



(Constituted in the Republic of Singapore
pursuant to a trust deed dated 4 July 2003 (as amended))

SGX-ST Announcement

24 August 2009

EXTRAORDINARY GENERAL MEETING OF UNITHOLDERS OF FORTUNE REAL ESTATE INVESTMENT TRUST

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Fortune Real Estate Investment Trust ("**Fortune REIT**") will be held at Capricorn Room, Level 1, Marina Mandarin Hotel, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 11 September 2009 at 2.30 p.m. and for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. **THE ACQUISITIONS OF METRO TOWN, CARIBBEAN BAZAAR AND HAMPTON LOFT**

That:

THE ACQUISITION OF METRO TOWN

- (a) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for the acquisition of Metro Town by Fortune REIT through the acquisition of the entire issued share capital of Marvel Point Investments Limited from McBride International Limited and Natisone Investments Limited at the purchase consideration described in the circular dated 24 August 2009 issued by ARA Asset Management (Singapore) Limited (in its capacity as manager of Fortune REIT (the "**Manager**") to holders of units in Fortune REIT (the "**Circular**")) and on the terms and conditions set out in the sale and purchase agreement dated 24 August 2009 as entered into between HSBC Institutional Trust Services (Singapore) Limited (in its capacity as the trustee of Fortune REIT (the "**Trustee**")), McBride International Limited and Natisone Investments Limited (and Cheung Kong (Holdings) Limited ("**Cheung Kong**") and Nan Fung Development Limited as guarantors), and for payment of all fees and expenses relating to the acquisition of Metro Town (as described in the Circular), such acquisition being an "interested person transaction" (as defined in the Listing Manual of Singapore Exchange Securities Trading Limited, the "**Listing Manual**") as well as an "interested party transaction" (as defined in the Property Funds Guidelines of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore, the "**Property Funds Guidelines**") (collectively, a "**Related Party**

Transaction”);

- (b) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for Fortune REIT to take over the Related Tenancy and Licence Agreements (as defined in the Circular) in relation to Metro Town upon the completion of the acquisition of Metro Town;
- (c) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for Goodwell-Fortune Property Services Limited (the “**Property Manager**”), the existing property manager of Fortune REIT, to manage Metro Town on the completion of the acquisition of Metro Town pursuant to and in accordance with the terms of the existing property management agreement dated 7 July 2003 entered into by the Trustee, the Manager and the Property Manager, as further extended for a term of five years pursuant to an extension letter entered into between the Property Manager, the Trustee and the Manager dated 1 August 2008 (collectively, the “**Property Management Agreement**”); and
- (d) subject to and contingent upon the passing of Resolution 2, the Manager, any director of the Manager and the 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, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Fortune REIT to give effect to the acquisition of Metro Town.

THE ACQUISITION OF CARIBBEAN BAZAAR

- (e) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for the acquisition of Caribbean Bazaar by Fortune REIT from MTR Corporation Limited at the purchase consideration described in the Circular and on the terms and conditions set out in the sale and purchase agreement dated 24 August 2009 as entered into between Genuine Joy Limited (a wholly-owned subsidiary of Fortune REIT) and MTR Corporation Limited, and for payment of all fees and expenses relating to the acquisition of Caribbean Bazaar (as described in the Circular), such acquisition being considered a Related Party Transaction by the Manager;
- (f) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for Fortune REIT to take over the Related Tenancy and Licence Agreements in relation to Caribbean Bazaar upon the completion of the acquisition of Caribbean Bazaar;
- (g) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for the Property Manager to manage Caribbean Bazaar on the completion of the acquisition of Caribbean Bazaar pursuant to and in accordance with the terms of the Property Management Agreement; and
- (h) subject to and contingent upon the passing of Resolution 2, the Manager, any director of the Manager and the 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, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of

Fortune REIT to give effect to the acquisition of Caribbean Bazaar.

THE ACQUISITION OF HAMPTON LOFT

- (i) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for the acquisition of Hampton Loft by Fortune REIT from Global Coin Limited at the purchase consideration described in the Circular and on the terms and conditions set out in the sale and purchase agreement dated 24 August 2009 as entered into between Full Belief Limited (a wholly-owned subsidiary of Fortune REIT) and Global Coin Limited, and for payment of all fees and expenses relating to the acquisition of Hampton Loft (as described in the Circular), such acquisition being a Related Party Transaction;
- (j) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for Fortune REIT to take over the Related Tenancy and Licence Agreements in relation to Hampton Loft upon the completion of the acquisition of Hampton Loft;
- (k) subject to and contingent upon the passing of Resolution 2, approval be and is hereby given for the Property Manager to manage Hampton Loft on the completion of the acquisition of Hampton Loft pursuant to and in accordance with the terms of the Property Management Agreement; and
- (l) subject to and contingent upon the passing of Resolution 2, the Manager, any director of the Manager and the 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, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Fortune REIT to give effect to the acquisition of Hampton Loft.

2. THE WHITEWASH RESOLUTION

That subject to and contingent upon the passing of Resolution 1 and the conditions in the letter from the Securities Industry Council dated 12 August 2009 being fulfilled, Unitholders, other than Cheung Kong, parties acting in concert with it and parties which are not independent of Cheung Kong, hereby (on a poll taken) waive their rights to receive a mandatory offer from Cheung Kong and parties acting in concert with it, which includes:

- (a) Cheung Kong and its subsidiaries (the “**Cheung Kong Subsidiaries**”) and Hutchison Whampoa Limited (“**Hutchison**”) and its subsidiaries (the “**Hutchison Subsidiaries**”) which hold either a direct or indirect interest in units in Fortune REIT (“**Units**”); and
- (b) any one or more subsidiaries of Cheung Kong and/or Hutchison (as the case may be) whether existing or to be incorporated by Cheung Kong and/or Hutchison (as the case may be), which will be subscribing for Units issued under the underwritten renounceable rights issue as described in the Circular issued by the Manager (the “**Rights Issue**” and the Units issued pursuant to the Rights Issue, the “**Rights Units**”), for all the remaining issued Units not owned or controlled by Cheung Kong and parties acting in concert with it, in the event that they incur a

mandatory bid obligation pursuant to Rule 14 of the Singapore Code on Takeovers and Mergers (the “Code”) as a result of the acquisition by (a) the Cheung Kong Subsidiaries and (b) the Hutchison Subsidiaries of:

- (i) the Pro Rata Units (as defined in the Circular);
- (ii) the Commitment Rights Units (as defined in the Circular); and/or
- (iii) the Aggregate Excess Rights Units (as defined in the Circular); and/or
- (iv) the Nil-Paid Rights Units (as defined in the Circular).

EXTRAORDINARY RESOLUTION

3. THE TRUST DEED AMENDMENT TO FACILITATE EQUITY FUND RAISINGS

That:

- (a) approval be and is hereby given to amend clause 5.1.4 of the Trust Deed with the Trust Deed Amendment to Facilitate Equity Fund Raisings (as defined in the Circular) in the manner set out in **Appendix H** of the Circular; and
- (b) the Manager, any director of the Manager and the 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, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Fortune REIT to give effect to the Trust Deed Amendment to Facilitate Equity Fund Raisings.

BY ORDER OF THE BOARD
ARA ASSET MANAGEMENT (SINGAPORE) LIMITED
(Company registration no. 200303151G)
(as manager of Fortune Real Estate Investment Trust)

Lim Hwee Chiang, John
Director
Singapore

Notes :

1. A holder of Units (“Unitholder”) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Unitholder.
2. The instrument appointing a proxy must be lodged at the Manager’s registered office at 6 Temasek Boulevard, #16-02 Suntec Tower Four, Singapore 038986 not less than 48 hours before the time appointed for the Extraordinary General Meeting.

About Fortune REIT

Fortune REIT is a real estate investment trust constituted by a Trust Deed entered into on 4 July 2003 (as amended by the Amending and Restating Deed dated 29 June 2005 and a 2nd Supplemental Deed dated 20 April 2006) made between ARA Asset Management (Singapore) Limited (“**ARASL**”), as the Manager of Fortune REIT, and HSBC Institutional Trust Services (Singapore) Limited, as the Trustee of Fortune REIT. Fortune REIT was listed on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 12 August 2003.

Fortune REIT holds a portfolio of eleven retail malls in Hong Kong, spread across Kowloon and the New Territories through the ownership of property companies (“the **Property Companies**”), worth approximately HK\$8.9 billion. The retail malls are City One Shatin Property, Ma On Shan Plaza, The Metropolis Mall, Waldorf Garden Property, Smartland, Tsing Yi Square Property, Jubilee Court Shopping Centre, The Household Center, Centre de Laguna Property, Lido Garden Property and Rhine Garden Property. Together they house a total of 839 tenants as at 30 June 2009 from diverse trade sectors such as supermarkets, food and beverage outlets, banks, real estate agencies, and education providers. Notable tenants include Park’N Shop, 7-Eleven, Aji Ichiban, Maxim’s Chinese Restaurant, Watsons, Mannings, Modern Beauty Salon, Fortress, McDonald’s, Kentucky Fried Chicken, Watami Japanese Restaurant, Centaline Property Agency, Midland Realty, DBS Bank, Bank of China (Hong Kong), HSBC, Japan Home Centre, Jumpin Gym U.S.A., International Christian School and the Hong Kong Jockey Club. More information can be found at www.fortunereit.com.

About ARASL, the Manager

Fortune REIT is managed by ARASL, a wholly owned subsidiary company of ARA Asset Management Limited, which is listed on the Mainboard of the SGX-ST. More information can be found at www.ara-asia.com.

Important Notice

The value of Units and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of Fortune REIT is not necessarily indicative of the future performance of Fortune REIT.

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses, including employee wages, property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on current view of management on future events.

This announcement is not an offer of securities for sale in the United States or elsewhere. The securities of Fortune REIT are not being registered under the United States Securities Act of 1933, as amended (the **Securities Act**), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. There will be no public offering of the securities in the United States.