
**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.**

If you are in any doubt as to any aspect in this circular dated 27 November 2015 ("Circular") or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your units in Fortune REIT ("Units"), you should at once hand this Circular, together with the Notice of EGM (as defined herein) and the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Singapore Exchange Securities Trading Limited (the "SGX-ST") takes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this Circular.

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FORTUNE
置富產業信託 **REIT**

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

**CIRCULAR TO THE UNITHOLDERS IN RELATION TO:
(1) THE PROPOSED CONVERSION OF FORTUNE REIT'S LISTING
STATUS ON THE SGX-ST FROM A PRIMARY LISTING TO A
SECONDARY LISTING; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

IMPORTANT DATES AND TIMES FOR UNITHOLDERS

Last date and time for lodgement of Proxy Forms : Wednesday, 16 December 2015 at 11:00 a.m.
Date and time of Extraordinary General Meeting : Friday, 18 December 2015 at 11:00 a.m.
Place of Extraordinary General Meeting : 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 Extraordinary General Meeting from Hong Kong, may attend via video conference which shall be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong.

27 November 2015

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CORPORATE INFORMATION

Directors of ARA Asset Management (Fortune) Limited (the “Manager”)	:	Dr. Chiu Kwok Hung, Justin (Chairman and Non-Executive Director) Mr. Lim Hwee Chiang (Non-Executive Director) Ms. Yeung, Eirene (Non-Executive Director) Mr. Ma Lai Chee, Gerald (Non-Executive Director) Ms. Chiu Yu, Justina (Executive Director and Chief Executive Officer) Mr. Ang Meng Huat, Anthony (Executive Director) Mr. Lim Lee Meng (Independent Non-Executive Director and Lead Independent Director) Mrs. Sng Sow-Mei (alias Poon Sow Mei) (Independent Non-Executive Director) Dr. Lan Hong Tsung, David (Independent Non-Executive Director)
Singapore Office and Registered Office of the Manager	:	6 Temasek Boulevard #16-02 Suntec Tower Four Singapore 038986
Hong Kong Office of the Manager	:	Units 5508–5510, 55th Floor The Center 99 Queen’s Road Central Hong Kong
Trustee of Fortune REIT (the “Trustee”)	:	HSBC Institutional Trust Services (Singapore) Limited 21 Collyer Quay #13-02 HSBC Building Singapore 049320
Legal Adviser to the Manager as to Singapore Law	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Legal Adviser to the Manager as to Hong Kong Law	:	Woo Kwan Lee & Lo 26th Floor, Jardine House 1 Connaught Place Central, Hong Kong
Legal Adviser to the Trustee as to Singapore Law	:	Rodyk & Davidson LLP 80 Raffles Place #33-00 UOB Plaza 1 Singapore 048624

CORPORATE INFORMATION

- Legal Adviser to the Trustee as to Hong Kong Law** : Mayer Brown JSM
16th–19th Floors
Prince’s Building
10 Chater Road
Central, Hong Kong
- Unit Registrar and Unit Transfer Office (Singapore)** : Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623
- Unit Registrar and Unit Transfer Office (Hong Kong)** : Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong

OVERVIEW

The following overview is qualified in its entirety by, and should be read in conjunction with, the full text of this Circular. Meanings of defined terms may be found in the Glossary on pages 18 to 20 of this Circular.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding.

INTRODUCTION

The Manager seeks approval from unitholders of Fortune REIT (“**Unitholders**”) for the ordinary resolution in relation to 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**”, and the ordinary resolution in relation to the Proposed Conversion, the “**Resolution**”).

The purpose of this Circular is to provide Unitholders with information relating to, and to explain the rationale for, the Proposed Conversion, as well as the implications of the Proposed Conversion, and to seek Unitholders’ approval for the Resolution to be proposed at the extraordinary general meeting (“**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, the notice of which is set out on pages N-1 to N-2 of this Circular (the “**Notice of EGM**”). 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.

RESOLUTION: THE PROPOSED CONVERSION OF FORTUNE REIT’S LISTING STATUS ON THE SGX-ST FROM A PRIMARY LISTING TO A SECONDARY LISTING (ORDINARY RESOLUTION)

Listing of Fortune REIT

Fortune REIT is presently dual primary-listed on the Main Board of the SGX-ST and the Main Board of The Stock Exchange of Hong Kong Limited (the “**SEHK**”). The Manager is proposing to convert its listing status on the Main Board of the SGX-ST from a primary listing to a secondary listing while maintaining Fortune REIT’s primary listing status on the SEHK.

Rationale and Benefits of the Proposed Conversion

The Manager has considered the listing status of Fortune REIT and having regard to the reasons stated below, has decided that the Proposed Conversion is in the best interests of Fortune REIT and the Unitholders.

(i) Compliance costs

Since its dual primary-listing on the SGX-ST and the SEHK, Fortune REIT has had to comply with the stricter requirements of the two exchanges. The cost of compliance with both (a) the listing manual of the SGX-ST (the “**Listing Manual**”) and (b) the Code on Real

OVERVIEW

Estate Investment Trusts issued by the Securities and Futures Commission of Hong Kong (the “**REIT Code**”) and the rules in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited applicable to Fortune REIT (together with the REIT Code, the “**Hong Kong Applicable Rules**”) has increased since Fortune REIT’s dual primary-listing in 2010 and significant resources have to be devoted for such compliance. Such compliance burden and costs have to be borne by all Unitholders. The Manager considers that the Proposed Conversion will reduce legal and compliance costs for Fortune REIT, as well as free up resources for other critical aspects of Fortune REIT’s growth and operations.

(ii) Migration of Unitholders from Singapore to Hong Kong

Fortune REIT has experienced a continuous migration of its Unitholders from Singapore to Hong Kong since its dual primary-listing in 2010. As at the Latest Practicable Date, 75.1% of the Units are Hong Kong registered and only 24.9% of the Units are Singapore registered.

(iii) Trading Volume

The trading liquidity of the Units on the SEHK has generally been better than Singapore and the Unit prices have closed higher on the SEHK versus the SGX-ST on most trading days.

(iv) Concentration of Fortune REIT’s assets in Hong Kong

Fortune REIT’s properties are all located in Hong Kong and the listing currency is Hong Kong dollars. The Manager considers that the maintaining of the primary listing on the SEHK and the conversion of the listing on the SGX-ST to a secondary listing would better reflect the geographical asset profile of Fortune REIT.

For the foregoing reasons, the Manager is of the opinion that the Proposed Conversion is in the best interests of Fortune REIT and the Unitholders as the Proposed Conversion will streamline Fortune REIT’s compliance obligations, reduce compliance related costs, allow resources to be allocated more efficiently for other critical aspects of Fortune REIT’s growth and operations and better reflect the Unitholder profile and geographical asset profile of Fortune REIT, while ensuring that Unitholders in Singapore and Hong Kong would not be adversely affected by the Proposed Conversion as the Proposed Conversion would not change the Unitholders’ rights, irrespective of where the Unitholders hold their Units due to the following reasons:

- (i) the rights of Unitholders are encapsulated in the trust deed constituting Fortune REIT dated 4 July 2003 (as amended) (the “**Trust Deed**”) which does not distinguish between Unitholders based in Singapore under a secondary listing and Unitholders based in Hong Kong under a primary listing when conferring rights;
- (ii) Fortune REIT has only one class of Units;
- (iii) the interests of minority Unitholders will still be adequately protected as Fortune REIT will still be required to comply with the Hong Kong Applicable Rules and certain requirements under the Listing Manual; and

OVERVIEW

- (iv) the Unitholders' ability to trade the Units on the SGX-ST and the SEHK will not be in any way prejudiced as Fortune REIT remains listed on the SGX-ST (secondary listing) and the SEHK (primary listing).

Implications under the Listing Manual

In connection with the Proposed Conversion, the Manager has provided the SGX-ST with, among others, a written undertaking that in the event that Fortune REIT is delisted from the Official List of the SGX-ST within three years of the Proposed Conversion, Fortune REIT:

- (i) would offer a reasonable exit alternative, which should normally be in cash, to the (a) Unitholders and (b) the holders of any other classes of the listed securities to be delisted; and
- (ii) should normally appoint an independent financial adviser to advise on the exit offer.

Notwithstanding the foregoing, Unitholders should note that the SGX-ST's requirement for a reasonable exit offer to be provided to the Unitholders and holders of any other classes of the listed securities is not applicable should Fortune REIT decide to delist from the Official List of the SGX-ST after three years of the Proposed Conversion. Under the REIT Code, if a REIT authorised under the SFO is proposed to be delisted from the SEHK, all rules and principles as applicable to listed companies under the Hong Kong Listing Rules regarding withdrawal of listing should be complied with in substance, with necessary changes being made, as if such rules and principles were applicable to such REIT.

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.

Unitholders who are in any doubt as to any matters referred to in this Circular and/or the course of action which they should take following the Proposed Conversion should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

FORTUNE
置富產業信託 **REIT**

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)

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(Stock Code: Singapore: F25U and Hong Kong: 778)

Managed by



ARA Asset Management (Fortune) Limited

Directors of the Manager (“Directors”)

Non-Executive Directors

Dr. Chiu Kwok Hung, Justin (*Chairman*)

Mr. Lim Hwee Chiang

Ms. Yeung, Eirene

Mr. Ma Lai Chee, Gerald

Executive Directors

Ms. Chiu Yu, Justina

Mr. Ang Meng Huat, Anthony

Independent Non-Executive Directors

Mr. Lim Lee Meng (*Lead Independent Director*)

Mrs. Sng Sow-Mei (alias Poon Sow Mei)

Dr. Lan Hong Tsung, David

Singapore Office and Registered Office

6 Temasek Boulevard

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99 Queen’s Road Central

Hong Kong

27 November 2015

To: Unitholders of Fortune REIT

Dear Sir/Madam

**(1) THE PROPOSED CONVERSION OF FORTUNE REIT’S LISTING STATUS ON THE SGX-ST FROM A PRIMARY LISTING TO A SECONDARY LISTING; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The Manager refers to the Notice of EGM of Fortune REIT dated 27 November 2015 convening the EGM 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, to seek Unitholders' approval for the Resolution in relation to 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.¹

The purpose of this Circular is to provide Unitholders with information relating to, and to explain the rationale for, the Proposed Conversion, as well as the implications of the Proposed Conversion for Fortune REIT and its Unitholders.

The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinion expressed in this Circular.

2. THE PROPOSED CONVERSION

2.1 Listing of Fortune REIT

Fortune REIT is presently dual primary-listed on the Main Board of the SGX-ST and the Main Board of the SEHK. The Manager proposes to convert its listing status on the Main Board of the SGX-ST from a primary listing to a secondary listing. If the Resolution is approved by the Unitholders at the EGM, Fortune REIT will continue to maintain its primary listing on the Main Board of the SEHK and it will have a secondary listing on the Main Board of the SGX-ST.

2.2 Rationale and Benefits of the Proposed Conversion

The Manager undertook a review of the listing status of Fortune REIT and after consultation with its professional advisers, decided that the Proposed Conversion is in the best interests of Fortune REIT and the Unitholders for the reasons stated below.

(i) Compliance costs

Since its dual primary-listing on the SGX-ST and the SEHK, Fortune REIT has had to comply with the stricter requirements of the two exchanges. The cost of compliance with both the Listing Manual and the Hong Kong Applicable Rules has increased since Fortune REIT's dual primary-listing in 2010 and significant resources have to be devoted for such compliance. Such compliance burden and costs have to be borne by all Unitholders.

The Proposed Conversion will allow the Manager to reduce legal and compliance costs for Fortune REIT, as well as free up resources for other critical aspects of Fortune REIT's growth and operations, while still providing sufficient regulatory safeguards for Unitholders as Fortune REIT will still have to comply with

¹ 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.

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the Hong Kong Applicable Rules and certain requirements under the Listing Manual as contained in the undertakings to be given by the Manager to the SGX-ST, the details of which are set out in Section 3 of this Circular.

As such, the Manager is of the view that the allocation of additional resources to fulfil compliance obligations in relation to maintaining a dual primary-listing no longer represents an efficient use of Fortune REIT's resources, and is therefore not commercially justifiable.

(ii) Migration of Unitholders from Singapore to Hong Kong

Fortune REIT has experienced a continuous migration of its Unitholders from Singapore to Hong Kong since its dual primary-listing in 2010. As at the Latest Practicable Date, 75.1% of the Units are Hong Kong registered and only 24.9% of the Units are Singapore registered.

Increasingly, Unitholders are moving towards depositing their Units on the SEHK instead of the SGX-ST. A comparison of the change in the percentage of Units held on the SGX-ST and the SEHK is set out in the following table:

	SGX-ST	SEHK
As at 26 April 2010	68.1%	31.9%
As at the Latest Practicable Date	24.9%	75.1%

Based on the foregoing, the Proposed Conversion will more accurately reflect the geographic profile of the Unitholders.

(iii) Trading Volume

The trading liquidity of the Units on the SEHK has generally been better than Singapore and the Unit prices have closed higher on the SEHK versus the SGX-ST on most trading days.

The total trading volume of the Units on the SGX-ST and the SEHK between 2013 and 2015 is set out in the following table:

Total Trading Volume	SGX-ST	SEHK
Year to date 2015 ⁽¹⁾	67,200,000	512,637,149
2014	138,714,000	464,053,512
2013	279,192,000	736,690,090

Note:

(1) For the period commencing 1 January 2015 to the Latest Practicable Date.

LETTER TO UNITHOLDERS

The average daily trading volume of the Units on the SGX-ST and the SEHK between 2013 and 2015 is set out in the following table:

Average Daily Trading Volume⁽¹⁾	SGX-ST	SEHK
Year to date 2015 ⁽²⁾	309,677	2,373,320
2014	550,452	1,878,759
2013	1,121,319	3,019,222

Notes:

- (1) Only market trading days were taken into account in arriving at the figures.
- (2) For the period commencing 1 January 2015 to the Latest Practicable Date.

The number of trading days on which the closing Unit price on the SEHK was higher as compared to the closing Unit price on the SGX-ST between 2013 and 2015 is set out in the following table:

	Total Trading Days⁽¹⁾	Total Trading Days on which the Closing Unit Price on the SEHK is Higher	% of Trading Days on which the Closing Unit Price on the SEHK is Higher
Year to date 2015 ⁽²⁾	209	152	72.7%
2014	243	215	88.5%
2013	240	136	56.7%

Notes:

- (1) Only days which were market trading days on both the SGX-ST and SEHK were taken into account in arriving at the figures.
- (2) For the period commencing 1 January 2015 to the Latest Practicable Date.

(iv) Concentration of Fortune REIT's assets in Hong Kong

Fortune REIT's properties are all located in Hong Kong and the listing currency is Hong Kong dollars. The Manager considers that the maintaining of the primary listing on the SEHK and the conversion of the listing on the SGX-ST to a secondary listing will better reflect the geographical asset profile of Fortune REIT.

For the foregoing reasons, the Manager is of the opinion that the Proposed Conversion is in the best interests of Fortune REIT and the Unitholders as the Proposed Conversion will streamline Fortune REIT's compliance obligations, reduce compliance related costs, allow resources to be allocated more efficiently for other critical aspects of

LETTER TO UNITHOLDERS

Fortune REIT's growth and operations and better reflect the Unitholder profile and geographical asset profile of Fortune REIT, while ensuring that Unitholders in Singapore and Hong Kong would not be adversely affected by the Proposed Conversion as the Proposed Conversion would not change the Unitholders' rights, irrespective of where the Unitholders hold their Units due to the following reasons:

- (i) the rights of Unitholders are encapsulated in the Trust Deed which does not distinguish between Unitholders based in Singapore under a secondary listing and Unitholders based in Hong Kong under a primary listing when conferring rights;
- (ii) Fortune REIT has only one class of Units;
- (iii) the interests of minority Unitholders will still be adequately protected as Fortune REIT will still be required to comply with the Hong Kong Applicable Rules and certain requirements under the Listing Manual; and
- (iv) the Unitholders' ability to trade the Units on the SGX-ST and the SEHK will not be in any way prejudiced as Fortune REIT remains listed on the SGX-ST (secondary listing) and the SEHK (primary listing).

3. IMPLICATIONS FOR FORTUNE REIT

3.1 Implications under the Listing Manual

The Manager made an application to the SGX-ST to seek an in-principle approval to proceed with the Proposed Conversion. On 6 October 2015, the SGX-ST replied that it had no objection to the Proposed Conversion subject to the following conditions:

- 3.1.1 Unitholders' approval being sought for the Proposed Conversion;
- 3.1.2 compliance with the SGX-ST's listing requirements and other such requirements that the SGX-ST may impose from time to time;
- 3.1.3 Fortune REIT maintaining its primary listing on the SEHK;
- 3.1.4 submission of a written undertaking from the Manager that in the event that Fortune REIT is delisted from the Official List of the SGX-ST within three years of the Proposed Conversion:
 - (i) Fortune REIT would offer a reasonable exit alternative, which should normally be in cash, to the (a) Unitholders and (b) holders of any other classes of the listed securities to be delisted; and
 - (ii) Fortune REIT should normally appoint an independent financial adviser to advise on the exit offer;

LETTER TO UNITHOLDERS

- 3.1.5 proper disclosure in the Circular that the requirement for a reasonable exit offer to be provided to the Unitholders and holders of any other classes of the listed securities is not applicable should Fortune REIT decide to delist after three years of the Proposed Conversion;
- 3.1.6 submission of a written undertaking from the Manager that it would comply with the following as set out in Rule 217 of the Listing Manual:
- (i) to release all information and documents in English to the SGX-ST via SGXNET at the same time as they are released to the SEHK;
 - (ii) to inform the SGX-ST of any issue of additional Units and the decision of the SEHK on the listing and quotation of the additional securities issued by Fortune REIT; and
 - (iii) to comply with such other listing rules as may be applied by the SGX-ST from time to time (whether before or after listing);
- 3.1.7 submission of a written undertaking from the Manager that Fortune REIT would comply the following as set out in Rule 751 of the Listing Manual:
- (i) maintain its primary listing on the SEHK;
 - (ii) be subject to all the applicable listing rules of the SEHK (unless a waiver has been obtained for any non-compliance); and
 - (iii) provide an annual certification in the form prescribed at Appendix 7.6 of the Listing Manual that it has complied with the applicable continuing listing obligations in the Listing Manual;
- 3.1.8 submission of a written undertaking from the Manager that in the event of a need for a trading halt in the Units, the Manger would request for a trading halt on all exchanges at the same time; and
- 3.1.9 submission of an undertaking from the Manager in the form set out at Appendix 2.3.2 of the Listing Manual,
- (the “**In-Principle Approval**”).

Unitholders are to note that the In-Principle Approval of the SGX-ST is not to be taken as an indication of the merits of the Proposed Conversion, Fortune REIT or its subsidiaries or their securities.

Subject to the fulfilment of all conditions under the In-Principle Approval mentioned above, the completion of the Proposed Conversion does not require any final authorisation and/or approval from the SGX-ST.

No amendments to the Trust Deed is required to effect the Proposed Conversion.

4. IMPLICATIONS FOR THE UNITHOLDERS

4.1 Compliance with the Hong Kong Applicable Rules

The Manager notes that upon the completion of the Proposed Conversion, Fortune REIT will continue to be required to comply with the Hong Kong Applicable Rules and will not be required to comply with the Listing Manual save for:

- 4.1.1 Rule 210(1)(b)(i) of the Listing Manual that Fortune REIT has at least 500 Unitholders worldwide;
- 4.1.2 Rule 217 of the Listing Manual (requirements of which are set out in Section 3.1.6 of this Circular);
- 4.1.3 Rule 220 of the Listing Manual that Fortune REIT's future periodic financial reports will be reconciled to the International Financial Reporting Standards issued by the International Accounting Standards Board¹;
- 4.1.4 Rule 751 of the Listing Manual that Fortune REIT will (i) maintain its primary listing on the SEHK, (ii) be subject to all the applicable listing rules of the SEHK (unless a waiver has been obtained for any non-compliance), and (iii) provide an annual certification in the form prescribed at Appendix 7.6 of the Listing Manual that it has complied with the applicable listing obligations in the Listing Manual, on a continuing basis and any other listing rules of the Listing Manual as may be applied by the SGX-ST from time to time; and
- 4.1.5 Chapter 8 of the Listing Manual, that in the event of any changes in capital, Fortune REIT will comply with the applicable rules under Chapter 8 of the Listing Manual, including Part XII of Chapter 8 of the Listing Manual in relation to procedures for additional listing applications for secondary listing.

The **Appendix** sets out a summary of the principal rules of the Listing Manual which will cease to be applicable to Fortune REIT following the completion of the Proposed Conversion, against the relevant rules under the Hong Kong Applicable Rules which will continue to be applicable to Fortune REIT following the completion of the Proposed Conversion, subject to any relevant waiver from compliance granted to Fortune REIT from time to time.

For the avoidance of doubt, it should be noted that only certain but not all of the rules in the Hong Kong Listing Rules are applicable to REITs listed on the SEHK. Nevertheless, the SFC in general seeks to regulate REITs listed on the SEHK to the extent appropriate and practicable, with reference to the requirements under the Hong Kong Listing Rules applicable to companies listed on the SEHK, except otherwise provided in the REIT Code or the guidelines issued by the SFC from time to time.

¹ In addition, Fortune REIT's annual report will comply with the relevant provisions of the Trust Deed, the relevant requirements of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore and the REIT Code.

4.2 Rights of Unitholders following the completion of the Proposed Conversion

4.2.1 As Fortune REIT is a real estate investment trust constituted by the Trust Deed, it continues to be subject to compliance with, among others, the Securities and Futures Act, Chapter 289 of Singapore, Appendix 6 of the Code on Collective Investment Schemes issued by the MAS (the “**Property Funds Appendix**”), the Singapore Code on Takeovers and Mergers, and the general rights of the Unitholders as set out in the Trust Deed.

4.2.2 Unitholders who trade their Units on the Main Board of the SGX-ST will continue to enjoy the same rights as Unitholders who trade their Units on the SEHK. Unitholders whose Units are Singapore registered can also continue to trade their Units on the SGX-ST after the completion of the Proposed Conversion.

4.2.3 In connection with the Proposed Conversion, the Manager has provided the SGX-ST with a written undertaking that in the event that Fortune REIT is delisted from the Official List of the SGX-ST within three years of the Proposed Conversion, Fortune REIT:

- (i) would offer a reasonable exit alternative, which should normally be in cash, to the (a) Unitholders and (b) the holders of any other classes of the listed securities to be delisted; and
- (ii) should normally appoint an independent financial adviser to advise on the exit offer.

Notwithstanding the foregoing, Unitholders should note that the SGX-ST’s requirement for a reasonable exit offer to be provided to the Unitholders and holders of any other classes of the listed securities is not applicable should Fortune REIT decide to delist from the Official List of the SGX-ST after three years of the Proposed Conversion. Under the REIT Code, if a REIT authorised under the SFO is proposed to be delisted from the SEHK, all rules and principles as applicable to listed companies under the Hong Kong Listing Rules regarding withdrawal of listing should be complied with in substance, with necessary changes being made, as if such rules and principles were applicable to such REIT.

Unitholders who are in any doubt as to any matters referred to in this Circular and/or the course of action which they should take following the Proposed Conversion should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

LETTER TO UNITHOLDERS

5. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL UNITHOLDERS

Based on the Register of Directors' Unitholdings and the information available to the Manager, as at the Latest Practicable Date, and as at the date of the EGM (on the assumption that their voting rights will not change between the Latest Practicable Date and the date of the EGM), the direct and deemed interests and voting rights of the Directors who have interest in the Units and the Substantial Unitholders¹ are as follows:

Name of Directors	Direct Interest		Deemed Interest		Total no. of	
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾	Units held	% ⁽¹⁾
Lim Hwee Chiang ⁽²⁾	1,000,000	0.05	2,100,000	0.11	3,100,000	0.16
Lan Hong Tsung, David ⁽³⁾	430,000	0.02	100,000	0.01	530,000	0.03
Sng Sow-Mei (alias Poon Sow Mei)	220,000	0.01	–	–	220,000	0.01

Notes:

- (1) Based on total units in issue of 1,886,372,042 units as at the Latest Practicable Date.
- (2) Mr. Lim Hwee Chiang was deemed to be interested in the 2,100,000 Units held by Citibank Nominees Singapore Pte. Ltd. (as nominee for JL Philanthropy Ltd.). Mr. Lim Hwee Chiang is the settlor of JL Charitable Settlement which is the beneficiary of JL Philanthropy Ltd.
- (3) Dr. Lan Hong Tsung, David was deemed to be interested in the 100,000 units held by his associate.

Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total no. of	
	No. of Units ⁽²⁾	% ⁽¹⁾	No. of Units ⁽²⁾	% ⁽¹⁾	Units held ⁽²⁾	% ⁽¹⁾
Focus Eagle Investments Limited	413,074,684	21.90	–	–	413,074,684	21.90
Ballston Profits Limited	112,556,000	5.96	–	–	112,556,000	5.96
Cheung Kong Property Holdings Limited ("CK Property") ⁽³⁾	–	–	525,630,684	27.86	525,630,684	27.86
Schroders Plc	–	–	244,348,158	12.95	244,348,158	12.95

Notes:

- (1) Based on total units in issue of 1,886,372,042 units as at the Latest Practicable Date.
- (2) The number of units was based on the notifications of changes of interest received by the Manager on or before the Latest Practicable Date.
- (3) Focus Eagle Investments Limited and Ballston Profits Limited were indirect wholly-owned subsidiaries of CK Property. Therefore, CK Property was deemed to hold 525,630,684 units of which: (i) 413,074,684 units were held by Focus Eagle Investments Limited; and (ii) 112,556,000 units were held by Ballston Profits Limited.

Save as disclosed above and based on information available to the Manager as at the Latest Practicable Date, none of the Directors or the Substantial Unitholders have an interest, direct or indirect, in the Proposed Conversion.

¹ "Substantial Unitholder" means a person with an interest in Units constituting not less than 5.0% of the total number of Units in issue.

LETTER TO UNITHOLDERS

6. EXTRAORDINARY GENERAL MEETING

The EGM will be held at Rooms 328-329, Level 3 Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 18 December 2015 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without modification, the Resolution set out in the Notice of EGM, which is set out on pages N-1 to N-2 of this Circular. 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.

Approval by way of an Ordinary Resolution is required in respect of the Resolution.

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 at the close of business on Monday, 14 December 2015. You will find enclosed with this Circular the Notice of EGM (please refer to pages N-1 to N-2 of this Circular) and the instrument to appoint a proxy or proxies for use for the EGM.

Your vote is very important. Accordingly, please complete, sign and date the enclosed form of proxy (the "**Proxy Form**"), whether or not you plan to attend the EGM in person, in accordance with the instructions printed on the Proxy Form, and return it to: (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). The Proxy Form should be completed and returned as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Further announcements will be made by the Manager as and when appropriate for the poll results of the EGM and the effective date of the Proposed Conversion.

7. PROHIBITION ON VOTING

Rule 748(5) of the Listing Manual prohibits the Trustee, the Manager or any of their connected persons and any Director from voting their Units at any meeting to approve any matter in which they have a material interest. Rule 919 of the Listing Manual prohibits interested persons and their associates from voting on a resolution in relation to a matter in respect of which such persons are interested in at the EGM.

Paragraph 9.9(f) of the REIT Code provides that where a unitholder has a material interest in the business to be contracted at a general meeting of the unitholders, and that interest is different from that of all other unitholders, such unitholder shall be prohibited from voting their own units.

For the avoidance of doubt, none of Fortune REIT, the Manager, the Trustee or their associates is prohibited from voting on the Resolution.

To the best of the Manager's knowledge, information and belief, after having made reasonable enquiries, no Unitholders are required to abstain from voting at the EGM in respect of the Proposed Conversion.

8. ACTION TO BE TAKEN BY UNITHOLDERS

Unitholders will find enclosed in this Circular the Notice of EGM and the Proxy Form.

If a Unitholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his/her behalf, he/she should complete, sign and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible.

Persons who have an interest in the approval of the Resolution must decline to accept appointment as proxies unless the Unitholder concerned has specific instructions in his Proxy Form as to the manner in which his/her votes are to be cast in respect of the Resolution.

If a Unitholder wishes to appoint the Chairman as his/her proxy/proxies for the EGM, he/she should give specific instructions in his/her Proxy Form as to the manner in which his/her vote is to be cast in respect of the Resolution.

9. DIRECTORS' RECOMMENDATIONS

The Directors are of the opinion that the Proposed Conversion is in the best interests of Fortune REIT and the Unitholders as a whole. Accordingly, the Directors recommend that the Unitholders vote in favour of the Resolution as set out in the Notice of EGM.

10. DIRECTORS' RESPONSIBILITY STATEMENTS

For the purposes of paragraphs 5.2A and 10.10(t) of the REIT Code, the Manager and the Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

For the purposes of Practice Note 12.1 of the Listing Manual, the Manager and the Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this circular constitutes full and true disclosure of all material facts about the Proposed Conversion, and Fortune REIT in the context of the Proposed Conversion, and the Manager and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

11. OPINION OF THE TRUSTEE PURSUANT TO THE REIT CODE

Based on, and in the sole reliance on (1) the information and assurances provided by the Manager and (2) the opinion of the Directors, set out in this Circular, the Trustee, having taken into account its duties set out in the Trust Deed and the REIT Code, has no objection to the Manager proceeding with the Proposed Conversion subject to the approval of the Unitholders.

The Trustee has not made any assessment of the merits or impact of the Proposed Conversion, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code. Accordingly, the Trustee urges all Unitholders, including those who are in any doubt as to the merits or impact of the Proposed Conversion, to seek their own financial or other professional advice.

LETTER TO UNITHOLDERS

12. DOCUMENTS FOR INSPECTION

The Trust Deed will be available for inspection during normal business hours from 9:00 a.m. to 5:00 p.m. on business days (by prior appointment only) at (i) the registered office of the Manager and also (ii) the office of the Manager in Hong Kong for so long as Fortune REIT is in existence.

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.

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

IMPORTANT NOTICE

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or the Trustee or any of their 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 or the Trustee 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, on the SEHK or off-market in Hong Kong. Listing of the Units on the SGX-ST and the SEHK does not guarantee a liquid market for the Units.

The past performance of Fortune REIT is not necessarily indicative of the future performance of Fortune REIT.

If you have sold or transferred all your Units, you should immediately forward this Circular, together with the Notice of EGM and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular is not for distribution, directly or indirectly, in or into the United States of America ("**United States**" or "**U.S.**"). It is not an offer of securities for sale into the United States. The Units may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the United States Securities Act of 1933, as amended) unless they are registered or exempt from registration. There will be no public offer of securities in the United States.

GLOSSARY

In this Circular, the following definitions apply throughout unless otherwise stated:

%	:	Per centum or percentage
ACRA	:	Accounting and Corporate Regulatory Authority
associate	:	Has the meaning ascribed to it in the Listing Manual
CDP	:	The Central Depository (Pte) Limited
CK Property	:	Cheung Kong Property Holdings Limited
Circular	:	This circular to Unitholders dated 27 November 2015
Companies Act	:	Companies Act, Chapter 50 of Singapore
Controlling Shareholder	:	Has the meaning ascribed to it in the Listing Manual (read with the Property Funds Appendix)
Directors	:	Directors of the Manager
EGM	:	The extraordinary general meeting of Unitholders 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, to approve the matters set out in the notice of extraordinary general meeting on pages N-1 to N-2 of this Circular
Fortune REIT	:	Fortune Real Estate Investment Trust
Hong Kong	:	The Hong Kong Special Administrative Region of the People's Republic of China
Hong Kong Applicable Rules	:	The REIT Code, and the rules in the Hong Kong Listing Rules applicable to Fortune REIT
Hong Kong Listing Rules	:	The rules governing the listing of securities on The Stock Exchange of Hong Kong Limited, as may be amended, varied or supplemented from time to time
In-Principle Approval	:	Has the meaning ascribed to it in Section 3 of this Circular
Latest Practicable Date	:	17 November 2015, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information in this Circular
Listing Manual	:	The Listing Manual of the SGX-ST

GLOSSARY

Manager	:	ARA Asset Management (Fortune) Limited, in its capacity as manager of Fortune REIT
MAS	:	Monetary Authority of Singapore
Notice of EGM	:	The notice of EGM set out on pages N-1 to N-2 of this Circular
Ordinary Resolution	:	A resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
Property Funds Appendix	:	Appendix 6 of the Code on Collective Investment Schemes issued by the MAS
Proposed Conversion	:	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
Proxy Form	:	Has the meaning ascribed to it in Section 8 of this Circular
REIT(s)	:	Real estate investment trust(s)
REIT Code	:	Code on Real Estate Investment Trusts issued by the SFC, as amended, varied or supplemented from time to time
Resolution	:	The ordinary resolution in relation to the Proposed Conversion
SEHK	:	The Stock Exchange of Hong Kong Limited
SFA	:	Securities and Futures Act, Chapter 289 of Singapore
SFC	:	Securities and Futures Commission of Hong Kong
SFO	:	Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)
SGX-ST	:	Singapore Exchange Securities Trading Limited
S\$ and cents	:	Singapore dollars and cents, the lawful currency of Singapore
Substantial Unitholders	:	Persons with an interest in Units constituting not less than 5.0% of the total number of Units in issue, and " Substantial Unitholder " means any one of them
Trust Deed	:	The trust deed dated 4 July 2003 constituting Fortune REIT (as amended)

GLOSSARY

- Trustee** : HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Fortune REIT
- Unit** : A unit in Fortune REIT
- Unitholder** : The registered holder for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term “Unitholder” shall, in relation to Units registered in the name of CDP, mean, where the context requires, the Depositor whose Securities Account with CDP is credited with Units
- United States or U.S.** : United States of America

The terms “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act, Chapter 50 of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Where applicable, figures and percentages are rounded to one decimal place.

The table below sets out a summary of the principal rules of the Listing Manual which will cease to be applicable to Fortune REIT following the completion of the Proposed Conversion, against the relevant rules under the Hong Kong Applicable Rules (where there are such rules concerning a corresponding or comparable area) which will continue to be applicable to Fortune REIT following the completion of the Proposed Conversion, subject to any relevant waiver from compliance granted to Fortune REIT from time to time. The summary below is for general guidance only and is not and shall not be relied on as legal advice or any other advice to Unitholders or other investors. The summary is not meant to be a comprehensive or exhaustive description of all the relevant Singapore and Hong Kong laws, rules and regulations.

In addition to the rules described in the summary below, there are other rules under the Hong Kong Applicable Rules in Hong Kong and under the Property Funds Appendix in Singapore which will continue to apply to Fortune REIT following the Proposed Conversion.

Prospective investors and/or Unitholders should consult their own legal advisers for specific legal advice concerning their legal rights and obligations under Singapore laws and Hong Kong laws.

For the avoidance of doubt, it should be noted that only certain but not all of the rules in the Hong Kong Listing Rules are applicable to REITs listed on the SEHK. Nevertheless, the SFC in general seeks to regulate REITs listed on the SEHK to the extent appropriate and practicable, with reference to the requirements under the Hong Kong Listing Rules applicable to companies listed on the SEHK, except otherwise provided in the REIT Code or the guidelines issued by the SFC from time to time.

For the purpose of the Hong Kong Applicable Rules summarised below, unless otherwise specified, the terms used shall have the same meanings as defined in the REIT Code.

For the avoidance of doubt, it should be noted that save for the conditions imposed on Fortune REIT by the SGX-ST as described in paragraph 3 of the letter to Unitholders above, only Rules 217, 751 and Part IX of Chapter 8 of the Listing Manual are expressly applicable to Fortune REIT pursuant to the Proposed Conversion.

Listing Manual and Singapore Laws (which will cease to apply following completion of the Proposed Conversion)	Hong Kong Applicable Rules (which will continue to apply following completion of the Proposed Conversion)
Reporting Requirements	
<p>Chapter 7 of the Listing Manual (Continuing Obligations)</p> <p>Rule 703, Listing Manual:</p> <p>Disclosure of Material Information</p> <p>(1) An issuer must announce any information known to the issuer concerning it or any of its subsidiaries or associated companies which:</p> <p>(a) is necessary to avoid the establishment of a false market in the issuer's securities; or</p> <p>(b) would be likely to materially affect the price or value of its securities.</p> <p>(2) Rule 703(1) does not apply to information which it would be a breach of law to disclose.</p> <p>(3) Rule 703(1) does not apply to particular information while each of the following conditions applies.</p> <p>Condition 1: a reasonable person would not expect the information to be disclosed;</p> <p>Condition 2: the information is confidential; and</p> <p>Condition 3: one or more of the following applies:</p> <p>(a) the information concerns an incomplete proposal or negotiation;</p> <p>(b) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;</p> <p>(c) the information is generated for the internal management purposes of the entity;</p> <p>(d) the information is a trade secret.</p>	<p>Chapter 10 of the REIT Code (Reporting and Documentation)</p> <p>Announcements</p> <p>Paragraph 10.3, REIT Code</p> <p>The management company shall inform holders as soon as reasonably practicable of any information or transaction concerning the scheme which:</p> <p>(a) is necessary to enable holders to appraise the position of the scheme; or</p> <p>(b) is necessary to avoid a false market in the units of the scheme; or</p> <p>(c) might be reasonably expected to materially affect market activity in the scheme or affect the price of the units of the scheme, or</p> <p>(d) requires holders' approval.</p> <p>Paragraph 10.5, REIT Code</p> <p>The content of an announcement should contain sufficient quantitative information to enable investors to fully understand the nature and ascertain the implications of the announcement. Information disclosed in the announcement shall be factual, clear, succinct and unbiased.</p> <p>Circulars</p> <p>Paragraph 10.6, REIT Code</p> <p>A circular shall be issued in respect of</p> <p>(a) transactions that require, or in the reasonable opinion of the trustee or the management company require, holders' approval; and</p> <p>(b) material information in relation to the scheme.</p>

<p>(4) In complying with the SGX-ST's disclosure requirements, an issuer must:</p> <p>(a) observe the Corporate Disclosure Policy set out in Appendix 7.1 of the SGX-ST Listing Manual; and</p> <p>(b) ensure that its directors and executive officers are familiar with the SGX-ST's disclosure requirements and Corporate Disclosure Policy.</p> <p>(5) The SGX-ST will not waive any requirements under this Rule.</p>	<p>Paragraph 10.8, REIT Code</p> <p>A circular shall be sent within 21 days to holders after the issuance of an announcement. Where a general meeting is to be held, the relevant circular shall be sent to holders 21 days (for special resolution) and 14 days (for ordinary resolution) prior to the day of such meeting.</p> <p>Paragraph 10.9, REIT Code</p> <p>The following guidance shall be borne in mind in preparing circulars that are required by the REIT Code:</p> <p>(a) the primary objective of the circular is to enable holders to properly and in an informed manner examine the reasonableness and fairness of the proposed transaction. The balance of advantage or disadvantage to the scheme shall therefore be readily apparent to enable a holder to reach his own conclusions on the proposal;</p> <p>(b) the circular shall provide sufficient information to holders to evaluate the proposal; and</p> <p>(c) where applicable, provide a fair and objective valuation of the relevant real estate of the scheme.</p>
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<p>Rule 704, Listing Manual:</p> <p>Announcement of Specific Information</p> <p>In addition to Rule 703, an issuer must immediately announce the following:</p> <p>General</p> <p>(1) Any change of address of the registered office of the issuer or of any office at which the Register of Members or any other register of securities of the issuer is kept.</p> <p>(2) Any proposed alteration to the Memorandum of Association or Articles of Association or Constitution of the issuer (see Rule 730 which requires issuers to seek the Exchange's approval for any alteration to their Articles or constituent documents).</p> <p>(3) [Deleted]</p> <p>(4) Any call to be made on partly paid securities of the issuer or of any of its principal subsidiaries.</p> <p>(5) Any qualification or emphasis of a matter by the auditors on the financial statements of:</p> <p>(a) the issuer; or</p> <p>(b) any of the issuer's subsidiaries or associated companies, if the qualification or emphasis of a matter has a material impact on the issuer's consolidated accounts or the group's financial position.</p> <p>(6) If an issuer has previously announced its preliminary full-year results, any material adjustments to its preliminary full-year results made subsequently by auditors.</p>	<p>Chapter 10 of the REIT Code (Reporting and Documentation)</p> <p>Announcements</p> <p>Paragraph 10.4, REIT Code</p> <p>The following are examples of information that would require disclosure under paragraph 10.3 of the REIT Code. These examples do not constitute a complete list:</p> <p>(a) a material change in the scheme's financial forecast;</p> <p>(b) a valuation of the real estate of the scheme, conducted upon request by the trustee under paragraph 4.2(d) of the REIT Code;</p> <p>(c) issuance of semi-annual or annual report;</p> <p>(d) any connected party transactions, subject to the HK\$1 million threshold in paragraph 8.14 of the REIT Code;</p> <p>(e) a transaction (other than a connected party transaction) the value of which exceeds 15% of the gross asset value of the scheme;</p> <p>(f) a transaction (other than a connected party transaction) for services relating to the real estate of the scheme the value of which exceeds 15% of the aggregate value that the scheme committed to spend or has spent on services relating to real estate of the scheme during the twelve months preceding the relevant transaction;</p> <p>(g) a proposed disposal of real estate within a period of less than two years since acquisition;</p> <p>(h) a proposed change in the management company of the scheme;</p> <p>(i) a proposed change in the general character or nature of the scheme, such as the investment objective and/or policy of the scheme;</p> <p>(j) a recommendation or declaration or cancellation of a dividend or distribution;</p>
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Appointment or Cessation of Service	
<p>(7) (a) Any appointment or cessation of service of key persons such as director, chief executive officer, chief financial officer, chief operating officer, general manager, qualified person or other executive officer of equivalent authority, company secretary, registrar or auditors of the issuer. The announcement of an appointment or cessation of service of key persons such as director, chief executive officer, chief financial officer, chief operating officer, general manager, qualified person or other executive officer of equivalent authority must contain the information contained in Appendix 7.4.1 or Appendix 7.4.2, as the case may be.</p> <p>(b) In the case of a cessation of service of any director, chief executive officer, chief financial officer, chief operating officer, general manager or other executive officer of equivalent authority, such persons must inform the Exchange in writing as soon as possible if he is aware of any irregularities in the issuer which would have a material impact on the group, including financial reporting.</p> <p>(8) Any appointment or reappointment of a director to the audit committee. The issuer must state in the announcement whether the board considers the director to be independent. The issuer must also provide such additional disclosure as may be appropriate in the circumstances to enable its shareholders to assess the independence or otherwise of the appointed director. In the event of any retirement or resignation which renders the audit committee unable to meet the minimum number (not less than three) the issuer should endeavour to fill the vacancy within two months, but in any case not later than three months.</p>	<p>(k) issuance of new units (other than units issued pursuant to a dividend reinvestment plan);</p> <p>(l) a copy of a document containing market sensitive information or any financial documents that the scheme lodges with an overseas stock exchange (where applicable) or other regulator which is available to the public;</p> <p>(m) giving or receiving a notice of intention to undertake a merger or takeover;</p> <p>(n) a merger or acquisition;</p> <p>(o) a breach of the borrowing limit;</p> <p>(p) material litigation;</p> <p>(q) a significant dispute or disputes with contractors or with any parties;</p> <p>(r) a valuation of the scheme's real estate that has a material impact on the scheme's financial position or performance;</p> <p>(s) a major change in accounting policy adopted by the scheme;</p> <p>(t) a proposal to change the scheme's auditor;</p> <p>(u) a proposal to change the scheme's trustee;</p> <p>(v) a proposal to alter the level or structure of fees and charges only if such alteration requires holders' approval;</p> <p>(w) a decision or recommendation to request de-authorisation or delisting of the scheme;</p> <p>(x) a proposal to terminate the scheme;</p> <p>(y) a proposal to vary the intention stated regarding acquisition of properties within the first 12 months of listing (see Note (3) to paragraph 7.1 of the REIT Code); or</p> <p>(z) a scheme enters into a contract to invest in Property Development and Related Activities pursuant to paragraph 7.2A of the REIT Code.</p>

<p>(9) Any appointment of a person who is a relative of a director or chief executive officer or substantial shareholder of the issuer to a managerial position in the issuer or any of its principal subsidiaries. The announcement must state the job title, duties and responsibilities of the appointee, and the information required in Rule 704(7).</p> <p>(10) Any promotion of an appointee referred to in Rule 704(9).</p> <p>(11) Any appointment of, or change in legal representative(s) (or person(s) of equivalent authority, however described), appointed as required by any relevant law applicable to the issuer and/or any of its principal subsidiaries, with sole powers to represent, exercise rights on behalf of, the issuer and/or that principal subsidiary.</p> <p>(12) For issuers with principal subsidiaries based in jurisdictions other than Singapore, any of its independent directors' appointment or cessation of service from the boards of these principal subsidiaries.</p> <p>(13) Within 60 days after each financial year, the issuer must make an announcement of each person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer as set out in Appendix 7.2 Part II. If there are no such persons, the issuer must make an appropriate negative statement. The Exchange may require the issuer to provide additional information on any such person, including his remuneration, any changes to his duties, responsibilities and remuneration package.</p>	<p>Circulars</p> <p><i>Paragraph 10.7, REIT Code</i></p> <p>The following are examples of circumstances in or in relation to which a circular shall be issued. These examples do not constitute a complete list:</p> <p>(a) transactions that require, or that in the reasonable opinion of the trustee or the management company require, holders' approval at a general meeting, including a proposal to:</p> <ul style="list-style-type: none"> (i) issue new units (other than units issued pursuant to a dividend reinvestment plan) that requires holders' approval under Chapter 12 of the REIT Code; (ii) enter into a merger or acquisition; (iii) enter into a disposal of real estate within a period of less than two years since acquisition; (iv) change the management company of the scheme; (v) change the general character or nature of the scheme, such as the investment objective and/or policy of the scheme; (vi) alter the level or structure of fees and charges only if such alteration requires holders' approval; (vii) enter into a connected party transaction which requires holders' approval under Chapter 8 of the REIT Code; and (viii) request de-authorisation or delisting of the scheme. <p>(b) material information in relation to the scheme includes, but is not limited to:</p> <ul style="list-style-type: none"> (i) a transaction (other than a connected party transaction) the value of which exceeds 15% of the gross asset value of the scheme;
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Appointment of Special Auditors

(14) The Exchange may require an issuer to appoint a special auditor to review or investigate the issuer's affairs and report its findings to the Exchange or the issuer's Audit Committee or such other party as the Exchange may direct. The issuer may be required by the Exchange to immediately announce the requirement, together with such other information as the Exchange directs. The issuer may be required by the Exchange to announce the findings of the special auditors.

General Meetings

(15) The date, time and place of any general meeting. All notices convening meetings must be sent to shareholders at least 14 calendar days before the meeting (excluding the date of notice and the date of meeting). For meetings to pass special resolution(s), the notice must be sent to shareholders at least 21 calendar days before the meeting (excluding the date of notice and the date of meeting).

(16) Immediately after each general meeting and before the commencement of the pre-opening session on the market day following the general meeting, whether the resolutions put to a general meeting of an issuer were passed. The announcement shall include:

(a) Breakdown of all valid votes cast at the general meeting, in the following format:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)

(b) Details of parties who are required to abstain from voting on any resolution(s), including the number of shares held and the individual resolution(s) on which they are required to abstain from voting; and

- (ii) a transaction (other than a connected party transaction) for services performed in relation to the real estate of the scheme the value of which exceeds 15% of the aggregate value that the scheme committed to spend or has spent on services relating to real estate of the scheme during the twelve months preceding the relevant transaction;
- (iii) a material change in the scheme's financial forecast;
- (iv) an issue of new units (other than units issued pursuant to a dividend reinvestment plan) that does not require holders' approval; and
- (v) a valuation of the real estate of the scheme, conducted upon request by the trustee under paragraph 4.2(d) of the REIT Code.

Paragraph 10.10, REIT Code

The circular shall where applicable, at a minimum, contain the full particulars of the transaction or matter disclosed in the announcement to which the circular pertain. The items listed below are not meant to be exhaustive. The SFC may require additional information to be disclosed:

- (a) the date of the transaction and the parties thereto;
- (b) a general description of the nature of the real estate concerned (if any);
- (c) the total consideration and the terms and composition thereof;
- (d) the financing arrangement and justification for such arrangement;
- (e) a description of the impact to the financial position and the capital structure of the scheme in relation to the transactions contemplated in the circular;
- (f) in the case of a new issue, the proposed use of proceeds from the new issue and any other arrangements related to the new issue;

<p>(c) Name of firm and/or person appointed as scrutineer.</p>	<p>(g) where applicable, the name of the connected person concerned and of the relevant associate (if any) and details of how the person is connected;</p>
<p>Acquisitions and Realisations</p>	
<p>(17) Any acquisition of</p>	<p>(h) where applicable, the nature and extent of the interest of the connected person in the transaction;</p>
<p>(a) shares resulting in the issuer holding 10% or more of the total number of issued shares excluding treasury shares of a quoted company;</p>	<p>(i) where the transaction involves a special purpose vehicle, the particulars of the special purpose vehicle, a general description of its activities, and an accountants' report prepared in accordance with paragraph 7.6 of the REIT Code;</p>
<p>(b) except for an issuer which is a bank, finance company, securities dealing company or approved financial institution, quoted securities resulting in the issuer's aggregate cost of investment exceeding each multiple of 5% of the issuer's latest audited consolidated net tangible assets. The announcement must state:</p>	<p>(j) the date and the location of the general meeting;</p> <p>(k) where applicable, an independent valuation in respect of the real estate concerned (if any) prepared in accordance with Chapter 6 of the REIT Code;</p> <p>(l) if the matter pertains to changes to a financial forecast, information set out in Appendix F to the REIT Code;</p> <p>(m) a statement by the management company of any material adverse change in the financial or trading position of the scheme since the date to which its latest published audited accounts have been made up, or an appropriate negative statement;</p>
<p>(i) the aggregate cost of the issuer's quoted investments before and after the acquisition, and such amounts as a percentage of the latest audited consolidated net tangible assets of the issuer;</p>	
<p>(ii) the total market value of its quoted investments before and after the acquisition; and</p>	
<p>(iii) the amount of any provision for diminution in value of investments;</p>	
<p>(c) shares resulting in a company becoming a subsidiary or an associated company of the issuer (providing the information required by Rule 1010(3) and (5)); and</p>	<p>(n) where appropriate, the nature of any resolutions required to approve the transaction and a statement that holders who have a material interest, whether direct or indirect, in the transaction and such interest is different from the interests of all other holders, will not vote in the general meeting;</p>
<p>(d) shares resulting in the issuer increasing its shareholding in a subsidiary or an associated company (providing the information required by Rule 1010(3) and (5)).</p>	<p>(o) an opinion, in the form of a separate letter, by the trustee or the management company (insofar as it is not conflicted out by virtue of its interest in the transaction) as to whether the transaction is fair and reasonable so far as the holders of the scheme are concerned and such opinion shall set out the reasons for, the key assumptions made and the factors taken into consideration in, forming that opinion;</p>

<p>(18) Any sale of</p> <p>(a) shares resulting in the issuer holding less than 10% of the total number of issued shares excluding treasury shares of a quoted company;</p> <p>(b) except for an issuer which is a bank, a finance company, a securities dealing company or an approved financial institution, quoted securities resulting in the issuer's aggregate cost of investment in quoted securities falling below each multiple of 5% of the issuer's latest audited consolidated net tangible assets. The announcement must contain the same information as required under Rule 704(17)(b)(i) to (iii), relating to a sale instead of an acquisition;</p> <p>(c) shares resulting in a company ceasing to be a subsidiary or an associated company of the issuer (providing the information required by Rule 1010(3) and (5)); and</p> <p>(d) shares resulting in the issuer reducing its shareholding in a subsidiary or an associated company (providing the information required by Rule 1010(3) and (5)).</p>	<p>(p) for connected party transactions, an opinion prepared in the form of a separate letter by an independent expert acceptable to the SFC, stating as to whether the transaction is fair and reasonable so far as the holders of the scheme are concerned. Such opinion shall set out the reasons for, the key assumptions made and the factors taken into consideration, in forming that opinion;</p> <p><i>Note:</i> Where the transaction is a transaction with a connected person of the scheme, the unit holdings and identities of that particular connected person, and of any holders that have a prospective interest (other than interests via their holdings as holders in the scheme) in the transactions proposed to be entered into by the scheme, shall also be disclosed in the circular.</p>
<p>(19) Any acquisition or disposal of shares or other assets which is required to be announced under Chapter 10.</p>	<p>(q) where a transaction is not a connected party transaction, an opinion from an independent expert may be sought by the trustee or the management company after having regard to the interests of the holders and the nature of the transactions e.g. the scheme undergoes restructuring or mergers or other transactions that have a material impact on its financial or commercial interest;</p>
<p>Winding Up, Judicial Management, etc</p>	
<p>(20) Any application filed with a court to wind up the issuer or any of its subsidiaries, or to place the issuer or any of its subsidiaries under judicial management.</p>	<p>(r) where the circular includes a statement purporting to be made by an expert, a declaration by such expert of his interest in the scheme;</p>
<p>(21) The appointment of a receiver, judicial manager or liquidator of the issuer or any of its subsidiaries.</p>	<p><i>Note:</i> The expression "expert" includes engineer, valuer, accountant and any other person whose profession gives authority to a statement made by him.</p>

<p>(22) Any breach of any loan covenants or any notice received from principal bankers or from the trustee of any debenture holders to demand repayment of loans granted to the issuer or any of its subsidiaries which, in the opinion of the issuer's directors, would result in the issuer facing a cash flow problem.</p> <p>(23) Where Rule 704(20), (21) or (22) applies, a monthly update must be announced regarding the issuer's financial situation, including:</p> <p>(a) the state of any negotiations between the issuer and its principal bankers or trustee; and</p> <p>(b) the issuer's future direction, or other material development that may have a significant impact on the issuer's financial position.</p> <p>If any material development occurs between the monthly updates, it must be announced immediately.</p> <p>Announcement of Results, Dividends, etc</p> <p>(24) Any recommendation or declaration of a dividend (including a bonus or special dividend, if any), the rate and amount per share and date of payment. If dividends are not taxable in the hands of shareholders, this must be stated in the announcement and in the dividend advice to shareholders. If there is a material variation in the interim or final dividend rate compared to that for the previous corresponding period, the directors must state the reasons for the variation at the time the dividend is recommended or declared. If the directors decide not to declare or recommend a dividend, this must be announced.</p> <p>(25) After the end of each of the first three quarters of its financial year, half year or financial year, as the case may be, an issuer must not announce any:</p> <p>(a) dividend;</p> <p>(b) capitalisation or rights issue;</p> <p>(c) closing of the books;</p>	<p>(s) prominent warning statement:</p> <p><i>"THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE."</i></p> <p>(t) responsibility statement:</p> <p>"The management company and its directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading."</p> <p>(u) disclaimer statement:</p> <p>"The SFC takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular."</p>
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<p>(d) capital return;</p> <p>(e) passing of a dividend; or</p> <p>(f) sales or turnover</p> <p>unless it is accompanied by the results of the quarter, half year or financial year, as the case may be, or the results have been announced.</p> <p>Books Closure</p> <p>(26) Any intention to fix a books closure date, stating the date, reason and address of the share registry at which the relevant documents will be accepted for registration. At least 5 market days of notice (excluding the date of announcement and the books closure date) must be given for any books closure date. Issuers could consider a longer notice period, where necessary. Subject to the provisions of the Companies Act, the Exchange may agree to a shorter books closure period. In fixing a books closure date, an issuer must ensure that the last day of trading on a cum basis falls at least 1 day after the general meeting, if a general meeting is required to be held.</p> <p>(27) The issuer must not close its books for any purpose until at least 8 market days after the last day of the previous books closure period. This rule does not prohibit identical books closure dates for different purposes.</p> <p>Treasury Shares</p> <p>(28) Any sale, transfer, cancellation and/or use of treasury shares, stating the following:</p> <p>(a) Date of the sale, transfer, cancellation and/or use;</p> <p>(b) Purpose of such sale, transfer, cancellation and/or use;</p> <p>(c) Number of treasury shares sold, transferred, cancelled and/or used;</p> <p>(d) Number of treasury shares before and after such sale, transfer, cancellation and/or use;</p>	
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<p>(e) Percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and</p> <p>(f) Value of the treasury shares if they are used for a sale or transfer, or cancelled.</p> <p>Employee share option or share scheme</p> <p>(29) Any grant of options or shares. The announcement must be made on the date of the offer and provide details of the grant, including the following:</p> <p>(a) Date of grant;</p> <p>(b) Exercise price of options granted;</p> <p>(c) Number of options or shares granted;</p> <p>(d) Market price of its securities on the date of grant;</p> <p>(e) Number of options or shares granted to each director and controlling shareholder (and each of their associates), if any; and</p> <p>(f) Validity period of the options.</p> <p>Use of Proceeds</p> <p>(30) The use of the IPO proceeds and any proceeds arising from any offerings pursuant to Chapter 8 as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated in the prospectus or the announcement of the issuer. Where there is any material deviation from the stated use of proceeds, the issuer must announce the reasons for such deviation.</p>	
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Loan agreements/Issue of Debt Securities	
<p>(31) When the issuer or any of its subsidiaries enters into a loan agreement or issues debt securities that contain a condition making reference to shareholding interests of any controlling shareholder in the issuer, or places restrictions on any change in control of the issuer, and the breach of this condition or restriction will cause a default in respect of the loan agreement or debt securities, significantly affecting the operations of the issuer:</p> <ul style="list-style-type: none"><li data-bbox="268 691 788 851">(a) The details of the condition(s) making reference to shareholding interests of such controlling shareholder in the issuer or restrictions placed on any change in control of the issuer; and<li data-bbox="268 883 788 978">(b) The aggregate level of these facilities that may be affected by a breach of such condition or restriction. <p>(32) Any breach of the terms of loan agreements or debt issues which may have a significant impact on the operations of the issuer.</p>	

<p>Chapter 10 of the Listing Manual (Acquisitions and Realisations)</p> <p>Rule 1004, Listing Manual</p> <p>Transactions are classified into the following categories:</p> <ul style="list-style-type: none">(a) Non-discloseable transactions;(b) Discloseable transactions;(c) Major transactions; and(d) Very substantial acquisitions or reverse takeovers. <p>Note: Transactions are categorised as follows:</p> <ul style="list-style-type: none">— Non-Discloseable transaction: Where any of the relative figures in Rule 1006 is 5% or less (Rule 1008(1)).— Discloseable transaction: Where any of the relative figures in Rule 1006 exceeds 5% but does not exceed 20% (Rule 1010).— Major transaction: Where any of the relative figures in Rule 1006 exceeds 20% (Rule 1014). <p>Very substantial acquisition or reverse takeover: Where any of the relative figures in Rule 1006 is 100% or more, or where there is a change in control of the issuer (Rule 1015).</p> <p>Rule 1005 of the Listing Manual</p> <p>In determining whether a transaction falls into category (a), (b), (c) or (d) of Rule 1004, the Exchange may aggregate separate transactions completed within the last 12 months and treat them as if they were one transaction.</p>	
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<p>Rule 1006, Listing Manual</p> <p>A transaction may fall into category (a), (b), (c) or (d) of Rule 1004 depending on the size of the relative figures computed on the following bases:</p> <ul style="list-style-type: none">(a) The net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets.(b) The net profits attributable to the assets acquired or disposed of, compared with the group's net profits.(c) The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.(d) The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.(e) The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. <p>Rule 1010, Listing Manual</p> <p>Where any of the relative figures computed on the bases set out 5% but does not exceed 20%, an issuer must, after terms have been agreed, immediately announce the following:</p> <ul style="list-style-type: none">(1) Particulars of the assets acquired or disposed of, including the name of any company or business, where applicable;(2) A description of the trade carried on, if any;(3) The aggregate value of the consideration, stating the factors taken into account in arriving at it and how it will be satisfied, including the terms of payment;	
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<p>(4) Whether there are any material conditions attaching to the transaction including a put, call or other option and details thereof;</p> <p>(5) The value (book value, net tangible asset value and the latest available open market value) of the assets being acquired or disposed of, and in respect of the latest available valuation, the value placed on the assets, the party who commissioned the valuation and the basis and date of such valuation;</p> <p>(6) In the case of a disposal, the excess or deficit of the proceeds over the book value, and the intended use of the sale proceeds. In the case of an acquisition, the source(s) of funds for the acquisition;</p> <p>(7) The net profits attributable to the assets being acquired or disposed of. In the case of a disposal, the amount of any gain or loss on disposal;</p> <p>(8) The effect of the transaction on the net tangible assets per share of the issuer for the most recently completed financial year, assuming that the transaction had been effected at the end of that financial year;</p> <p>(9) The effect of the transaction on the earnings per share of the issuer for the most recently completed financial year, assuming that the transaction had been effected at the beginning of that financial year;</p> <p>(10) The rationale for the transaction including the benefits which are expected to accrue to the issuer as a result of the transaction;</p> <p>(11) Whether any director or controlling shareholder has any interest, direct or indirect, in the transaction and the nature of such interests;</p> <p>(12) Details of any service contracts of the directors proposed to be appointed to the issuer in connection with the transaction; and</p> <p>(13) The relative figures that were computed on the bases set out in Rule 1006.</p>	
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<p>For very substantial acquisitions/reverse takeovers, the issuer must also immediately announce the latest three years of pro forma financial information of the assets to be acquired. (Rule 1015(1)(a)(ii))</p> <p>Very substantial acquisitions/reverse takeovers transactions are conditional upon the approval of shareholders and the approval of the SGX-ST. (Rule 1015(1)(b)). A circular to shareholders containing inter alia, the items set out in Rule 1015(5) will need to be distributed to seek shareholders' approval.</p> <p>Further, transactions that are Major transactions are conditional upon the prior approval of shareholders. (Rule 1014(2)) A circular to shareholders will need to be distributed to seek shareholders' approval for Major transactions (Rule 1014(2)).</p> <p>The disclosures required to be made in such circular for these types of transactions are prescribed in the Listing Manual.</p>	
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Announcement of Financial Results and Annual Reports	
<p>Rule 705, Listing Manual:</p> <p>Financial Statements</p> <p>(1) An issuer must announce the financial statements for the full financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 60 days after the relevant financial period.</p> <p>(2) An issuer must announce the financial statements for each of the first three quarters of its financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 45 days after the quarter end if:</p> <p style="padding-left: 20px;">(a) its market capitalization exceeded S\$75 million as at 31 March 2003; or</p> <p style="padding-left: 20px;">(b) it was listed after 31 March 2003 and its market capitalization exceeded S\$75 million at the time of listing (based on the IPO issue price); or</p> <p style="padding-left: 20px;">(c) its market capitalization is S\$75 million or higher on the last trading day of each calendar year commencing from 31 December 2006. An issuer whose obligation falls within this sub-section (c) will have a grace period of a year to prepare for quarterly reporting. As an illustration, an issuer whose market capitalization is S\$75 million or higher as at the end of the calendar year 31 December 2006 must announce its quarterly financial statements for any quarter of its financial year commencing in 2008. Notwithstanding the grace period, all issuers whose obligation falls under this subsection (c) are strongly encouraged to adopt quarterly reporting as soon as possible.</p> <p>(3) (a) An issuer who falls within the sub-sections in Rule 705(2) above must comply with Rule 705(2) even if its market capitalization subsequently decreases below S\$75 million.</p>	<p>Chapter 10 of the REIT Code (Reporting and Documentation)</p> <p>Paragraph 10.12, REIT Code</p> <p>At least two reports shall be published in respect of each financial year. Annual reports and accounts shall be published and distributed to holders within four months of the end of the scheme's financial year and semi-annual reports shall be published and distributed to holders within two months of the end of the period they cover. The contents of the annual reports and semi-annual reports shall comply with the requirements set out in Appendix C to the REIT Code.</p> <p>Appendix C to the REIT Code (Contents of Financial Reports)</p> <p>The annual report shall contain, at a minimum, the following:</p> <ol style="list-style-type: none"> 1. Manager's discussion and analysis of financial conditions and results of operations, explanation of any potential conflicts of interest and the manner in which they are dealt with; and discussions on the strategy, plans and operations for the coming year; 2. Summary of all real estate sales and purchases as well as connected party transaction(s) entered into during the relevant period; 2A. Summary of all investments in Property Development and Related Activities pursuant to paragraph 7.2A of the REIT Code and summary of all investments in Relevant Investments pursuant to paragraph 7.2B of the REIT Code; 2B. The extent (in percentage terms) to which each of the 10% GAV Cap and the Maximum Cap has been applied pursuant to Note (6) to paragraph 7.2A of the REIT Code and Note (2) to paragraph 7.2B of the REIT Code respectively; 3. Valuation report as described in Chapter 6 of the REIT Code;

<p>(b) An issuer who does not fall within the sub-sections in Rule 705(2) above must announce its first half financial statements (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 45 days after the relevant financial period.</p> <p>(4) Notwithstanding the foregoing, with respect to the first announcement to be made by the issuer pursuant to Rules 705(1) or (2) following its listing on the Exchange, where the time period between the date of its listing and the final date for the issuer to make the relevant announcement pursuant to Rule 705(1) or (2) above is less than 30 days, the issuer shall have 30 days from the relevant deadline to make the relevant announcement of the financial statements provided that the following conditions are satisfied:</p> <p>(a) the extension is announced by the issuer at the time of the issuer's listing; and</p> <p>(b) in the announcement referred to in paragraph (a), the issuer must confirm that there is no material adverse change to the financial position of the issuer since the date of its prospectus or introductory document issued in connection with its listing on the Exchange.</p> <p>(5) In the case of an announcement of interim financial statements (quarterly or half-yearly, as applicable, but excluding full year financial statements), an issuer's directors must provide a confirmation that, to the best of their knowledge, nothing has come to the attention of the board of directors which may render the interim financial statements to be false or misleading in any material aspect. In order to make this confirmation, directors would not be expected to commission an audit of these financial statements. The confirmation may be signed by 2 directors on behalf of the board of directors.</p>	<p>4. Trustee's report as required under paragraph 4.2 of the REIT Code;</p> <p>5. A report of the names of the top five real estate agents and contractors engaged by the scheme during the financial year, based on the value of commissions paid or the value of the service contracts. Such report shall include a breakdown of the consideration attributable to each of the agents or contractors by way of figures and percentages, and a description of the services/works contracted for;</p> <p>6. Holdings of each of the connected persons to the scheme;</p> <p>7. Number of new units issued;</p> <p>8. A set of financial statements comprising:</p> <p>(a) balance sheet;</p> <p>(b) income statement;</p> <p>(c) cash flow statement;</p> <p>(d) distribution statement;</p> <p>(e) statement of movements in capital account;</p> <p>(f) comparative figures for the statements referred to in (a) to (e) above inclusive for the corresponding previous period;</p> <p>(g) accounting policies and explanatory notes;</p> <p>(h) auditor's report; and</p> <p>(i) performance table.</p> <p><i>Note: Financial statements of a REIT are required to conform with either:</i></p> <p>(a) accounting standards approved by the Hong Kong Institute of Certified Public Accountants and laid down in the Hong Kong Financial Reporting Standards issued from time to time by that Institute; or</p>
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<p>Rule 707, Listing Manual:</p> <p>Annual Report</p> <p>(1) The time between the end of an issuer's financial year and the date of its annual general meeting (if any) must not exceed four months.</p> <p>(2) An issuer must issue its annual report to shareholders and the Exchange at least 14 days before the date of its annual general meeting.</p> <p>Rules 712 and 713, Listing Manual:</p> <p>Appointment of Auditors</p> <p>(1) An issuer must appoint a suitable auditing firm to meet its audit obligations, having regard to the adequacy of the resources and experience of the auditing firm and the audit engagement partner assigned to the audit, the firm's other audit engagements, the size and complexity of the listed group being audited, and the number and experience of supervisory and professional staff assigned to the particular audit. A mineral, oil and gas company must appoint an auditing firm where the auditing firm and audit partner-in-charge have the relevant industry experience.</p> <p>(2) The auditing firm appointed by the issuer must be:</p> <p>(a) Registered with the Accounting and Corporate Regulatory Authority ("ACRA");</p> <p>(b) Registered with and/or regulated by an independent audit oversight body acceptable to the Exchange. Such oversight bodies should be members of the International Forum of Independent Audit Regulators, independent of the accounting profession and directly responsible for the system of recurring inspection of accounting firms or are able to exercise oversight of inspections undertaken by professional bodies; or</p> <p>(c) Any other auditing firm acceptable by the Exchange.</p>	<p>(b) International Financial Reporting Standards ("IFRS") as promulgated from time to time by the International Accounting Standards Board. Schemes which adopt IFRS, are required:</p> <p>(i) to disclose and explain differences of accounting practice between IFRS and generally accepted accounting principles in Hong Kong, which have a significant effect on their financial statements; and</p> <p>(ii) to compile a statement of the financial effect of any such material differences.</p> <p>The semi-annual report shall contain, at a minimum, the following:</p> <ol style="list-style-type: none"> 1. Manager's discussion and analysis of financial conditions and results of operations, and discussions on the outlook for the coming half-year; 2. List of real estate held by the scheme; 3. Summary of real estate sales and purchase, as well as connected party transactions during the interim period; 3A. Summary of the items discloseable for annual reports under 2A above during the interim period; 3B. The extent (in percentage terms) to which each of the 10% GAV Cap and the Maximum Cap has been applied pursuant to Note (6) to paragraph 7.2A of the REIT Code and Note (2) to paragraph 7.2B of the REIT Code respectively; 4. Holdings of each of the connected persons to the scheme; 5. Number of new units issued; and 6. Performance table.
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<p>(3) A change in auditing firm must be specifically approved by shareholders in a general meeting.</p>	<p>Balance sheet</p>
<p>Rule 713, Listing Manual</p>	<p>The balance sheet shall separately disclose, where applicable, at least the following items:</p>
<p>(1) An issuer must disclose in its annual report the date of appointment and the name of the audit partner in charge of auditing the issuer and its group of companies. The audit partner must not be in charge of more than 5 consecutive audits for a full financial year, the first audit being for the financial year beginning on or after 1 January 1997, regardless of the date of listing. The audit partner may return after two years.</p>	<ol style="list-style-type: none"> 1. Total value of real estate 2. Cash and cash equivalents 3. Rentals and other receivables 4. Amounts receivable on subscription 5. Bank loans and overdrafts or other forms of borrowings
<p>(2) If the listing of an issuer occurs after 5 consecutive audits by the same audit partner in charge, the same audit partner may complete the audit of the financial year in which the issuer lists.</p>	<ol style="list-style-type: none"> 6. Distributions payable 7. Total value of all asset 8. Total value of all liabilities
<p>Rule 719, Listing Manual</p>	<ol style="list-style-type: none"> 9. Revaluation reserve 10. Net asset value
<p>(1) <i>Internal Controls</i></p> <p>An issuer should have a robust and effective system of internal controls, addressing financial, operational and compliance risks. The audit committee (or such other committee responsible) may commission an independent audit on internal controls for its assurance, or where it is not satisfied with the systems of internal control.</p>	<ol style="list-style-type: none"> 11. Number of units in issue 12. Net asset value per unit <p>Income Statement</p> <p>The income statement shall separately disclose, where applicable, at least the following items:</p>
<p>(2) <i>Suspected Fraud Or Irregularity</i></p> <p>If the audit committee of an issuer becomes aware of any suspected fraud or irregularity, or suspected infringement of any Singapore laws or regulations or rules of the Exchange or any other regulatory authority in Singapore, which has or is likely to have a material impact on the issuer's operating results or financial position, the audit committee must discuss such matter with the external auditor and, at an appropriate time, report the matter to the board.</p>	<ol style="list-style-type: none"> 1. Gross rental income from real estate 2. Other income, broken down by category 3. Deficit/Surplus on revaluation taken to the Income Statement during the accounting period 4. Profit or loss on disposal of any investment real estate 4A. Profit or loss on the holding and disposal of any Relevant Investment 5. Equalization on issue and cancellation of units 6. An itemized list of various expenditure charged to the scheme including:

<p>Rule 720, Listing Manual</p> <p>(1) An issuer must procure undertakings to comply with the Exchange's listing rules from all its directors and executive officers (in the form set out in Appendix 7.7) and submit the undertakings to the Exchange if required. An issuer must comply with Rule 210(5), Rule 221 (if applicable) and Rule 210(9)(e) (if applicable) on a continuing basis.</p> <p>(2) Without limiting the generality of the foregoing, where a director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds, he must immediately resign from the board of directors of the issuer. An announcement containing the details in Appendix 7.4.2 must be made.</p> <p>(3) (a) The Exchange may require an issuer to obtain the approval of the Exchange for the appointment of a director, a chief executive officer and chief financial officer (or its equivalent rank).</p> <p>(b) The circumstances under which the Exchange may effect Rule 720(3)(a) include but are not limited to:</p> <p>(i) Where the issuer is the subject of an investigation into the affairs of the issuer by a special auditor appointed under Rule 704(12), or a regulatory or enforcement agency;</p> <p>(ii) Where the integrity of the market may be adversely affected;</p> <p>(iii) Where the Exchange thinks it necessary in the interests of the public or for the protection of investors; and</p> <p>(iv) Where the issuer refused to extend cooperation to the Exchange on regulatory matters.</p> <p>(c) The Exchange will give prior notice to the issuer where 3(a) is applicable.</p>	<p>(a) fees paid to the management company</p> <p>(b) remuneration of the trustee</p> <p>(c) fees paid to delegates of the management company</p> <p>(d) fees paid to Principal Valuer</p> <p>(e) other amounts paid to any connected persons of the scheme</p> <p>(f) interest on borrowings</p> <p>(g) directors' fee and remuneration</p> <p>(h) safe custody and bank charges</p> <p>(i) auditors' remuneration</p> <p>(j) legal and other professional fees</p> <p>(k) commission paid to property agents</p> <p>7. Taxes</p> <p>8. Amounts transferred to and from the capital account</p> <p>9. Net income for distribution</p> <p>Cash Flow Statement</p> <p>The cash flow statement shall include:</p> <p>1 Cash flows from operating activities</p> <p>2 Cash flows from investing activities</p> <p>3 Cash flows from financing activities</p> <p>Distribution Statement</p> <p>The distribution statement shall separately disclose, where applicable, at least the following items:</p> <p>1 Net after tax income for the period</p> <p>2 Interim distribution per unit and date of distribution</p>
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(4) [deleted]	<p>3 Final distribution per unit and date of distribution</p> <p>Statement of Movements in Capital Account</p> <p>The statement of movements in capital account shall separately disclose, where applicable, at least the following items:</p> <ol style="list-style-type: none"> 1 Value of the scheme as at the beginning of the period. 2 Number of units issued and the amounts received upon such issuance (after equalization if applicable). 3 Any items resulting in an increase/decrease in value of the scheme including: <ol style="list-style-type: none"> (a) surplus/loss on sale of real estate (b) exchange gain/loss (c) unrealised appreciation/diminution in value of real estate (d) net income for the period less distribution 4 Amounts transferred to and from the Income Statement 5 Value of the scheme as at the end of the period <p>Notes to Accounts</p> <p>The following matters shall be set out in the notes to the accounts:</p> <ol style="list-style-type: none"> 1. Principal Accounting Policies <ol style="list-style-type: none"> (a) in respect of real estate, the basis of valuation, the treatment of changes in their value and the treatment of any revaluation on their sale; (b) the revenue recognition policy regarding rental income, dividend income and other income; (c) the basis of treatment of formation costs; (d) taxation; and
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	<p>(e) any other accounting policy adopted to deal with items which are judged material or critical in determining the transactions and in stating the disposition of the scheme.</p> <p>Any changes to the above accounting policies and their financial effects upon the accounts shall also be disclosed.</p> <p>2. Transactions with Connected Persons</p> <p>The following shall be disclosed:</p> <p>(a) a description of the nature of any transactions entered into during the period between the scheme and the management company, the Principal Valuer of the scheme or any entity in which those parties or their connected persons have a material interest, and a statement confirming that these transactions have been entered into in the ordinary course of business and on normal commercial terms;</p> <p>(b) details of all transactions which are outside the ordinary course of business or not on normal commercial terms entered into during the period between the scheme and the management company, or any entity in which these parties or their connected persons have a material interest;</p> <p>(c) name of the management company, the director of such entities or any connected persons of such entities or director who is entitled to profits from transactions in units or from management of the scheme, and the amount of profits to which each of them becomes entitled;</p> <p>(d) where the scheme does not have any transactions with connected persons during the period, a nil statement to that effect; and</p> <p>(e) the basis of the fee charged for the management of the scheme and the name of the management company.</p>
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	<p>3. Borrowings</p> <p>State whether the borrowings are secured or unsecured and the duration of the borrowings.</p> <p>4. Commissions</p> <p>Commission paid to top five real estate agents and value of service contracts of the top five contractors engaged by the scheme during the year.</p> <p>5. Contingent Liabilities and Commitments</p> <p>Details of any contingent liabilities and commitments of the scheme</p> <p>6. If the free negotiability of any asset is restricted by statutory or contractual requirements, this shall be stated.</p> <p><i>Contents of the Auditors' Reports</i></p> <p>Two reports shall be prepared by the auditor, namely:</p> <p>1. An auditor's report on compliance with the regulatory requirements, in which the auditor expresses an opinion as to whether the financial statements prepared for that period have been properly prepared in accordance with the relevant provisions of the trust deed and the REIT Code; and</p> <p>2. An auditor's report on the financial statements, in which the auditor expresses an opinion as to whether the financial statements give a true and fair view of the disposition of the scheme at the end of the period and of the transactions of the scheme for the period then ended;</p> <p>If the auditor is of the opinion that proper books and records have not been kept by the scheme and/or the financial statements prepared are not in agreement with the scheme's books and records, that fact should be stated in the auditors' report in (2) above.</p> <p>If the auditor has failed to obtain all the information and explanations which, to the best of his knowledge and belief, are necessary for the purposes of the audit, that fact should be stated in the auditors' report in (2) above.</p>
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	<p><i>Performance Table</i></p> <p>A comparative table covering the last 5 financial years or since launch, whichever is later, and including, for each financial year:</p> <ul style="list-style-type: none">(a) the total net asset value at the end of the financial year;(b) the net asset value per unit at the end of the financial year;(c) the highest premium or discount of the traded price to net asset value; and(d) the net yield per unit at the end of the financial year. <p><i>Note: A performance table prepared for a semi-annual report shall include (a) to (d) for the relevant interim period.</i></p>
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	<p><u>Chapter 5 of the REIT Code (Management Company, Auditor, Listing Agent and Financial Adviser)</u></p> <p>Appointment of the Auditor</p> <p><i>Paragraph 5.18, REIT Code</i></p> <p>The management company shall, at the outset and upon any vacancy, appoint an auditor for the scheme and any special purpose vehicles acquired or to be acquired by the scheme.</p> <p><i>Paragraph 5.19, REIT Code</i></p> <p>The auditor shall normally have an international name and reputation, and shall be qualified under the Professional Accountants Ordinance for appointment as an auditor of a company and independent of the management company, the trustee and any other party concerned.</p> <p><i>Paragraph 5.20, REIT Code</i></p> <p>The management company shall cause the scheme's financial statements to be audited by the auditor. Such statements shall contain the information in Appendix C to the REIT Code.</p>
<i>Unit Dispersion Requirement</i>	
<p>Shareholding Spread Requirements</p> <p>Rule 723, Listing Manual</p> <p>An issuer must ensure that at least 10% of the total number of issued shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public.</p> <p>Rule 724, Listing Manual</p> <p>(1) If the percentage of securities held in public hands falls below 10%:</p> <p style="padding-left: 20px;">(a) The issuer must, as soon as practicable, announce that fact; and</p>	<p>There is no specific requirement under the Hong Kong Applicable Rules in respect of the minimum number of Units that has to be held by the public. Nonetheless, it is one of the conditions to authorisation of Fortune REIT pursuant to section 104 of the SFO by the SFC that the Manager shall use its best efforts to maintain the percentage of Units held in public hands at a minimum of 25% of the total issued and outstanding Units and to restore it to such minimum level in the event the Manager becomes aware that such percentage has fallen below 25%. The Manager shall promptly inform the SFC when it becomes aware that such percentage has fallen below 25%.</p>

<p>(b) The Exchange may suspend trading of the class, or all the securities of the issuer.</p> <p>(2) The Exchange may allow the issuer a period of 3 months, or such longer period as the Exchange may agree, to raise the percentage of securities in public hands to at least 10%. The issuer may be removed from the Official List if it fails to restore the percentage of securities in public hands to at least 10% after the period.</p>	
Unitholders' Reporting Obligations	
<p>Obligations to notify Company and SGX-ST of substantial unitholding and change in substantial unitholding. (Sections 135-137 of the Securities and Futures Act (Cap 289) ("SFA") read with Section 137U of the SFA and Rule 253(3) of the Listing Manual)</p> <p>Substantial Unitholder</p> <p>Under the SFA, a substantial unitholder in relation to a collective investment scheme, means a participant who has an interest or interests in one or more voting units in the scheme, the total votes attached to that unit, or those units, being not less than 5% of the total votes attached to all the voting units in the scheme.</p> <p>Section 135, SFA:</p> <p>Duty of a substantial shareholder to notify corporation of his interests</p> <p>(1) A person who is or (if he has ceased to be one) had been a substantial shareholder in a corporation shall give notice in writing to the corporation of particulars of the voting shares in the corporation in which he has or had an interest or interests and the nature and extent of that interest or those interests.</p> <p>(2) A notice under subsection (1)</p> <p>(a) shall be in such form and shall contain such information as the Authority may prescribe;</p>	<p>There is no specific requirement under the Hong Kong Applicable Rules in respect of the Unitholders' obligations to report their Unitholding. Nonetheless, Fortune REIT has adopted in the Trust Deed the disclosure obligations under (for substantial shareholders) Divisions 2 to 4 (other than section 328) and (for directors and chief executives) Divisions 7 to 9 (other than section 351) of Part XV of the SFO with the necessary changes having been made for application to Fortune REIT (as if it is a listed corporation), Unitholders (as if they are shareholders of a listed corporation) and the Manager and its directors and chief executives (as if they are directors and chief executives of a listed corporation). The disclosure obligations require, among other things, (i) Unitholders interested in 5% or more of all the Units in issue at the relevant time as published by the Manager to disclose its interests and short position in the Units; and (ii) the Manager and its directors and chief executives to disclose their interests, and short positions in any Units, to both the SEHK and the Manager upon the occurrence of the relevant events as prescribed under the SFO.</p> <p>The time allowed for filing an "initial notification" is 10 business days after the day on which such relevant event occurs or, where relevant, the day on which the person became aware of its interests or short position and 3 business days in any other case.</p>

<p>(b) shall be given within 2 business days after the person becomes aware that he is or (if he has ceased to be one) had been a substantial shareholder; and</p> <p>(c) shall be given notwithstanding that the person has ceased to be a substantial shareholder before the expiration of the period referred to in paragraph (b).</p> <p>Section 136, SFA:</p> <p>Duty of substantial shareholder to notify corporation of change in interests</p> <p>(1) Where there is a change in the percentage level of the interest or interests of a substantial shareholder in a corporation in voting shares in the corporation, the substantial shareholder shall give notice in writing to the corporation within 2 business days after he becomes aware of the change.</p> <p>(2) A notice under subsection (1) shall be in such form and shall contain such information as the Authority may prescribe.</p> <p>(3) In subsection (1), "percentage level", in relation to a substantial shareholder in a corporation, means the percentage figure ascertained by expressing the total votes attached to all the voting shares in which the substantial shareholder has an interest or interests immediately before or (as the case may be) immediately after the relevant time, as a percentage of the total votes attached to</p> <p>(a) all the voting shares (excluding treasury shares) in the corporation; or</p> <p>(b) where the share capital of the corporation is divided into 2 or more classes of shares, all the voting shares (excluding treasury shares) in the class concerned, and, if it is not a whole number, rounding that figure down to the next whole number.</p>	
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<p>Section 137, SFA:</p> <p>Duty of person who ceases to be substantial shareholder to notify corporation</p> <p>(1) A person who ceases to be a substantial shareholder in a corporation shall give notice in writing to the corporation within 2 business days after he becomes aware that he has ceased to be a substantial shareholder.</p> <p>(2) A notice under subsection (1) shall be in such form and shall contain such information as the Authority may prescribe.</p> <p>Section 137U, SFA:</p> <p>Duty of substantial unitholder to notify trustee and responsible person of his interests</p> <p>(1) Sections 135 to 137B shall apply, with such modifications and qualifications as may be necessary, to a person who is a substantial unitholder of a real estate investment trust as though —</p> <p>(a) references to the corporation to which notification should be given were references to —</p> <p>(i) the trustee of the real estate investment trust; and</p> <p>(ii) the responsible person for the real estate investment trust;</p> <p>(b) references to shares or voting shares in the corporation were references to units or voting units in the real estate investment trust; and</p> <p>(c) references to a substantial shareholder in the corporation were references to a substantial unitholder of the real estate investment trust,</p> <p>and such person shall comply with those provisions accordingly.</p>	
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<p>Section 82 of the Companies Act, Cap 50 of Singapore (“Companies Act”) read with Section 137B of the SFA</p> <p>A Substantial Unitholder of a REIT is required to notify the Trustee of his interests in the voting rights in the REIT within two Business Days after becoming a Substantial Unitholder.</p> <p>Section 83 and 84 of the Companies Act, read with Section 137B of the SFA</p> <p>A Substantial Unitholder is required to notify the Trustee of changes in the percentage level of his Unitholding or his ceasing to be a Substantial Unitholder within two Business Days after he is aware of such changes.</p> <p>The reference to changes in “percentage level” means any changes in a Substantial Unitholder’s interest in the REIT which results in his interest, following such change, increasing or decreasing to the next discrete 1% threshold. For example, an increase in interests in the REIT from 5.1% to 5.9% need not be notified, but an increase from 5.9% to 6.1% will have to be notified.</p>	
Directors’ and Manager’s obligations on securities transactions and interests in Units	
<p>Section 137Y, SFA:</p> <p>Duty of director and chief executive officer of responsible person to notify his interests</p> <p>(1) Every director and chief executive officer of the responsible person for a real estate investment trust shall give notice in writing to the responsible person of particulars of —</p> <p>(a) units in the trust, being units held by him, or in which he has an interest and the nature and extent of that interest;</p> <p>(b) debentures or units of debentures of the trust which are held by him, or in which he has an interest and the nature and extent of that interest;</p> <p>(c) such other securities, as the Authority may prescribe, which are held, whether directly or indirectly, by him, or in which he has an interest and the nature and extent of that interest; and</p>	<p>There is no specific requirement under the Hong Kong Applicable Rules in respect of the REIT manager’s and its directors’ obligations to report their Unitholding. Nonetheless, Fortune REIT has adopted in the Trust Deed the disclosure obligations under (for substantial shareholders) Divisions 2 to 4 (other than section 328) and (for directors and chief executives) Divisions 7 to 9 (other than section 351) of Part XV of the SFO with the necessary changes having been made for application to Fortune REIT (as if it is a listed corporation), Unitholders (as if they are shareholders of a listed corporation) and the Manager and its directors and chief executives (as if they are directors and chief executives of a listed corporation). The disclosure obligations require, among other things, (i) Unitholders interested in 5% or more of all the Units in issue at the relevant time as published by the Manager to disclose its interests and short position in the Units; and (ii) the Manager and its directors and chief executives to disclose their interests, and short positions in any Units, to both the SEHK and the Manager upon the occurrence of the relevant events as prescribed under the SFO.</p>

<p>(d) any change in respect of the particulars of any matter referred to in paragraphs (a), (b) and (c).</p> <p>(2) A notice under subsection (1) —</p> <p>(a) shall be in such form and shall contain such information as the Authority may prescribe; and</p> <p>(b) shall be given —</p> <p>(i) in the case of a notice under subsection (1)(d), within 2 business days after the director or chief executive officer becomes aware of the change; or</p> <p>(ii) in any other case, within 2 business days after —</p> <p>(A) the date on which the director or chief executive officer becomes such a director or chief executive officer; or</p> <p>(B) the date on which the director or chief executive officer becomes a holder of, or acquires an interest in, the units, debentures, units of debentures or other securities referred to in subsection (1),</p> <p>whichever last occurs.</p> <p>(3) For the purposes of this section, a director or chief executive officer of a responsible person shall be deemed to have an interest in securities referred to in subsection (1) if a family member of the director or chief executive officer (not being himself a director or chief executive officer of the responsible person), as the case may be, has an interest in those securities.</p> <p>(4) In this section —</p> <p>“family member” means a spouse, or a son, adopted son, step-son, daughter, adopted daughter or step-daughter below the age of 21 years;</p>	<p>The time allowed for filing an “initial notification” is 10 business days after the day on which such relevant event occurs or, where relevant, the day on which the person became aware of its interests or short position and 3 business days in any other case.</p>
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<p>“unit”, in relation to a debenture, means any right or interest, whether legal or equitable, in the debenture, by whatever name called, and includes any option to acquire any such right or interest in the debenture.</p> <p>Section 137ZA, SFA:</p> <p>Duty of holders of voting shares in responsible person to notify responsible person</p> <p>(1) Where the percentage of interest of a person in the voting shares in a responsible person for a real estate investment trust reaches, crosses or falls below 15%, 30%, 50% or 75%, he shall give notice in writing to the responsible person within 2 business days after he becomes aware of this.</p> <p>(2) A notice under subsection (1) shall be in such form and shall contain such information as the Authority may prescribe.</p> <p>(3) In subsection (1), the percentage of interest of a person in the voting shares in a responsible person for a real estate investment trust is ascertained by expressing the total votes attached to all the voting shares in which he has an interest or interests immediately before or (as the case may be) immediately after the relevant time, as a percentage of the total votes attached to —</p> <p style="padding-left: 40px;">(a) all the voting shares (excluding treasury shares) in the responsible person; or</p> <p style="padding-left: 40px;">(b) where the share capital of the responsible person is divided into 2 or more classes of shares, all the voting shares (excluding treasury shares) in the class concerned,</p> <p style="padding-left: 40px;">and, if it is not a whole number, rounding that figure down to the next whole number.</p> <p>Section 137ZC, SFA:</p> <p>Duty of responsible person for real estate investment trust to make disclosure</p> <p>(1) Where the responsible person for a real estate investment trust —</p>	
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<p>(a) acquires or disposes of interests in units in, or debentures or units of debentures of, the real estate investment trust; or</p> <p>(b) has been notified in writing by —</p> <p>(i) a substantial unitholder of the real estate investment trust pursuant to a requirement imposed on him under section 135, 136 or 137 as applied by section 137U(1);</p> <p>(ii) a director or chief executive officer of the responsible person pursuant to a requirement imposed on him under section 137Y; or</p> <p>(iii) a person who holds an interest or interests in voting shares in the responsible person pursuant to a requirement imposed on him under section 137ZA,</p> <p>the responsible person shall announce or otherwise disseminate the particulars of the acquisition or disposal, or the information stated in the notice it received, as the case may be, to the securities market operated by the securities exchange on whose official list any or all of the units in the trust are listed, as soon as practicable and in any case no later than the end of the business day following the day on which the responsible person became aware of the acquisition or disposal, or received the notice.</p> <p>(2) The responsible person shall announce or otherwise disseminate the information in such form and manner as the Authority may prescribe.</p>	
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Interested Person Transactions or Connected Transactions	
<p><u>Chapter 9, Listing Manual</u></p> <p>The objective of Chapter 9 is to guard against the risk that interested persons could influence the issuer, its subsidiaries or associated companies, to enter into transactions with interested persons that may adversely affect the interests of the issuer or its shareholders.</p> <p>Rule 904, Listing Manual</p> <p>For the purposes of this Chapter, the following definitions apply:</p> <p>(1) “approved exchange” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to this Chapter.</p> <p>(2) “entity at risk” means:</p> <p>(a) the issuer;</p> <p>(b) a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange; or</p> <p>(c) an associated company of the issuer that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company.</p> <p>(3) “financial assistance” includes:</p> <p>(a) the lending or borrowing of money, the guaranteeing or providing security for a debt incurred or the indemnifying of a guarantor for guaranteeing or providing security; and</p> <p>(b) the forgiving of a debt, the releasing of or neglect in enforcing an obligation of another, or the assuming of the obligations of another.</p> <p>(4) (a) In the case of a company, “interested person” means:</p>	<p><u>Chapter 8 of the REIT Code (Transactions with Connected Persons)</u></p> <p>Connected Persons</p> <p><i>Paragraph 8.1, REIT Code</i></p> <p>Connected persons to the scheme include:</p> <p>(a) the management company of the scheme;</p> <p>(b) the Principal Valuer of the scheme;</p> <p>(c) the trustee of the scheme;</p> <p>(d) a significant holder;</p> <p><i>Notes:</i>(1) <i>A holder is a significant holder if it holds 10% or more of the outstanding units of the scheme.</i></p> <p>(2) <i>The following holdings will be deemed holdings of a holder:</i></p> <p>(i) <i>holdings of the associate of the holder who is an individual; or</i></p> <p>(ii) <i>holdings of the director, senior executive, officer, controlling entity, holding company, subsidiary or associated company of the holder if the holder is an entity.</i></p> <p>(e) a director, senior executive or an officer of any of the entities in 8.1 (a), (b), (c) or (d) above;</p> <p>(f) an associate of the persons in paragraph 8.1(d) or 8.1(e) of the REIT Code; and</p> <p>(g) a controlling entity, holding company, subsidiary or associated company of any of the entities in paragraph 8.1 (a) to (d) of the REIT Code.</p>

<p>(i) a director, chief executive officer, or controlling shareholder of the issuer; or</p> <p>(ii) an associate of any such director, chief executive officer, or controlling shareholder.</p> <p>(b) In the case of a REIT, “interested person” shall have the meaning defined in the Code on Collective Investment Schemes issued by the MAS.</p> <p>(c) In the case of a business trust, “interested person” means:</p> <p>(i) a director, chief executive officer, or controlling shareholder of the trustee-manager of the business trust;</p> <p>(ii) the trustee-manager or controlling unit-holder of the business trust; or</p> <p>(iii) an associate of any of the persons or entities in (i) or (ii) above.</p> <p>(d) In the case of an investment fund which is not a REIT or business trust, “interested person” means:</p> <p>(i) a director, chief executive officer or controlling shareholder of the investment manager(s) (or any equivalent) of the investment fund;</p> <p>(ii) the investment manager(s) (or any equivalent), the trustee or controlling unit-holder of the investment fund; or</p> <p>(iii) any associate of any of the persons or entities in (i) or (ii) above.</p> <p>(5) “interested person transaction” means a transaction between an entity at risk and an interested person.</p> <p>“transaction” includes:</p> <p>(a) the provision or receipt of financial assistance;</p>	<p>Connected Party Transactions</p> <p><i>Categories of transactions</i></p> <p>Paragraph 8.5, REIT Code</p> <p>For the purpose of the REIT Code, a connected party transaction is any transaction between the scheme and any of the persons described in paragraph 8.1 of the REIT Code or any transaction falling within paragraph 8.6 of the REIT Code.</p> <p>Paragraph 8.6, REIT Code</p> <p>If the management company manages more than one scheme and a transaction involves two or more of the schemes managed by the management company, transactions between these schemes shall be deemed connected party transactions for each of the schemes involved in the transactions.</p> <p>Paragraph 8.7, REIT Code</p> <p>All transactions carried out by or on behalf of the scheme shall be:</p> <p>(a) carried out at arm’s length;</p> <p><i>Note: The management company shall ensure that all transactions are carried out in an open and transparent manner. Where circumstances permit, transactions shall be carried out by way of open tender or competitive bidding by auction.</i></p> <p>(b) valued, in relation to a property transaction, by an independent valuer that meets the requirements of Chapter 6 of the REIT Code;</p> <p>(c) consistent with the investment objectives and strategy of the scheme;</p> <p>(d) in the best interests of holders; and</p> <p>(e) properly disclosed to holders.</p>
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<p>(b) the acquisition, disposal or leasing of assets;</p> <p>(c) the provision or receipt of services;</p> <p>(d) the issuance or subscription of securities;</p> <p>(e) the granting of or being granted options; and</p> <p>(f) the establishment of joint ventures or joint investments;</p> <p>whether or not in the ordinary course of business, and whether or not entered into directly or indirectly (for example, through one or more interposed entities).</p> <p>When Announcement Required</p> <p>Rule 905, Listing Manual</p> <p>(1) An issuer must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of the group's latest audited net tangible assets.</p> <p>(2) If the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited net tangible assets, the issuer must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.</p> <p>(3) Rule 905(1) and (2) does not apply to any transaction below S\$100,000.</p> <p>When Shareholder Approval Required</p> <p>Rule 906, Listing Manual</p> <p>(1) An issuer must obtain shareholder approval for any interested person transaction of a value equal to, or more than:</p> <p>(a) 5% of the group's latest audited net tangible assets; or</p>	<p>Paragraph 8.8, REIT Code</p> <p>If cash forming part of the scheme's assets is deposited with the trustee, the management company, the Principal Valuer of the scheme or with any other connected persons (being an institution licensed to accept deposits), interest shall be paid on the deposit at a rate not lower than the prevailing commercial rate for a deposit of that size and term. The same principle applies to the scheme's borrowings from the trustee, the management company, the Principal Valuer of the scheme or any other connected persons (being an institution licensed to lend money).</p> <p>Paragraph 8.9, REIT Code</p> <p>Holders' prior approval is not required for connected party transactions where:</p> <p>(a) the total consideration or value of the transaction is less than 5% of the latest net asset value of the scheme, as disclosed in the latest published audited accounts of the scheme, and adjusted for any subsequent transactions since the publication of such accounts; and</p> <p><i>Note: Where more than one transaction is conducted with the same connected person and the value of this single transaction does not exceed the 5% limit, the limit applies to the cumulative value of all the transactions between such person and the scheme during the twelve months preceding the intended transaction.</i></p> <p>(b) the scheme has not entered into any other transactions with the same connected person (including its associate, controlling entity, holding company, subsidiary or associated company) during the twelve months preceding the current transaction.</p> <p>In such case, the management company shall issue an announcement to holders in accordance with 8.14 and Chapter 10 of the REIT Code.</p>
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<p>(b) 5% of the group's latest audited net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.</p> <p>(2) Rule 906(1) does not apply to any transaction below S\$100,000.</p> <p>Rule 907, Listing Manual</p> <p>An issuer must disclose the aggregate value of interested person transactions entered into during the financial year under review in its annual report. The name of the interested person and the corresponding aggregate value of the interested person transactions entered into with the same interested person must be presented in the prescribed format.</p> <p>Rule 908, Listing Manual</p> <p>In interpreting the term "same interested person" for the purpose of aggregation in Rules 905 and 906, the following applies:</p> <p>(1) Transactions between an entity at risk and interested persons who are members of the same group are deemed to be transactions between the entity at risk with the same interested person.</p> <p>(2) If an interested person, (which is a member of a group) is listed, its transactions with the entity at risk need not be aggregated with transactions between the entity at risk and other interested persons of the same group, provided that the listed interested person and other listed interested persons have boards the majority of whose directors are different and are not accustomed to act on the instructions of the other interested persons and their associates and have audit committees whose members are completely different.</p>	<p>Paragraph 8.10, REIT Code</p> <p>Connected party transactions in the nature of services provided relating to the real estate of the scheme in the ordinary and usual course of estate management, such as renovation and maintenance work, shall be contracted on normal commercial terms and subject to the prior approval of the trustee.</p> <p>Notes:</p> <p>(1) <i>Where the service to be contracted with the connected party is of a stand alone or one-off nature, and the contracted value exceeds 15% of the aggregate value that the scheme committed to spend or has spent on services relating to the real estate of the scheme during the preceding twelve months, prior approval by holders by way of an ordinary resolution passed in a general meeting is required, unless the service to be contracted is procured under a transparent bidding process. The requirements in paragraph 8.14 and Chapter 10 of the REIT Code with respect to announcement, circular and notice shall be complied with to inform holders of such particulars as the nature and value of the service, the name of the connected person, the date of the general meeting, and the result of the holders' voting.</i></p> <p>(2) <i>Services provided by the management company, the trustee and the Principal Valuer to the scheme as contemplated under the constitutive documents shall not be deemed connected party transactions but particulars of such services (except where any services transaction has a value of not more than HK\$1 million), such as terms and remuneration, shall be disclosed in the next published semi annual report or annual report.</i></p>
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<p>Rule 918, Listing Manual</p> <p>If a transaction requires shareholder approval, it must be obtained either prior to the transaction being entered into or, if the transaction is expressed to be conditional on such approval, prior to the completion of the transaction.</p> <p>Rule 919, Listing Manual</p> <p>In a meeting to obtain shareholder approval, the interested person and any associate of the interested person must not vote on the resolution, nor accept appointments as proxies unless specific instructions as to voting are given.</p> <p>Exceptions</p> <p>Rule 915, Listing Manual</p> <p>The following transactions are not required to comply with Rules 905, 906 and 907:</p> <ol style="list-style-type: none"> (1) A payment of dividends, a subdivision of shares, an issue of securities by way of a bonus issue, a preferential offer, or an off-market acquisition of the issuer's shares, made to all shareholders on a pro-rata basis, including the exercise of rights, options or company warrants granted under the preferential offer. (2) The grant of options, and the issue of securities pursuant to the exercise of options, under an employees' share option scheme approved by the SGX-ST. (3) A transaction between an entity at risk and an investee company, where the interested person's interest in the investee company, other than that held through the issuer, is less than 5%. (4) A transaction in marketable securities carried out in the open market where the counterparty's identity is unknown to the issuer at the time of the transaction. 	<p>Paragraph 8.11, REIT Code</p> <p>Holders' prior approval is required for connected party transactions that do not fall within any of the categories in paragraph 8.9 or 8.10 of the REIT Code. Such approval shall be by way of an ordinary resolution passed in a general meeting. An announcement shall be made and a circular and notice shall be issued to holders in accordance with Chapter 10 of the REIT Code. The general meeting shall be conducted in accordance with paragraph 9.9 of the REIT Code.</p> <p><i>Note: An ordinary resolution is required for the approval of a connected party transaction in accordance with paragraph 9.9(g) of the REIT Code. Any holder who has a material interest in the transaction tabled for approval and that interest is different from that of all other holders, shall abstain from voting at the general meeting.</i></p> <p>Paragraph 8.12, REIT Code</p> <p>Neither the management company, its delegates, the Principal Valuer of the scheme nor any other connected persons to the scheme may retain cash or other rebates from a property agent in consideration of referring transactions in scheme property to the property agent. All such amounts received shall be paid to the trustee for the benefit of the scheme.</p> <p>Paragraph 8.13, REIT Code</p> <p>Except for the management company in discharging their functions under Chapter 5 of the REIT Code, the scheme shall not engage connected persons as property agents for rendering services to the scheme, including advisory or agency services in property transactions.</p>
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<p>(5) A transaction between an entity at risk and an interested person for the provision of goods or services if:</p> <p>(a) the goods or services are sold or rendered based on a fixed or graduated scale, which is publicly quoted; and</p> <p>(b) the sale prices are applied consistently to all customers or class of customers.</p> <p>Such transactions include telecommunication and postal services, public utility services, and sale of fixed price goods at retail outlets.</p> <p>(6) The provision of financial assistance or services by a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business.</p> <p>(7) The receipt of financial assistance or services from a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business.</p> <p>(8) Director's fees and remuneration, and employment remuneration (excluding "golden parachute" payments).</p>	<p>Disclosure and Reporting Requirements for Connected Party Transactions</p> <p>Paragraph 8.14, REIT Code</p> <p>Announcements shall be made for all connected party transactions. Following the announcements of these connected party transactions, details of the transactions shall be disclosed by way of a circular where a vote by holders is required. Where holders' approval is required, a notice shall be issued to holders providing details of the result of the holders' voting at the general meeting. Subsequently a brief summary of the transactions shall be included in the scheme's next published semi-annual or annual report.</p> <p><i>Note: No announcement shall be required for any connected party transaction falling within paragraph 8.9 or 8.10 of the REIT Code if the value of such transaction does not exceed HK\$1 million.</i></p> <p>Paragraph 8.15, REIT Code</p> <p>Where connected party transactions falling within paragraph 8.9 or 8.10 of the REIT Code are carried out by the scheme, a summary disclosure of the total value of such transactions, their nature and the identities of the connected parties shall be made in the annual report of the scheme. Where there is no such transaction conducted during the financial year covered by the annual report, an appropriate negative statement to that effect shall be made in the annual report.</p> <p>Paragraph 8.16, REIT Code</p> <p>For connected party transactions that do not require holders' approval but are considered by the management company to be material, holders shall be initially informed by way of announcement of the brief details of the transactions, and subsequently through disclosure of the particulars of the transactions in the scheme's next published semi-annual report or annual report.</p>
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Restrictions on Dealings of Directors before Publication of the Financial Results	
<p>Rule 1207(19)(c) Listing Manual</p> <p>A listed issuer and its officers should not deal in the listed issuer's securities during the period commencing two weeks before the announcement of the company financial statements for each of the first three quarters of its financial year and one month before the announcement of the company's full year financial statements (if required to announce quarterly financial statements), or one month before the announcement of the company's half year and full year financial statements (if not required to announce quarterly financial statements).</p>	<p>There is no specific requirement under the Hong Kong Applicable Rules in respect of the restrictions on dealings of directors of the REIT manager before publication of the financial results. Nonetheless, the Manager has adopted the Units Dealing Code containing rules on dealings by the Manager, directors and other senior executives, officers and other employees of the Manager (the "Persons") in possession of inside information. Such Persons must first have regard to the provisions of Parts XIII and XIV of the SFO with respect to insider dealing and market misconduct, as if the SFO applies to the securities of Fortune REIT. In addition, the Persons must not deal in any securities of Fortune REIT on any day on which Fortune REIT's financial results are published and:</p> <p>(a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and</p> <p>(b) during the period of 30 days immediately preceding the publication date of the quarterly results and half-yearly results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.</p> <p>A brief summary of the Units Dealing Code has been included in the annual report of Fortune REIT for the year ended 31 December 2014.</p>
Facilitating Interaction with Shareholders	
<p>Rule 730A, Listing Manual</p> <p>Facilitating Interaction with Shareholders</p> <p>(1) An issuer shall hold all its general meetings in Singapore, unless prohibited by relevant laws and regulations in the jurisdiction of its incorporation.</p> <p>(2) All resolutions at general meetings shall be voted by poll.</p>	<p>Chapter 9 of the REIT Code (Operational Requirements)</p> <p>Meetings</p> <p>Paragraph 9.9, REIT Code</p> <p>A scheme shall arrange to conduct general meetings of holders as follows:</p> <p>(a) holders shall be able to appoint proxies;</p> <p>(b) votes shall be proportionate to the number of units held or to the value of units held where there are accumulation units;</p>

<p>(3) At least one scrutineer shall be appointed for each general meeting. The appointed scrutineer(s) shall be independent of the persons undertaking the polling process. Where the appointed scrutineer is interested in the resolution(s) to be passed at the general meeting, it shall refrain from acting as the scrutineer for such resolution(s).</p> <p>(4) The appointed scrutineer shall exercise the following duties:</p> <p>(a) ensuring that satisfactory procedures of the voting process are in place before the general meeting; and</p> <p>(b) directing and supervising the count of the votes cast through proxy and in person.</p>	<p>(c) the quorum for meetings at which a special resolution is to be considered shall be the holders of 25% of the units in issue and 10% if only an ordinary resolution is to be considered;</p> <p>(d) if within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned for not less than 15 days. The quorum at an adjourned meeting will be the number of those holders present at the adjourned meeting in person or by proxy;</p> <p>(e) if the possibility exists of a conflict of interest between different classes of holders there shall be provision for class meetings;</p> <p>(f) holders shall be prohibited from voting their own units at, or counted in the quorum for, a meeting at which they have a material interest in the business to be contracted and that interest is different from the interests of all other holders;</p> <p><i>Notes: Notwithstanding the foregoing, all holders are entitled to vote their units on an ordinary resolution to dismiss or appoint the management company and be counted in the quorum for the purposes of passing such ordinary resolution.</i></p> <p>(g) an ordinary resolution may be passed by a simple majority of the votes of those present and entitled to vote in person or by proxy at a duly convened meeting;</p> <p>(h) a special resolution may only be passed by 75% or more of the votes of those present and entitled to vote in person or by proxy at a duly convened meeting and the votes shall be taken by way of poll; and</p> <p><i>Note: A special resolution shall be required in the event of circumstances specified in this Code, or in such other cases as provided for in the constitutive documents of the scheme.</i></p>
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	(i) two or more holders holding not less than 10% of the outstanding units of a scheme shall have the right to requisition a general meeting of the scheme subject to satisfying any quorum requirement laid down by the scheme's constitutive documents.
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NOTICE OF EXTRAORDINARY GENERAL MEETING

FORTUNE 置富產業信託 REIT

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.