



## FRASERS LOGISTICS & INDUSTRIAL TRUST

(a real estate investment trust constituted on 30 November 2015 under the laws of the Republic of Singapore)

### DISCLOSURE PURSUANT TO RULE 704(31) OF THE SGX-ST LISTING MANUAL

Pursuant to Rule 704(31) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), Frasers Logistics & Industrial Asset Management Pte. Ltd., as manager of Frasers Logistics & Industrial Trust ("**FLT**" and Frasers Logistics & Industrial Asset Management Pte. Ltd., the "**Manager**"), wishes to announce that Perpetual (Asia) Limited, as trustee of FLT has entered into the following loan facility with the condition (the "**Relevant Condition**") as set out below which makes reference to a change in the manager of FLT, or places restrictions on a change of control of the Manager.

Loan Facility	Relevant Condition
AUD 50,000,000 term loan facility between Perpetual (Asia) Limited (in its capacity as trustee of FLT), as borrower (the " <b>Borrower</b> ") and DBS Bank Ltd, as lender (the " <b>Lender</b> ") (the " <b>Facility Agreement</b> ")	<p>It is a mandatory prepayment event if, without the prior written consent of the Lender (i) the Manager resigns or is removed as manager of FLT and is not replaced by a substitute approved by the Monetary Authority of Singapore; or (ii) the Manager ceases to be a majority-owned (directly or indirectly) subsidiary (within the meaning of Section 5 of the Companies Act, Chapter 50 of Singapore) of Frasers Centrepoint Limited (a "<b>Change of Manager</b>").</p> <p>If a Change of Manager occurs, the Lender shall not be obliged to fund a drawdown and the Lender shall, by no less than 5 business days' notice to the Borrower, cancel the facility under the Facility Agreement ("<b>Facility</b>") and declare any outstanding loans under the Facility Agreement, together with accrued interest, break costs (if applicable) and all other amounts accrued under the documents designated as "Finance Documents" immediately due and payable, whereupon the Facility will be cancelled and all such outstanding amounts will become immediately due and payable.</p>

DBS Bank Ltd. and Citigroup Global Markets Singapore Pte. Ltd. are the joint financial advisers, global coordinators and issue managers for the initial public offering of units in Frasers Logistics & Industrial Trust (the "**Offering**") (collectively, the "**Joint Global Coordinators**"). DBS Bank Ltd., Citigroup Global Markets Singapore Pte. Ltd., Morgan Stanley Asia (Singapore) Pte., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited are the joint bookrunners and underwriters for the Offering (collectively, the "**Joint Bookrunners**"). The Joint Bookrunners for the Offering assume no responsibility for the contents of this announcement.

None of the events described under the Relevant Condition has occurred. Assuming such an event occurs, and a failure to prepay causes a cross default under other borrowings of FLT, the aggregate level of facilities that may be affected is approximately AUD 600 million (approximately S\$ 626.5 million)<sup>1</sup> (excluding interest and exclusive of the facility which is the subject of this announcement) as at the date of this announcement. This does not take into account (i) the amount of the loan facilities which have not been, and which remain available for, drawdown and (ii) future notes issuances under the S\$1,000,000,000 multicurrency debt issuance programme of FLT Treasury Pte. Ltd. (a wholly-owned subsidiary of FLT) and guaranteed by Perpetual (Asia) Limited (in its capacity as trustee of FLT).

**Frasers Logistics & Industrial Asset Management Pte. Ltd.**

(Company Registration No: 201528178Z)

(as manager of Frasers Logistics & Industrial Trust)

Catherine Yeo  
Company Secretary

2 November 2017

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<sup>1</sup> Based on an exchange rate of AUD 1 : S\$1.04421 as at 2 November 2017

## IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute or form part of an offer, solicitation or invitation of any offer, to buy or subscribe for any securities of FLT in Singapore or any other jurisdiction, nor should it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever.

The value of the units in FLT ("**Units**") and the income derived from them may fall or rise. The Units are not obligations of, deposits in, or guaranteed by the Manager, Perpetual (Asia) Limited, in its capacity as trustee of FLT, Frasers Centrepoint Limited, the sponsor of FLT, the Joint Global Coordinators or the Joint Bookrunners.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Holders of Units ("**Unitholders**") have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. The past performance of FLT and the Manager is not necessarily indicative of the future performance of FLT and the Manager.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction.