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IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.**

If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all of your units in Prosperity REIT, you should at once hand this Circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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

**CIRCULAR TO UNITHOLDERS IN RELATION TO
(1) PROPOSED AMENDMENTS TO THE TRUST DEED
(2) PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK UNITS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A letter to the Unitholders is set out on pages 5 to 13 of this Circular.

A notice convening the AGM to be held at 2:30 p.m. on Friday, 11 May 2018 at Exhibition Venue A on Level 7, Fortune Metropolis, 6 Metropolis Drive, Hung Hom, Kowloon, Hong Kong is set out on pages N-1 to N-5 of this Circular. Whether or not you are able to attend and vote at the AGM in person, please complete and return the accompanying form of proxy to 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

4 April 2018

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CORPORATE INFORMATION

Prosperity REIT	Prosperity Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO subject to applicable conditions from time to time.
REIT Manager	ARA Asset Management (Prosperity) Limited (in its capacity as manager of Prosperity REIT) Units 5508–5509, 55th Floor, The Center 99 Queen’s Road Central Hong Kong
Directors of the REIT Manager	<i>Non-executive Directors</i> Dr. Chiu Kwok Hung, Justin (<i>Chairman</i>) Mr. Lim Hwee Chiang Mr. Ma Lai Chee, Gerald <i>Executive Director</i> Ms. Wong Lai Hung <i>Independent Non-Executive Directors</i> Dr. Lan Hong Tsung, David Mrs. Sng Sow-Mei (alias Poon Sow Mei) Mr. Wong Kwai Lam
Trustee	HSBC Institutional Trust Services (Asia) Limited (in its capacity as trustee of Prosperity REIT) 1 Queen’s Road Central Hong Kong
Unit Registrar	Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre 183 Queen’s Road East, Wanchai Hong Kong

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated. Also, where terms are defined and used in only one section of this document, these defined terms are not included in the table below:

2008 SFC Circular	The “Circular to Management Companies of SFC-authorized Real Estate Investment Trusts — On-market Unit Repurchases by SFC-authorized REITs”, issued by the SFC on 31 January 2008.
2014 SFC Circular	The “Circular to Management Companies and Trustees of SFC-authorized Hong Kong domiciled funds”, issued by the SFC on 17 April 2014.
AGM	The annual general meeting of Unitholders to be convened on Friday, 11 May 2018 at 2:30 p.m., at Exhibition Venue A on Level 7, Fortune Metropolis, 6 Metropolis Drive, Hung Hom, Kowloon, Hong Kong.
AGM Notice	The notice included in this Circular in respect of the AGM to consider and, if thought fit, approve the Special Resolutions and the Ordinary Resolution to be proposed at the AGM.
Annual Distributable Income	Has the meaning ascribed to it in the Trust Deed.
Board	The board of directors of the REIT Manager.
Buy-back Mandate	The general mandate authorising the buy-back by Prosperity REIT of up to 10% of the Units in issue at the date of passing the relevant resolution to approve the Buy-back Mandate on the Hong Kong Stock Exchange, as more fully described in this Circular.
Convertible Instruments	Has the meaning ascribed to it in the Trust Deed.
Deposited Property	Has the meaning ascribed to it in the Trust Deed.
Directors	The directors of the REIT Manager.
Distribution Amount	Has the meaning ascribed to it in the Trust Deed.
Distribution Period	Has the meaning ascribed to it in the Trust Deed.
Financial Year	Has the meaning ascribed to it in the Trust Deed.
Hong Kong	The Hong Kong Special Administrative Region of the People’s Republic of China.
Hong Kong Stock Exchange	The Stock Exchange of Hong Kong Limited.

DEFINITIONS

Latest Practicable Date	23 March 2018 being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained in this Circular.
Listing Date	Has the meaning ascribed to it in the Trust Deed.
Listing Rules	The Rules Governing the Listing of Securities on Hong Kong Stock Exchange.
Ordinary Resolution	A resolution passed by a simple majority of the votes of those Unitholders present and entitled to vote in person or by proxy at a duly convened meeting by way of a poll, but with a quorum of two or more Unitholders holding 10% of Units in issue.
Percentage Threshold	Has the meaning given to this term in section 2.6 of this Circular.
Prosperity REIT	Prosperity Real Estate Investment Trust.
REIT	Real Estate Investment Trust.
REIT Code	The Code on Real Estate Investment Trusts published by the SFC as amended, supplemented or otherwise modified for the time being.
REIT Manager	ARA Asset Management (Prosperity) Limited, in its capacity as manager of Prosperity REIT.
Relevant Date	Has the meaning ascribed to it in the Trust Deed.
SFC	The Securities and Futures Commission of Hong Kong.
SFO	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
Special Resolution	A resolution passed by a majority consisting of 75% or more of the votes of those Unitholders present and entitled to vote in person or by proxy at a duly convened meeting by way of a poll, but with a quorum of two or more Unitholders holding 25% of Units in issue.
Takeovers Code	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified for the time being.

DEFINITIONS

Trust Deed	The trust deed entered into between the Trustee and the REIT Manager constituting Prosperity REIT, dated 29 November 2005 and as amended, varied and supplemented from time to time.
Trust Deed Amendments	The proposed amendments to the Trust Deed, the details of which are set out in Appendix I to this Circular.
Trust Deed Amendments Requiring Approval	The proposed amendments to the Trust Deed which require the approval of Unitholders at the AGM by way of a Special Resolution, being the amendments the details of which are set out in Parts 1, 2, 3, 4, 5 and 6 of Appendix I to this Circular.
Trustee	HSBC Institutional Trust Services (Asia) Limited, in its capacity as the trustee of Prosperity REIT.
Trustee Ordinance Clarification Amendments	The proposed amendments to the Trust Deed in line with the 2014 SFC Circular, the details of which are set out in Part 7 of Appendix I to this Circular.
Unit	One undivided unit in Prosperity REIT.
Unit Registrar	Computershare Hong Kong Investor Services Limited, in its capacity as the unit registrar of Prosperity REIT.
Unitholder	Any person registered as holding a Unit and any person holding Units through the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

LETTERS TO UNITHOLDERS



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

Directors of the REIT Manager:

Non-Executive Directors

Dr. Chiu Kwok Hung, Justin (*Chairman*)
Mr. Lim Hwee Chiang
Mr. Ma Lai Chee, Gerald

Executive Director

Ms. Wong Lai Hung

Independent Non-Executive Directors

Dr. Lan Hong Tsung, David
Mrs. Sng Sow-Mei (alias Poon Sow Mei)
Mr. Wong Kwai Lam

Registered Office of the REIT Manager:

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

4 April 2018

To: Unitholders of Prosperity REIT

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE TRUST DEED
(2) PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK UNITS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

References are made to the announcement dated 4 April 2018 by the REIT Manager in connection with, among other things: (1) the Trust Deed Amendments; and (2) the Buy-back Mandate. The purpose of this Circular is to: (1) provide you with further information in respect of the Trust Deed Amendments and the Buy-back Mandate; and (2) serve the AGM Notice.

LETTERS TO UNITHOLDERS

2. PROPOSED AMENDMENTS TO THE TRUST DEED

The REIT Manager would like to adopt the Trust Deed Amendments as summarised in this section. The proposed amendments to the Trust Deed are intended to update the Trust Deed so that it reflects the latest developments in the Hong Kong REIT market, or in other cases, to mirror the REIT Code or as the case may be, the Listing Rules (as if they were applicable to REITs). The following summary should be read together with the full text of the Trust Deed Amendments set out in Appendix I to this Circular.

2.1 Distribution Formula

The REIT Code requires that a REIT shall distribute to Unitholders each year an amount not less than 90% of its audited annual net income after tax. The amount of annual distribution required to be made by Prosperity REIT under the year-end distribution formula of Prosperity REIT set out in the Trust Deed currently exceeds the minimum annual distribution requirement under the REIT Code. Accordingly, the REIT Manager proposes to amend that formula to reflect the minimum annual distribution requirement under the REIT Code (subject to permitted adjustments) with effect from the distribution period ending 31 December 2019. For clarity, the distribution formula of Prosperity REIT as currently stated in the Trust Deed and as proposed are both in compliance with the REIT Code requirement. For the avoidance of doubt, the calculation of distributions for the financial years prior to and including the financial year ending 31 December 2018 will remain unchanged and unaffected by the proposed amendments.

LETTERS TO UNITHOLDERS

Below is a summary of the proposed changes to the year-end distribution formula that will take effect from the distribution period ending 31 December 2019. Please refer to Part 1 of Appendix I to this Circular for the full text of the proposed amendments to the Trust Deed relating to the year-end distribution formula.

<i>Current year-end distribution formula</i>	<i>Proposed year-end distribution formula (effective from the distribution period ending 31 December 2019)</i>
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DA = (90% of ADI) + C

DA = (90% of ADI) + C – D

Where:

Where:

DA is the Distribution Amount for that Distribution Period;

DA is the Distribution Amount for that Distribution Period;

ADI is the amount (if any) by which the Annual Distributable Income for that Financial Year exceeds the aggregate of the Distribution Amount(s) for the previous Distribution Period(s) of that Financial Year; and

ADI is the Annual Distributable Income for that Financial Year;

C is any additional amount (including capital) which the REIT Manager has determined is to be distributed; and

C is any additional amount (including capital), which the REIT Manager has determined is to be distributed.

D is the aggregate of the Distribution Amount(s) for the previous Distribution Period(s) of that Financial Year.

As the current minimum annual distribution amount required under the Trust Deed exceeds the amount required under the REIT Code, the REIT Manager considers it prudent to reconcile the minimum annual distribution stated in the Trust Deed with the minimum annual distribution required under the REIT Code, in order to provide the REIT Manager with flexibility to achieve its key objectives for Prosperity REIT (being the provision of stable and sustainable distributions per Unit and the achievement of long-term growth in net asset value per Unit). The REIT Manager will continue to evaluate its distribution policy from time-to-time.

2.2 Voting by Show of Hands

Paragraph 3.3 of Schedule 1 to the Trust Deed currently provides that a resolution put to a meeting of Unitholders shall be decided on a poll and the result of the poll shall be deemed to be the resolution of the meeting.

In line with market practice and to provide the chairman of a meeting of Unitholders with flexibility to cater for any exceptional circumstances that may arise during a meeting of Unitholders, the REIT Manager proposes to amend paragraph 3.3 of Schedule 1 to the Trust Deed such that the chairman of a meeting of Unitholders may, in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter to be

LETTERS TO UNITHOLDERS

decided by way of a show of hands. For such purposes, “procedural or administrative matters” are those that: (i) are not on the agenda of the meeting or in any supplementary circular to Unitholders; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Unitholders a reasonable opportunity to express their views. This is in line with the provisions of the Listing Rules in relation to voting by a show of hands by listed companies in Hong Kong. Please refer to Part 2 of Appendix I to this Circular for the full text of the proposed amendment to the Trust Deed relating to voting by show of hands.

The REIT Manager has applied to the SFC for a waiver from strict compliance with paragraphs 2.16, 2.23 and 9.9(h) of the REIT Code so as to allow, where the chairman of a meeting of Unitholders can, when he considers it to be in good faith, decide to allow a resolution which relates purely to the above-mentioned procedural or administrative matters to be decided by a show of hands. Such waiver is expected to be conditional upon: (a) due approval by Unitholders of Special Resolution No. 2 (as set out in the AGM Notice) at the AGM; (b) the resolutions to be determined by a show of hands are only in respect of the “procedural or administrative matters” referred to in (i) and (ii) in the preceding paragraph; and (c) an announcement shall be issued by the REIT Manager on the results of the voting in accordance with paragraph 10.11 of the REIT Code.

2.3 Maximum Number of Proxies

Currently, the Trust Deed does not set out the maximum number of proxies which may be appointed by a Unitholder. For meeting administrative reasons, the REIT Manager proposes to insert a new paragraph 3.8A into Schedule 1 to the Trust Deed such that a Unitholder may have the right to appoint separate proxies to represent respectively such number of the Units held by such Unitholder as may be specified in an instrument(s) of proxy, provided that the number of proxies appointed by a Unitholder shall not exceed two. Where the Unitholder is a recognised clearing house (within the meaning of the SFO) or its nominee, the limitation on the number of proxies shall not apply. Please refer to Part 3 of Appendix I to this Circular for the full text of the proposed amendment to the Trust Deed relating to the maximum number of proxies.

2.4 Timing of Despatch of Circular

As set out in the Trust Deed, the REIT Manager is required to serve on the Unitholders a circular convening an extraordinary general meeting within 21 Business Days of the announcement in relation to the termination or the merger of Prosperity REIT. The REIT Manager proposes to amend Clauses 23.4 and 24.2 of the Trust Deed so that the circular will be served within 21 days (instead of 21 Business Days) of the announcement which is consistent with Clause 25.4.3 of the Trust Deed and paragraph 11.4 of the REIT Code. Please refer to Part 4 of Appendix I to this Circular for the full text of the proposed amendments to the Trust Deed relating to the timing of despatch of a circular.

LETTERS TO UNITHOLDERS

2.5 Definition of “Business Day”

“Business Day” is currently defined in the Trust Deed to include Saturdays. In line with market practice and to align the definition in the Trust Deed with that in Schedule 1 to the SFO, the REIT Manager proposes to amend Clause 1.1 of the Trust Deed so that Saturdays are excluded from the definition of “Business Day”. Consequential amendments are proposed to be made to paragraphs 1.1 and 2.2 of Schedule 1 to the Trust Deed and the definition of “Business Hours” to remove all references to Saturdays therein. Please refer to Part 5 of Appendix I to this Circular for the full text of the proposed amendments to the Trust Deed relating to the definition of “Business Day”.

2.6 Calculation of the 20% Threshold for Non-Pro Rata Issue of Units

Clause 5.1.6(i) of the Trust Deed allows Units to be issued to all existing Unitholders on a non-pro rata basis without Unitholders’ approval in certain circumstances under which Units issued or issuable would be excluded for the purpose of determining whether the total number of new Units issued or agreed to be issued in that Financial Year would increase the number of Units that were outstanding at the end of the previous Financial Year by more than 20% (the “**Percentage Threshold**”). Currently, Clause 5.1.6(i) does not exclude circumstances where Units are issued on a pro rata basis.

In line with market practice, the REIT Manager proposes to amend Clause 5.1.6(i) of the Trust Deed such that:

- (a) any new Units issued or issuable in a Financial Year on a pro rata basis in accordance with Clause 5.1.5 of the Trust Deed shall be excluded for the purpose of calculating the Percentage Threshold for that Financial Year; and
- (b) the Percentage Threshold shall be proportionally adjusted in the event of, and to give effect to, a consolidation, sub-division or re-designation of Units.

Please refer to Part 6 of Appendix I to this Circular for the full text of the proposed amendments to the Trust Deed described in this section.

2.7 Trustee Ordinance Clarification Amendments

The Trustee Ordinance was revised with effect from 1 December 2013, which, among other things, provides that a trustee of a trust is not liable for any act or omission of an agent, nominee or custodian acting for the trust if the trustee has discharged the statutory duty of care applicable to the trustee imposed under the revised Trustee Ordinance, but if such provision is inconsistent with the terms of the instrument creating the trust (in the case of Prosperity REIT, the Trust Deed), then such provision in the Trustee Ordinance will not apply. In compliance with the 2014 SFC Circular, the REIT Manager proposes to adopt the Trustee Ordinance Clarification Amendments to the Trust Deed. Please refer to Part 7 of Appendix I to this Circular for the full text of the Trustee Ordinance Clarification Amendments.

LETTERS TO UNITHOLDERS

2.8 Approval Requirement

Clause 26 of the Trust Deed provides that, save for certain limited exceptions as certified by the Trustee in writing, any modification, alteration or addition to the Trust Deed must be made with the sanction of a Special Resolution obtained at a meeting of Unitholders duly convened in accordance with Schedule 1 to the Trust Deed. The REIT Manager and the Trustee are only entitled to modify, alter or add to the Trust Deed by a supplemental deed after the requisite approval of the Unitholders and the prior approval of the SFC are obtained.

The REIT Manager proposes to seek Unitholders' approval of each of the proposed Special Resolution Nos. 1, 2, 3, 4, 5 and 6 as set out in the AGM Notice approving, respectively, each of the Trust Deed Amendments Requiring Approval. Such Special Resolutions will be decided by way of a poll at the AGM pursuant to the Trust Deed.

No specific approval from Unitholders is required for the Trustee Ordinance Clarification Amendments, provided that the Trustee certifies pursuant to Clause 26(ii) of the Trust Deed and paragraph 9.6(a) of the REIT Code that, in its opinion, such modifications, alterations and/or additions to the Trust Deed are necessary in order to comply with applicable fiscal, statutory or official requirements (whether or not having the force of law). The Trustee has indicated that it would provide the relevant certification in the supplemental Trust Deed to effect the Trustee Ordinance Clarification Amendments.

3. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK UNITS

At the annual general meeting of Unitholders held on 9 May 2017, an Ordinary Resolution was passed to grant a general mandate to the REIT Manager on behalf of Prosperity REIT to buy back Units of up to 10% of the aggregate number of Units in issue as at 9 May 2017. This general mandate will expire at the conclusion of the AGM. The REIT Manager proposes to seek Unitholders' approval at the AGM to grant a general mandate to the REIT Manager on behalf of Prosperity REIT to buy back Units on the Hong Kong Stock Exchange.

Under the Trust Deed, the REIT Manager shall not repurchase any Units until permitted to do so under the guidelines issued by the SFC from time to time. Pursuant to the 2008 SFC Circular, an SFC-authorized REIT may purchase its own units on the Hong Kong Stock Exchange provided that the REIT has followed the requirements as set out in the 2008 SFC Circular, including, *inter alia*, the despatch of an explanatory statement of the repurchase mandate to the unitholders and a specific approval or a general mandate to make such repurchase(s) has been obtained from the unitholders of the REIT.

Having regard to the above, an Ordinary Resolution will be proposed for Unitholders to consider, and if thought fit, grant a general mandate to the REIT Manager on behalf of Prosperity REIT to buy back Units on the Hong Kong Stock Exchange. The Units which may be bought back pursuant to the Buy-back Mandate are up to 10% of the total Units in issue on the date of passing the relevant resolution. The Units bought back by Prosperity REIT pursuant

LETTERS TO UNITHOLDERS

to the Buy-back Mandate shall be automatically cancelled upon such buy-back. The REIT Manager will ensure that the documents of title of the Units bought back are cancelled and destroyed as soon as reasonably practicable following settlement of any such buy-back.

The Buy-back Mandate, if approved by Unitholders, will be in force for the period commencing from the date of the AGM and expiring on the earliest of the following dates: (a) the conclusion of the next annual general meeting of the Unitholders; (b) the expiration of the period within which the next annual general meeting of the Unitholders as referred to in (a) above is required to be held by the Trust Deed, the REIT Code or any applicable laws; or (c) the revocation or variation of the authority given under the resolution approving the Buy-back Mandate by the passing of an Ordinary Resolution.

Prosperity REIT shall also comply with the other restrictions and notification requirements applicable to listed companies purchasing their own shares on a stock exchange under Rule 10.06 of the Listing Rules, with necessary changes being made, as if the provisions therein were applicable to REITs. These include, but are not limited to, the dealing restrictions, the restrictions on subsequent issues, the reporting requirements and status of purchased shares.

An explanatory statement in connection with the Buy-back Mandate is set out in Appendix II to this Circular.

4. VOTING AT THE AGM

Paragraph 9.9(f) of the REIT Code provides that where a Unitholder has a material interest in the resolution tabled for approval, and that interest is different from that of all other Unitholders, such Unitholder shall abstain from voting.

Further, under paragraph 3.2 of Schedule 1 to the Trust Deed, where a Unitholder has a material interest in the resolution tabled for approval at a general meeting of the Unitholders, and that interest is different from the interests of other Unitholders, such Unitholder shall be prohibited from voting its Units at, or being counted in the quorum for, the general meeting.

As at the Latest Practicable Date, to the best of the REIT Manager's knowledge, information and belief, after having made reasonable enquiries, the REIT Manager is unaware of any Unitholder that is required to abstain from voting in respect of the resolutions to be proposed at the AGM.

5. RECOMMENDATIONS

5.1 Directors

The Board considers that each of the Trust Deed Amendments Requiring Approval are in the interests of Prosperity REIT and the Unitholders as a whole, and accordingly, recommends Unitholders to vote in favour of each of the Special Resolution Nos. 1, 2, 3, 4, 5 and 6 in respect of the Trust Deed Amendments Requiring Approval.

LETTERS TO UNITHOLDERS

The Board considers that the granting of the Buy-back Mandate is in the interests of Prosperity REIT and the Unitholders as a whole, and accordingly, recommends Unitholders to vote in favour of the Ordinary Resolution in respect of the Buy-back Mandate.

5.2 Trustee

The Trustee has no objection to the Trust Deed Amendments Requiring Approval proposed by the REIT Manager, provided that in the case of the Trust Deed Amendments Requiring Approval referred to in Section 2.1 of this Circular, being the proposed amendments to Prosperity REIT's year-end distribution formula, the Trustee's confirmation of no objection is conditioned on Prosperity REIT distributing to Unitholders each year an amount of not less than 90% of its audited annual net income after tax following the amendment in accordance with the REIT Code. Accordingly, subject to the Unitholders' and the SFC's prior approvals (with respect to the Trust Deed Amendments Requiring Approval) and the Trustee's certification pursuant to Clause 26(ii) of the Trust Deed and paragraph 9.6(a) of the REIT Code (with respect to the Trustee Ordinance Clarification Amendments), the Trustee will enter into a supplemental deed with the REIT Manager effecting the Trust Deed Amendments.

The Trustee has also confirmed that the Buy-back Mandate complies with the requirements in the Trust Deed and, subject to Unitholders' approval, the Trustee does not have any objection to the buy-back of Units pursuant to the Buy-back Mandate. The Trustee's confirmation is being furnished for the sole purpose of complying with the 2008 SFC Circular, and is not to be taken as a recommendation or representation by the Trustee of the merits of the Buy-back Mandate or of any statements or information made or disclosed in this Circular. The Trustee has not made any assessment of the merits or impact of the Buy-back Mandate, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code. Accordingly, the Trustee urges all Unitholders, including those who are in any doubt as to the merits or impact of the Buy-back Mandate, to seek their own financial or other professional advice.

6. ANNUAL GENERAL MEETING

The AGM will be held at 2:30 p.m. on Friday, 11 May 2018 at Exhibition Venue A on Level 7, Fortune Metropolis, 6 Metropolis Drive, Hung Hom, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the Special Resolutions and the Ordinary Resolution set out in the AGM Notice, which is set out on pages N-1 to N-5 of this Circular.

The Register of Unitholders will be closed from Tuesday, 8 May 2018 to Friday, 11 May 2018 (both days inclusive), during which no transfer of Units will be effected, to determine which Unitholders will qualify to attend and vote at the AGM. For those Unitholders who are not already on the Register of Unitholders, in order to qualify to attend and vote at the AGM, all duly completed transfers of Units accompanied by the relevant Unit certificates must be lodged with the Unit Registrar of Prosperity REIT, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Monday, 7 May 2018.

LETTERS TO UNITHOLDERS

You can vote at the AGM if you are a Unitholder on Friday, 11 May 2018. You will find enclosed with this Circular the AGM Notice (please refer to pages N-1 to N-5 of this Circular) and a form of proxy for use for the AGM.

Your vote is very important. Accordingly, please complete, sign and date the enclosed form of proxy, whether or not you plan to attend the AGM in person, in accordance with the instructions printed on the form of proxy, and return it to 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. The form of proxy should be completed and returned as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

7. GENERAL

7.1 Responsibility Statements of the REIT Manager and the Directors

For the purposes of paragraphs 5.2A and 10.10(t) of the REIT Code, the REIT Manager and the Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

7.2 Documents for Inspection

A copy of the Trust Deed is available for inspection at the registered office of the REIT Manager at all times from 9:00 a.m. to 5:00 p.m. on business days (with prior appointment) in accordance with the provisions of the Trust Deed. A copy of the proposed draft form of the supplemental deed to effect the Trust Deed Amendments will be available for inspection at the registered office of the REIT Manager from 9:00 a.m. to 5:00 p.m. on business days (with prior appointment) from the date of this Circular up to and including the date of the AGM.

Yours faithfully,
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

The REIT Manager proposes to seek Unitholders' approval to make the amendments to the Trust Deed of which the full text or extract of the relevant clauses are reproduced in this Appendix, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. All capitalised terms under this Appendix are terms defined in the Trust Deed and have the corresponding meanings ascribed to them in the Trust Deed.

Where one or more Special Resolution(s) is or are not approved by Unitholders, consequential amendments may be made to the provisions below if required (for example, if the introduction of a defined term is not approved by Unitholders in one Special Resolution, but is used in the context of another Special Resolution that is approved by Unitholders).

1. Distribution Formula

(Please refer to Special Resolution No. 1.)

(A) Clause 11.4.2 of the Trust Deed be amended as follows:

~~“In respect of the Financial Years prior to and including the Financial Year ending 31 December 2018, t~~The “Distribution Amount” for a Distribution Period ending on the last day of a Financial Year is to be determined in accordance with the following formula:

$$DA = (90\% \text{ of ADI}) + C$$

Where:

DA is the Distribution Amount for that Distribution Period;

ADI is the amount (if any) by which the Annual Distributable Income (as defined in Clause 11.5.2) for that Financial Year exceeds the aggregate of the Distribution Amount(s) for the previous Distribution Period(s) of that Financial Year; and

C is any additional amount (including capital) which the Manager has determined is to be distributed.”

(B) A new Clause 11.4.2A be inserted into the Trust Deed:

“11.4.2A In respect of the Financial Year ending 31 December 2019 and subsequent Financial Years, the “Distribution Amount” for a Distribution Period ending on the last day of a Financial Year is to be determined in accordance with the following formula:

$$DA = (90\% \text{ of ADI}) + C - D$$

Where:

DA is the Distribution Amount for that Distribution Period;

ADI is the Annual Distributable Income (as defined in Clause 11.5.2) for that Financial Year;

C is any additional amount (including capital) which the Manager has determined is to be distributed; and

D is the aggregate of the Distribution Amount(s) for the previous Distribution Period(s) of that Financial Year.”

2. Voting by Show of Hands

(Please refer to Special Resolution No. 2.)

(A) Paragraph 3.3 of Schedule 1 to the Trust Deed be amended as follows:

“At any general meeting of Holders, a resolution put to the meeting shall be decided on a poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be decided by a show of hands) and the result of the poll (or a show of hands in the circumstances above) shall be deemed to be the resolution of the meeting. For the purposes of this paragraph 3.3, “procedural or administrative matters” are those that: (a) are not on the agenda of the general meeting or in any supplementary circular to Holders; and (b) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Holders a reasonable opportunity to express their views.”

3. Maximum Number of Proxies

(Please refer to Special Resolution No. 3.)

(A) A new Paragraph 3.8A be inserted into Schedule 1 to the Trust Deed:

“3.8A Any Holder’s right to appoint a proxy shall include the right to appoint separate proxies to represent respectively such number of Units held by him/her/it as may be specified in his/her/its instrument(s) of proxy, provided that for all Holders (other than a Holder which is a recognized clearing house within the meaning of the SFO), the number of proxies so appointed by such Holder to attend on the same occasion shall not exceed two.”

4. Timing of Despatch of Circular

(Please refer to Special Resolution No. 4.)

(A) Clause 23.4 of the Trust Deed be amended as follows:

“The Manager shall serve on the Holders, within 21 ~~days Business Days~~ of the announcement referred to in Clause 23.2, a circular convening an extraordinary general meeting containing the following information...”

(B) Clause 24.2 of the Trust Deed be amended as follows:

“The Manager shall serve on the Holders within 21 ~~days Business Days~~ of the announcement referred to in Clause 24.1, a circular convening an extraordinary general meeting containing the following information...”

5. Definition of “Business Day”

(Please refer to Special Resolution No. 5.)

(A) Clause 1.1 of the Trust Deed be amended as follows:

““**Business Day**” means any day (excluding ~~Saturdays, Sundays,~~ public holidays and days on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted in Hong Kong at any time between the hours of 9.00 a.m. and 5.00 p.m. ~~on weekdays and 12.00 noon on Saturdays~~) on which licensed banks are open for general business in Hong Kong;

“**Business Hours**” means 9.00 a.m. to 5.00 p.m. (Hong Kong time) on a Business Day ~~which is a weekday and 9:00 a.m. to 12:00 noon (Hong Kong time) on a Business Day which is a Saturday;~~”

(B) Paragraph 1.1 of Schedule 1 to the Trust Deed to be amended as follows:

“...The Annual General Meeting shall be held at such time and place as the Manager shall appoint and not less than 20 Business Days’ notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given ~~and, for the purpose of this paragraph 1.1 of Schedule 1, exclusive of Saturdays~~) in writing thereof shall be given to the Holders. The following provisions of this Schedule shall apply as well to the Annual General Meeting as to other meetings unless the context otherwise requires.”

(C) Paragraph 2.2 of Schedule 1 to the Trust Deed be amended as follows:

“Without prejudice to the requirements mentioned in paragraph 1.1 of this Schedule 1, at least the longer of: (i) 14 days’, and (ii) 10 Business Days’ ~~(which capitalised term for the purpose of this paragraph 2.2 of Schedule 1 excludes Saturdays)~~ notice (in both cases, exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every meeting shall be given to the Holders in the manner provided in this Deed...”

6. Calculation of the 20% Threshold for Non-Pro Rata Issue of Units

(Please refer to Special Resolution No. 6.)

(A) Clause 5.1.6(i) of the Trust Deed be amended as follows:

“Subject to Clause 5.1.7, Units may be issued, or agreed (conditionally or unconditionally) to be issued, in any Financial Year (whether directly or pursuant to any Convertible Instruments), otherwise than on a pro rata basis to all existing Holders, without the approval of Holders, if:-

- (a) the total number of new Units issued, or agreed (conditionally or unconditionally) to be issued, in that Financial Year pursuant to this Clause 5.1.6, without taking into account:
 - (1) ...
 - (2) ...
 - (3) any new Units issued in that Financial Year pursuant to any agreement for the issuance of Units, to the extent that such new Units were previously taken into account in the calculation made under this Clause 5.1.6(i)(a) (whether in that or any prior Financial Year) at the Relevant Date applicable to that agreement; ~~and/or~~
 - (4) any new Units issues, or agreed (conditionally or unconditionally) to be issued, otherwise than on a pro rata basis to all existing Holders and in respect of which the specific prior approval of Holders in accordance with the relevant requirements hereunder and under applicable laws and regulations (including the Code) has been obtained; and/or

- (5) any new Units issued or issuable (whether directly or pursuant to any Convertible Instruments) in that Financial Year pursuant to any pro rata offer made in that Financial Year in accordance with Clause 5.1.5;

PLUS

- (b) ...

does not increase the number of Units that were outstanding at the end of the previous Financial Year (or, in the case of an issue of, or an agreement (whether conditional or unconditional) to issue, Units or Convertible Instruments during the first Financial Year, the number of Units that were outstanding as at the Listing Date) by more than 20% (or such other percentage of outstanding Units as may, from time to time, be prescribed by the SFC), provided that such threshold in terms of number of Units shall in the event of any consolidation or sub-division or re-designation of Units during that Financial Year be proportionally adjusted to give effect to such consolidation, sub-division or re-designation of Units.”

7. Trustee Ordinance Clarification Amendments

(Unitholders’ approval is not required for these amendments.)

- (A) The following text be inserted after the last sentence of Clause 16.5 of the Trust Deed:

“For so long as the Trust is authorized by the SFC under section 104 of the SFO, section 410 of the Trustee Ordinance (Cap. 29 of the Laws of Hong Kong) shall not apply to the extent that it is inconsistent with Clause 17.17.2(iii) of this Deed reflecting 4.2(a)(iii) of the Code, and shall not in any way operate to exempt or diminish any liability of the Trustee as set out in this clause reflecting 9.5 of the Code.”

The following is the explanatory statement in connection with the proposed Buy-back Mandate:

1. Issued Units

It is proposed that the Buy-back Mandate will authorise the buy-back by Prosperity REIT of up to 10% of the Units in issue at the date of passing the resolution to approve the Buy-back Mandate. As at the Latest Practicable Date, the number of Units in issue was 1,473,137,260 Units. On the basis of such figure (and if no new Units will be issued after the Latest Practicable Date and up to the date of passing such resolution), exercise in full of the Buy-back Mandate would result in the purchase by Prosperity REIT of up to 147,313,726 Units. The number of Units in issue as at the date of passing such resolution is expected to be larger than the number of Units in issue as at the Latest Practicable Date, as a result of the Units expected to be issued to the REIT Manager as payment of part of the base fee and variable fees for the period from 1 January 2018 to 31 March 2018 to the REIT Manager by way of Units. Details of such Units expected to be issued to the REIT Manager will be disclosed by way of announcement on the date of issue.

2. Reasons for Buy-backs

The Directors believe that the general mandate from Unitholders to enable buy-back of Units is in the interests of Prosperity REIT and the Unitholders as a whole. Buy-backs may, depending on the circumstances and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Unit. The Directors are seeking the grant of a general mandate to buy back Units to give Prosperity REIT the flexibility to do so if and when appropriate. The number(s) of Units to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining and the interests of the Unitholders and Prosperity REIT. Buy-backs of Units will only be made when the REIT Manager believes that such buy-backs will benefit Prosperity REIT and the Unitholders as a whole.

3. Funding of Buy-backs

Buy-backs of Units pursuant to the Buy-back Mandate will be made from funds legally available for such purpose in accordance with the Trust Deed and the applicable laws and regulations of Hong Kong. Subject to applicable laws and regulations, the REIT Manager intends to use internal sources of funds of Prosperity REIT or external borrowings (or a combination of both) to finance the buy-back of Units pursuant to the Buy-back Mandate.

There could be a material adverse impact on the working capital or gearing position of Prosperity REIT (as compared with the position disclosed in its most recent audited financial statements) in the event that the Buy-back Mandate were exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a

material adverse effect on the working capital of Prosperity REIT or the gearing level which in the opinion of the Directors is from time to time appropriate for Prosperity REIT.

4. Disclosure of Interests

There are no Directors and, to the best of the knowledge of the Directors having made all reasonable enquiries, no associates (as defined in the REIT Code) of the Directors, who have a present intention, in the event that the Buy-back Mandate is approved and granted by the Unitholders, to sell Units to Prosperity REIT.

Up to the Latest Practicable Date, no connected persons of Prosperity REIT (as defined in the REIT Code) have notified the REIT Manager of a present intention to sell Units to Prosperity REIT and no such persons have undertaken not to sell Units held by them to Prosperity REIT, in the event that the Buy-back Mandate is granted by the Unitholders.

5. Directors' Undertaking

The Directors have undertaken to the SFC to exercise Prosperity REIT's power to buy back Units pursuant to the Buy-back Mandate in accordance with the provisions of the Trust Deed, the applicable laws of Hong Kong, the REIT Code, the Takeovers Code and the guidelines issued by the SFC from time to time.

6. Units Bought Back

No buy-back of Units has been made by Prosperity REIT in the past six months prior to the Latest Practicable Date.

7. Effect of the Takeovers Code

If, on exercise of Prosperity REIT's power to buy back Units pursuant to the Buy-back Mandate, a Unitholder's proportionate interest in the voting rights of Prosperity REIT increases, pursuant to Rule 32 of the Takeovers Code, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Unitholder, or group of Unitholders acting in concert, could obtain or consolidate control of Prosperity REIT and thereby become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code, unless a waiver is available.

For illustrative purposes only and as far as the REIT Manager is aware, as at the Latest Practicable Date, CK Asset Holdings Limited ("CK Asset") (being the largest Unitholder of Prosperity REIT) has a 18.68% interest in Prosperity REIT. In the event of full exercise of the Buy-back Mandate and assuming: (i) no Units are acquired by and/or bought back from CK Asset; and (ii) no Units are issued by Prosperity REIT, CK Asset's interest in Prosperity REIT would increase to 20.76%. In such case and based on the above assumptions, CK Asset would not be obliged to make a mandatory general offer pursuant to Rule 26 of the Takeovers Code.

8. Unit Prices

The highest and lowest prices at which Units were traded on the Hong Kong Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2017	3.23	3.10
May 2017	3.34	3.17
June 2017	3.38	3.25
July 2017	3.45	3.28
August 2017	3.47	3.30
September 2017	3.39	3.27
October 2017	3.36	3.29
November 2017	3.34	3.26
December 2017	3.34	3.26
January 2018	3.51	3.34
February 2018	3.47	3.29
1 March 2018 to the date preceding the Latest Practicable Date	3.45	3.33

NOTICE OF ANNUAL GENERAL MEETING



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 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.”

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL MEETING

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 sub-paragraph (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 sub-paragraph (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
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

Registered Office of the REIT Manager:
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 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.

NOTICE OF ANNUAL GENERAL MEETING

- (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.