

SGX-ST ANNOUNCEMENT

For immediate release

THE PROPOSED ACQUISITION OF TWO PROPERTIES IN AUSTRALIA
1. INTRODUCTION
1.1 The Proposed Transaction

Frasers Logistics & Industrial Asset Management Pte. Ltd., as manager of Frasers Logistics & Industrial Trust (“**FLT**”, and as manager of FLT, the “**Manager**”), is pleased to announce that Perpetual (Asia) Limited (as trustee of FLT) (the “**Trustee**”), through the Sub-Trust Trustees¹, today entered into agreements to acquire freehold and leasehold interests in two completed industrial properties located in Australia (the “**New Properties**”, and the entry by FLT into agreements to acquire the New Properties, the “**Proposed Transaction**”), for an aggregate acquisition amount of A\$62.6 million, subject to completion adjustments.

The following table sets out a summary of selected information on the New Properties:

| Address | Tenants | Remaining Tenure (years) | GLA (sq m) | Completion of Construction | WALE (years) ⁽¹⁾ | NPI Yield (%) ⁽²⁾ | Occupancy Rate (%) |
|---|--|--------------------------|---------------|----------------------------|-----------------------------|------------------------------|--------------------|
| 3 Burilda Close, Wetherill Park, New South Wales 2164 (the “ NSW Property ”) | Nick Scali Limited, Plastic Bottles Pty Ltd | 88.9 ⁽³⁾ | 20,078 | May 2017 | 7.0 | 6.1% | 100 |
| 103-131 Wayne Goss Drive, Berrinba, Queensland 4117 (the “ QLD Property ”) | National Tiles Co Pty Ltd, PACCAR Australia Pty. Ltd | Freehold | 19,487 | September 2017 | 4.2 | 6.8% | 100 |
| Total for New Properties | | - | 39,565 | - | 5.7 | 6.5% | 100 |

Notes:

- (1) “**WALE**” refers to the weighted average lease expiry by gross rental income, being the contracted rental income and estimated recoverable outgoings for the month of June 2018, and excludes straight lining rental adjustments.

1 The “**Sub-Trust Trustees**” refer to FLT Queensland No. 1 Pty Limited, as trustee of Wayne Goss Drive Trust A, and FLT Queensland No. 3 Pty Limited, as trustee of Horsley Drive Trust C, and the “**Sub-Trusts**” shall refer to Wayne Goss Drive Trust A and Horsley Drive Trust C.

- (2) The NPI Yield of each of the New Properties is derived by annualising the estimated Net Property Income (“NPI”) (which refers to the gross revenue of a New Property comprising the contracted rental income and estimated recoverable outgoings less property expenses) of the relevant New Property to be generated under the relevant existing lease for the month of June 2018 (i.e. by multiplying by 12) and dividing such amount by the consideration payable under the relevant Contract of Sale (excluding stamp duty).
- (3) As at 30 June 2018.

In connection with the Proposed Transaction, FLT has today, through the relevant Sub-Trust Trustees, entered into the following agreements:

- (i) contracts of sale in respect of each New Property with the relevant vendor (the “Vendor”, and collectively the “Vendors”), each of which is an indirect wholly-owned subsidiary or trust of Frasers Property Australia Pty Limited (“FPA”), a subsidiary of Frasers Property Limited (“FPL”) (the “Contracts of Sale”); and
- (ii) incentive reimbursement deeds in respect of (a) the NSW Property, entered into between the relevant Vendor and the relevant Sub-Trust Trustee; and (b) the QLD Property, entered into between the relevant Vendor, the relevant Sub-Trust Trustee and Frasers Property AHL Limited, an indirect subsidiary of FPA (together, the “Incentive Reimbursement Deeds”),
- (collectively, the “Transaction Documents”).

2. DETAILS OF THE PROPOSED TRANSACTION

2.1 Aggregate Acquisition Amount and Valuation

The aggregate acquisition amount payable to the Vendors under the Contracts of Sale for the New Properties is A\$62.6 million (the “Aggregate Acquisition Amount”) comprising the consideration (excluding stamp duty) payable of approximately A\$31.5 million and A\$31.1 million to the relevant Vendor on completion of the acquisition of the NSW Property and the QLD Property, respectively. The Aggregate Acquisition Amount was negotiated on a willing-buyer and willing-seller basis and based on the independent valuations described below.

The Trustee has commissioned an independent valuer, CBRE Valuations Pty Ltd (“CBRE”), and the Manager has commissioned another independent valuer, Urbis Valuations Pty Ltd (“Urbis”), to respectively value the New Properties. The independent valuation of the NSW Property as at 31 July 2018 is A\$31.5 million and A\$32.3 million as valued by CBRE and Urbis, respectively. The independent valuation of the QLD Property as at 31 July 2018 is A\$31.1 million and A\$31.5 million as valued by CBRE and Urbis, respectively. The independent valuations are based on market capitalisation and discounted cash flow valuation methods. The valuations of the New Properties are on an “as is” basis and exclude the incentives granted to the tenants which will be reimbursed by the relevant Vendors to the relevant Sub-Trust (as purchaser) under the Incentive Reimbursement Deeds.

2.2 Estimated Total Transaction Cost

The estimated total cost of the Proposed Transaction (the “Total Transaction Cost”) is approximately A\$66.7 million, comprising:

- (i) the Aggregate Acquisition Amount of A\$62.6 million;

- (ii) the acquisition fee payable to the Manager for the Proposed Transaction pursuant to the trust deed dated 30 November 2015 (as amended and supplemented) constituting FLT (the “**Trust Deed**”), which amounts to approximately A\$0.3 million (being 0.5% of the Aggregate Acquisition Amount) (the “**Acquisition Fee**”); and
- (iii) the estimated stamp duties, professional and other fees and expenses incurred or to be incurred by FLT in connection with the Proposed Transaction of approximately A\$3.8 million.

As the Proposed Transaction will constitute an Interested Party Transaction under paragraph 5 of the Property Funds Appendix, the Acquisition Fee payable to the Manager in respect of the Proposed Transaction will be in the form of units of FLT (“**Units**”), which shall not be sold within one year from the date of issuance.

2.3 Certain Principal Terms of the Transaction Documents

2.3.1 The Contracts of Sale

A Contract of Sale has been entered into for each New Property between FPA (through its subsidiaries, as vendors and holders of the freehold/leasehold interest in the New Properties) and the relevant Sub-Trust Trustee of the relevant Sub-Trust (as purchaser) for the transfer of the New Properties.

Under each Contract of Sale, the relevant Vendor will transfer its freehold or leasehold interest in the relevant New Property (subject to and with the benefit of the existing tenancies) to the relevant Sub-Trust Trustee, in accordance with the following terms (among others):

- (i) the completion of the relevant Contract of Sale is subject to the satisfaction of the conditions precedent set out in the relevant Contract of Sale. In respect of the NSW Property, the relevant Vendor is to obtain the head landlord’s consent to the transfer of the lease within 6 months after the date of the Contract of Sale. The relevant Vendor is to register the tenancy leases within 6 months after the date of the Contract of Sale in respect of the QLD Property; and
- (ii) certain limited representations and warranties are made by the relevant Vendor including in relation to the capacity of the relevant Vendor, information disclosed, legal matters, title to the New Property and other matters in relation to the relevant New Property. Claims for breach of warranties are subject to a cap on liability and must be made within 15 months after the completion of the transfer. The amount of an individual claim must be equal to or greater than A\$50,000 in respect of a particular matter and the maximum aggregate liability of the relevant Vendor in respect of the claims must not exceed the purchase price for the relevant New Property. Furthermore, certain limited representations and warranties are made by the relevant Sub-Trust Trustee in relation to the capacity of the relevant Sub-Trust Trustee (as purchaser).

2.3.2 The Incentive Reimbursement Deeds

Under the Incentive Reimbursement Deeds, the relevant Vendor will be reimbursing FLT for incentives (for example, rent abatement) which the relevant Vendor has made available or agreed to grant to the tenants of the New Properties.

The actual amount reimbursable under the relevant Incentive Reimbursement Deed will be based on the actual tenancies in respect of the relevant New Property as at the time that the relevant Incentive Reimbursement Deed takes effect.

3. RATIONALE FOR AND KEY BENEFITS OF THE PROPOSED TRANSACTION

The Manager believes that the Proposed Transaction will bring the following key benefits to the unitholders of FLT (the “**Unitholders**”):

- (i) Prevailing trends and occupier themes in the Australian industrial market at present are favourable for owners of well-located and well-specified logistics and distribution facilities. The New Properties are located in the preferred Australian eastern seaboard markets of Sydney and Brisbane, which are two of Australia’s top industrial markets, and the Proposed Transaction will further strengthen FLT’s footprint in these markets;
- (ii) Underpinned by a combined WALE of 5.7 years, the NSW Property and the QLD Property are each leased to two individual tenants with average fixed annual rental increments of 3.1% and 3.0% per annum, respectively. The New Properties will support FLT’s portfolio metrics and further enhance and diversify FLT’s tenant base; and
- (iii) The Proposed Transaction provides stable recurring cash flows to the Unitholders. The Proposed Transaction is also in line with the Manager’s acquisition growth strategy to source for and pursue asset acquisition opportunities that provide attractive cash flows and yields. It also demonstrates the Manager’s active management approach to recycle capital from the divestment of non-core properties. The Proposed Transaction which is expected to be accretive would enable FLT to deliver regular and stable distributions to the Unitholders and to achieve long term growth in distributions and net asset value per Unit, while maintaining an appropriate capital structure.

4. PROPOSED METHOD OF FINANCING THE PROPOSED TRANSACTION AND FINANCIAL EFFECTS

The Manager intends to finance the Total Transaction Cost, excluding the Acquisition Fee to be paid in Units, from the divestment proceeds of 80 Hartley Street in New South Wales and Lot 102 Coghlan Road in South Australia¹.

5. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

The Manager is of the view that the Proposed Transaction is in the ordinary course of FLT’s business as the acquisition of the New Properties is within the investment strategy of FLT and does not change the risk profile of FLT.

The acquisition of the New Properties is not expected to have any material effect on the net tangible assets or the distributions per unit of FLT for the current financial year.

¹ Please refer to FLT’s announcements dated 3 July 2018, 6 August 2018 and 20 August 2018 for further details.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

As at the date of this announcement, the interests of the Directors in the Proposed Transaction are as follows:

- (i) Mr Panote Sirivadhanabhakdi is a Non-Executive Director of the Manager, a director and the Group Chief Executive Officer of FPL, a director of other entities within the FPL Group (as defined below) other than the Manager, a director of various entities within the TCC Group¹ (which is the controlling shareholder of the FPL Group) and holds 20.0% of the issued share capital of TCC Group Investments Limited. Mr Panote Sirivadhanabhakdi is also the son of Mr Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi;
- (ii) Mr Michael Bowden Newsom is a Non-Executive Director of the Manager and a director and/or executive of certain entities within the FPL Group other than the Manager; and
- (iii) Mr Lim Ee Seng is a Non-Executive Director of the Manager, was the previous Group Chief Executive Officer of FPL and is currently a senior advisor to the TCC Group and advisor to FPL.

Based on the Register of Directors' Unitholdings maintained by the Manager, the direct and deemed interests of the Directors in the Units as at the date of this announcement are as follows:

| Name of Director | Direct Interest | | Deemed Interest | | Total No. of Units held | % |
|-----------------------------|-------------------|--------|----------------------------|-----------------------|-------------------------|--------|
| | No. of Units held | % | No. of Units held | % | | |
| Mr Ho Hon Cheong | - | - | 1,123,100 | 0.0557 | 1,123,100 | 0.0557 |
| Mr Goh Yong Chian | 400,000 | 0.0199 | - | - | 400,000 | 0.0199 |
| Mr Paul Gilbert Say | - | - | 165,000 | 0.0082 | 165,000 | 0.0082 |
| Mr Panote Sirivadhanabhakdi | - | - | 118,559,700 ⁽¹⁾ | 5.8870 ⁽¹⁾ | 118,559,700 | 5.8870 |
| Mr Lim Ee Seng | 440,000 | 0.0218 | - | - | 440,000 | 0.0218 |
| Mr Michael Bowden Newsom | - | - | 66,000 | 0.0033 | 66,000 | 0.0033 |

Note:

- (1) Mr Panote Sirivadhanabhakdi holds 20.0% of the issued share capital of TCC Group Investments Limited and is deemed interested in TCC Group Investments Limited's direct interest in 118,559,700 Units.

Based on the Register of Substantial Unitholders' Unitholdings maintained by the Manager, the Substantial Unitholders and their interests in the Unitholdings as at 31 August 2018 are as follows:

¹ "TCC Group" refers to the companies and entities in the TCC Group which are controlled by Mr Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi.

| Name of Substantial Unitholder | Direct Interest | | Deemed Interest | | Total No. of Units held | % ⁽³⁾ |
|---|-------------------|-------|-------------------|------------------|-------------------------|------------------|
| | No. of Units held | % | No. of Units held | % ⁽³⁾ | | |
| Frasers Property Industrial Trust Holdings Pte. Ltd. | 411,148,120 | 20.42 | - | - | 411,148,120 | 20.42 |
| Frasers Property Limited (formerly known as Frasers Centrepoint Limited) ⁽¹⁾ | - | - | 416,628,618 | 20.69 | 416,628,618 | 20.69 |
| TCC Group Investments Limited ⁽²⁾ | - | - | 118,559,700 | 5.89 | 118,559,700 | 5.89 |

Notes:

- (1) FPL is interested in the Units held by Frasers Property Industrial Trust Holdings Pte. Ltd. (“**FPITHPL**”) and the Manager, as FPITHPL and the Manager are wholly-owned by FPL. Each of InterBev Investment Limited, International Beverage Holdings Limited, Thai Beverage Public Company Limited, TCC Assets Limited, Siriwana Company Limited, Maxtop Management Corp., Risen Mark Enterprise Ltd., Golden Capital (Singapore) Limited, MM Group Limited, Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi is deemed interested in the Units held by FPL based on their respective shareholdings (direct or indirect) as at 31 August 2018.
- (2) TCC Group Investments Limited is a British Virgin Islands company that is owned equally by Atinart Bijananda, Thapana Sirivadhanabhakdi, Wallapa Traisorat, Thapanee Techajareonvikul and Panote Sirivadhanabhakdi in equal proportions. As each of them holds 20.0% of the issued share capital of TCC Group Investments Limited, they are each deemed interested in TCC Group Investments Limited’s direct interest in the Units.
- (3) The percentage interest is based on the total number of Units in issue of 2,013,918,118 Units as at 31 August 2018.

7. OTHER INFORMATION

7.1 Interested Person Transactions and Interested Party Transactions (collectively, “**Related Party Transactions**”)

As at the date of this announcement, FPL and/or its subsidiaries (the “**FPL Group**”) hold an aggregate direct and indirect interest in 416,628,618 Units, which is equivalent to approximately 20.69% of the total number of Units in issue as at the date of this announcement, and is therefore regarded as a “controlling unitholder” of FLT for the purposes of both the listing manual (the “**Listing Manual**”) of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the “**Property Funds Appendix**”). In addition, as the Manager is a wholly-owned subsidiary of FPL, the FPL Group is therefore regarded as a “controlling shareholder” of the Manager for the purposes of both the Listing Manual and the Property Funds Appendix.

As the Vendors are indirect wholly-owned trusts or subsidiaries of FPL through FPA, for the purposes of Chapter 9 of the Listing Manual and paragraph 5 of the Property Funds Appendix, each of the Vendors (each being a subsidiary of a “controlling unitholder” of FLT and a subsidiary of a “controlling shareholder” of the Manager) is (for the purposes of the Listing Manual) an “interested person” of FLT and (for the purposes of the Property Funds Appendix) an “interested party” of FLT.

Therefore, the entry by the relevant Sub-Trust Trustee into the Transaction Documents will constitute an Interested Person Transaction under Chapter 9 of the Listing Manual, as well as an Interested Party Transaction under the Property Funds Appendix.

However, as the total value of the Proposed Transaction is more than 3.0% of FLT’s latest audited net tangible assets but less than 5.0% of FLT’s latest audited net tangible assets when aggregated with other transactions entered into with the same interested person during the same financial year (excluding transactions which have been approved by Unitholders), the entry into of the Proposed Transaction is not subject to the requirement of approval of Unitholders.

7.2 Directors’ Service Contracts

No person is proposed to be appointed as a director of the Manager in connection with the Proposed Transaction or any other transactions contemplated in relation to the Proposed Transaction.

7.3 Relative Figures Computed on the Bases Set Out in Rule 1006 of the Listing Manual

Based on the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual, the acquisition of the New Properties is a “Non-Discloseable Transaction” within the meaning of Rule 1008 of the Listing Manual.

7.4 Audit, Risk and Compliance Committee Statement

The audit, risk and compliance committee of the Manager is of the view that the Proposed Transaction is based on normal commercial terms and is not prejudicial to the interests of FLT and its minority Unitholders.

7.5 Existing Related Party Transactions

Except for those transactions which have been specifically approved by Unitholders upon purchase of the Units during the initial public offering and listing of FLT¹, transactions with a value below S\$100,000², the Renewed Southeast Insurance³ of approximately A\$0.8 million

1 The Trustee has entered into certain ongoing Interested Person Transactions which are exempted from Rules 905 and 906 of the Listing Manual, having been specifically approved by Unitholders upon purchase of the Units during the initial public offering and listing of FLT, to the extent that there is no subsequent change to the rates and/or bases of the fees charged thereunder which will adversely affect FLT.

2 Rules 905(1), 905(2) and 906 of the Listing Manual do not apply to any transaction below S\$100,000.

3 The “**Renewed Southeast Insurance**” refers to the insurance policy with Southeast Insurance Public Company Limited which was renewed on 30 September 2017 for a term of one year expiring on 30 September 2018.

and the acquisition of 21 properties in Germany and the Netherlands¹, both the Trustee and the Manager have not entered into any Related Party Transaction with FPL or its respective subsidiaries and associates during the course of the current financial period ending 30 September 2018 up to the date of this announcement.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Manager² at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958, for a period of three months from the date of this announcement:

- (i) the Contracts of Sale;
- (ii) the Incentive Reimbursement Deeds; and
- (iii) the valuation reports of the New Properties issued by CBRE and Urbis.

The Trust Deed will also be available for inspection at the registered office of the Manager, for so long as FLT is in existence.

BY ORDER OF THE BOARD

Fraser's Logistics & Industrial Asset Management Pte. Ltd.

As manager of Fraser's Logistics & Industrial Trust

Company Registration No. 201528178Z

Catherine Yeo

Company Secretary

31 August 2018

1 Please refer to FLT's announcement on 25 May 2018. The acquisition was approved by Unitholders on 8 May 2018.

2 Prior appointment with the Manager (telephone number: +65 6813 0588) will be appreciated.

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

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units in the United States. This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada or Japan. The Units referred to herein have not been, and will not be, registered under the Securities Act, or the securities laws of any state of the United States or other jurisdiction, and the Units may not be offered or sold in the United States, absent registration or an exemption from, the registration requirements under the Securities Act and applicable state or local securities laws. No public offering of securities is being made in the United States.

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 the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement 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.

ADDITIONAL INFORMATION – AUSTRALIA’S FOREIGN INVESTMENT REGIME

Australia’s foreign investment regime is set out in the Australian Foreign Acquisitions and Takeovers Act 1975 (the “**FATA**”) and the Australian Government’s Foreign Investment Policy (the “**Policy**”).

Notifiable actions (i.e. mandatory notification) for Australian Land Trusts

A “*foreign person*”¹ that acquires Units is required under the FATA to notify and receive a prior no objections notification (“**FIRB Approval**”) of their investment in FLT from the Australian Treasurer through the Foreign Investment Review Board (“**FIRB**”) if any of the circumstances set out below apply at the time the Units are acquired:

- (a) if FLT is considered to be an “Australian Land Trust”² (“**ALT**”) at the time of acquisition, all foreign persons acquiring Units (including existing holders of Units acquiring additional Units) will require FIRB Approval unless an exemption applies (see below);
- (b) if FLT is not an ALT, but has gross Australian assets in excess of a specified threshold prescribed under FATA (as at the date of this announcement, the threshold prescribed under FATA is A\$261.0 million) at the time of acquisition, all investors (i) who are foreign persons and (ii) who are acquiring a substantial interest (20% or more held solely or together with associates) in FLT or have a substantial interest (20% or more held solely or together with associates) and increase their holding, will require FIRB Approval; or

1 A “**foreign person**” is broadly defined in the FATA and includes:

- an individual not ordinarily resident in Australia; or
- a corporation in which an individual not ordinarily resident in Australia, a foreign corporation or a foreign government holds a substantial interest (20% or more held solely or together with associates); or
- a corporation in which 2 or more persons, each of whom is an individual not ordinarily resident in Australia, a foreign corporation or a foreign government, hold an aggregate substantial interest (40% or more including associate holdings); or
- the trustee of a trust in which an individual not ordinarily resident in Australia, a foreign corporation or a foreign government holds a substantial interest (20% or more held solely or together with associates); or
- the trustee of a trust in which 2 or more persons, each of whom is an individual not ordinarily resident in Australia, a foreign corporation or a foreign government, hold an aggregate substantial interest (40% or more including associate holdings); or
- a foreign government investor.

2 An ALT is a unit trust in which the value of interests in Australian land exceeds 50% of the value of the total assets of the unit trust.

- (c) any investor that is a Foreign Government Investor³ acquiring a “direct interest”⁴ in FLT will require FIRB Approval at the time of acquisition, regardless of whether FLT is considered to be an ALT or whether FLT has gross Australian assets in excess of A\$261.0 million.

Exemptions from ALT requirements

The FATA contains two relevant exemptions from the requirement to obtain FIRB Approval that would otherwise apply if FLT was considered to be an ALT:

- (a) where the relevant person is not a government investor and the relevant person’s interest in FLT would not be valued in excess of a specified threshold prescribed under the FATA (at the date of this announcement, the threshold prescribed under the FATA is A\$261.0 million, unless the ALT has ‘sensitive’ land holdings, in which case the threshold is A\$57.0 million)⁵; and
- (b) the relevant person, together with associates, is acquiring an interest of less than 10% in FLT and will not be in a position to influence or participate in the central management and control of the ALT or to influence, participate in or determine the policy of the ALT⁶.

Significant actions

As at 30 June 2018, the value of the Australian land interests comprised in FLT’s portfolio is 65.6% of the total asset value of FLT. Consequently, FLT is considered to be an ALT.

As at 30 June 2018, FLT has gross Australian assets of approximately A\$1,955.4 million, which is above A\$261.0 million.

Any investor that is a “foreign person” acquiring Units on the secondary market should seek their own advice on the FIRB requirements as they pertain to their specific circumstances.

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- 3 A “**foreign government investor**” means an entity that is:
- foreign government or separate government entity; or
 - a corporation, or trustee of a trust, or general partner of a limited partnership in which:
 - a foreign government or separate government entity, alone or together with one or more associates, holds an interest of at least 20%; or
 - foreign governments or separate government entities of more than one country (or parts of more than one foreign country), together with any one or more associates, hold an interest of at least 40%;
 - a “separate government entity” means an individual, corporation or corporation sole that is an agency or instrumentality of a foreign country or part of a foreign country, but not part of the body politic of a foreign country or of a part of a foreign country.

The FATA deems foreign government related entities from the same country to be associated. The effect is that an entity will be a foreign government investor where one or more foreign government related entities from the same country have in aggregate a 20% or more interest in the subject entity.

- 4 A “**direct interest**” is defined to mean:
- an interest of at least 10% in the entity or business, or
 - an interest of at least 5% in the entity or business if the person who acquires the interest has entered a legal arrangement relating to the businesses of the person and the entity or business, or
 - an interest of any percentage in the entity or business if the person who has acquired the interest is in a position to:
 - participate or influence the central management and control of the entity or business; or
 - influence, participate or determine the policy of the entity or business.

- 5 This applies in respect of ALTs that have predominantly developed commercial real estate portfolios (i.e. less than 10% residential or vacant commercial land). Previously, there was no applicable monetary threshold. It is the value of the interest being acquired, rather than the value of the underlying land that is determinative for the purposes of this exemption. The concept of ‘sensitive’ land is broad and includes mines and critical infrastructure (for example, an airport or port) as well as property that has Australian government tenants.

- 6 This exemption applies where an ALT is listed on an official stock exchange (whether in Australia or not).