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**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, Hunghom, Kowloon, Hong Kong on Monday, 5 May 2014 at 12:10 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 10.2.4 of the trust deed dated 1 April 2011 constituting Hui Xian REIT (as amended by a supplemental deed dated 24 May 2013) (the “**Trust Deed**”), approval be and is hereby granted for the investment policy and strategies of Hui Xian REIT to be amended so as not to contain any geographical restrictions;
- (b) Pursuant to Clause 26.1 of the Trust Deed, approval be and is hereby granted for Clause 10.2.2 of the Trust Deed to be amended by replacing the words “in the PRC” with the words “in any part of the world, including but not limited to, the PRC”; and
- (c) 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 matters referred to in paragraphs (a) and (b) above.”

(2) **“THAT:**

- (a) Pursuant to Clause 26.1 of the Trust Deed, approval be and is hereby granted for the amendment of Clause 11.4.2 of the Trust Deed, by (i) replacing the words “90%” with the words “a percentage not less than 90% and not more than 100%” and (ii) replacing the words “is any additional amount (including capital), which the Manager has determined is to be distributed” with the words “is any additional amount (including capital) to be distributed as determined by the Manager”; 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 11.4.2 of the Trust Deed, by adding the word “of” immediately before the words “the Annual Distributable Income”; 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 11.4.1 of the Trust Deed, by replacing the words “is any additional amount (including capital), which the Manager has determined is to be distributed” with the words “is any additional amount (including capital) to be distributed as determined by the Manager”;
- (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 paragraphs (a) and (b) above.”

## ORDINARY RESOLUTIONS

(5) **“THAT:**

- (a) the 2014 Extended Cheung Kong Waiver and the Extended Annual Caps thereunder (each as defined and described in the circular of Hui Xian REIT dated 31 March 2014 (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 2014 Extended Manager Waiver and the 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 CITIC Securities Corporate Finance Transactions Waiver (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 Modified and Extended BOC Corporate Finance Transactions 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 manager of Hui Xian Real Estate Investment Trust)*  
**Mak Sum Wun, Simmy**  
*Company Secretary*

Hong Kong, 31 March 2014

*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 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 5 May 2014, the Register of Unitholders of Hui Xian REIT will be closed from 29 April 2014 (Tuesday) to 5 May 2014 (Monday), 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 28 April 2014 (Monday).
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).*