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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 authorized as a collective investment scheme under section 286 of the Securities and Futures Act, Chapter 289 of Singapore)

(a Hong Kong collective investment scheme authorized 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

POLL RESULTS

OF THE EXTRAORDINARY GENERAL MEETING

HELD ON 16 SEPTEMBER 2013

Reference is made to (i) the circular of Fortune REIT dated 28 August 2013 (the “**Circular**”) in relation to (1) major acquisition and connected party transactions relating to the proposed acquisition of the Kingswood Ginza Property, continuing connected party transactions and related matters; and (2) extraordinary general meeting (“**EGM**”) and closure of register of Unitholders; and (ii) the notice of the extraordinary general meeting of Fortune REIT dated 28 August 2013 (the “**EGM Notice**”). Unless the context requires otherwise, terms used in this announcement shall have the same meaning as those defined in the Circular.

At the EGM, the resolution (as set out in the EGM Notice) to approve: (a) the Transaction (including the Acquisition and the other transactions contemplated under, associated with and/or related to the Transaction, including the assumption of Kingswood CKH Interested Persons Tenancy and Licence Agreements); and (b) the Wavier Modification and Extension, including the proposed new annual monetary limits for the financial years ending 31 December 2013, 31 December 2014 and 31 December 2015 (the “**EGM Resolution**”) was proposed as an Ordinary Resolution and decided on by way of poll.

As at the date of the EGM, there was a total of 1,847,692,532 Units in issue entitling the holders thereof to attend and vote for or against the EGM Resolution proposed at the EGM. Pursuant to the REIT Code, the Singapore Listing Manual, the Singapore Property Funds Appendix and the Trust Deed, the CKH Group and their respective associates, and the

Manager Group and their respective associates were prohibited from voting at the EGM to approve the EGM Resolution.

Cheung Kong and ARA (being the holding company of the Manager) abstained, and procured that each member of the CKH Group and the Manager Group respectively and their respective associates abstained, from voting on the EGM Resolution other than in the capacity of a proxy for an Independent Unitholder where a specific direction to vote in favour of, or against, the EGM Resolution was given.

To the best of the Manager's knowledge, information and belief, after having made reasonable enquiries, no other Unitholder is required to abstain from voting at the EGM.

Accordingly, the total number of Units entitling the Independent Unitholders to vote for or against the EGM Resolution was 1,314,147,612 (representing approximately 71.1% of the 1,847,692,532 Units in issue).

The Hong Kong Unit Registrar of Fortune REIT, Computershare Hong Kong Investor Services Limited, acted as scrutineer for the poll taken at the EGM.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the poll results in respect of the following EGM Resolution put to vote at the EGM held on 16 September 2013 are set out below:

No.	Ordinary Resolution	Number of votes (% of the total Units present and voted at the EGM) (%)	
		For	Against
1.	(a) The Transaction (including the Acquisition and the other transactions contemplated under, associated with and/or related to the Transaction, including the assumption of Kingswood CKH Interested Persons Tenancy and Licence Agreements); and (b) the Wavier Modification and Extension, including the proposed new annual monetary limits for the financial years ending 31 December 2013, 31 December 2014 and 31 December 2015.	578,061,625 (95.953066%)	24,380,433 (4.046934%)

WAIVER IN RELATION TO CERTAIN CONTINUING CONNECTED PARTY TRANSACTIONS WITH THE CKH GROUP AND THE MANAGER GROUP UNDER CHAPTER 8 OF THE REIT CODE

In connection with the EGM Resolution, the Manager applied to the SFC for a modification and extension of the Existing CKH/Manager CPT Waiver from strict compliance with the disclosure and unitholders' approvals requirements under Chapter 8 of the REIT Code in respect of the New Continuing Connected Party Transactions. On 16 September 2013, the SFC granted the Modified and Extended CPT Waiver, the details of which (including the conditions thereto) are described below.

Continuing Transactions with the CKH Group and/or the Manager Group

In 2012, the SFC granted a waiver (being the “**Existing CKH/Manager CPT Waiver**”), subject to certain terms and conditions, from strict compliance with the disclosure and unitholders' approval requirements under Chapter 8 of the REIT Code in respect of certain continuing connected party transactions that are summarised in the Belvedere Square and Provident Square Circular (the “**Existing Continuing Connected Party Transactions**”). Such waiver is due to expire on 31 December 2014 (the “**Existing CPT Waiver Expiry Date**”).

Modification of the Existing CKH/Manager CPT Waiver

If the Acquisition is completed, and assuming that the various transactions and arrangements in relation to the Kingswood Ginza Property will continue to be conducted with the CKH Group, more continuing connected party transactions will arise. In respect of the resulting continuing transactions with the CKH Group, the nature of such transactions will be the same as the Existing Continuing Connected Party Transactions in respect of which the Existing CKH/Manager CPT Waiver was granted. The Acquisition will accordingly increase the scale of the continuing connected party transactions with the CKH Group.

In this regard, the Board has proposed to modify and extend the Existing CKH/ Manager CPT Waiver (the “**Modified and Extended CPT Waiver**”) so as to:

- (i) expand the scope of the Existing Continuing Connected Party Transactions to include transactions entered or to be entered into by the Target Company in respect of the Kingswood Ginza Property and the additional continuing connected party transactions with the CKH Group and/or the Manager Group in respect of the Kingswood Ginza Property (the “**Additional Continuing Connected Party Transactions**” and together with the Existing Continuing Connected Party Transactions, the “**New Continuing Connected Party Transactions**”) as a result of the Completion of Acquisition as described in the Circular;
- (ii) set new annual monetary limits to accommodate the New Continuing Connected Party Transactions for the financial years ending 31 December 2013, 31 December 2014 and 31 December 2015 (the “**Proposed Caps**”) as described in the Circular. The Proposed Caps increase the previous caps set in 19 January 2012, to cover the New Continuing Connected Party Transactions relating to the Kingswood Ginza Property, as well as the additional CKH/Manager Group Leases/Licences (beyond those contemplated when the previous caps were set) to be entered into; and
- (iii) extend the Existing CPT Waiver Expiry Date so that the three-year waiver duration can commence afresh as from the Completion Date and continue until 31 December 2015.

The Manager has confirmed that the categories of continuing connected party transactions with respect to which the Modified and Extended CPT Waiver is sought are the same as the Existing Continuing Connected Party Transactions in respect of which the Existing CKH/Manager CPT Waiver was granted.

Based on the waiver modification and extension submission made to the SFC, the SFC has granted (subject to the conditions further described below) the Modified and Extended CPT Waiver on 16 September 2013 for the New Continuing Connected Party Transactions.

Conditions of the Modified and Extended CPT Waiver in relation to certain continuing connected party transactions with the CKH Group and/or the Manager Group under Chapter 8 of the REIT Code

Pursuant to the Modified and Extended CPT Waiver, the New Continuing Connected Party Transactions are exempt from strict compliance with the disclosure and Unitholders' approval requirements under Chapter 8 of the REIT Code, subject to Completion taking place and the conditions as set out below, and the Existing CPT Waiver Expiry Date will be extended (the "**Waiver Extension**") so that the waiver will apply for the three financial years ending 31 December 2015 (the "**New CPT Waiver Period**"). The Waiver Extension shall be effective from the Completion Date. The conditions of the Modified and Extended CPT Waiver are as follows:

(a) Due approval by Independent Unitholders

The due approval by Independent Unitholders and adoption of the EGM Resolution as set out in the EGM Notice dated 28 August 2013, without material amendments thereto.

(b) New CPT Waiver Period

The Modified and Extended CPT Waiver will supersede the Existing CKH/Manager CPT Waiver and will commence as from the date of Completion and continues until 31 December 2015.

(c) Modification or extension

The Modified and Extended CPT Waiver may be extended beyond 31 December 2015, and/or the terms and conditions of the Modified and Extended CPT Waiver may be modified from time to time, provided that:

- (i) Independent Unitholders' approval — the due approval of Unitholders other than those who have a material interest in the relevant transactions, within the meaning of 8.11 of the REIT Code is obtained by way of an ordinary resolution passed in a general meeting of Unitholders;
- (ii) Disclosure — disclosure of details of the proposed extension and/or amendment (as the case may be) shall be made by way of an announcement by the Manager of such proposal, and a circular and notice shall be issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
- (iii) Extension period — any extension of the period of the Modified and Extended CPT Waiver shall, on each occasion of such extension, be for a period which shall expire not later than the third full financial year-end date of Fortune REIT after the date on which the approval referred to in (i) above is obtained.

For the avoidance of doubt, any material change to the transactions covered under the Modified and Extended CPT Waiver (including without limitation the scope or nature of the transactions) provided by the Manager in the application for Waiver Modification and Extension dated 28 August 2013 based on which the waiver is sought and granted must be approved by the Independent Unitholders as referred to in (i) above and details of the proposed changes shall be disclosed in the manner as referred to in (ii) above.

(d) Annual caps

The annual value of the New Continuing Connected Party Transactions shall not exceed the respective annual monetary limits set out below:

Categories of New Continuing Connected Party Transactions	For the year ending 31 December 2013	For the year ending 31 December 2014	For the year ending 31 December 2015
(a) Revenue transactions – Leasing/licensing transactions with the CKH Group	HK\$360,000,000	HK\$469,000,000	HK\$563,000,000
(b) Revenue transactions – Leasing/licensing transactions with the Manager Group	HK\$13,200,000	HK\$15,200,000	HK\$15,200,000
(c) Expenditure transactions – Property management arrangements, third party services and other operational transactions with the CKH Group	HK\$155,000,000	HK\$229,000,000	HK\$276,000,000

In respect of leasing/licensing transactions, an independent valuation shall be conducted for each of such leasing/licensing transactions except where they are conducted on standard or published rates.

(e) Disclosure in interim and annual reports

Details of the New Continuing Connected Party Transactions shall be disclosed in Fortune REIT's interim and annual reports, as required under 8.14 of the REIT Code.

(f) Auditors' review procedures

In respect of each relevant financial year, the Manager shall engage and agree with the auditors of Fortune REIT to perform certain review procedures on the New Continuing Connected Party Transactions. The auditors shall then report to the Manager on the factual findings based on the work performed by them (and a copy of such report shall be provided to the SFC), confirming whether all such New Continuing Connected Party Transactions:

- (i) have received the approval of the board of directors of the Manager (including its independent non-executive Directors);
 - (ii) are in accordance with the pricing policies of Fortune REIT;
 - (iii) have been entered into in accordance with the terms of the agreements (if any) governing the transactions; and
 - (iv) the total value in respect of which has not exceeded the respective annual cap amount (where applicable).
- (g) Review by the independent non-executive Directors of the Manager

The independent non-executive Directors of the Manager shall review the New Continuing Connected Party Transactions annually, and confirm in Fortune REIT's annual report for the relevant financial year that such transactions have been entered into:

- (i) in the ordinary and usual course of business of Fortune REIT;
 - (ii) on normal commercial terms (to the extent that there are comparable transactions) or, where there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to Fortune REIT than terms available to or from (as appropriate) independent third parties; and
 - (iii) in accordance with the relevant agreement and the Manager's internal procedures governing them, if any, on terms that are fair and reasonable and in the interests of the independent Unitholders, as well as the Unitholders as a whole.
- (h) Auditors' access to books and records

The Manager shall allow, and shall procure the counterparty to the relevant continuing connected party transactions to allow, the auditors of Fortune REIT sufficient access to their records for the purpose of reporting on the transactions.

- (i) Notification to the SFC

The Manager shall promptly notify the SFC and publish an announcement if it knows or has reason to believe that the auditors and/or the independent non-executive Directors will not be able to confirm the matters set out in paragraphs (f) and (g) above.

- (j) Subsequent increases in annual caps with Independent Unitholders' approval

If necessary, for example, where there are further asset acquisitions by Fortune REIT thereby increasing the scale of its operations generally, or where there are changes in market or operating conditions, the Manager may, from time to time in the future, seek to increase one or more of the annual limits set out in the above, provided that:

- (i) Independent Unitholders' approval — the approval of Independent Unitholders is obtained by way of an ordinary resolution passed in a general meeting of Unitholders;

- (ii) Disclosure — disclosure of details of the proposal to increase the relevant annual cap amounts shall be made by way of an announcement by the Manager of such proposal, and a circular and notice shall be issued to Unitholders in accordance with Chapter 10 of the REIT Code; and
 - (iii) Other compliance requirements — all the waiver terms and conditions above shall continue to apply to the relevant transactions, save that the relevant increased annual cap amounts shall apply.
- (k) 8.14 of the REIT Code

The Manager shall comply with all requirements under 8.14 of the REIT Code where there is any material change to the terms of the relevant connected party transactions or where there is any subsequent change to the REIT Code which may impose stricter requirements in respect of disclosure and/or Unitholders' approval.

Details of the New Continuing Connected Party Transactions shall be disclosed in the interim and annual reports of Fortune REIT in the relevant financial year as required under 8.14 of the REIT Code. The independent non-executive Directors shall review the New Continuing Connected Party Transactions annually and confirm whether such transactions are carried out in the ordinary and usual course of business of Fortune REIT based on normal commercial terms and in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Unitholders.

ADDITIONAL INFORMATION

The Manager will release further announcement(s) as soon as practicable following Completion and the issuance of Acquisition Fee Units.

By order of the board of directors of
ARA Asset Management (Fortune) Limited
(in its capacity as manager of
Fortune Real Estate Investment Trust)
ANG Meng Huat, Anthony
Executive Director and Chief Executive Officer

Singapore, Hong Kong 16 September 2013

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.