

FRASERS LOGISTICS & INDUSTRIAL TRUST

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

EXERCISE OF CALL OPTION AND ACQUISITION OF MARTIN BROWER PROPERTY

Capitalised terms used herein, unless otherwise defined, have the meanings as defined in the prospectus of Frasers Logistics & Industrial Trust (“FLT”) dated 10 June 2016 and registered by the Monetary Authority of Singapore on 10 June 2016 (the “Prospectus”).

1. INTRODUCTION

1.1 Exercise of the Martin Brower Call Option and Completion of the Martin Brower Acquisition

Frasers Logistics & Industrial Asset Management Pte. Ltd., as manager of FLT (the “**REIT Manager**”), is pleased to announce that FLT has today (through its relevant indirect wholly-owned Australian sub-trustee on behalf of the wholly-owned Australian sub-trust (“**Sub-Trust**”)), exercised its *call option* (the “**Martin Brower Call Option**”) to acquire a 90-year leasehold interest granted by Western Sydney Parklands Trust to the Vendor (as defined herein) (the “**Ground Lease**”) in the property located at 1 Burilda Close Wetherill Park, New South Wales 2164 (the “**Martin Brower Property**”) *.

As disclosed in the Prospectus, the Martin Brower Call Option was granted to FLT (through the Sub-Trust) pursuant to the call option deed dated 3 June 2016 (the “**Call Option Agreement**”) entered into between the Sub-Trust and the relevant entities (including the vendor entity (the “**Vendor**”)) under the Frasers Property Australia group (“**FPA**”).

Following the exercise of the Martin Brower Call Option, FLT (through the Sub-Trust) has entered into a contract of sale with the Vendor (the “**Contract of Sale**”) (the substantial form of which was appended to the Call Option Agreement). Pursuant to the terms and conditions of the Contract of Sale, FPA (through the Vendor) has today assigned its interest in the Ground Lease to the Sub-Trust (the “**Martin Brower Acquisition**”).

Development of the Martin Brower Property has been completed on 30 September 2016. The Martin Brower Property was fully pre-committed to an incoming tenant, Martin-Brower Australia Pty Ltd (the “**Tenant**”) for a 20-year lease, and this tenancy has since commenced.

* The former address of the Martin Brower Property as stated in the Prospectus is “*Lot 3 Horsley Drive Business Park, Cnr Horsley Drive & Cowpasture Road*”. For the avoidance of doubt, the Martin Brower Property was referred to as the “*Horsley Drive Property*” in the announcement dated 31 August 2016.

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**”) (collectively, the “**Joint Global Coordinators**”). 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.

The Tenant is one of the top end-to-end supply chain management solutions companies in the United States and a key supplier of McDonald's.

With the exercise of the Martin Brower Call Option and completion of the Martin Brower Acquisition today, FLT has exercised all three *call options* it was granted by FPA in connection with the Offering and acquired all three Call Option Properties (as defined in the Prospectus). FLT's portfolio now comprises 54 industrial properties located in Australia.

1.2 Additional Adjustment to the Purchase Consideration

As stated in the Prospectus, the consideration payable by FLT to FPA for the acquisition of the Martin Brower Property under the Call Option Agreement was an agreed price of A\$57.1 million (the "**Agreed Price**"), subject to adjustments arising from the actual gross lettable area ("**GLA**") being more or less than the planned GLA.

Subsequent to the entry into the Call Option Agreement, a solar panel system has been installed for the Tenant, further to which the rent payable by the Tenant under the terms of its tenancy has been increased (the "**Rent Increase**"). The Rent Increase has resulted in an increase in the valuation of the Martin Brower Property (the "**Additional Property Value**"). (See paragraph 2.2 below for details of the new valuations by Savills and Urbis (each as defined herein) which have been commissioned for the Martin Brower Property.)

Accordingly, FLT (through the Sub-Trust) and FPA (through the Vendor) have separately agreed to a further adjustment to the Agreed Price to take into account the Additional Property Value (the "**Additional Adjustment**"). Pursuant to the Additional Adjustment, the Agreed Price has been increased by a sum of A\$1,122,170 to take into account the Additional Property Value.

2. DETAILS OF THE MARTIN BROWER ACQUISITION

2.1 Consideration payable by FLT

The actual GLA of the Martin Brower Property is 18,848 square metres ("**sq m**"), which is an increase of 8 sq m from the planned GLA of 18,840 sq m. Accordingly, the Agreed Price has been adjusted in accordance with the terms of the Call Option Agreement.

The total purchase consideration (taking into account the adjustment for the increase in GLA and the Additional Adjustment) payable by FLT (through the Sub-Trust) to the Vendor for the Martin Brower Acquisition is a sum of A\$58,208,794 (the "**Adjusted Consideration**").

2.2 New Valuations commissioned for the Martin Brower Property

In connection with the Offering, Savills Valuations Pty Ltd ("**Savills**") and Urbis Valuations Pty Ltd ("**Urbis**") had been appointed as independent valuers to value the Martin Brower Property as at 31 March 2016 and on a "*completed basis*". As disclosed in the Prospectus, the original independent valuations of the Martin Brower Property as determined by Savills and Urbis was A\$57.1 million and A\$57.5 million respectively.

In connection with the exercise of the Martin Brower Call Option and the Martin Brower Acquisition, new independent valuations for the Martin Brower Property by Savills and Urbis have been commissioned by the REIT Manager and Perpetual (Asia) Limited, in its capacity

as trustee of FLT (the “**REIT Trustee**”). Both Savills and Urbis valued the Martin Brower Property utilising the capitalisation approach and discounted cash flow analysis methods.

Savills and Urbis have valued the Martin Brower Property as at 1 October 2016 at A\$58.3 million and A\$58.8 million respectively, taking into account the increase in GLA and the Rent Increase. Accordingly, the Adjusted Consideration is at a 0.16% and 1.01% discount to the new independent valuations conducted by Savills and Urbis respectively.

Based on the new independent valuations by Savills and Urbis, the Additional Property Value (arising out of the Rent Increase) is a sum of A\$1,200,000 and A\$1,122,170 respectively.

2.3 Incentive Reimbursement Deed in respect of the Martin Brower Property

As disclosed in the Prospectus, the pre-committed Tenant has been granted development incentives under the various agreements for lease. These development incentives will be borne by the relevant FPA property developer entities as part of their development costs and obligations. The Tenant has elected to take part of its development incentives in the form of rent reduction for specified periods with the remaining development incentive taken in the form of upfront compensation.

Accordingly, FLT (through the Sub-Trust) has today, upon completion of the Martin Brower Acquisition, entered into an incentive reimbursement deed with FPA (the “**Incentive Reimbursement Deed**”) (the form of which is appended in the Call Option Agreement).

Pursuant to the Incentive Reimbursement Deed, FPA will fund the rent-free periods granted to the Tenant. Accordingly, FPA will pay to FLT, on a monthly basis, a sum equivalent to the rental income which FLT would have received had such development incentives been taken as cash up-front or tenant fit-out contributions instead.

2.4 Acquisition Fee

For the avoidance of doubt and as stated in the Prospectus, no acquisition fee is payable to the REIT Manager for the Martin Brower Acquisition.

2.5 Interested Person Transactions and Interested Party Transactions

FPA is wholly-owned by Frasers Centrepoint Limited (“**FCL**”, or the “**Sponsor**”), the sponsor of FLT. FCL is also a “*controlling unitholder*” of FLT and (as it wholly-owns the REIT Manager) a “*controlling shareholder*” of the REIT Manager for purposes of Chapter 9 of the Listing Manual (“**Listing Manual**”) of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and Appendix 6 to the Code on Collective Investment Schemes (the “**Property Funds Appendix**”).

(i) The Martin Brower Acquisition

While the Martin Brower Acquisition would constitute an “*interested person transaction*” under Chapter 9 of the Listing Manual as well as an “*interested party transaction*” under the Property Funds Appendix, the Call Option Agreement is an “exempted agreement”, details of which have been disclosed in the Prospectus.

The entry into the Call Option Agreement is deemed to have been specifically approved by unitholders of FLT (“**Unitholders**”) upon the purchase of the units in FLT (“**Units**”).

(ii) The Additional Adjustment

The Additional Adjustment is a separate “*interested person transaction*” under Chapter 9 of the Listing Manual and “*interested party transaction*” under the Property Funds Appendix. Unlike the Martin Brower Acquisition, the Additional Adjustment has not been specifically approved by Unitholders upon purchase of the Units.

Based on the unaudited *pro forma* financial information of FLT (“**Unaudited Pro Forma Financial Information**”) for the financial period ended 31 December 2015 (“**1Q FY2016**”) which are set out in the Prospectus, the net tangible assets (“**NTA**”) and net assets value (“**NAV**”) of FLT as at 31 December 2015 was A\$1,223.3 million and A\$1,223.3 million respectively.

The aggregate amount of the Additional Adjustment is a sum of A\$1,122,170 (being 0.09% of FLT’s NTA as at 31 December 2015 and 0.09% of FLT’s NAV as at 31 December 2015, respectively).

Accordingly, the value of the Additional Adjustment (aggregated with other interested person transactions with the FCL Group (as defined herein)) is less than 3.0% of FLT’s NTA and NAV and does not exceed the respective relevant thresholds under the Listing Manual and Property Funds Appendix.

2.6 Review by and approval of the Audit, Risk and Compliance Committee

As contemplated in the Prospectus, the Audit, Risk and Compliance Committee has reviewed and approved the decision to exercise the Martin Brower Call Option and acquire the Martin Brower Property.

Based on the rationale for and benefits of the Martin Brower Acquisition, including as disclosed in the section of the Prospectus entitled “Overview – Key Investment Highlights” and taking into account that the Adjusted Consideration is at a discount to the new independent valuations conducted by Savills and Urbis, the Audit, Risk and Compliance Committee is of the view that the exercise of the Martin Brower Call Option is based on normal commercial terms and would not be prejudicial to the interests of FLT or its minority Unitholders.

Taking into account the rationale for the Additional Adjustment and the new valuations by Savills and Urbis, the Audit, Risk and Compliance Committee has also reviewed and is of the opinion that the Additional Adjustment is on normal commercial terms and would not be prejudicial to the interests of FLT or its minority Unitholders.

3. RATIONALE FOR AND BENEFIT OF THE MARTIN BROWER ACQUISITION

As highlighted in the section of the Prospectus entitled “Overview – Key Investment Highlights”, the Martin Brower Acquisition represents an opportunity for FLT to elect to purchase a completed property as part of its Sponsor-driven inorganic growth. The Martin Brower Acquisition forms an aspect of FLT’s strong acquisition growth potential.

The completion of the Martin Brower Acquisition has resulted in:

- (a) the weighted average lease expiry of FLT’s portfolio (by adjusted gross rental

income) as at 30 September 2016 increasing from 6.6 years to 7.0 years;

- (b) the occupancy¹ rate of FLT's portfolio as at 30 September 2016 increasing from 99.2% to 99.3%; and
- (c) the Portfolio Age² falling from 6.5 years to 6.2 years.

4. METHOD OF FINANCING AND FINANCIAL EFFECTS OF THE MARTIN BROWER ACQUISITION

4.1 Method of Financing

The Martin Brower Acquisition (including stamp duty payable of approximately A\$3.2 million) has been funded by: (i) an aggregate of A\$41.0 million of debt drawdown from FLT's existing five-year revolving credit facility (the "RCF") and (ii) approximately A\$20.5 million from FLT's working capital. As at 30 September 2016, the aggregate leverage of FLT is 28.2%. With the further A\$41.0 million of debt drawn down from the RCF, the aggregate leverage of FLT as at the date of this announcement has increased from 28.2% to 29.8%.

4.2 Pro Forma Financial Effects of the Martin Brower Acquisition

The pro forma financial effects of the Martin Brower Acquisition on the distribution per Unit ("DPU") and the NAV per Unit presented below are **strictly for illustrative purposes only** and were prepared based on the Unaudited Pro Forma Financial Information for 1Q FY2016 which are set out in the Prospectus, adjusted to include retained earnings for 1Q FY2016 from the properties comprising the IPO Portfolio (save for the Mazda Property, CEVA Logistics Property and Schenker Extension) (each as defined in the Prospectus) of an aggregate sum of approximately A\$13.6 million.³

4.2.1 In addition, the *pro forma* financial effects presented below also take into account the following assumptions:

- (i) the Martin Brower Acquisition is funded from A\$41.0 million of debt drawdown from the RCF and approximately A\$20.5 million from FLT's working capital;

1 Calculated as the leased area of FLT's portfolio over the gross lettable area (calculated in accordance with the Property Council of Australia's method of measurement for measuring gross lettable area (non-retail) and using the dominant use area).

2 The term "Portfolio Age" refers to the average age of the buildings of the properties comprising FLT's portfolio as at 30 September 2016.

3 This adjustment is being made as the Unaudited Pro Forma Financial Information for 1Q FY2016 as set out in the Prospectus was prepared on the assumption that all 51 properties comprising the IPO Portfolio were acquired only on 31 December 2015. Accordingly, the retained earnings from the IPO Portfolio over the 1Q FY2016 financial period were not taken into account in the Unaudited Consolidated Pro Forma Balance Sheet as at 31 December 2015 which was set out in the Prospectus. The REIT Manager is of the view that presenting the *pro forma* financial effects of the Martin Brower Acquisition without accounting for such retained earnings would be misleading and incomplete.

The Mazda Property, CEVA Logistics Property and Schenker Extension were under development during 1Q FY2016 and were not income-producing. For the avoidance of doubt, such retained earnings would have been taken into account if computing the *pro forma* NAV and NAV per Unit as at 31 December 2015 and would be reflective of FLT's actual performance over the relevant financial period.

- (ii) development of the Martin Brower Property was completed on 1 October 2015 and the pre-committed tenancy had commenced then;
- (iii) the issue price for the issuable Units (to be issued as payment of REIT management fees and HAUT management fees for 1Q FY2016) is S\$0.915 per Unit (being the closing price of the Units on 29 November 2016); and
- (iv) the exchange rate between Australian dollar and Singapore dollar is A\$1.00 : S\$1.0681.

4.2.2 The pro forma financial effects are for **illustrative purposes only** and do not represent FLT's DPU and/or NAV per Unit following the completion of the Martin Brower Acquisition. Unitholders should note that the pro forma financial effects set out below are:

- (a) based on the Unaudited Pro Forma Financial Information as audited financial statements for FLT are not yet available; and
- (b) prepared in respect of 1Q FY2016 only (and not in respect of the full financial year ended 30 September 2015 ("FY2015")) as the Pro Forma Financial Information for FY2015 as set out in the Prospectus was prepared on the assumption that FLT's portfolio for FY2015 comprises only 49 properties of which 12 properties were acquired by FLT at different times during the course of FY2015 upon the earlier of development activities being concluded or the tenancies for the relevant property commencing, and accordingly, the financial impact from these 12 properties will not be a full year impact for the entire of FY2015.

4.2.3 Pro Forma Financial Effects for 1Q FY2016

(i) **Pro Forma DPU**

FOR ILLUSTRATIVE PURPOSES ONLY: the *pro forma* financial effects of the Martin Brower Acquisition on the DPU for 1Q FY2016 (based on the Unaudited Pro Forma Financial Information), as if FLT had completed the Martin Brower Acquisition on 1 October 2015 and held the Martin Brower Property through to 31 December 2015 are as follows:

| | Pro Forma Financial Effects | | |
|---|---|---|---|
| | Unaudited Pro Forma Financial Information for 1Q FY2016 | After the Martin Brower Acquisition <u>only</u> | After the three Call Option Acquisitions ⁽¹⁾ |
| Net Property Income (A\$ '000) | 25,932 | 26,967 | 28,278 |
| Distributable Income (A\$ '000) | 18,842 | 19,273 | 19,686 |
| Issued and issuable Units ('000) | 1,427,251 ⁽²⁾ | 1,427,344 ⁽³⁾ | 1,427,449 ⁽⁴⁾ |

| | Pro Forma Financial Effects | | |
|--------------------------------------|---|---|---|
| | Unaudited Pro Forma Financial Information for 1Q FY2016 | After the Martin Brower Acquisition <u>only</u> | After the three Call Option Acquisitions ⁽¹⁾ |
| DPU (Singapore cents) ⁽⁵⁾ | 1.41 | 1.44 | 1.47 |

Notes:

- (1) "Call Option Acquisitions" refers to the Martin Brower Acquisition and Indian Drive and Pearson Road Acquisitions collectively. FLT had on 31 August 2016, exercised the *call options* in respect of the Indian Drive Property and Pearson Road Property and completed the Indian Drive and Pearson Road Acquisitions. (Please see the announcement dated 31 August 2016 for further details.)
- (2) Comprises (i) the 1,425,150,000 Units issued under the Offering and (ii) the 2,100,636 Units issued on 8 November 2016 for payment of the REIT management fees and HAUT management fees. The issue price of the issued Units is S\$0.89 per Unit (for the 1,425,150,000 Units issued under the Offering) and S\$0.9756 per Unit (for the 2,100,636 Units issued on 8 November 2016 as payment of the REIT management fees and HAUT management fees).
- (3) Comprises (i) the 1,425,150,000 Units issued under the Offering, (ii) the 2,100,636 Units issued on 8 November 2016 for payment of the REIT management fees and HAUT management fees; and (iii) approximately 0.09 million new Units which are issuable as payment of REIT management fees and HAUT management fees for 1Q FY2016 (taking into account the inclusion of the Martin Brower Property in FLT's portfolio). The issue price for the issuable Units (which are to be issued as payment of management fees for 1Q FY2016) is assumed to be S\$0.915 per Unit (being the closing price of the Units on 29 November 2016).
- (4) Comprises (i) the 1,425,150,000 Units issued under the Offering, (ii) the 2,100,636 Units issued on 8 November 2016 for payment of the REIT management fees and HAUT management fees; and (iii) approximately 0.20 million new Units which are issuable as payment of REIT management fees and HAUT management fees for 1Q FY2016 (taking into account the inclusion of the Martin Brower Property, the Indian Drive Property and the Pearson Road Property in FLT's portfolio). The issue price for the issuable Units (which are to be issued as payment of management fees for 1Q FY2016) is assumed to be S\$0.915 per Unit (being the closing price of the Units on 29 November 2016).
- (5) Based on an assumed exchange rate between Australian dollar and Singapore dollar of A\$1.00 : S\$1.0681.

(ii) **Pro Forma NAV per Unit**

FOR ILLUSTRATIVE PURPOSES ONLY: the *pro forma* financial effects of the Martin Brower Acquisition on the NAV per Unit as at 31 December 2015 (based on the Unaudited Pro Forma Financial Information), as if the Martin Brower Acquisition was completed on 31 December 2015, are as follows:

| | Pro Forma Financial Effects | | |
|----------------|---|---|---|
| | Unaudited Pro Forma Financial Information for 1Q FY2016 | After the Martin Brower Acquisition <u>only</u> | After the three Call Option Acquisitions ⁽¹⁾ |
| NAV (A\$ '000) | 1,236,839 ⁽²⁾ | 1,236,839 | 1,236,839 |

| | Pro Forma Financial Effects | | |
|--|---|---|---|
| | Unaudited Pro Forma Financial Information for 1Q FY2016 | After the Martin Brower Acquisition <u>only</u> | After the three Call Option Acquisitions ⁽¹⁾ |
| Issued Units⁽³⁾ (’000) | 1,427,251 | 1,427,251 | 1,427,251 |
| NAV per Unit (Australian cents) | 86.7 ⁽³⁾ | 86.7 | 86.7 |

Notes:

- (1) “**Call Option Acquisitions**” refers to the Martin Brower Acquisition and Indian Drive and Pearson Road Acquisitions collectively. FLT had on 31 August 2016, exercised the *call options* in respect of the Indian Drive Property and Pearson Road Property and completed the Indian Drive and Pearson Road Acquisitions. (Please see the announcement dated 31 August 2016 for further details.)
- (2) Based on the Unaudited Pro Forma Financial Information and adjusted to include retained earnings for 1Q FY2016 from the properties comprising the IPO Portfolio (save for the Mazda Property, CEVA Logistics Property and Schenker Extension) of an aggregate sum of approximately A\$13.6 million.
- (3) Comprises (i) the 1,425,150,000 Units issued under the Offering and (ii) the 2,100,636 Units issued on 8 November 2016 for payment of the REIT management fees and HAUT management fees. The issue price of the issued Units is S\$0.89 per Unit (for the 1,425,150,000 Units issued under the Offering) and S\$0.9756 per Unit (for the 2,100,636 Units issued on 8 November 2016 as payment of the REIT management fees and HAUT management fees).

5. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL UNITHOLDERS OF FLT

5.1 As at the date of this announcement, the interests of the directors of the REIT Manager (“**Directors**”) in the Martin Brower Acquisition are as follows:

- (i) Mr Lim Ee Seng is a Non-Executive Director of the REIT Manager;
- (ii) Mr Michael Bowden Newsom is a Non-Executive Director of the REIT Manager, the General Counsel of the FPA group and holds numerous directorships of property development companies in Australia which are wholly-owned subsidiaries of FPA; and
- (iii) Mr Panote Sirivadhanabhakdi is a Non-Executive Director of the REIT Manager, the Group Chief Executive Officer of FCL, a director of other entities within the FCL Group⁴ other than the REIT Manager and a director of various entities within the TCC Group⁵ (which is the controlling shareholder of the FCL Group).

⁴ “**FCL Group**” means FCL and its subsidiaries and entities held or managed, directly or indirectly, by FCL (including the entities comprising the FPA group).

⁵ “**TCC Group**” refers to the companies and entities in the TCC Group which are controlled by Mr Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi.

- 5.2 Based on the Register of Directors' Unitholdings maintained by the REIT Manager, the Directors and their direct or deemed interest in the Units as at the date of this announcement are as follows.

| Name of Director | Direct Interest | | Deemed Interest | | Total No. of Units held | % |
|-----------------------------|-------------------|--------|-------------------|--------|-------------------------|--------|
| | No. of Units held | % | No. of Units held | % | | |
| Mr Ho Hon Cheong | 583,000 | 0.0408 | 438,000 | 0.0307 | 1,021,000 | 0.0715 |
| Mr Panote Sirivadhanabhakdi | - | - | 89,887,000 | 6.2979 | 89,887,000 | 6.2979 |
| Mr Lim Ee Seng | 400,000 | 0.0280 | - | - | 400,000 | 0.0280 |
| Mr Michael Bowden Newsom | - | - | 60,000 | 0.0042 | 60,000 | 0.0042 |
| Mr Goh Yong Chian | 300,000 | 0.0210 | - | - | 300,000 | 0.0210 |
| Mr Paul Gilbert Say | - | - | 150,000 | 0.0105 | 150,000 | 0.0105 |

- 5.3 Based on the Register of Substantial Unitholders' Unitholdings maintained by the REIT Manager, the Substantial Unitholders and their interests in the Units as at the date of this announcement are as follows:

| Name of Substantial Unitholder | Direct Interest | | Deemed Interest | | Total No. of Units held | % |
|---|-------------------|---|-------------------|-------|-------------------------|-------|
| | No. of Units held | % | No. of Units held | % | | |
| FCL Investments (Industrial) Pte. Ltd. ⁽¹⁾ | - | - | 294,255,636 | 20.62 | 294,255,636 | 20.62 |
| TCC Group Investments Limited ⁽²⁾ | - | - | 89,887,000 | 6.30 | 89,887,000 | 6.30 |

Notes:

- (1) Pursuant to a declaration of trust dated 21 June 2016 by Australand Property Limited ("APL") as trustee of Australand Property Trust ("APT"), in favour of FCL Investments (Industrial) Pte. Ltd. ("FCLI"), all of the Units held by APL, as trustee of APT, are held on trust in favour of FCLI. Accordingly, FCLI is deemed interested in the Units held by APL, as trustee of APT. FCL is the immediate holding company of FCLI and accordingly, FCL is deemed to be interested in the Units which FCLI has an interest in.

Each of InterBev Investment Limited, International Beverage Holdings Limited, Thai Beverage Public Company Limited, TCC Assets Limited, Siriwana Company, Limited., Maxtop Management Corp., Risen Mark Enterprise Ltd., Golden Capital (Singapore) Limited, MM Group Limited, Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi is deemed interested in the Units held by FCL based on their respective shareholdings (direct or indirect) in FCL as at the date of this announcement.

- (2) TCC Group Investments Limited is a British Virgin Islands company that is owned equally by Atinant Bijananda, Thapana Sirivadhanabhakdi, Wallapa Traisorat, Thapanee Techajareonvikul and Panote Sirivadhanabhakdi in equal proportions. As each of them holds 20.0% of the issued share capital of TCC Group Investments Limited, they are each deemed interested in TCC Group Investments Limited's interest in the Units.

6. OTHER INFORMATION

6.1 Director's Service Contracts

No person is proposed to be appointed as a Director of the REIT Manager in connection with the Martin Brower Acquisition or any other transactions contemplated in relation to the Martin Brower Acquisition.

6.2 Relative Figure Computed on the Basis Set Out in Rule 1006 of the Listing Manual

The relative figure computed on the basis set out in Rule 1006(c) of the Listing Manual is as follows:

| Comparison of: | The Martin Brower Acquisition | FLT | Relative Percentage |
|---|-------------------------------|------------------------|---------------------|
| Aggregate value of the Agreed Consideration against market capitalisation (S\$ million) | 62.2 ⁽¹⁾ | 1,311.8 ⁽²⁾ | 4.7% |

Notes:

- (1) Based on an exchange rate of A\$1.00 : S\$1.0681.
- (2) Based on S\$0.9191 per Unit, being the weighted average price of the Units transacted on the SGX-ST on 29 November 2016, which is the market day preceding the date of exercise of the Martin Brower Call Option.

Rule 1006(b) is not applicable as development of the Martin Brower Property was only recently completed and no profits are attributable to the properties for the relevant financial periods.

FLT is established with the investment strategy of principally investing globally, directly or indirectly, in a diversified portfolio of income-producing real estate assets which are predominantly used for logistics or industrial purposes⁶, whether wholly or partially, as well as such industrial⁷ real estate-related assets in connection with the foregoing, with an initial focus on Australia. Accordingly, the REIT Manager is of the view that the Martin Brower Acquisition is in the ordinary course of FLT's business as it falls within FLT's investment policy and does not change its risk profile. As such, the Martin Brower Acquisition is not subject to Chapter 10 of the Listing Manual.

7. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the REIT Manager⁸ at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958 from the date of this announcement up to and including the date falling three months after the date of this announcement:

- (i) the Call Option Agreement;

6 Such real estate assets used for "logistics" or "industrial" purposes also include office components ancillary to the foregoing purposes.

7 References to real estate assets used for "industrial" purposes means real estate assets used for "industrial" or "logistics" purposes interchangeably.

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

- (ii) the Contract of Sale;
- (iii) the Incentive Reimbursement Deed in relation to the Martin Brower Property;
- (iv) the valuation certificates and the full valuation reports by Savills in respect of the new valuations commissioned for the Martin Brower Property; and
- (v) the valuation certificates and the full valuation reports by Urbis in respect of the new valuations commissioned for the Martin Brower Property.

The deed of trust constituting FLT dated 30 November 2015 (as amended) will also be available for inspection for so long as FLT is in existence.

By Order of the Board

Frasers Logistics & Industrial Asset Management Pte. Ltd.

(Registration Number: 201528178Z)

(as manager of Frasers Logistics & Industrial Trust)

Catherine Yeo

Company Secretary

30 November 2016

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute or form part of an offer, solicitation or invitation of any offer, to buy or subscribe for any securities of FLT in Singapore or any other jurisdiction, nor should it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever.

The value of the Units and the income derived from them may fall or rise. The Units are not obligations of, deposits in, or guaranteed by the REIT Manager, Perpetual (Asia) Limited, in its capacity as trustee of FLT, the Sponsor, the Joint Global Coordinators or the Joint Bookrunners.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Unitholders have no right to request that the REIT Manager redeem or purchase 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 may contain forward-looking statements that involve assumptions, 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. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of FLT. The forecast financial performance of FLT is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the REIT Manager's current view of future events.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction.