

The Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited and Hong Kong Exchanges and Clearing Limited take no responsibility for the contents of this notice, 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 notice.



(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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of unitholders (the “**Unitholders**”) of Prosperity Real Estate Investment Trust (“**Prosperity REIT**”) will be held at Exhibition Venue A on Level 7, Fortune Metropolis, 6 Metropolis Drive, Hung Hom, Kowloon, Hong Kong on Friday, 11 May 2018 at 2:30 p.m. for the following purposes:

- (1) To note the audited financial statements of Prosperity REIT together with the Auditors’ Report for the year ended 31 December 2017;
- (2) To note the appointment of Auditors of Prosperity REIT and the fixing of their remuneration;
- (3) To consider and, if thought fit, pass with or without amendments, the following resolutions as Special Resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) pursuant to Clause 26 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to Prosperity REIT’s year-end distribution formula as specifically set out in Part 1 of Appendix I to the Circular; and
- (b) the REIT Manager, any director of the REIT Manager, the Trustee and any authorised signatory of the Trustee each be and is hereby severally authorised to complete and do or cause to be done all such acts and things (including without limitation executing such supplemental deed to the Trust Deed and all other documents as may be required) as the REIT Manager, such director of the REIT

Manager or the Trustee, as the case may be, may consider expedient or necessary or in the interests of Prosperity REIT to give effect to the matters resolved upon in subparagraph (a) of this special resolution no. 1.”

2. **“THAT:**

- (a) pursuant to Clause 26 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to voting by show of hands, as specifically set out in Part 2 of Appendix I to the Circular; and
- (b) the REIT Manager, any director of the REIT Manager, the Trustee and any authorised signatory of the Trustee each be and is hereby severally authorised to complete and do or cause to be done all such acts and things (including without limitation executing such supplemental deed to the Trust Deed and all other documents as may be required) as the REIT Manager, such director of the REIT Manager or the Trustee, as the case may be, may consider expedient or necessary or in the interests of Prosperity REIT to give effect to the matters resolved upon in subparagraph (a) of this special resolution no. 2.”

3. **“THAT:**

- (a) pursuant to Clause 26 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to the maximum number of proxies, as specifically set out in Part 3 of Appendix I to the Circular; and
- (b) the REIT Manager, any director of the REIT Manager, the Trustee and any authorised signatory of the Trustee each be and is hereby severally authorised to complete and do or cause to be done all such acts and things (including without limitation executing such supplemental deed to the Trust Deed and all other documents as may be required) as the REIT Manager, such director of the REIT Manager or the Trustee, as the case may be, may consider expedient or necessary or in the interests of Prosperity REIT to give effect to the matters resolved upon in subparagraph (a) of this special resolution no. 3.”

4. **“THAT:**

- (a) pursuant to Clause 26 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to the timing of despatch of a circular by Prosperity REIT, as specifically set out in Part 4 of Appendix I to the Circular; and
- (b) the REIT Manager, any director of the REIT Manager, the Trustee and any authorised signatory of the Trustee each be and is hereby severally authorised to complete and do or cause to be done all such acts and things (including without limitation executing such supplemental deed to the Trust Deed and all other documents as may be required) as the REIT Manager, such director of the REIT Manager or the Trustee, as the case may be, may consider expedient or necessary or in the interests of Prosperity REIT to give effect to the matters resolved upon in subparagraph (a) of this special resolution no. 4.”

5. **“THAT:**

- (a) pursuant to Clause 26 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to the definition of “Business Day”, as specifically set out in Part 5 of Appendix I to the Circular; and
- (b) the REIT Manager, any director of the REIT Manager, the Trustee and any authorised signatory of the Trustee each be and is hereby severally authorised to complete and do or cause to be done all such acts and things (including without limitation executing such supplemental deed to the Trust Deed and all other documents as may be required) as the REIT Manager, such director of the REIT Manager or the Trustee, as the case may be, may consider expedient or necessary or in the interests of Prosperity REIT to give effect to the matters resolved upon in subparagraph (a) of this special resolution no. 5.”

6. **“THAT:**

- (a) pursuant to Clause 26 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to the calculation of the 20% threshold for the non-pro rata issue of Units, as specifically set out in Part 6 of Appendix I to the Circular; and
- (b) the REIT Manager, any director of the REIT Manager, the Trustee and any authorised signatory of the Trustee each be and is hereby severally authorised to complete and do or cause to be done all such acts and things (including without limitation executing such supplemental deed to the Trust Deed and all other documents as may be required) as the REIT Manager, such director of the REIT Manager or the Trustee, as the case may be, may consider expedient or necessary or in the interests of Prosperity REIT to give effect to the matters resolved upon in subparagraph (a) of this special resolution no. 6.”

- (4) To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

“THAT:

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the REIT Manager during the Relevant Period (as defined below) of all the powers of Prosperity REIT to purchase its units on The Stock Exchange of Hong Kong Limited, subject to and in accordance with the trust deed constituting Prosperity REIT (the “**Trust Deed**”), the Code on Real Estate Investment Trusts (the “**REIT Code**”), the circulars and guidelines issued by the Securities and Futures Commission from time to time, and applicable laws of Hong Kong, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of units which may be purchased or agreed to be purchased by Prosperity REIT pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of units in issue as at the date of the passing of this resolution, and the

authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Unitholders; or
 - (ii) the expiration of the period within which the next annual general meeting of the Unitholders as referred to in (i) above is required to be held by the Trust Deed, the REIT Code or any applicable laws; or
 - (iii) the revocation or variation of the authority given under this resolution by the passing of an ordinary resolution.”

By Order of the board of directors of
ARA Asset Management (Prosperity) Limited
(as manager of Prosperity Real Estate Investment Trust)
Wong Lai Hung
Executive Director and Chief Executive Officer

Hong Kong, 4 April 2018

Notes:

- (a) 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 needs 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 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.
- (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 of Prosperity REIT in respect of such Unit shall alone be entitled to vote in respect thereof.
- (d) The Register of Unitholders will be closed from Tuesday, 8 May 2018 to Friday, 11 May 2018, both days inclusive, to determine which Unitholders will qualify to attend and vote at the Annual General Meeting, during which period no transfer 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 transfer forms must be lodged with the Unit Registrar of Prosperity REIT, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Monday, 7 May 2018.
- (e) If a black rainstorm warning signal or a tropical cyclone warning signal no.8 or above is in force in Hong Kong at 11:30 a.m. on Friday, 11 May 2018, the Annual General Meeting will be rescheduled. The REIT Manager will publish an announcement on the websites of Prosperity REIT at www.prosperityreit.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify Unitholders of the arrangement of the rescheduled meeting.

The directors of the REIT Manager as at the date of this notice 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.