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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)



ARA Asset Management (Prosperity) Limited

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 11 MAY 2018

At the AGM held on 11 May 2018, the Special Resolutions in respect of the Trust Deed Amendments and the Ordinary Resolution in respect of the Buy-back Mandate were duly passed by way of a poll.

Reference is made to the circular dated 4 April 2018 (the “**Circular**”) issued by the REIT Manager to the Unitholders containing the AGM Notice. Unless the context requires otherwise, terms used in this announcement shall have the same meaning as those defined in the Circular.

At the AGM, the Special Resolutions in respect of the Trust Deed Amendments and the Ordinary Resolution in respect of the Buy-back Mandate (each as set out in the AGM Notice, being collectively referred to as “**AGM Resolutions**”) were proposed and decided by way of a poll.

As at the date of the AGM, the number of Units in issue was 1,477,126,162. To the best of the REIT Manager’s knowledge, information and belief, after having made reasonable enquiries, no Unitholder was required to abstain from voting in respect of any of the AGM Resolutions at the AGM.

The Unit Registrar of Prosperity REIT, Computershare Hong Kong Investor Services Limited, acted as scrutineer for the poll taken at the AGM.

POLL RESULTS OF THE AGM

Voting details of the AGM Resolutions are set out below:

No.	Special Resolutions	Number of votes (% of the total Units present and voted at the AGM (%))	
		For	Against
1.	To approve the Trust Deed amendments relating to Prosperity REIT's year-end distribution formula as set out in Part 1 of Appendix I to the Circular.	488,826,555 (99.998363%)	8,000 (0.001637%)
2.	To approve the Trust Deed amendments relating to voting by show of hands as set out in Part 2 of Appendix I to the Circular.	488,753,555 (99.983225%)	82,000 (0.016775%)
3.	To approve the Trust Deed amendments relating to the maximum number of proxies as set out in Part 3 of Appendix I to the Circular.	488,825,555 (99.997954%)	10,000 (0.002046%)
4.	To approve the Trust Deed amendments relating to the timing of despatch of a circular by Prosperity REIT as set out in Part 4 of Appendix I to the Circular.	488,825,555 (99.998773%)	6,000 (0.001227%)
5.	To approve the Trust Deed amendments relating to the definition of "Business Day" as set out in Part 5 of Appendix I to the Circular.	488,826,555 (99.998159%)	9,000 (0.001841%)
6.	To approve the Trust Deed amendments relating to the calculation of the 20% threshold for the non-pro rata issue of Units as set out in Part 6 of Appendix I to the Circular.	488,813,502 (99.995693%)	21,053 (0.004307%)

Ordinary Resolution	Number of votes (% of the total Units present and voted at the AGM (%))	
	For	Against
To approve the granting of the Buy-back Mandate as set out in the Circular.	487,745,828 (99.999180%)	4,000 (0.000820%)

As more than 75% of the votes were cast in favour of Special Resolutions Nos. 1, 2, 3, 4, 5 and 6, all of the Special Resolutions were duly passed as special resolutions.

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution.

Supplemental Trust Deed and waiver from strict compliance with paragraphs 2.16, 2.23 and 9.9(h) of the REIT Code

Based on the poll results, the Trustee (HSBC Institutional Trust Services (Asia) Limited) and the REIT Manager will enter into a supplemental deed to effect the Trust Deed Amendments set out in Appendix I to the Circular and approved by Unitholders.

With regard to Special Resolution No. 2 (as set out in the AGM Notice), the REIT Manager had 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 procedural or administrative matters to be decided by a show of hands. On 11 May 2018, the SFC granted to Prosperity REIT the aforesaid waiver subject to following conditions:

- (a) due approval by Unitholders of Special Resolution No .2 (as set out in the AGM Notice) at the AGM;
- (b) any vote of Unitholders at a general meeting shall be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
- (c) the resolution to be voted on by a show of hands relates purely to procedural and administrative matters that:
 - (1) are not on the agenda of the general meeting or in any supplementary circular to Unitholders; and
 - (2) which 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; and

- (d) an announcement shall be issued by the REIT Manager on the results of the voting in accordance with 10.11 of the REIT Code.

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, 11 May 2018

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.