

## REPL::Annual General Meeting::Voluntary

## Issuer &amp; Securities

<b>Issuer/ Manager</b>	ARA ASSET MANAGEMENT (FORTUNE) LIMITED
<b>Security</b>	FORTUNE REAL ESTATE INV TRUST - SG1O33912138 - F25U

## Announcement Details

<b>Announcement Title</b>	Annual General Meeting
<b>Date &amp; Time of Broadcast</b>	17-Apr-2015 18:34:05
<b>Status</b>	Replacement
<b>Announcement Reference</b>	SG150312MEETGE86
<b>Submitted By (Co./ Ind. Name)</b>	Justina Chiu
<b>Designation</b>	Director and Chief Executive Officer
<b>Financial Year End</b>	31-Dec-2014

## Event Narrative

<b>Narrative Type</b>	<b>Narrative Text</b>
Additional Text	Poll Results of the Annual General Meeting held on 17 April 2015. Please see attached.

## Event Dates

<b>Meeting Date and Time</b>	17-Apr-2015 11:00:00
<b>Response Deadline Date</b>	15-Apr-2015 11:00:00

## Event Venue(s)

<b>Place</b>	
<b>Venue(s)</b>	<b>Venue details</b>
Meeting Venue	ROOM 331, LEVEL 3 SUNTEC SINGAPORE CONVENTION & EXHIBITION CENTRE, 1 RAFFLES BOULEVARD, SUNTEC CITY, SINGAPORE 039593 (ANY UNITHOLDER OR DEPOSITOR OR PROXY WHO WISHES TO TAKE PART IN THE AGM FROM HONG KONG, MAY ATTEND VIA VIDEO CONFERENCE WHICH SHALL BE HELD AT LEVEL 5, HUTCHISON HOUSE, 10 HARCOURT ROAD, CENTRAL, HONG KONG.)
<b>Attachments</b>	<a href="#">e-Fortune - Poll Results 17 Apr 2015.pdf</a> Total size =122K
<b>Related Announcements</b>	<a href="#">12/03/2015 07:40:58</a>


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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 (1) THE ANNUAL GENERAL MEETING AND (2) THE EXTRAORDINARY GENERAL MEETING HELD ON 17 APRIL 2015**

The Manager wishes to announce that at the AGM held on today (17 April 2015), all of the resolutions were duly passed as ordinary resolutions by way of poll.

Further, the Manager wishes to announce that at the EGM held today, resolutions (1) and (2) were duly passed as extraordinary resolutions by way of poll; and resolutions (3) and (4) were duly passed as ordinary resolutions by way of poll.

### **POLL RESULTS OF THE 2015 ANNUAL GENERAL MEETING HELD ON 17 APRIL 2015**

At the annual general meeting of unitholders (“Unitholders”) of Fortune Real Estate Investment Trust (“Fortune REIT”) held on 17 April 2015 (“AGM”), all the resolutions as set out in the notice of AGM of Fortune REIT dated 12 March 2015 were proposed and decided on by way of poll as ordinary resolutions including, (a) the resolution to receive and adopt the Trustee’s Report, Statement by the Manager, Audited Financial Statements of Fortune REIT for the year ended 31 December 2014 and the Auditor’s Report thereon, (b) the resolution to re-appoint Deloitte & Touche LLP and Deloitte Touche Tohmatsu as auditors of Fortune REIT (“Auditors”) and authorise ARA Asset Management (Fortune) Limited, as manager of Fortune REIT (the “Manager”) to fix the Auditors’ remuneration, and (c) the resolution to authorise the Manager to issue units in Fortune REIT (“Units”) and to make or grant convertible instruments.

As at the date of the AGM, the number of Units in issue was 1,879,418,796, which was the total number of Units entitling the Unitholders to attend and vote for or against all the resolutions proposed at the AGM. The Manager is unaware of any Unitholders that are required to abstain from voting on any of the resolutions at the AGM.

The poll at the AGM was scrutinised by the Singapore unit registrar of Fortune REIT, Boardroom Corporate & Advisory Services Pte. Ltd. As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all the Ordinary Resolutions were duly passed. Voting details are set out below.

No.	Resolutions	Number of votes (% of the total Units present and voted at the AGM) (%)	
		For	Against
<b>ORDINARY BUSINESS</b>			
1.	To receive and adopt the Trustee's Report, Statement by the Manager, Audited Financial Statements of Fortune REIT for the year ended 31 December 2014 and the Auditors' Report thereon.  (Ordinary Resolution no.1)	1,003,064,610 (99.99%)	88,700 (0.01%)
2.	To re-appoint Deloitte & Touche LLP and Deloitte Touche Tohmatsu as Auditors of Fortune REIT and authorise the Manager to fix the Auditors' remuneration.  (Ordinary Resolution no.2)	1,003,023,610 (99.99%)	129,700 (0.01%)
<b>SPECIAL BUSINESS</b>			
3.	To authorise the Manager to issue Units and to make or grant convertible instruments.  (Ordinary Resolution no.3)	801,274,777 (79.88%)	201,809,533 (20.12%)

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 APRIL 2015**

Reference is made to the circular dated 25 March 2015 (the "**Circular**") issued by the Manager to the Unitholders. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as defined in the Circular.

At the extraordinary general meeting of Unitholders held on 17 April 2015 ("**EGM**"), the resolutions as set out in the notice of EGM of Fortune REIT dated 25 March 2015 (the "**EGM Notice**") approving: (1) the Revised Divestment Fee Structure and the Divestment Fee Amendments; (2) the Unit Buy-back Amendments; (3) the Wavier Modification and Extension, including the Proposed Annual Caps; and (4) the Unit Buy-back Mandate (the "**EGM Resolutions**") were proposed and decided on by way of poll, in which EGM Resolutions nos. 1 and 2 were proposed as Extraordinary Resolutions and EGM Resolutions nos. 3 and 4 were proposed as Ordinary Resolutions.

With respect to Extraordinary Resolution no. 1 approving the Divestment Fee Amendments as set out in the EGM Notice, the Manager has abstained, and procured that its associates abstained from voting on Extraordinary Resolution no. 1 approving the Divestment Fee Amendments. For prudence's sake, Cheung Kong has abstained, and procured that members of the Cheung Kong Group and its associates abstained from voting on Extraordinary Resolution no. 1 approving the Divestment Fee Amendments. On this basis, as at the date of the EGM, the total number of Units in issue which were ineligible to vote for or against Extraordinary Resolution no.1 was 538,823,184.

With respect to Ordinary Resolution no.3 approving the Waiver Modification and Extension (including the Proposed Annual Caps) as set out in the EGM Notice, Cheung Kong has abstained, and procured that each member of the CKH Group and its associates abstained from voting on Ordinary Resolution no. 3; and the Manager has abstained and procured that each member of the Manager Group and its associates abstained from voting on Ordinary Resolution no.3. On this basis, as at the date of the EGM, the total number of Units in issue which were ineligible to vote for or against Ordinary Resolution no.3 was 538,823,184.

As at the date of the EGM, to the best of the Manager's knowledge, information and belief, save as disclosed above, no other Unitholder is required to abstain from voting at the EGM in respect of the EGM Resolutions.

Accordingly, the total number of Units entitling the Independent Unitholders to vote for or against each of Extraordinary Resolution no.1 and Ordinary Resolution no.3 was 1,340,595,612 (representing approximately 71.33% of the 1,879,418,796 Units in issue).

As at the date of the EGM, the number of Units in issue was 1,879,418,796. As there was no restriction on unitholders in exercising their votes on Extraordinary Resolution no. 2 and Ordinary Resolution no. 4 at the EGM, the total number of Units entitling Unitholders to attend and vote for or against each of Extraordinary Resolution no. 2 and Ordinary Resolution no. 4 was 1,879,418,796.

The poll at the EGM was scrutinised by the Singapore unit registrar of Fortune REIT, Boardroom Corporate & Advisory Services Pte. Ltd. The voting details are set out below.

No.	EGM Resolutions	Number of votes (% of the total Units present and voted at the EGM) (%)	
		For	Against
	<b>Extraordinary Resolutions</b>		
1.	To approve (i) the Revised Divestment Fee Structure and (ii) the Divestment Fee Amendments as set out in the Circular.  (Extraordinary Resolution no.1)	595,123,702 (99.97%)	160,000 (0.03%)
2.	To approve the Unit Buy-back Amendments as set out in the Circular.  (Extraordinary Resolution no.2)	1,017,537,886 (99.97%)	293,000 (0.03%)
	<b>Ordinary Resolutions</b>		
3.	To approve the Waiver Modification and Extension, including the Proposed Annual Caps as more fully described in the Circular.  (Ordinary Resolution no.3)	594,588,702 (99.89%)	675,000 (0.11%)
4.	Subject to and conditional upon the passing of Extraordinary Resolution no.2, to approve the Unit Buy-back Mandate as set out in the Circular.  (Ordinary Resolution no.4)	1,017,501,886 (99.97%)	309,000 (0.03%)

As more than 75% of the votes were cast in favour of each of the Extraordinary Resolutions, all the Extraordinary Resolutions were duly passed as extraordinary resolutions.

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all the Ordinary Resolutions were duly passed as ordinary resolutions.

## **MODIFICATION AND EXTENSION OF WAIVER IN RESPECT OF CERTAIN CONTINUING CONNECTED PARTY TRANSACTIONS**

In connection with the Ordinary Resolution no.3, the Manager has applied to the SFC for a modification and extension of the 2013 Modified Waivers from strict compliance with the disclosure and unitholders' approvals requirements under Chapter 8 of the REIT Code in respect of the Expanded Continuing Connected Party Transactions. The SFC has, on 17 April 2015, granted the 2015 Modified and Extended Waiver, subject to the following waiver conditions:

(a) *Due approval by Independent Unitholders*

The due approval by the Independent Unitholders and adoption of the EGM Resolution as set out in the EGM Notice dated 25 March 2015, without material amendments thereto.

(b) *Waiver Period*

The 2015 Modified and Extended Waiver will commence as from the date of obtaining the relevant approval by Independent Unitholders and continues until 31 December 2018.

(c) *Modification or extension*

The 2015 Modified and Extended Waiver may be extended beyond 31 December 2018, and/or the terms and conditions of the 2015 Modified and Extended 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 2015 Modified and Extended Waiver shall, on each occasion of such extension, be for a period which will expire not later than the third full financial year-end date of Fortune REIT after the date on which the approval referred to in paragraph (i) above is obtained.

For the avoidance of doubt, any material change to the transactions covered under the 2015 Modified and Extended Waiver (including without limitation the scope or nature of the transactions) as set out in the Circular based on which the waiver is sought and granted must be approved by the Independent Unitholders as referred to in paragraph (i) above and details of the proposed changes shall be disclosed in the manner as referred to in paragraph (ii) above.

(d) *Annual caps*

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

<b>Categories of Expanded Continuing Connected Party Transactions</b>	For the year ending 31 December 2016 (HK\$'000)	For the year ending 31 December 2017 (HK\$'000)	For the year ending 31 December 2018 (HK\$'000)
<b>I. (a) Revenue transactions -</b> Leasing/licensing transactions with the CKH Group or CKP Connected Persons Group (as the case may be)	675,000	810,000	972,000
<b>(b) Revenue transactions -</b> Leasing/licensing transactions with the Manager Group	15,200	15,200	15,200
<b>II. Expenditure transactions -</b> Property management arrangements, third party services and other operational transactions with the CKH Group or CKP Connected Persons Group (as the case may be)	331,000	398,000	478,000

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 Expanded 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 Expanded 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 Expanded 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 Expanded 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 in described paragraphs (c) to (i) above shall continue to apply to the relevant transactions, save that the relevant increased annual cap amounts shall apply.

(k) *Paragraph 8.14 of the REIT Code*

The Manager shall comply with all requirements under paragraph 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 Expanded 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 Expanded 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.

## **AMENDMENTS TO THE TRUST DEED**

Based on the poll results, HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Fortune REIT and the Manager intend to enter into an amending and restating trust deed on or about 8 May 2015 to effect the Unit Buy-back Amendments and Divestment Fee Amendments to the Trust Deed. Further announcement will be made by the Manager as and when the amending and restating trust deed has been executed.

By order of the board of directors of  
**ARA Asset Management (Fortune) Limited**  
(in its capacity as manager of Fortune Real Estate Investment Trust)  
**Chiu Yu, Justina**  
*Chief Executive Officer*

Singapore, Hong Kong 17 April 2015

*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; Ms. Chiu Yu, Justina and Mr. Ang Meng Huat, Anthony 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.*