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# ChampionREIT

## 冠君產業信託

### Champion 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: 2778)**

Managed by

**Eagle Asset Management**  
Eagle Asset Management (CP) Limited

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of unitholders (the “**Unitholders**”) of Champion Real Estate Investment Trust (“**Champion REIT**”) will be held at 5th Floor, Champion Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 23 May 2017 at 3:30 p.m. (immediately after the conclusion or adjournment of the 2017 annual general meeting of Champion REIT to be held on the same day) for the purposes of considering and, if thought fit, passing with or without modifications, each of the following resolutions as a Special Resolution.

Words and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the unitholder circular dated 28 April 2017 (the “**Circular**”).

### SPECIAL RESOLUTIONS

1. “**THAT:**

- (A) pursuant to Clauses 11.1.1(v), 11.4.3 and 31.1 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to joint ownership in properties via Special Purpose Vehicles of Champion REIT, as specifically set out in Part 1 of the Appendix to the Circular; and
- (B) the REIT Manager, any director of the REIT Manager and 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 Champion REIT to give effect to the matters resolved upon in sub-paragraph (A) of this special resolution no. 1.”

2. **“THAT:**

- (A) pursuant to Clauses 11.1.1(v), 11.2.1(i), 11.4.3 and 31.1 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to the calculation of Net Property Income, as well as the Acquisition Fee and the Trustee’s Additional Fees for properties acquired in connection with Property Development and Related Activities of Champion REIT, as specifically set out in Part 2 of the Appendix to the Circular; and
- (B) the REIT Manager, any director of the REIT Manager and 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 Champion REIT to give effect to the matters resolved upon in sub-paragraph (A) of this special resolution no. 2.”

3. **“THAT:**

- (A) pursuant to Clause 31.1 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to Champion REIT’s offer of units pursuant to rights issue to existing Unitholders, as specifically set out in Part 3 of the Appendix to the Circular; and
- (B) the REIT Manager, any director of the REIT Manager and 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 Champion REIT to give effect to the matters resolved upon in sub-paragraph (A) of this special resolution no. 3.”

4. **“THAT:**

- (A) pursuant to Clause 31.1 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 4 of the Appendix to the Circular; and
- (B) the REIT Manager, any director of the REIT Manager and 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 Champion REIT to give effect to the matters resolved upon in sub-paragraph (A) of this special resolution no. 4.”

5. “**THAT:**

- (A) pursuant to Clause 31.1 of the Trust Deed, approval be and is hereby given for the Trust Deed amendments relating to the timing of despatch of certain circulars by Champion REIT, as specifically set out in Part 5 of the Appendix to the Circular; and
- (B) the REIT Manager, any director of the REIT Manager and 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 Champion 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 31.1 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 6 of the Appendix to the Circular; and
- (B) the REIT Manager, any director of the REIT Manager and 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 Champion REIT to give effect to the matters resolved upon in sub-paragraph (A) of this special resolution no. 6.”

By Order of the Board  
**Eagle Asset Management (CP) Limited**  
**(as manager of Champion Real Estate Investment Trust)**  
**Lo Ka Shui**  
*Chairman*

Hong Kong, 28 April 2017

*Registered Office of the REIT Manager:*  
Suite 3008, 30th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

- (a) A Unitholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on poll in his/her stead. The person appointed to act as proxy need not be a Unitholder.
- (b) In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, if any, must be deposited at the registered office of the REIT Manager of Suite 3008, 30th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Unitholders from attending and voting in person should they so wish. In the event that Unitholders attend the EGM 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) In the case of joint holders of a Unit, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Unitholders.
- (d) The Register of Unitholders will be closed from Thursday, 18 May 2017 to Tuesday, 23 May 2017, both days inclusive, during which period no transfers 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 EGM, all Unit certificates accompanied by the duly completed transfer forms must be lodged with Champion REIT's Unit Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 17 May 2017.
- (e) In compliance with the Trust Deed and the REIT Code, each member of the Manager Group and the Trustee Group will abstain from voting on Special Resolution No. 2 to approve the Trust Deed amendments to the calculation of the Acquisition Fee and the Trustee's Additional Fees for properties acquired in connection with Property Development and Related Activities of Champion REIT, except pursuant to a proxy where a specific direction by an Independent Unitholder as to voting is given.
- (f) A form of proxy for use at the EGM is sent to the Unitholders together with the Circular on Friday, 28 April 2017. The form of proxy is published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and can also be downloaded from Champion REIT's website at [www.ChampionReit.com](http://www.ChampionReit.com).

As at the date of this notice of EGM, the Board of Directors of the REIT Manager comprises:

*Non-executive Directors:*

Dr. Lo Ka Shui (*Chairman*), Mr. Ip Yuk Keung, Albert and Mr. Lo Kai Shui

*Executive Director:*

Ms. Wong Ka Ki, Ada (*Chief Executive Officer*)

*Independent Non-Executive Directors:*

Mr. Cha Mou Sing, Payson, Mr. Cheng Wai Chee, Christopher, Mr. Ho Shut Kan and Mr. Shek Lai Him, Abraham