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VIVA INDUSTRIAL TRUST

Comprising:

VIVA INDUSTRIAL REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 23 August 2013 under the laws of the Republic of Singapore) managed by

Viva Industrial Trust Management Pte. Ltd.

VIVA INDUSTRIAL BUSINESS TRUST

(a business trust constituted on 14 October 2013 under the laws of the Republic of Singapore) managed by

Viva Asset Management Pte. Ltd.

PROPOSED MERGER OF VIVA INDUSTRIAL TRUST AND ESR-REIT BY WAY OF A TRUST SCHEME OF ARRANGEMENT

RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 31 AUGUST 2018

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1. INTRODUCTION

Viva Industrial Trust Management Pte. Ltd., as manager of Viva Industrial Real Estate Investment Trust ("**VI-REIT**", and the manager of VI-REIT, the "**VI-REIT Manager**"), and Viva Asset Management Pte. Ltd., as trustee-manager of Viva Industrial Business Trust ("**VI-BT**" and collectively with VI-REIT, the stapled group, Viva Industrial Trust or "**VIT**", and the trustee-manager of VI-BT, the "**VI-BT Trustee-Manager**", and collectively with the VI-REIT Manager, the "**VIT Managers**") refer to the scheme document (the "**Scheme Document**") despatched on 7 August 2018 to the stapled securityholders of VIT (the "**Stapled Securityholders**") in relation to the proposed amendments of VIT Trust Deeds (as defined below), and the proposed merger of all the issued and paid-up stapled securities (the "**Stapled Securities**") of VIT held by the Stapled Securityholders and the units in ESR-REIT held by the unitholders of ESR-REIT, which will be effected through the acquisition by ESR-REIT of all the Stapled Securities held by the Stapled Securityholders by way of a trust scheme of arrangement (the "**Scheme**") in compliance with the Singapore Code on Take-overs and Mergers.

Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Scheme Document.

2. RESULTS OF EXTRAORDINARY GENERAL MEETING

2.1 Pursuant to Rule 704(16) of the Listing Manual, the VIT Managers wish to announce that at the EGM of VIT held on 31 August 2018 at 2.30 p.m. at Stephen Riady Auditorium @ NTUC, Level 7, NTUC Centre, One Marina Boulevard, Singapore 018989, the following resolutions set out in the Notice of EGM dated 7 August 2018, and put to the meeting, were duly passed by way of a poll:

(a) Resolution 1 to, *inter alia*, approve the proposed amendments to (A) the first amended and restated trust deed dated 14 October 2013 constituting VI-REIT (amending and restating the trust deed dated 23 August 2013 constituting VI-REIT) ("**VI-REIT Trust Deed**"), (B) the trust deed dated 14 October 2013 constituting VI-BT ("**VI-BT Trust Deed**"), and (C) the stapling deed dated 14 October 2013 stapling the VI-REIT units and VI-BT units to form stapled securities of VIT ("**Stapling Deed**" and together with the VI-REIT Trust Deed and VI-BT Trust Deed, the "**VIT Trust Deeds**") with the proposed amendments to the VIT Trust Deeds as set out in Part 1 of Appendix F to the Scheme Document (the "**VIT Trust Scheme Amendments**"); and

(b) Resolution 2 to*, inter alia*, approve the amendments to the VI-REIT Trust Deed with the proposed amendments to the VI-REIT Trust Deed (the "**VIT Facilitation Fee Amendments**") being described and set out in Part 2 of Appendix F to the Scheme Document.

The information as required under Rule 704(16) of the Listing Manual is as set out below:

(a) Breakdown of all valid votes cast at the EGM:

Resolution number and details	Total number of Stapled Securities represented by votes for and against the relevant resolution	For		Against	
		Number of Stapled Securities	As a percentage of total number of votes for and against the resolution (%)	Number of Stapled Securities	As a percentage of total number of votes for and against the resolution (%)
Resolution 1 (Extraordinary Resolution) To approve the VIT Trust Scheme Amendments	166,445,290	161,252,689	96.88	5,192,601	3.12
Resolution 2 (Extraordinary Resolution) To approve the VIT Facilitation Fee Amendments	166,430,090	160,776,389	96.60	5,653,701	3.40

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

Resolution 1 (Extraordinary Resolution):

As set out in the Scheme Document, in accordance with the rulings from the Securities Industry Council of Singapore and Rule 748(5) of the Listing Manual, certain Stapled Securityholders are required to abstain from voting on Resolution 1 in respect of their Stapled Securities. Based on the information available to the VIT Managers as at the date of the EGM, the following table sets out the Stapled Securityholders who are required to abstain from voting and had abstained from voting on Resolution 1:

Name of Stapled Securityholder	Number of Stapled Securities held	As a percentage of total Stapled Securities in issue (%)[1]
e-Shang Infinity Cayman Limited	36,629,800	3.75
Leading Wealth Global Inc.	418,881,174	42.93
Mr. Tong Jinquan	54,745,285	5.61
Mr. Tong Yu Lou	15,832,000	1.62
Viva Industrial Trust Management Pte. Ltd.	13,069,691	1.34
Viva Real Estate Asset Management Pte. Ltd.	1,265,131	0.13
Ho Lee Group Pte. Ltd.	2,645,504	0.27
Perpetual (Asia) Limited (in its capacity as trustee of Ho Lee Group Trust)	65,941,771	6.76
Mr. Tan Thuan Teck	342,900	0.04
Mr. Wilson Ang Poh Seong	2,269,835	0.23
Total	611,623,091	62.68

Note:

(1) All references to percentage holding of issued Stapled Securities are based on the total number of issued Stapled Securities as at the date of this Announcement, being 975,758,607 issued Stapled Securities. Percentages are rounded to the nearest two (2) decimal places.

Resolution 2 (Extraordinary Resolution):

As set out in the Scheme Document, in accordance with Rule 748(5) of the Listing Manual, certain Stapled Securityholders are required to abstain from voting on Resolution 2 in respect of their Stapled Securities. Based on the information available to the VIT Managers as at the date of the EGM, the following table sets out the Stapled Securityholders who are required to abstain from voting and had abstained from voting on Resolution 2:

Name of Stapled Securityholder	Number of Stapled Securities held	As a percentage of total Stapled Securities in issue (%)[1]
Viva Industrial Trust Management Pte. Ltd.	13,069,691	1.34
Viva Real Estate Asset Management Pte. Ltd.	1,265,131	0.13
Leading Wealth Global Inc.	418,881,174	42.93
Mr. Tong Jinquan	54,745,285	5.61
Mr. Tong Yu Lou	15,832,000	1.62
Ho Lee Group Pte. Ltd.	2,645,504	0.27
Perpetual (Asia) Limited (in its capacity as trustee of Ho Lee Group Trust)	65,941,771	6.76

Mr. Tan Thuan Teck	342,900	0.04
e-Shang Infinity Cayman Limited	36,629,800	3.75
Mr. Wilson Ang Poh Seong	2,269,835	0.23
Total	611,623,091	62.68

Note:

(1) All references to percentage holding of issued Stapled Securities are based on the total number of issued Stapled Securities as at the date of this Announcement, being 975,758,607 issued Stapled Securities. Percentages are rounded to the nearest two (2) decimal places.

(c) Name of firm and/or person appointed as scrutineer:

DrewCorp Services Pte. Ltd. was appointed as the scrutineer of the EGM.

3. RESPONSIBILITY STATEMENT

The directors of the VIT Managers (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the VIT Managers has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the VIT Managers jointly and severally accept responsibility accordingly.

By Order of the Board
Wilson Ang Poh Seong
Chief Executive Officer and Executive Director

Viva Industrial Trust Management Pte. Ltd.
(Company Registration No. 201204203W)
As manager of Viva Industrial Real Estate Investment Trust

Viva Asset Management Pte. Ltd.
(Company Registration No. 201316690M)
As trustee-manager of Viva Industrial Business Trust

31 August 2018

Any inquiries relating to this Announcement should be directed during office hours to:

BofA Merrill Lynch
Sole Financial Adviser to the VIT Managers
Tel: +65 6678 0086

IMPORTANT NOTICE

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

The value of the Stapled Securities and the income derived from them may fall as well as rise. The Stapled Securities are not obligations of, deposits in, or guaranteed by, the VIT Managers, the trustee of VI-REIT, or any of their respective affiliates.

An investment in the Stapled Securities is subject to investment risks, including the possible loss of the principal amount invested. Stapled Securityholders have no right to request that the VIT Managers redeem or purchase their Stapled Securities while the Stapled Securities are listed. It is intended that Stapled Securityholders may only deal in their Stapled Securities through trading on the SGX-ST. Listing of the Stapled Securities on the SGX-ST does not guarantee a liquid market for the Stapled Securities.

This announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of VIT. The forecast financial performance of VIT is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the VIT Managers' current view of future events.