
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or registered institution licensed to deal in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your units in Champion 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.

The Securities and Futures Commission of Hong Kong, Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular is for information purposes only and does not constitute an offer or invitation to subscribe for or purchase any securities, nor is it calculated to invite any such offer or invitation.



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

CIRCULAR TO UNITHOLDERS IN RELATION TO GENERAL MANDATE TO REPURCHASE UNITS AND NOTICE OF 2011 ANNUAL GENERAL MEETING

A letter from the board is set out on pages 4 to 7 of this circular.

A notice convening the 2011 annual general meeting ("2011 AGM") of Champion REIT to be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 April 2011 at 3:00 p.m. is set out on pages 12 to 14 of this circular.

Whether or not you are able to attend and vote at the 2011 AGM in person, please complete and return the accompanying form of proxy to the registered office of the REIT Manager of Suite 3008, 30th Floor, Great Eagle Centre, 23 Harbour Road, 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 the holding of the 2011 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 2011 AGM or any adjournment thereof should you so wish.

21 March 2011



TABLE OF CONTENTS

	<i>Page</i>
CORPORATE INFORMATION	1
DEFINITIONS	2
LETTER FROM THE BOARD	4
A. Introduction	4
B. General Mandate to Repurchase Units	5
C. Annual General Meeting	6
D. Responsibility Statement	7
APPENDIX – EXPLANATORY STATEMENT	8
A. Issued Units	8
B. Reasons for the Repurchase	8
C. Funding of the Repurchase	8
D. Unit Prices	9
E. Securities Repurchased	9
F. Status of Repurchased Units	9
G. Directors’ Undertaking	9
H. Disclosure of Interests	10
I. Trustee’s Confirmation and Consent	10
J. Directors’ Recommendation	10
K. Responsibility Statement	10
L. Rule 10.06 of the Listing Rules	10
M. Effect of Takeovers Code	11
NOTICE OF 2011 ANNUAL GENERAL MEETING	12

CORPORATE INFORMATION

Champion REIT	Champion 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, or Champion Real Estate Investment Trust and the entities controlled by it, as the context requires
REIT Manager	Eagle Asset Management (CP) Limited Suite 3008, 30th Floor, Great Eagle Centre 23 Harbour Road Wanchai Hong Kong
Directors of the REIT Manager	
<i>Non-executive Directors</i>	Dr. Lo Ka Shui (<i>Chairman</i>) Mr. Cheng Wai Chee, Christopher Mr. Ho Shut Kan Mr. Lo Kai Shui
<i>Executive Director</i>	Mr. Lee Ching Ming, Adrian (<i>Chief Executive Officer</i>)
<i>Independent Non-executive Directors</i>	Mr. Cha Mou Sing, Payson Mr. David Gordon Eldon Mr. Shek Lai Him, Abraham
Trustee	HSBC Institutional Trust Services (Asia) Limited 1 Queen's Road Central Hong Kong
Unit Registrar	Computershare Hong Kong Investor Services Limited, as the unit registrar of Champion REIT Shops 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

2011 AGM	the AGM to be convened on 27 April 2011 at 3:00 p.m., notice of which is set out on pages 12 to 14 of this circular
AGM	annual general meeting of Champion REIT
Business Day	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 which licensed banks are open for general business in Hong Kong
Champion REIT	Champion 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, or Champion Real Estate Investment Trust and the entities controlled by it, as the context requires
Connected Person	has the meaning ascribed to it in the Trust Deed
Directors	the directors of the REIT Manager
Great Eagle Group	Great Eagle Holdings Limited and its subsidiaries
Hong Kong	The Hong Kong Special Administrative Region of the People’s Republic of China
Latest Practicable Date	15 March 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
Listing Rules	The Rules Governing the Listing of Securities on the SEHK, as the same may be modified, amended, supplemented, revised or replaced from time to time
Ordinary Resolution	a resolution of Unitholders passed by a simple majority of the votes of those present, whether in person or by proxy, and entitled to vote, where the votes shall be taken by way of poll, but with a quorum of two or more Unitholders holding at least 10% of the Units in issue

DEFINITIONS

REIT	Real Estate Investment Trust
REIT Code	Code on Real Estate Investment Trusts issued by the SFC as amended, supplemented and/or otherwise modified from time to time
REIT Manager	Eagle Asset Management (CP) Limited, as the manager of Champion REIT
Repurchase Mandate	a general and unconditional mandate proposed to be granted to the REIT Manager to enable it to repurchase such number of Units representing not more than 10 per cent of the aggregate number of Units in issue as at the date of passing the relevant resolution as set out in the notice of 2011 AGM and on the terms and subject to the conditions set out in the Explanatory Statement
SEHK	The Stock Exchange of Hong Kong Limited
SFC	The Securities and Futures Commission of Hong Kong
SFC Repurchase Circular	the circular issued by the SFC dated 31 January 2008 regarding “On-market Unit Repurchases by SFC-authorized REITs”
SFO	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
Takeovers Code	The Hong Kong Code on Takeovers and Mergers
Trust Deed	the trust deed constituting Champion REIT dated 26 April 2006, as supplemented by a first supplemental deed dated 5 December 2006, a second supplemental deed dated 4 February 2008, a third supplemental deed dated 9 March 2009 and a fourth supplemental deed dated 23 July 2010, entered into between the Trustee and the REIT Manager, as the same may be supplemented or amended from time to time
Unit	one undivided unit in Champion REIT
Unitholder	any person registered as holding a Unit

LETTER FROM THE BOARD



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

Directors of the REIT Manager:

Non-executive Directors

Dr. Lo Ka Shui (*Chairman*)
Mr. Cheng Wai Chee, Christopher
Mr. Ho Shut Kan
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
Mr. Shek Lai Him, Abraham

*Registered Office of the
REIT Manager:*

Suite 3008, 30th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

21 March 2011

To: Unitholders of Champion REIT

Dear Sir/Madam,

**CIRCULAR TO UNITHOLDERS
IN RELATION TO
GENERAL MANDATE TO REPURCHASE UNITS
AND
NOTICE OF 2011 ANNUAL GENERAL MEETING**

A. INTRODUCTION

At the annual general meeting of Unitholders of Champion REIT held on 26 April 2010, an ordinary resolution was passed to grant the general mandate to the REIT Manager to exercise powers to repurchase Units in Champion REIT on behalf of Champion REIT on

LETTER FROM THE BOARD

the SEHK of up to 10 per cent. of the aggregate number of issued Units as at 26 April 2010. The general mandate granted on 26 April 2010 will lapse at the conclusion of the forthcoming 2011 AGM.

An annual general meeting of Unitholders of Champion REIT will be held on 27 April 2011 and the notice of which is set out on pages 12 to 14 of this circular. The REIT Manager proposes to seek Unitholders' approval at the 2011 AGM to grant a general mandate to the REIT Manager to repurchase Units on the SEHK on behalf of Champion REIT pursuant to the SFC Repurchase Circular and subject to the terms and conditions set out in this section B(1).

The purpose of this circular is to provide you with information regarding the proposed Repurchase Mandate.

B. GENERAL MANDATE TO REPURCHASE UNITS

(1) Proposed Repurchase Mandate

The Repurchase Mandate will, if granted, commence at the date of the passing of the resolution approving the Repurchase Mandate and remain effective until the earlier of:

- (a) the conclusion of the next annual general meeting of Champion REIT following the passing of the resolution to approve the grant of the Repurchase Mandate unless by ordinary resolution passed at that meeting the Repurchase Mandate is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the meeting referred to in (a) above is required to be held under the Trust Deed, the REIT Code or any applicable laws; and
- (c) its revocation or variation by an ordinary resolution of the Unitholders at a general meeting of the Unitholders.

Champion REIT shall comply with the restrictions and notification requirements applicable to listed companies purchasing their own shares on the SEHK 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.

(2) Explanatory Statement

In accordance with the SFC Repurchase Circular, an Explanatory Statement is set out in the appendix to this circular, which contains further information on the Repurchase Mandate and sets out the terms and conditions on which the REIT Manager may exercise its power under the Repurchase Mandate, if granted, to effect on-market repurchase(s) of Units on the SEHK on behalf of Champion REIT.

LETTER FROM THE BOARD

(3) Approval Required

Pursuant to the SFC Repurchase Circular, the REIT Manager proposes to seek Unitholders' approval by way of an Ordinary Resolution at the 2011 AGM to grant a general mandate to the REIT Manager to repurchase Units on the SEHK on behalf of Champion REIT.

Pursuant to Paragraph 3.3 of Schedule 1 to the Trust Deed, at any meeting a resolution put to the vote of the meeting shall be decided on a poll and the result of the poll shall be deemed to be the resolution of the meeting. The Ordinary Resolution relating to the Repurchase Mandate will be decided on a poll at the 2011 AGM.

With respect to the Ordinary Resolution relating to the Repurchase Mandate, any Unitholder who has a material interest in such resolution and that interest is different from that of all other Unitholders shall abstain from voting in respect of such resolution. As at the date of this circular, the REIT Manager is unaware of any Unitholders who are required to abstain from voting in respect of such Ordinary Resolution.

(4) Trustee's Confirmation and Consent

The Trustee has confirmed that, in its opinion, (i) the Repurchase Mandate complies with the requirements in the Trust Deed and, (ii) subject to Unitholders' approval, the Trustee does not have any objections to repurchases being made pursuant to the Repurchase Mandate. The Trustee's confirmation is being furnished for the sole purpose of complying with the SFC Repurchase Circular, and is not to be taken as a recommendation or representation by the Trustee as to the merits of any repurchases pursuant to the Repurchase 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 Repurchase Mandate, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code.

(5) Directors' Recommendation

The Directors are of the opinion that the Repurchase Mandate is in the interests of Champion REIT and the Unitholders as a whole and accordingly recommend the Unitholders to vote in favour of the Ordinary Resolution relating to the Repurchase Mandate to be proposed at the 2011 AGM.

C. ANNUAL GENERAL MEETING

(1) Date and Venue

The 2011 AGM will be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 April 2011 at 3:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution set out in the notice of 2011 AGM contained in pages 12 to 14 of this circular.

LETTER FROM THE BOARD

(2) Closure of the Register of Unitholders

For the purposes of determining entitlements to vote at the 2011 AGM, the register of Unitholders will be closed from Wednesday, 20 April 2011 to Wednesday, 27 April 2011, 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, among other things, to attend and vote at the 2011 AGM, all Unit certificates accompanied by the duly completed transfers must be lodged with the 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, 19 April 2011.

(3) Action to be taken by the Unitholders

Your vote is very important. Accordingly, please complete, sign and date the enclosed form of proxy, whether or not you are able to attend and vote at the 2011 AGM in person, in accordance with the instructions printed on the form of proxy, and return it to the registered office of the REIT Manager of Suite 3008, 30th Floor, Great Eagle Centre, 23 Harbour Road, 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 2011 AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2011 AGM or any adjournment thereof should you so wish.

D. RESPONSIBILITY STATEMENT

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 herein misleading.

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

This appendix serves as an Explanatory Statement as required by the SFC Repurchase Circular to provide Unitholders with relevant information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the REIT Manager.

A. ISSUED UNITS

As at the Latest Practicable Date, 4,942,219,499 Units have been issued. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate, the REIT Manager will be allowed to repurchase 10% of the number of Units issued as at the date of passing the resolution approving the grant of the Repurchase Mandate. On the basis that no Unit will be issued prior to the date of the 2011 AGM, the REIT Manager will be allowed under the Repurchase Mandate to repurchase a maximum of 494,221,949 Units.

B. REASONS FOR THE REPURCHASE

Although the REIT Manager has no present intention of repurchasing the Units, it believes that it is in the best interests of Champion REIT and the Unitholders as a whole to seek a general mandate from the Unitholders to enable Champion REIT to make on-market repurchases of Units. Unit repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Unit and/or earnings per Unit and will only be made when the REIT Manager believes that such repurchase will benefit Champion REIT and the Unitholders as a whole.

C. FUNDING FOR THE REPURCHASE

For purposes of any repurchases, the REIT Manager will only use funds legally available for such purposes in accordance with the Trust Deed, the REIT Code and the guidelines issued by the SFC from time to time and the applicable laws of Hong Kong.

If the Repurchase Mandate is exercised in full at any time during the proposed repurchase period, it may have a material adverse effect on the working capital or gearing position of Champion REIT as compared with the position disclosed in its most recent published accounts. The REIT Manager does not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have any material adverse impact on the working capital or gearing position of Champion REIT as compared with the position disclosed in its most recent published audited accounts.

D. UNIT PRICES

The highest and lowest prices at which the Units have traded on the SEHK in each of the twelve months prior to and period up to the Latest Practicable Date were as follows:

	Unit prices	
	Highest HK\$	Lowest HK\$
March 2010	3.77	3.45
April 2010	3.99	3.53
May 2010	3.76	3.34
June 2010	3.68	3.46
July 2010	3.86	3.56
August 2010	3.95	3.66
September 2010	4.09	3.71
October 2010	4.45	4.00
November 2010	4.72	4.22
December 2010	4.68	4.38
January 2011	5.06	4.59
February 2011	4.85	4.35
March 2011 ⁽¹⁾	4.70	4.42

Note:

(1) Up to the Latest Practicable Date

E. SECURITIES REPURCHASED

Champion REIT has not repurchased any Units pursuant to the Repurchase Mandate (whether on the SEHK or otherwise) during the six months prior to the Latest Practicable Date.

F. STATUS OF REPURCHASED UNITS

The listing of all Units which are repurchased by the REIT Manager shall be automatically cancelled upon purchase. The REIT Manager will ensure that the documents of title of purchased Units are cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase.

G. DIRECTORS' UNDERTAKING

The Directors have undertaken to the SFC that, so far as the same may be applicable, they will exercise the power of the REIT Manager to make purchases of the Units pursuant to the proposed Repurchase Mandate, the Trust Deed, the Listing Rules, the terms and conditions set out in this Explanatory Statement, the applicable laws of Hong Kong, the REIT Code and the guidelines issued by the SFC from time to time.

H. INTENTION TO SELL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the REIT Manager on behalf of Champion REIT any of the Units if the Repurchase Mandate is approved at the 2011 AGM.

As at the Latest Practicable Date, no Connected Person of Champion REIT has notified the REIT Manager that he/she/it has a present intention to sell any Units nor has any such Connected Person undertaken not to sell any of the Units held by him/her/it to Champion REIT in the event that the Repurchase Mandate is granted.

I. TRUSTEE'S CONFIRMATION AND CONSENT

The Trustee has confirmed that, in its opinion, (i) the Repurchase Mandate complies with the requirements in the Trust Deed and, (ii) subject to Unitholders' approval, the Trustee does not have any objections to repurchases being made pursuant to the Repurchase Mandate. The Trustee's confirmation is being furnished for the sole purpose of complying with the SFC Repurchase Circular, and is not to be taken as a recommendation or representation by the Trustee as to the merits of any repurchases pursuant to the Repurchase 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 Repurchase Mandate, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code.

J. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Repurchase Mandate is in the interests of Champion REIT and the Unitholders as a whole and accordingly recommend the Unitholders to vote in favour of the Ordinary Resolution relating to the Repurchase Mandate to be proposed at the 2011 AGM.

K. RESPONSIBILITY STATEMENT

The REIT Manager and the Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Explanatory Statement 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 herein misleading.

L. RULE 10.06 OF THE LISTING RULES

Champion REIT shall comply with the restrictions and notification requirements applicable to listed companies purchasing their own shares on the SEHK 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.

M. EFFECT OF TAKEOVERS CODE

If on exercise of the power to repurchase Units pursuant to the Repurchase Mandate, a unitholder's proportionate interest in the voting rights of Champion REIT increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As at the Latest Practicable Date and so far as the REIT Manager is aware, the REIT Manager and Great Eagle Group are holding 2,547,649,348 Units representing approximately 51.54% of the Units in issue.

Should the Repurchase Mandate is exercised in full, provided that the present unitholdings remain the same, the unitholding of the REIT Manager and Great Eagle Group would be increased from 51.54% to 57.27%. The REIT Manager anticipates that such proportionate increase will not give arise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

NOTICE OF 2011 ANNUAL GENERAL MEETING



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 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 Annual General Meeting of unitholders (the “**Unitholders**”) of Champion Real Estate Investment Trust (“**Champion REIT**”) will be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 April 2011 at 3:00 p.m. for the following purposes:

- (1) To note the audited financial statements of Champion REIT together with the Auditor’s Report for the year ended 31 December 2010.
- (2) To note the payment of distribution for the year ended 31 December 2010.
- (3) To note the appointment of Auditor of Champion REIT and the fixing of their remuneration.
- (4) To consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution:

“THAT:

- (a) a mandate to purchase Units be given to Eagle Asset Management (CP) Limited, as the manager (the “**REIT Manager**”) of Champion Real Estate Investment Trust (“**Champion REIT**”), subject to the “Circular to Management Companies of SFC-authorized Real Estate Investment Trusts” issued on 31 January 2008 by the Securities and Futures Commission of Hong Kong (the “**SFC**”), and paragraph (b) below, the exercise by the REIT Manager during the Relevant Period (as defined in paragraph (c) below) of all powers of the REIT Manager to purchase units (“**Units**”, each a “**Unit**”) in Champion REIT on behalf of Champion REIT on The Stock Exchange of Hong Kong Limited, subject to and in accordance with the Trust Deed (as may be amended and supplemented from time to time), the Code on Real Estate Investment Trusts (the “**REIT Code**”), the guidelines issued by the

NOTICE OF 2011 ANNUAL GENERAL MEETING

Securities and Futures Commission of Hong Kong from time to time, applicable rules and regulations, and the laws of Hong Kong, be and the same, is hereby generally and unconditionally approved;

- (b) the aggregate number of Units which may be purchased or agreed to be purchased by the REIT Manager pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued Units as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes 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 Unitholders following the passing of this resolution;
 - (ii) the expiration of the period within which the meeting referred to in (i) above is required to be held under the Trust Deed, the REIT Code or any applicable laws; and
 - (iii) the passing of an ordinary resolution by the Unitholders in a general meeting revoking or varying the authority given to the REIT Manager by this resolution.”

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

Hong Kong, 21 March 2011

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

NOTICE OF 2011 ANNUAL GENERAL MEETING

Notes:

1. A Unitholder entitled to attend and vote at the 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.
2. 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 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.

3. 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.
4. The Register of Unitholders will be closed from Wednesday, 20 April 2011 to Wednesday, 27 April 2011, 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 meeting, 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 Tuesday, 19 April 2011.
5. The Board of Directors of the REIT Manager has announced a final distribution for the six months ended 31 December 2010 of HK\$0.1088 per Unit, subject to dilution arising from issuance of Units to the REIT Manager for the settlement of the Manager's fee in respect of the six months ended 31 December 2010 and upon receipt of conversion notice, if any, in respect of the convertible bonds issued. Together with the interim distribution for the six months ended 30 June 2010 of HK\$0.1076 per Unit, the total distribution for the year ended 31 December 2010 amounts to HK\$0.2164 per Unit subject to dilution as mentioned above.
6. A form of proxy for use at the meeting will be sent to Unitholders together with the Annual Report 2010 on or about 21 March 2011. The form of proxy will be published on the HKExnews website of the Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and can also be downloaded from Champion REIT's website at www.ChampionReit.com.

As at the date of this notice, 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