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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



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 Hoi Yat Heen Salons, 3/F, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on 12 October 2016 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions below.

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 13 September 2016 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. THAT:

- (a) conditional upon Ordinary Resolution no. 2 below being passed, approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Acquisition as more fully described in the Circular; and
- (b) authorisation be granted to the REIT Manager, any director of the REIT Manager, the Purchaser and any authorised signatory of the Purchaser 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 Purchaser or such authorised signatory of the Purchaser, 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 Acquisition generally.

2. **THAT:**

- (a) conditional upon Ordinary Resolution no. 1 above being passed, approval (where relevant, shall include approval by way of ratification) be and is hereby given for the issuance of the Acquisition Fee Units as more fully described in the Circular; and
- (b) authorisation be granted to the REIT Manager, any director of the REIT Manager, the Purchaser and any authorised signatory of the Purchaser 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 Purchaser or such authorised signatory of the Purchaser, 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 issuance of the Acquisition Fee Units generally.

3. **THAT:**

- (a) conditional upon Ordinary Resolution no. 1 above being passed, approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Waiver Modification as more fully described in the Circular; and
- (b) authorisation be granted to the REIT Manager, any director of the REIT Manager, the Purchaser and any authorised signatory of the Purchaser 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 Purchaser or such authorised signatory of the Purchaser, 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 Waiver Modification generally.

By order of the board of directors of
ARA ASSET MANAGEMENT (PROSPERITY) LIMITED
(as manager of Prosperity Real Estate Investment Trust)
Wong Lai Hung, Mavis
Executive Director and Chief Executive Officer

Hong Kong, 13 September 2016

Registered Office:

Units 5508-5509, 55th Floor, The Center
99 Queen's Road Central
Hong Kong

Notes:

- (a) *A Unitholder entitled to attend and vote at the Extraordinary General Meeting 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.*
- (b) *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 at Shops 1712-1716, 17/F, 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.*
- (c) *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 in respect of such unit shall alone be entitled to vote in respect thereof.*
- (d) *In order to determine which Unitholders will qualify to attend and vote at the Extraordinary General Meeting, the Register of Unitholders will be closed from 8 October 2016 to 12 October 2016, both days inclusive, during which period no transfer of units will be registered. For those Unitholders who are not on the Register of Unitholders, in order to be qualified to attend and vote at the Extraordinary General Meeting of Prosperity REIT, all unit certificates accompanied by the duly completed transfer forms must be lodged with the unit registrar of Prosperity REIT, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 7 October 2016.*

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.