

FRASERS LOGISTICS & INDUSTRIAL TRUST

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

Results of Extraordinary General Meeting

All capitalised terms used but not defined herein shall bear the meanings ascribed to them in the circular to unitholders of Frasers Logistics & Industrial Trust (“FLT”) dated 23 April 2018 (the “Circular”).

The following Resolutions were duly passed at the **EXTRAORDINARY GENERAL MEETING** (the “**EGM**”) of FLT held on 8 May 2018:

ORDINARY RESOLUTION 1

THE PROPOSED ACQUISITION OF INTERESTS IN 21 PROPERTIES IN GERMANY AND THE NETHERLANDS

RESOLVED that:

- (i) approval be and is hereby given for the acquisition of interests in 21 industrial properties in Germany and the Netherlands from the Vendor, being an indirect wholly-owned subsidiary of FPL, for a purchase consideration of approximately €316.2 million on the terms and subject to the conditions set out in the Share Purchase Agreement entered into between the Vendor and the FLT Singapore SPV, a direct wholly-owned subsidiary of FLT; and
- (ii) the Manager, any director of the Manager (“**Director**”) and Perpetual (Asia) Limited (as trustee of FLT) (the “**Trustee**”) be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FLT to give effect to the Proposed Acquisition, the Share Purchase Agreement, the Deed of Indemnity and all transactions in connection therewith.

ORDINARY RESOLUTION 2

THE EQUITY FUND RAISING

RESOLVED that, subject to and contingent upon the passing of Resolution 1:

- (i) approval be and is hereby given for the issue of up to 525,000,000 New Units under the Equity Fund Raising in the manner described in the Circular; and
- (ii) the Manager, any Director and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may

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 the units in Frasers Logistics & Industrial Trust (the “ Offering ”). 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.
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consider expedient or necessary or in the interests of FLT to give effect to the Equity Fund Raising and all transactions in connection therewith.

ORDINARY RESOLUTION 3 THE PROPOSED FPL PLACEMENT

RESOLVED that, subject to and contingent upon the passing of Resolution 1:

- (i) approval be and is hereby given for the issue and placement of up to such number of New Units to the FPL Group as part of the Private Placement, in the manner described in the Circular; and
- (ii) the Manager, any Director and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FLT to give effect to the FPL Placement and all transactions in connection therewith.

ORDINARY RESOLUTION 4 THE PROPOSED TCCGI PLACEMENT

RESOLVED that, subject to and contingent upon the passing of Resolution 1:

- (i) approval be and is hereby given for the issue and placement of up to such number of New Units to TCCGI as part of the Private Placement, in the manner described in the Circular; and
- (ii) the Manager, any Director and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FLT to give effect to the TCCGI Placement and all transactions in connection therewith.

RESULTS OF POLL VOTING

Voting on all the Resolutions at the EGM was conducted by poll.

RHT Governance & Risk (Singapore) Pte. Ltd. was appointed as the scrutineer at the EGM for the purpose of the poll.

For information, the votes cast are set out below:

RESOLUTIONS	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Units	%	No. of Units	%	
Ordinary Resolution 1 The proposed acquisition of interests in 21 properties in Germany and the Netherlands (the “ Proposed Acquisition ”)	413,855,856	99.63	1,546,900	0.37	415,402,756
Ordinary Resolution 2 The issue of New Units under the Equity Fund Raising	809,779,844	99.33	5,492,395	0.67	815,272,239

Ordinary Resolution 3 The proposed FPL placement (the “ FPL Placement ”)	409,371,961	98.66	5,574,895	1.34	414,946,856
Ordinary Resolution 4 The proposed TCCGI placement (the “ TCCGI Placement ”)	408,342,361	98.67	5,485,595	1.33	413,827,956

Note:

1. Rule 919 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Manual**”) prohibits interested persons and their associates (as defined in the Listing Manual) from voting on a resolution in relation to a matter in respect of which such persons are interested at the EGM.
2. For the reasons set out in the Circular¹, each of the TCC Group², the FPL Group³, TCCGI⁴ and the Manager (as set out below) (i) abstained, and procured their associates to abstain from voting at the EGM on Resolution 1 (the Proposed Acquisition), Resolution 3 (the FPL Placement) and Resolution 4 (the TCCGI Placement) and (ii) did not, and procured their associates not to, accept appointments as proxies in relation to Resolution 1 (the Proposed Acquisition), Resolution 3 (the FPL Placement) and Resolution 4 (the TCCGI Placement) unless specified instructions as to voting were given. As at the date of this announcement:
 - a) TCC Group has a deemed interest in 309,642,483 units in FLT (“**Units**”);
 - b) FPL has a deemed interest in 309,642,483 Units;
 - c) TCC Group Investments Limited has a deemed interest in 89,887,000 Units;
 - d) Frasers Property Industrial Trust Holdings Pte. Ltd. holds 308,959,770 Units; and
 - e) Frasers Logistics & Industrial Asset Management Pte. Ltd. holds 682,713 Units.

Frasers Logistics & Industrial Asset Management Pte. Ltd.
(as Manager of Frasers Logistics & Industrial Trust)
(Company Registration No. 201528178Z)

Catherine Yeo
Company Secretary

8 May 2018

¹ Please refer to paragraph 14 of the Letter to Unitholders in the Circular relating to abstentions from voting for further details.

² “**TCC Group**” means the companies and entities in the TCC Group which are controlled by Mr Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi. For the avoidance of doubt, the TCC Group does not refer to TCCGI or include TCCGI.

³ “**FPL Group**” means FPL and/or any of its subsidiaries.

⁴ “**TCCGI**” means TCC Group Investments Limited.

IMPORTANT NOTICE

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, (including employee wages, benefits and training costs), property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

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