

## Extraordinary/ Special 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>	Extraordinary/ Special General Meeting
<b>Date &amp; Time of Broadcast</b>	27-Nov-2015 07:30:54
<b>Status</b>	New
<b>Announcement Reference</b>	SG151127XMETN1CG
<b>Submitted By (Co./ Ind. Name)</b>	Justina Chiu
<b>Designation</b>	Director and Chief Executive Officer

## Event Narrative

<b>Narrative Type</b>	<b>Narrative Text</b>
Additional Text	Please see attached.

## Event Dates

<b>Meeting Date and Time</b>	18/12/2015 11:00:00
<b>Response Deadline Date</b>	16/12/2015 11:00:00

## Event Venue(s)

<b>Place</b>
<p><b>Venue(s) Venue details</b></p> <p>Meeting Venue Rooms 328-329, Level 3 Suntec Singapore Convention &amp; Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593. (Any Unitholder or depositor or proxy who wishes to take part in the EGM from Hong Kong, may attend via video conference which shall be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong.)</p>

<b>Attachments</b>	<p><a href="#">📎 e_Annc_Despatch of Circular.pdf</a></p> <p><a href="#">📎 e_notice of EGM.PDF</a></p> <p><a href="#">📎 e_Proxy.pdf</a></p> <p>Total size =297K</p>
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## **FORTUNE REAL ESTATE INVESTMENT TRUST**

*(constituted in the Republic of Singapore pursuant to a trust deed dated 4 July 2013 (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: 778)**

**Managed by**



**ARA Asset Management (Fortune) Limited**

### **PROPOSED CONVERSION OF FORTUNE REIT'S LISTING STATUS ON THE SGX-ST FROM A PRIMARY LISTING TO A SECONDARY LISTING AND EXPECTED DATE OF DESPATCH OF CIRCULAR AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

Reference is made to the announcement (the "**Information Announcement**") of ARA Asset Management (Fortune) Limited (the "**Manager**"), as manager of Fortune Real Estate Investment Trust ("**Fortune REIT**"), dated 6 October 2015 in relation to the in-principle approval from Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the proposed conversion of Fortune REIT's listing status on the main board of the SGX-ST from a primary listing to a secondary listing (the "**Proposed Conversion**") while maintaining Fortune REIT's primary listing status on The Stock Exchange of Hong Kong Limited ("**SEHK**").

The Manager wishes to announce that, subsequent to the issuance of the Information Announcement, the Manager has decided that it will be convening an extraordinary general meeting of unitholders of Fortune REIT (the "**Unitholders**") to vote on the Proposed Conversion (the "**EGM**"). A circular (the "**Circular**") containing, among other things, further details on the Proposed Conversion and the view of the Trustee pursuant to the Code on Real Estate Investment Trusts, together with a notice of the EGM, is expected to be despatched to the Unitholders on or about 27 November 2015.

The in-principle approval for the Proposed Conversion is subject to the conditions set out in the section headed "Implications for Fortune REIT" in the Circular (the "**Conditions**"). As at the date of this announcement, Fortune REIT has fulfilled all Conditions save for Condition 3.1.1 which relates to the Unitholders' approval on the Proposed Conversion and Conditions 3.1.2 and 3.1.3 which require compliance up to and as at the time when completion of the Proposed Conversion takes place.

When all of the Conditions have been fulfilled and complied with, the Manager will provide an update by way of an announcement.

This announcement is made pursuant to 10.3 of the Code on Real Estate Investment Trusts.

**Unitholders and potential investors in the units of Fortune REIT should note that the Proposed Conversion is subject to Unitholders' approval. There is no guarantee that such approval will be obtained from the Unitholders. ACCORDINGLY, UNITHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE UNITS OF FORTUNE REIT.**

**In the meantime, the Manager wishes to advise Unitholders to exercise caution in their dealings in Units and to refrain from taking any action in relation thereto, until they have sought their own financial and legal advice where appropriate. Persons who are in doubt as to any of the matters referred to in this announcement and/or the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.**

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

Singapore, Hong Kong, 27 November 2015

*The Directors of the Manager as at the date of this announcement are Dr. Chiu Kwok Hung, Justin (Chairman), Mr. Lim Hwee Chiang, Ms. Yeung, Eirene and Mr. Ma Lai Chee, Gerald 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.*

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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an EXTRAORDINARY GENERAL MEETING (“EGM”) of Fortune Real Estate Investment Trust (“**Fortune REIT**”) will be held on Friday, 18 December 2015 at 11:00 a.m. at Rooms 328-329, 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 EGM from Hong Kong, may attend via video conference which shall be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong. The persons attending the said video conference will be able to pose questions to the management and to comment on the matters to be transacted at the EGM. Please be punctual to avoid disrupting the EGM which will commence at 11:00 a.m. sharp on 18 December 2015 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

#### **ORDINARY RESOLUTION**

#### **(1) THE PROPOSED CONVERSION OF FORTUNE REIT’S LISTING STATUS ON THE SGX-ST FROM A PRIMARY LISTING TO A SECONDARY LISTING**

That:

- (i) with effect from a date to be determined by the Directors, approval be and is hereby given for the conversion of Fortune REIT’s listing status on the Main Board of Singapore Exchange Securities Trading Limited from a primary listing to a secondary listing; and

- (ii) the Directors and/or officers of the Manager, acting in its capacity as manager of Fortune REIT, and HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Fortune REIT) each be and is/are hereby severally authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) necessary, desirable or expedient in connection with this resolution, or as may be necessary for the purpose of giving effect to the same.

By Order of the board of directors of  
**ARA Asset Management (Fortune) Limited**  
(as manager of Fortune Real Estate Investment Trust)  
(Company Registration No. 200303151G)

**Chiu Yu, Justina**  
*Chief Executive Officer*

Singapore, Hong Kong, 27 November 2015

Singapore office and registered address:

6 Temasek Boulevard  
#16-02 Suntec Tower Four  
Singapore 038986

Hong Kong office:

Units 5508-5510, 55th Floor  
The Center  
99 Queen's Road Central  
Hong Kong

**Important Notice:**

- (1) A unitholder of Fortune REIT entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a unitholder of Fortune REIT.
- (2) Where a unitholder of Fortune REIT appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) The Register of Unitholders of Fortune REIT will be closed from Tuesday, 15 December 2015 to Friday, 18 December 2015, both days inclusive, to determine which Unitholders will qualify to attend and vote at EGM 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 EGM, all Unit certificates accompanied by the duly completed transfer forms must be lodged with (a) the Singapore Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 (for Singapore Unitholders) not later than 5: 00 p.m. on Monday, 14 December 2015 or (b) the Hong Kong 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 Hong Kong Unitholders) not later than 4: 30 p.m. on Monday, 14 December 2015. You can vote at the EGM if you are a Unitholder as at the close of business on Monday, 14 December 2015.

- (4) In order to be valid, the instrument appointing a 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. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 (for Singapore Unitholders) or (b) the Hong Kong Unit Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Unitholders) not less than 48 hours before the time appointed for the EGM 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.
- (5) 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.

Personal data privacy:

- (6) By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

*The Directors of the Manager as at the date of this announcement are Dr. Chiu Kwok Hung, Justin (Chairman), Mr. Lim Hwee Chiang, Ms. Yeung, Eirene and Mr. Ma Lai Chee, Gerald 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.*

## PROXY FORM – EXTRAORDINARY GENERAL MEETING

### FORTUNE REAL ESTATE INVESTMENT TRUST

(constituted in the Republic of Singapore pursuant to a trust deed dated 4 July 2003)  
(a Hong Kong collective investment scheme authorised under Section 104  
of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))

#### IMPORTANT

PLEASE READ THE NOTES TO THE  
PROXY FORM.

### PROXY FORM EXTRAORDINARY GENERAL MEETING

I/We \_\_\_\_\_ (Name)  
of \_\_\_\_\_ (Address)

being a unitholder/unitholders of Fortune Real Estate Investment Trust (“**Fortune REIT**”), hereby appoint:

Name	Identification/ Passport Number	Proportion of Unitholdings	
		No. of Units	%
Address			

and/or (delete as appropriate)

Name	Identification/ Passport Number	Proportion of Unitholdings	
		No. of Units	%
Address			

or, both of whom failing, the Chairman of the Extraordinary General Meeting (“**EGM**”) as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the EGM of Fortune REIT to be held on Friday, 18 December 2015 at 11:00 a.m. at Rooms 328–329, Level 3 Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 and any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the EGM, authority herein includes the right to vote on a poll.

	Resolution (by poll)	No. of Votes For *	No. of Votes Against *
1	To approve the proposed conversion of Fortune REIT's listing status on the Main Board of the SGX-ST from a primary listing to a secondary listing (Ordinary Resolution)		

\* If you wish to exercise all your votes “For” or “Against”, please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Total number of Units held

\_\_\_\_\_  
Signature(s) of Unitholder(s)/Common Seal



## IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

### Notes to Proxy Form

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. A unitholder of Fortune Real Estate Investment Trust ("**Fortune REIT**") and a unitholder of Fortune REIT, "**Unitholder**") entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his/her stead.
3. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
4. A proxy needs not be a Unitholder but must attend the EGM to represent the Unitholder.
5. A Unitholder should insert the total number of units in Fortune REIT ("**Units**") held. If the Unitholder has Units registered in his/her name in the principal register of Unitholders (the "**Singapore Unit Register**") or the Hong Kong register of Unitholders (the "**Hong Kong Unit Register**") and together with the Singapore Unit Register, the "**Unit Registers**"), he/she should insert the aggregate number of Units registered in his/her name on the Unit Registers. If the Unitholder has Units entered against his/her name in the Depository Register maintained by the Central Depository (Pte) Limited ("**CDP**"), he/she should insert that number of Units. If the Unitholder has Units entered against his/her name in the said Depository Register, as well as registered in his/her name in the Unit Registers, he/she should insert the aggregate number of Units entered against his/her name in the Depository Register and Unit Registers. If no number is inserted, this form of proxy will be deemed to relate to all the Units held by Unitholder.
6. In the case of joint Unitholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Unitholder(s), and for this purpose seniority will be determined by the order in which the names stand on the Depository Register and/or the Register of Unitholders in respect of the relevant joint holding, the first being the senior.
7. Any alteration made to this form of proxy must be initialled by the person who signs it.
8. The instrument appointing a proxy or proxies must be lodged at: (a) the Singapore Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 (for Singapore Unitholders); or (b) the Hong Kong Unit Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Unitholders), not less than forty-eight (48) hours before the time appointed for EGM or any adjournment thereof.
9. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
10. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof must be lodged with the instrument of proxy; failing which the instrument may be treated as invalid.
11. The Manager shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by CDP to the Manager.
12. All Unitholders will be bound by the outcome of the EGM regardless of whether they have attended or voted at the EGM.
13. At any meeting, a resolution put to the vote of the meeting shall be decided by a poll.
14. On a poll, every Unitholder who is present in person or by proxy shall have one vote for every Unit of which he/she is the Unitholder. A person entitled to more than one vote need not use all his/her votes or cast them the same way.

#### Personal data privacy:

15. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.