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## **Prosperity Real Estate Investment Trust**

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

**(Stock Code: 808)**

**Managed by**



(An Affiliate of Cheung Kong Group)

**ARA Asset Management (Prosperity) Limited**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING** of the unitholders (the “**Unitholders**”) of Prosperity Real Estate Investment Trust (“**Prosperity REIT**”) will be held at Grand Ballroom, 1/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on 15 January 2014 at 10:30 a.m. (“**EGM**”) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution:

#### **ORDINARY RESOLUTION**

Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meaning as that defined in the unitholder circular dated 16 December 2013 (the “**Circular**”).

“**THAT** approval be and is hereby given for:

- (a) the Transaction;
- (b) the issuance of Acquisition Fee Units to the REIT Manager; and
- (c) the Waiver Modification and Extension, including the proposed new annual monetary limits for the financial years ending 31 December 2014, 31 December 2015 and 31 December 2016,

as more fully described in the Circular.

**AND THAT** authorisation be granted to the REIT Manager, any director of the REIT Manager, the Trustee and any authorised signatory of the Trustee to complete and to do all such acts and things (including executing all such documents as may be required) as the REIT Manager, such director of the REIT Manager, the Trustee or such authorised signatory of the

Trustee, as the case may be, may consider expedient or necessary or in the interest of Prosperity REIT to give effect to all matters in relation to the Transaction Matters Requiring Approval and to the New Continuing Connected Party Transactions generally.”

By Order of the Board  
**ARA ASSET MANAGEMENT (PROSPERITY) LIMITED**  
(as manager of Prosperity Real Estate Investment Trust)  
**Wong Lai Hung**  
*Executive Director and Chief Executive Officer*

Hong Kong, 16 December 2013

*Registered Office of the REIT Manager:*  
Units 5508–5509, 55th Floor, The Center  
99 Queen’s Road Central  
Hong Kong

*Notes:*

1. A Unitholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. The person appointed to act as a proxy need not be a Unitholder.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Unit Registrar of Prosperity REIT, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
3. Where there are joint registered Unitholders of a Unit, any one of such Unitholders may vote at the meeting either personally or by proxy in respect of such Unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting personally or by proxy, that one of such Unitholders so present whose name stands first on the Register of Unitholders of Prosperity REIT in respect of such Unit shall alone be entitled to vote in respect thereof.
4. The Register of Unitholders will be closed from Saturday, 11 January 2014 to Wednesday, 15 January 2014, both days inclusive, to determine which Unitholders will qualify to attend and vote at the EGM, during which period no transfers of Units will be effected. For those Unitholders who are not already on the Register of Unitholders, in order to qualify to attend and vote at the meeting convened by the above notice, all Unit certificates accompanied by the duly completed transfers must be lodged with the Unit Registrar of Prosperity REIT, Computershare Hong Kong Investor Services Limited, Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Friday, 10 January 2014.
5. In compliance with the Trust Deed and the REIT Code, each member of the Cheung Kong Connected Persons Group, HWL Group and the Manager Group and their respective associates will abstain, from voting on the EGM Resolution as more particularly described in sections 10.6 of the Circular, except pursuant to a proxy where a specific direction by an Independent Unitholder as to voting is given.

*The Directors of the REIT Manager as at the date of this announcement are Dr. Chiu Kwok Hung, Justin (Chairman), Mr. Lim Hwee Chiang and Mr Ma Lai Chee, Gerald as Non-executive Directors; Ms. Wong Lai Hung as Executive Director; Dr. Lan Hong Tsung, David, Mrs. Sng Sow-Mei (alias Poon Sow Mei) and Mr Wong Kwai Lam as Independent Non-executive Directors.*