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**If you have sold or transferred** all your units in **Hui Xian 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.

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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**

### **CIRCULAR TO UNITHOLDERS IN RELATION TO (1) GENERAL MANDATE TO BUY BACK UNITS (2) RE-APPOINTMENT OF LONG-SERVING INDEPENDENT NON-EXECUTIVE DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 1 to 7 of this circular.

A notice convening the AGM to be held at 9:30 a.m. on Friday, 23 May 2025 at Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong is set out on pages N-1 to N-3 of this Circular. Whether or not you are able to attend and vote at the Annual General Meeting in person, please complete and return the accompanying form of proxy to the Unit Registrar of Hui Xian REIT, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, 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 Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Kindly note that no refreshments or drinks will be provided to attendees at the AGM.

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## CORPORATE INFORMATION

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<b>Hui Xian Real Estate Investment Trust</b>	A collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO
<b>Manager</b>	Hui Xian Asset Management Limited Unit 303, Cheung Kong Center 2 Queen's Road Central Hong Kong
<b>Directors of the Manager</b>	
<i>Non-executive Directors</i>	Mr. KAM Hing Lam ( <i>Chairman</i> ) Mr. IP Tak Chuen, Edmond Mr. LIM Hwee Chiang
<i>Executive Directors</i>	Mr. CHEUNG Ling Fung, Tom ( <i>Chief Executive Officer</i> ) Mr. LEE Chi Kin, Casey ( <i>Chief Operating Officer</i> ) Ms. LAI Wai Yin, Agnes ( <i>Chief Financial Officer</i> )
<i>Independent Non-executive Directors</i>	Professor LEE Chack Fan Dr. CHOI Koon Shum, Jonathan Mr. YIN Ke Mr. WU Ting Yuk, Anthony
<b>Trustee</b>	DB Trustees (Hong Kong) Limited Level 60 International Commerce Centre 1 Austin Road West Kowloon, Hong Kong
<b>Unit Registrar</b>	Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

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## DEFINITIONS

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

<b>AGM or Annual General Meeting</b>	the annual general meeting of Unitholders convened by and referred to in the notice of AGM as set out on pages N-1 to N-3 of this circular
<b>Board</b>	the board of Directors
<b>Buy-back Mandate</b>	the general mandate proposed to be granted to the Manager to allow the Manager to buy back on behalf of Hui Xian REIT up to 10% of the total number of Units in issue as at the date of the passing of the resolution approving such mandate in accordance with the terms and conditions as set out in the notice of AGM
<b>Compliance Manual</b>	the compliance manual adopted by the Manager governing the management and operations of Hui Xian REIT, as amended, supplemented and/or otherwise modified from time to time
<b>Director(s)</b>	the director(s) of the Manager
<b>Explanatory Statement</b>	the explanatory statement set out in Appendix I to this circular
<b>Hong Kong</b>	the Hong Kong Special Administrative Region of the People's Republic of China
<b>Hui Xian REIT</b>	Hui Xian Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO
<b>INEDs</b>	the independent non-executive Directors
<b>Latest Practicable Date</b>	31 March 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
<b>Listing Rules</b>	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented and/or otherwise modified from time to time
<b>Long-serving INEDs</b>	INEDs who have served on the Board for more than nine years

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## DEFINITIONS

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<b>Manager</b>	Hui Xian Asset Management Limited 滙賢房託管理有限公司, as manager of Hui Xian REIT
<b>Nomination Committee</b>	the nomination committee of the Board
<b>Ordinary Resolution</b>	a resolution passed at a meeting of Unitholders duly convened and held in accordance with the provisions of the Trust Deed and carried by a simple majority of the votes of those Unitholders present and entitled to vote in person or by proxy, and such votes being taken by way of poll with a quorum of two or more Unitholders holding not less than 10% of the Units in issue
<b>Register</b>	the register of Unitholders
<b>REIT(s)</b>	real estate investment trust(s)
<b>REIT Code</b>	Code on Real Estate Investment Trusts issued by the SFC (as amended, supplemented and/or otherwise modified from time to time)
<b>RMB</b>	Renminbi, the lawful currency of the PRC
<b>SFC</b>	Securities and Futures Commission of Hong Kong
<b>SFC Repurchase Circular</b>	the “Circular to Management Companies of SFC-authorized Real Estate Investment Trusts – On-market Unit Repurchases by SFC-authorized REITs”, issued by the SFC on 31 January 2008
<b>SFO</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented and/or otherwise modified from time to time
<b>Stock Exchange</b>	The Stock Exchange of Hong Kong Limited
<b>Takeovers Code</b>	the Codes on Takeovers and Mergers and Share Buy-Backs issued by the SFC as amended, supplemented and/or otherwise modified from time to time
<b>Trust Deed</b>	the trust deed dated 1 April 2011 constituting Hui Xian REIT as amended, modified or supplemented from time to time

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## DEFINITIONS

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<b>Trustee</b>	DB Trustees (Hong Kong) Limited 德意志信託 (香港) 有限公司, as the trustee of Hui Xian REIT, or such other person as may from time to time be appointed as the trustee of Hui Xian REIT
<b>Unit(s)</b>	the unit(s) of Hui Xian REIT
<b>Unit Registrar</b>	Computershare Hong Kong Investor Services Limited, as unit registrar of Hui Xian REIT
<b>Unitholder(s)</b>	any person(s) registered as holding a Unit

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference to a time of day in this circular shall be a reference to Hong Kong time unless otherwise stated.

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## LETTER FROM THE BOARD

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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**

***Directors of the Manager:***

*Non-executive Directors*

Mr. KAM Hing Lam (*Chairman*)

Mr. IP Tak Chuen, Edmond

Mr. LIM Hwee Chiang

***Registered Office:***

Unit 303,

Cheung Kong Center

2 Queen's Road Central

Hong Kong

*Executive Directors*

Mr. CHEUNG Ling Fung, Tom (*Chief Executive Officer*)

Mr. LEE Chi Kin, Casey (*Chief Operating Officer*)

Ms. LAI Wai Yin, Agnes (*Chief Financial Officer*)

*Independent Non-executive Directors*

Professor LEE Chack Fan

Dr. CHOI Koon Shum, Jonathan

Mr. YIN Ke

Mr. WU Ting Yuk, Anthony

9 April 2025

*To: Unitholders*

Dear Sir/Madam,

**CIRCULAR TO UNITHOLDERS IN RELATION TO  
(1) GENERAL MANDATE TO BUY BACK UNITS  
(2) RE-APPOINTMENT OF LONG-SERVING INDEPENDENT  
NON-EXECUTIVE DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the SFC Repurchase Circular pursuant to which the Manager proposes to seek Unitholders' approval at the AGM to grant a general mandate to the Manager to effect on-market buyback(s) of Units on behalf of Hui Xian REIT.

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## LETTER FROM THE BOARD

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The purposes of this circular are to:

- (1) provide you with information with respect to the grant of the Buy-back Mandate and the re-appointment of Long-serving INEDs; and
- (2) provide you with the AGM notice and further information on the Ordinary Resolutions to be proposed at the AGM to approve the grant of the Buy-back Mandate and the re-appointment of Long-serving INEDs.

### **1. GENERAL MANDATE TO BUY BACK UNITS**

#### **1.1 Buy-back Mandate**

The Manager wishes to seek the approval of the Unitholders at the AGM to grant the Buy-back Mandate to the Manager for the buy-back of Units on behalf of Hui Xian REIT pursuant to the SFC Repurchase Circular.

The Buy-back Mandate will, if granted, become effective from the date of the passing of the resolution approving the Buy-back Mandate and remain valid until the earlier of:

- (i) the conclusion of the next annual general meeting of Hui Xian REIT following the passing of the resolution to approve the grant of the Buy-back Mandate unless by Ordinary Resolution passed at that meeting the Buy-back Mandate is renewed, either unconditionally or subject to conditions;
- (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) its revocation or variation by an Ordinary Resolution of the Unitholders passed at a general meeting of the Unitholders.

Hui Xian REIT shall comply with the restrictions and notification requirements applicable to listed companies purchasing their own shares on the Stock Exchange 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.

#### **1.2 Explanatory Statement**

The Explanatory Statement in connection with the Buy-back Mandate is set out in Appendix I to this circular, which contains further information on the Buy-back Mandate and sets out the terms and conditions on which the Manager may exercise its power under the Buy-back Mandate, if granted, to effect on-market buy-back(s) of Units on the Stock Exchange on behalf of Hui Xian REIT.



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## LETTER FROM THE BOARD

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### **1.3 Maximum number of Units that may be bought back**

Subject to the passing of the proposed Ordinary Resolution for approving the Buy-back Mandate, the number of Units which may be bought back pursuant to the Buy-back Mandate is up to 10% of the total number of Units in issue as at the date of the passing of the resolution approving the Buy-back Mandate.

### **1.4 Approval required**

Pursuant to the SFC Repurchase Circular, the Manager proposes to seek Unitholders' approval by way of an Ordinary Resolution at the AGM to grant a general mandate to the Manager to buy back Units on the Stock Exchange on behalf of Hui Xian 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 proposed Ordinary Resolution in relation to the grant of the Buy-back Mandate to the Manager will be decided on a poll at the AGM and the result of the poll shall be deemed to be the resolution of the meeting.

### **1.5 Opinion of the Board and Directors' recommendation**

The Directors are of the opinion that the granting of the Buy-back Mandate is in the interests of Hui Xian REIT and the Unitholders as a whole and accordingly recommend the Unitholders to vote in favour of the Ordinary Resolution with respect to the Buy-back Mandate to be proposed at the AGM.

### **1.6 Trustee's opinion and consent**

Based on the information provided by the Manager, the Trustee has confirmed that, in its opinion, (a) the granting of the Buy-back Mandate complies with the requirements in the Trust Deed, and (b) subject to the Unitholders' approval, the Trustee does not have any objection to the Manager to proceed with the buy-backs of Units pursuant to the proposed Buy-back 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 of the merits of the proposed Buy-back 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 proposed Buy-back Mandate and buy-back of Units which may be made thereunder, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code. Accordingly, the Trustee urges all Unitholders, including those who are in any doubt as to the merits or impact of the proposed Buy-back Mandate and buy-back of Units, to seek their own financial or other professional advice.

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## LETTER FROM THE BOARD

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### 2. RE-APPOINTMENT OF LONG-SERVING INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor LEE Chack Fan (“**Professor LEE**”) and Dr. CHOI Koon Shum, Jonathan (“**Dr. CHOI**”) have been appointed as INEDs since 4 April 2011 and have served on the Board for more than nine years. The current term of appointment of each of them, which was approved at the annual general meeting of Unitholders held on 13 May 2022, will expire on 3 April 2026. Each of them has offered himself for re-appointment as an INED for a further term of three years commencing from 4 April 2026.

In accordance with FAQ19 of the Frequently Asked Questions related to REITs issued by the SFC and the Compliance Manual, the appointment of a Long-serving INED should be subject to a separate resolution to be approved by Unitholders at a general meeting. Accordingly, resolutions are proposed at the AGM to approve the re-appointment of Professor LEE and Dr. CHOI for a further term of three years commencing from 4 April 2026. If the resolution for approving the re-appointment of any such INED as set out in the notice of the AGM is passed by Unitholders, such INED shall continue to hold office for a term of three years commencing from 4 April 2026, subject to the retirement requirements under the Articles of Association of the Manager.

The Manager has received from Professor LEE and Dr. CHOI a written confirmation of independence in accordance with the Compliance Manual.

The Nomination Committee is responsible for, among other things, assessing the independence of INEDs and making recommendations to the Board on the re-appointments of Directors. The Nomination Committee has assessed the independence of Professor LEE and Dr. CHOI and considered whether to recommend to the Board that they be re-appointed as INEDs. Professor LEE, who is a member of the Nomination Committee, has abstained from participating in the deliberations and voting of the Nomination Committee in relation to his own independence and proposed re-appointment.

As INEDs and members of various Board committees of the Manager, Professor LEE and Dr. CHOI have demonstrated complete independence in character and judgment. They have always expressed independent views and provided valuable and objective advice and guidance at Board meetings and Board committees meetings. The Manager had also received annual confirmation from each of them regarding their independence by reference to the independence factors set out in the Compliance Manual (which are no less exacting than those set out in Rule 3.13 of the Listing Rules, to the extent that they may be applicable to REITs). The Nomination Committee believes that they will continue to bring independent and objective views on the affairs of Hui Xian REIT to the Board, so the Nomination Committee considers that their length of service has not, in any way, diminished their independence, and that they should continue to serve as INEDs.

In relation to the proposed re-appointments of Professor LEE and Dr. CHOI as INEDs, the Nomination Committee has considered that their extensive and professional experience will continue to contribute to the Board’s diversity. In particular, Professor LEE is an expert in geotechnical engineering and has served as a consultant and technical adviser to numerous energy and infrastructure projects in China and overseas, and Dr. CHOI has extensive

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## LETTER FROM THE BOARD

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experience in the financial services business, food industry, real estate development, international trade and technology. In addition, the Nomination Committee believes that Professor LEE and Dr. CHOI possess the required character, integrity, experience and knowledge of the business of Hui Xian REIT to continue fulfilling their respective roles as INEDs and their continuous service on the Board will continue to bring valuable insights and expertise to the Board. Accordingly, the Nomination Committee has recommended to the Board that Professor LEE and Dr. CHOI be re-appointed as INEDs.

Taking into account the views of the Nomination Committee referred to above (to which the Board agrees) and the recommendation of the Nomination Committee, the Board is of the view that Professor LEE and Dr. CHOI should be re-appointed for a further term of three years commencing from 4 April 2026, and that their re-appointments as INEDs are in the best interests of Hui Xian REIT and the Unitholders as a whole. Professor LEE and Dr. CHOI had each abstained from discussions in relation to his own proposed re-appointment and voting on the relevant board resolution for approving his own re-appointment. Accordingly, the Board recommends the Unitholders to vote in favour of the proposed Ordinary Resolutions approving the re-appointments of such INEDs for a further term of three years commencing from 4 April 2026 at the AGM.

Biographical details of Professor LEE and Dr. CHOI are set out in Appendix II to this circular.

### **3. ANNUAL GENERAL MEETING**

The AGM will be held at Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 23 May 2025 at 9:30 a.m., for the purposes of, among others, considering and, if thought fit, passing, with or without modifications, the Ordinary Resolutions set out in the notice of AGM, which is set out on pages N-1 to N-3 of this circular. Kindly note that no refreshments or drinks will be provided to attendees at the AGM.

#### **3.1 Restrictions on voting**

Paragraph 9.9(f) of the REIT Code provides that where a Unitholder has a material interest in the business to be contracted at a general meeting of the Unitholders, and that interest is different from the interests of all other Unitholders, such Unitholder shall be prohibited from voting.

Further, under Paragraph 3.2 of Schedule 1 to the Trust Deed, where a Unitholder has a material interest in the business to be conducted at a general meeting of Hui Xian REIT, and that interest is different from the interests of other Unitholders, such Unitholder shall be prohibited from voting its Units at, or being counted in the quorum for, the general meeting.

With respect to the proposed Ordinary Resolutions relating to the Buy-back Mandate and the re-appointment of Long-Serving INEDs, the Manager is not aware of any Unitholders that are required to abstain from voting on such Ordinary Resolutions.

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## LETTER FROM THE BOARD

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### **3.2 Closure of register of members**

For the purposes of determining the entitlements of Unitholders to vote at the AGM, the Register will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both days inclusive, during which period no transfer of Units will be effected. For those Unitholders who are not already on the Register, in order to qualify to vote at the AGM, all Unit certificates accompanied by the duly completed transfer forms 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 Monday, 19 May 2025.

You can vote at the AGM by proxy if you are a Unitholder on Friday, 23 May 2025. You will find enclosed with this circular the notice of AGM (see pages N-1 to N-3 of this circular) and a form of proxy for use for the AGM.

Please complete, sign and date the enclosed form of proxy, whether or not you are able to attend the AGM in person, in accordance with the instructions printed on the form of proxy, and return it to the Unit Registrar of Hui Xian REIT, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, 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 AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you wish.

### **3.3 Bad weather arrangements**

If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by a super typhoon is/are in force in Hong Kong in the morning of Friday, 23 May 2025, the Annual General Meeting will be automatically postponed. Unitholders will be notified of the date, time and place of the postponed meeting by an announcement to be posted on Hui Xian REIT's website ([www.huixianreit.com](http://www.huixianreit.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)).

Unitholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions at their own risk having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

## **4. GENERAL**

### **4.1 Material adverse change**

As at the Latest Practicable Date, none of the Directors was aware of any material adverse change in the financial or trading position of Hui Xian REIT since 31 December 2024 (being the date to which the latest published audited financial statements of Hui Xian REIT have been made up).

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## LETTER FROM THE BOARD

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### 4.2 Responsibility statement

The 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 in this circular misleading.

### 4.3 Language

In case of any inconsistency between the English and Chinese versions of this circular, the English version shall prevail.

Yours faithfully,

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)**

**CHEUNG LING FUNG, TOM**

*Chief Executive Officer and Executive Director of the Manager*

This is the explanatory statement as required by the SFC Repurchase Circular to provide requisite information to enable you to make an informed decision on whether to vote for or against the Ordinary Resolution to approve the grant of the Buy-back Mandate to the Manager.

**(A) ISSUED UNITS**

As at the Latest Practicable Date, 6,463,373,956 Units were in issue. Subject to the passing of the Ordinary Resolution as referred to in the Letter from the Board in this circular and as set out in the notice of AGM in respect of the Buy-back Mandate, the Manager will be allowed under the Buy-back Mandate to buy back up to 10% of the total number of Units in issue as at the date of the resolution approving the Buy-back Mandate, which, if no Units will be bought back and no additional Units will be issued prior to the AGM, would be equivalent to a maximum of 646,337,395 Units. The number of Units in issue as at the date of the passing of the resolution approving the Buy-back Mandate may be different from the number of Units in issue as at the Latest Practicable Date as a result of cancellation of Units which may be bought back after the Latest Practicable Date and before the AGM pursuant to the buy-back mandate granted by the Unitholders at the annual general meeting of Hui Xian REIT held on 24 May 2024 (if any). As at the Latest Practicable Date, the Manager had no present intention to buy back Units pursuant to the Buy-back Mandate.

**(B) REASONS FOR THE BUY-BACK**

The Manager believes that it is in the best interests of Hui Xian REIT and the Unitholders as a whole to seek the Buy-back Mandate. Unit buy-backs 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 Manager believes that such buy-back will benefit Hui Xian REIT and the Unitholders as a whole.

**(C) FUNDING OF BUY-BACKS**

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

If the Buy-back Mandate is exercised in full at any time during the proposed buy-back period, it may have a material adverse effect on the working capital and gearing position of Hui Xian REIT as compared with the position disclosed in its most recent published audited financial statements. The Manager does not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have any material adverse impact on the working capital or gearing position of Hui Xian REIT (as compared with the position disclosed in its most recent published audited financial statements).

**(D) UNIT PRICES**

The highest and lowest prices at which the Units have traded on the Stock Exchange in each of the previous twelve months were as follows:

	<b>Highest</b> <i>RMB</i>	<b>Lowest</b> <i>RMB</i>
April 2024	0.67	0.61
May 2024	0.77	0.65
June 2024	0.73	0.65
July 2024	0.68	0.61
August 2024	0.62	0.48
September 2024	0.58	0.49
October 2024	0.64	0.53
November 2024	0.57	0.54
December 2024	0.54	0.485
January 2025	0.50	0.48
February 2025	0.51	0.48
From 1 March 2025 up to the Latest Practicable Date	0.52	0.465

**(E) UNITS BOUGHT-BACK**

The Manager has not bought back any Units on behalf of Hui Xian REIT (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**(F) STATUS OF BOUGHT-BACK UNITS**

The listing of all Units which are bought back by the Manager pursuant to the Buy-back Mandate shall be automatically cancelled upon purchase. The 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 buy-back.

**(G) DIRECTORS' UNDERTAKING**

The Directors have undertaken to the SFC that when the Manager exercises the power to buy back Units pursuant to the Buy-back Mandate, it will exercise the power in accordance with the provisions of the Trust Deed, the laws of Hong Kong, the Takeovers Code, the REIT Code and the guidelines issued by the SFC from time to time.

Neither the contents of this Appendix nor the Buy-back Mandate has any unusual features.

**(H) DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates (as defined in the REIT Code), have any present intention to sell to the Manager on behalf of Hui Xian REIT any of the Units if the Buy-back Mandate is approved at the AGM.

As at the Latest Practicable Date, no connected person (as defined in the REIT Code) of Hui Xian REIT had notified the Manager that he/she/it had a present intention to sell any Units nor had such connected person (as defined in the REIT Code) undertaken not to sell any of the Units held by him/her/it to the Manager on behalf of Hui Xian REIT in the event that the Buy-back Mandate is granted.

**(I) TRUSTEE'S OPINION AND CONSENT**

Based on the information provided by the Manager, the Trustee has confirmed that, in its opinion, (a) the granting of the Buy-back Mandate complies with the requirements in the Trust Deed, and (b) subject to the Unitholders' approval, the Trustee does not have any objection to the Manager to proceed with the buy-backs of Units pursuant to the proposed Buy-back 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 of the merits of the proposed Buy-back 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 proposed Buy-back Mandate and buy-back of Units which may be made thereunder, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code. Accordingly, the Trustee urges all Unitholders, including those who are in any doubt as to the merits or impact of the proposed Buy-back Mandate and buy-back of Units, to seek their own financial or other professional advice.

**(J) RULE 10.06 OF THE LISTING RULES**

Hui Xian REIT shall comply with the restrictions and notification requirements applicable to listed companies purchasing their own shares on the Stock Exchange 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.

**(K) DIRECTORS' RECOMMENDATION**

The Directors are of the opinion that the granting of the Buy-back Mandate is in the interests of Hui Xian REIT and the Unitholders as a whole and accordingly recommend the Unitholders to vote in favour of the Ordinary Resolution approving the Buy-back Mandate to be proposed at the AGM.



**(L) EFFECT OF TAKEOVERS CODE**

If, on exercise of the power to buy back Units pursuant to the Buy-back Mandate, a Unitholder's proportionate interest in the voting rights of Hui Xian REIT increases, pursuant to Rule 6 of the Code on Share Buy-backs issued by the SFC and Rule 32 of the Takeovers Code, such increase will be treated as an acquisition of voting rights for purposes of the Takeovers Code. As a result, a Unitholder, or group of Unitholders acting in concert, could obtain or consolidate control of Hui Xian REIT and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, unless a waiver is available.

As at the Latest Practicable Date and so far as the Manager is aware, Noblecrown Investment Limited ("**Noblecrown**"), directly held 1,091,083,328 Units (representing approximately 16.88% of the Units then in issue). As at the same date and so far as the Manager is aware, Noblecrown together with certain parties which are acting in concert with it (including the Manager) held a total of approximately 34.96% of the Units then in issue.

Further, as at the Latest Practicable Date, the Manager (in its own capacity) held 67,140,174 Units (representing approximately 1.04% of the Units in issue).

Should the Buy-back Mandate be exercised in full, assuming that the number of Units currently held by Noblecrown and those parties which are acting in concert with it (including the Manager) remain unchanged, based on 6,463,373,956 Units in issue as at the Latest Practicable Date, the aggregate percentage unitholding of such group would be increased to approximately 38.84% and such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In any event, the Manager does not intend to exercise the Buy-back Mandate to such extent as to give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

As Professor LEE Chack Fan and Dr. CHOI Koon Shum, Jonathan are Long-serving INEDs, in accordance with FAQ19 of the Frequently Asked Questions related to REITs issued by the SFC and the Compliance Manual, each of their further appointments as INEDs should be subject to a separate resolution to be approved by Unitholders. Their biographical details are set out below to enable the Unitholders to make an informed decision on their re-appointments.

**LEE Chack Fan**, aged 79, has been an INED since 4 April 2011. He is currently a member of the Audit Committee, the Disclosures Committee and the Nomination Committee of the Board. He is an Academician of Chinese Academy of Engineering and was appointed as the member of the Board of Governor of the Chu Hai College of Higher Education on 1 July 2015. Professor LEE has been appointed as an independent non-executive director of Regal Partners Holdings Limited (formerly known as Morris Home Holdings Limited) with effect from 9 November 2022. He was a non-executive director of Zhaobangji Lifestyle Holdings Limited (formerly known as Zhaobangji Properties Holdings Limited) up to 30 December 2022 and an independent non-executive director of South Shore Holdings Limited (delisted in 2023 and formerly known as The 13 Holdings Limited) up to 18 May 2021. Professor LEE was also an independent non-executive director of 8088 Investment Holdings Limited (delisted in 2022 and formerly known as AID Life Science Holdings Limited) up to 14 August 2017.

Professor LEE is an internationally renowned expert in geotechnical engineering. He served as a consultant and technical adviser to numerous energy and infrastructure projects in China and overseas, including the construction of the Three Gorges Dam of the Yangtze River. He worked for Ontario Hydro in Canada for more than 20 years. He joined the University of Hong Kong in 1994 as a professor of the Department of Civil Engineering, and successively as chair professor of geotechnical engineering, pro-vice-chancellor (vice-president) and director of the School of Professional and Continuing Education. He has also served as a specialist consultant or an advisor to many international bodies such as the United Nations Development Plan, World Bank and Asian Development Bank on numerous energy and infrastructure projects in many parts of the world.

Professor LEE is currently the Chairman of Jao Tsung-I Academy, Director of Jao Tsung-I Petite Ecole, University of Hong Kong, the President of the Fu Hui Charity Foundation. Professor LEE was a Chairman of the Hong Kong Institute for Promotion of Chinese Culture, the Harbourfront Enhancement Committee, the Council of the Lord Wilson Heritage Trust, and the Veterinary Surgeons Board. He previously also served as a member of Board of the West Kowloon Cultural District Authority, the Commission on Strategic Development and the Cultural and Heritage Commission, as well as the Vice-Chairman of the Board of the Hong Kong Palace Museum.

Professor LEE's eminent achievement in civil engineering has been highly recognised. He was awarded the K Y Lo Medal in 2001 by the Engineering Institute of Canada and was elected the Academician of the Chinese Academy of Engineering in 2003 in recognition of his contributions to the engineering profession. He was appointed as Justice of the Peace by the Hong Kong Government in 2003 and was awarded the Silver Bauhinia Star, Gold Bauhinia Star and Grand Bauhinia in 2005, 2013 and 2024 respectively.

Professor LEE graduated from The University of Hong Kong with a Bachelor's degree in Civil Engineering and received his Master's degree from The University of Hong Kong and a Doctor of Philosophy degree from The University of Western Ontario, Canada, in the field of geotechnical engineering.

Save as disclosed above, Professor LEE has not held any other directorships in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Professor LEE does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Manager.

Professor LEE has entered into a service agreement with the Manager and has been appointed for a specific term expiring on 3 April 2026. All remuneration payable to Professor LEE is paid and borne by the Manager out of its own resources. Professor LEE is subject to rotation requirements in accordance with the Compliance Manual and the Articles of Association of the Manager.

As at the Latest Practicable Date, Professor LEE was not interested in any Units within the meaning of the provisions of Part XV of the SFO which are deemed to apply to the Directors.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Unitholders and there is no information of Professor LEE required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, as if they were applicable to REITs.

**CHOI Koon Shum, Jonathan**, aged 67, has been an INED since 4 April 2011. He is currently a member of the Audit Committee and the Designated (Finance) Committee of the Board. He is Chairman of the Sun Wah Group, Chairman of Sunwah International Limited, Sunwah Kingsway Capital Holdings Limited (Hong Kong-listed) and Vietnam VinaCapital. He is also independent non-executive director of BOC Hong Kong (Holdings) Limited (Hong Kong-listed) and Bank of China (Hong Kong) Limited. Dr. CHOI has extensive experience in food industry, real estate development, international trade as well as technology and finance related business.

Dr. CHOI is a Standing Committee member of the National Committee of the Chinese People's Political Consultative Conference of the PRC. He was awarded the Grand Bauhinia Medal, the highest honor in the Hong Kong SAR Award and Recognition System. He also holds a number of public positions including Chairman of the Hong Kong Chinese General Chamber of Commerce in Hong Kong, Chairman of Guangdong-HK-Macao Bay Area Entrepreneurs Alliance, Member of the Chief Executive's Council of advisers of Hong Kong SAR Government, Chairman of the Hong Kong Chamber of Commerce (Qianhai), Economic Advisor to the President of the Chinese Academy of Sciences, Founding Patron and Senior Advisor to the President of the Academy of Sciences of Hong Kong, Vice-Chairman of the China Overseas Friendship Association, Council Member of the Hong Kong Trade Development Council, Founding Chairman of the Hong Kong-Vietnam Chamber of Commerce, Founding Chairman of the Hong Kong-Korea Business Council, Chairman of the China Hong Kong Israel Technology Cooperation and Promotion Center and Chairman of the

US-China Center for Research on Educational Excellence of the Michigan State University. Dr. CHOI is a Court or Council Member of a number of universities including the Fudan University, the Nanjing University and the Hong Kong Polytechnic University.

Dr. CHOI was conferred the Honorary Doctor of Humanities by the Michigan State University in the United States in 2005. He became a University Fellow of The Hong Kong Polytechnic University in 2007. He was also conferred Honorary Professor by The University of Glamorgan in the United Kingdom in 2009, Honorary Doctor of Social Sciences by the Lingnan University in Hong Kong in 2011, Honorary Doctor of the Vietnam National University, Hanoi, in 2013, Honorary Doctor of Business Administration by De Montfort University in United Kingdom in 2014, Honorary Doctor of Laws by The University of Alberta in 2015, Honorary Doctor of Business Administration by Hong Kong Metropolitan University (formerly the Open University of Hong Kong) in 2020 and Honorary Doctor of International Business Management by Cambodia National University of Management in 2022.

Save as disclosed above, Dr. CHOI has not held any other directorships in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Dr. CHOI does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Manager.

Dr. CHOI has entered into a service agreement with the Manager and has been appointed for a specific term expiring on 3 April 2026. All remuneration payable to Dr. CHOI is paid and borne by the Manager out of its own resources. Dr. CHOI is subject to rotation requirements in accordance with the Compliance Manual and the Articles of Association of the Manager.

As at the Latest Practicable Date, Dr. CHOI was not interested in any Units within the meaning of the provisions of Part XV of the SFO which are deemed to apply to the Directors.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Unitholders and there is no information of Dr. CHOI required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, as if they were applicable to REITs.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the unitholders (the “Unitholders”) of Hui Xian Real Estate Investment Trust (“**Hui Xian REIT**”) will be held at Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 23 May 2025 at 9:30 a.m. for the following purposes:

- (A) To note the audited consolidated financial statements of Hui Xian REIT together with the Independent Auditor’s Report for the year ended 31 December 2024;
- (B) To note the appointment of the Auditor of Hui Xian REIT and the fixing of its remuneration;
- (C) To consider and, if thought fit, pass, with or without modification, the following resolutions as Ordinary Resolutions:

#### ORDINARY RESOLUTIONS

- (1) “**THAT** a mandate to purchase units in Hui Xian REIT (the “Units”) be given to Hui Xian Asset Management Limited, as the manager of Hui Xian Real Estate Investment Trust (“**Hui Xian REIT**”) (the “Manager”):
  - (a) subject to the “Circular to Management Companies of SFC-authorized Real Estate Investment Trusts – On-market Unit Repurchases by SFC-authorized REITs” issued by the Securities and Futures Commission of Hong Kong (the “SFC”) on 31 January 2008 and paragraph (b) below, the exercise by the Manager during the Relevant Period (as defined in paragraph (c) below) of all powers of the Manager to purchase Units on The Stock Exchange of Hong Kong Limited in accordance with the trust deed constituting Hui Xian REIT dated 1 April 2011 (as amended, modified or supplemented from time to time) (the “Trust Deed”), the Code on Real Estate Investment Trusts (the “REIT Code”), the applicable provisions of The Codes on Takeovers and Mergers and Share Buy-backs, the guidelines issued by the SFC from time to time, applicable rules and regulations and the laws of Hong Kong, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate number of Units which may be purchased or agreed to be purchased by the Manager pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of Units in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above 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 the unitholders of Hui Xian REIT following the passing of this resolution;
  - (ii) the expiration of the period within which the next annual general meeting as referred to in (i) above is required to be held under the Trust Deed, the REIT Code or any applicable laws; and
  - (iii) the revocation or variation of the authority given to the Manager under this resolution by an Ordinary Resolution passed at a general meeting of the unitholders of Hui Xian REIT.”
- (2) “**THAT** Professor LEE Chack Fan be re-appointed as an independent non-executive director of the Manager commencing from 4 April 2026.”
- (3) “**THAT** Dr. CHOI Koon Shum, Jonathan be re-appointed as an independent non-executive director of the Manager commencing from 4 April 2026.”

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)**  
**CHEUNG LING FUNG, TOM**  
*Chief Executive Officer and Executive Director of the Manager*

Hong Kong, 9 April 2025

*Notes:*

1. Unless otherwise defined in this notice or the context requires otherwise, terms defined in the circular of Hui Xian REIT dated 9 April 2025 to the Unitholders (the “**Circular**”) shall have the same meanings when used in this notice.
2. A Unitholder entitled to attend and vote at a general meeting of Unitholders (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 general 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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 in accordance with its constitutional documents. The person appointed to act as proxy or corporate representative needs not be a Unitholder. Delivery of an instrument appointing a proxy shall not preclude the Unitholders 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. The voting of the above Ordinary Resolutions at the AGM 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 proxy shall have one vote for every Unit of which he is the 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 the Unit Registrar of Hui Xian REIT, 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 the holding of the meeting or any adjourned meeting (as the case may be).
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. The Register of Unitholders of Hui Xian REIT will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both days inclusive, during which period no transfer of Units will be effected. In order to qualify for voting at the Annual General Meeting, 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 Monday, 19 May 2025.
6. Kindly note that no refreshments or drinks will be provided to attendees at the AGM.
7. **BAD WEATHER ARRANGEMENTS**

If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by a super typhoon is/are in force in Hong Kong in the morning of Friday, 23 May 2025, the Annual General Meeting will be automatically postponed. Unitholders will be notified of the date, time and place of the postponed meeting by an announcement to be posted on Hui Xian REIT's website ([www.huixianreit.com](http://www.huixianreit.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)).

Unitholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions at their own risk having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

*As at the date of this notice, the Directors of the Manager are Mr. KAM Hing Lam (Chairman and non-executive Director); Mr. CHEUNG Ling Fung, Tom, Mr. LEE Chi Kin, Casey and Ms. LAI Wai Yin, Agnes (executive Directors); Mr. IP Tak Chuen, Edmond and Mr. LIM Hwee Chiang (non-executive Directors); and Professor LEE Chack Fan, Dr. CHOI Koon Shum, Jonathan, Mr. YIN Ke and Mr. WU Ting Yuk, Anthony (independent non-executive Directors).*