

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Unitholders of Forterra Trust ("FTT" and unitholders of FTT, "Unitholders") will be held at the Millenia 3, Level 2 of The Ritz-Carlton Millenia Singapore, 7 Raffles Avenue, Singapore 039799 on Wednesday, 30 April 2014 at 10.00 a.m. (the "Annual General Meeting") to transact the following business:

(A) AS ORDINARY BUSINESS

Ordinary Resolution 1

To receive and adopt the Report of Forterra Real Estate Pte. Ltd. as trustee-manager of FTT ("Trustee-Manager"), the Statement by the Trustee-Manager and the Audited Financial Statements of FTT for the year ended 31 December 2013 and the Auditors' Report thereon.

Ordinary Resolution 2

To re-appoint Messrs KPMG LLP as the Independent Auditors of FTT and to hold office until the conclusion of the next Annual General Meeting, and to authorise the Directors of the Trustee-Manager to fix their remuneration.

(B) AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Ordinary Resolution 3

That pursuant to Clause 6.1 of the Trust Deed dated 19 May 2010, as amended by the Supplemental Deed dated 26 February 2013, constituting FTT (the "Trust Deed"), Section 36 of the Business Trusts Act, Chapter 31A of Singapore ("BTA"), and Rule 806 of the listing manual (the "Listing Manual") of Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Trustee-Manager to:

- (a) (i) issue new units in FTT ("Units") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Units,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and
- (b) issue Units in pursuance of any Instrument made or granted by the Trustee-Manager while this Resolution is in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force), provided that:
 - (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of Units (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to existing Unitholders shall not exceed twenty per cent. (20%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below);
 - (2) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units shall be based on the number of issued Units at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
 - (3) in exercising the authority conferred by this Resolution, the Trustee-Manager shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST), the BTA for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore) and the Trust Deed (as amended, varied or supplemented from time to time);
 - (4) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Trustee-Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued;
 - (5) unless revoked or varied by the Unitholders in a general meeting, such authority shall continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting of the Unitholders; or
 - (b) the date by which the next Annual General Meeting of the Unitholders is required by law to be held, whichever is earlier; and
 - (6) the Trustee-Manager be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interest of FTT to give effect to the authority conferred by this Resolution.

(Please see Explanatory Notes)

BY ORDER OF THE BOARD
Forterra Real Estate Pte. Ltd.
(as Trustee-Manager of Forterra Trust)
Emily Teo
Company Secretary
Singapore, 8 April 2014

Notes:

1. A Unitholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Unitholder.
2. The instrument appointing a proxy must be lodged at the registered office of the Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the Annual General Meeting.
3. The Chairman will be exercising his power under the Trust Deed to demand that all resolutions which are to be put to the vote of the meeting shall be decided on by a poll.

Explanatory Notes:

1. Ordinary Resolution 3

Ordinary Resolution 3, if passed, will empower the Trustee-Manager from the date of the Annual General Meeting until (a) the conclusion of the next Annual General Meeting, (b) the date by which the next Annual General Meeting is required by law to be held, or (c) the date such authority is revoked or varied by the Unitholders in a general meeting, whichever is the earliest, to issue Units and to make or grant Instruments (such as options, warrants or debentures) convertible into Units and issue Units pursuant to such Instruments, up to a number not exceeding 50% of the total number of issued Units, and of which up to 20% of the total number of issued Units may be issued other than on a pro rata basis to Unitholders.

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time the Ordinary Resolution 3 is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Units.