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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 2019 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 Annual General Meeting (“**2019 AGM**”) of unitholders (“**Unitholders**”) of Champion Real Estate Investment Trust (“**Champion REIT**”) will be held at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2019 at 4:00 p.m. for the following purposes:

- (1) To note the audited financial statements of Champion REIT together with the Independent Auditor’s Report for the year ended 31 December 2018.
- (2) To note the appointment of Auditor of Champion REIT and the fixing of their remuneration.

To consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

- (3) “**THAT** Mr. Cha Mou Sing, Payson be re-elected as an Independent Non-executive Director of Eagle Asset Management (CP) Limited, the manager of Champion REIT.”
- (4) “**THAT** Mr. Shek Lai Him, Abraham be re-elected as an Independent Non-executive Director of Eagle Asset Management (CP) Limited, the manager of Champion REIT.”

(5) **“THAT:**

- (a) a mandate authorising Eagle Asset Management (CP) Limited, the manager of Champion REIT (“**REIT Manager**”), to (for and on behalf of Champion REIT) buy-back units in Champion REIT (“**Units**”) on The Stock Exchange of Hong Kong Limited:
- (i) to the extent permitted under paragraph (b) below;
  - (ii) for the duration of the Relevant Period (as defined in paragraph (c) below); and
  - (iii) 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 (“**REIT Code**”), the guidelines issued by the Securities and Futures Commission of Hong Kong (“**SFC**”) from time to time (including without limitation the “Circular to Management Companies of SFC-authorized Real Estate Investment Trusts” issued on 31 January 2008), applicable rules and regulations, and the laws of Hong Kong,

and the exercise by the REIT Manager of all powers in connection therewith, is hereby generally and unconditionally approved;

- (b) the aggregate number of Units which may be bought back or agreed to be bought back 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, 22 March 2019

*Registered Office of the REIT Manager:*

Suite 3008, 30th Floor

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

*Notes:*

1. A Unitholder entitled to attend and vote at the 2019 AGM 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 2019 AGM 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 2019 AGM 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. For the purposes of determining entitlements to attend and vote at the 2019 AGM, the Register of Unitholders will be closed from Monday, 27 May 2019 to Thursday, 30 May 2019, 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 2019 AGM, 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 Friday, 24 May 2019.
5. Concerning Resolutions numbered 3 and 4 above, Mr. Cha Mou Sing, Payson and Mr. Shek Lai Him, Abraham are among the directors of the REIT Manager who shall retire from office at the 2019 Annual General Meeting of the REIT Manager and, being eligible, offer themselves for re-election. As Mr. Cha and Mr. Shek have served on the Board for more than nine years, their re-elections as Independent Non-executive Directors of the REIT Manager shall be subject to the approval of the Unitholders at the 2019 AGM of Champion REIT by way of Ordinary Resolutions pursuant to the Articles of Association of the REIT Manager. Biographical details of Mr. Cha and Mr. Shek together with other information are set out in Appendix II to the circular to Unitholders dated 22 March 2019.
6. A form of proxy for use at the 2019 AGM is sent to Unitholders together with the Annual Report 2018 on Friday, 22 March 2019. The form of proxy is published on the 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).
7. If a black rainstorm warning signal or a tropical cyclone warning signal no.8 or above is in force in Hong Kong at 2:00 p.m. on Thursday, 30 May 2019, the 2019 AGM will be rescheduled. The REIT Manager will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and Champion REIT's website at [www.ChampionReit.com](http://www.ChampionReit.com) to notify Unitholders of the date, time and venue of the rescheduled meeting.
8. The 2019 AGM venue has wheelchair access. Anyone accompanying a Unitholder in need of assistance will be admitted to the 2019 AGM. If any member with a disability has a question regarding attendance, please contact the Company Secretarial Division of the REIT Manager by email at [ChampionReit.ecom@eam.com.hk](mailto:ChampionReit.ecom@eam.com.hk).

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

*Non-executive Directors:*

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

*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