and equipment	15	–
Interest income	(183)	(85)
Finance costs	630	598
Exchange difference	(48)	(49)
Change in fair values of investment properties	23,948	(12,269)
Increase in trade and other receivables, deposits and prepayments	(300)	(90)
Decrease in trade payables, receipts in advance and accruals	(32)	(296)
Increase in security deposits	25	8
Long-term incentive schemes settled	(42)	(10)
Income tax paid	(933)	(1,102)
Net cash generated from operating activities	6,589	5,941

### (b) Major Non-cash Transactions

During the year, additional units of HK\$47 million (2019: HK\$101 million) were issued under the 2007 LTI Plan.

### (c) Reconciliation of Liabilities Arising from Financing Activities

	Interest bearing liabilities HK\$'M	Convertible bonds HK\$'M	Accruals HK\$'M	Derivative financial instruments HK\$'M	Amount due to non-controlling interest HK\$'M	Total HK\$'M
As at 1 April 2019	24,217	–	81	204	3,552	28,054
Changes from financing cash flows						
Proceeds from interest bearing liabilities, net of transaction costs	21,629	–	–	–	–	21,629
Repayment of interest bearing liabilities	(15,474)	–	–	–	–	(15,474)
Proceeds from convertible bonds, net of transaction costs	–	3,974	–	–	–	3,974
Increase in amount due to non-controlling interest	–	–	–	–	159	159
Interest (paid)/received	–	(32)	(841)	36	(45)	(882)
Payment of lease liabilities	–	–	(2)	–	–	(2)
Total changes from financing activities	6,155	3,942	(843)	36	114	9,404
Non-cash changes						
Changes in fair values of cash flow hedges	–	–	–	58	–	58
Finance costs	485	(32)	857	(441)	111	980
Others	(169)	–	6	–	–	(163)
Total non-cash changes	316	(32)	863	(383)	111	875
<b>As at 31 March 2020</b>	<b>30,688</b>	<b>3,910</b>	<b>101</b>	<b>(143)</b>	<b>3,777</b>	<b>38,333</b>

## 29 Note to the Consolidated Statement of Cash Flows (Continued)

### (c) Reconciliation of Liabilities Arising from Financing Activities (Continued)

	Interest bearing liabilities HK\$'M	Accruals HK\$'M	Derivative financial instruments HK\$'M	Amount due to non-controlling interest HK\$'M	Total HK\$'M
As at 1 April 2018	25,785	86	96	2,897	28,864
Changes from financing cash flows					
Proceeds from interest bearing liabilities, net of transaction costs	14,804	–	–	–	14,804
Repayment of interest bearing liabilities	(19,124)	–	–	–	(19,124)
Increase in amount due to non-controlling interest	–	–	–	559	559
Interest (paid)/received	–	(748)	100	–	(648)
Total changes from financing activities	(4,320)	(748)	100	559	(4,409)
Non-cash changes					
Changes in fair values of cash flow hedges	–	–	162	–	162
Finance costs	171	747	(154)	96	860
Acquisition of business	2,575	10	–	–	2,585
Others	6	(14)	–	–	(8)
Total non-cash changes	2,752	743	8	96	3,599
As at 31 March 2019	24,217	81	204	3,552	28,054

## 30 Commitments

### (a) Capital Commitments

	2020 HK\$'M	2019 HK\$'M
Capital expenditure of investment properties contracted but not provided for at the end of the year	691	1,159

### (b) Short-term Leases Commitments

As at 31 March 2020, the analysis of the Group's aggregate future minimum lease rental payables under non-cancellable short-term leases is as follows:

	2020 HK\$'M	2019 HK\$'M
Within one year	–	6

### 31 Connected Party Transactions and Significant Related Party Transactions and Balances

Information required to be disclosed concerning related party transactions is set out in this note unless disclosed elsewhere in these consolidated financial statements.

#### (a) Nature of Relationship With Connected/Related Parties

The table set forth below summarises the names of the connected/related parties, as defined in the REIT Code/HKAS 24 (Revised) "Related Party Disclosures", and the nature of their relationship with the Group as at 31 March 2020:

Connected/related party	Relationship with the Group
HSBC Institutional Trust Services (Asia) Limited (the "Trustee") *	The Trustee of Link
The Hongkong and Shanghai Banking Corporation Limited and its subsidiaries (excluding the Trustee and its proprietary subsidiaries) (the "HSBC Group") *	Associates # of the Trustee
Colliers International (Hong Kong) Limited (Note (i))	The Principal Valuer of Link
Jones Lang LaSalle Limited (the "Former Principal Valuer") (Note (ii))	The former Principal Valuer of Link
Jones Lang LaSalle Management Services Limited (Note (ii))	Associate # of the Former Principal Valuer
Beijing Jones Lang LaSalle Property Management Services Company Limited Shenzhen Branch (Note (ii))	Associate # of the Former Principal Valuer
Aedas Limited *	Associate# of director
Aedas Beijing Limited *	Associate# of director
Dah Sing Bank, Limited	Associate# of director
The Chamber of Hong Kong Listed Companies	Associate# of director

\* These connected parties are also considered as related parties of the Group.

# "Associate" has the meaning ascribed to it under the REIT Code.

Note:

- (i) Colliers International (Hong Kong) Limited is the Principal Valuer of Link who is responsible for the property valuation of Link as at 31 March 2020. Colliers International (Hong Kong) Limited was appointed as the Principal Valuer of Link with effect from 17 November 2019.
- (ii) Jones Lang LaSalle Limited was the former valuer of Link who was responsible for the property valuation of Link up till 30 September 2019. Jones Lang LaSalle Limited retired as the Principal Valuer of Link in accordance with the REIT Code on 17 November 2019 and since then, Jones Lang LaSalle Limited and its associates ceased to be connected parties of Link.

### 31 Connected Party Transactions and Significant Related Party Transactions and Balances (Continued)

#### (b) Transactions With Connected/Related Parties

The following transactions recognised under HKFRSs were carried out with connected/related parties:

	2020 HK\$'M	2019 HK\$'M
Trustee's fee paid and payable to the Trustee (Note (ii))	(23)	(20)
Transactions with the HSBC Group (Note (iii))		
Agency fee on disposals of investment properties	-	(55)
Interest expense and various financing charges to the HSBC Group on interest bearing liabilities, cross currency swap contracts and interest rate swap contracts	(61)	(65)
Rental income from the HSBC Group on leasing of retail units	38	39
Interest income from the HSBC Group on bank deposits	20	10
Transactions with the Principal Valuer (Notes (iii) and (iv))		
Valuation fee	(4)	(5)
Consultancy services fees	(2)	(2)
Agency fee	(2)	(1)
Charges for provision of fitter services paid and payable to Jones Lang LaSalle Management Services Limited (Note (iii))	(9)	(16)
Property management fee paid and payable to Beijing Jones Lang LaSalle Property Management Services Company Limited Shenzhen Branch (Note (iii))	(13)	(1)
Architectural/renovation consultancy services fees paid and payable to Aedas Limited (Notes (iii) and (v))	(1)	(5)
Architectural/renovation consultancy services fees paid and payable to Aedas Beijing Limited (Notes (iii) and (v))	(5)	-
Rental income from Dah Sing Bank, Limited on leasing of retail units (Notes (iii) and (vi))	9	8
Interest expenses and various financing charges to Dah Sing Bank, Limited (Notes (iii) and (vi))	(1)	-

Notes:

- (i) All connected/related parties transactions were carried out in accordance with the terms of the relevant agreements governing the transactions and in the ordinary course of business.
- (ii) The Trustee is entitled to receive an annual trustee's fee (calculated and paid monthly) at rates ranging from 0.008% per annum to 0.03% per annum of the latest property value as determined in the latest annual valuation report of an independent property valuer recommended by the Manager and appointed by the Trustee for and on behalf of Link from time to time, subject to a minimum of HK\$150,000 per month. With effect from 1 April 2020, the trustee fee changed at rates ranging 0.006% per annum to 0.015% per annum.
- (iii) The transactions were entered into at arm's length on normal commercial terms.
- (iv) Colliers International (Hong Kong) Limited was appointed as the Principal Valuer of Link with effect from 17 November 2019. The Former Principal Valuer, Jones Lang LaSalle Limited, was responsible for the property valuation of Link up till the period ended 30 September 2019. Valuation fee for the year ended 31 March 2020 of HK\$3 million and HK\$1 million were paid and payable to Colliers International (Hong Kong) Limited and Jones Lang LaSalle Limited respectively while valuation fee of HK\$5 million was paid to Jones Lang LaSalle Limited for the year ended 31 March 2019. Consultancy services fees of HK\$2 million and agency fee of HK\$2 million were paid and payable to Jones Lang LaSalle Limited for the year ended 31 March 2020 while consultancy services fees of HK\$2 million and agency fee of HK\$1 million were paid to Jones Lang LaSalle Limited for the year ended 31 March 2019.
- (v) Aedas Limited and Aedas Beijing Limited are associates of Mr Ian Keith GRIFFITHS.
- (vi) Dah Sing Bank, Limited is an associate of Mr Blair Chilton PICKERELL.



### 31 Connected Party Transactions and Significant Related Party Transactions and Balances (Continued)

#### (c) Balances With Related Parties

Balances with related parties are set out below:

	2020 HK\$'M	2019 HK\$'M
Trustee's fee payable to the Trustee	(4)	(2)
Interest bearing liabilities with the HSBC Group	(2,820)	(1,940)
Agency fee payable to the HSBC Group	–	(55)
Net interest payable to the HSBC Group	(5)	(3)
Security deposits from the HSBC Group	(4)	(3)
Cross currency swap contracts and interest rate swap contracts with the HSBC Group	(1)	(123)
Deposits placed with the HSBC Group	6,569	2,002

#### (d) Key Management Compensation

As at 31 March 2020, key management composed of two Executive Directors, 10 Non-Executive Directors and 10 senior management staff. Further details of the remuneration of the Directors on a named basis are disclosed in highlighted sections of the Corporate Governance Report with a heading of "Audited" on pages 26 to 28. These sections form the "Audited" part of Corporate Governance Report and are part of the financial statements.

The aggregate amounts of emoluments of the key management staff of the Group are as follows:

	2020 HK\$'M	2019 HK\$'M
Fees	9	8
Basic salaries, allowances and other benefits	128	143
Long-term incentive schemes awards	33	122
	170	273

### 31 Connected Party Transactions and Significant Related Party Transactions and Balances (Continued)

#### (d) Key Management Compensation (Continued)

The amounts reflected in the emolument bands below are those in the financial statements under HKFRSs in the year 2019/2020, and include short term remuneration paid in cash and portion of the long-term incentive schemes recognised (although a portion of which has not been vested) in the year 2019/2020 attributable to the Executive Directors and senior management.

Emolument bands (Note (i))	2020 Number of individuals	2019 Number of individuals
HK\$1,000,001-HK\$3,000,000	1	2
HK\$3,000,001-HK\$5,000,000	2	–
HK\$5,000,001-HK\$7,000,000	2	–
HK\$7,000,001-HK\$9,000,000	2	4
HK\$9,500,001-HK\$10,000,000	1	1
HK\$10,000,001-HK\$10,500,000	1	1
HK\$11,000,001-HK\$11,500,000	1	–
HK\$11,500,001-HK\$12,000,000	–	1
HK\$12,500,001-HK\$13,000,000	–	2
HK\$13,500,001-HK\$14,000,000	1 <sup>(b)</sup>	–
HK\$32,000,001-HK\$32,500,000	–	1 <sup>(c)</sup>
HK\$73,500,001-HK\$74,000,000	1 <sup>(a)</sup>	–
HK\$112,500,001-HK\$113,000,000	–	1 <sup>(c)</sup>
Total number of Executive Directors and senior management (Note (iii))	12	13

Notes:

- (i) The calculation of the total remuneration for the emolument bands is based on the value of the long-term incentive awards recognised during the year and the short term remuneration paid and recognised during the year.
- (ii) Emoluments paid and recognised for the Executive Directors, Mr George Kwok Lung HONGCHOY<sup>(a)</sup> and Mr Kok Siang NG<sup>(b)</sup> (2019: Mr George Kwok Lung HONGCHOY<sup>(c)</sup> and Mr Andy CHEUNG Lee Ming<sup>(d)</sup>). Mr Kok Siang NG was appointed as an Executive Director with effect from 1 February 2020. Out of the total remuneration awarded, only 2 month's remuneration was attributable to services provided as an Executive Director. Details are set out in the "Remuneration Awarded to Executive Directors" section on pages 26 to 27. The respective emoluments include the portion of the long-term incentive schemes recognised for the year, which the details are set out in the "Long-term Incentive Schemes" section on pages 71 and 74. The remaining is the paid short-term remuneration.
- (iii) Included one (2019: one) retired senior management staff.

The five highest paid individuals for the year include two (2019: two) directors whose emoluments reflected in the above emolument bands. The emoluments paid and recognised to the remaining three (2019: three) individuals during the year are as follows:

	2020 HK\$'M	2019 HK\$'M
Basic salaries, other allowances and benefits in kind	9	10
Discretionary bonus	21	16
Long-term incentive schemes awards	2	11
	32	37

### 32 Future Minimum Rental Receivables

As at 31 March 2020, the analysis of the Group's aggregate future minimum rental income receivables under non-cancellable operating leases is as follows:

	2020 HK\$'M	2019 HK\$'M
Within one year	6,384	6,259
Between one and five years	10,061	10,432
Beyond five years	1,125	1,416
	<b>17,570</b>	18,107

Most of the operating leases are on fixed terms and for terms of three years (2019: three years).

### 33 Principal Subsidiaries

Link held the following principal subsidiaries as at 31 March 2020:

Name	Place of establishment and kind of legal entity/ place of operations	Principal activities	Particulars of issued share capital/ registered capital	Interest held
<i>Directly held:</i>				
The Link Holdings Limited	Cayman Islands, limited liability company/ Hong Kong	Investment holding	US\$1	100%
Link Asset Management Limited	Hong Kong, limited liability company/ Hong Kong	Asset management	HK\$22,000,000	100%
<i>Indirectly held:</i>				
Afford Limited	Hong Kong, limited liability company/ Hong Kong	Investment holding	HK\$160,539,360	100%
Atlantic Best Limited	Hong Kong, limited liability company/ Hong Kong	Investment holding	HK\$2	100%
保怡物業管理(深圳)有限公司 (Baoyi Property Management (Shenzhen) Company Limited)	People's Republic of China, limited liability company/ People's Republic of China	Property holding and leasing	US\$39,500,000	100%
北京亞騰房地產經營管理有限公司 (Beijing Yateng Real Estate Management Company Limited)	People's Republic of China, limited liability company/ People's Republic of China	Property holding and leasing	US\$162,500,000	100%
Century Land Investment Limited	Hong Kong, limited liability company/ Hong Kong	Property development	HK\$1	60%
China East Investment Limited	Hong Kong, limited liability company/ Hong Kong	Investment holding	HK\$5,000	100%
益楓美置業(天津)有限公司 (ECM Property Holding (Tianjin) Co., Ltd.)	People's Republic of China, limited liability company/ People's Republic of China	Property holding and leasing	RMB1,242,300,418	100%
First Venture R.E. Limited	Hong Kong, limited liability company/ Hong Kong	Investment holding	HK\$1	100%
Great Land (HK) Limited	Hong Kong, limited liability company/ Hong Kong	Property holding and leasing	HK\$1,000,000	100%

### 33 Principal Subsidiaries (Continued)

Name	Place of establishment and kind of legal entity/ place of operations	Principal activities	Particulars of issued share capital/ registered capital	Interest held
<i>Indirectly held (Continued):</i>				
廣州牽晴匯房地產有限公司 (Guangzhou Qian Qing Hui Real Estate Company Limited)	People's Republic of China, limited liability company/ People's Republic of China	Property holding and leasing	RMB600,000,000	100%
Link 2019 CB Limited	British Virgin Islands, limited liability company/ Hong Kong	Financing	US\$1	100%
Link Monte (HK) Limited	Hong Kong, limited liability company/ Hong Kong	Property holding and leasing	HK\$1	100%
Link Properties Limited	Cayman Islands, limited liability company/ Hong Kong	Property holding and leasing	US\$1	100%
Link Property Management Services Limited	Hong Kong, limited liability company/ Hong Kong	Property management	HK\$1,000,000	100%
領展房地產諮詢(上海)有限公司 (Link Real Estate Consultancy (Shanghai) Co., Limited)	People's Republic of China, limited liability company/ People's Republic of China	Corporate management service	RMB5,000,000	100%
Preston River (HK) Limited	Hong Kong, limited liability company/ Hong Kong	Investment holding	HK\$1	100%
上海興邦房地產有限公司 (Shanghai Xing Bang Properties Co., Ltd.)	People's Republic of China, limited liability company/ People's Republic of China	Property holding and leasing	RMB287,595,000	100%
The Link Finance (Cayman) 2006 Limited	Cayman Islands, limited liability company/ Hong Kong	Investment	US\$1	100%
The Link Finance (Cayman) 2009 Limited	Cayman Islands, limited liability company/ Hong Kong	Financing	US\$1	100%
The Link Finance Limited	Hong Kong, limited liability company/ Hong Kong	Financing	HK\$1	100%

The Manager considers the non-controlling interest in respect of Century Land Investment Limited is not material to the Group.

The Manager is of the opinion that a complete list of the particulars of all subsidiaries will be of excessive length and therefore the above list contains only the particulars of the subsidiaries which principally affect the results or assets and liabilities of the Group.

### 34 Event After the Reporting Date

On 7 April 2020, Link, through a wholly-owned subsidiary, completed the acquisition of an office property in Australia at an aggregate consideration of approximately Australian Dollars 683 million (equivalent to approximately HK\$3,649 million). The acquired property, known as "100 Market Street", comprises a 10-storey commercial office tower located at 100 Market Street, which is situated within a mixed-use development in the central business district of Sydney, Australia.

### 35 Approval of the Consolidated Financial Statements

The consolidated financial statements were authorised for issue by the Board of Directors of the Manager and the Trustee on 1 June 2020.

# Auditor's Review Report



羅兵咸永道

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION  
TO THE BOARD OF DIRECTORS OF LINK ASSET MANAGEMENT LIMITED  
(as "Manager" of LINK REAL ESTATE INVESTMENT TRUST)

## Introduction

We have reviewed the interim financial information set out on pages 48 to 76, which comprises the condensed consolidated statement of financial position of Link Real Estate Investment Trust ("**Link**") and its subsidiaries (together, the "**Group**") as at 30 September 2020 and the condensed consolidated income statement, condensed consolidated statement of comprehensive income, consolidated statement of distributions, condensed consolidated statement of changes in equity and net assets attributable to Unitholders and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Manager are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 9 November 2020

*PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong*  
*T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com*

# Condensed Consolidated Income Statement

For the six months ended 30 September 2020

	Note	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
<b>Revenue</b>	4	5,233	5,332
Property operating expenses	6	(1,196)	(1,261)
Net property income		4,037	4,071
General and administrative expenses		(220)	(201)
Change in fair values of investment properties and impairment of goodwill	12 & 13	(7,275)	3,662
Interest income		71	95
Finance costs	7	(405)	(233)
<b>(Loss)/profit before taxation and transactions with Unitholders</b>	8	<b>(3,792)</b>	7,394
Taxation	10	(533)	(677)
<b>(Loss)/profit for the period, before transactions with Unitholders</b>		<b>(4,325)</b>	6,717
Distributions paid to Unitholders		(2,999)	(2,964)
		(7,324)	3,753
Represented by:			
Change in net assets attributable to Unitholders, excluding issues of new units and units bought back		(6,139)	2,278
Amount arising from exchange reserve and cash flow hedging reserve movements	25	(953)	1,500
Non-controlling interest		(232)	(25)
		(7,324)	3,753
(Loss)/profit for the period, before transactions with Unitholders attributable to			
– Unitholders (Note)	11	(4,093)	6,742
– Non-controlling interest		(232)	(25)
		(4,325)	6,717

The notes on pages 54 to 76 are an integral part of these condensed consolidated interim financial information.

Note: (Loss)/earnings per unit, based upon (loss)/profit for the period, before transactions with Unitholders attributable to Unitholders and the weighted average number of units in issue, is set out in Note 11 to the condensed consolidated interim financial information.

# Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 September 2020

	Before transactions with Unitholders (Unaudited) HK\$'M	Transactions with Unitholders (Note (i)) (Unaudited) HK\$'M	After transactions with Unitholders (Note (ii)) (Unaudited) HK\$'M	Non-controlling interest (Unaudited) HK\$'M	Total (Unaudited) HK\$'M
<b>Six months ended 30 September 2020</b>					
Loss for the period	(4,093)	3,140	(953)	(232)	(1,185)
Other comprehensive income					
Items that may be reclassified subsequently to the condensed consolidated income statement					
- Cash flow hedging reserve	(57)	-	(57)	-	(57)
- Exchange reserve	1,010	-	1,010	-	1,010
<b>Total comprehensive loss for the period</b>	<b>(3,140)</b>	<b>3,140</b>	<b>-</b>	<b>(232)</b>	<b>(232)</b>
<b>Six months ended 30 September 2019</b>					
Profit for the period	6,742	(5,242)	1,500	(25)	1,475
Other comprehensive income					
Items that may be reclassified subsequently to the condensed consolidated income statement					
- Cash flow hedging reserve	(7)	-	(7)	-	(7)
- Exchange reserve	(1,493)	-	(1,493)	-	(1,493)
<b>Total comprehensive income for the period</b>	<b>5,242</b>	<b>(5,242)</b>	<b>-</b>	<b>(25)</b>	<b>(25)</b>

The notes on pages 54 to 76 are an integral part of these condensed consolidated interim financial information.

Notes:

- (i) Transactions with Unitholders comprise the distributions to Unitholders of HK\$2,999 million (2019: HK\$2,964 million) and change in net assets attributable to Unitholders, excluding issues of new units and units bought back, which is a decrease of HK\$6,139 million (2019: an increase of HK\$2,278 million).
- (ii) In accordance with the Trust Deed, the units of Link Real Estate Investment Trust contain contractual obligations to pay to its Unitholders cash distributions and also upon termination of the trust, a share of all net cash proceeds derived from the sale or realisation of the assets of the trust less any liabilities, in accordance with their proportionate interests in the trust at the date of the termination. The Unitholders' funds are therefore classified as a financial liability rather than equity in accordance with Hong Kong Accounting Standard 32: Financial Instruments: Presentation. Consistent with Unitholders' funds being classified as a financial liability, the distributions to Unitholders and change in net assets attributable to Unitholders, excluding issues of new units and units bought back, are finance costs. Accordingly, the total comprehensive income attributable to Unitholders, after the transactions with Unitholders, is zero.

# Consolidated Statement of Distributions

For the six months ended 30 September 2020

	Note	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
<b>(Loss)/profit for the period, before transactions with Unitholders attributable to Unitholders</b>		<b>(4,093)</b>	6,742
Adjustments:			
- Change in fair values of investment properties and impairment of goodwill attributable to Unitholders		7,048	(3,644)
- Deferred taxation on change in fair values of investment properties attributable to Unitholders		(61)	65
- Change in fair values of derivative component of convertible bonds		-	(58)
- Change in fair values of financial instruments		(70)	(225)
- Depreciation and amortisation of real estate and related assets		28	13
- Other non-cash income		(75)	(72)
Discretionary distribution (Note (i))		144	145
<b>Total Distributable Amount (Note (i))</b>		<b>2,921</b>	2,966
Interim distribution for the period, to be paid to the Unitholders (Note (ii))		2,921	2,966
Units in issue at 30 September	24	2,062,427,353	2,096,767,886
<b>Distribution per unit for the period (Note (ii))</b>		<b>HK141.65 cents</b>	HK141.47 cents

The notes on pages 54 to 76 are an integral part of these condensed consolidated interim financial information.

- Notes:
- (i) Under the terms of the Trust Deed, Link Real Estate Investment Trust is required to distribute to Unitholders no less than 90% of its distributable income for each financial year. Distributable income, according to the Trust Deed, is the Group's consolidated profit after taxation attributable to Unitholders, as adjusted to eliminate the effect of certain non-cash adjustments which have been recorded in the consolidated income statement for the relevant year. For the six months ended 30 September 2020, the Manager has decided to distribute 100% (2019: 100%) of its distributable income to Unitholders. In addition, the Manager recommended a capital return in the form of a discretionary distribution of HK\$144 million (2019: HK\$145 million). Together with the discretionary distribution, Total Distributable Amount represented 105% (2019: 105%) of the distributable income of the Group for the six months ended 30 September 2020.
- (ii) The interim distribution per unit of HK141.65 cents (2019: HK141.47 cents) for the six months ended 30 September 2020 is calculated based on the interim distribution of HK\$2,921 million (2019: HK\$2,966 million) for the period and 2,062,427,353 units (2019: 2,096,767,886 units) in issue as at 30 September 2020, without taking into account any change in the number of units in issue subsequent to the approval of the condensed consolidated interim financial information. The interim distribution will be paid to Unitholders on 28 December 2020.



# Condensed Consolidated Statement of Financial Position

As at 30 September 2020

	Note	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
<b>Assets</b>			
Goodwill	12	386	424
Investment properties	13	195,112	193,224
Property, plant and equipment	14	1,357	1,389
Financial assets at amortised cost	15	2,739	2,746
Deposits and prepayments		145	497
Derivative financial instruments	22	305	231
Trade and other receivables	16	1,328	1,231
Cash and cash equivalents	17	1,814	7,877
<b>Total assets</b>		<b>203,186</b>	<b>207,619</b>
<b>Liabilities, excluding net assets attributable to Unitholders</b>			
Deferred tax liabilities		2,937	2,871
Long-term incentive schemes provision	18	45	136
Other liabilities	19	4,911	5,017
Interest bearing liabilities	20	32,121	30,688
Convertible bonds	21	3,908	3,910
Security deposits		1,789	1,782
Derivative financial instruments	22	168	88
Provision for taxation		584	370
Trade payables, receipts in advance and accruals	23	2,696	2,640
<b>Total liabilities, excluding net assets attributable to Unitholders</b>		<b>49,159</b>	<b>47,502</b>
<b>Non-controlling interest</b>		<b>174</b>	<b>406</b>
<b>Net assets attributable to Unitholders</b>		<b>153,853</b>	<b>159,711</b>
Units in issue	24	2,062,427,353	2,057,898,386
<b>Net assets per unit attributable to Unitholders</b>		<b>HK\$74.60</b>	<b>HK\$77.61</b>

The notes on pages 54 to 76 are an integral part of these condensed consolidated interim financial information.

On behalf of the Board of Directors of  
Link Asset Management Limited, as manager of Link Real Estate Investment Trust

**Nicholas Charles ALLEN**

*Chairman*

9 November 2020

**George Kwok Lung HONGCHOY**

*Chief Executive Officer*

9 November 2020

# Condensed Consolidated Statement of Changes in Equity and Net Assets Attributable to Unitholders

For the six months ended 30 September 2020

	Note	Net assets attributable to Unitholders (Unaudited) HK\$'M	Total reserves (Unaudited) HK\$'M	Non-controlling interest (Unaudited) HK\$'M
At 1 April 2020		159,711	580	406
Issuance of units under distribution reinvestment scheme		660	-	-
Units bought back for cancellation		(379)	-	-
Loss for the six months ended 30 September 2020, before transactions with Unitholders		(4,093)	-	(232)
Distributions paid to Unitholders – 2020 final distribution		(2,999)	-	-
Change in fair values of cash flow hedges	25	-	(69)	-
Amount transferred to the condensed consolidated income statement	25	-	12	-
Foreign currency translations	25	-	1,010	-
Amount arising from exchange reserve and cash flow hedging reserve movements	25	953	(953)	-
Change in net assets attributable to Unitholders and non-controlling interest for the six months ended 30 September 2020, excluding issues of new units and units bought back		(6,139)	-	(232)
<b>At 30 September 2020</b>		<b>153,853</b>	<b>580</b>	<b>174</b>
At 1 April 2019		188,739	580	587
Issuance of units under the 2007 LTI plan		47	-	-
Units bought back for cancellation		(1,138)	-	-
Profit for the six months ended 30 September 2019, before transactions with Unitholders		6,742	-	(25)
Distributions paid to Unitholders – 2019 final distribution		(2,964)	-	-
Change in fair values of cash flow hedges		-	28	-
Amount transferred to the condensed consolidated income statement		-	(35)	-
Foreign currency translations		-	(1,493)	-
Amount arising from exchange reserve and cash flow hedging reserve movements		(1,500)	1,500	-
Change in net assets attributable to Unitholders and non-controlling interest for the six months ended 30 September 2019, excluding issues of new units and units bought back		2,278	-	(25)
<b>At 30 September 2019</b>		<b>189,926</b>	<b>580</b>	<b>562</b>

The notes on pages 54 to 76 are an integral part of these condensed consolidated interim financial information.

# Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2020

	Note	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
<b>Operating activities</b>			
<b>Net cash generated from operating activities</b>		<b>3,167</b>	<b>3,318</b>
<b>Investing activities</b>			
Acquisition of assets	26	(6,729)	-
Payment of consideration payables of businesses acquisition		-	(38)
Additions to investment properties		(416)	(615)
Additions to property, plant and equipment		(20)	(193)
Purchase of financial assets at amortised cost		-	(2,006)
Interest income received		79	50
Decrease in bank deposits with original maturity of more than three months		-	395
<b>Net cash used in investing activities</b>		<b>(7,086)</b>	<b>(2,407)</b>
<b>Financing activities</b>			
Proceeds from interest bearing liabilities, net of transaction costs		13,325	7,919
Repayment of interest bearing liabilities		(12,345)	(8,523)
Proceeds from convertible bonds, net of transaction costs		-	3,974
Increase in amount due to non-controlling interest		14	95
Interest expenses paid		(502)	(320)
Payment of lease liabilities		(2)	-
Distributions paid to Unitholders		(2,339)	(2,964)
Units bought back for cancellation		(379)	(1,138)
<b>Net cash used in financing activities</b>		<b>(2,228)</b>	<b>(957)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(6,147)</b>	<b>(46)</b>
Cash and cash equivalents at 1 April		7,877	2,694
Effect on exchange rate changes on cash and cash equivalents		84	(95)
<b>Cash and cash equivalents at 30 September</b>		<b>1,814</b>	<b>2,553</b>

The notes on pages 54 to 76 are an integral part of these condensed consolidated interim financial information.

# Notes to the Condensed Consolidated Interim Financial Information

## 1 Corporate Information

Link Real Estate Investment Trust (“**Link**”) is a collective investment scheme authorised under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Link is governed by a trust deed entered into on 6 September 2005 (as amended and supplemented by 14 Supplemental Deeds dated 4 November 2005, 8 November 2005, 16 January 2006, 21 November 2006, 13 July 2007, 23 July 2007, 5 October 2009, 23 July 2010, 25 July 2012, 18 February 2014, 15 January 2015, 25 July 2018, 1 April 2020 and 22 July 2020) (together the “**Trust Deed**”).

The principal activity of Link and its subsidiaries (the “**Group**”) is investing in real estate and may undertake property development and related activities. The addresses of the registered offices of the Manager, Link Asset Management Limited, and the Trustee, HSBC Institutional Trust Services (Asia) Limited, are 20/F., Tower 1, The Quayside, 77 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong and 1 Queen’s Road Central, Hong Kong, respectively.

## 2 Basis of Preparation

The condensed consolidated interim financial information for the six months ended 30 September 2020 has been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). The condensed consolidated interim financial information should be read in conjunction with the audited consolidated financial statements for the year ended 31 March 2020.

## 3 Accounting Policies

The accounting policies adopted are consistent with those set out in the audited consolidated financial statements for the year ended 31 March 2020, except for the adoption of the following new standards and amendments issued by the HKICPA which became effective or available for early adoption for the six months ended 30 September 2020.

HKAS 1 and HKAS 8 Amendments	Definition of Material
HKAS 39, HKFRS 7 and HKFRS 9 Amendments	Interest Rate Benchmark Reform
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting

The adoption of these new standards and amendments has not had any significant effect on the reported results and financial position of the Group.

The following new standards and amendments, which have been published but are not yet effective, have not been early adopted in the condensed consolidated interim financial information. These are effective for the Group’s accounting periods beginning on or after 1 April 2021.

HKAS 1 Amendments	Classification of Liabilities as Current or Non-current <sup>(4)</sup>
HKFRS 3, HKAS 16 and HKAS 37 Amendments	Narrow – Scope Amendments <sup>(3)</sup>
HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Amendments	Interest Rate Benchmark Reform – Phase 2 <sup>(2)</sup>
HKFRS 10 and HKAS 28 Amendments	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>(5)</sup>
HKFRS 16 Amendments	COVID-19 Related Rent Concessions <sup>(1)</sup>
HKFRS 17	Insurance Contracts <sup>(4)</sup>
Annual Improvements 2018-2020 Cycle <sup>(3)</sup>	

<sup>(1)</sup> effective for accounting periods beginning on or after 1 June 2020

<sup>(2)</sup> effective for accounting periods beginning on or after 1 January 2021

<sup>(3)</sup> effective for accounting periods beginning on or after 1 January 2022

<sup>(4)</sup> effective for accounting periods beginning on or after 1 January 2023

<sup>(5)</sup> no mandatory effective date has yet been determined but early application is permitted

The Group is in the process of making an assessment of the impact of these new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) upon initial application.

## 4 Revenue

Revenue recognised during the period comprises:

	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
Rentals		
- Hong Kong retail properties	3,239	3,390
- Hong Kong car parks	931	988
- Mainland China retail properties	479	541
- Others (Note)	393	185
	5,042	5,104
Other revenue		
- Air conditioning service fees	139	188
- Other property related revenue	52	40
	191	228
<b>Total revenue</b>	<b>5,233</b>	<b>5,332</b>

Note: Others include rentals from commercial properties in Hong Kong, Mainland China and overseas.

Leases with tenants provide for monthly base rent and recovery of certain outgoings. Additional rents based on business turnover amounted to HK\$39 million (2019: HK\$63 million) and have been included in the rental income.

## 5 Segment Information

	Hong Kong retail properties HK\$'M	Hong Kong car parks HK\$'M	Mainland China retail properties HK\$'M	Others HK\$'M	Total HK\$'M
<b>For the six months ended 30 September 2020 (Unaudited)</b>					
Revenue	3,390	933	497	413	5,233
Segment results	2,623	715	361	118	3,817
Change in fair values of investment properties and impairment of goodwill	(4,826)	(1,177)	(406)	(866)	(7,275)
Interest income					71
Finance costs					(405)
Loss before taxation and transactions with Unitholders					(3,792)
Taxation					(533)
Loss for the period, before transactions with Unitholders					(4,325)
Capital expenditure	324	33	16	7,274	7,647
Depreciation	-	-	(1)	(45)	(46)
<b>As at 30 September 2020 (Unaudited)</b>					
Segment assets	123,876	30,636	19,922	23,508	197,942
Goodwill					386
Financial assets at amortised cost					2,739
Derivative financial instruments					305
Cash and cash equivalents					1,814
Total assets					203,186
Segment liabilities	2,433	161	692	1,199	4,485
Deferred tax liabilities					2,937
Long-term incentive scheme provision					45
Other liabilities					4,911
Interest bearing liabilities					32,121
Convertible bonds					3,908
Derivative financial instruments					168
Provision for taxation					584
Total liabilities, excluding net assets attributable to Unitholders					49,159
Non-controlling interest					174
Net assets attributable to Unitholders					153,853

For the six months ended 30 September 2020, revenue of HK\$661 million (2019: HK\$732 million) is attributable to external customers from Mainland China, HK\$4,451 million (2019: HK\$4,600 million) is attributable to external customers from Hong Kong and HK\$121 million (2019: Nil) is attributable to external customers from overseas.

As at 30 September 2020, investment properties, property, plant and equipment, and goodwill amounting to HK\$25,969 million (31 March 2020: HK\$25,474 million) is located in Mainland China, HK\$163,401 million (31 March 2020: HK\$169,563 million) is located in Hong Kong and HK\$7,485 million (31 March 2020: Nil) is located in overseas.

## 5 Segment Information (Continued)

	Hong Kong retail properties HK\$'M	Hong Kong car parks HK\$'M	Mainland China retail properties HK\$'M	Others HK\$'M	Total HK\$'M
For the six months ended 30 September 2019 (Unaudited)					
Revenue	3,586	989	558	199	5,332
Segment results	2,736	763	426	(55)	3,870
Change in fair values of investment properties	1,729	1,739	196	(2)	3,662
Interest income					95
Finance costs					(233)
Profit before taxation and transactions with Unitholders					7,394
Taxation					(677)
Profit for the period, before transactions with Unitholders					6,717
Capital expenditure	534	176	13	454	1,177
Depreciation	-	-	-	(28)	(28)
As at 31 March 2020 (Audited)					
Segment assets	128,337	31,801	19,475	16,728	196,341
Goodwill					424
Financial assets at amortised cost					2,746
Derivative financial instruments					231
Cash and cash equivalents					7,877
Total assets					207,619
Segment liabilities	2,334	142	695	1,251	4,422
Deferred tax liabilities					2,871
Long-term incentive schemes provision					136
Other liabilities					5,017
Interest bearing liabilities					30,688
Convertible bonds					3,910
Derivative financial instruments					88
Provision for taxation					370
Total liabilities, excluding net assets attributable to Unitholders					47,502
Non-controlling interest					406
Net assets attributable to Unitholders					159,711

## 6 Property Operating Expenses

	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
Property managers' fees, security and cleaning	325	306
Staff costs	222	264
Repair and maintenance	96	106
Utilities	162	176
Government rent and rates	133	154
Promotion and marketing expenses	50	60
Estate common area costs	47	43
Real estate taxes and land use taxes	45	49
Other property operating expenses	116	103
	<b>1,196</b>	<b>1,261</b>

## 7 Finance Costs

	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
Interest expenses on interest bearing liabilities	392	398
Interest expenses on convertible bonds (Note 21)	62	63
Other borrowing costs (Note (i))	109	32
	<b>563</b>	<b>493</b>
Less: capitalised under investment properties (Note (ii))	(8)	(42)
	<b>555</b>	<b>451</b>
Change in fair values of derivative component of convertible bonds (Note 21)	-	(58)
Fair value gain on non-controlling interest put option obligation (Note 19)	(150)	(160)
	<b>405</b>	<b>233</b>

Notes:

- (i) Other borrowing costs mainly include HK\$50 million (2019: HK\$55 million) interest expenses to non-controlling interest, HK\$12 million net losses (2019: HK\$35 million net gains) on interest rate swap contracts designated as cash flow hedges, HK\$11 million net gains (2019: HK\$3 million net losses) on cross currency swap contracts and interest rate swap contracts designated as fair value hedges and various banking and financing charges.
- (ii) Interest expenses have been capitalised under investment properties at an interest rate of 2.9% (2019: 3.3%) per annum.



## 8 (Loss)/Profit Before Taxation and Transactions With Unitholders

(Loss)/profit before taxation and transactions with Unitholders for the period is stated after charging/(crediting):

	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
Staff costs (Note 9)	329	400
Depreciation of property, plant and equipment	46	28
Trustee's fee	7	12
Valuation fee	1	1
Auditor's remuneration		
Audit and audit-related assurance services	1	2
Acquisition related professional fees	3	-
Professional fees capitalised under investment properties	(3)	-
Bank charges	5	3
Commission to property agents	7	4
Donations	14	14
Exchange loss/(gain)	31	(56)
Short-term lease expenses	1	12
Other legal and professional fees	(2)	6

## 9 Staff Costs

	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
Wages and salaries	383	359
Contributions to mandatory provident fund scheme (Note)	7	7
Long-term incentive schemes awards	(23)	70
	367	436
Less: capitalised under investment properties	(38)	(36)
Staff costs (Note 8)	329	400

Note: The Group operates a pension scheme - Mandatory Provident Fund. The scheme is a defined contribution plan funded through payments to trustee - administered funds. A defined contribution plan is a pension plan under which the employer pays fixed contributions into a separate entity (a fund). The Group has no further payment obligations once the contributions have been paid.

## 10 Taxation

Hong Kong profits tax has been provided for at the rate of 16.5% (2019: 16.5%) on the estimated assessable profit for the period. Income taxes in Mainland China and overseas have been provided for at the applicable rate on the estimated assessable profit for the period.

The amount of taxation charged to the condensed consolidated income statement represents:

	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
Current taxation		
– Hong Kong	385	413
– Mainland China	84	88
– Overseas	10	–
Deferred taxation	54	176
Taxation	533	677

## 11 (Loss)/Earnings Per Unit Based Upon (Loss)/Profit for the Period, Before Transactions With Unitholders Attributable to Unitholders

	Six months ended 30 September 2020 (Unaudited)	Six months ended 30 September 2019 (Unaudited)
(Loss)/profit for the period, before transactions with Unitholders attributable to Unitholders for calculating basic (loss)/earnings per unit	(HK\$4,093 million)	HK\$6,742 million
Adjustment for dilutive convertible bonds	–	(HK\$5 million)
(Loss)/profit for the period, before transaction with Unitholders attributable to Unitholders for calculating diluted (loss)/earnings per unit	(HK\$4,093 million)	HK\$6,737 million
Weighted average number of units for the period for calculating basic (loss)/earnings per unit	2,061,326,280	2,108,821,279
Adjustment for dilutive contingently issuable units under long-term incentive schemes and dilutive convertible bonds	–	36,566,414
Weighted average number of units for the period for calculating diluted (loss)/earnings per unit	2,061,326,280	2,145,387,693
Basic (loss)/earnings per unit	(HK\$1.99)	HK\$3.20
Diluted (loss)/earnings per unit	(HK\$1.99)	HK\$3.14

The convertible bonds have an anti-dilutive effect on the basic loss per unit for the six months ended 30 September 2020, thus the diluted loss per unit is equivalent to the basic loss per unit.

## 12 Goodwill

	Carrying value (Unaudited) HK\$'M
At 1 April 2020	424
Exchange adjustments	8
Impairment	(46)
<b>At 30 September 2020</b>	<b>386</b>

During the six months ended 30 September 2020, impairment losses of HK\$46 million on goodwill were charged to the condensed consolidated income statement resulting from changes in the market environment for the underlying businesses.

## 13 Investment Properties

### (a) Details of the Movements of Investment Properties are as follows:

	Fair value (Unaudited) HK\$'M
At 1 April 2020	193,224
Exchange adjustments (Note (e))	1,484
Acquisition of assets (Note 26)	7,253
Additions	380
Change in fair values	(7,229)
<b>At 30 September 2020</b>	<b>195,112</b>

### (b) Valuation Process

The investment properties were revalued on a market value basis as at 31 March and 30 September 2020 by Colliers International (Hong Kong) Limited (the "Principal Valuer"), an independent firm of professional qualified valuers and the Principal Valuer of Link.

The Manager held discussions with the Principal Valuer and reviewed all significant inputs used by the Principal Valuer. Discussions of the valuation processes and results at each reporting date are held between the Manager and the Principal Valuer.

### (c) Valuation Techniques

The investment properties were appraised by the Principal Valuer, using the income capitalisation approach as its primary approach with cross-referencing to the direct comparison approach.

The income capitalisation approach is based on the capitalisation of the current passing rental income and potential reversionary income of the property from the date of valuation at appropriate investment yields to arrive at the capital value. The appropriate adjustments/deductions for rent-free period, ongoing vacancy voids/marketing periods and non-recoverable expenses for the vacant space have been allowed.

The investment properties are included in Level 3 (31 March 2020: Level 3) of the fair value hierarchy.

## 13 Investment Properties (Continued)

### (d) Restriction of the Code on Real Estate Investment Trusts (the “REIT Code”)

Link acquired 77 Hoi Bun Road in Kowloon East for commercial development, Beijing Jingtong Roosevelt Plaza in Beijing, CentralWalk in Shenzhen, 100 Market Street in Sydney and The Cabot in London, the completions of which were on 23 February 2015, 23 January 2019, 14 March 2019, 7 April 2020 and 25 August 2020 respectively, while the commercial development at 77 Hoi Bun Road, now known as The Quayside, was completed in May 2019. In accordance with the REIT Code, Link is prohibited from disposing of its properties for at least two years from either the time such properties are acquired or the dates of the completion of the development of the properties, unless the Unitholders approved the proposed disposal by way of special resolution passed in accordance with the Trust Deed.

### (e) Exchange Adjustments

The net exchange gain on translation is attributable to the exchange gains on the Group’s investment properties in Mainland China and Australia amounting to HK\$1,030 million and HK\$536 million respectively and exchange loss on the Group’s investment properties in United Kingdom amounting to HK\$82 million. These amounts are included in exchange reserve, which are partly hedged by financial instruments.

### (f) Security for the Group’s Loan Facilities

As at 30 September 2020, certain of the Group’s investment properties in Mainland China and Australia, amounting to approximately HK\$2,888 million (31 March 2020: HK\$10,026 million) and HK\$3,773 million (31 March 2020: Nil) respectively, were pledged to secure Group’s loan facilities totalled HK\$3,235 million (31 March 2020: HK\$2,177 million).

## 14 Property, Plant and Equipment

	Land, building and leasehold improvements (Unaudited) HK\$’M	Right-of- use assets (Unaudited) HK\$’M	Motor vehicles (Unaudited) HK\$’M	Equipment (Unaudited) HK\$’M	Total (Unaudited) HK\$’M
At 1 April 2020	1,254	7	2	126	1,389
Additions	4	-	-	10	14
Depreciation charge for the period	(27)	(3)	-	(16)	(46)
<b>At 30 September 2020</b>	<b>1,231</b>	<b>4</b>	<b>2</b>	<b>120</b>	<b>1,357</b>
<b>At 30 September 2020</b>					
Cost	1,320	9	7	221	1,557
Accumulated depreciation	(89)	(5)	(5)	(101)	(200)
Net book value	1,231	4	2	120	1,357

## 15 Financial Assets at Amortised Cost

Financial assets at amortised cost include the following debt investments:

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Listed corporate bonds	2,709	2,716
Unlisted corporate bonds	30	30
	<b>2,739</b>	<b>2,746</b>

During the period, the Group has interest income arising from financial assets at amortised cost amounting to HK\$47 million (2019: HK\$23 million). The carrying amounts of the financial assets at amortised cost are expected to be recovered as below:

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Within one year	265	-
After one year	2,474	2,746
	<b>2,739</b>	<b>2,746</b>

## 16 Trade and Other Receivables

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Trade receivables	281	270
Less: provision for impairment of trade receivables	(88)	(60)
Trade receivables - net	193	210
Other receivables	1,135	1,021
	<b>1,328</b>	<b>1,231</b>

The carrying amounts of these receivables approximate their fair values and are expected to be mostly recovered within one year.

There are no specific credit terms given to the tenants. The net trade receivables are generally fully covered by the rental deposits/bank guarantees from corresponding tenants.

The ageing of trade receivables, presented based on the due date, is as follows:

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
0-30 days	169	187
31-90 days	55	66
Over 90 days	57	17
	<b>281</b>	<b>270</b>

Monthly rentals in respect of retail and commercial properties are payable in advance by tenants in accordance with the leases while daily gross receipts from car parks are received from the car park operators in arrears.

## 17 Cash and Cash Equivalents

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Cash at bank	1,469	6,317
Bank deposits with original maturity of less than three months	345	1,560
	<b>1,814</b>	<b>7,877</b>

## 18 Long-term Incentive Schemes Provision

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Long-term incentive schemes provision		
- expected to be settled within one year	28	81
- expected to be settled after one year	17	55
	<b>45</b>	<b>136</b>

On 10 July 2017, Link adopted a long-term incentive scheme (the “**2017 LTI Scheme**”). Under the 2017 LTI Scheme, the Manager may grant restricted unit awards and conditional cash awards to directors of the Manager and key employees of the Group.

During the period, certain directors and employees of the Manager were granted restricted unit awards and conditional cash awards at nil monetary consideration under the 2017 LTI Scheme. The restricted unit awards granted under the 2017 LTI Scheme, in general, will vest approximately two to three years from the date of grant. Under the 2017 LTI Scheme, units will be purchased in the grantees’ favour from the open stock market to satisfy restricted units awards vested. For those restricted unit awards granted with performance goals, the eventual numbers of units to be purchased in each grantee’s favour upon vesting are linked to the performance of Link based on the total Unitholders return, net property income or certain vesting conditions. Conditional cash awards were also granted in conjunction with the restricted unit awards, bestowing upon each grantee a conditional right to receive a cash payment representing an amount equivalent to the aggregate of the distributions during the vesting period.

During the period, the Group purchased 515,483 units (2019: 366,239 units) from the market for restricted units awards which have vested in accordance with the 2017 LTI Scheme.

During the vesting period, a liability is recognised representing the estimated value of the awards granted under the 2017 LTI Scheme and the portion of the vesting period expired as at the reporting date. The value of the awards was estimated at the reporting date by Towers Watson Hong Kong Limited, an independent external valuer based on valuation techniques and assumptions on unit prices, outstanding length of the awards, distribution pay-out rates and other market conditions, if appropriate. The change in value of the outstanding awards was charged to the condensed consolidated income statement. In the event that the vesting conditions are not met, the amount previously accrued will be written back accordingly.

## 18 Long-term Incentive Schemes Provision (Continued)

Movements in the number of restricted unit award during the period and the maximum number of units to be vested upon vesting of restricted unit award are as follows:

Date of grant	Vesting period	Outstanding as at 1 April 2020	Granted during the period	Vested during the period <sup>(i)</sup>	Cancelled during the period	Lapsed during the period	Outstanding as at 30 September 2020	Maximum to be vested on vesting date <sup>(ii)</sup>
<b>2017 LTI Scheme</b>								
14 July 2017	14 July 2017 to 30 June 2020	305,311	-	(296,010)	(7,000)	(2,301)	-	-
4 July 2018	4 July 2018 to 30 June 2020	445,188	-	(35,250)	(6,500)	(403,438)	-	-
	4 July 2018 to 30 June 2021	443,121	-	-	-	(1,250)	441,871	982,050
5 July 2019	5 July 2019 to 30 June 2021	496,683	-	-	-	(779)	495,904	1,121,921
	5 July 2019 to 30 June 2022	496,682	-	-	-	(779)	495,903	1,121,920
29 July 2020	29 July 2020 to 30 June 2022	-	822,548	-	-	-	822,548	822,548
	29 July 2020 to 30 June 2023	-	822,548	-	-	-	822,548	822,548
Subtotal		2,186,985	1,645,096	(331,260)	(13,500)	(408,547)	3,078,774	4,870,987
Additional units vested over 100% of restricted unit award granted		-	-	(184,223) <sup>(iii)</sup>	-	-	-	-
Total		2,186,985	1,645,096	(515,483)	(13,500)	(408,547)	3,078,774	4,870,987

Notes:

(i) Restricted unit award vesting percentages during the period ranged from 0% to 200%.

(ii) If certain vesting conditions are met.

(iii) Additional units over 100% of restricted unit award granted were vested pursuant to the relevant vesting conditions.

## 19 Other Liabilities

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Amount due to non-controlling interest	3,792	3,777
Non-controlling interest put option obligation	380	530
Retention amount for acquisition of a business	739	710
	<b>4,911</b>	<b>5,017</b>

Notes:

- (i) On 23 February 2015, the Group through a non-wholly owned subsidiary (the **"Project Company"**, in which Link has an indirect 60% interest and Nan Fung Development Limited (**"Nan Fung"**) has an indirect 40% interest) acquired 77 Hoi Bun Road in Kowloon East for commercial development. For the purpose of funding the commercial development, Nan Fung, a non-controlling interest of the Project Company has contributed cash in proportion to the shareholding ratio to the Project Company. The amount due to non-controlling interest is unsecured, interest bearing at an effective interest rate of 2.9 % (31 March 2020: 3.3%), has no fixed repayment term and is not repayable within one year. Such amount due to non-controlling interest including any accrued interest will be repaid from the Project Company's surplus cash after meeting its payment obligations.
- (ii) Pursuant to the shareholders' agreement, Nan Fung has a right to exercise a put option to require Link to purchase all the issued shares Nan Fung holds in the Project Company at the then fair market value, after the second anniversary of the completion of the commercial property development and certain conditions have been satisfied. The non-controlling interest put option obligation was recognised as a financial liability based on a valuation performed by Crowe Horwath First Trust Appraisal Pte Ltd, an independent firm of professional qualified valuers. The valuer has used discounted cash flow as the valuation technique. The valuation is based on various assumptions and calculated by reference to a number of unobservable inputs, including the estimated fair value of the equity interests of the Project Company at the expected time of exercise of the put option, the expected time of exercise itself, the cash flow and the discount rate used. The Manager held discussions with the valuer and reviewed all significant inputs used. Discussions of the valuation processes and results at each reporting date are held between the Manager and the valuer. Fair value of the put option obligation is included in Level 3 (31 March 2020: Level 3) of the fair value hierarchy. If the estimated fair value of the equity interests of the Project Company at the time of exercise is higher, the fair value of the put option obligation would also be higher. If the expected time of exercise is later or if the discount rate is higher, then the fair value of the put option obligation would be lower.
- (iii) Pursuant to the Framework Agreement dated 20 February 2019 in relation to the acquisition of the entire equity interest of 保怡物業管理(深圳)有限公司 (Baoyi Property Management (Shenzhen) Company Limited), a retention amount of RMB650 million (equivalent to approximately HK\$739 million) shall be retained by the Group, and shall be paid by the Group to the seller on or before the second anniversary of the transaction completion date.

The movement of non-controlling interest put option obligation during the period is as follows:

	Fair value (Unaudited) HK\$'M
At 1 April 2020	530
Recognised in the condensed consolidated income statement:	
- Fair value gain (Note 7)	(150)
<b>At 30 September 2020</b>	<b>380</b>



## 20 Interest Bearing Liabilities

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Unsecured bank borrowings	12,396	12,737
Secured bank borrowings	3,235	2,177
Medium term notes	16,490	15,774
	<b>32,121</b>	<b>30,688</b>

The carrying amounts of interest bearing liabilities are expected to be settled below:

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
<b>Due in the first year</b>		
Unsecured bank borrowings	1,266	499
Secured bank borrowings	48	88
Medium term notes	203	350
	<b>1,517</b>	<b>937</b>
<b>Due in the second year</b>		
Unsecured bank borrowings	298	3,962
Secured bank borrowings	64	114
Medium term notes	1,767	1,439
	<b>2,129</b>	<b>5,515</b>
<b>Due in the third year</b>		
Unsecured bank borrowings	6,698	298
Secured bank borrowings	80	141
Medium term notes	699	1,227
	<b>7,477</b>	<b>1,666</b>
<b>Due in the fourth year</b>		
Unsecured bank borrowings	–	6,975
Secured bank borrowings	86	158
Medium term notes	4,714	–
	<b>4,800</b>	<b>7,133</b>
<b>Due in the fifth year</b>		
Unsecured bank borrowings	4,134	1,003
Secured bank borrowings	2,539	161
Medium term notes	1,001	4,715
	<b>7,674</b>	<b>5,879</b>
<b>Due beyond the fifth year</b>		
Secured bank borrowings	418	1,515
Medium term notes	8,106	8,043
	<b>8,524</b>	<b>9,558</b>
	<b>32,121</b>	<b>30,688</b>

## 20 Interest Bearing Liabilities (Continued)

Notes:

- (i) After taking account the cross currency swap contracts, except for bank borrowings of HK\$794 million (31 March 2020: HK\$2,177 million), HK\$3,608 million (31 March 2020: HK\$1,003 million) and HK\$3,688 million (31 March 2020: Nil) which are denominated in Renminbi, Australian Dollars and Pound Sterling respectively, all the other interest bearing liabilities are denominated in Hong Kong Dollars.
- (ii) After taking account the cross currency swap contracts and interest rate swap contracts, the effective interest rate of the interest bearing liabilities which are denominated in Hong Kong Dollars at the reporting date was 2.56% (31 March 2020: 2.94%) and that of the interest bearing liabilities which are denominated in Renminbi, Australian Dollars and Pound Sterling was 5.15% (31 March 2020: 5.58%), 1.14% (31 March 2020: 1.43%) and 1.02% (31 March 2020: N/A) respectively.

## 21 Convertible Bonds

On 3 April 2019, the Group issued HK\$4 billion convertible bonds at 1.6% per annum due 2024. These bonds are convertible into new Link units at an initial conversion price of HK\$109.39 per unit at the option of the bondholder. Link has the option to redeem the bonds if the closing price of the units is 130% or above the initial conversion price while bondholders have the right to require Link to redeem all or some only of the bonds on 3 April 2022. The convertible bonds are unsecured. The effective interest rate of the convertible bonds at the reporting date was 3.12% (31 March 2020: 3.12%).

	Carrying value (Unaudited) HK\$'M
<b>Liability component</b>	
At 1 April 2020	3,910
Finance costs (Note 7)	62
Interest expenses paid	(64)
<b>At 30 September 2020</b>	<b>3,908</b>
<b>Derivative component</b>	
At 1 April 2020	-
Change in fair value (Note 7)	-
<b>At 30 September 2020</b>	<b>-</b>
	<b>3,908</b>

## 22 Derivative Financial Instruments

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
<b>Derivative assets</b>		
Designated as fair value hedge		
- cross currency swap contracts	264	212
- interest rate swap contracts	27	19
Not designated as hedging instruments		
- cross currency swap contracts	14	-
	<b>305</b>	<b>231</b>
<b>Derivative liabilities</b>		
Designated as cash flow hedge		
- interest rate swap contracts	(145)	(88)
Designated as fair value hedge		
- cross currency swap contracts	(3)	-
Not designated as hedging instruments		
- forward foreign exchange contracts	(20)	-
	<b>(168)</b>	<b>(88)</b>
<b>Net derivative assets</b>	<b>137</b>	<b>143</b>

Notes:

- (i) The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2 of the fair value hierarchy.
- (ii) The fair values of cross currency swap contracts and interest rate swap contracts are calculated by reference to the present values of the estimated future cash flows, taking into account market observable yield curves and forward exchange rates at each reporting date. The fair values of forward foreign exchange contracts are determined using forward exchange market rates at each reporting date. Cross currency swap contracts, interest rate swap contracts and forward foreign exchange contracts are included in Level 2 (31 March 2020: Level 2) of the fair value hierarchy. During the six months ended 30 September 2019 and 2020, there were no transfers between the three levels of the fair value hierarchy.

## 22 Derivative Financial Instruments (Continued)

The carrying amounts of net derivative assets/(liabilities) are expected to be settled as below:

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Within one year	(20)	(2)
After one year	157	145
	<b>137</b>	<b>143</b>

The Group uses cross currency swap contracts (swapping from foreign currencies to Hong Kong Dollars) and interest rate swap contracts to minimise its exposure to movements in foreign currency exchange rates and interest rates in relation to its interest bearing liabilities. Any change in fair values of the effective portion of the cash flow hedges in relation to interest rate swap contracts is recognised in the hedging reserve. Any change in fair values of the fair value hedges in relation to interest rate swap contracts and any change in fair value of cross currency swap contracts are recognised directly in the condensed consolidated income statement. Any change in fair values of the cross currency swap contracts and forward foreign exchange contracts that are not designated for hedge accounting are recognised directly in the condensed consolidated income statement. A net amount of HK\$57 million (2019: HK\$7 million) had been debited to the hedging reserve during the period as further set out in Note 25.

As at 30 September 2020, the derivative financial instruments qualifying as cash flow hedges have, in effect, provided the Group with an average fixed interest rate period of 5.60 years on HK\$4,716 million borrowings (31 March 2020: 6.50 years on HK\$3,000 million borrowings) from the reporting date. The notional principal amount and the weighted average fixed interest rate of the outstanding floating rates to fixed rates interest rate swap contracts as at 30 September 2020 were HK\$4,716 million (31 March 2020: HK\$3,000 million) and 1.10% (31 March 2020: 1.58%) respectively. The notional principal amount of the outstanding floating rates to floating rates interest rate swap contracts as at 30 September 2020 was HK\$500 million (31 March 2020: HK\$2,000 million).

As at 30 September 2020, the derivative financial instruments qualifying as fair value hedges have, in effect, converted part of the Group borrowings into Hong Kong Dollars fixed rate and floating rates interest bearing liabilities. The notional principal amounts of the outstanding cross currency swap contracts and interest rate swap contracts qualifying as fair value hedges as at 30 September 2020 were HK\$7,753 million (31 March 2020: HK\$7,753 million) and HK\$400 million (31 March 2020: HK\$1,400 million) respectively.

Gains and losses on interest rate swap contracts recognised in the hedging reserve (Note 25) as at 30 September 2020 will be released to the condensed consolidated income statement.

As at 30 September 2020, the Group has outstanding cross currency swap contracts that are not designated for hedge accounting and the notional principal amounts were HK\$1,716 million (31 March 2020: Nil).

As at 30 September 2020, the Group has outstanding forward contracts of selling Renminbi 297 million (31 March 2020: Renminbi 594 million) and Australian Dollars 7 million (31 March 2020: Nil) against Hong Kong Dollars. These forward contracts were entered for the purpose of locking in part of the Group's future Renminbi denominated net income in Mainland China and Australian Dollars denominated net income in Australia in Hong Kong Dollars term, and are not designated for hedge accounting.

## 23 Trade Payables, Receipts in Advance and Accruals

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Trade payables	72	80
Receipts in advance	393	310
Accruals	2,231	2,250
	<b>2,696</b>	<b>2,640</b>

The carrying amounts of these payables approximate their fair values and are expected to be settled as follows:

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Within one year	2,696	2,638
After one year	–	2
	<b>2,696</b>	<b>2,640</b>

The ageing of trade payables, presented based on the due date, is as follows:

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
0–30 days	51	55
31–90 days	6	13
Over 90 days	15	12
	<b>72</b>	<b>80</b>

## 24 Units in Issue

	Number of units (Unaudited)
At 1 April 2020	2,057,898,386
Units issued under distribution reinvestment scheme	10,528,967
Units bought back for cancellation	(6,000,000)
<b>At 30 September 2020</b>	<b>2,062,427,353</b>

Pursuant to the general mandate granted to the Manager by the Unitholders, the Manager (on behalf of Link) bought back a total of 6,000,000 units (2019: 13,031,000 units) at an aggregate price of HK\$379 million (2019: HK\$1,138 million). All units bought back were cancelled during the period.

Closing price of the units as at 30 September 2020 was HK\$63.00 (31 March 2020: HK\$65.70) per unit. Based on 2,062,427,353 units in issue as at 30 September 2020 (31 March 2020: 2,057,898,386 units), market capitalisation was HK\$129,933 million (31 March 2020: HK\$135,204 million).

## 25 Reserves

	Other reserve (Unaudited) HK\$'M	Hedging reserve (Unaudited) HK\$'M	Exchange reserve (Unaudited) HK\$'M	Earnings retained for exchange and cash flow hedge adjustments (Unaudited) HK\$'M	Total reserves (Unaudited) HK\$'M
At 1 April 2020	(580)	(88)	(2,071)	2,159	(580)
Cash flow hedges:					
- Change in fair values	-	(69)	-	-	(69)
- Amount transferred to the condensed consolidated income statement (Note (i))	-	12	-	-	12
	-	(57)	-	-	(57)
Foreign currency translations:					
- Exchange gain on translation of financial statements	-	-	986	-	986
- Change in fair value of net investment hedges	-	-	24	-	24
	-	-	1,010	-	1,010
Net assets attributable to Unitholders:					
- Amount arising from exchange reserve and cash flow hedging reserve movements (Note (ii))	-	-	-	(953)	(953)
<b>At 30 September 2020</b>	<b>(580)</b>	<b>(145)</b>	<b>(1,061)</b>	<b>1,206</b>	<b>(580)</b>

Notes:

(i) Amount transferred to the condensed consolidated income statement in respect of cash flow hedges was included in "Finance costs" (Note 7).

(ii) The amount represented earnings retained for the period to offset the exchange reserve and cash flow hedging reserve movements.

## 26 Acquisition of Assets

On 19 December 2019, Link, through a wholly owned subsidiary, entered into a unit sales agreement and a share sale agreement to acquire the entire issued units of Market Sub Trust and the entire issued shares of Market Sub TC Pty Ltd, at a cash consideration of AUD655 million (equivalent to approximately HK\$3,132 million) and Link incurred acquisition-related transaction costs of HK\$190 million. The transaction was completed on 7 April 2020. Market Sub Trust owns the 100 Market Street located at 100 Market Street, Sydney, Australia.

On 24 July 2020, Link, through a wholly owned subsidiary, entered into a sales and purchase agreement to acquire the entire issued share capital of 25 Cabot Square S.à r.l. and Cabot Square Retail S.à r.l. at a cash consideration (after adjustment) of GBP368 million (equivalent to approximately HK\$3,751 million) and Link incurred acquisition-related transaction costs of HK\$28 million. The transaction was completed on 25 August 2020. 25 Cabot Square S.à r.l. and Cabot Square Retail S.à r.l. own The Cabot located at 25 Cabot Square, Canary Wharf, London, United Kingdom.

The above acquisitions have been accounted for by the Group as acquisitions of assets as the entities acquired by the Group do not constitute a business.

The assets and liabilities arising from the acquisitions are as follows:

	100 Market Street (Unaudited) HK\$'M	The Cabot (Unaudited) HK\$'M	Total (Unaudited) HK\$'M
Investment properties (Note 13)	3,457	3,796	7,253
Cash and cash equivalents	-	7	7
Other net current liabilities	(135)	(24)	(159)
Purchase consideration	3,322	3,779	7,101
Deposit paid	(365)	-	(365)
Cash and cash equivalents acquired	-	(7)	(7)
Cash outflow on acquisitions	2,957	3,772	6,729

## 27 Capital Commitments

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Capital expenditure of investment properties contracted but not provided for at the end of the period	737	691

## 28 Connected Party Transactions and Significant Related Party Transactions and Balances

Information required to be disclosed concerning related party transactions is set out in this note unless disclosed elsewhere in these condensed consolidated interim financial information.

### (a) Nature of Relationship With Connected/Related Parties

The table set forth below summarises the names of the connected/related parties, as defined in the REIT Code/HKAS 24 (Revised) "Related Party Disclosures", and the nature of their relationship with the Group as at 30 September 2020:

Connected/related party	Relationship with the Group
HSBC Institutional Trust Services (Asia) Limited (the "Trustee") *	The Trustee of Link Associates # of the Trustee
The Hongkong and Shanghai Banking Corporation Limited and its subsidiaries (excluding the Trustee and its proprietary subsidiaries) (the "HSBC Group") *	
Colliers International (Hong Kong) Limited (Note (i))	The Principal Valuer of Link
Jones Lang LaSalle Limited (the "Former Principal Valuer") (Note (ii))	The Former Principal Valuer of Link
Jones Lang LaSalle Management Services Limited (Note (ii))	Associate # of the Former Principal Valuer
Beijing Jones Lang LaSalle Property Management Services Company Limited Shenzhen Branch (Note (ii))	Associate # of the Former Principal Valuer
Aedas Limited *	Associate # of director
Aedas Beijing Limited *	Associate # of director
Dah Sing Bank, Limited	Associate # of director

\* These connected parties are also considered as related parties of the Group.

# "Associate" has the meaning ascribed to it under the REIT Code.

Notes:

(i) Colliers International (Hong Kong) Limited is the current Principal Valuer of Link who is responsible for the property valuation of Link as at 30 September 2020. Colliers International (Hong Kong) Limited was appointed as the Principal Valuer of Link with effect from 17 November 2019.

(ii) Jones Lang LaSalle Limited was the former valuer of Link who was responsible for the property valuation of Link up till 30 September 2019. Jones Lang LaSalle Limited retired as the Principal Valuer of Link in accordance with the REIT Code on 17 November 2019 and since then, Jones Lang LaSalle Limited and its associates ceased to be connected parties of Link.



## 28 Connected Party Transactions and Significant Related Party Transactions and Balances (Continued)

### (b) Transactions With Connected/Related Parties

The following transactions recognised under HKFRSs were carried out with connected/related parties:

	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
Trustee's fee paid and payable to the Trustee (Note (ii))	(7)	(12)
Transactions with the HSBC Group (Note (iii))		
Interest expense and various financing charges to the HSBC Group on interest bearing liabilities, cross currency swap contracts and interest rate swap contracts	(34)	(22)
Rental income from the HSBC Group on leasing of retail units	17	19
Interest income from the HSBC Group on bank deposits	10	10
Transactions with the Principal Valuer (Note (iii) and (iv))		
Valuation fee	(1)	(1)
Consultancy services fees	-	(2)
Charges for provision of fitter services paid and payable to Jones Lang LaSalle Management Services Limited (Note (iii))	-	(7)
Property management fee paid and payable to Beijing Jones Lang LaSalle Property Management Services Company Limited Shenzhen Branch (Note (iii))	-	(11)
Architectural/renovation consultancy services fees paid and payable to Aedas Limited (Notes (iii) and (v))	-	(1)
Architectural/renovation consultancy services fees paid and payable to Aedas Beijing Limited (Notes (iii) and (v))	(5)	-
Interest expense and various financing charges to Dah Sing Bank, Limited on interest bearing liabilities (Notes (iii) and (vi))	(2)	-
Rental income from Dah Sing Bank, Limited on leasing of retail units (Notes (iii) and (vi))	4	4

Notes:

- (i) All connected/related party transactions were carried out in accordance with the terms of the relevant agreements governing the transactions and in the ordinary course of business.
- (ii) The Trustee is entitled to receive an annual trustee's fee (calculated and paid monthly) at rates ranging from 0.006% per annum to 0.015% per annum (2019: 0.008% per annum to 0.030% per annum) of the latest property value as determined in the latest annual valuation report of an independent property valuer recommended by the Manager and appointed by the Trustee for and on behalf of Link from time to time, subject to a minimum of HK\$150,000 per month.
- (iii) The transactions were entered into at arm's length on normal commercial terms.
- (iv) Colliers International (Hong Kong) Limited was appointed as the Principal Valuer of Link with effect from 17 November 2019. The Former Principal Valuer, Jones Lang LaSalle Limited, was responsible for the property valuation of Link up till 30 September 2019. Valuation fee for the six months ended 30 September 2020 of HK\$1 million was paid and payable to Colliers International (Hong Kong) Limited while valuation fee of HK\$1 million and consultancy services fees of HK\$2 million were paid to Jones Lang LaSalle Limited for the six months ended 30 September 2019.
- (v) Aedas Limited and Aedas Beijing Limited are associates of Mr Ian Keith GRIFFITHS.
- (vi) Dah Sing Bank, Limited is an associate of Mr Blair Chilton PICKERELL.

## 28 Connected Party Transactions and Significant Related Party Transactions and Balances (Continued)

### (c) Balances With Related Parties

Balances with related parties are set out below:

	30 September 2020 (Unaudited) HK\$'M	31 March 2020 (Audited) HK\$'M
Trustee's fee payable to the Trustee	(1)	(4)
Interest bearing liabilities with the HSBC Group	(1,875)	(2,820)
Net interest payable to the HSBC Group	(1)	(5)
Security deposits from the HSBC Group	(4)	(4)
Cross currency swap contracts and interest rate swap contracts with the HSBC Group	(28)	(1)
Deposits placed with the HSBC Group	1,268	6,569

### (d) Key Management Compensation

The aggregate amounts of emoluments of the key management staff of the Group are as follows:

	Six months ended 30 September 2020 (Unaudited) HK\$'M	Six months ended 30 September 2019 (Unaudited) HK\$'M
Fees	5	4
Basic salaries, allowances and other benefits	78	117
Long-term incentive schemes awards	(6)	54
	77	175

## 29 Approval of the Condensed Consolidated Interim Financial Information

The condensed consolidated interim financial information was authorised for issue by the Board on 9 November 2020.

## APPENDIX A – DEFINITIONS AND GLOSSARY

The following list of defined terms is intended for the convenience of the reader only and is not exhaustive.

“ACBMs”	means asbestos-containing building materials;
“Adjacent Housing Estates”	means all of the Housing Estates and other private sector housing within the geographical areas which the Properties intended to serve;
“Car Park Operators”	means the operators and management agents of the car park facilities;
“Deposited Property”	means the value of all the assets of Link and as defined in the REIT Trust Deed;
“FinanceCo”	means The Link Finance Limited, a company incorporated in Hong Kong with limited liability which is a direct wholly-owned subsidiary of HoldCo;
“Government”	means the government of Hong Kong;
“HKHA”	means the Hong Kong Housing Authority, a body corporate established by virtue of section 3 of the Housing Ordinance, Chapter 283 of the Laws of Hong Kong;
“HoldCo”	means The Link Holdings Limited, a company incorporated in the Cayman Islands with limited liability;
“Housing Estates”	means, collectively (i) housing provided under the Tenant Purchase Scheme of HKHA; (ii) housing provided under the Home Ownership Scheme of HKHA; and (iii) public rental estates built by HKHA and “Housing Estate” means any of them;
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited;
“HSBC Group”	means HSBC and its subsidiaries;
“IFA”	means the internal floor area within the enclosure and available for the exclusive use of the occupier(s) of a building excluding common areas and the thickness of all enclosing walls;
“Issuer”	means The Link Finance (Cayman) 2009 Limited, a company incorporated in the Cayman Islands with limited liability which is a direct wholly-owned subsidiary of HoldCo;
“Latest Practicable Date”	means 15 January 2021, being the latest practicable date prior to the printing of this Offering Circular for the purpose of ascertaining certain information contained in this Offering Circular;
“Lease”	means a lease or a tenancy agreement (both of which grant a possessory interest) or a licence (which merely constitutes an authority to do something) in respect of premises granted to a tenant or licensee (as the case may be) and “Leased” shall be construed accordingly;
“LTV”	means the unsecured loan to value ratio (calculated as being the aggregate unsecured borrowings of Link to the value of the Properties which are unsecured);

<b>“PropCo”</b>	means Link Properties Limited, a company incorporated in the Cayman Islands with limited liability which is a direct wholly-owned subsidiary of HoldCo;
<b>“Properties”</b>	means, unless the context requires otherwise, all the 134 properties owned by Link as at the Latest Practicable Date, comprising (i) 123 HA Properties; (ii) three properties acquired from the private sector in Hong Kong; (iii) five properties acquired in Mainland China; (iv) one property in Australia; (v) one property in the United Kingdom; and (vi) Link’s joint venture development project of the commercial complex comprising an office and retail portion and car parks in Hong Kong known as The Quayside;
<b>“REIT(s)”</b>	means real estate investment trust(s);
<b>“REIT Code”</b>	means the Code on Real Estate Investment Trusts published, and as may be amended or supplemented from time to time, by the SFC;
<b>“REIT Manager”</b>	means Link Asset Management Limited, a company incorporated in Hong Kong and licensed by the SFC to conduct the regulated activity of asset management, which is the manager of Link;
<b>“REIT Trust Deed”</b>	means the trust deed between the REIT Trustee and the REIT Manager constituting Link dated 6 September 2005, as amended and supplemented by fourteen supplemental deeds dated 4 November 2005, 8 November 2005, 16 January 2006, 21 November 2006, 13 July 2007, 23 July 2007, 5 October 2009, 23 July 2010, 25 July 2012, 18 February 2014, 15 January 2015, 25 July 2018, 1 April 2020 and 22 July 2020;
<b>“REIT Trustee”</b>	means HSBC Institutional Trust Services (Asia) Limited, in its capacity as the trustee of Link;
<b>“Securities and Futures Ordinance”</b>	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
<b>“SFC”</b>	means the Securities and Futures Commission of Hong Kong;
<b>“special resolution”</b>	means a resolution of Unitholders passed by a majority consisting of 75% or more of the votes of those present and entitled to vote, whether in person or by proxy, at a general meeting of Unitholders, where the votes shall be taken by way of poll but with a quorum of two or more Unitholders holding not less than 25% of Units in issue;
<b>“Unit(s)”</b>	means unit(s) of Link; and
<b>“Unitholder(s)”</b>	means holder(s) of Unit(s) of Link.

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