



FRASERS LOGISTICS & INDUSTRIAL TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 30 November 2015
(as amended, restated and supplemented))

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the holders of units of Frasers Logistics & Industrial Trust ("FLT", and the holders of units of FLT, the "Unitholders") will be held on 26 July 2017 at 3.00 p.m. at InterContinental Singapore, Ballroom II & III (Level 2), 80 Middle Road, Singapore 188966, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

(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, 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 (the "Circular") issued by Frasers Logistics & Industrial Asset Management Pte. Ltd., as manager of FLT (the "Manager") to Unitholders), respectively from seven indirect wholly-owned trusts or subsidiaries of Frasers Centrepoint 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 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.

BY ORDER OF THE BOARD

Frasers Logistics & Industrial Asset Management Pte. Ltd.
(as manager of Frasers Logistics & Industrial Trust)
(Company Registration No. 201528178Z)

Ho Hon Cheong

Chairman and Independent Non-Executive Director

11 July 2017

Notes:

1. A Unitholder who is not a Relevant Intermediary entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote instead of the Unitholder. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies the proportion of the Unitholder's holdings (expressed as a percentage of the whole) to be represented by each proxy.
2. A Unitholder who is a Relevant Intermediary entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different unit in FLT ("Unit") or Units held by such Unitholder. Where such Unitholder appoints more than two proxies, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.
"Relevant Intermediary" means:
 - (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds Units in that capacity; or
 - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. The instrument appointing a proxy or proxies (as the case may be) must be deposited with the company secretary of the Manager at the office of FLT's Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 23 July 2017 at 3.00 p.m., being 72 hours before the time appointed for holding the Extraordinary General Meeting.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

IMPORTANT NOTICE

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

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

The past performance of FLT is not necessarily indicative of the future performance of FLT.