

SGX-ST ANNOUNCEMENT

For immediate release

THE PROPOSED ACQUISITION OF INTERESTS IN 21 PROPERTIES IN GERMANY AND THE NETHERLANDS

Unless otherwise stated, the S\$ equivalent of the A\$ figures and € figures in this Announcement have been arrived at based on assumed exchange rates of A\$1 : S\$1.02 and €1 : S\$1.63, respectively.

1. Introduction

Frasers Logistics & Industrial Asset Management Pte. Ltd., as manager of Frasers Logistics & Industrial Trust (“**FLT**”) (the “**Manager**”), is pleased to announce that Perpetual (Asia) Limited, as trustee of FLT (the “**Trustee**”), has through FLT Europe Pte. Ltd. (the “**FLT Singapore SPV**”)¹, entered into a conditional share purchase agreement (the “**Share Purchase Agreement**”) with Frasers Property Investments (Holland) B.V. (the “**Vendor**”) on 19 April 2018 to acquire all the issued shares of FPE Logistics B.V. (the “**Dutch Target Company**”), which will in turn (directly or indirectly) own equity interests in holding companies (the “**Property Holding Companies**”) which hold predominantly freehold interests in 21 industrial properties (the “**New Properties**”), comprising 17 properties in Germany and four properties in the Netherlands (the “**Proposed Acquisition**”). The Proposed Acquisition is expected to be completed by June 2018.

The purchase consideration payable under the Share Purchase Agreement (the “**Purchase Consideration**”) is intended to be partially funded by way of a private placement to institutional and other investors (the “**Private Placement**”) and a non-renounceable preferential offering of new units in FLT (“**Units**”, and the new Units to be issued under the Equity Fund Raising (as defined herein), the “**New Units**”) to existing unitholders of FLT (“**Unitholders**”) on a *pro rata* basis (the “**Preferential Offering**”, and together with the Private Placement, the “**Equity Fund Raising**”, which together with the Proposed Acquisition, will be collectively referred to as the “**Proposed Transaction**”). The Private Placement will, subject to Unitholders’ approval, include a proposed issue and placement of New Units to Frasers Property Limited (formerly known as Frasers Centrepont Limited) (“**FPL**” or the “**Sponsor**”) and its subsidiaries (“**FPL Group**”, and the proposed issue and placement of New Units to the FPL Group, the “**FPL Placement**”) as well as TCC Group Investments Limited (“**TCCGI**”)², and the proposed issue and placement of the New Units to TCCGI, the “**TCCGI Placement**”).

1 The FLT Singapore SPV is a wholly-owned subsidiary of the Trustee.

2 TCCGI is a company that is owned by Atinant Bijananda, Thapana Sirivadhanabhakdi, Wallapa Traisorat, Thapanee Techajareonvikul and Panote Sirivadhanabhakdi in equal proportions. Panote Sirivadhanabhakdi is a director of the Manager and a director and the Group Chief Executive Officer of FPL, and Atinant Bijananda, Thapana Sirivadhanabhakdi, Wallapa Traisorat and Thapanee Techajareonvikul are his siblings.

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.

2. The Proposed Acquisition of the New Properties

2.1 Details on the New Properties

With a total gross lettable area (“**GLA**”) of approximately 595,000 square metres (“**sq m**”), the New Properties are predominantly freehold³ and strategically located within the major logistics clusters of Germany and the Netherlands. The New Properties have 100% occupancy with a long **WALE**⁴ of 8.0 years, underpinned by 20 high-quality tenants from primary industries of the resilient German and Dutch economies, including logistics services, automotive, food logistics and industrial manufacturing. These include multinational corporations with investment grade ratings and publicly listed corporations such as BMW Group, Volkswagen, Mainfreight, DSV Solutions, Constellium and Transgourmet. 89% of leases have CPI-linked indexation or fixed rental escalations. With an average portfolio age of 7.0 years⁵, the New Properties are modern logistics facilities with high specifications. Further details of the New Properties are set out in an appendix to this Announcement (the “**Appendix**”).

2.2 Valuation and Purchase Consideration

The Trustee has commissioned an independent valuer, CBRE Ltd (“**CBRE**”), and the Manager has commissioned an independent valuer, Colliers International Valuation UK LLP (“**Colliers**”, and collectively with CBRE, the “**Independent Valuers**”), to respectively value the New Properties.

The appraised value for the New Properties (the “**New Properties Appraised Value**”), being the aggregate of the higher of the two independent valuations of each New Property conducted by the Independent Valuers as at 31 March 2018, is approximately €603.9 million (approximately S\$984.4 million).

The agreed purchase price for the New Properties, which takes into account the independent valuations conducted by the Independent Valuers, is approximately €596.8 million⁶ (approximately S\$972.8 million) (the “**Property Purchase Price**”). The Property Purchase Price represents a discount of approximately 1.2% to the New Properties Appraised Value.

The Purchase Consideration in cash in Euros is approximately €316.2 million (approximately S\$515.4 million). The Purchase Consideration is based on (i) the Property Purchase Price which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations described herein, as adjusted for the estimated net assets and liabilities of the Dutch Target Company (including the existing debt facilities of the Property Holding Companies to be assumed by FLT amounting to approximately €262.7 million (approximately S\$428.2 million)) as well as FLT’s effective interests in each entity held under the Dutch Target Company (subject to further adjustments based on the actual consolidated net assets and liabilities of the Dutch Target Company at completion of the Proposed Acquisition) and (ii) the amount of an inter-company loan owing by the Dutch Target Company to the Vendor as at the completion of the Proposed Acquisition (the “**Inter-Company Loan**”) to

3 Approximately 93.0% of the New Properties by New Properties Appraised Value (as defined herein) comprises freehold land.

4 “**WALE**” refers to the weighted average lease expiry as at 31 December 2017 computed through application of “**Gross Rental Income**” (in respect of the New Properties, being the contracted rental income and estimated recoverable outgoings of the New Properties) for the month of December 2017.

5 Weighted average age as at 31 December 2017 based on the higher of the two independent valuations of the New Properties conducted by the Independent Valuers (as defined herein).

6 Based on 100% interest in each of the New Properties and on the basis of the completion of the committed asset enhancement works (where applicable).

be assigned to the FLT Singapore SPV.

(See the Appendix for further details regarding the valuations of the New Properties.)

2.3 Certain Terms and Conditions of the Share Purchase Agreement

The principal terms of the Share Purchase Agreement dated 19 April 2018 include, among others, the following:

- (i) the completion of the Proposed Acquisition is subject to the satisfaction of certain conditions precedent, which includes (a) the Manager obtaining the approval of the Unitholders at an extraordinary general meeting of the Unitholders (“**EGM**”) to be convened; and (b) the Manager procuring financing for the Proposed Acquisition and the assignment of the Inter-Company Loan on terms reasonably satisfactory to the Manager;
- (ii) if, at any time prior to completion of the Proposed Acquisition, any one or more of the New Properties is/are materially damaged⁷ (i) either party to the Share Purchase Agreement (“**Party**”) may terminate the agreement; or (ii) both Parties shall co-operate and discuss on the mechanism to exclude the materially damaged New Property or New Properties, or the Property Holding Companies which hold the materially damaged New Property or New Properties, as the case may be, and proceed with the Proposed Acquisition, in which case the Parties shall in good faith discuss and make adjustments to the Purchase Consideration payable;
- (iii) in addition, if any one or more of the New Properties is/are materially damaged, and either singly or in aggregate, results in the situation where 30.0% or more of the aggregate of the Property Purchase Price of the portfolio of New Properties to be acquired by the FLT Singapore SPV pursuant to the Share Purchase Agreement (excluding the materially damaged New Property or New Properties, as the case may be) will be made up by New Properties located in the Netherlands, the FLT Singapore SPV may terminate the Share Purchase Agreement;
- (iv) if, at any time prior to completion of the Proposed Acquisition, any one or more of the New Properties is damaged, but not materially damaged, then neither Party may on that account terminate the Share Purchase Agreement but the Vendor shall procure the relevant Property Holding Company to forthwith reinstate such New Property to its state and condition before the event of damage;
- (v) if, at any time prior to completion of the Proposed Acquisition, there is a change in the law (including subordinate legislation) or proposed change in the law (including subordinate legislation) with retroactive effect in relation to the transactions contemplated under the Share Purchase Agreement that materially increases either Party’s liabilities in relation to the transactions contemplated under the Share Purchase Agreement, such Party (the “**Terminating Party**”), may, in its sole discretion, choose to (i) terminate the agreement; or (ii) co-operate with the other Party and discuss on possible amendments to the transactions contemplated in the

⁷ “**materially damaged**” means, in respect of any of the New Properties, that there is damage to the New Property or any part of such New Property (i) which, either singly or in aggregate, causes, or will cause, results or will result in, the Gross Rental Income for the relevant calendar month falling by 10.0% or more of the Gross Rental Income for the full calendar month prior to the date of the Share Purchase Agreement, (ii) which, either singly or in aggregate, is such that the aggregate cost of reinstatement and repair of the damaged part of such New Property is more than 10.0% of the Property Purchase Price or (iii) which, either singly or in aggregate, is such that more than 10.0% of the aggregate lettable area of the New Properties is destroyed or rendered unusable for a period exceeding six months.

Share Purchase Agreement in order to reduce the liabilities to the Terminating Party resulting from the transactions contemplated in the Share Purchase Agreement to an amount comparable to its liabilities before such change, and proceed with the Proposed Acquisition.

Save for certain excepted claims in respect of which there shall be no limitation as regards the Vendor's liability, the maximum aggregate liability of the Vendor in respect of all claims (which shall include breach of warranties and claims under the indemnities) must not exceed the Purchase Consideration. The amount of a claim (together with the aggregate amount of any previous claims in respect of a breach of the warranties or the Vendor's obligations under the Share Purchase Agreement and claims under indemnities, which may be in respect of different subject matters) must be equal to or greater than €60,000. Claims for breach of tax-related warranties and under the tax-related indemnities must be made within five years of the end of the year of assessment in which the completion of the Proposed Acquisition falls and claims for breach of all other warranties and other indemnities must be made within 18 months after the completion of the Proposed Acquisition.

Please refer to the Circular (as defined herein) for further details on the Share Purchase Agreement.

2.4 Indemnity in relation to Taxation

The FLT Singapore SPV will also enter into a deed of indemnity (the "**Deed of Indemnity**") with the Vendor on or prior to completion of the Proposed Acquisition pursuant to which the Vendor will, among others, indemnify the FLT Singapore SPV (on behalf of FLT) against any claim for taxation in respect of or arising from (a) any transaction effected or deemed to have been effected on or before completion under the Share Purchase Agreement; or (b) by reference to any income, profits or gains earned, accrued or received on or before completion under the Share Purchase Agreement.

The above indemnities are subject to the limitations of liability set out in the Share Purchase Agreement.

2.5 Property Manager in respect of the New Properties

In connection with the Offering, Frasers Property Corporate Services Pte. Ltd. (formerly known as FCL Management Services Pte. Ltd.) ("**FPCS**") was appointed on 17 June 2016 as the property manager in respect of properties of FLT located outside of Australia pursuant to a master property management agreement entered into between the Trustee, the Manager and FPCS (the "**Master Property Management Agreement**"). In connection with the Proposed Acquisition and pursuant to the terms of the Master Property Management Agreement, FLT, through each of the Property Holding Companies, will enter into individual property management agreements to appoint Geneba Properties N.V., a subsidiary of FPL and a related corporation of FPCS (also a subsidiary of FPL), to provide property management (including lease management) and marketing services in respect of the New Properties.

2.6 Estimated Total Transaction Cost

The estimated total cost of the Proposed Transaction (the "**Total Transaction Cost**") is approximately €325.0 million (approximately S\$529.8 million), comprising:

- (i) the Purchase Consideration of €316.2 million (approximately S\$515.4 million);
- (ii) the acquisition fee payable to the Manager for the Proposed Acquisition pursuant to the trust deed dated 30 November 2015 (as amended and supplemented) constituting

FLT (the “**Trust Deed**”), which amounts to approximately €2.8 million (approximately S\$4.6 million) (the “**Acquisition Fee**”)⁸; and

- (iii) the estimated professional and other fees and expenses incurred or to be incurred by FLT in connection with the Proposed Transaction of approximately €6.0 million (approximately S\$9.8 million).

2.7 Payment of Acquisition Fee in Units

As the Proposed Acquisition will constitute an “interested party transaction” under Paragraph 5 of Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the “**MAS**” and Appendix 6, the “**Property Funds Appendix**”), the Acquisition Fee⁹ payable to the Manager in respect of the Proposed Acquisition will be in the form of Units (the “**Acquisition Fee Units**”), which shall not be sold within one year from the date of issuance.

2.8 Proposed Method of Financing the Proposed Transaction

The Total Transaction Cost is intended to be funded by a combination of equity and debt financing.

Based on an illustrative issue price of S\$1.00 per New Unit, the Equity Fund Raising will raise gross proceeds of up to approximately S\$525.0 million. The Manager will utilise the net proceeds of the Equity Fund Raising to partially fund the Total Transaction Cost, with the balance of the Total Transaction Cost to be funded by borrowings.

The Manager may take a bridging loan facility which can be drawn upon to, together with the net proceeds of the Private Placement and the borrowings, fully fund and complete the Proposed Acquisition (which may take place prior to the completion of the Preferential Offering). The net proceeds of the Preferential Offering will then be applied towards repayment of the bridging loan facility.

3. Equity Fund Raising

The structure and timing of the Equity Fund Raising have not been determined by the Manager. If and when the Manager decides to undertake the Equity Fund Raising, the Equity Fund Raising may, at the Manager’s absolute discretion and subject to the then prevailing market conditions, comprise:

- (i) a Private Placement of New Units to institutional and other investors, including FPL and TCCGI; and
- (ii) a non-renounceable Preferential Offering of New Units to the existing Unitholders on a *pro rata* basis.

It is proposed that the Private Placement will, subject to Unitholders’ approval, include the FPL Placement as well as the TCCGI Placement.

⁸ The acquisition fee in respect of each of the New Properties is 0.5% of the Property Purchase Price of the New Properties (in proportion to the effective interest which FLT will hold in each of the New Properties), and will only be paid on completion of the Proposed Acquisition in accordance with the terms of the Share Purchase Agreement.

⁹ Based on the Trust Deed, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the Acquisition Fee at the issue price of Units issued to finance or part finance the Proposed Acquisition in respect of which the Acquisition Fee is payable. In the event that there is a difference in the issue price for the Private Placement and the Preferential Offering, the Acquisition Fee Units will be received at the higher of the two issue prices.

The Manager has appointed DBS Bank Ltd., Merrill Lynch (Singapore) Pte. Ltd. and Citigroup Global Markets Singapore Pte. Ltd. as the joint global co-ordinators and bookrunners in relation to the Equity Fund Raising (the “**Joint Global Co-ordinators and Bookrunners**”).

It is anticipated that the New Units to be issued pursuant to any Equity Fund Raising that may be undertaken by the Manager (less the New Units to be subscribed under the FPL Irrevocable Undertaking and the TCCGI Irrevocable Undertaking (each as defined herein)) is to be underwritten by the Joint Global Co-ordinators and Bookrunners subject to, among others, then prevailing market conditions and mutual agreement to the terms of the Equity Fund Raising, such as the issue price of the New Units, and execution, on the terms and subject to the conditions of an underwriting agreement to be entered into between the Manager and the Joint Global Co-ordinators and Bookrunners (the “**Underwriting Agreement**”).

The Underwriting Agreement is anticipated to be signed upon the terms of the Equity Fund Raising being agreed upon, which will be after the approval of the relevant resolutions by the Unitholders at the EGM having been received.

The Manager will announce the details of the Equity Fund Raising on the SGXNET at the appropriate time when it launches the Equity Fund Raising in such structure and at such time as may be agreed with the Joint Global Co-ordinators and Bookrunners.

3.1 Use of Proceeds of the Equity Fund Raising

The Manager intends to utilise the net proceeds of the Equity Fund Raising to finance part of the Total Transaction Cost. Further details pertaining to the use of proceeds of the Equity Fund Raising (including details on the percentage allocation for each use) will be announced at the appropriate time.

Notwithstanding its current intention, the Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Equity Fund Raising at its absolute discretion for other purposes, including without limitation, the repayment of existing indebtedness and for funding capital expenditures.

Pending the deployment of the net proceeds of the Equity Fund Raising, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or to be used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

3.2 Undertaking by the FPL Group

To demonstrate its support for FLT and the Equity Fund Raising, FPL, which holds an aggregate direct and indirect interest in 309,642,483 Units, which is equivalent to approximately 20.36% of the Units in issue as at 12 April 2018, being the latest practicable date prior to the issue of this Announcement (the “**Latest Practicable Date**”) (the “**FPL Unitholding Percentage**”), has irrevocably undertaken (the “**FPL Irrevocable Undertaking**”) to the Manager and the Joint Global Co-ordinators and Bookrunners on 19 April 2018 that, among other things:

- (i) subject to any prohibitions or restrictions imposed by the relevant regulatory authorities (including Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), it will vote and/or procure that its wholly-owned subsidiaries vote (in respect of all Units beneficially owned by it or its wholly-owned subsidiaries) in favour of the resolution to approve the proposed issue of up to 525,000,000 New Units under the Equity Fund Raising and such other resolutions necessary or expedient for the purposes of the Equity Fund Raising;

- (ii) in the event that the Equity Fund Raising involves a Private Placement, FPL will subscribe, procure that its wholly-owned subsidiaries subscribe, and/or procure one or more of its existing subsidiaries and/or new subsidiaries/entities set up by FPL to hold Units, to subscribe and pay in full for, New Units under the Private Placement in order to maintain the FPL Unitholding Percentage (or such higher unitholding percentage in FLT as a result of Units being issued to the Manager as management fees (if applicable))¹⁰ following the Private Placement; and
- (iii) in the event that the Equity Fund Raising includes a Preferential Offering, it will accept, or procure the acceptance, in full of the provisional allocation of New Units under the Preferential Offering based on its and/or its subsidiaries' entitlement.

3.3 Undertaking by TCCGI

To demonstrate its support for FLT and the Equity Fund Raising, TCCGI, which holds a deemed interest in 89,887,000 Units, which is equivalent to approximately 5.91% of the Units in issue as at the Latest Practicable Date (the "**TCCGI Unitholding Percentage**"), has irrevocably undertaken (the "**TCCGI Irrevocable Undertaking**") to the Manager on 19 April 2018 that, among other things:

- (i) subject to any prohibitions or restrictions imposed by the relevant regulatory authorities (including the SGX-ST), it will vote and/or procure that its wholly-owned subsidiaries vote (in respect of all Units beneficially owned by it or its wholly-owned subsidiaries) in favour of the resolution to approve the proposed issue of up to 525,000,000 New Units under the Equity Fund Raising and such other resolutions necessary or expedient for the purposes of the Equity Fund Raising;
- (ii) in the event that the Equity Fund Raising involves a Private Placement, TCCGI will subscribe, procure that its nominees(s) or custodian(s) subscribe, and/or procure one or more of its existing subsidiaries and/or new subsidiaries/entities set up by TCCG to hold Units, to subscribe and pay in full for, New Units under the Private Placement in order to maintain the TCCG Unitholding Percentage following the Private Placement; and
- (iii) in the event that the Equity Fund Raising includes a Preferential Offering, it will accept, or procure the acceptance, in full of the provisional allocation of New Units under the Preferential Offering based on its entitlement.

¹⁰ The Units to be issued to the Manager as full or partial satisfaction of the management fees payable to the Manager will only be issued after the date of the FPL Irrevocable Undertaking but prior to the books closure date in respect of the Equity Fund Raising. The issuance of such management fee Units is in accordance with the Trust Deed and is not affected by the Equity Fund Raising or the FPL Irrevocable Undertaking. Accordingly the reference to such higher unitholding percentage in FLT as a result of the issuance of management fee Units refers to such higher percentage than the 20.36% held directly and indirectly by FPL as at the Latest Practicable Date arising from the issuance of such management fee Units. For the avoidance of doubt, this issuance of Units is for payment of the base management fee for the financial quarter from 1 January 2018 to 31 March 2018 and is separate from the Acquisition Fee payable to the Manager for the Proposed Acquisition.

4. Rationale for and Key Benefits of the Proposed Transaction

The Manager believes that the Proposed Transaction will bring the following key benefits to Unitholders:

4.1 Strategic Entry into the Attractive German and Dutch Logistics and Industrial Markets

- Germany and the Netherlands sit at the crossroads of key global trade routes
- Growth in German and Dutch logistics and industrial markets supported by positive underlying economy
- Robust net absorption trends driven by limited supply and strong demand drivers

4.2 Prime, Strategically Located and Predominantly Freehold Portfolio

- Stable leases backed by high quality tenants
- Modern logistics facilities with high specifications
- Predominantly located in major logistics clusters of Germany and the Netherlands

4.3 Enlarged and Diversified Portfolio Positioned for Long-term Growth

- Enhanced geographical diversification
- Increased proportion of freehold assets in the enlarged portfolio comprising the existing portfolio of FLT (the “**Existing Portfolio**”) and the New Properties (the “**Enlarged Portfolio**”)
- Reduced concentration risk in the top 10 tenants
- Improved portfolio WALE

4.4 Leveraging Sponsor’s Integrated Development and Asset Management Platform

- Access to the Sponsor’s widened integrated logistics and industrial platform
- Access to a visible right of first refusal pipeline
- Strong track record of enhancing value through asset enhancement initiatives (“**AEIs**”)

4.5 Consistent with the Manager’s Investment Strategy

- Proposed Acquisition is in line with FLT’s key objectives

Please refer to the Circular for further details on the rationale for and key benefits of the Proposed Transaction.

5. Certain Financial Information Relating to the Proposed Transaction

5.1 Pro Forma Financial Effects of the Proposed Transaction based on the FLT Unaudited Financial Statements (as defined herein)

The pro forma financial effects of the Proposed Transaction for the financial quarter from 1 October 2017 to 31 December 2017 (being a period of 92 days) (“**Q1 FY2018**”) on the DPU and NAV per Unit presented below are strictly for illustrative purposes only and were prepared based on:

- (i) FLT's unaudited financial statements¹¹ for Q1 FY2018 (the "**FLT Unaudited Financial Statements**"),
- (ii) the management accounts for the New Properties for Q1 FY2018 (save for the Logistics Group International ("**LGI**") Facility which was only acquired by FPL on 29 November 2017, and not including the AEIs being performed on the Constellium Facility and the Roman & Hellmann Facility) (the "**New Properties Management Accounts**") (translated at an exchange rate of €1 : A\$1.54),
- (iii) the management accounts for the LGI Facility for the period from 29 November 2017 to 31 December 2017 and extrapolated to 92 days (the "**LGI Facility Accounts**"),
- (iv) the estimated Net Property Income¹² generated for a 92-day period calculated based on the pre-committed lease for the Phase 1 expansion on the Constellium Facility which was completed on 1 January 2018 (the "**Constellium Phase 1 AEI Income**"),
- (v) the estimated Net Property Income¹² generated for a 92-day period calculated based on the pre-committed lease for the Phase 2 expansion on the Constellium Facility which was completed on 1 April 2018 (the "**Constellium Phase 2 AEI Income**"), and
- (vi) the estimated Net Property Income¹² generated for a 92-day period calculated based on the pre-committed lease for the expansion on the Roman & Hellmann Facility which is currently in progress and expected to be completed on 1 July 2018, adjusted for the assumed financing to be implemented for such expansion (the "**Roman & Hellmann Facility AEI Income**"),

taking into account the Total Transaction Cost, and certain assumptions including (but not limited to) the following:

- (i) approximately 493.6 million new Units are issued under the Private Placement and the Preferential Offering;
- (ii) Acquisition Fee of approximately €2.8 million paid in Units to the Manager in respect of the Proposed Acquisition;
- (iii) the balance of the Total Transaction Cost is financed by borrowings; and
- (iv) the Total Transaction Cost is translated at an exchange rate of €1 : S\$1.63.

11 In respect of the Existing Portfolio, save for (i) the Beaulieu Facility where the financial information was based on the period from 13 October 2017 (date of practical completion) to 31 December 2017 and extrapolated to 92 days, (ii) the Stanley Black & Decker Facility where the financial information was based on the period from 17 November 2017 (date of practical completion) to 31 December 2017 and extrapolated to 92 days, and (iii) the Clifford Hallam Facility where the financial information was extracted from the pro forma financial effects section as set out in the Circular to Unitholders dated 11 July 2017 in respect of the period from 1 June 2018 to 31 August 2018 (92 days).

12 The estimated Net Property Income (being Gross Rental Income less property operating expenses) based on the committed leases is used in respect of the Phase 1 and Phase 2 expansions of the Constellium Facility and expansion on the Roman & Hellmann Facility as to not do so would not be representative of the effects of the Proposed Acquisition and not be meaningful to investors.

- (i) The Phase 1 expansion on the Constellium Facility represents approximately 0.7% (by Net Property Income) of the New Properties to be acquired.
- (ii) The Phase 2 expansion on the Constellium Facility represents approximately 0.3% (by Net Property Income) of the New Properties to be acquired.
- (iii) The expansion on the Roman & Hellmann Facility represents approximately 4.3% (by Net Property Income) of the New Properties to be acquired.

For the avoidance of doubt, financial information obtained from the management accounts, estimated financial results and estimated annual net income in respect of the New Properties have taken into account the effective interests which FLT will be acquiring in the New Properties.

5.1.1 Pro Forma DPU

The pro forma financial effects of the Proposed Transaction on the DPU for Q1 FY2018, are strictly for illustration purposes only, as if (a) FLT had purchased the New Properties and the Proposed Transaction had completed on 1 October 2017, and (b) all the New Properties are or are assumed to be generating Net Property Income for Q1 FY2018, based on (i) the New Properties Management Accounts, (ii) the LGI Facility Accounts, (iii) the Constellium Phase 1 AEI Income, (iv) the Constellium Phase 2 AEI Income, and (v) the Roman & Hellmann Facility AEI Income, and are as follows:

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	Pro Forma Effects of the Proposed Transaction for Q1 FY2018	
	Before the Proposed Transaction	After the Proposed Transaction ⁽¹⁾
Net Property Income (A\$ m)	34.8	48.2 ^{(2), (3)}
Distributable Income (A\$ m)	25.9	35.0 ^{(2), (4)}
No. of Units ('000)	1,520,637 ⁽⁵⁾	2,019,810 ⁽⁶⁾
DPU (Australian cents)	1.70	1.73
DPU (Singapore cents)	1.80 ⁽⁷⁾	1.83 ⁽⁷⁾

Notes:

- (1) Taking into account the Equity Fund Raising, and that the balance of the Total Transaction Cost is financed with borrowings.
- (2) Based on an exchange rate of €1 : A\$1.54.
- (3) Adjusted for the property management fees payable (assumed at 2% of the contracted rental income for the New Properties).
- (4) Adjusted for the Manager's management fees and the property management fees payable (assumed at 2% of the contracted rental income for the New Properties) and related tax effects.
- (5) Number of issued and issuable Units entitled to distribution as at 31 December 2017 as stated in the FLT Unaudited Financial Statements.
- (6) Based on the issued and issuable Units as at 31 December 2017 in note (5) above and includes (a) New Units issued under the Equity Fund Raising, and (b) new Units issuable as payment of the Manager's base management fees and acquisition fees for the New Properties.
- (7) Based on an exchange rate of A\$1 : S\$1.06.

5.1.2 Pro Forma NAV

The pro forma financial effects of the Proposed Transaction on the NAV per Unit as at 31 December 2017, as if the Proposed Transaction had been completed on 31 December 2017, are as follows:

	Pro Forma Effects of the Proposed Transaction as at 31 December 2017	
	Before the Proposed Transaction	After the Proposed Transaction ⁽¹⁾
NAV (A\$ m)	1,339.7 ⁽²⁾	1,813.6 ⁽³⁾
No. of Units ('000)	1,521,894 ⁽⁴⁾	2,021,500 ⁽⁵⁾
NAV per Unit (A\$)	0.88	0.90

Notes:

- (1) Taking into account the Equity Fund Raising, and that the balance of the Total Transaction Cost is financed with borrowings.
- (2) Based on the FLT Unaudited Financial Statements.
- (3) Based on an exchange rate of €1 : A\$1.54.
- (4) Number of Units issued and issuable as at 31 December 2017.
- (5) Based on the issued and issuable Units as at 31 December 2017 in note (4) above and includes (a) New Units issued under the Equity Fund Raising, and (b) new Units issuable as payment of the Manager's base and performance management fees and acquisition fees for the New Properties.

5.1.3 Pro Forma Capitalisation

The following table sets forth the pro forma capitalisation of FLT as at 31 December 2017, as if FLT had completed the Proposed Transaction on 31 December 2017.

	Actual ⁽¹⁾ (A\$ m)	As adjusted for the Proposed Transaction ⁽²⁾ (A\$ m)
Total assets	1,987.1	2,932.8
Total debt	615.0	1,078.7
Total Unitholders' funds (excluding non-controlling interests)	1,339.7	1,795.8
Total Capitalisation	1,954.7	2,874.5
Gearing Ratio⁽³⁾ (%)	30.9	36.8

Notes:

- (1) Based on the FLT Unaudited Financial Statements.
- (2) Taking into account the Equity Fund Raising, and that the balance of the Total Transaction Cost is financed with borrowings.
- (3) Calculated based on gross debt divided by total assets.

5.2 Pro Forma Financial Effects of the Proposed Transaction based on the FLT Audited Financial Statements

The pro forma financial effects of the Proposed Transaction for the period from 20 June 2016 (being the "**Listing Date**") to 30 September 2017 (being a period of 467 days) on the DPU and NAV per Unit presented below are strictly for illustrative purposes only and were prepared based on:

- (i) the FLT Audited Financial Statements¹³,

13 FLT was dormant from 30 November 2015 (the date of its constitution) until 14 June 2016, being the acquisition date in respect of the properties in the Existing Portfolio which are not located in Queensland, Australia (the "**Non-Queensland Properties**"), when the acquisition by FLT of the 42 Non-Queensland properties forming part of the

- (ii) the management accounts for the New Properties for the period from 1 July 2017¹⁴ through to 30 September 2017 (92 days) (save for the BMW Group Moosthenning Facility and the LGI Facility which were only acquired by FPL on 9 October 2017 and 29 November 2017, respectively, and not including the AEIs being performed on the Constellium Facility and the Roman & Hellmann Facility) (the “**New Properties 4QFY2017 Management Accounts**”) (translated at an exchange rate of €1 : A\$1.54),
- (iii) the management accounts for the BMW Group Moosthenning Facility for Q1 FY2018 (the “**BMW Group Moosthenning Facility Accounts**”),
- (iv) the LGI Facility Accounts,
- (v) the Constellium Phase 1 AEI Income,
- (vi) the Constellium Phase 2 AEI Income, and
- (vii) the Roman & Hellmann Facility AEI Income,

taking into account the Total Transaction Cost, and certain assumptions including (but not limited to) the following:

- (i) approximately 493.6 million new Units are issued under the Private Placement and the Preferential Offering;
- (ii) Acquisition Fee of approximately €2.8 million paid in Units to the Manager in respect of the Proposed Acquisition;
- (iii) the balance of the Total Transaction Cost is financed by borrowings; and
- (iv) the Total Transaction Cost is translated at an exchange rate of €1 : S\$1.63.

For the avoidance of doubt, financial information obtained from the management accounts, estimated financial results and estimated annual net income in respect of the New Properties have taken into account the effective interests which FLT will be acquiring in the New Properties.

5.2.1 Pro Forma DPU

The pro forma financial effects of the Proposed Transaction on the DPU for the period from 20 June 2016 (being the Listing Date) through to 30 September 2017 (being a period of 467 days), are strictly for illustration purposes only, as if (a) FLT had purchased the New Properties and the Proposed Transaction had completed on 1 July 2017, and (b) all the New Properties (including the AEIs being performed on the Constellium Facility and the Roman & Hellmann Facility) are or are assumed to be generating Net Property Income for the period from 1 July 2017 through to 30 September 2017 (being a period of 92 days), based on (i) the New Properties 4QFY2017 Management Accounts, (ii) the BMW Group Moosthenning Facility Accounts, (iii) the LGI Facility Accounts, (iv) the Constellium Phase 1 AEI Income, (v) the Constellium Phase 2 AEI Income, and (vi) the Roman & Hellmann Facility AEI Income, and are as follows:

Existing Portfolio was completed. The acquisition of leasehold interests in the nine remaining properties located in Queensland, Australia, forming part of the Existing Portfolio was completed on the Listing Date when the grant of the leases was completed.

14 The acquisition of the New Properties (save for the BMW Group Moosthenning Facility and the LGI Facility) by FPL was only completed on 5 July 2017.

FOR ILLUSTRATION PURPOSES ONLY

	Pro Forma Effects of the Proposed Transaction for the period from Listing Date to 30 September 2017	
	Before the Proposed Transaction	After the Proposed Transaction ⁽¹⁾
Net Property Income (A\$ m)	169.7	182.3 ^{(2), (3)}
Distributable Income (A\$ m)	127.9	136.9 ^{(2), (4)}
No. of Units ('000)	1,519,129 ⁽⁵⁾	2,018,719 ⁽⁶⁾
DPU (Australian cents)	8.84	8.85
DPU (Singapore cents)	8.85 ⁽⁷⁾	8.88 ⁽⁷⁾

Notes:

- (1) Taking into account the Equity Fund Raising, and that the balance of the Total Transaction Cost is financed with borrowings.
- (2) Based on an exchange rate of €1 : A\$1.54.
- (3) Adjusted for the property management fees payable (assumed at 2% of the contracted rental income for the New Properties).
- (4) Adjusted for the Manager's management fees and the property management fees payable (assumed at 2% of the contracted rental income for the New Properties) and related tax effects.
- (5) Number of issued and issuable Units entitled to distribution as at 30 September 2017 as stated in the FLT Audited Financial Statements.
- (6) Based on the issued and issuable Units as at 30 September 2017 in note (5) above and includes (a) New Units issued under the Equity Fund Raising, and (b) new Units issuable as payment of the Manager's base and performance management fees and acquisition fees for the New Properties.
- (7) Based on an exchange rate of A\$1 : S\$1.00.

5.2.2 Pro Forma NAV

The pro forma financial effects of the Proposed Transaction on the NAV per Unit as at 30 September 2017, as if the Proposed Transaction had been completed on 30 September 2017, are as follows:

	Pro Forma Effects of the Proposed Transaction as at 30 September 2017	
	Before the Proposed Transaction	After the Proposed Transaction ⁽¹⁾
NAV (A\$ m)	1,337.5 ⁽²⁾	1,811.2 ⁽³⁾
No. of Units ('000)	1,519,599 ⁽⁴⁾	2,019,189 ⁽⁵⁾
NAV per Unit (A\$)	0.88	0.90

Notes:

- (1) Taking into account the Equity Fund Raising, and that the balance of the Total Transaction Cost is financed with borrowings.
- (2) Based on the FLT Audited Financial Statements.
- (3) Based on an exchange rate of €1 : A\$1.54.
- (4) Number of Units issued and issuable as at 30 September 2017.
- (5) Based on the issued and issuable Units as at 30 September 2017 in note (4) above and includes (a) New Units issued under the Equity Fund Raising, and (b) new Units issuable as payment of the Manager's base and performance management fees and acquisition fees for the New Properties.

5.2.3 Pro Forma Capitalisation

The following table sets forth the pro forma capitalisation of FLT as at 30 September 2017, as if FLT had completed the Proposed Transaction on 30 September 2017.

	Actual ⁽¹⁾ (A\$ m)	As adjusted for the Proposed Transaction ⁽²⁾ (A\$ m)
Total assets	1,976.3	2,904.4
Total debt	580.0	1,027.7
Total Unitholders' funds (excluding non-controlling interests)	1,337.5	1,793.6
Total Capitalisation	1,917.5	2,821.3
Gearing Ratio⁽³⁾ (%)	29.3	35.4

Notes:

- (1) Based on the FLT Audited Financial Statements.
- (2) Taking into account the Equity Fund Raising, and that the balance of the Total Transaction Cost is financed with borrowings.
- (3) Calculated based on gross debt divided by total assets.

6. Requirement of Unitholders' Approval

6.1 Major Transaction

Chapter 10 of the SGX-ST Listing Manual (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:

- (i) non-discloseable transactions;
- (ii) discloseable transactions;
- (iii) major transactions; and
- (iv) very substantial acquisitions or reverse take-overs.

A proposed acquisition 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 net profits attributable to the assets acquired, compared with FLT's net profits pursuant to Rule 1006(b) of the Listing Manual; and
- (ii) the aggregate value of the consideration given or received, compared with FLT's market capitalisation based on the total number of issued Units pursuant to Rule 1006(c) of the Listing Manual.

Rule 1006(d) of the Listing Manual is not applicable as FLT will not be issuing any units as consideration for the Proposed Acquisition.

6.2 Relative Figures computed on the Bases set out in Rule 1006

The relative figures computed on the bases set out in Rules 1006(b) and 1006(c) of the Listing Manual are as follows:

Comparison of:	The Proposed Acquisition	FLT	Relative figure (%)
Net Property Income⁽¹⁾ (A\$ m)	13.4 ⁽²⁾	34.8 ⁽³⁾	38.5
Purchase Consideration against market capitalisation (S\$ m)	515.4 ⁽⁴⁾	1,627.1 ⁽⁵⁾	31.7

Notes:

- (1) In the case of a REIT, Net Property Income is a close proxy to the net profits attributable to its assets.
- (2) Based on an exchange rate of €1 : A\$1.54. For Q1 FY2018, based on (i) the New Properties Management Accounts, (ii) the LGI Facility Accounts, (iii) the Constellium Phase 1 AEI Income, (iv) the Constellium Phase 2 AEI Income, and (v) the Roman & Hellmann Facility AEI Income. The Constellium Phase 1 AEI Income, the Constellium Phase 2 AEI Income and the Roman & Hellmann Facility AEI Income are used on the assumption that the AEIs on the Constellium Facility and the Roman & Hellmann Facility have been completed and are income-producing during Q1 FY2018. See paragraph 5.1 of this Announcement for further information.
- (3) Based on FLT's actual Net Property Income for Q1 FY2018 in the FLT Unaudited Financial Statements.
- (4) Based on an exchange rate of €1 : S\$1.63.
- (5) Based on the weighted average price of the Units transacted on the SGX-ST on 18 April 2018, being the market day preceding the date of signing of the Share Purchase Agreement, of S\$1.07 per Unit.

As seen in the table above, the Proposed Acquisition constitutes a “major transaction” under Rule 1014(1) of the Listing Manual (read with Rule 1006(c)) as (i) the Net Property Income attributable to the Proposed Acquisition is approximately 38.5% of FLT's Net Property Income for Q1 FY2018, and (ii) the Purchase Consideration for the Proposed Acquisition is approximately 31.7% of FLT's market capitalisation as at 18 April 2018, being the market day preceding the date of signing of the Share Purchase Agreement (based on the total number of issued Units in FLT).

6.3 Interested Person Transaction and Interested Party Transaction (collectively, “Related Party Transactions”)

As at the Latest Practicable Date, the FPL Group holds an aggregate direct and indirect interest in 309,642,483 Units, which is equivalent to approximately 20.36% of the total number of Units in issue as at the Latest Practicable Date, and is therefore regarded as a “controlling unitholder” of FLT for the purposes of both the Listing Manual and the Property Funds Appendix. In addition, as the Manager is a wholly-owned subsidiary of FPL, the FPL Group is therefore regarded as a “controlling shareholder” of the Manager for the purposes of both the Listing Manual and the Property Funds Appendix.

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

Therefore, the entry by the FLT Singapore SPV into the Share Purchase Agreement 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.

Given that the Purchase Consideration will be approximately €316.2 million (approximately S\$515.4 million) (which is 36.4% of both the latest audited net tangible assets (“**NTA**”) and the net asset value (“**NAV**”) of FLT as at 30 September 2017), the value of the Proposed Acquisition exceeds 5.0% of the NTA and the NAV of FLT. Accordingly, the Manager is

seeking the approval of Unitholders by way of an Ordinary Resolution¹⁵ of the Unitholders for the Proposed Acquisition.

FPL and its associates are prohibited from voting on the resolution to approve the Proposed Acquisition.

As the FPL Placement will involve the issue of New Units to the FPL Group, i.e. the same interested person as the Proposed Acquisition, it will also constitute an Interested Person Transaction under Chapter 9 of the Listing Manual to be aggregated with the Proposed Acquisition.

The New Units to be placed to the FPL Group under the FPL Placement will exceed 5.0% of the NTA and the NAV of FLT. Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution of the Unitholders for the FPL Placement.

TCCGI, which is deemed interested in approximately 5.91% of the total number of Units in issue as at the Latest Practicable Date, is a company that is owned by Atinant Bijananda, Thapana Sirivadhanabhakdi, Wallapa Traisorat, Thapanee Techajareonvikul and Panote Sirivadhanabhakdi in equal proportions. Accordingly, TCCGI is a company which Panote Sirivadhanabhakdi, a director of the Manager and a director and the Group Chief Executive Officer of FPL, and his family (being his siblings) have an interest of 30% or more, and is (for the purposes of the Listing Manual and the Property Funds Appendix) an “associate” of a director of the Manager. Accordingly, TCCGI is (for the purposes of the Listing Manual) an “interested person” of FLT.

As the TCCGI Placement will involve the issue of New Units to TCCGI, the TCCGI Placement will also constitute an Interested Person Transaction under Chapter 9 of the Listing Manual.

The New Units to be placed to TCCGI under the TCCGI Placement will not exceed 5.0% of the NTA and the NAV of FLT. Nonetheless, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution of the Unitholders for the TCCGI Placement.

Please refer to the Circular for further details on the Related Party Transactions.

6.4 Opinion of the Independent Financial Adviser and Statement of the Independent Directors and the Audit and Risk Committee

The Manager has appointed Deloitte & Touche Corporate Finance Pte Ltd as the independent financial adviser (the “**IFA**”) to advise the independent directors of the Manager (the “**Independent Directors**”), the audit, risk and compliance committee of the Manager (the “**Audit, Risk and Compliance Committee**”) and the Trustee in relation to the Proposed Acquisition, the FPL Placement and the TCCGI Placement. A copy of the letter from the IFA to the Independent Directors, the Audit, Risk and Compliance Committee and the Trustee (the “**IFA Letter**”), containing its advice in full in relation to the Proposed Acquisition, the FPL Placement and the TCCGI Placement will be set out in the Circular. Unitholders are advised to read the IFA Letter in its entirety carefully.

¹⁵ “**Ordinary Resolution**” means a resolution proposed and passed as such by a majority of votes being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed.

6.5 Interests of Directors and Substantial Unitholders

As at the Latest Practicable Date, the interests of the directors of the Manager (“**Directors**”) in the Proposed Transaction are as follows:

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

Based on the Register of Directors’ Unitholdings maintained by the Manager, the direct and deemed interests of the Directors in the Units as at the Latest Practicable Date 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	0.0383	438,000	0.0288	1,021,000	0.0671
Mr Goh Yong Chian	300,000	0.0197	-	-	300,000	0.0197
Mr Paul Gilbert Say	-	-	150,000	0.00986	150,000	0.00986
Mr Panote Sirivadhanabhakdi	-	-	89,887,000	5.91 ⁽¹⁾	89,887,000	5.91
Mr Lim Ee Seng	400,000	0.0263	-	-	400,000	0.0263
Mr Michael Bowden Newsom	-	-	60,000	0.00395	60,000	0.00395

Note:

- (1) Mr Panote Sirivadhanabhakdi holds 20.0% of the issued share capital of TCCGI and is deemed interested in TCCGI’s deemed interest in 89,887,000 Units.

Based on the Register of Substantial Unitholders’ Unitholdings maintained by the Manager, the Substantial Unitholders and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
Frasers Property Industrial Trust Holdings Pte. Ltd. ⁽¹⁾	-	-	308,959,770	20.318	308,959,770	20.318
Frasers Property Limited (formerly known as Frasers Centrepoint Limited) ⁽²⁾	-	-	309,642,483	20.363	309,642,483	20.363
TCC Group Investments Limited ⁽³⁾	-	-	89,887,000	5.91	89,887,000	5.91
Sumitomo Mitsui	-	-	90,856,514	5.9749	90,856,514	5.9749

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units held	%	No. of Units held	%		
Trust Holdings, Inc. ⁽⁴⁾						
Sumitomo Mitsui Trust Bank, Limited ⁽⁵⁾	-	-	90,289,214	5.9376	90,289,214	5.9376
Nikko Asset Management Co., Ltd. ⁽⁶⁾	-	-	90,370,714	5.9429	90,370,714	5.9429

Notes:

- (1) Australand Property Pty Limited (formerly known as Australand Property Limited) (“APL”), as trustee of Australand Property Trust, had declared a trust in favour of Frasers Property Industrial Trust Holdings Pte. Ltd. (formerly known as FCL Investments (Industrial) Pte. Ltd.) (“FPITHPL”) pursuant to a declaration of trust dated 21 June 2016. Pursuant to the declaration of trust, APL, as trustee of Australand Property Trust, holds Units upon trust absolutely for FPITHPL. Accordingly, FPITHPL is deemed interested in the Units held by APL, as trustee of Australand Property Trust.
- (2) FPL is interested in the Units held by APL, as trustee of Australand Property Trust, as Australand Property Trust is indirectly wholly-owned by FPL. FPL is also interested in the Units held by FPITHPL, as FPITHPL is indirectly wholly-owned by FPL. Each of InterBev Investment Limited, International Beverage Holdings Limited, Thai Beverage Public Company Limited, TCC Assets Limited, Siriwana Company Limited, Maxtop Management Corp., Risen Mark Enterprise Ltd., Golden Capital (Singapore) Limited, MM Group Limited, Charoen Sirivadhanabhakdi and Khunyng Wanna Sirivadhanabhakdi is deemed interested in the Units held by FPL based on their respective shareholdings (direct or indirect) as at the Latest Practicable Date.
- (3) TCCGI is a British Virgin Islands company that is owned 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 TCCGI, they are each deemed interested in TCCGI’s interest in the Units. As TCCGI holds its Units through a nominee account, its interest in the Units is a deemed interest.
- (4) Sumitomo Mitsui Trust Holdings, Inc. (“SMTH”) has a deemed interest in the Units, on the basis of its controlling interest in each of Sumitomo Mitsui Trust Asset Management Co., Ltd. (“SMTAM”) and Sumitomo Mitsui Trust Bank, Limited (“SMTB”). SMTB in turn has a controlling interest in Nikko Asset Management Co., Ltd. (“NAM”) which has a controlling interest in Nikko Asset Management International Limited (“NAMIL”). NAMIL has a controlling interest in Nikko Asset Management Asia Limited (“NAMAsia”) and separately holds more than 20% of the shareholdings of Affin Hwang Asset Management Berhad (“AHAM”). AHAM has a controlling interest in AIIMAN Asset Management (“AIIMAN”). Therefore, SMTH is deemed to have an interest in the Units held in aggregate by portfolios managed by SMTB, SMTAM, NAM, NAMAsia, AHAM and AIIMAN.
- (5) SMTB has a deemed interest in the Units: (i) held in aggregate by portfolios managed by it; and (ii) on the basis of its deemed interest arising out of its controlling interest in NAM which has a controlling interest in NAMIL. NAMIL in turn has a controlling interest in NAMAsia and separately holds more than 20% of the shareholdings of AHAM. AHAM has a controlling interest in AIIMAN. Therefore, SMTB is deemed to have an interest in the Units held in aggregate by portfolios managed by NAM, NAMAsia, AHAM and AIIMAN.
- (6) NAM has a deemed interest in the Units: (i) held in aggregate by portfolios managed by it; and (ii) on the basis of its deemed interest arising out of its controlling interest in NAMIL. NAMIL has a controlling interest in NAMAsia and separately holds more than 20% of the shareholdings of AHAM. AHAM has a controlling interest in AIIMAN. Therefore, NAM is deemed to have an interest in the Units held in aggregate by portfolios managed by NAMAsia, AHAM and AIIMAN.

6.6 Directors’ Service Contracts

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

7. Existing Related Party Transactions

Except for transactions with a value below S\$100,000¹⁶ and the Renewed Southeast Insurance of approximately A\$0.8 million¹⁷, both the Trustee and the Manager have not

¹⁶ Rules 905(1), 905(2) and 906 of the Listing Manual do not apply to any transaction below S\$100,000.

¹⁷ This refers to the renewal of FLT’s insurance policy with Southeast Insurance Public Company Limited (“**Southeast**”), an entity within the TCC Group. The Manager had in place an industrial special risk and public liability insurance coverage in relation to the properties in the Existing Portfolio effected by Frasers Property Australia Pty Ltd with Southeast for a term expiring on 30 September 2017 with the insurer noting the insured as FLT and its subsidiary entities (the “**Initial Southeast Insurance**”). Following the expiry of the Initial Southeast Insurance on 30 September 2017, the Manager renewed the insurance policy with Southeast on 1 October 2017 for a term of one year expiring on 30 September 2018 (the “**Renewed Southeast Insurance**”). The total premium paid in respect of the Renewed

entered into any Related Party Transaction with FPL or its respective subsidiaries and associates during the course of the current financial year ending 30 September 2018 up to the Latest Practicable Date.

8. Approval in-principle

The Manager is pleased to announce that approval in-principle was received on 19 April 2018 from the SGX-ST for the listing of and quotation on the Main Board of the SGX-ST of up to 525,000,000 New Units which are proposed to be issued pursuant to the Equity Fund Raising.

The SGX-ST's approval in-principle is subject to, inter alia, compliance with the SGX-ST's listing requirements. The in-principle approval of SGX-ST is not an indication of the merits of the Proposed Acquisition, the Equity Fund Raising, the FPL Placement, the TCCGI Placement, FLT and/or its subsidiaries and the Units.

Please refer to the Circular for further details on the in-principle approval from the SGX-ST.

9. Documents for Inspection

Copies of the following documents are available for inspection during normal business hours at the registered office of the Manager¹⁸ 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 Share Purchase Agreement;
- (ii) the Deed of Indemnity;
- (iii) the valuation summaries and the full valuation reports on the New Properties issued by the Independent Valuers;
- (iv) the Independent Market Research Report;
- (v) the FLT Audited Financial Statements; and
- (vi) the FLT Unaudited Financial Statements.

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

10. Further Details

The Manager will issue a circular to Unitholders in due course (the "**Circular**") setting out the details of, amongst others, the Proposed Transaction, together with a notice convening the EGM (the "**Notice of EGM**"), for the purposes of seeking Unitholders' approval for the Proposed Acquisition, the issue of New Units under the Equity Fund Raising, the FPL Placement and the TCCGI Placement.

A copy of the Circular will also be available on the website of FLT at www.fraserslogisticstrust.com and the website of the SGX-ST at www.sgx.com.

Unitholders should receive physical copies of the Notice of EGM, Proxy Form and a Notification & Request Form for Unitholders to request for a physical copy of the Circular.

Southeast Insurance as at the date of this Announcement is approximately A\$0.8 million. Please refer to the Circular for further details of the Renewed Southeast Insurance.

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

Further details will be announced by the Manager in due course.

BY ORDER OF THE BOARD

Fraser's Logistics & Industrial Asset Management Pte. Ltd.
As manager of Fraser's Logistics & Industrial Trust
Company Registration No: 201528178Z

Catherine Yeo
Company Secretary
20 April 2018

APPENDIX

Further Details of the New Properties

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

No	Address	Tenant	Trade Sector of Tenant	Effective Interest (%)	Land Tenure	GLA (sq m) ⁽¹⁾	Valuation by CBRE (as defined herein) (€ m) ⁽²⁾	Valuation by Colliers (as defined herein) (€ m) ⁽²⁾	Property Purchase Price (€ m) ⁽³⁾	WALE (years)	Occupancy (%) ⁽⁴⁾
German Properties											
State: Baden-Wurttemberg											
1	Industriepark 309, 78244 Gottmadingen, Germany	Constellium	Automotive	94.90 ⁽⁵⁾ 90.06 ⁽⁵⁾	Freehold	51,507 ⁽⁶⁾	46.6	47.7	47.7	9.1	100
2	Otto-Hahn-Straße 10, 71665 Vaihingen, Germany	Dachser & DSV	Logistics Services	94.00	Freehold	43,756	49.5	50.0	49.5	4.8	100
3	Eiselauer Weg 2, 89081 Ulm, Germany	Transgourmet	Food Logistics	94.90	Freehold	24,525	41.9	41.7	41.9	9.8	100
4	Murrer Straße 1, 71691 Freiberg, Germany	LGI (guaranteed by Porsche)	Logistics Services	94.80	Freehold	21,071	32.7	33.5	32.7	4.7	100
5	Ambros-Nehren-Straße 1, 77855 Achern, Germany	Ziegler	Automotive	94.00	Freehold	12,304	13.3	13.2	13.3	13.1	100
State: Bavaria											
6	Oberes Feld 2, 4, 6, 8, 84164 Moosthenning, Germany	BMW Group	Automotive	94.80 ⁽⁷⁾	Freehold	72,558	69.4 ⁽⁸⁾	69.3 ⁽⁸⁾	67.7 ⁽⁸⁾	9.1	100
7	Koperstraße 10, 90451	Roman &	Logistics	94.00	HBR ⁽¹⁰⁾	21,496 ⁽¹¹⁾	42.3 ⁽¹²⁾	41.8 ⁽¹²⁾	41.8 ⁽¹²⁾	2.5 ⁽¹³⁾	100

No	Address	Tenant	Trade Sector of Tenant	Effective Interest (%)	Land Tenure	GLA (sq m) ⁽¹⁾	Valuation by CBRE (as defined herein) (€ m) ⁽²⁾	Valuation by Colliers (as defined herein) (€ m) ⁽²⁾	Property Purchase Price (€ m) ⁽³⁾	WALE (years)	Occupancy (%) ⁽⁴⁾
	Nuremberg, Germany	Hellmann ⁽⁹⁾	Services								
8	Industriepark 1, 94437 Mamming, Germany	Leadec	Automotive	94.90 ⁽⁷⁾	Freehold	14,193	15.6 ⁽⁸⁾	16.0 ⁽⁸⁾	15.8 ⁽⁸⁾	5.1	100
9	Jubatus-Allee 3, 92263 Ebermannsdorf, Germany	Grammer	Automotive	94.90	Freehold	9,389	7.5	7.6	7.5	4.2	100
State: Lower Saxony											
10	Am Krainhop 10, 38550 Isenbüttel, Germany	Volkswagen	Automotive	94.80	Freehold	20,679	17.0	17.9	17.0	11.5	100
11	Am Autobahnkreuz 14, 26180 Rastede, Germany	Broetje-Automation	Industrial Manufacturing	94.90	Freehold	11,491	18.6	17.0	18.6	13.0	100
State: North Rhine-Westphalia											
12	Saalhoffer Straße 211, 47495 Rheinberg, Germany	BMW Group	Automotive	94.90	Freehold	31,957	28.1	28.4	28.4	5.0	100
13	Elbestraße 1-3, 45768 Marl, Germany	Bunzl	Logistics Services	94.91 ⁽¹⁴⁾	Freehold	16,831	13.9	14.4	13.9	4.4	100
14	Keffelker Straße 66, 59929 Brilon, Germany	ABB Automation	Industrial Manufacturing	94.90	Freehold	13,352	10.0	9.1	10.0	3.8	100
15	Gustav-Stresemann-Weg 1, 48155 Münster, Germany	Saurer	Industrial Manufacturing	94.90	Freehold	12,960	14.7	14.7	14.7	13.1	100

State: Saxony											
16	Johann-Esche-Straße 2, 09120 Chemnitz, Germany	Rhenus	Logistics Services	94.90	Freehold	18,053	16.5	15.5	16.5	2.5	100
17	Am Exer 9, 04158 Leipzig, Germany	Eldra Kunststofftechnik (15)	Automotive	94.90	Freehold	11,537	13.1	12.7	12.9	5.7	100
Dutch Properties											
Province: Flevoland											
18	Handelsweg 26, 3899 AB Zeewolde, The Netherlands	Bakker Zeewolde	Food Logistics	100.00	Freehold	51,703	39.8	38.4	39.8	14.2	100
Province: Gelderland											
19	Brede Steeg 1, 7041 s- Heerenberg, The Netherlands	Mainfreight	Logistics Services	100.00	Freehold	84,806	66.9	65.3	66.1	8.2	100
Province: Limburg											
20	Heierhoevenweg 17, 5928 Venlo, The Netherlands	DSV Solutions	Logistics Services	100.00	Freehold	32,642	26.7	25.9	25.9	8.0	100
Province: North Brabant											
21	Belle van Zuylenstraat 5, 5032 MA Tilburg, The Netherlands; Mraga Klompeweg 7, 5032 MP Tilburg, The Netherlands	Bakker Tilburg	Food Logistics	100.00	Freehold	18,121	15.2	14.1	15.2	9.2	100
Total for New Properties						594,931	599.3	593.9	596.8	8.0	100

Notes:

- (1) GLA as at 31 December 2017.
- (2) Valuation as at 31 March 2018 and is based on a 100% effective interest in each New Property.
- (3) The Property Purchase Price is based on a 100% effective interest in each New Property.
- (4) Occupancy as at 31 December 2017.
- (5) Geneba RE 10 B.V. is the registered owner (and therefore owner of the freehold interest) in one of the two buildings on the Constellium Facility, while SMR2 Verwaltungs GmbH is the registered owner (and therefore owner of the freehold interest) in the other building on the Constellium Facility. FLT will have an effective interest of 94.90% in Geneba RE 10 B.V. and 90.06% in SMR2 Verwaltungs GmbH.
- (6) The GLA of the Constellium Facility was 51,507 sq m as at 31 December 2017, but has increased to 55,007 sq m upon completion of the new warehouse extension No. 8 in January 2018.
- (7) FLT will also hold a 100% interest in the solar panels present on the relevant New Property.
- (8) The two independent valuations and consideration payable takes into account the value of the solar panels present on the relevant New Property.
- (9) The expansions of Warehouses 4, 5 and 6 are currently in progress on the Roman & Hellmann Facility. Upon completion, Warehouses 4 and 5 will be leased to the existing tenants, being Hellmann Worldwide Logistics GmbH & Co. KG and Roman Mayer Logistik GmbH, respectively. A new tenant, Johnson Outdoors Vertriebsgesellschaft GmbH, will occupy Warehouse 6 when the expansion is completed.
- (10) The Roman & Hellmann Facility is used under a hereditary building right ("**HBR**"), which encumbers a property by granting the beneficiary of such HBR the right to build on or to develop the land in return for an annual ground rent (*Erbbauzins*). The remaining tenure under the HBR agreement is 63 years as at 31 December 2017, and will expire after 31 December 2080. Please refer to the Circular for further information on the HBR in respect of the Roman & Hellmann Facility.
- (11) The GLA of the Roman & Hellmann Facility is 21,496 sq m as at 31 December 2017, but will be 44,219 sq m upon completion of the AElS in June 2018.
- (12) AElS are currently being performed on the Roman & Hellmann Facility, and the independent valuations and Property Purchase Price of the Roman & Hellmann Facility have been provided on the basis that the AElS are completed. No additional expenditure is expected from FLT in respect of the ongoing AElS upon completion of the acquisition of the Roman & Hellmann Facility.
- (13) The WALE of the Roman & Hellmann Facility will increase to 5.0 years upon completion of the AElS in June 2018.
- (14) FLT will hold 94.91% of the economic interests and 89.21% of the voting rights in Geneba RE 1 B.V..
- (15) Eldra Kunststofftechnik GmbH, formerly known as DMS Dräxlmaier Modulsysteme GmbH, is a subsidiary of Dräxlmaier Group.

IMPORTANT NOTICE

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

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

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

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

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

ADDITIONAL INFORMATION – AUSTRALIA'S FOREIGN INVESTMENT REGIME

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

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

A “*foreign person*”¹⁹ that acquires Units is required under the FATA to notify and receive a prior no objections notification (“**FIRB Approval**”) 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”²⁰ (“**ALT**”) at the time of acquisition, all foreign persons acquiring Units (including existing holders of Units acquiring additional Units) will require FIRB Approval unless an exemption applies (see below);
- (b) if FLT is not an ALT, but has gross Australian assets in excess of a specified threshold prescribed under FATA (as at the date of this Announcement, the threshold prescribed under FATA is A\$261.0 million) at the time of acquisition, all investors (i) who are foreign persons and (ii) who are acquiring a substantial interest (20% or more held solely or together with associates) in FLT or have a substantial interest (20% or more held solely or together with associates) and increase their holding, will require FIRB Approval; or
- (c) any investor that is a Foreign Government Investor²¹ acquiring a “direct interest”²² in FLT will require FIRB Approval at the time of acquisition, regardless of whether FLT is considered to be an ALT or whether FLT has gross Australian assets in excess of A\$261.0 million.

19 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.

20 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.

21 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.

Exemptions from ALT requirements

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

- (a) where the relevant person is not a 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\$261.0 million, unless the ALT has 'sensitive' land holdings, in which case the threshold is A\$57.0 million)²³; and
- (b) the relevant person, together with associates, is acquiring an interest of less than 10% in FLT and will not be in a position to influence or participate in the central management and control of the ALT or to influence, participate in or determine the policy of the ALT.²⁴

Significant actions

As at 31 December 2017, the value of the Australian land assets comprised in FLT's portfolio is 97.0% of the total asset value of FLT. Consequently, FLT is considered to be an ALT.

As at 31 December 2017, FLT has gross Australian assets of approximately A\$1,927.0 million, which is above A\$261.0 million.

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

22 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.

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

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