



FRASERS LOGISTICS & INDUSTRIAL TRUST

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

Results of the Extraordinary General Meeting

The following resolution was duly passed at the Extraordinary General Meeting (the “EGM”) of Frasers Logistics & Industrial Trust (“FLT”) held on 26 July 2017:

ORDINARY RESOLUTION 1

THE PROPOSED ACQUISITION OF SEVEN PROPERTIES IN AUSTRALIA

That:

- (i) approval be and is hereby given for the acquisition of the seven industrial properties in Australia (the “**New Properties**”), being the Yusen Logistics Facility, the Survitec & Phoenix Facility, the Ecolab Facility, the CEVA Tech Facility, the Beaulieu Facility, the Stanley Black & Decker Facility and the Clifford Hallam Facility (as described in the circular dated 11 July 2017 issued by Frasers Logistics & Industrial Asset Management Pte. Ltd., as manager of FLT (the “**Manager**”) to holders of units of FLT (“**Unitholders**”)), respectively from seven indirect wholly-owned trusts or subsidiaries of Frasers Centrepont Limited (“**FCL**”) through Frasers Property Australia Pty Limited (collectively the “**Vendors**”, and each a “**Vendor**”), for an aggregate acquisition amount of approximately A\$169.3 million on the terms and subject to the conditions set out in the conditional contracts of sale (the “**Contracts of Sale**”) entered into between the Vendors and the relevant trustee of the relevant Australian sub-trust wholly-owned by FLT (the “**Relevant Sub-Trust Trustee**”), the development agreements (the “**Development Agreements**”) entered into between Frasers Property Limited or Frasers Property Industrial Constructions Pty Limited (collectively the “**Developers**”, and each a “**Developer**”), both indirect wholly-owned subsidiaries of FCL, and the Relevant Sub-Trust Trustee, the incentive reimbursement deeds (the “**Incentive Reimbursement Deeds**”) entered into between the relevant Vendor or Developer and the Relevant Sub-Trust Trustee, the contingent rental support deeds (the “**Contingent Rental Support Deeds**”) entered into between the relevant Developer and the Relevant Sub-Trust Trustee, the deed of covenant in respect of the CEVA Tech Facility (the “**Deed of Covenant**”) to be entered into between, *inter alia*, the relevant

DBS Bank Ltd. and Citigroup Global Markets Singapore Pte. Ltd. are the joint financial advisers, global coordinators and issue managers for the initial public offering of the units in Frasers Logistics & Industrial Trust (the “**Offering**”). DBS Bank Ltd., Citigroup Global Markets Singapore Pte. Ltd., Morgan Stanley Asia (Singapore) Pte., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited are the joint bookrunners and underwriters for the Offering (collectively, the “**Joint Bookrunners**”). The Joint Bookrunners for the Offering assume no responsibility for the contents of this announcement.

Vendor and the Relevant Sub-Trust Trustee, the deed of assignment of lease in respect of the Survitec & Phoenix Facility (the “**Deed of Assignment**”) to be entered into between, *inter alia*, the relevant Vendor and the Relevant Sub-Trust Trustee, as well as the deed of variation of lease in respect of the Survitec & Phoenix Facility (the “**Deed of Variation**”) to be entered into between, *inter alia*, Frasers Property Funds Management Limited, as the trustee of FLT Australia Trust, and the Relevant Sub-Trust Trustee, in respect of the sale and purchase of the seven industrial properties in Australia (the “**Proposed Transaction**”); and

- (ii) the Manager, any director of the Manager (“**Director**”) and Perpetual (Asia) Limited (as trustee of FLT) (the “**Trustee**”) be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FLT to give effect to the Proposed Transaction, the Contracts of Sale, the Development Agreements, the Incentive Reimbursement Deeds, the Contingent Rental Support Deeds, the Deed of Covenant, the Deed of Assignment, the Deed of Variation and all transactions in connection therewith.

RESULTS OF POLL VOTING

Voting on Ordinary Resolution 1 at the EGM was conducted by poll.

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

For information, the votes cast are set out below:

RESOLUTION	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Units	%	No. of Units	%	
Resolution 1 To approve the proposed acquisition of seven properties located in Australia as a related party transaction (Ordinary Resolution)	579,636,315	99.98%	143,000	0.02%	579,779,315

Note:

- (1) Rule 919 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Manual**”) prohibits interested persons and their associates (as defined in the Listing Manual) from voting on a resolution in relation to a matter in respect of which such persons are interested at the EGM.

Given that the New Properties will be acquired from the Vendors, which are indirect wholly-owned trusts or subsidiaries of FCL, and the Development Properties will be developed and delivered by the Developers, which are indirect wholly-owned subsidiaries of FCL, each of the TCC Group¹, the FCL Group², TCC Group Investments Limited and the Manager (as set out below) abstained from voting at the EGM on the resolution to approve the Proposed Transaction

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

2 “**FCL Group**” means FCL and/or its subsidiaries.

as a Related Party Transaction³, and from accepting appointments as proxies in relation to Ordinary Resolution 1, and have procured their associates to abstain from voting on the Ordinary Resolution 1, and from accepting appointments as proxies in relation to the Ordinary Resolution 1, unless specific instructions as to voting are given:

- (a) TCC Group, which has a deemed interest in 298,364,846 units in FLT ("**Units**");
- (b) FCL, which has a deemed interest in 298,364,846 Units; and
- (c) TCC Group Investments Limited, holding 89,887,000 Units.

Frasers Logistics & Industrial Asset Management Pte. Ltd.

(Company Registration No. 201528178Z)

(as manager of Frasers Logistics & Industrial Trust)

Catherine Yeo

Company Secretary

26 July 2017

3 Means Interested Person Transaction and Interested Party Transaction, which has the meaning ascribed to it in the Listing Manual and Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore respectively.

IMPORTANT NOTICE

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

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

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

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

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

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