

SGX-ST ANNOUNCEMENT

For immediate release

THE PROPOSED MERGER OF FRASERS LOGISTICS & INDUSTRIAL TRUST AND FRASERS COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT AND THE PROPOSED ACQUISITION OF FARNBOROUGH BUSINESS PARK

Unless otherwise stated, the S\$ equivalent of the A\$ figures, € figures and £ figures in this Announcement have been arrived at based on exchange rates of A\$1 : S\$0.9307, €1 : S\$1.5087 and £1 : S\$1.6984, respectively.

1. INTRODUCTION

1.1 The Proposed Merger and the Trust Scheme

The board of directors of Frasers Logistics & Industrial Asset Management Pte. Ltd., as manager of Frasers Logistics & Industrial Trust (“**FLT**” and the manager of FLT, the “**FLT Manager**”), is pleased to announce the proposed merger of FLT and Frasers Commercial Trust (“**FCOT**”) (the “**Proposed Merger**”). The Proposed Merger will be effected through the acquisition by Perpetual (Asia) Limited (in its capacity as trustee of FLT) (the “**FLT Trustee**”) of all the issued and paid-up units in FCOT (the “**FCOT Units**”) held by the unitholders of FCOT (the “**FCOT Unitholders**”) by way of a trust scheme of arrangement (the “**Trust Scheme**”) in accordance with the Singapore Code on Take-overs and Mergers (the “**Takeover Code**”).

For further details on the Trust Scheme, please refer to the joint announcement released today by the FLT Manager and the FCOT Manager (as defined herein) titled “Proposed Merger of Frasers Logistics & Industrial Trust and Frasers Commercial Trust by way of a Trust Scheme of Arrangement” (the “**Joint Announcement**”). Unless otherwise defined herein, all capitalised terms have the meaning ascribed to them in the Joint Announcement.

1.2 Proposed Asset Acquisition

Conditional upon, among others, the completion of the Proposed Merger and the approval of Unitholders of FLT (the “**FLT Unitholders**”), FLT will be acquiring from a wholly-owned subsidiary of Frasers Property Limited, the sponsor of FLT and FCOT (the “**Sponsor**”), a 50% interest in Farnborough Business Park (the “**Target Property**” or “**FBP**”) through the acquisition of 50% of the issued share capital of Farnborough Business Park Ltd, being the company holding the Target Property (the “**Target Property Company**”, and the acquisition of the Target Property Company, the “**Proposed Asset Acquisition**”). The remaining 50% of the Target Property Company is currently held by a wholly-owned subsidiary of FCOT. For the avoidance of doubt, the Proposed Merger will not be conditional upon the Asset Acquisition Resolution (as defined below) being passed or the completion of the Proposed Asset Acquisition.

2. INFORMATION ON FCOT AND THE FCOT MANAGER

- 2.1 FCOT was listed on the Main Board of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 30 March 2006.

FCOT is a Singapore real estate investment trust (“**REIT**”) constituted by a trust deed dated 12 September 2005 made between Frasers Commercial Asset Management Ltd., as manager of FCOT (the “**FCOT Manager**”), and British and Malayan Trustees Limited, as trustee of FCOT (the “**FCOT Trustee**”) (as amended and supplemented, the “**FCOT Trust Deed**”) and established with the principal investment strategy of investing, directly or indirectly, in a diversified portfolio of real estate assets located in the Asia-Pacific region and Europe including the United Kingdom used for commercial purposes (comprising primarily office, business space and/or business park purposes). As at the date of this Announcement (the “**Announcement Date**”), FCOT’s international portfolio comprises six properties across Singapore, Australia and the United Kingdom.

- 2.2 Based on the audited consolidated financial statements with respect to FCOT and its subsidiaries (“**FCOT Group**” and each entity in the FCOT Group, a “**FCOT Group Entity**”) for the financial year ended 30 September 2019 (“**FY2019**”) (the “**2019 FCOT Audited Financial Statements**”), certain key financial information with respect to the FCOT Group is set out as follows:

FCOT Group (as at 30 September 2019)	S\$ million
Net assets	1,481.5
Net tangible assets (“ NTA ”)	1,481.5
Total return before tax (FY2019)	160.0
Aggregate valuation of portfolio	2,226.9

- 2.3 FCOT is managed by the FCOT Manager, a wholly-owned subsidiary of the Sponsor. Incorporated on 15 March 2005 in Singapore, the FCOT Manager currently holds a capital market services licence for REIT management pursuant to the Securities and Futures Act, Chapter 289 of Singapore.

- 2.4 The board of directors of the FCOT Manager comprises the following:

- (i) Mr Bobby Chin Yoke Choong, Chairman, Independent and Non-Executive Director;
- (ii) Mr Chang Tou Chen, Independent and Non-Executive Director;
- (iii) Ms Soh Onn Cheng Margaret Jane, Independent and Non-Executive Director;
- (iv) Mr Chia Khong Shoong, Non-Executive Director;
- (v) Mr Low Chee Wah, Non-Executive Director; and

(vi) Mr Christopher Tang Kok Kai, Non-Executive Director.

2.5 FCOT's portfolio currently comprises:

- (i) China Square Central, located at 18, 20 & 22 Cross Street and four retail units at 181 South Bridge Road, China Square Central Singapore, 048423/2/1 and 058743;
- (ii) Alexandra Technopark, located at 438A/B/C Alexandra Road, Singapore 119967/68/76;
- (iii) 357 Collins Street, located at 357 Collins Street, Melbourne, Victoria 3000, Australia;
- (iv) Caroline Chisholm Centre, located at Block 4 Section 13, Tuggeranong, ACT 2900, Australia;
- (v) 50% indirect interest in Central Park, located at 152-158 St Georges Terrace, Perth, WA 6000, Australia; and
- (vi) 50% indirect interest in Farnborough Business Park, located at Farnborough, Thames Valley, Hampshire GU14 7JP, United Kingdom.

2.6 As at the Announcement Date, FCOT has in issue an aggregate of 914,896,133 FCOT Units.

3. THE PROPOSED MERGER AND THE TRUST SCHEME

3.1 Implementation Agreement

In connection with the Proposed Merger, the FLT Trustee, the FLT Manager, the FCOT Trustee and the FCOT Manager (each a "**Party**", and collectively, the "**Parties**") have on 2 December 2019 entered into an implementation agreement (the "**Implementation Agreement**") setting out the terms and conditions on which the Parties will implement the Trust Scheme.

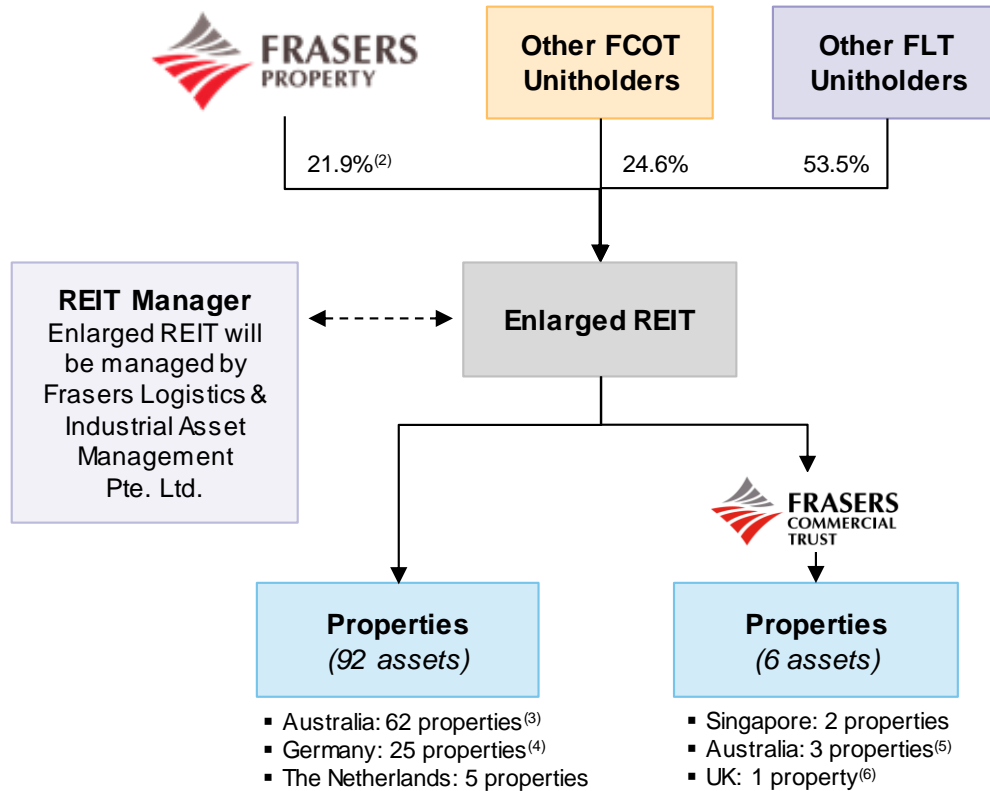
The key terms of the Trust Scheme, including the Scheme Consideration, the Scheme Conditions, the Permitted Distributions, the events of termination of the Trust Scheme, are summarised in the Joint Announcement.

3.2 The Enlarged REIT Structure

Upon completion of the Proposed Merger and the Proposed Asset Acquisition, the Sponsor and its related corporations (the "**Sponsor Group**") are expected to hold, directly and indirectly, approximately 21.9% of the total issued units in the enlarged FLT (the "**Enlarged REIT**").

It is currently envisaged that the structure of the Enlarged REIT will be as follows:

Enlarged REIT Structure⁽¹⁾



Notes:

- (1) On a pro forma basis, based on the aggregate of (i) unitholdings as at 27 November 2019 (the “**Last Trading Date**”); (ii) approximately 1.1 billion FLT Units to be issued to FCOT Unitholders as part of the Scheme Consideration (as defined below); (iii) approximately 9.0 million FLT Units issued as consideration for the acquisition fee for the Proposed Merger; and (iv) approximately 0.6 million issued as consideration for the acquisition fee for the Proposed Asset Acquisition.
- (2) Comprises FLT Units held directly and/or indirectly by FPL, the FLT Manager and the FCOT Manager.
- (3) Excludes the property at 610 Heatherton Road, Clayton South, Victoria, Australia as FLT had announced its divestment in May 2019 and the divestment is expected to be fully completed by end 2019.
- (4) Includes the property at Fuggerstraße 17, Bielefeld, Germany which was completed on 28 November 2019.
- (5) FCOT holds a 50% indirect interest in Central Park, Western Australia.
- (6) FCOT presently holds a 50% indirect interest in FBP. Subject to completion of the Proposed Merger and the Proposed Asset Acquisition, the Enlarged REIT will hold a 100% interest in FBP through FCOT.

3.3 Expansion of Investment Mandate

The FLT Manager hereby gives notice of its intention to expand the investment mandate of the Enlarged REIT on or around the Effective Date pursuant to the trust deed dated 30 November 2015 made between the FLT Manager and the FLT Trustee constituting FLT (as amended and supplemented, the “**FLT Trust Deed**”). Under the FLT Trust Deed, the FLT Manager may from time to time change its investment policies subject to compliance with the listing manual of the SGX-ST (the “**Listing Manual**”) for FLT so long as it has given not less than 30 days’ prior notice of the change to the FLT Trustee and the FLT Unitholders by way of an announcement to the SGX-ST.

The new investment mandate of the Enlarged REIT will be to principally invest globally, directly or indirectly, in a diversified portfolio of income-producing real estate assets used predominantly for (i) logistics or industrial purposes and located globally, and such real estate assets used for logistics or industrial purposes may also include office components ancillary to the foregoing purposes, or (ii) commercial purposes (comprising primarily office space in a Central Business District (“**CBD office space**”)) or business park purposes (comprising primarily non-CBD office space and/or research and development space) and located in the Asia Pacific region or in Europe (including the United Kingdom) (the “**New Investment Mandate**”).

Upon the New Investment Mandate coming into effect, the existing rights of first refusal (“**ROFRs**”) granted by the Sponsor to the FCOT Trustee and the FLT Trustee will be consolidated into one ROFR to be granted by the Sponsor to the trustee of the Enlarged REIT (the “**Resulting ROFR**”). It is intended that the Relevant Assets (as defined herein) covered by the Resulting ROFR will mirror the New Investment Mandate and the Resulting ROFR will subsist for so long as:

- (i) FLT is listed on and quoted for on the Main Board of the SGX-ST;
- (ii) Frasers Logistics & Industrial Asset Management Pte. Ltd. or any of its related corporations remains the manager of FLT;
- (ii) the Sponsor and/or any of its related corporations, alone or in aggregate, remains as a controlling shareholder of the manager of FLT; and
- (iii) the Sponsor and/or any of its related corporations, alone or in aggregate, remains as a controlling unitholder of FLT.

“**Relevant Asset**” refers to a completed income-producing real estate (i) used for logistics or industrial purposes and located globally, and such real estate assets used for “logistics” or “industrial” purposes may also include office components ancillary to the foregoing purposes, or (ii) used for commercial purposes (comprising primarily CBD office space) or business park purposes (comprising primarily non-CBD office space and/or research and development space) and located in the Asia Pacific region or in Europe (including the United Kingdom). For purposes of the Resulting ROFR, where FLT does not own an asset within a certain asset class and the scope of the investment mandate of the Trust is subsequently amended to exclude that asset class, the definition of “Relevant Asset” shall be deemed to be modified accordingly to exclude that asset class.

The Resulting ROFR will also cease to cover any offer to acquire Relevant Assets received by the Sponsor and will only apply to proposed disposal of a Relevant Asset by the Sponsor or its subsidiaries, which is in line with the requirements in Practice Note 4.1 of the Listing Manual.

3.4 Closure of Counter Trading in Australian Dollars

As at the Announcement Date, the functional currency of FLT is Australian dollars, and dual currency trading in Australian dollars and Singapore dollars is available in respect of the FLT Units, which may be traded through either the counter traded in Singapore dollars or the counter traded in Australian dollars. The FLT Manager hereby also gives notice of its intention to, subject to and following completion of the Proposed Merger, change the functional currency of the Enlarged REIT to Singapore dollars (which is also the functional currency of FCOT) and close the counter traded in Australian dollars. The FLT Manager also intends to remove the option for unitholders to elect to receive distributions declared, paid or made by the FLT Manager in Australian dollars.

3.5 Amendment of the Fee Structure of the FLT Manager, the FLT Trustee and the HAUT Manager to Exclude the Effects of FRS 116 on Fees

Pursuant to the FLT Trust Deed, the FLT Manager is entitled to receive a base fee not exceeding the rate of 0.4% per annum of the value of FLT's Deposited Property¹, and the FLT Trustee is entitled to a fee of up to 0.015% per annum of the value of FLT's Deposited Property, subject to a minimum of S\$15,000 per month, excluding out-of-pocket expenses and GST.

Under the Singapore Financial Reporting Standard 116 Leases ("**FRS 116**"), which will be applicable to the financial statements of FLT and its subsidiaries (the "**FLT Group**") in respect of any period commencing on or after 1 October 2019, the FLT Group will recognise right-of-use assets on its balance sheet. This would result in an increase in FLT's asset value and correspondingly, the value of its Deposited Property.

As the FLT Manager's base fees and the FLT Trustee's fees are determined based on a percentage of the value of FLT's Deposited Property, the adoption of FRS 116 would lead to an increase in the amount of such fees.

Accordingly, the FLT Manager intends to amend the FLT Trust Deed to exclude the effects of FRS 116 on the computation of the value of the Deposited Property under the FLT Trust Deed, to ensure that there will be no changes to, or any increase in, the FLT Manager's base fee and the FLT Trustee's fees as a result of the application of FRS 116.

All references to FLT's Deposited Property and the FLT Manager's base management fees in this Announcement are on the assumption that such amendments to the FLT Trust Deed have been made.

Separately, the FLT Manager, FLT Australia Management Pty Ltd (being the investment manager of FLT Australia Trust ("**HAUT**"), a head Australian trust which is wholly-owned by FLT) and the trustee of the HAUT have entered into an investment management agreement dated 27 May 2016 (as amended from time to time), which relates to, among others, the base

¹ "**Deposited Property**" means all the assets of FLT, including all its authorised investments for the time being held or deemed to be held upon the trusts of the FLT Trust Deed.

fees of the HAUT Manager. It is also intended that the Investment Management Agreement will similarly be amended on the same basis and for the same reasons as mentioned in the paragraph above.

3.6 Estimated Total Cost of Proposed Merger

The total cost of the Proposed Merger is currently estimated to be approximately S\$1,583.2 million comprising:

- (i) the Scheme Consideration of approximately S\$1,537.0 million (as at the Announcement Date)²;
- (ii) the acquisition fee (“**Acquisition Fee**”) for the Proposed Merger amounting to approximately S\$11.2 million, which is payable to the FLT Manager pursuant to the FLT Trust Deed³; and
- (iii) the estimated professional and other fees, stamp duty and other expenses of approximately S\$35.0 million incurred or to be incurred by the Enlarged REIT in connection with the Proposed Merger.

3.7 Payment of Acquisition Fee in Units

As the Proposed Merger will constitute an “interested party transaction” under Paragraph 5 of Appendix 6 of the Code on Collective Investment Schemes issued by the MAS (the “**Property Funds Appendix**”), the Acquisition Fee⁴ payable to the FLT Manager in respect of the Proposed Merger will be in the form of FLT Units, which shall not be sold within one year from the date of issuance.

3.8 Method of Financing

The FLT Manager intends to finance the Proposed Merger (excluding the Acquisition Fee in respect of the Proposed Merger which will be paid in FLT Units) with (a) the payment of cash to the FCOT Unitholders from new debt facilities, and (b) the issuance of the Consideration Units to FCOT Unitholders.

The Consideration Units will be issued and credited as fully paid to the FCOT Unitholders upon the Trust Scheme becoming effective in accordance with its terms. The issue of the

2 The Scheme Consideration comprises the aggregate Cash Consideration of S\$138.1 million and the issuance of the Consideration Units at an issue price of S\$1.240 per Consideration Unit. Details are set out in the Joint Announcement.

3 Calculated based on the illustrative issue price of S\$1.240 per FLT Unit. The Acquisition Fee in respect of the Proposed Merger is 0.5% of the underlying value of the real estate of FCOT, and will only be paid on completion of the Proposed Merger.

4 Based on the FLT Trust Deed, when the Acquisition Fee is paid in the form of FLT Units, the FLT Manager shall be entitled to receive such number of FLT Units as may be purchased for the relevant amount of the Acquisition Fee at the prevailing market price of a FLT Unit being the volume weighted average price for a FLT Unit for all trades on the SGX-ST for the period of 10 business days immediately preceding the relevant business day on which the Acquisition Fee is paid.

Consideration Units requires approval of the FLT Unitholders by way of an Ordinary Resolution.

The FLT Manager will be submitting an additional listing application to the SGX-ST for the listing and quotation of the Consideration Units on the Main Board of the SGX-ST. An announcement will be made in due course to notify the FLT Unitholders when the in-principle approval from the SGX-ST is obtained.

4. VALUE OF THE FCOT UNITS

4.1 Based on the 2019 FCOT Audited Financial Statements:

- (i) the net asset value (“**NAV**”) and NTA of FCOT as at 30 September 2019 were S\$1,481,493,000; and
- (ii) the total return before tax attributable to the FCOT Units as at 30 September 2019 was approximately S\$159,973,000.

4.2 Based on the volume weighted average price (“**VWAP**”) of S\$1.623 per FCOT Unit with reference to the one-month period⁵ up to and including the Last Trading Date, the latest available open market value of the FCOT Units is approximately S\$1.670.

5. PROPOSED ASSET ACQUISITION

5.1 Proposed Asset Acquisition

In connection with the Proposed Asset Acquisition, the FLT Trustee has, through its wholly-owned subsidiary FLT Europe Pte. Ltd. (the “**Target Property Purchaser**”), today entered into a conditional share purchase agreement (the “**Share Purchase Agreement**”) with, among others⁶, Frasers Property HoldCo (Jersey) Limited (as vendor) (the “**Vendor**”) in relation to the sale and purchase of a 50% interest in the property known as Farnborough Business Park through the acquisition of 50% of the issued share capital of the Target Property Company, comprising one ordinary share (the “**Sale Share**”) from the Vendor, a wholly-owned subsidiary of the Sponsor. The remaining 50% of the Target Property Company is currently held by a wholly-owned subsidiary of FCOT.

The Proposed Asset Acquisition will be conditional upon, among others, the completion of the Proposed Merger and the approval by the FLT Unitholders of the Proposed Asset Acquisition. For the avoidance of doubt, the Proposed Merger will not be conditional upon the Asset

⁵ The 1-month VWAP is with reference to the period from 25 October 2019 to 27 November 2019 taking into consideration the public holiday falling on 28 October 2019 (Monday).

⁶ Frasers Property International Pte. Ltd. is also a party to the Share Purchase Agreement as guarantor to guarantee the performance of the Vendor's obligations under the Share Purchase Agreement.

Acquisition Resolution being passed or the completion of the Proposed Asset Acquisition. Upon completion of the Proposed Merger and the Proposed Asset Acquisition, it is intended that FLT will indirectly hold 100% interest in the Target Property through FCOT.

5.2 Information on the Target Property

Farnborough Business Park is located in the United Kingdom with a net lettable area of approximately 50,882 square metres (“sqm”) and is sited on freehold land.

The table below sets out a summary of selected information on the Target Property.

Property Address	Site Area (hectares)	Net Lettable Area (“NLA”) (sqm)	WALE ⁽¹⁾ (years) (as at 30 September 2019)	Committed Occupancy Rate (as at 30 September 2019)	Land Tenure
Farnborough, Hampshire GU14 7JP, United Kingdom	46.5	50,882	6.8	99.1% ⁷	Freehold

Note:

(1) “WALE” refers to the weighted average lease expiry based on GRI (as defined herein) as at 30 September 2019 (including committed leases and excluding lease incentives and retail turnover rents, if any).

5.3 Purchase Consideration

The total purchase consideration payable by the Target Property Purchaser in connection with the Proposed Asset Acquisition (the “**Purchase Consideration**”) to be paid wholly in cash is the sum of:

- (i) the consideration for the Sale Share (“**Share Consideration**”) being the adjusted net asset value as at the date of completion of the Proposed Asset Acquisition (the “**Asset Acquisition Completion**”), taking into account 50% of the agreed value of the Target Property of £181.0 million (approximately S\$316.8 million)⁸ (the “**Agreed Property Value**”). The Agreed Property Value was arrived at on a willing-buyer and willing-seller basis taking into account the two independent valuations obtained for the Target Property; and
- (ii) the entire amount outstanding as at the date of the Asset Acquisition Completion under the existing shareholder’s loan extended by the Vendor to the Target Property Company (the “**Loan Consideration**”) which is to be fully discharged on Asset Acquisition Completion.

5.4 Valuation

The FLT Trustee has commissioned an independent property valuer, Knight Frank LLP (“**KF**”), and the FLT Manager has commissioned another independent property valuer, BNP Paribas Real Estate Advisory & Property Management UK Limited (“**BNPP**”) (together with KF, the

⁷ Inclusive of a new lease concluded in October 2019.

⁸ For the purposes of the Proposed Asset Acquisition, the S\$ equivalent of the £ figures have been arrived at based on the exchange rate of £1: S\$1.75.

“Independent Valuers”), to value the Target Property.

KF, in its report stated that the market value of the Target Property as at 30 November 2019 is £182.7 million (approximately S\$319.7 million) on 100% basis. In arriving at the open market value, KF relied on the capitalisation approach and direct comparison methods.

Separately, BNPP in its report stated that the market value of the Target Property as at 30 November 2019 is £180.5 million (approximately S\$315.9 million) on 100% basis. In arriving at the open market value, BNPP relied on the capitalisation approach and direct comparison methods.

The Agreed Property Value of the Target Property of £181.0 million (approximately S\$316.8 million), is not higher than the two independent valuations conducted by the Independent Valuers and represents a discount of 0.9% to the independent valuation conducted by KF.

50% of the Agreed Property Value is taken into account when determining the adjusted net asset value of the Target Property Company for purposes of computing the Purchase Consideration.

5.5 Certain Terms and Conditions of the Proposed Asset Acquisition

The principal terms of the Share Purchase Agreement include, among others, the following conditions precedent:

- (i) the completion of the Proposed Merger;
- (ii) the passing at an extraordinary general meeting (“EGM”) of FLT of the resolution to approve the Proposed Asset Acquisition; and
- (iii) the Purchaser having obtained adequate financing to fund the Proposed Asset Acquisition.

5.6 Estimated Total Cost of Proposed Asset Acquisition

The total cost of the Proposed Asset Acquisition is currently estimated to be approximately S\$159.9 million comprising:

- (i) the estimated Purchase Consideration of £90.1 million (approximately S\$157.7 million), being the sum of (a) the estimated consideration for the Sale Share of £45.5 million (approximately S\$79.6 million) which is subject to adjustment post-Asset Acquisition Completion, and (b) the Loan Consideration of £44.6 million (approximately S\$78.1 million);
- (ii) the acquisition fee of approximately S\$0.8 million representing 0.5% of 50% of the Agreed Property Value of the Target Property, which is payable in new FLT Units to the FLT Manager for the Proposed Asset Acquisition; and
- (iii) the estimated professional and other fees and expenses of approximately S\$1.4 million incurred or to be incurred by the Enlarged REIT in connection with the

Proposed Asset Acquisition.

5.7 Payment of acquisition fee in Units

As the Proposed Asset Acquisition will constitute an “interested party transaction” under Paragraph 5 of the Property Funds Appendix, the acquisition fee payable to the FLT Manager in respect of the Proposed Asset Acquisition will be in the form of FLT Units, which shall not be sold within one year from the date of issuance.

5.8 Method of Financing

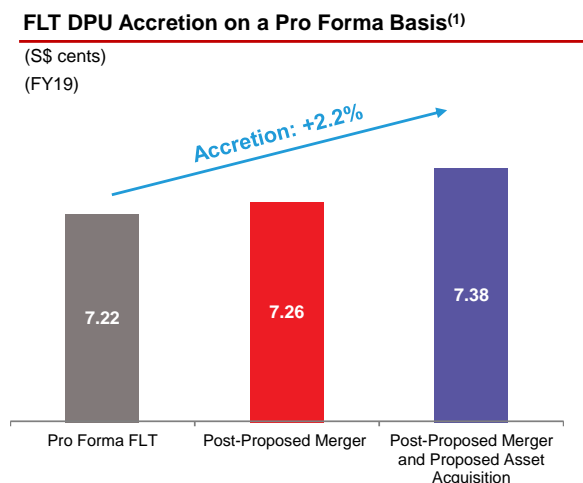
The FLT Manager intends to finance the Proposed Asset Acquisition (excluding the acquisition fee in respect of the Proposed Asset Acquisition which will be paid in new FLT Units) with debt financing.

6. RATIONALE FOR THE PROPOSED MERGER AND PROPOSED ASSET ACQUISITION

PROPOSED MERGER

6.1 DPU and NAV Accretive to FLT Unitholders⁹

Assuming that the Proposed Merger and the Proposed Asset Acquisition had been completed on 1 October 2018, the pro forma distribution per unit (“DPU”) for FY2019 would have increased from 7.22 Singapore cents to 7.38 Singapore cents, translating to a DPU accretion of 2.2%.

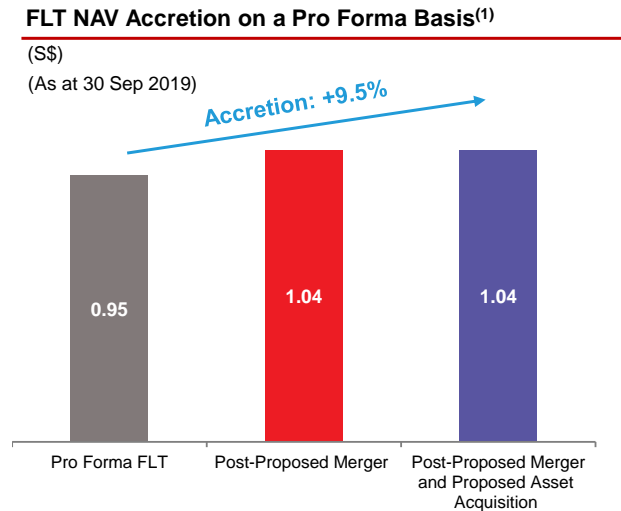


Note:

(1) See Paragraph 7.1.1 for details of the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the amount available for distribution to FLT Unitholders and FLT’s DPU for FY2019.

⁹ See Paragraph 7.1.1 for details of the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the amount available for distribution to FLT Unitholders and FLT’s DPU for FY2019 and Paragraph 7.1.2 for details on the NAV per FLT Unit as at 30 September 2019.

Assuming that the Proposed Merger and the Proposed Asset Acquisition had been completed on 30 September 2019, the pro forma NAV per unit for FY2019 would have increased from S\$0.95 to S\$1.04, translating to a NAV accretion of 9.5%.



Note:

- (1) See Paragraph 7.1.2 for details of the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the NAV per FLT Unit as at 30 September 2019.

6.2 Flagship Portfolio of Commercial and Industrial Assets

(a) Broadened investment mandate and greater flexibility to actively manage portfolio across geographies and asset classes

The Enlarged REIT will have a broadened investment mandate to invest in a wider spectrum of asset classes across logistics, industrial, office, business park and commercial properties. As illustrated in the diagram below, the Enlarged REIT platform will manage approximately 2.6 million sqm of space with approximately 300 tenants in 98 properties spread across five countries.

Greater Flexibility to Actively Manage Portfolio across Geographies and Asset Classes

Broadened Investment Mandate:
Comprising CBD Commercial, Office and Business Parks, Logistics and Industrial

Full Spectrum of Commercial and Industrial Solutions:
Ability to meet end-to-end requirements of tenants



Australia	#	Asset Value ⁽¹⁾
CBD Commercial	2	
Office and Business Parks	1	S\$2,771 mil (48.4%)
Logistics & Industrial	62	
Singapore	#	Asset Value ⁽¹⁾
CBD Commercial	1	S\$1,254 mil (21.9%)
Office and Business Parks	1	
Germany	#	Asset Value ⁽¹⁾
Logistics & Industrial	25	S\$1,132 mil (19.7%)
United Kingdom	#	Asset Value ⁽²⁾
Office and Business Parks	1	S\$307 mil (5.4%)
The Netherlands	#	Asset Value ⁽¹⁾
Logistics & Industrial	5	S\$265 mil (4.6%)

Notes:

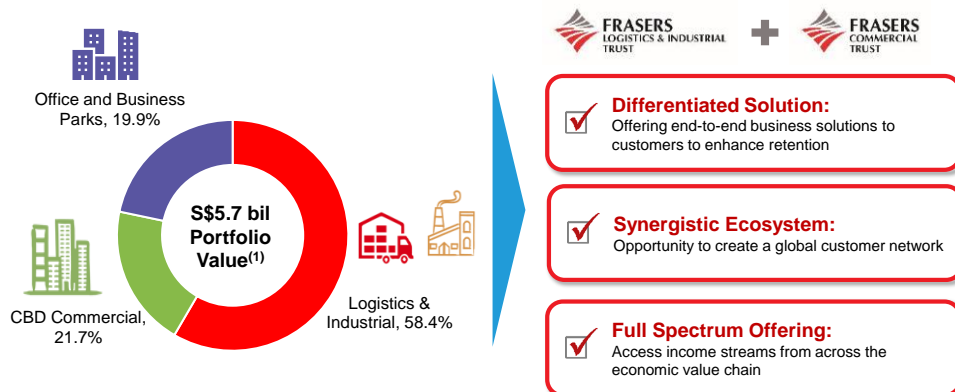
- (1) As at 30 September 2019.
- (2) The value for 100% FBP is based on the Agreed Property Value as defined in paragraph 5.3(i) in relation to the Proposed Asset Acquisition.

(b) Ability to Provide Synergistic End-to-End Business Solutions for a Wider Customer Base

The Enlarged REIT will be able to provide a diversified spectrum of logistics, industrial, office, business park and commercial real estate solutions, with a wide suite of product offerings catering to the end-to-end needs of a wider customer base. The Enlarged REIT will also be able to create an entrenched network of tenants across its ecosystem and access income streams across the economic value chain.

Ability to Provide Synergistic End-to-End Business Solutions for a Wider Customer Base

Enlarged REIT's Portfolio



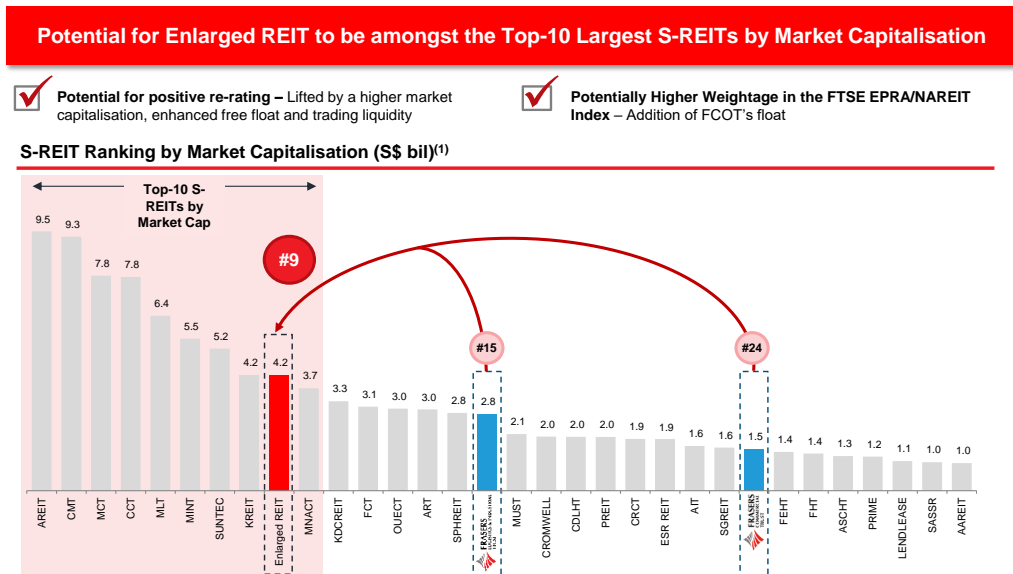
Note:

- (1) Portfolio value of the Enlarged REIT as at 30 September 2019 includes 100% interest in FBP, which is based on the Agreed Property Value.

6.3 Creation of a Top-10 S-REIT

The Proposed Merger, if effected, will result in a sizeable and liquid S-REIT:

- (a) **The Enlarged REIT is expected to become one of the largest S-REITs, with total market capitalisation of approximately S\$4.2 billion¹⁰**



Source: Bloomberg as at the Last Trading Date.

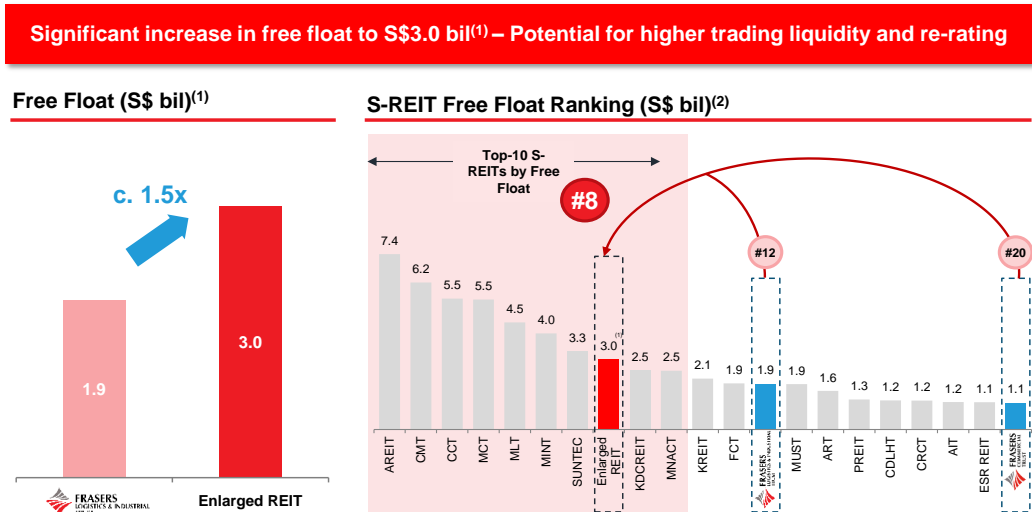
Note:

- (1) The chart only includes S-REITs with primary listing on the SGX-ST and market capitalisation of at least S\$1.0 billion.

The larger scale of the combined portfolio will enhance the Enlarged REIT's visibility within the S-REITs universe and increase the relevance of the Enlarged REIT amongst the investor community. It is expected that the larger market capitalisation and free float will increase the Enlarged REIT's weightage within the FTSE EPRA/NAREIT Index and potentially lead to further index inclusion. The Enlarged REIT may potentially have higher liquidity with a wider investor base and broader analyst coverage, resulting in a potential re-rating which will benefit all FLT Unitholders. This should allow the Enlarged REIT to benefit from better access to competitive sources of capital and enjoy greater funding flexibility.

10 Illustrative market capitalisation of Enlarged REIT calculated as (i) the sum of (a) number of FLT units outstanding as at the Last Trading Date; (b) number of FLT units to be issued to satisfy the portion of the Scheme Consideration in FLT Units; (c) number of FLT Units to be issued as consideration for the Acquisition Fee for the Proposed Merger; and (d) number of FLT Units to be issued as consideration for the acquisition fee for the Proposed Asset Acquisition, and (ii) multiplied by the issue price of S\$1.240 per FLT unit.

- (b) The Enlarged REIT will benefit from a significant increase in free float from S\$1.9 billion as at the Last Trading Date to approximately S\$3.0 billion¹¹. This will potentially result in higher trading liquidity, and potential index inclusion, which could potentially lead to a positive re-rating of the Enlarged REIT and a wider investor base



Source: Bloomberg as at the Last Trading Date.

Notes:

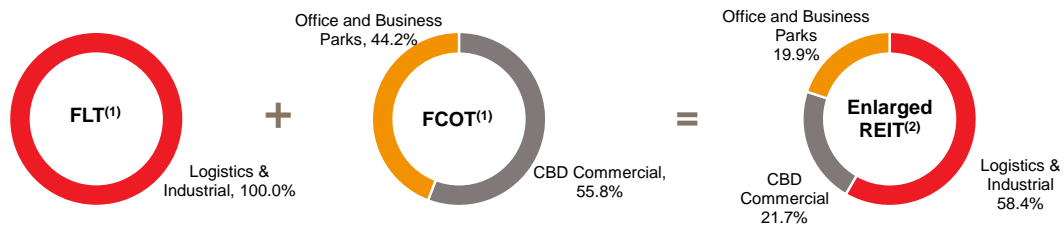
- (1) Excludes the stakes held by the Sponsor, the FLT Manager, the FCOT Manager, directors and chief executive officers of the FLT Manager and the FCOT Manager, substantial FLT Unitholders and substantial FCOT Unitholders and their respective associates based on information available to the FLT Manager and the FCOT Manager as at the Last Trading Date.
- (2) The chart only includes S-REITs with a primary listing on the SGX-ST and free float of at least S\$1.0 billion.

6.4 Enhanced Portfolio Quality and Diversification

The Enlarged REIT will have a diversified asset base of logistics & industrial assets and commercial assets, with the split between “logistics & industrial”, “business and office parks” and “CBD commercial” at 58.4%, 19.9% and 21.7% respectively. In terms of geographical diversification, concentration in Australia will reduce from 58.3% to 48.4%.

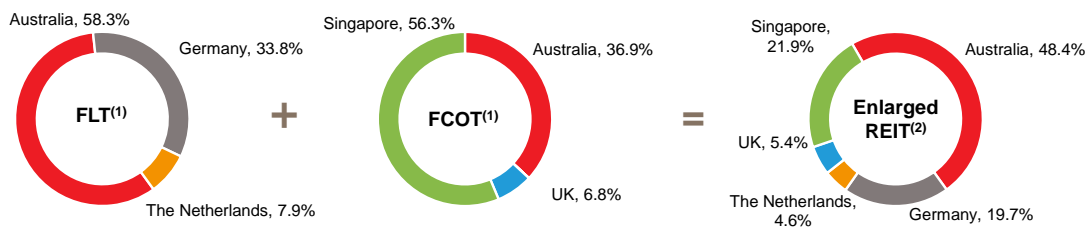
¹¹ Excludes the stakes held by the Sponsor, the FLT Manager, the FCOT Manager, directors and chief executive officers of the FLT Manager and the FCOT Manager, substantial FLT Unitholders and substantial FCOT Unitholders and their respective associates based on information available to the FLT Manager and the FCOT Manager as at the Last Trading Date.

Portfolio Breakdown by Sector



Enlarged REIT: No single sector represents >60% of portfolio (100.0% previously)

Portfolio Breakdown by Geography



Enlarged REIT: No single geography represents >50% of portfolio (58.3% previously)

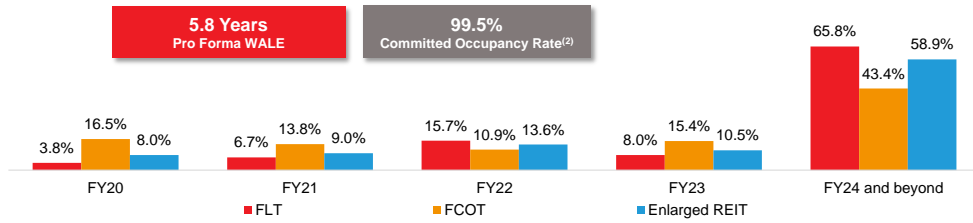
Notes:

- (1) Based on portfolio value as at 30 September 2019.
- (2) Portfolio value of the Enlarged REIT as at 30 September 2019 includes 100% interest in FBP, which is based on the Agreed Property Value at an exchange rate of £1 : S\$1.6984.

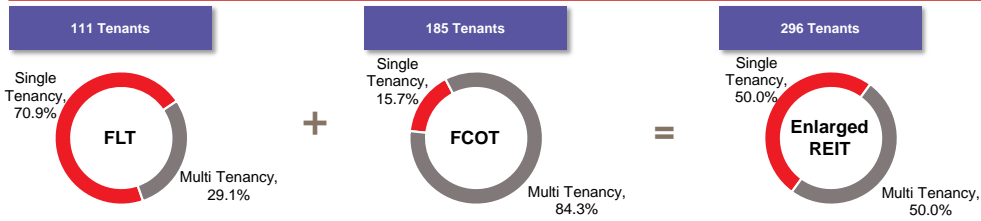
As illustrated in the diagram below, the Enlarged REIT will have a WALE of 5.8 years and enjoy organic growth via escalation in the underlying lease rates. 58.9% of leases will expire after 30 September 2023, showing high income stability and cash flow visibility. The Enlarged REIT will also have a good mix and balance of single-tenant and multi-tenant assets with approximately 300 tenants across 98 properties.

Resilient Portfolio with WALE of 5.8 years and Balance between Multi-tenancy and Single-tenancy Assets

Lease Expiry by Gross Rental Income ("GRI")⁽¹⁾



Single Tenant vs. Multi-tenancy Assets by GRI⁽¹⁾



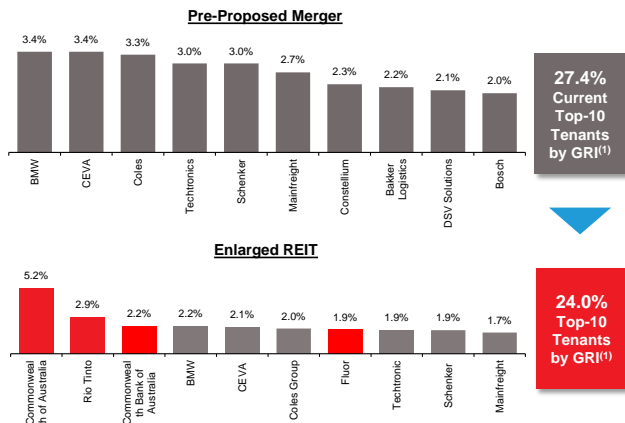
Notes:

- (1) As at 30 September 2019 (including committed leases and excluding lease incentives and retail turnover rents, if any).
- (2) Based on lettable area (including committed leases).

With the Proposed Merger, there will be a decrease in tenant concentration and the contribution by top-10 tenants will fall from 27.4% to 24.0%. In addition, new high quality tenants will be added to the overall portfolio.

Addition of High-quality Tenants and Reduced Tenant Concentration

Top-10 Tenants by GRI⁽¹⁾



Other Selected Key Tenants Post-Proposed Merger

Aetna	Berkley Insurance
British Telecom	DHL
DSV	Goodyear & Dunlop Tyres
Google Asia Pacific	Heinz
Inchcape Motors	JustCo
Mazda	Olympus
Omron	Stanley Black & Decker
Syneos Health	Suntory
Toll	Toshiba
Unilever	Volkswagen

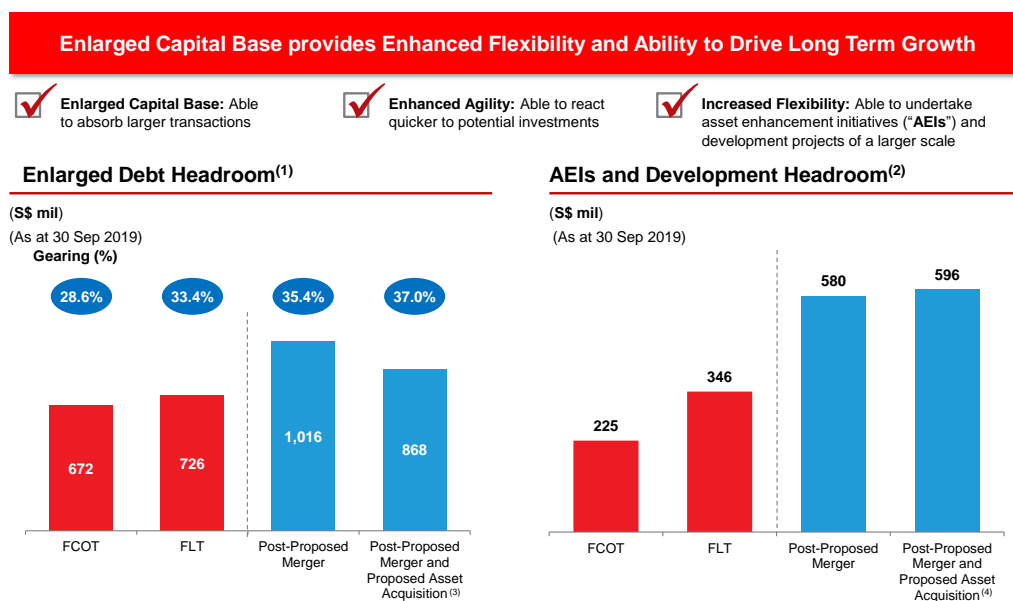
Note:

- (1) As at 30 September 2019 (excluding vacancy, committed leases, lease incentives and retail turnover rents, if any).

6.5 Growth Trajectory from Enlarged Capital Base and ROFR Pipeline

(a) Enlarged Capital Base provides Enhanced Flexibility and Ability to Drive Long Term Growth

With an increased capital base, the Enlarged REIT will have the capacity to undertake larger transactions and potential investment opportunities with enhanced flexibility and agility. As illustrated in the chart below, the Enlarged REIT is expected to have a debt headroom of approximately S\$868 million. This will allow the Enlarged REIT to undertake asset enhancement initiatives (“AEI”) and development projects on a larger scale.






Notes:

- (1) Prior to reaching the 45.0% aggregate regulatory leverage limit.
- (2) Based on 10% of the Deposited Property.
- (3) Assumes the estimated total cost of the Proposed Asset Acquisition (excluding the acquisition fee) is fully funded by debt.
- (4) Based on 100% interest in FBP at the Agreed Property Value.

(b) Enlarged Growth Trajectory from Embedded Organic Growth Drivers

FCOT’s portfolio is well poised to benefit from organic growth from recent AEIs including AEIs in relation to Alexandra Technopark, China Square Central and Central Park.

The FCOT portfolio is well poised to benefit from embedded organic growth drivers arising from recent AEIs and improving market conditions

Property	Key Tenants	AEI (S\$ mil)	Committed Occupancy Rate	Vacancy (sqm)	Details
Alexandra Technopark 	Google Olympus	c. 40 (Completed Jan 19)	96.8%	3,282	<ul style="list-style-type: none"> Repositioned as an integrated contemporary and vibrant business campus Secured Google as an anchor tenant for 31,968 sqm⁽¹⁾ commencing 1Q20 Recent signing rents are above the pre-AEI average passing rent⁽²⁾
China Square Central 	GroupM Suntory JustCo	c. 38 (For the retail podium which obtained Temporary Occupation Permit in 4Q19)	89.9%	3,714	<ul style="list-style-type: none"> Retail podium NLA to potentially increase by 25% to 7,848 sqm Retail podium recommenced operations from Nov 19
Central Park 	Rio Tinto Grant Thornton	c. 23 (To complete in Jun 20)	83.0%	11,273	<ul style="list-style-type: none"> Undergoing S\$23 mil AEI (FCOT's share: S\$11.5 mil) to upgrade lobby and forecourt areas Works commenced in 2Q19 and expected to complete in 3Q20

Note:

- (1) Based on 344,100 square feet converted at a rate of 1 sqm to 10.764 square feet.
- (2) According to FCOT's FY19 Annual Report, Alexandra Technopark has "witnessed a general uplift in signing rents over the past 12 months or so, in many cases by as much as 10-15% or more above the average passing rent of the property as at the end of December 2018."

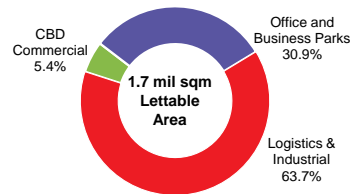
(c) Benefit from Sponsor's integrated development and asset management capabilities as well as ROFR Pipeline

The Enlarged REIT will continue to leverage on the Sponsor's integrated development and asset management platform for growth. As illustrated in the diagram below, the Enlarged REIT will have access to a sizeable ROFR pipeline of more than S\$5.0 billion across logistics, industrial, office, business park and commercial properties.

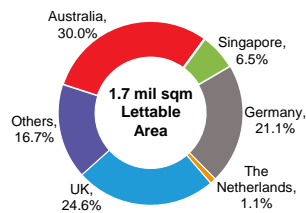
ROFR pipeline in excess of \$5.0 bil

Ability to leverage the Sponsor's Integrated Development and Asset Management Capabilities

Breakdown by Sector by Lettable Area



Breakdown by Region by Lettable Area

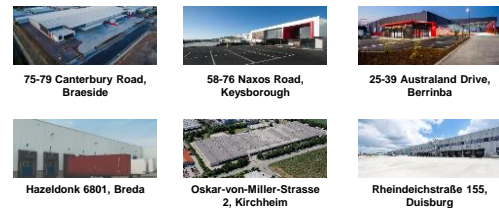


Note: As at 30 September 2019.

Commercial, Office and Business Parks



Logistics & Industrial



PROPOSED ASSET ACQUISITION

6.6 Strategic Expansion in the Attractive Thames Valley Business Park Market

The United Kingdom's economy has been resilient and is underpinned by positive drivers in the labour market, business investment and key services industries such as finance, media and technology. The Thames Valley's economic performance has been healthy with Gross Value Added ("GVA") growth over the past five years to December 2018 of 2.2%¹² per annum, ahead of the wider UK figure of 2.0%¹². Looking forward over the next five years to December 2023, the Thames Valley is set to see continued GVA growth, in line with the forecast UK growth of 1.6% per annum¹².

FBP is expected to generate an attractive yield spread in relation to the prevailing lending rates in the UK. Demand for business park space in the Thames Valley remains strong, underpinned by continued attractiveness of business parks in the Thames Valley and Farnborough areas. Thames Valley business parks are expected to see strong returns (rental and capital growth) over the next five years to December 2023 with average annual returns for the South East at 5.3% to 5.9% per annum forecast to outperform both Central and Inner London¹².

6.7 High Quality and Strategically Located Business Parks

FBP is strategically located in Farnborough, Thames Valley (west of Greater London), with excellent connectivity including direct connections to key motorways and direct train service to Waterloo Station, London. In addition, FBP is adjacent to the TAG Farnborough Airport and

¹² Based on FCOT's FY2019 Annual Report.

is approximately 40km away from London's Heathrow Airport.

FBP offers a diversified tenant mix focused on the primary industries of engineering, medical / pharmaceuticals, and banking, insurance & financial services. A high quality tenant base of 34 tenants includes well-established corporations such as Fluor, TI Media, Aetna and a unit of Regus. FBP also enjoyed a positive average rental reversion of 8.5% since FCOT's acquisition in 2QFY18.

6.8 DPU Accretive and Consistent with the Enlarged REIT's Investment Strategy

The Proposed Asset Acquisition will be DPU accretive to FLT Unitholders, with a Pro Forma DPU accretion of 2.2%¹³ and is in line with the Enlarged REIT's key objectives.

6.9 Embedded Growth Potential

FBP has the potential to be further developed with planning permission granted for approximately 18,000 sqm of office space and more amenities. This signifies further room for income and value growth for the Enlarged REIT.

7. FINANCIAL INFORMATION OF THE PROPOSED MERGER AND PROPOSED ASSET ACQUISITION

7.1 Pro Forma Financial Effects of the Proposed Merger and Pro Forma Financial Effects of the Proposed Merger and Proposed Asset Acquisition

The pro forma financial effects of the Proposed Merger and Proposed Asset Acquisition on FLT Group are set out in the tables below and are strictly for illustrative purposes only. The bases and assumptions on which the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition have been prepared are set out in **Schedule 1**.

7.1.1 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of (i) the Proposed Merger; and (ii) the Proposed Merger and the Proposed Asset Acquisition, on the amount available for distribution to FLT Unitholders, the number of FLT Units and FLT's DPU and the accretion thereof, for FY2019, assuming the Proposed Merger and the Proposed Asset Acquisition were completed on 1 October 2018 and FLT held and operated the properties of FCOT and the Target Property through to 30 September 2019, and assuming that the FY2019 Acquisitions (as defined herein) and the FY2019 Divestments (as defined herein) were completed on 1 October 2018 are as follows:

¹³ Please refer to paragraph 7.1.2 for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the NAV per FLT Unit as at 30 September 2019.

	FLT FY2019	Assuming completion of FY2019 Acquisitions and FY2019 Divestments	Pro Forma Financial Effects of the Proposed Merger	Pro Forma Financial Effects of the Proposed Merger and the Proposed Asset Acquisition
			Assuming completion of FY2019 Acquisitions, FY2019 Divestments and the Proposed Merger	Assuming completion of FY2019 Acquisitions, FY2019 Divestments, the Proposed Merger and the Proposed Asset Acquisition
Amount available for distribution to Unitholders (\$ million)	144	163	245 ⁽¹⁾	250 ^{(1), (2)}
Weighted average number of FLT Units ('000)	2,060,484	2,253,072	3,378,387 ^{(3), (4)}	3,379,377 ^{(3), (4), (5)}
DPU (Singapore cents)	7.00	7.22	7.26 ^{(3), (4)}	7.38 ^{(3), (4), (5)}
Accretion (%)	N.A ⁽⁶⁾	N.A ⁽⁶⁾	0.6	2.2

Notes:

- (1) An additional S\$169.8 million debt was drawn down on 1 October 2018 to fund the cash portion of the Scheme Consideration of S\$134.8 million and merger-related stamp duty and transaction costs of approximately S\$35.0 million at an effective interest rate of 2.6% per annum.
- (2) An additional S\$159.1 million debt was drawn down on 1 October 2018 to fund the estimated total cost of Proposed Asset Acquisition (excluding the acquisition fee) at an effective interest rate of 2.6% per annum.
- (3) Assumes FCOT's management fee structure is replaced with the management fee structure in the FLT Trust Deed with effect from 1 October 2018. All the base and performance management fees for FCOT for FY2019 are assumed to be fully paid in FLT Units and issued at FLT's historical VWAP per FLT Unit.
- (4) Adjusted for the following assumptions:
 - (i) 1,100.6 million Consideration Units are issued as part of the Scheme Consideration. The Scheme Consideration payable for each FCOT Unit (inclusive of Cash Consideration) implies a gross exchange ratio of 1.355x;
 - (ii) 9.7 million new FLT Units are issued and issuable as payment to the FLT Manager of the base and performance management fees associated with the Proposed Merger are assumed to be fully paid in new FLT Units at FLT's historical VWAP per FLT Unit;
 - (iii) 15.2 million new FLT Units are issued pursuant to FCOT's distribution reinvestment plan in FY2019 calculated based on the FCOT Units issued at the implied gross exchange ratio of 1.355x; and
 - (iv) 9.0 million new FLT Units are issued at an illustrative issue price of S\$1.240 per FLT Unit as Acquisition Fee of approximately S\$11.2 million payable to the FLT Manager in relation to the Proposed Merger.
- (5) Includes 1.3 million new FLT Units issued and issuable as payment of FLT's base and performance management fees at FLT's historical VWAP per FLT Unit and the acquisition fee at an illustrative issue price of S\$1.240 per FLT Unit for the Proposed Asset Acquisition.
- (6) "N.A" means not applicable.

7.1.2 Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of (i) the Proposed Merger; and (ii) the Proposed Merger and the Proposed Asset Acquisition, on the NAV per FLT Unit, number of FLT Units in issue and to be issued as at 30 September 2019, assuming the Proposed Merger and the Proposed Asset Acquisition were completed on 30 September 2019, and assuming that the acquisition of the Hermes Berlin Facility¹⁴ and B+S GmbH Logistik Facility¹⁴ and the Heatherton Divestment (as defined herein) were completed on 30 September 2019, are as follows:

	FLT 30 September 2019	Immediately after completion of the Acquisition of the Hermes Berlin Facility and B+S GmbH Logistik Facility and the Heatherton Road Divestment	Pro Forma Financial Effects of the Proposed Merger	Pro Forma Financial Effects of the Proposed Merger and the Proposed Asset Acquisition
			Immediately after completion of the Acquisition of the Hermes Berlin Facility and B+S GmbH Logistik Facility, the Heatherton Road Divestment and the Proposed Merger	Immediately after completion of the Acquisition of the Hermes Berlin Facility and B+S GmbH Logistik Facility, the Heatherton Road Divestment, the Proposed Merger and the Proposed Asset Acquisition
NAV (S\$ million)	2,153	2,154	3,538 ^{(2), (3)}	3,540 ^{(2), (3), (4)}
Number of issued and issuable FLT Units ('000)	2,258,878 ⁽¹⁾	2,259,273	3,393,631 ⁽⁵⁾	3,394,251 ^{(5), (6)}
NAV per FLT Unit (S\$)	0.95	0.95	1.04	1.04

Notes:

- (1) Represents the number of FLT Units issued and issuable as at 30 September 2019.
- (2) Assumes an additional S\$172.8 million debt was drawn down on 30 September 2019 to fund the cash portion of the Scheme Consideration of S\$137.8 million and merger-related stamp duty and transaction costs of approximately S\$35.0 million.
- (3) Includes the Acquisition Fee of approximately S\$11.2 million and merger-related stamp duty and transaction costs of approximately S\$35.0 million incurred, in relation to the Proposed Merger.

¹⁴ As defined in FLT's announcement titled "The Proposed Acquisition of Interests in 12 Properties in Germany and Australia" dated 3 July 2019.

- (4) Assumes an additional S\$154.4 million debt was drawn down on 30 September 2019 to fund the estimated total cost of Proposed Asset Acquisition (excluding the acquisition fee).
- (5) Adjusted for the following assumptions:
- (i) 1,125.4 million Consideration Units issued as part of the Scheme Consideration. The Scheme Consideration payable for each FCOT Unit (inclusive of Cash Consideration) implies a gross exchange ratio of 1.355x; and
 - (ii) 9.0 million new FLT Units issued at an illustrative issue price of S\$1.240 per FLT Unit as Acquisition Fee payable to the FLT Manager in relation to the Proposed Merger.
- (6) Includes 0.6 million new FLT Units issued as payment of acquisition fee at an illustrative issue price of S\$1.240 per FLT Unit for the Proposed Asset Acquisition.

7.1.3 Pro Forma Aggregate Leverage

FOR ILLUSTRATIVE PURPOSES ONLY:

FLT's pro forma aggregate leverage as at 30 September 2019, immediately upon completion of the Proposed Merger and immediately upon completion of the Proposed Merger and the Proposed Asset Acquisition as at 30 September 2019, assuming the Proposed Merger and the Proposed Asset Acquisition were completed on 30 September 2019 and assuming that the acquisition of the Hermes Berlin Facility and B+S GmbH Logistik Facility and the Heatherton Road Divestment were completed on 30 September 2019, are as follows:

	FLT 30 September 2019	Immediately after completion of the Acquisition of the Hermes Berlin Facility and B+S GmbH Logistik Facility and the Heatherton Road Divestment	Pro Forma Financial Effects of the Proposed Merger ⁽¹⁾	Pro Forma Financial Effects of the Proposed Merger and the Proposed Asset Acquisition ⁽¹⁾
			Immediately after completion of the Acquisition of the Hermes Berlin Facility and B+S GmbH Logistik Facility, the Heatherton Road Divestment and the Proposed Merger	Immediately after completion of the Acquisition of the Hermes Berlin Facility and B+S GmbH Logistik Facility, the Heatherton Road Divestment, the Proposed Merger and the Proposed Asset Acquisition
Aggregate Leverage	33.4%	34.8%	35.4%	37.0%

Note:

- (1) Assumptions are the same as those set out under Paragraph 7.1.2.

8. REQUIREMENT OF THE FLT UNITHOLDERS' APPROVAL

8.1 Major Acquisition

Chapter 10 of the Listing Manual governs the acquisition or disposal of assets, including options to acquire or dispose of assets, by FLT. Such transactions are classified into the following categories:

- (a) non-discloseable transactions;
- (b) discloseable transactions;
- (c) major transactions; and
- (d) very substantial acquisitions or reverse takeovers.

A transaction by FLT may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

- (i) the NAV of the assets to be disposed of, compared with the NAV of the FLT Group;
- (ii) the net profits attributable to the assets acquired, compared with the FLT Group's net profits;
- (iii) the aggregate value of the consideration given, compared with the FLT Group's market capitalisation; and
- (iv) the number of FLT Units issued by FLT as consideration for an acquisition, compared with the number of FLT Units previously in issue.

Where any of the relative figures computed on the bases set out above exceed 20% but not 100%, the transaction is classified as a "major transaction" under Chapter 10 of the Listing Manual. As the relative figures for the basis of comparison set out above exceed 20% but not 100%, the Proposed Merger and the Proposed Asset Acquisition would constitute a "major transaction" under Chapter 10 of the Listing Manual.

The relative figures for the Proposed Asset Acquisition when aggregated with the Proposed Merger using the applicable bases of comparison described above are set out in the table below.

Comparison of	The Proposed Merger and the Proposed Asset Acquisition	The FLT Group	Relative figure (%)
Net Property Income (S\$ million) ⁽¹⁾	100.0 ⁽²⁾	185.5 ⁽³⁾	53.9

Comparison of	The Proposed Merger and the Proposed Asset Acquisition	The FLT Group	Relative figure (%)
Consideration against market capitalisation (S\$ million) ⁽⁴⁾	1,694.7 ⁽⁵⁾	2,801.0	60.5
FLT Units ⁽⁴⁾ issued as consideration ⁽⁶⁾ against FLT Units previously in issue ('000)	1,128,067	2,258,878	49.9

Notes:

- (1) In the case of a REIT, the net property income is a close proxy to the net profits attributable to its assets.
- (2) Includes the net property income of FCOT Group and the Proposed Asset Acquisition for FY2019.
- (3) Translated at an exchange rate of A\$1: S\$0.9307 based on the Net Property Income of the FLT Group of A\$199.4 million as set out in the 2019 FLT Audited Financial Statements.
- (4) Based on the market capitalisation of FLT as at market close on 29 November 2019.
- (5) Based on the Scheme Consideration being a combination of cash of S\$138.1 million and the issue of Consideration Units and the estimated Purchase Consideration of £90.1 million (approximately S\$157.7 million) for the Proposed Asset Acquisition as at the Announcement Date.
- (6) Based on 1,128.1 million Consideration Units as at the Announcement Date.

As the relative figures for the basis of comparison set out above exceed 20% but not 100%, the Proposed Asset Acquisition when aggregated with the Proposed Merger would constitute a “major transaction” under Chapter 10 of the Listing Manual. Accordingly, the approval of FLT Unitholders is required in respect of the Proposed Merger and the Proposed Asset Acquisition.

8.2 Interested Person Transaction and Interested Party Transaction

Under Chapter 9 of the Listing Manual, where FLT proposes to enter into a transaction with an interested person and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S\$100,000, with the same interested person during the same financial year) is equal to or exceeds 5.0% of FLT’s latest audited NTA, the approval of the FLT Unitholders is required in respect of the transaction.

Based on the 2019 FLT Audited Financial Statements, the latest audited NTA of FLT was A\$2,313.8 million, (approximately S\$2,153.5 million) as at 30 September 2019. Accordingly, if the value of a transaction which is proposed to be entered into in the current financial year by FLT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S\$100,000) entered into with the same interested person during the current financial year, equal to or in excess of A\$115.7 million (approximately S\$107.7 million), such a transaction would be subject to the approval of the FLT Unitholders.

As at the Announcement Date, the Sponsor, through its wholly-owned subsidiaries, the FLT Manager and Frasers Property Industrial Trust Holdings Pte. Ltd. (formerly known as FCL

Investments (Industrial) Pte. Ltd.) holds an aggregate deemed interest in 441,588,408 FLT Units, which is equivalent to approximately 19.6% of the total number of FLT Units in issue and is therefore regarded as a “controlling Unitholder” of FLT under both the Listing Manual and the Property Funds Appendix. In addition, as the FLT Manager is a wholly-owned subsidiary of the Sponsor, the Sponsor is therefore regarded as a “controlling shareholder” of the FLT Manager under both the Listing Manual and the Property Funds Appendix.

As at the date of this Announcement, the Sponsor, through its wholly-owned subsidiaries, the FCOT Manager, Frasers Centrepont Property Management (Commercial) Pte Ltd (“**FCPMC**”) and Frasers Property Commercial Trust Holdings Pte. Ltd. (“**FPCTH**”), hold an aggregate deemed interest in 236,796,902 FCOT Units, which is equivalent to approximately 25.9% of the total number of FCOT Units in issue. As the FCOT Manager, FCPMC and FPCTH are wholly-owned subsidiaries of the Sponsor, the FCOT Manager, FCPMC and FPCTH are associates of the Sponsor for purposes of the Listing Manual and the Property Funds Appendix.

Pursuant to the Proposed Merger, the Sponsor, the FCOT Manager, FCPMC and FPCTH will be entitled to receive from FLT, approximately S\$397.8 million (as at the Announcement Date) to be satisfied partly in cash and partly in the form of new FLT Units, as consideration for the acquisition of the FCOT Units held by the Sponsor and its subsidiaries.

Given that the aggregate amount of consideration payable to the Sponsor and its subsidiaries for their FCOT Units in connection with the Proposed Merger and the consideration for the Proposed Asset Acquisition would be S\$397.8 million (as at the Announcement Date) and £90.1 million (approximately S\$157.7 million) respectively (which is 18.5% and 7.3% respectively of the latest audited NTA of FLT as at 30 September 2019), the Proposed Merger and the Proposed Asset Acquisition are hence subject to the approval of FLT Unitholders pursuant to Rule 906(1)(a) of the Listing Manual.

Paragraph 5 of the Property Funds Appendix also imposes a requirement for FLT Unitholders’ approval for an interested party transaction by FLT whose value exceeds 5.0% of FLT’s latest audited NAV. Based on the 2019 FLT Audited Financial Statements, the NAV of FLT was A\$2,313.8 million (approximately S\$2,153.5 million) as at 30 September 2019. Accordingly, if the value of a transaction which is proposed to be entered into by FLT with an interested party is equal to or greater than A\$115.7 million (approximately S\$107.7 million), such a transaction would be subject to FLT Unitholders’ approval.

Given that the aggregate amount of consideration payable to the Sponsor and its subsidiaries for their FCOT Units in connection with the Proposed Merger and the consideration for the Proposed Asset Acquisition would be S\$397.8 million (as at the Announcement Date) and £90.1 million (approximately S\$157.7 million) respectively (which is 18.5% and 7.3% respectively of the latest audited NAV of FLT as at 30 September 2019), the Proposed Merger and the Proposed Asset Acquisition are hence subject to the approval of FLT Unitholders pursuant to Paragraph 5 of the Property Funds Appendix.

Given that pursuant to the Proposed Merger and the Proposed Asset Acquisition, FLT is acquiring FCOT Units from the FCOT Manager, FCPMC and FPCTH and FLT is acquiring

50% of Farnborough Business Park from the Vendor, a wholly-owned subsidiary of the Sponsor, the Sponsor and its subsidiaries and associates, the FCOT Manager, FCPMC and FPCTH are hence (for the purposes of the Listing Manual) “interested persons” and (for the purposes of the Property Funds Appendix) “interested parties” of FLT.

Therefore, each of the Proposed Merger and the Proposed Asset Acquisition 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, in respect of which the approval of the FLT Unitholders is required.

In addition, the approval of the FLT Unitholders is required for the proposed issuance of Consideration Units to the FCOT Unitholders as well as the proposed issuance of part of the Consideration Units to certain FCOT Unitholders which are also substantial unitholders of FLT (including the Sponsor and its subsidiaries) as the proposed issuance will also constitute a placement to such FCOT Unitholders

8.3 Other Interested Person Transactions

As at the Announcement Date, there are (i) no interested person transactions entered into between (a) FLT and (b) the Sponsor, its subsidiaries and associates during the course of the current financial year up to the Announcement Date; and (ii) no interested person transactions during the course of the current financial year up to the Announcement Date, other than interested person transactions with a value of less than S\$100,000 each, the acquisition of the FCOT Units from the FCOT Manager, FCPMC and FPCTH pursuant to the Proposed Merger and the Proposed Asset Acquisition and the Renewed Southeast Insurance¹⁵, the aggregate value of which is approximately S\$556.7 million, which is approximately 25.8% of the latest net tangible assets of FLT based on the audited consolidated financial statements of FLT for the financial year ended 30 September 2019.

9. INTERESTS OF DIRECTORS AND SUBSTANTIAL FLT UNITHOLDERS

9.1 Interests of Directors of the FLT Manager

As at the Announcement Date, the director(s) of the FLT Manager collectively hold an aggregate direct and indirect interest in 120,599,800 FLT Units and 1,529,404 shares in the Sponsor.

Mr Panote Sirivadhanabhakdi is a Non-Executive Director of the FLT Manager, a director and the Group Chief Executive Officer of the Sponsor, a director of other entities within the FPL

¹⁵ The “**Renewed Southeast Insurance**” refers to the insurance policy with Southeast Insurance Public Company Limited, an entity within the TCC Group, which was renewed for a further term of one year commencing 1 October 2019 and expiring on 30 September 2020. The value of the Renewed Southeast Insurance is approximately A\$1.3 million (approximately S\$1.2 million).

Group other than the Manager, a director of various entities within the TCC Group¹⁶ (which is the controlling shareholder of the Sponsor 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.

Mr Chia Khong Shoong is a Non-Executive Director of the FLT Manager, the Group Chief Corporate Officer of the Sponsor and a director of various subsidiaries of the Sponsor other than the FLT Manager.

Mr Rodney Vaughan Fehring is a Non-Executive Director of the FLT Manager, the Chief Executive Officer of Frasers Property Australia Pty Limited (“FPA”), a subsidiary of the Sponsor, and a director of various subsidiaries of the Sponsor other than the Manager.

As at the Announcement Date, based on the Register of Directors’ Unitholdings maintained by the FLT Manager, the interests of the directors of the FLT Manager in the FLT Units are as follows:

Name of Directors	Direct Interest		Deemed Interest		Total No. of FLT Units held	%(⁽¹⁾)
	No. of FLT Units	%(⁽¹⁾)	No. of FLT Units	%(⁽¹⁾)		
Mr Ho Hon Cheong	-	-	1,123,100	0.05	1,123,100	0.05
Mr Goh Yong Chian	400,000	0.02	-	-	400,000	0.02
Mr Paul Gilbert Say	-	-	165,000	0.007	165,000	0.007
Mr Panote Sirivadhanabhakdi	-	-	118,559,700 ⁽²⁾	5.25	118,559,700	5.25
Mr Chia Khong Shoong	-	-	220,000	0.01	220,000	0.01
Mr Rodney Vaughan Fehring	-	-	132,000	0.006	132,000	0.006

Notes:

- (1) The percentage is based on 2,258,877,908 FLT Units in issue as at the Announcement Date.
- (2) Mr Panote Sirivadhanabhakdi is deemed to be interested in 118,559,700 Units held by TCC Group Investments Limited.

As at the Announcement Date, the interests in the shares of the Sponsor which are held by the directors of the FLT Manager are set out in the table below:

Name of Directors	Direct Interest		Deemed Interest		Total No. of shares of the Sponsor held	%
	No. of shares of the Sponsor	%	No. of shares of the Sponsor	%		
Mr Ho Hon Cheong	-	-	-	-	-	-

¹⁶ “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 Directors	Direct Interest		Deemed Interest		Total No. of shares of the Sponsor held	%
	No. of shares of the Sponsor	%	No. of shares of the Sponsor	%		
Mr Goh Yong Chian	120,000	0.04			120,000	0.04
Mr Paul Gilbert Say	-	-	-	-	-	-
Mr Panote Sirivadhanabhakdi	-	-	-	-	-	-
Mr Chia Khong Shoong	-	-	1,402,404 ⁽²⁾	0.05 ⁽²⁾	1,402,404	0.05 ⁽²⁾
Mr Rodney Vaughan Fehring	-	-	7,000 ⁽²⁾	0.0002 ⁽²⁾	7,000	0.0002 ⁽²⁾

Notes:

- (1) Based on 2,919,487,919 shares in issue as at the Announcement Date
- (2) This does not include shares to be issued pursuant to awards of shares granted under the FPL Performance Share Plan and FPL Restricted Share Plan.

9.2 Interests of Substantial FLT Unitholders in FLT Units

Based on the Register of Substantial Unitholders' Unitholdings maintained by the FLT Manager as at the Announcement Date, the substantial FLT Unitholders and their interests in FLT Units are as follows:

Name of Substantial FLT Unitholder	Direct Interest		Deemed Interest		Total No. of FLT Units held	%
	No. of FLT Units held	%	No. of FLT Units held	%		
Frasers Property Industrial Trust Holdings Pte. Ltd.	433,564,327	19.19	-	-	433,564,327	19.19
Frasers Property Limited (formerly known as Frasers Centrepoint Limited) ⁽¹⁾	-	-	441,588,408	19.55	441,588,408	19.55
Thai Beverage Public Company Limited ⁽²⁾	-	-	441,588,408	19.55	441,588,408	19.55
International Beverage Holdings Limited ⁽³⁾	-	-	441,588,408	19.55	441,588,408	19.55
InterBev Investment Limited ⁽⁴⁾	-	-	441,588,408	19.55	441,588,408	19.55
Siriwana Company Limited ⁽⁵⁾	-	-	441,588,408	19.55	441,588,408	19.55
Maxtop Management Corp. ⁽⁶⁾	-	-	441,588,408	19.55	441,588,408	19.55
Risen Mark Enterprise Ltd. ⁽⁶⁾	-	-	441,588,408	19.55	441,588,408	19.55
Golden Capital (Singapore) Limited ⁽⁶⁾	-	-	441,588,408	19.55	441,588,408	19.55

Name of Substantial FLT Unitholder	Direct Interest		Deemed Interest		Total No. of FLT Units held	%
	No. of FLT Units held	%	No. of FLT Units held	%		
MM Group Limited ⁽⁷⁾	-	-	441,588,408	19.55	441,588,408	19.55
TCC Assets Limited ⁽⁸⁾	-	-	441,588,408	19.55	441,588,408	19.55
Charoen Sirivadhanabhakdi ⁽⁹⁾	-	-	441,588,408	19.55	441,588,408	19.55
Khunying Wanna Sirivadhanabhakdi ⁽¹⁰⁾	-	-	441,588,408	19.55	441,588,408	19.55
TCC Group Investments Limited ⁽¹¹⁾	-	-	118,559,700	5.25	118,559,700	5.25
Atinant Bijananda ⁽¹¹⁾	-	-	118,559,700	5.25	118,559,700	5.25
Thapana Sirivadhanabhakdi ⁽¹¹⁾	-	-	118,559,700	5.25	118,559,700	5.25
Wallapa Traisorat ⁽¹¹⁾	-	-	118,559,700	5.25	118,559,700	5.25
Thapanee Techajareonvikul ⁽¹¹⁾	-	-	118,559,700	5.25	118,559,700	5.25
Panote Sirivadhanabhakdi ⁽¹¹⁾	-	-	118,559,700	5.25	118,559,700	5.25
Rojana Industrial Park Public Company Limited	-	-	142,626,000	6.31	142,626,000	6.31

Notes:

- (1) FPL holds a 100% direct interest in each of Frasers Logistics & Industrial Asset Management Pte. Ltd. (“**FLIAM**”) and Frasers Property Industrial Trust Holdings Pte. Ltd. (formerly known as FCL Investments (Industrial) Pte. Ltd.) (“**FPITH**”). Each of FLIAM and FPITH directly holds units in FLT. FPL therefore has a deemed interest in the units in FLT in which each of FLIAM and FPITH has an interest, by virtue of Section 4 of the Securities and Futures Act (Chapter 289 of Singapore) (“**SFA**”).
- (2) Thai Beverage Public Company Limited (“**ThaiBev**”) holds a 100% direct interest in International Beverage Holdings Limited (“**IBHL**”). IBHL holds a 100% direct interest in InterBev Investment Limited (“**IBIL**”) which holds more than 20% of the shareholdings of FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and FPITH directly holds units in FLT. ThaiBev therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (3) IBHL holds a 100% direct interest in IBIL. IBIL holds more than 20% of the shareholdings of FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and FPITH directly holds units in FLT. IBHL therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of section 4 of the SFA.
- (4) IBIL holds more than 20% of the shareholdings of FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and FPITH directly holds units in FLT. IBIL therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of section 4 of the SFA.
- (5) Siriwana Company Limited (“**SCL**”) holds more than 20% of the shareholdings of ThaiBev. ThaiBev holds a 100% direct interest in IBHL. IBHL holds a 100% direct interest in IBIL which holds more than 20% of the shareholdings of FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and FPITH directly holds units in FLT. SCL therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (6) Maxtop Management Corp (“**MMC**”) together with Risen Mark Enterprise Ltd. (“**RM**”) and Golden Capital (Singapore) Limited (“**GC**”) collectively holds more than 20% of the shareholdings of ThaiBev. ThaiBev holds a 100% direct interest in IBHL. IBHL holds a 100% direct interest in IBIL which holds more than 20% of the shareholdings of FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and

FPITH directly holds units in FLT. MMC, RM and GC each therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of Section 4 of the SFA.

- (7) MM Group Limited (“**MM**”) holds a 100% direct interest in each of MMC, RM and GC. MM, RM and GC collectively holds more than 20% of the shareholdings of ThaiBev. ThaiBev holds a 100% direct interest in IBHL. IBHL holds a 100% direct interest in IBIL which holds more than 20% of the shareholdings of FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and FPITH directly holds units in FLT. MM therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (8) TCC Assets Limited (“**TCCA**”) holds a majority interest in FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and FPITH directly holds units in FLT. TCCA therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (9) Charoen Sirivadhanabhakdi and his spouse, Khunying Wanna Sirivadhanabhakdi, each owns 50% of the shareholdings of TCCA. TCCA holds a majority interest in FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and FPITH directly holds units in FLT. Charoen Sirivadhanabhakdi therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (10) Khunying Wanna Sirivadhanabhakdi and her spouse, Charoen Sirivadhanabhakdi, each owns 50% of the shareholdings of TCCA. TCCA holds a majority interest in FPL. FPL holds a 100% direct interest in each of FLIAM and FPITH and each of FLIAM and FPITH directly holds units in FLT. Khunying Wanna Sirivadhanabhakdi therefore has a deemed interest in the units in FLT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (11) Each of Atinant Bijananda, Thapana Sirivadhanabhakdi, Wallapa Traisorat, Thapanee Techajareonvikul and Panote Sirivadhanabhakdi holds 20% of the shareholding of TCC Group Investments Limited (“**TCCG**”). TCCG holds units in FLT through a nominee account. Each of Atinant Bijananda, Thapana Sirivadhanabhakdi, Wallapa Traisorat, Thapanee Techajareonvikul and Panote Sirivadhanabhakdi therefore has a deemed interest in the units in FLT in which TCCG has an interest, by virtue of Section 4 of the SFA.

9.3 Directors’ Holdings in FCOT Units

Mr Charoen Sirivadhanabhakdi and Ms Khunying Sirivadhanabhakdi each has deemed interest in 236,796,902 FCOT Units.

Mr Goh Yong Chian has a direct interest in 320,000 FCOT Units.

Mr Philip Eng Heng Nee has a direct interest in 150,000 FCOT Units.

9.4 Substantial FLT Unitholders’ Holdings in FCOT Units

Based on the Register of Substantial FCOT Unitholders maintained by the FCOT Manager as at Announcement Date, certain substantial FLT Unitholders also hold an interest in the FCOT Units, as set out in the table below.

Name of Substantial FCOT Unitholder	Direct Interest		Deemed Interest		Total No. of FCOT Units held	%
	No. of FCOT Units held	%	No. of FCOT Units held	%		
Frasers Property Limited ⁽¹⁾	-	-	236,796,902	25.88	236,796,902	25.88

Name of Substantial FCOT Unitholder	Direct Interest		Deemed Interest		Total No. of FCOT Units held	%
	No. of FCOT Units held	%	No. of FCOT Units held	%		
Thai Beverage Public Company Limited ⁽²⁾	-	-	236,796,902	25.88	236,796,902	25.88
International Beverage Holdings Limited ⁽³⁾	-	-	236,796,902	25.88	236,796,902	25.88
InterBev Investment Limited ⁽⁴⁾	-	-	236,796,902	25.88	236,796,902	25.88
Siriwana Company Limited ⁽⁵⁾	-	-	236,796,902	25.88	236,796,902	25.88
Maxtop Management Corp ⁽⁶⁾	-	-	236,796,902	25.88	236,796,902	25.88
Risen Mark Enterprise Ltd. ⁽⁷⁾	-	-	236,796,902	25.88	236,796,902	25.88
Golden Capital (Singapore) Limited ⁽⁸⁾	-	-	236,796,902	25.88	236,796,902	25.88
MM Group Limited ⁽⁹⁾	-	-	236,796,902	25.88	236,796,902	25.88
TCC Assets Limited ⁽¹⁰⁾	-	-	236,796,902	25.88	236,796,902	25.88
Charoen Sirivadhanabhakdi ⁽¹¹⁾	-	-	236,796,902	25.88	236,796,902	25.88
Khunying Wanna Sirivadhanabhakdi ⁽¹²⁾	-	-	236,796,902	25.88	236,796,902	25.88

Notes:

- (1) Frasers Property Limited (“FPL”) holds a 100% direct interest in each of Frasers Commercial Asset Management Ltd. (“FCOAM”) and Frasers Property Commercial Trust Holdings Pte. Ltd. (“FPCTH”). FCOAM and FPCTH hold units in FCOT and FCOAM is deemed interested in the units in FCOT held by Frasers Centrepoint Property Management (Commercial) Pte. Ltd. (“FCPMC”), a wholly-owned subsidiary. FPL therefore has a deemed interest in the units in FCOT in which each of FCOAM and FPCTH has an interest, by virtue of Section 4 of the Securities and Futures Act (Chapter 289) of Singapore (“SFA”).
- (2) Thai Beverage Public Company Limited (“ThaiBev”) holds a 100% interest in International Beverage Holdings Limited (“IBHL”);
 - IBHL holds a 100% direct interest in InterBev Investment Limited (“IBIL”);
 - IBIL holds a greater than 20% interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.

ThaiBev therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.

- (3) IBHL holds a 100% direct interest in IBIL;
- IBIL holds a greater than 20% interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- IBHL therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (4) IBIL holds a greater than 20% interest in FPL;
- FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- IBIL therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (5) Siritwana Company Limited (“**SCL**”) holds a greater than 20% interest in ThaiBev;
- ThaiBev holds a 100% direct interest in IBHL;
 - IBHL holds a 100% direct interest in IBIL;
 - IBIL holds a greater than 20% interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- SCL therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (6) Maxtop Management Corp. (“**MMC**”) together with Risen Mark Enterprise Ltd. (“**RM**”) and Golden Capital (Singapore) Limited (“**GC**”) collectively holds a greater than 20% interest in ThaiBev;
- ThaiBev holds a 100% direct interest in IBHL;
 - IBHL holds a 100% direct interest in IBIL;
 - IBIL holds a greater than 20% interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- MMC therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (7) RM together with MMC and GC collectively holds a greater than 20% interest in ThaiBev;
- ThaiBev holds a 100% direct interest in IBHL;
 - IBHL holds a 100% direct interest in IBIL;
 - IBIL holds a greater than 20% interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- RM therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.

- (8) GC together with MMC and RM collectively holds a greater than 20% interest in ThaiBev;
- ThaiBev holds a 100% direct interest in IBHL;
 - IBHL holds a 100% direct interest in IBIL;
 - IBIL holds a greater than 20% interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- GC therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (9) MM Group Limited (“**MM**”) holds a 100% direct interest in each of MMC, RM and GC;
- MMC, RM and GC collectively holds a greater than 20% interest in ThaiBev;
 - ThaiBev holds a 100% direct interest in IBHL;
 - IBHL holds a 100% direct interest in IBIL;
 - IBIL holds a greater than 20% interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- MM therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (10) TCC Assets Limited (“**TCCA**”) holds a majority interest in FPL;
- FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- TCCA therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (11) Charoen Sirivadhanabhakdi and his spouse, Khunying Wanna Sirivadhanabhakdi, each owns 50% of the issued and paid-up share capital of TCCA;
- TCCA holds a majority interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- Charoen Sirivadhanabhakdi therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.
- (12) Khunying Wanna Sirivadhanabhakdi and her spouse, Charoen Sirivadhanabhakdi, each owns 50% of the issued and paid-up share capital of TCCA;
- TCCA holds a majority interest in FPL;
 - FPL holds a 100% direct interest in each of FCOAM and FPCTH;
 - FCOAM holds a 100% direct interest in FCPMC; and
 - FCOAM, FPCTH and FCPMC hold units in FCOT.
- Khunying Wanna Sirivadhanabhakdi therefore has a deemed interest in the units in FCOT in which FPL has an interest, by virtue of Section 4 of the SFA.

9.5 Save as disclosed in this Announcement, none of the directors of the FLT Manager or substantial FLT Unitholders has any interest, direct or indirect, in the Proposed Merger or the Proposed Asset Acquisition.

10. INDEPENDENT DIRECTORS' AND AUDIT AND RISK COMMITTEE'S STATEMENTS

Pursuant to Chapter 9 of the Listing Manual, the FLT Manager has appointed Deloitte & Touche Corporate Finance Ltd as the independent financial adviser (the “**IFA**”) to advise the audit, risk and compliance committee of the FLT Manager (the “**Audit, Risk and Compliance Committee**”), the directors of the FLT Manager who are considered independent for the purposes of the interested person transaction and interested party transaction (the “**Independent Directors**”) and the FLT Trustee, as to whether the Proposed Merger and the Proposed Asset Acquisition are on normal commercial terms and are not prejudicial to the interests of FLT and its minority unitholders.

A copy of the letter from the IFA to the Independent Directors and the members of the Audit, Risk and Compliance Committee (the “**IFA Letter**”) will be included in the circular to be despatched to the FLT Unitholders (the “**Unitholders' Circular**”). Unitholders are advised to read the IFA Letter in its entirety carefully. The views of the Audit, Risk and Compliance Committee on whether the Proposed Merger and the Proposed Asset Acquisition are on normal commercial terms and are not prejudicial to the interests of FLT and its minority unitholders will be set out in the Unitholders' Circular.

11. DIRECTORS' SERVICE CONTRACTS

It is intended that following the completion of the Proposed Merger and in view of the Enlarged REIT, the Nominating and Remuneration Committee of the FLT Manager will review the composition of the board of directors and the management of the FLT Manager. Further details will be set out in the Unitholders' Circular.

12. EXTRAORDINARY GENERAL MEETING AND CIRCULAR

FLT will convene an EGM to seek the approval of the FLT Unitholders for:

- (a) the Proposed Merger;
- (b) the proposed issuance of the Consideration Units; and
- (c) the Proposed Asset Acquisition,

and the Unitholders' Circular containing, *inter alia*, details thereof, together with the opinions and recommendations of the Independent Directors in relation thereto and enclosing the notice of EGM in connection therewith, will be despatched to the FLT Unitholders in due course.

The FLT Manager is seeking approval for each of the above resolutions by way of an Ordinary Resolution. Resolutions (a) and (b) (collectively, the “**Proposed Merger Resolutions**”) are all inter-conditional on each other. This means that if either of the Proposed Merger Resolutions is not approved, none of the Proposed Merger Resolutions will be carried and the FLT Manager shall not proceed with the Proposed Merger and the proposed issuance of the Consideration Units.

Resolution (c), which relates to the Proposed Asset Acquisition (the “**Asset Acquisition Resolution**”), will be conditional upon the Proposed Merger Resolutions being approved by the FLT Unitholders at the same EGM but the Proposed Merger will not be conditional upon the Asset Acquisition Resolution being passed or the completion of the Proposed Asset Acquisition. This means that if either of the Proposed Merger Resolutions is not passed, the Asset Acquisition Resolution will not be carried and the FLT Manager shall not proceed with the Proposed Asset Acquisition.

13. ABSTENTIONS FROM VOTING

Under Rule 919 of the Listing Manual, where a meeting is held to obtain unitholders' approval, the interested person and any associate of the interested person must not vote on a resolution in respect of which such person is interested, nor accept appointments as proxies, unless specific instructions as to voting are given.

Accordingly, the Sponsor and its associates will abstain from voting (either in person or by proxy) on the Proposed Merger Resolutions and the Asset Acquisition Resolution (as listed in paragraph 12(a), (b) and (c) of this Announcement).

FLT will also disregard any votes cast by persons required to abstain from voting, whether pursuant to a listing rule or a court order.

14. FINANCIAL ADVISER

Merill Lynch (Singapore) Pte. Ltd. (“**BofA Securities**”) is the sole financial adviser to the FLT Manager in respect of the Proposed Merger and the Trust Scheme.

15. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection¹⁷ during normal business hours at the registered office of the FLT Manager located at 438 Alexandra Road, #21-00, Alexandra

¹⁷ Prior appointment will be appreciated.

Point, Singapore 119958 from the Announcement Date up to and including the date falling three months after the date of this Announcement:

- (i) the Share Purchase Agreement;
- (ii) the valuation summaries and the full valuation reports on the Target Property issued by the Independent Valuers;
- (iii) the 2019 FLT Audited Financial Statements.

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

16. RESPONSIBILITY STATEMENT

The directors of the FLT Manager (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 which relate to FLT and/or the FLT Manager (excluding information relating to FCOT and/or the FCOT Manager) 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. The directors of the FLT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from FCOT and/or the FCOT Manager, the sole responsibility of the directors of the FLT Manager 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 FLT Manager do not accept any responsibility for any information relating to FCOT and/or the FCOT Manager or any opinion expressed by FCOT and/or the FCOT Manager.

17. FURTHER ANNOUNCEMENTS

The FLT Manager will make further announcements, in compliance with the requirements of the Listing Manual, as and when there are material developments in respect of the Proposed Merger, the Trust Scheme, the Implementation Agreement, the Proposed Asset Acquisition and/or other matters contemplated by this Announcement.

FLT Unitholders and potential investors should note that the Proposed Merger is subject to the fulfilment of, *inter alia*, the Scheme Conditions set out in the Joint Announcement, including the obtaining of the relevant regulatory approvals, and accordingly, should exercise caution when trading in the FLT Units. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

By Order of the Board

Frasers Logistics & Industrial Asset Management Pte. Ltd.

(Registration Number: 201528178Z)

(as manager of Frasers Logistics & Industrial Trust)

2 December 2019

Any queries relating to this Announcement, the Proposed Merger or the Proposed Asset Acquisition should be directed to the following:

BofA Securities

T: +65 66780102

Financial Adviser to

Frasers Logistics & Industrial Asset Management Pte. Ltd.

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. 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 occupancy or property rental income, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in amounts and on terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the FLT Manager’s current view of future events, and the FLT Manager undertakes any obligation to update publicly or revise any forward-looking statements.

SCHEDULE 1
BASES AND ASSUMPTIONS UNDERLYING THE PRO FORMA
FINANCIAL EFFECTS OF THE PROPOSED MERGER AND THE PROPOSED ASSET
ACQUISITION

Basis of Preparation for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on FLT's DPU

The unaudited pro forma consolidated financial effects of the Proposed Merger and the Proposed Asset Acquisition on the Enlarged REIT have been prepared based on the 2019 FLT Audited Financial Statements for FY2019 which was announced on 2 December 2019 and the 2019 FCOT Audited Financial Statements for FY2019 which was announced on 2 December 2019, for illustrative purposes only, and based on certain assumptions directly attributable to the Proposed Merger and Proposed Asset Acquisition after making certain adjustments, to show the pro forma financial effects of the Proposed Merger and Proposed Asset Acquisition on FLT's DPU for the period from 1 October 2018 to 30 September 2019 ("**FY2019**").

The assumptions are set out as follows:

- (a) the Proposed Merger and the Proposed Asset Acquisition had occurred on 1 October 2018;
 - (b) the following acquisitions had occurred on 1 October 2018:
 - (i) acquisition of the property in Mandeveld 12, Meppel, the Netherlands (the "**Dutch Acquisition**") which was actually completed on 31 October 2018;
 - (ii) acquisition of the three freehold logistics properties located in Australia (the "**Australia Properties Acquisition**") which was actually completed on 20 August 2019 ("**Australian Property Acquisition Date**");
 - (iii) acquisition of the equity interests in eight property holding companies which hold interests in seven freehold logistics properties located in Germany (the "**German Properties Acquisition**") which were actually completed on 23 and 27 August 2019 and 3 September 2019 (together with the Australian Property Acquisition Date, the "**Acquisition Dates**"); and
 - (iv) acquisition of the equity interests in two property holding companies which hold interests in two freehold logistics properties located in Germany; the B+S GmbH Logistik Facility Acquisition which was actually completed on 28 November 2019 and the Hermes Berlin Facility which is expected to complete by the end of 2019;
- (collectively, the "**FY2019 Acquisitions**"),
- (c) the following divestments had occurred on 1 October 2018 and the net divestment proceeds were used for the repayment of bank borrowings. The FY2019 Divestments include the following:

- (i) divestment of 63-79 South Park Drive, Dandenong South, Victoria, Australia which was actually completed on 9 May 2019;
- (ii) the divestment of 50% interest in 99 Sandstone Place, Parkinson, Queensland, Australia which was actually completed on 24 July 2019; and
- (iii) the divestment of 610 Heatherton Road, Clayton South, Victoria, Australia (the “**Heatherton Road Divestment**”) as announced on 16 May 2019 and 31 May 2019. The sale of the office and deck car park components of the Heatherton Road Divestment which was actually completed on 29 October 2019 while the sale of the warehouse and hardstand components is expected to be completed by end 2019;

(collectively, the “**FY2019 Divestments**”),

- (d) with respect to the Dutch Acquisition which was actually completed on 31 October 2018, the financial information used in the preparation of the pro forma financial effects of the Proposed Merger and Proposed Asset Acquisition for FY2019 was based on the management accounts from 31 October 2018 to 30 September 2019 and extrapolated to 365 days;
- (e) the preparation of the pro forma financial effects of the Proposed Merger and Proposed Asset Acquisition for FY2019 was based on the financial information for the period from the Acquisition Dates of the Australia Properties Acquisition and the German Properties Acquisition to 30 September 2019 and extrapolated to 365 days;
- (f) the management accounts for the Hermes Berlin Facility for the period from 1 October 2018 to March 2019 (“**1H FY2019**”) was used in the preparation of the pro forma financial effects of the Proposed Merger and Proposed Asset Acquisition for FY2019 and extrapolated to 365 days;
- (g) the management accounts for the B+S GmbH Logistik Facility which was acquired on 1 November 2018 used in the preparation of the pro forma financial effects of the Proposed Merger and Proposed Asset Acquisition for FY2019 and extrapolated to 365 days;
- (h) the actual financial information for the Heatherton Road Divestment from 1 October 2018 to 30 September 2019 were excluded from the pro forma financial effects of the Proposed Merger and Proposed Asset Acquisition for FY2019 as the divestment is only expected to complete at the end of 2019;
- (i) the private placement of 220,000,000 new units in FLT in relation to the Australian Properties Acquisition, the German Properties Acquisition and the Hermes Berlin Facility and B+S GmbH Logistik Facility Acquisitions had occurred on 1 October 2018;
- (j) the translation of € to A\$, A\$ to S\$, € to S\$ and £ to S\$ at the exchange rates prevailing in the preparation of the 2019 FLT Audited Financial Statements and management accounts of the Proposed Asset Acquisition for FY2019;

- (k) the Scheme Consideration is determined based on S\$0.151 per FCOT Unit in cash and an exchange ratio of one FCOT Unit for 1.233 FLT Units. The Scheme Consideration of S\$1,499.5 million for the Merger is derived based on an issue price of S\$1.240 for each FLT Unit and is settled by way of the issuance of approximately 1,100.6 million new FLT Units and an aggregate Cash Consideration of S\$134.8 million;
- (l) merger-related stamp duty and transaction costs are estimated to be approximately S\$35.0 million and are assumed to be funded by debt;
- (m) the Acquisition Fee of approximately S\$11.2 million in relation to the Proposed Merger is paid through issuance of approximately 9.0 million FLT Units at an illustrative issue price of S\$1.240 per FLT Unit;
- (n) FCOT's fee structure for the management fees is replaced with the management fee structure in the FLT Trust Deed with effect from 1 October 2018. All the base and performance management fees for FCOT for FY2019 were assumed to be fully paid in FLT Units and issued at FLT's historical VWAP per FLT Unit;
- (o) estimated total cost of Proposed Asset Acquisition is estimated to be approximately S\$159.9 million;
- (p) the acquisition fee of approximately S\$0.8 million in respect of the Proposed Asset Acquisition is paid in FLT Units to the Manager;
- (q) the balance of the estimated total cost of Proposed Asset Acquisition of approximately S\$159.1 million is financed by debt;
- (r) the estimated total cost for the Proposed Asset Acquisition is translated at an exchange rate of £1: S\$1.75; and
- (s) excludes any other operational and trust level savings or potential synergies from the Proposed Merger.

Basis of Preparation for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the NAV per FLT Unit and aggregate leverage as at 30 September 2019

The unaudited pro forma consolidated financial effects of the Proposed Merger and the Proposed Asset Acquisition on the Enlarged REIT have been prepared based on the 2019 FLT Audited Financial Statements for FY2019 which was announced on 2 December 2019 and the 2019 FCOT Audited Financial Statements for FY2019 which was announced on 2 December 2019, for illustrative purposes only, and based on certain assumptions directly attributable to the Proposed Merger and Proposed Asset Acquisition after making certain adjustments, to show the pro forma financial effects of the Proposed Merger and Proposed Asset Acquisition on FLT's NAV per FLT Unit and aggregate leverage as at 30 September 2019.

The assumptions are set out as follows:

- (a) the Proposed Merger and the Proposed Asset Acquisition had occurred on 30 September 2019;
- (b) the following acquisition and divestment had occurred on 30 September 2019:
 - (i) the acquisition of the equity interests in two property holding companies which hold interests in two freehold logistics properties located in Germany; the B+S GmbH Logistik Facility Acquisition which was actually completed on 28 November 2019 and the Hermes Berlin Facility which is expected to complete by the end of 2019. Both acquisitions are assumed to be funded by debt; and
 - (ii) the Heatherton Road Divestment as announced on 16 May 2019 and 31 May 2019. The sale of the office and deck car park components of the Heatherton Road Divestment was actually completed on 29 October 2019 while the sale of the warehouse and hardstand components is expected to be completed by end 2019. The net divestment proceeds are assumed to be used for the repayment of bank borrowings;
- (c) the translation of € to A\$, A\$ to S\$ and € to S\$ at the exchange rates prevailing in the preparation of the 2019 FLT Audited Financial Statements;
- (d) the Scheme Consideration is determined based on S\$0.151 per FCOT Unit in cash and an exchange ratio of one FCOT Unit for 1.233 FLT Units. The Scheme Consideration of S\$1,533.4 million for the Merger is derived based on an issue price of S\$1.240 for each FLT Unit and is settled by way of the issuance of approximately 1,125.4 million new FLT Units and an aggregate Cash Consideration of S\$137.8 million;
- (e) merger-related stamp duty and transaction costs are estimated to be approximately S\$35.0 million and are assumed to be funded by debt;
- (f) the Acquisition Fee of approximately S\$11.2 million in relation to the Proposed Merger paid through issuance of approximately 9.0 million FLT Units at an illustrative issue price of S\$1.240 per FLT Unit;

- (g) estimated total cost of the Proposed Asset Acquisition is estimated to be approximately S\$155.2 million;
- (h) the acquisition fee of approximately S\$0.8 million in respect of the Proposed Asset Acquisition is paid in FLT Units to the Manager;
- (i) the balance of the estimated total cost of Proposed Asset Acquisition of approximately S\$154.4 million is financed by debt; and
- (j) the estimated total cost for the Proposed Asset Acquisition is translated at an exchange rate of £1: S\$1.6984.

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 FLT Manager's current view on future events.

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

This announcement is for information purposes only and does not constitute an offer for sale or an invitation or offer to acquire, purchase or subscribe for FLT 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 FLT 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 FLT 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 FLT Units are listed. It is intended that FLT Unitholders may only deal in their FLT Units through trading the SGX-ST. Listing of the FLT Units on the SGX-ST does not guarantee a liquid market for the FLT Units.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the FLT Units. The past performance of FLT and the FLT Manager is not necessarily indicative of the future performance of FLT and the FLT 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 (“**FATA**”) and the Australian Government’s Foreign Investment Policy.

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

A “*foreign person*”¹⁸ that acquires Units is required under the FATA to notify and receive a prior no objections notification (“**FIRB Approval**”) in respect of its 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”¹⁹ (“**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\$266.0 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

18 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.

19 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 Investor²⁰ acquiring a “direct interest”²¹ 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\$266.0 million.

Exemptions from ALT requirements

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

- (a) where the relevant person is not a foreign 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\$266.0 million, unless the ALT has ‘sensitive’ land holdings, in which case the threshold is A\$58.0 million)²²; 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 FLT or to influence, participate in or determine the policy of FLT²³.

20 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.

21 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.

22 This applies in respect of ALTs that have predominantly developed commercial real estate portfolios (i.e. less than 10% residential or vacant commercial land). 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 transport logistics facilities, mines and critical infrastructure (for example, an airport or port) as well as property that has Australian government tenants.

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

Significant actions

As at 30 September 2019, the value of the Australian land assets comprised in FLT's portfolio is 56.8% of the total asset value of FLT. Consequently, FLT is considered to be an ALT.

As at 30 September 2019, FLT has gross Australian assets of approximately A\$2,112.0 million, which is above A\$266.0 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.