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If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution licensed to deal in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your units in Champion 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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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

CIRCULAR TO UNITHOLDERS IN RELATION TO (1) GENERAL MANDATE TO BUY-BACK UNITS, (2) RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND (3) NOTICE OF 2021 ANNUAL GENERAL MEETING

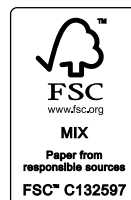
A letter from the board is set out on pages 4 to 10 of this circular.

A notice convening the 2021 annual general meeting (“**2021 AGM**”) of Champion REIT to be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 20 May 2021 at 4:00pm is set out on pages N1 to N4 of this circular.

Whether or not you are able to attend and vote at the 2021 AGM in person, please complete and return the accompanying form of proxy to the registered office of the REIT Manager at Suite 3008, 30th Floor, Great Eagle Centre, 23 Harbour Road, 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 2021 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM or any adjournment thereof should you so wish.

SPECIAL ARRANGEMENTS FOR 2021 AGM

To protect the attending Unitholders, staff and stakeholders from the risk of infection of COVID-19, Champion REIT will implement certain precautionary and control measures at the 2021 AGM against the pandemic. Please refer to the section “Special Arrangements for 2021 AGM” of this Circular.



19 March 2021

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SPECIAL ARRANGEMENTS FOR 2021 AGM

Maintaining social distancing is key to control the spread of COVID-19 in Hong Kong. Champion REIT strongly encourages Unitholders to participate by voting by proxy in advance of the 2021 AGM.

All resolutions proposed at the 2021 AGM will be decided on a poll. Unitholders are encouraged to exercise their rights by appointing the Chairman of the 2021 AGM as their proxy to vote on the proposed resolutions at the 2021 AGM instead of attending the 2021 AGM in person. Physical attendance is not necessary for the purpose of exercising rights of Unitholders.

Completion and return of the form of proxy will not preclude Unitholders from attending and voting in person at the 2021 AGM or any adjournment thereof should they so wish.

Non-registered Unitholders whose Units are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

Unitholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the 2021 AGM as their proxy.

To protect the attending Unitholders, staff and stakeholders from the risk of infection of COVID-19, Champion REIT will implement the following precautionary and control measures at the 2021 AGM against the pandemic:

- (i) Compulsory body temperature check
- (ii) Compulsory wearing of surgical facial masks
- (iii) Mandatory health declaration
- (iv) Maintaining a safe distance between seats
- (v) No provision of refreshment or beverages
- (vi) No distribution of coupons for subsequent consumption

Should anyone seeking to attend the 2021 AGM decline to submit to these requirements or be found to be suffering from a fever (i.e. having a body temperature of over 37.5 degrees Celsius) or otherwise unwell, Champion REIT reserves the right to refuse such person's admission to the 2021 AGM.

Subject to the development of COVID-19, Champion REIT may change the 2021 AGM arrangements at short notice and may issue further announcement as appropriate. Unitholders should check the website of Champion REIT (www.ChampionReit.com) for updates on the latest arrangement of the 2021 AGM.

Champion REIT believes that these measures are necessary and appropriate in light of the current pandemic. If any Unitholder has any question relating to the 2021 AGM, please contact the unit registrar of Champion REIT, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Online enquiry: https://www.computershare.com/hk/en/online_feedback).

CORPORATE INFORMATION

Champion REIT	Champion Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO subject to applicable conditions from time to time, or Champion Real Estate Investment Trust and the entities controlled by it, as the context requires
REIT Manager	Eagle Asset Management (CP) Limited Suite 3008, 30th Floor, Great Eagle Centre 23 Harbour Road Wanchai Hong Kong
Directors of the REIT Manager	
<i>Non-executive Directors</i>	Dr Lo Ka Shui (<i>Chairman</i>) Mr Ip Yuk Keung, Albert Ms Wong Mei Ling, Marina
<i>Executive Director</i>	Ms Wong Ka Ki, Ada (<i>Chief Executive Officer</i>)
<i>Independent Non-executive Directors</i>	Mr Cheng Wai Chee, Christopher Mr Ho Shut Kan Mr Shek Lai Him, Abraham
Trustee	HSBC Institutional Trust Services (Asia) Limited 1 Queen's Road Central Hong Kong
Unit Registrar	Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

DEFINITIONS

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

2021 AGM	the AGM to be convened on Thursday, 20 May 2021 at 4:00pm, notice of which is set out on pages N1 to N4 of this circular
AGM	annual general meeting of Champion REIT
Board	the board of Directors
Buy-back Mandate	a general and unconditional mandate proposed to be granted to the REIT Manager to enable it to buy-back such number of Units representing not more than 10 per cent. of the aggregate number of Units in issue as at the date of passing the relevant resolution as set out in the notice of 2021 AGM and on the terms and subject to the conditions set out in the Explanatory Statement
Champion REIT	Champion Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO subject to applicable conditions from time to time, or Champion Real Estate Investment Trust and the entities controlled by it, as the context requires
Connected Person	has the meaning ascribed to it in the Trust Deed
COVID-19	the coronavirus disease 2019
Directors	the directors of the REIT Manager
Great Eagle Group	Great Eagle Holdings Limited and its subsidiaries
Hong Kong or HKSAR	Hong Kong Special Administrative Region of the People's Republic of China
Latest Practicable Date	12 March 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange, as the same may be modified, amended, supplemented, revised or replaced from time to time
Ordinary Resolution(s)	a resolution of Unitholders passed by a simple majority of the votes of those present, whether in person or by proxy, and entitled to vote, where the votes shall be taken by way of poll, but with a quorum of two or more Unitholders holding at least 10% of the Units in issue

DEFINITIONS

REIT(s)	Real Estate Investment Trust(s)
REIT Code	the Code on Real Estate Investment Trusts issued by the SFC as amended, supplemented and/or otherwise modified from time to time
REIT Manager	Eagle Asset Management (CP) Limited, as the manager of Champion REIT
SFC	the Securities and Futures Commission of Hong Kong
SFC Repurchase Circular	the circular issued by the SFC dated 31 January 2008 regarding “On-market Unit Repurchases by SFC-authorized REITs”
SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
Stock Exchange	The Stock Exchange of Hong Kong Limited
Takeovers Code	the Codes on Takeovers and Mergers and Share Buy-backs
Trust Deed	the deed of trust constituting Champion REIT dated 26 April 2006 entered into between the Trustee and the REIT Manager, as amended by a first supplemental deed dated 5 December 2006, a second supplemental deed dated 4 February 2008, a third supplemental deed dated 9 March 2009, a fourth supplemental deed dated 23 July 2010, a fifth supplemental deed dated 13 March 2012, a sixth supplemental deed dated 23 January 2015 and the seventh supplemental deed dated 1 June 2017 as the same may be supplemented or amended from time to time
Trustee	HSBC Institutional Trust Services (Asia) Limited, in its capacity as trustee of Champion REIT. All references to the Trustee in this circular are, as the context may require, to the Trustee acting on behalf of Champion REIT and on the instruction of the REIT Manager
Unit(s)	one undivided unit in Champion REIT
Unitholder(s)	any person registered as holding a Unit

LETTER FROM THE BOARD

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

Directors of the REIT Manager:

Non-executive Directors:

Dr Lo Ka Shui (Chairman)
Mr Ip Yuk Keung, Albert
Ms Wong Mei Ling, Marina

Executive Director:

Ms Wong Ka Ki, Ada (Chief Executive Officer)

Independent Non-executive Directors:

Mr Cheng Wai Chee, Christopher
Mr Ho Shut Kan
Mr Shek Lai Him, Abraham

Registered Office of the REIT Manager:

Suite 3008, 30th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

19 March 2021

To: Unitholders of Champion REIT

Dear Sir/Madam,

**CIRCULAR TO UNITHOLDERS IN RELATION TO
(1) GENERAL MANDATE TO BUY-BACK UNITS,
(2) RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
(3) NOTICE OF 2021 ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide Unitholders with information regarding (i) the proposed general mandate to the REIT Manager to buy-back Units on the Stock Exchange on behalf of Champion REIT pursuant to the SFC Repurchase Circular and subject to the terms and conditions set out in section B(1); and (ii) the proposed re-election of Mr Ho Shut Kan and Mr Shek Lai Him, Abraham as Independent Non-executive Directors of the REIT Manager.

LETTER FROM THE BOARD

The 2021 AGM of Unitholders of Champion REIT will be held on Thursday, 20 May 2021 and the notice of which is set out on pages N1 to N4 of this circular. The REIT Manager proposes to seek Unitholders' approval at the 2021 AGM (i) to grant the proposed Buy-back Mandate; and (ii) the proposed re-election of Independent Non-executive Directors.

B. GENERAL MANDATE TO BUY-BACK UNITS

(1) Proposed Buy-back Mandate

At the annual general meeting of Unitholders of Champion REIT held on 28 May 2020, an Ordinary Resolution was passed to grant the Buy-back Mandate to the REIT Manager to exercise powers to buy-back Units in Champion REIT on behalf of Champion REIT on the Stock Exchange of up to 10% of the aggregate number of issued Units as at 28 May 2020. The Buy-back Mandate granted on 28 May 2020 will lapse at the conclusion of the 2021 AGM. The REIT Manager proposes to seek Unitholders' approval at the 2021 AGM to grant the proposed Buy-back Mandate.

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

- (a) the conclusion of the next annual general meeting of Champion 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;
- (b) the expiration of the period within which the meeting referred to in (a) above is required to be held under the Trust Deed, the REIT Code or any applicable laws; and
- (c) its revocation or variation by an Ordinary Resolution of the Unitholders at a general meeting of the Unitholders.

Champion REIT shall comply with the restrictions and notification requirements applicable to listed companies buying back 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 shares bought back.

LETTER FROM THE BOARD

(2) Explanatory Statement

In accordance with the SFC Repurchase Circular, an Explanatory Statement is set out in the Appendix I to this circular, which contains further information on the Buy-back Mandate and sets out the terms and conditions on which the REIT 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 Champion REIT.

(3) Approval Required

Pursuant to the SFC Repurchase Circular, the REIT Manager proposes to seek Unitholders' approval by way of an Ordinary Resolution at the 2021 AGM to grant a general mandate to the REIT Manager to buy-back Units on the Stock Exchange on behalf of Champion REIT.

Pursuant to Paragraph 3.3 of Schedule 1 to the Trust Deed, at any general meeting of Unitholders, a resolution put to the meeting shall be decided on a poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be decided by a show of hands). The Ordinary Resolution relating to the Buy-back Mandate will be decided on a poll at the 2021 AGM.

With respect to the Ordinary Resolution relating to the Buy-back Mandate, any Unitholder who has a material interest in such resolution and that interest is different from that of all other Unitholders shall abstain from voting in respect of such resolution. As at the Latest Practicable Date, the REIT Manager is unaware of any Unitholders who are required to abstain from voting in respect of such Ordinary Resolution.

The Board is of the opinion that the Buy-back Mandate is in the interests of Champion REIT and the Unitholders as a whole and accordingly recommend the Unitholders to vote in favour of the Ordinary Resolution relating to the Buy-back Mandate to be proposed at the 2021 AGM.

(4) Trustee's Confirmation and Consent

The Trustee has confirmed that, in its opinion, (i) the Buy-back Mandate complies with the requirements in the Trust Deed and, (ii) subject to Unitholders' approval, the Trustee does not have any objections to buy-backs being made pursuant to the 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 as to the merits of any buy-backs pursuant to the 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 Buy-back Mandate, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code. Accordingly, Unitholders who are in any doubt as to merits or impact of the Buy-back Mandate should seek their own financial or other professional advice.

LETTER FROM THE BOARD

C. RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with the Articles of Association of the REIT Manager, Mr Ho Shut Kan (“Mr Ho”) and Mr Shek Lai Him, Abraham (“Mr Shek”) shall, among other directors, retire from office of the REIT Manager by rotation at the 2021 Annual General Meeting of the REIT Manager and, being eligible, offer themselves for re-election. The biographical details of Mr Ho and Mr Shek are set out in Appendix II to this Circular.

Mr Ho was appointed as a Non-executive Director of the REIT Manager since 2007 and re-designated as an Independent Non-executive Director in January 2017. Mr Shek was appointed as an Independent Non-executive Director since 2006. Both Mr Ho and Mr Shek have served on the Board for more than nine years. In accordance with the Articles of Association of the REIT Manager, the re-election of Mr Ho and Mr Shek as Independent Non-executive Directors of the REIT Manager shall be subject to the approval of the Unitholders at the 2021 AGM of Champion REIT by way of Ordinary Resolution as they have served on the Board for more than nine years.

The Nomination Committee adopted a nomination policy of the REIT Manager which sets out, inter alia, the selection criteria and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors of the REIT Manager. In accordance with the REIT Manager’s Compliance Manual, the Nomination Committee is delegated by the Board to shortlist any and all candidates of high integrity who possess the qualifications, qualities, skills, experience and independence to effectively represent the best interests of all the Unitholders.

Mr Ho’s and Mr Shek’s independence have been reviewed by the Nomination Committee and they have also submitted annual confirmation to the REIT Manager on their fulfillment of the independence guidelines set out in rule 3.13 of the Listing Rules as if the rule is applicable to the REITs for assessing the independence of Independent Non-executive Directors. The Board is fully satisfied that they demonstrate complete independence in character and judgment both in their designated roles and as Board members and are of the opinion that they continue to bring independent views of Champion REIT’s affairs to the Board notwithstanding their length of service.

In addition, the Board is of the view that both of them have strong experience in corporate governance and are familiar with management of listed public companies in Hong Kong. They have demonstrated their good understanding of the culture and control environment of the REIT Manager and have the ability to continually provide constructive challenge for management and other Directors and to express their independent views to facilitate the decision-making process of the Board. During the financial year ended 31 December 2020, both Mr Ho and Mr Shek have participated in all Board meetings to give impartial advice and exercise independent judgement and served on various Board committees but have never engaged in any executive management.

LETTER FROM THE BOARD

Besides, in accordance with the requirements of the Articles of Association of the REIT Manager, each of the Directors has to disclose his/her interest, if any, in the matters to be considered at the Board meetings. A Director shall abstain from voting in respect of any transaction, contract or arrangement in which he/she is interested.

In view of the aforesaid factors, the Board considers that both of Mr Ho and Mr Shek remain independent of management and free of any relationship which could materially interfere with the exercise of their independent judgement.

Mr Ho has contributed objectively in advising and giving independent guidance to the Board in his capacity as a member of the Audit Committee and the Chairman of the Nomination Committee of the REIT Manager. He also has observed the high standards of corporate governance with his experience and expertise in the property sector. The Board believes this could enable him to be more capable of contributing to the strategic decision process of the Board.

Mr Shek is a member of the Legislative Council for the HKSAR representing the real estate and construction functional constituency since 2000. He also has multiple directorships. The Board believes that Mr Shek has the requisite perspectives, skills, wealth of experience and unique background in real estate development and investment of properties that would enhance the diversity of the Board as a whole. The unique background of Mr Shek can enable him to have more exposure to certain tasks and procedures, which can be implemented in the trust to provide effective monitoring.

In consideration of the background, specific knowledge and experiences of Mr Ho and Mr Shek as mentioned above, the Board believes that they both could bring in invaluable insight and their in-depth knowledge of the trust's business and their extensive experience and expertise continue to provide invaluable contribution and diversity to the Board.

As at the Latest Practicable Date, Mr Shek is holding more than seven listed company directorships as independent non-executive directors. He has provided written confirmation to the REIT Manager on the sufficiency of his time spent and attention to the affairs of Champion REIT on an annual basis. According to the attendance records, during the last 14 years since his appointment, Mr Shek has maintained an excellent attendance rate of 100% of all the Board meetings and Board committee meetings which Mr Shek was eligible to attend. The Board believes that Mr Shek is able to devote sufficient time and attention to the affairs of Champion REIT.

Taking into account of the above, the Board considers that each of Mr Ho and Mr Shek is still independent and should be re-elected at the 2021 AGM and their re-election as Independent Non-executive Directors are in the best interests of Champion REIT and the Unitholders as a whole.

LETTER FROM THE BOARD

Pursuant to 9.9(f) of the REIT Code, holders shall be prohibited from voting their own units at, or counted in the quorum for, a meeting at which they have a material interest in the business to be contracted and that interest is different from the interests of all other holders. As at the Latest Practicable Date, to the best of the REIT Manager's knowledge, information and belief, after having made reasonable enquiries, the REIT Manager takes the view that, no Unitholder is required to abstain from voting at the 2021 AGM in respect of the resolutions of re-election of the Independent Non-executive Directors.

The re-election of the retiring Directors will be individually voted on by the Unitholders.

D. 2021 ANNUAL GENERAL MEETING

(1) Date and Venue

The 2021 AGM will be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 20 May 2021 at 4:00pm, for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions set out in the notice of 2021 AGM contained on pages N1 to N4 of this circular.

(2) Closure of the Register of Unitholders

For the purposes of determining the Unitholders' entitlements to attend and vote at the 2021 AGM, the Register of Unitholders will be closed from Friday, 14 May 2021 to Thursday, 20 May 2021, 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 2021 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 4:30pm on Thursday, 13 May 2021.

(3) Action to be taken by the Unitholders

Your vote is very important. Accordingly, please complete, sign and date the enclosed form of proxy, whether or not you are able to attend and vote at the 2021 AGM in person, in accordance with the instructions printed on the form of proxy, and return it to the registered office of the REIT Manager at Suite 3008, 30th Floor, Great Eagle Centre, 23 Harbour Road, 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 2021 AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

E. RESPONSIBILITY STATEMENT

The REIT 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 herein misleading.

Yours faithfully,
By Order of the Board
Eagle Asset Management (CP) Limited
(as manager of Champion Real Estate Investment Trust)
Lo Ka Shui
Chairman

This appendix serves as an Explanatory Statement as required by the SFC Repurchase Circular to provide Unitholders with relevant information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Buy-back Mandate to the REIT Manager.

A. ISSUED UNITS

As at the Latest Practicable Date, 5,921,451,723 Units have been issued. Subject to the passing of the proposed resolution for the grant of the Buy-back Mandate, the REIT Manager will be allowed to buy-back 10% of the number of Units issued as at the date of passing the resolution approving the grant of the Buy-back Mandate. On the basis that no Unit will be issued prior to the date of the 2021 AGM, the REIT Manager will be allowed under the Buy-back Mandate to buy-back a maximum of 592,145,172 Units.

B. REASONS FOR THE BUY-BACK

Although the REIT Manager has no present intention of buying back the Units, it believes that it is in the best interests of Champion REIT and the Unitholders as a whole to seek a Buy-back Mandate from the Unitholders to enable Champion REIT to make on-market buy-backs of Units. Furthermore, it allows a higher flexibility for the REIT Manager to exercise the Buy-back Mandate granted by the Unitholders without seeking subsequent approval from the Unitholders during the proposed buy-back period even though the Buy-back Mandate granted may not be exercised in full before the above mentioned period. 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 REIT Manager believes that such buy-back will benefit Champion REIT and the Unitholders as a whole.

C. FUNDING FOR THE BUY-BACK

For the purposes of any buy-backs, the REIT Manager will only use funds legally available for such purposes in accordance with the Trust Deed, the REIT Code and 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 or gearing position of Champion REIT as compared with the position disclosed in its most recent published audited accounts. The REIT 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 Champion REIT as compared with the position disclosed in its most recent published audited accounts.

D. UNIT PRICES

The highest and lowest prices at which the Units have traded on the Stock Exchange in each of the 12 months prior to and the period up to the Latest Practicable Date were as follows:

	Unit prices	
	Highest HK\$	Lowest HK\$
March 2020	4.83	3.92
April 2020	4.79	4.38
May 2020	4.57	3.49
June 2020	4.24	3.51
July 2020	4.40	3.83
August 2020	4.19	3.96
September 2020	4.16	3.74
October 2020	4.00	3.75
November 2020	4.64	3.76
December 2020	4.62	4.30
January 2021	4.69	4.38
February 2021	4.85	4.30
March 2021 ^(Note)	4.65	4.31

Note: Up to the Latest Practicable Date

E. UNITS BOUGHT BACK

Champion REIT has not bought back any Units pursuant to the Buy-back Mandate (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

F. STATUS OF UNITS BOUGHT BACK

The listing of all Units which are bought back by the REIT Manager shall be automatically cancelled upon buy-back. The REIT Manager will ensure that the documents of title of the Units bought back 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, so far as the same may be applicable, they will exercise the power of the REIT Manager to make buy-backs of the Units pursuant to the proposed Buy-back Mandate, the Trust Deed, the Listing Rules (as if they were applicable to the REITs), the terms and conditions set out in this Explanatory Statement, the applicable laws of Hong Kong, the REIT Code and the guidelines issued by the SFC from time to time.

H. INTENTION TO SELL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to Champion REIT any of the Units if the Buy-back Mandate is approved at the 2021 AGM.

As at the Latest Practicable Date, no Connected Person of Champion REIT has notified the REIT Manager that he/she/it has a present intention to sell any Units nor has any such Connected Person undertaken not to sell any of the Units held by him/her/it to Champion REIT in the event that the Buy-back Mandate is granted.

I. TRUSTEE'S CONFIRMATION AND CONSENT

The Trustee has confirmed that, in its opinion, (i) the Buy-back Mandate complies with the requirements in the Trust Deed and, (ii) subject to Unitholders' approval, the Trustee does not have any objections to buy-backs being made pursuant to the 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 as to the merits of any buy-backs pursuant to the 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 Buy-back Mandate, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code. Accordingly, Unitholders who are in any doubt as to merits or impact of the Buy-back Mandate should seek their own financial or other professional advice.

J. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Buy-back Mandate is in the interests of Champion REIT and the Unitholders as a whole and accordingly recommend the Unitholders to vote in favour of the Ordinary Resolution relating to the Buy-back Mandate to be proposed at the 2021 AGM.

K. RESPONSIBILITY STATEMENT

The REIT Manager and the Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Explanatory Statement 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 herein misleading.

L. RULE 10.06 OF THE LISTING RULES

Champion REIT shall comply with the restrictions and notification requirements applicable to listed companies buying back 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 the REITs. These include, but are not limited to, the dealing restrictions, the restrictions on subsequent issues, the reporting requirements and status of shares bought back.

M. 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 Champion REIT increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As at the Latest Practicable Date and so far as the REIT Manager is aware, the REIT Manager and Great Eagle Group are holding 3,986,035,487 Units representing approximately 67.32% of the Units in issue.

Assuming that the present unitholding of the REIT Manager and Great Eagle Group as disclosed in this circular remains unchanged, should the Buy-back Mandate be exercised in full, the percentage unitholding of the REIT Manager and Great Eagle Group would be increased from approximately 67.32% to approximately 74.79%. The REIT Manager anticipates that such proportionate increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

In accordance with the Articles of Association of the REIT Manager, Mr Ho Shut Kan and Mr Shek Lai Him, Abraham will offer themselves for re-election as Independent Non-executive Directors of the REIT Manager at the 2021 AGM. Their biographical details are set out below to enable Unitholders to make an informed decision on their re-election.

1. **HO Shut Kan**, aged 72, has been a Director of the REIT Manager since 2007. He is a member of the Audit Committee and the Chairman of the Nomination Committee of the REIT Manager. He was a Non-executive Director of the REIT Manager prior to his re-designation as an Independent Non-executive Director of the REIT Manager in January 2017. He has over 40 years of experience in the property sector. During the past three years, Mr Ho was an Executive Director and the Chief Executive Officer of Kerry Properties Limited (listed in Hong Kong) and a Director of Shang Properties, Inc. (listed in Philippine).

Save as disclosed above, Mr Ho did not hold any other directorship in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed in Hong Kong or overseas. Mr Ho has not entered into any service contract with the REIT Manager nor was he appointed for a specific term. All remuneration payable to Mr Ho are paid and borne by the REIT Manager out of its own resources.

Mr Ho holds a Master of Business Administration Degree from the University of East Asia.

Mr Ho does not have any relationship with any directors or senior management of the REIT Manager or substantial or controlling Unitholders of Champion REIT. As at the Latest Practicable Date, he does not have any interest in the issued Units of Champion REIT within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Mr Ho that need to be brought to the attention of the Unitholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as if they were applicable to Champion REIT.

2. **SHEK Lai Him, Abraham**, aged 75, was appointed as an Independent Non-executive Director of the REIT Manager in 2006. He is the Chairman of Audit Committee and a member of both the Disclosures Committee and Nomination Committee of the REIT Manager. Mr Shek is a member of the Legislative Council for the HKSAR representing the real estate and construction functional constituency since 2000. He is also a Honorary Member of the Court of The Hong Kong University of Science and Technology and a member of both of the Court and the Council of The University of Hong Kong. Mr Shek is currently the Honorary Chairman and an Independent Non-executive Director of Chuang's China Investments Limited, the Vice Chairman and an Independent Non-executive Director of ITC Properties Group Limited, the Vice Chairman and an Executive Director of Goldin Financial Holdings Limited, and an Independent Non-executive Director of Paliburg Holdings Limited, Lifestyle International Holdings Limited, NWS Holdings Limited, Chuang's Consortium International Limited, Country Garden Holdings Company Limited, SJM Holdings Limited, China Resources Cement Holdings Limited, Lai Fung Holdings Limited, Cosmopolitan International Holdings Limited, Everbright Grand China Assets Limited, CSI Properties Limited, Far East Consortium International Limited, Landing International Development Limited and Hao Tian International Construction Investment Group Limited (all the companies mentioned above are listed in Hong Kong). He is also an Independent Non-executive Director of Regal Portfolio Management Limited as the manager of Regal REIT (listed in Hong Kong). Mr Shek is a Non-executive Director of the Mandatory Provident Fund Schemes Authority and the Chairman and an Independent Member of the Board of Governors of English Schools Foundation (ESF). Mr Shek is an Independent Non-executive Director of Ping An OneConnect Bank (Hong Kong) Limited. During the past three years, Mr Shek was an Independent Non-executive Director of Hop Hing Group Holdings Limited and MTR Corporation Limited (both companies are listed in Hong Kong). He is also a member of the Advisory Committee on Corruption of the Independent Commission Against Corruption.

Save as disclosed above, Mr Shek did not hold any other directorship in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed in Hong Kong or overseas. Mr Shek has not entered into any service contract with the REIT Manager nor was he appointed for a specific term. All remuneration payable to Mr Shek are paid and borne by the REIT Manager out of its own resources.

Mr Shek graduated from the University of Sydney with a Bachelor of Arts Degree.

Mr Shek does not have any relationship with any directors or senior management of the REIT Manager or substantial or controlling Unitholders of Champion REIT. As at the Latest Practicable Date, he does not have any interest in the issued Units of Champion REIT within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Mr Shek that need to be brought to the attention of the Unitholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as if they were applicable to Champion REIT.

NOTICE OF 2021 ANNUAL GENERAL MEETING

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 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting (“**2021 AGM**”) of unitholders (“**Unitholders**”) of Champion Real Estate Investment Trust (“**Champion REIT**”) will be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 20 May 2021 at 4:00pm 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 2020.
2. To note the appointment of Auditor of Champion REIT and the fixing of its remuneration.

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

3. “**THAT** Mr Ho Shut Kan 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.”

NOTICE OF 2021 ANNUAL GENERAL MEETING

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% 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, 19 March 2021

NOTICE OF 2021 ANNUAL GENERAL MEETING

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 2021 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. **To safeguard the health and safety of the Unitholders and to prevent the spreading of the COVID-19, Unitholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the 2021 AGM as their proxy.**
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 at 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 2021 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 2021 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 2021 AGM, the Register of Unitholders will be closed from Friday, 14 May 2021 to Thursday, 20 May 2021, 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 2021 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 4:30pm on Thursday, 13 May 2021.
5. Concerning Resolutions numbered 3 and 4 above, pursuant to the Articles of Association of the REIT Manager, Mr Ho Shut Kan and Mr Shek Lai Him, Abraham are among the Directors of the REIT Manager who shall retire from office at the 2021 AGM of the REIT Manager and, being eligible, offer themselves for re-election. As Mr Ho 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 2021 AGM of Champion REIT by way of Ordinary Resolutions. Biographical details of Mr Ho and Mr Shek together with other information are set out in Appendix II to the circular to Unitholders dated 19 March 2021.
6. A form of proxy for use at the 2021 AGM is sent to Unitholders together with the Annual Report 2020 on Friday, 19 March 2021. The form of proxy is published on the website "HKEXnews" at www.hkexnews.hk and can also be downloaded from the website of Champion REIT at www.ChampionReit.com.

NOTICE OF 2021 ANNUAL GENERAL MEETING

7. If a black rainstorm warning signal or a tropical cyclone warning signal no.8 or above is in force in Hong Kong at 2:00pm on Thursday, 20 May 2021, the 2021 AGM will be rescheduled. The REIT Manager will publish an announcement on the website "HKEXnews" at www.hkexnews.hk and the website of Champion REIT at www.ChampionReit.com to notify Unitholders of the date, time and venue of the rescheduled meeting.
8. The 2021 AGM venue has wheelchair access. Anyone accompanying a Unitholder in need of assistance will be admitted to the 2021 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.
9. **To protect the attending Unitholders, staff and stakeholders from the risk of infection of COVID-19, Champion REIT will implement the following precautionary and control measures at the 2021 AGM against the pandemic:**
 - (i) **Compulsory body temperature check**
 - (ii) **Compulsory wearing of surgical facial masks**
 - (iii) **Mandatory health declaration**
 - (iv) **Maintaining a safe distance between seats**
 - (v) **No provision of refreshments or beverages**
 - (vi) **No distribution of coupons for subsequent consumption**

Should anyone seeking to attend the 2021 AGM decline to submit to these requirements or be found to be suffering from a fever (i.e. having a body temperature of over 37.5 degrees Celsius) or otherwise unwell, Champion REIT reserves the right to refuse such person's admission to the 2021 AGM.
10. Subject to the development of COVID-19, Champion REIT may change the 2021 AGM arrangements at short notice and may issue further announcement as appropriate. Unitholders should check the website of Champion REIT (www.ChampionReit.com) for updates on the latest arrangement of the 2021 AGM.

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

Non-executive Directors:

Dr Lo Ka Shui (*Chairman*), Mr Ip Yuk Keung, Albert and Ms Wong Mei Ling, Marina

Executive Director:

Ms Wong Ka Ki, Ada (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr Cheng Wai Chee, Christopher, Mr Ho Shut Kan and Mr Shek Lai Him, Abraham