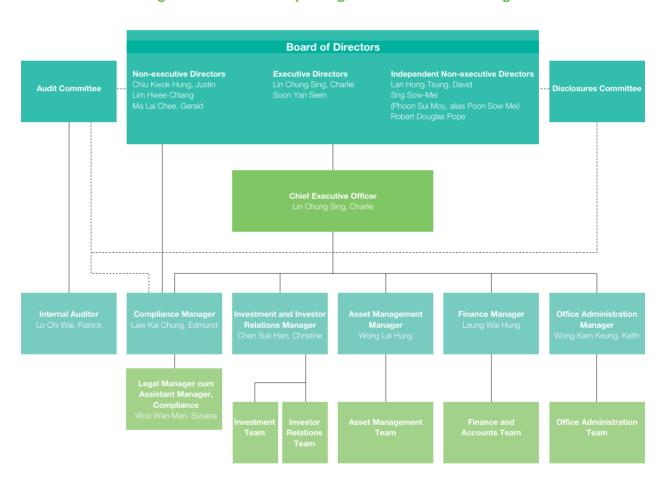


- 1. CHIU Kwok Hung, Justin Chairman of the Manager
- 2. SNG Sow-Mei (PHOON Sui Moy, alias POON Sow Mei) Independent Non-executive Director of the Manager
- 3. LAN Hong Tsung, David Independent Non-executive Director of the Manager
- **4. MA Lai Chee, Gerald**Non-executive Director of the Manager
- **5. LIN Chung Sing, Charlie**Executive Director, CEO and a Responsible Officer of the Manager
- **6. LIM Hwee Chiang**Non-executive Director of the Manager
- 7. Robert Douglas POPE
 Independent Non-executive Director of the Manager
- 8. SOON Yan Seen
 Executive Director and a Responsible Officer of the Manager

The Board of the Manager is responsible for the overall governance of the Manager including establishing goals for management and monitoring the achievement of these goals.

The Board comprises eight Directors, three of whom are Independent Non-executive Directors ("INED").

Organisational and Reporting Structure of the Manager



Dotted lines represent ad hoc reporting on a case by case basis

Directors

CHIU Kwok Hung, Justin, Chairman of the Manager, aged 56, joined Cheung Kong (Holdings) Limited ("Cheung Kong") in 1997 and has been an Executive Director since 2000, heading the real estate sales, marketing and property management team. He is also the Chairman of ARA Asset Management (Singapore) Limited, ARA Trust Management (Suntec) Limited and Al Islami Far Eastern Real Estate Fund Limited.

Mr. Chiu has more than 26 years of international experience in real estate in Hong Kong as well as other countries and is one of the most respected professionals in Hong Kong. He is also a financial columnist for two major newspapers in Hong Kong. Prior to joining Cheung Kong, Mr. Chiu was with Hang Lung Development Company Limited for 15 years from 1979 to 1994 and Sino Land Company Limited for three years from 1994 to 1997. He was responsible for retail and commercial leasing as well as property management in those companies.

Mr. Chiu holds a Bachelor of Sociology degree and a Bachelor of Economics degree from Trent University in Ontario, Canada and is a Fellow of the Hong Kong Institute of Real Estate Administration. He is also a member of the Shanghai Committee of the Chinese People's Political Consultative Conference.

LIM Hwee Chiang, a Non-executive Director of the Manager, aged 49, is the Director and Group Chief Executive Officer of the ARA group of companies and the Director of ARA Asset Management (Singapore) Limited and ARA Trust Management (Suntec) Limited, which is the manager of Fortune Real Estate Investment Trust and Suntec Real Estate Investment Trust.

Mr. Lim has over 25 years of experience in real estate. From 1997 to 2002, Mr Lim was an Executive Director of GRA (Singapore) Private Limited ("GRA"), which is a wholly-owned subsidiary of Prudential (US) Real Estate investors. Prior to joining GRA, he was the Founder and Managing Director of The Land Managers, a Singapore-based property and consulting firm specializing in feasibility studies, marketing and leasing management in Singapore, Hong Kong, and China, from 1996 to 1997. He was also the General Manager of Singapore Labour Foundation Management Services Pte Ltd for five years from

1991 to 1995. Prior to this, he worked for DBS Land Limited (now known as CapitaLand Limited after its merger with Pidemco Land Pte Ltd), a public listed Singapore-based real estate development and investment company for 10 years from 1981 to 1990.

Mr. Lim holds an Engineering degree (First Class Honours), a Master of Science degree as well as a Diploma in Business Administration from the National University of Singapore. He also sits on the board of Teckwah Industrial Corporation Ltd (as an independent director and a member of the audit committee) and Inter-Roller Engineering Limited, both of which are publicly listed companies in Singapore.

MA Lai Chee, Gerald, a Non-executive Director of the Manager, aged 38, joined Cheung Kong in February 1996 and is currently the director, corporate strategy unit, and the chief manager, corporate business development, responsible for joint venture development and management, financial management, and investor relations management.

Mr. Ma is a director of AMTD Financial Planning Limited, iBusiness Corporation Limited, CK Communications Limited, PowerCom Network Hong Kong Limited, Beijing Net-Infinity Technology Development Co. Ltd. and mReferral Corporation (HK) Limited.

He has over 15 years of international experience in banking, investment and portfolio management, real estate sales and marketing as well as direct investment in technology related ventures. Prior to joining Cheung Kong, he was Assistant Vice President of the Citibank N.A. (now known as Citigroup) specialising in asset management and investment advisory services.

Mr. Ma holds a Bachelor of Commerce degree in Finance from the University of British Columbia, Canada. He is a committee member of both the Finance and Hospitality Services Committees for Caritas Hong Kong. He is also a member of the Chancellor's circle of the University of British Columbia, Canada.

LIN Chung Sing, Charlie, an Executive Director, the Chief Executive Officer and a Responsible Officer of the Manager, aged 55. Mr. Lin has over 26 years of working experience in the real estate industry including 14 years of working experience in the U.S.

Prior to joining the Manager, Mr. Lin was an associate director and general manager of Sino Land Company Limited ("Sino Group") and a director of the Sino Group subsidiary Sino Estate Management Limited. While at the Sino Group, Mr. Lin was responsible for overseeing the group's Asset Management Division which covers leasing and property management of retail, residential, office and industrial space. In addition, Mr. Lin also headed the Sino Group's subsidiary car park, estate management, security and cleaning companies.

Prior to joining the Sino Group, Mr. Lin was chief executive officer of Shanghai Gang Hong Industrial Development Company Limited from 2003 to 2004 where he oversaw the group's shopping mall development. He was also the chief executive officer of Shanghai Weicon Optics Company Limited from 2001 to 2002 where he oversaw its corporate operations and reorganisation. Prior to that, Mr. Lin was the executive director of Asia Plus Broadcast Company Limited (Hong Kong) from 2000 to 2001 where he oversaw the group's finance, administration and business development.

From 1993 to 2000, Mr. Lin was a director of Hang Lung (China) Ltd. and in charge of the development of two landmark projects in Shanghai, "The Grand Gateway" and "Plaza 66". Mr. Lin's responsibilities included overseeing the China operations and joint venture companies. His duties ranged from strategic planning, investment valuation, acquisition, business plan, project development, budgeting, financial performance, business administration, marketing, sales, leasing, property management, government coordination and public relation.

Mr. Lin started his career in the real estate industry in 1978 with the Tenants & Owners Development Corp. in San Francisco, California as a Financial Controller. In 1986, he formed Prime Realty and Development Company (also in San Francisco) and was the broker/president before moving back to Hong Kong in 1992

Mr. Lin holds a B.S. Accounting degree from Woodbury University, Los Angeles, USA and is a Certified Property Manager (CPM), Certified Commercial Investment Member (CCIM), Certified Real Estate Brokerage Manager (CRB). Mr. Lin also holds a Hong Kong Estate Agent's (Individual) licence.

SOON Yan Seen, an Executive Director and a Responsible Officer of the Manager, aged 41. Ms. Soon was a director and the head of Pacific Basin Investment of a major European insurance company for three years from 2002 to 2005. She was responsible for the overall investment of Pacific Basin assets of the company. This involved asset allocation and stock selection for the funds under management in Asia.

Ms. Soon has over 15 years of investment management experience. Between 1992 to 2002, Ms. Soon was a director of a UK listed investment management company. She was the head of Asia ex-Japan and the fund manager of various institutional and unit trust funds. She chaired the Far East Asset Allocation Committee and was a member of the Global Asset Allocation Committee.

Ms. Soon holds a Master of Business Administration degree from Manchester Business School and a Bachelor of Accountancy degree from the National University of Singapore, and is a qualified Chartered Financial Analyst. She previously served on the Executive Committee of the Hong Kong Investment Funds Association and was the Vice-Chairman of the China Subcommittee of the Association. She is currently a Fellow of the Hong Kong Institute of Directors.

LAN Hong Tsung, David, an Independent Non-executive Director of the Manager, aged 65, has been an Independent Non-executive Director and a member of the Audit Committee of Cheung Kong Infrastructure Holdings Limited since February 2005. He is also an Independent Non-executive Director of Hutchison Harbour Ring Limited. He is currently the Chairman of David HT Lan Consultants Ltd., and holds directorships at Nanyang Commercial Bank Ltd. and other companies, as well as a Senior Advisor of Mitsui & Co. (H.K.) Ltd. Mr. Lan was the Secretary for Home Affairs of the Hong Kong Special Administrative Region Government until his retirement in July 2000. He had served as civil servant in various capacities for 39 years. He was awarded the Gold Bauhinia Star Medal (GBS) on 1 July 2000. In January 2003, he was appointed National Committee Member of the Chinese People's Political Consultative Conference of the People's Republic of China. Mr. Lan is a Chartered Secretary and a fellow member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He received his Bachelor of Arts degree in Economics and Law from the University of London and completed the Advanced Management Program (AMP) of the Harvard Business School, Boston.

SNG Sow-Mei

(PHOON Sui Moy, alias POON Sow Mei), an Independent Non-executive Director of the Manager, aged 64, has been an Independent Non-executive Director and a member of the Audit Committee of Cheung Kong Infrastructure Holdings Limited since September 2004. She has been an independent director of ARA Asset Management (Singapore) Limited since 23 June 2003 and an independent director of ARA Trust Management (Suntec) Limited since 28 October 2004. Mrs. Sng is currently the Senior Consultant (International Business) of Singapore Technologies Electronics Ltd., a member of the Singapore Technologies Engineering Ltd., which is listed on the Singapore Exchange Limited ("SGX"). Concurrently, she is an Advisor of InfoWave Pte Ltd., an associated company of ST Electronics (Info-Comm Systems) Pte Ltd., which is a wholly-owned subsidiary of Singapore Technologies Electronics Ltd. Mrs. Sng was the Director, Special Projects (North East Asia) in 2000 and a Consultant in 2001 with the Singapore Technologies Pte Ltd. Prior to these appointments, she was the Managing Director of CapitaLand Hong Kong Ltd. for investments in Hong Kong and the region including Japan and Taiwan. Mrs. Sng has spent 15 years from 1983 to 1997 in Hong Kong as the Centre Director and then as Regional Director of the Singapore Economic Development Board and Trade Development Board respectively, during which she promoted bi-lateral investment and trade between Singapore, Hong Kong and southern China. Mrs. Sng was Singapore's Trade Commissioner in Hong Kong from 1990 to 1997. Mrs. Sng holds a Bachelor of Arts degree from the Nanyang University in Singapore and has wide experience in various fields of industrial investment, business development, strategic and financial management, especially in property investment and management. In 1996, Mrs. Sng was conferred the title of PPA(P) - Pingat Pentadbiran Awam (Perak), the Singapore Public Administration Medal (Silver) by the former President of Singapore, Mr. Ong Teng Cheong, in recognition of her service.

Robert Douglas POPE, an Independent Non-executive Director of the Manager, aged 59, was the director of the Lands Department under the Hong Kong Government and the Hong Kong Special Administrative Region Government for 9 years beginning in August 1993 until he retired in May 2002. During his retirement, he has carried out a small property consultancy business advising several Hong Kong clients.

Mr. Pope joined the Government in February 1970 and was in the Lands Department for 32 years during which time he served in various posts and for several years he was a member of the Sino British Land Commission. He was also a member of the Town Planning Board, the Housing Authority, the managing board of the Land Development Corporation and the supervisory board of the Hong Kong Housing Society. Mr. Pope was awarded the Order of the British Empire (OBE) in July 1997, and the Silver Bauhinia Star Medal (SBS) in July 2002 for his meritorious and dedicated service to the Government particularly in the evolution of land policy.

Mr. Pope was a fellow of the Royal Institution of Chartered Surveyors and was chairman of the Hong Kong branch. He was also a fellow of the Hong Kong Institute of Surveyors of which he was a founding member.

Executive Officers

LIN Chung Sing, Charlie is the Chief Executive Officer of the Manager. Details of his working experience are set out in the subsection "Directors" above.

The Chief Executive Officer of the Manager is responsible for working with the Board to determine the strategy for Prosperity REIT. The Chief Executive Officer works with the other members of the Manager's management team to ensure that Prosperity REIT is operated in accordance with the Manager's stated investment strategy. Additionally, the Chief Executive Officer is responsible for planning the strategic development of Prosperity REIT and the day-to-day operations of the Manager. He supervises the Manager's management team to ensure that Prosperity REIT operates in accordance with the stated strategy, policies and regulations.

WONG Lai Hung is the Asset Management Manager of the Manager. She is responsible for formulating the business plans of Prosperity REIT's properties with short, medium and long-term objectives, and with a view of maximising the rental income of Prosperity REIT via active asset management.

Ms. Wong has 11 years of experience in the industry. Prior to joining the Manager, she was the Deputy Manager (Leasing) for New World Development Company Limited responsible for the marketing of office and industrial buildings in Central, Wanchai and Wo Tong Tsui. She was also responsible for overseeing the Landlord profit and loss account with respect to rental income, management expenses, marketing expenses and capital nature expenses.

Prior to that, Ms. Wong worked in the Leasing Department of Cheung Kong from 1997 to 2004 and was the Assistant Leasing Manager from 2003 to 2004. Her duties with Cheung Kong included marketing of commercial projects, preparation of trade mix review/proposal and rental review/rental projections, preparation of annual promotion and advertising budget and vetting of tenants fitting out drawings and other tenant relations. Among the projects handled by Ms. Wong were the marketing of three buildings of The Properties: Modern Warehouse, Prosperity Center and Trendy Centre.

Ms. Wong began her career in 1994 with Yaohan Department Store (HK) Limited as an Assistant Executive Officer in the Development Department where she was involved in handling the lease negotiation for new stores and tenancy renewals for existing stores. From 1995 to 1997, she was an Administrative Officer with Goodwill Management Limited (a wholly-owned subsidiary of Henderson Land Development Co. Ltd). Her duties as an Administrative Officer included preparation and review of management fee and air-conditioning budgets, organisation of contract tendering and administration of service contracts and agreements. Ms. Wong had also worked in Jardine Matheson & Co Limited as an Assistant Property Manager before moving on to work with Cheuna Kona, Ms. Wona holds a Bachelor of Arts degree from the Chinese University of Hong Kong, a Postgraduate Certification in HK Law from City University of Hong Kong and a Diploma in Property Development from SPACE. University of Hong Kong.

LO Chi Wai, Patrick is the Internal Auditor of the Manager. He is responsible for reviewing the accuracy and completeness of records of all operations and transactions of Prosperity REIT and ensuring that the Manager's internal control system functions properly.

Mr. Lo has been seconded from Cheung Kong to the Manager on a full-time basis for a period of three years from the Listing Date. Mr. Lo has over 23 years of experience in internal audit and accounting work. Prior to joining Cheung Kong, Mr. Lo was the internal auditor of various companies including River Trade Terminal, Hong Kong Exchanges and Clearing Limited, Hudson Bay Company of Canada and Hong Kong Telephone Company.

Mr. Lo holds a Bachelor of Computer Science degree from the University of Toronto. He is also a fellow member of The Association of Chartered Certified Accountants and an associate member of The Certified General Accountants Association of Canada.

LAW Kai Chung, Edmund is the Compliance Manager of the Manager. He is responsible for ensuring that the Manager complies with the deed of trust dated 29 November 2005 (as amended by a first supplemental trust deed dated 12 December 2005), the Code on Real Estate Investment Trusts, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the rules and regulations of the Stock Exchange (where applicable), the Securities and Futures Ordinance (Cap. 571), and other applicable laws, regulations and rules.

Mr. Law has been seconded from Cheung Kong to the Manager on a full-time basis for a period of three years from the Listing Date. Mr. Law has over 11 years of experience in legal and compliance work. Prior to the secondment, he was in the company secretarial department of Cheung Kong where he was primarily responsible for corporate and compliance matters. He was also responsible for general commercial matters including formation of joint ventures, sales and purchases of shares, and general company secretarial matters.

Prior to joining Cheung Kong, Mr. Law was a solicitor in private practice for seven years. Mr. Law holds a Bachelor of Laws degree and a Postgraduate Certificate in Laws from the University of Hong Kong. He is an admitted solicitor of the High Court of Hong Kong, and an admitted solicitor of England and Wales.

LEUNG Wai Hung is the Finance Manager of the Manager. He is primarily responsible for the financial management and compliance of Prosperity REIT. He has over 13 years of experience in the consolidation and financial reporting areas.

Prior to joining the Manager, Mr. Leung was the Assistant Finance Manager of Giordano International Limited where he performed a host of accounting duties including group consolidation, budgeting, profits forecast, cash flow forecast and also coordinating with overseas offices to ensure their compliance with Hong Kong's requirements.

Prior to joining Giordano, Mr. Leung was an Accountant with Cheung Kong from 1994 to 2005 where he was primarily responsible for the group consolidation and financial reporting duties. His duties also included reviewing joint venture accounts, accounting program development and enhancement, evaluating, designing and implementing new reporting requirements in effecting compliance with regulations. Mr. Leung was involved in the flotation of CK Life Sciences Int'l., (Holdings) Inc. on the GEM Board in 2002 and Cheung Kong Infrastructure Holdings Limited on the Main Board in 1996.

Mr. Leung started his career with Protech Property Management Limited in 1989 where he worked as an Assistant Accountant before being promoted to Accountant. From 1992 to 1994, Mr. Leung worked at Seapower International Holdings Limited, a listed conglomerate with a focus on cold storage, financial services. merchant banking, property investments and printing and publishing. His last position in Seapower International Holdings Limited was Accountant.

Mr. Leung graduated from the Chinese University of Hong Kong with a Bachelor degree in Business Administration and is a Certified Public Accountant with the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Association of Chartered Certified Accountants.

CHAN Suk Han, Christine is the Investment and Investor Relations Manager of the Manager. She is responsible for the strategic planning and the strategic management of Prosperity REIT, and for communicating and liaising with unitholders. She is also responsible for identifying and evaluating potential acquisitions or investments consistent with Prosperity REIT's investment strategy. Miss Chan has 8 years of experience in the real estate industry with exposure in the Hong Kong and Mainland China markets.

From 2000 to 2005. Miss Chan was employed by Hutchison Whampoa Properties Limited. As Marketing Manager, her responsibilities included formulating and implementing marketing strategies for sales and leasing properties in China and preparing development strategies for new projects. She participated in land tender and project acquisition process as well as investment property disposal. During 2003 and 2004, Miss Chan was stationed in Shanghai, responsible for leasing and sales of two residential properties targeted at top-notch society.

Miss Chan was a Senior Development Surveyor for Brooke International Limited from 1999 to 2000. She specialised in providing advice to clients from private and public entities on land administration, property development strategies and financial viability. Miss Chan began her career in the Hong Kong SAR Government Lands Department in 1997 after obtaining a Bachelor of Science degree in Surveying from the Architecture Faculty of University of Hong Kong. She is a qualified General Practice Surveyor and a member of the Hong Kong Institute of Surveyors and Royal Institution of Chartered Surveyors.

WOO Wan Man, Susana is the Legal Manager cum Assistant Manager, Compliance of the Manager. She is responsible for overseeing all legal issues arising from the operation of the Manager and assisting the Compliance Manager in all the compliance works in relation to Prosperity REIT.

Ms. Woo has about 11 years of experience in the legal field of which she was in private practice for about 7 years. Prior to joining the Manager, she assumed the post of Legal, Quality and Risk Management Support Manager in The Hongkong and Shanghai Banking Corporation Limited and was the Loan Administration Manager in the Finance Division of The Wharf (Holdings) Limited.

Ms. Woo holds a Bachelor of Laws degree, Postgraduate Certificate in Laws and Master of Laws degree in Corporate and Financial Law from the University of Hong Kong. She also received an Executive Diploma in Finance from the Asia-Pacific Institute of Business of The Chinese University of Hong Kong. She is an admitted solicitor both of the High Court of Hong Kong Special Administrative Region and the Supreme Court of England and Wales.