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## **Fortune Real Estate Investment Trust**

*(constituted in the Republic of Singapore pursuant to a trust deed dated 4 July 2003 (as amended) and authorised as a collective investment scheme under section 286 of the Securities and Futures Act, Chapter 289 of Singapore)*

*(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: Singapore: F25U and Hong Kong: 778)**

**Managed by**



**ARA Asset Management (Fortune) Limited**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the unitholders (“Unitholders”) of Fortune Real Estate Investment Trust (“**Fortune REIT**”) will be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Tuesday, 15 April 2014 at 11:00 a.m.. Any Unitholder or depositor or proxy who wishes to take part in the AGM from Singapore, may attend via video conference which shall be held at Room 331, Level 3 Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593. The persons attending the said video conference will be able to pose questions to management and to comment on matters to be transacted at the AGM. Please be punctual to avoid disrupting the AGM which will commence at 11:00 a.m. sharp on Tuesday, 15 April 2014 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

### **AS ORDINARY BUSINESS**

1. To receive and adopt the Report of HSBC Institutional Trust Services (Singapore) Limited, as trustee of Fortune REIT (the “**Trustee**”), the Statement by ARA Asset Management (Fortune) Limited, as manager of Fortune REIT (the “**Manager**”) and the Audited Financial Statements of Fortune REIT for the year ended 31 December 2013 together with the Auditors’ Report thereon.

**(Ordinary Resolution 1)**

2. To re-appoint Deloitte & Touche LLP and Deloitte Touche Tohmatsu as the Auditors of Fortune REIT and to hold office until the conclusion of the next annual general meeting of Fortune REIT and to authorise the Manager to fix their remuneration.

**(Ordinary Resolution 2)**

### **AS SPECIAL BUSINESS**

3. That authority be given to the Manager to:
  - (a) (i) issue units in Fortune REIT (“Units”) whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Units, at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may, in its absolute discretion deem fit; and
- (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force),

provided that:

- (A) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below) at the time of the passing of this Resolution, of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders (including Units to be issued in pursuance of instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below);
- (B) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “SGX-ST”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (A) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the total number of issued Units (excluding treasury Units, if any) as at the time this Resolution is passed, after adjusting for:
  - (i) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of Units;
- (C) in exercising the authority conferred by this Resolution, the Manager shall comply with, among other things, the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), the applicable laws and regulations including without limitation the Securities and Futures Act (Chapter 289 of Singapore), the Code on Collective Investment Schemes

(published by the Monetary Authority of Singapore (the “MAS”), and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Code on Real Estate Investment Trusts published by the Securities and Futures Commission of Hong Kong (the “SFC”), and where applicable, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Applicable Rules**”) and the trust deed constituting Fortune REIT dated 4 July 2003 (as amended) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the MAS);

- (D) (unless revoked or varied by Unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next annual general meeting of Fortune REIT or (ii) the date by which the next annual general meeting of Fortune REIT is required by the Applicable Rules or the Trust Deed to be held, whichever is earlier;
- (E) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (F) the Manager and Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of Fortune REIT to give effect to the authority conferred by this Resolution.

*[See Explanatory Note]*

**(Ordinary Resolution 3)**

## **AS OTHER BUSINESS**

4. To transact such other business as may be transacted at the AGM.

By order of the board of directors of  
**ARA Asset Management (Fortune) Limited**  
(Company registration no. 200303151G)  
(in its capacity as manager of Fortune Real Estate Investment Trust)  
**Yvonne Choo**  
**Busarakham Kohsikaporn**  
*Company Secretaries of the Manager*

14 March 2014

*Explanatory Note to Resolution to be passed:*

*Ordinary Resolution 3 above, if passed, will empower the Manager from the date of the AGM until (i) the conclusion of the next AGM of Fortune REIT or (ii) the date by which the next AGM of Fortune REIT is required by the Applicable Rules or the Trust Deed to be held or (iii) the date on which such authority is revoked or varied by the Unitholders in a general meeting, whichever is the earliest, to issue Units, to make or grant Instruments and issue Units pursuant to such Instruments, up to a number not exceeding 50% of the total number of issued Units of which up to 20% of the total number of issued Units may be issued other than on a pro rata basis to Unitholders (in each case, excluding treasury Units, if any).*

*For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time Ordinary Resolution 3 above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Units subject to such manner of calculation as may be prescribed by the SGX-ST.*

Notes-

1. The Register of Unitholders of Fortune REIT will be closed from Thursday, 10 April 2014 to Tuesday, 15 April 2014, both days inclusive, to determine which Unitholders will qualify to attend and vote at AGM 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 AGM, all Unit certificates accompanied by the duly completed transfer forms must be lodged with the Hong Kong Unit Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Unitholders) not later than 4:30 p.m. on Wednesday, 9 April 2014, or to the Singapore Unit Registrar, Boardroom Corporate & Advisory Services Pte. Limited, at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 (for Singapore Unitholders) not later than 5:00 p.m. on Wednesday, 9 April 2014. You can vote at the AGM if you are a Unitholder as at the close of business on Wednesday, 9 April 2014.
2. A Unitholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint not more than two proxies to attend and, on a poll, vote in his/her stead. The person appointed to act as a proxy need not to be a Unitholder.
3. 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 thereof, must be deposited at the registered office of: (a) the Singapore Unit Registrar, Boardroom Corporate & Advisory Services Pte. Limited, at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 (for Singapore Unitholders); and (b) the Hong Kong Unit Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong (for Hong Kong Unitholders), not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting 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.
4. Where there are joint registered Unitholders of a Unit, any one of such Unitholders may vote at the meeting either personally or by proxy in respect of such Unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting personally or by proxy, that one of such Unitholders so present whose name stands first on the Register of Unitholders of Fortune REIT in respect of such Unit shall alone be entitled to vote in respect thereof.

*The Directors of the Manager as at the date of this announcement are Dr. Chiu Kwok Hung, Justin (Chairman), Mr. Lim Hwee Chiang, Mr. Ip Tak Chuen, Edmond and Ms. Yeung, Eirene as Non-executive Directors; Mr. Ang Meng Huat, Anthony and Ms. Chiu Yu, Justina as Executive Directors; Mr. Lim Lee Meng, Mrs. Sng Sow-Mei (alias Poon Sow Mei) and Dr. Lan Hong Tsung, David as Independent Non-executive Directors; and Mr. Ma Lai Chee, Gerald as Alternate Director to Mr. Ip Tak Chuen, Edmond.*