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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

(1) EXTENSION OF EXISTING CONNECTED PARTY TRANSACTION WAIVER AND PROPOSED NEW ANNUAL LIMITS FOR CERTAIN CONNECTED PARTY TRANSACTIONS AND (2) NOTICE OF EGM AND UNITHOLDER REGISTER CLOSURE

The board of directors (the “**Board**”) of Eagle Asset Management (CP) Limited, as the manager (the “**REIT Manager**”) of Champion Real Estate Investment Trust (“**Champion REIT**”), announces that the REIT Manager wishes to: (a) extend the waiver granted by the Securities and Futures Commission (the “**SFC**”) in respect of certain connected party transactions (the “**Connected Party Transactions**”) between Champion REIT and: (i) the Great Eagle Connected Persons Group (as defined in the circular issued by Champion REIT to the Unitholders dated 16 February 2008 (the “**2008 Circular**”)); and/or (ii) the SFK Connected Persons (as defined in the 2008 Circular); and (b) propose new annual monetary limits (“**New Annual Caps**”) in respect of the Connected Party Transactions for the years ending 31 December 2011, 31 December 2012 and 31 December 2013.

Details of the above are more particularly set out in a circular (the “**Circular**”) to unitholders of Champion REIT (the “**Unitholders**”), which is expected to be despatched on or around 30 November 2010 together with a notice (the “**EGM Notice**”) of an extraordinary general meeting of the Unitholders (the “**EGM**”) and the form of proxy for the EGM. The EGM will be held at 3:00 p.m. on Wednesday, 15 December 2010 at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the ordinary resolution set out in the EGM Notice and reproduced in the body of this announcement.

In connection with the EGM, the register of Unitholders will be closed on Wednesday, 15 December 2010, in order to determine which Unitholders will qualify to attend and vote at the EGM, on such day no transfers of Units will be effected.

As disclosed in the 2008 Circular, the REIT Manager had obtained a waiver (the “**2008 CPT Waiver**”) granted by the SFC from strict compliance with the disclosure requirements and Unitholder approval requirements under Chapter 8 of the Code on Real Estate Investment Trusts (the “**REIT Code**”) in respect of certain categories of connected party transactions between Champion REIT and (a) Great Eagle Connected Persons Group and/or (b) the SFK Connected Persons Group.

The 2008 CPT Waiver will expire on 31 December 2010. In accordance with the terms of the 2008 CPT Waiver, the 2008 CPT Waiver may be extended beyond 31 December 2010, and/or the conditions of the 2008 CPT Waiver may be modified from time to time, provided that:

- (a) the approval of independent Unitholders is obtained by way of an ordinary resolution passed in a general meeting of Unitholders;
- (b) disclosure of details of the proposed extension and/or modification (as the case may be) is made by way of an announcement by the REIT Manager of such proposal, and a circular and notice is issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
- (c) any extension of the period of the waiver is, on each occasion of such extension, for a period which will expire not later than the third full financial year-end date of Champion REIT after the date on which the approval in (a) above is obtained.

The Board therefore proposes: (a) to seek an extension of the 2008 CPT Waiver for three financial years ending 31 December 2013 (the “**Waiver Extension**”); and (b) the New Annual Caps in respect of the Connected Party Transactions for the years ending 31 December 2011, 31 December 2012 and 31 December 2013. The Connected Party Transactions with respect to which the Waiver Extension is sought are the same as those described in the section headed “2008 Continuing Connected Transactions” of the 2008 Circular, except that the insurance agency arrangement referred to in the 2008 Circular will not continue as from 1 January 2011.

The REIT Manager has made a submission to the SFC in respect of the Waiver Extension. Details of the Waiver Extension and the New Annual Caps are more particularly set out in the Circular, which is expected to be despatched on or around 30 November 2010 together with the EGM Notice and the form of proxy for the EGM. The Circular contains the information necessary to enable Unitholders to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

An independent committee has been established by the Board (the “**Independent Board Committee**”) to advise the independent Unitholders on the Waiver Extension and the New Annual Caps. Tanrich Capital Limited has been appointed as independent financial adviser (the “**Independent Financial Adviser**”) to provide its opinion on these matters to the Independent Board Committee, the independent Unitholders and the trustee of Champion REIT (the “**Trustee**”).

Unitholders’ attention is drawn to the “Letter from the Independent Board Committee” set out in the Circular, which contains the Independent Board Committee’s recommendation to the independent Unitholders in respect of the Waiver Extension and the New Annual Caps, and the “Letter from the Independent Financial Adviser” set out in the Circular, which contains the Independent Financial Adviser’s advice to the Independent Board Committee, the independent Unitholders and the Trustee on the Waiver Extension and the New Annual Caps.

In connection with the EGM, the register of Unitholders will be closed on Wednesday, 15 December 2010, in order to determine which Unitholders will qualify to attend and vote at the EGM, on such day 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 the unit registrar of Champion REIT, 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 Tuesday, 14 December 2010.

The substantive text of the EGM Notice is reproduced below:

“**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the unitholders (the “**Unitholders**”) of Champion Real Estate Investment Trust (“**Champion REIT**”) will be held at 3:00 p.m. on Wednesday, 15 December 2010 at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

“**That:**

- (a) the extension of the waiver in respect of certain connected party transactions (the “**Transactions**”), as more particularly described in the section headed “The Waiver Extension” in the circular to Unitholders dated 30 November 2010 for three financial years ending 31 December 2013, together with the proposed new annual monetary limits for the years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, in relation to the Transactions, as more particularly described in the section headed “Proposed New Annual Monetary Limits for the Connected Party Transactions” in the circular to Unitholders dated 30 November 2010, be and are hereby approved; and

- (b) Eagle Asset Management (CP) Limited, as the Manager of Champion REIT (the “**REIT Manager**”), and any director of the REIT Manager each be and is hereby severally authorised to complete and do or cause to be done all such acts and things as the REIT Manager or any director of the REIT Manager, as the case may be, may consider expedient or necessary or in the interest of Champion REIT to give effect to the above approval.”

Notes:

- (a) A Unitholder entitled to attend and vote at the Extraordinary General Meeting 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 notorially 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 Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of 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) 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 on Wednesday, 15 December 2010, on such day 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 Extraordinary General Meeting, all Unit certificates accompanied by the duly completed transfer forms must be lodged with the 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 Tuesday, 14 December 2010.”

By Order of the Board
EAGLE ASSET MANAGEMENT (CP) LIMITED
(as manager of Champion Real Estate Investment Trust)
LO Ka Shui
Chairman

Hong Kong, 30 November 2010

As at the date of this announcement, the Board comprises:

Non-executive Directors:

Dr. Lo Ka Shui (*Chairman*), Mr. Cheng Wai Chee, Christopher, Mr. Ho Shut Kan and Mr. Lo Kai Shui

Executive Director:

Mr. Lee Ching Ming, Adrian (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Cha Mou Sing, Payson, Mr. David Gordon Eldon and Mr. Shek Lai Him, Abraham