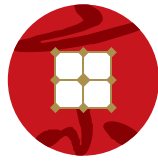


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**HUI XIAN** REIT  
匯賢產業信託

## **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**  
匯賢房託管理有限公司

### **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 Grand Ballroom, 3/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Friday, 28 November 2014 at 12:00 noon for considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

**(1) “THAT:**

- (a) the Acquisition (as defined and described in the circular of Hui Xian REIT dated 10 November 2014 (the “**Circular**”)), the Sale and Purchase Agreement, the Transaction Documents (each as defined and described in the Circular, a copy of the Circular marked “A” together with a copy of the Sale and Purchase Agreement marked “B” are tabled before the meeting and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the Cheung Kong Annual Cap Revision, the Manager Annual Cap Revision and the Manager Leasing Annual Cap Revision (each as defined and described in the Circular) be and are hereby approved; and
- (c) (1) Hui Xian Asset Management Limited (匯賢房託管理有限公司) as manager of Hui Xian REIT (the “**REIT Manager**”), (2) DB Trustees (Hong Kong) Limited as trustee of Hui Xian REIT (the “**Trustee**”) and (3) any director of the REIT Manager 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 REIT Manager, the Trustee or such director of the REIT Manager (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.”

(2) “**THAT:**

- (a) the election by the REIT Manager to receive the Manager’s Acquisition Fee in the form of new units in Hui Xian REIT to be issued to it in accordance with the Trust Deed (as defined in the Circular) be and is hereby approved; and
- (b) (1) the REIT Manager, (2) the Trustee and (3) any director of the REIT Manager 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 REIT Manager, the Trustee or such director of the REIT Manager (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  
**Hui Xian Asset Management Limited**  
**滙賢房託管理有限公司**  
*(as Manager of Hui Xian Real Estate Investment Trust)*  
**Kam Hing Lam**  
*Chairman of the Manager*

Hong Kong, 10 November 2014

*Notes:*

- 1. Unless otherwise defined in this notice or the context requires otherwise, terms defined in the circular of Hui Xian REIT dated 10 November 2014 to the Unitholders shall have the same meanings when used in this notice.
- 2. 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.
- 3. 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.
- 4. 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.
- 5. For the purpose of determining which Unitholders are entitled to attend and vote at the EGM of Hui Xian REIT to be held on 28 November 2014, the Register of Unitholders of Hui Xian REIT will be closed from 25 November 2014 (Tuesday) to 28 November 2014 (Friday), 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 24 November 2014 (Monday).

6. The voting of 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 REIT 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).*