

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



HUI XIAN REIT
匯賢產業信託

Hui Xian 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: 87001)

Managed by Hui Xian Asset Management Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of the unitholders (the “**Unitholders**”) of Hui Xian Real Estate Investment Trust (“**Hui Xian REIT**”) will be held at the Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon, Hong Kong on Tuesday, 7 May 2013 at 12:15 p.m. (or so soon thereafter as the annual general meeting of the Unitholders convened to be held at 12:00 noon on the same date and at the same place shall have been concluded or adjourned) for considering and, if thought fit, passing, with or without modification, the following resolutions, of which resolution nos. (1) to (4) are intended to be proposed as special resolutions, and resolutions nos. (5) to (8) are intended to be proposed as ordinary resolutions:

SPECIAL RESOLUTIONS

(1) “THAT:

(a) Pursuant to Clause 26.1 of the trust deed dated 1 April 2011 constituting Hui Xian REIT (the “**Trust Deed**”), approval be and is hereby granted for:

(i) the amendment of paragraph (viii) of Clause 11.5.3 of the Trust Deed, by replacing the words “depreciation and amortization” with the words “Distributable Depreciation and Amortization”; and

(ii) the amendment of Clause 11.5.3 of the Trust Deed, by adding a new paragraph at the end of Clause 11.5.3 as follows:

“For the purposes of this Clause 11.5.3, “**Distributable Depreciation and Amortization**” means depreciation and amortization to the extent of: (i) amount which can be repatriated to Hong Kong as far as PRC laws permit, less (ii) any sum determined by the Manager as appropriate for repayment of loan principal (if any) and for capital expenditures.”; and

- (b) Hui Xian Asset Management Limited as the manager of Hui Xian REIT (the “**Manager**”), any director of the Manager and DB Trustees (Hong Kong) Limited as the trustee of Hui Xian REIT (the “**Trustee**”) each be and is hereby authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Hui Xian REIT to implement or give effect to the amendments of the Trust Deed referred to in paragraph (a) above.”

(2) “**THAT:**

- (a) Pursuant to Clause 26.1 of the Trust Deed, approval be and is hereby granted for:
- (i) the amendment of the first paragraph of Clause 14.1.1 of the Trust Deed, by replacing the word “quarter” with the words “half-yearly period”;
 - (ii) the amendment of the second paragraph of Clause 14.1.1 of the Trust Deed, by replacing the word “quarterly” with the words “semi-annually”;
 - (iii) the amendment of paragraph (iv) of Clause 14.1.2 of the Trust Deed, by replacing the word “quarter” with the words “half-yearly period”; and
 - (iv) the amendment of Clause 14.1.6 of the Trust Deed, by replacing the word “quarter” with the words “half-yearly period”, and by deleting the last sentence of Clause 14.1.6 in its entirety; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Hui Xian REIT to implement or give effect to the amendments of the Trust Deed referred to in paragraph (a) above.”

(3) “**THAT:**

- (a) Pursuant to Clause 26.1 of the Trust Deed, approval be and is hereby granted for the amendment of Clause 10.15 of the Trust Deed, by adding the words “of good repute” immediately after the words “a person or firm of solicitors” and deleting the words “and approved by the Trustee”; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Hui Xian REIT to implement or give effect to the amendments of the Trust Deed referred to in paragraph (a) above.”

(4) **“THAT:**

- (a) Pursuant to clause 26.1 of the Trust Deed, approval be and is hereby granted for the amendment of Clause 4.5.5 of the Trust Deed, by replacing the word “changed” with the word “charged”; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Hui Xian REIT to implement or give effect to the amendments of the Trust Deed referred to in paragraph (a) above.”

ORDINARY RESOLUTIONS

(5) **“THAT:**

- (a) the Modified and Extended BOC Waiver and the Modified and Extended Annual Caps thereunder (each as defined and described in the circular of Hui Xian REIT dated 12 April 2013 (the “**Circular**”)) be and are hereby approved; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Hui Xian REIT to implement or give effect to the matters resolved upon in paragraph (a) above.”

(6) **“THAT:**

- (a) the Extended China Life Waiver and the Modified and Extended Annual Caps thereunder (each as defined and described in the Circular) be and are hereby approved; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Hui Xian REIT to implement or give effect to the matters resolved upon in paragraph (a) above.”

(7) **“THAT:**

- (a) the Modified and Extended OOIL Waiver and the Modified and Extended Annual Caps thereunder (each as defined and described in the Circular) be and are hereby approved; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Hui Xian REIT to implement or give effect to the matters resolved upon in paragraph (a) above.”

(8) **“THAT:**

- (a) the New Waiver (as defined and described in the Circular) be and is hereby approved; and
- (b) the Manager, any director of the Manager and the Trustee each be and is hereby authorised to do or procure to be done all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or the Trustee (as the case may be) may consider desirable, expedient, necessary or in the interest of Hui Xian REIT to implement or give effect to the matters resolved upon in paragraph (a) above.”

By order of the Board of Directors of
Hui Xian Asset Management Limited
(as the manager of Hui Xian Real Estate Investment Trust)
Kam Hing Lam
Chairman of the Manager

Hong Kong, 12 April 2013

Notes:

1. A Unitholder entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint a proxy to attend in its/his/her stead. Any Unitholder being a corporation may by resolution of its directors (or other governing body) authorise any person to act as its representative at any meeting of Unitholders and a person so authorised shall at such meeting be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise as if it were an individual Unitholder. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. The person appointed to act as proxy or corporate representative need not be a Unitholder.
2. In order to be valid, an instrument of proxy, together with any 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, must be deposited at Hui Xian REIT's Unit Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting (as the case may be) and, in such event, the instrument appointing the proxy shall be deemed to be revoked.
3. Where there are joint registered Unitholders 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 registered Unitholders and for this purpose, seniority shall be determined by the order in which the name stands in the Register of Unitholders in respect of such Unit.
4. For the purpose of determining which Unitholders are entitled to attend and vote at the EGM and the annual general meeting of Hui Xian REIT to be held on 7 May 2013, the Register of Unitholders of Hui Xian REIT will be closed from 2 May 2013 (Thursday) to 7 May 2013 (Tuesday), both days inclusive, during which period no transfer of Units will be effected. In order to qualify for attending and voting at the EGM, all unit certificates with completed transfer forms must be lodged with Hui Xian 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, not later than 4:30 p.m. on 30 April 2013 (Tuesday).
5. The voting of the above special resolutions and the above ordinary resolutions at the EGM will be taken by way of poll. On a poll votes may be given either personally or by proxy and every Unitholder who is present in person, by corporate representative or by proxy shall have one vote for every Unit of which he is the Unitholder.

As at the date of this notice, the board of directors of the Manager are Mr. Kam Hing Lam (Chairman and non-executive Director); Mr. Cheung Ling Fung, Tom and Mr. Lee Chi Kin, Casey (executive Directors); Mr. Ip Tak Chuen, Edmond, Mr. Lim Hwee Chiang and Mr. Yin Ke (with Mr. Pang Shuen Wai, Nichols being his alternate director)(non-executive Directors); and Mr. Cheng Hoi Chuen, Vincent, Professor Lee Chack Fan and Dr. Choi Koon Shum, Jonathan (independent non-executive Directors).