



FRASERS LOGISTICS & INDUSTRIAL TRUST
(a real estate investment trust constituted on 20
November 2015 under the laws of the Republic of
Singapore)

managed by
**FRASERS LOGISTICS & INDUSTRIAL ASSET
MANAGEMENT PTE. LTD.**
(Company Registration No: 201528178Z)



FRASERS COMMERCIAL TRUST
(a real estate investment trust constituted on 12
September 2005 under the laws of the Republic of
Singapore)

managed by
**FRASERS COMMERCIAL ASSET
MANAGEMENT LTD.**
(Company Registration No: 200503404G)

JOINT ANNOUNCEMENT

PROPOSED MERGER OF FRASERS LOGISTICS & INDUSTRIAL TRUST AND FRASERS COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

1. INTRODUCTION

1.1 The Proposed Merger and the Trust Scheme

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

1.2 Proposed Asset Acquisition

Conditional upon, amongst others, the completion of the Proposed Merger and the approval of the unitholders of FLT (the “**FLT Unitholders**”), FLT will be acquiring from a wholly-owned subsidiary of Frasers Property Limited (“**FPL**” or the “**Sponsor**”), the sponsor of FLT and FCOT, a 50% interest in Farnborough Business Park (the “**Target Property**” or “**FBP**”) through the acquisition of 50% of the issued share capital of Farnborough Business Park Ltd,

being the company holding the Target Property (the “**Target Property Company**” and the acquisition of the Target Property Company, the “**Proposed Asset Acquisition**”). The remaining 50% of the issued share capital of the Target Property Company is currently held by a wholly-owned subsidiary of FCOT. For the avoidance of doubt, the Proposed Merger will not be conditional upon the resolution in respect of the Proposed Asset Acquisition being passed or the completion of the Proposed Asset Acquisition.

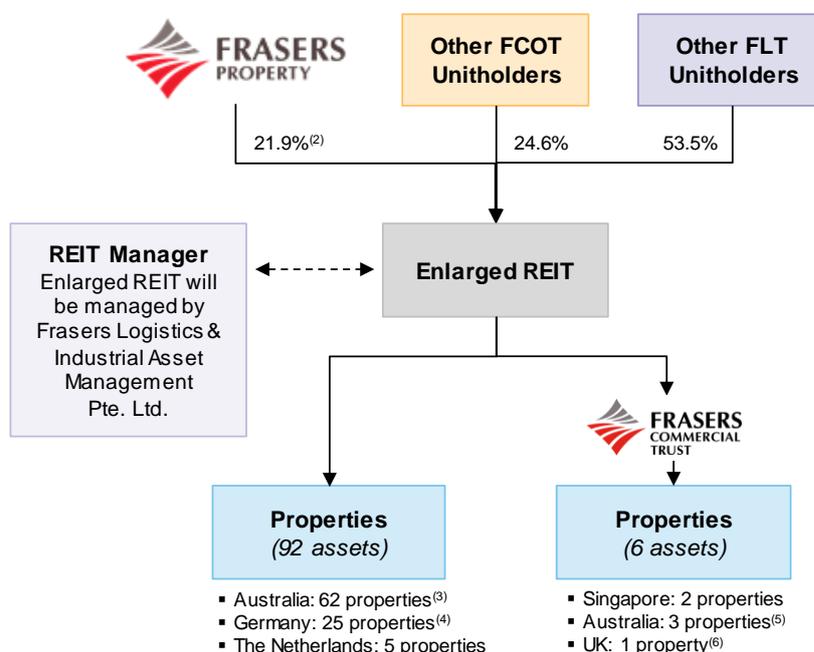
1.3 Implementation Agreement

In connection with the Proposed Merger, the FLT Trustee, the FLT Manager, British and Malayan Trustees Limited (in its capacity as trustee of FCOT) (the “**FCOT Trustee**”) and the FCOT Manager (each a “**Party**”, and collectively, the “**Parties**”) have today entered into an implementation agreement (the “**Implementation Agreement**”) setting out the terms and conditions on which the Parties will implement the Trust Scheme.

1.4 Enlarged REIT Structure

It is currently envisaged that the structure of the enlarged real estate investment trust upon completion of the Proposed Merger and the Proposed Asset Acquisition (the “**Enlarged REIT**”) will be as follows:

Enlarged REIT Structure⁽¹⁾



Notes:

- (1) On a pro forma basis, based on the aggregate of (i) unitholdings as at 27 November 2019 (the “**Last Trading Date**”), (ii) approximately 1.1 billion FLT Units to be issued to FCOT Unitholders as part of the Scheme Consideration (as defined below), (iii) approximately 9.0 million FLT Units issued as consideration for the acquisition fee for the Proposed Merger and (iv) approximately 0.6 million FLT Units issued as consideration for the acquisition fee for the Proposed Asset Acquisition.
- (2) Comprises FLT Units held directly and/or indirectly by FPL, the FLT Manager and the FCOT Manager.

- (3) Excludes the property at 610 Heatherton Road, Clayton South, Victoria, Australia as FLT had announced its divestment in May 2019 and the divestment is expected to be fully completed by end 2019.
- (4) Includes the property at Fuggerstraße 17, Bielefeld, Germany ("**B+S GmbH Logistik Facility**") which was completed on 28 November 2019.
- (5) FCOT holds a 50% indirect interest in Central Park, Western Australia.
- (6) FCOT presently holds a 50% indirect interest in FBP. Subject to completion of the Proposed Merger and the Proposed Asset Acquisition, the Enlarged REIT will hold a 100% interest in FBP.

FPL is expected to hold, directly and indirectly, a stake of approximately 21.9% of the total issued units in the Enlarged REIT.

2. INFORMATION ON FLT AND THE FLT MANAGER

2.1 FLT was listed on the Main Board of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 20 June 2016.

FLT is a Singapore REIT constituted by a trust deed dated 30 November 2015 (made between the FLT Trustee and the FLT Manager as amended and supplemented from time to time) (the "**FLT Trust Deed**") and established with the investment objective of investing globally in a diversified portfolio of income-producing real estate assets which are predominantly used for logistics or industrial purposes (which include office components ancillary to the foregoing purposes). As at the date of this Joint Announcement (the "**Joint Announcement Date**"), FLT's international portfolio comprises 92 properties¹ across Australia, Germany and the Netherlands (please refer to the structure of the Enlarged REIT in paragraph 1.4 of this Joint Announcement).

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

FLT Group (as at 30 September 2019)	A\$ million (S\$ million equivalent)²
Net assets attributable to FLT Unitholders	A\$2,313.8 (approximately S\$2,153.5)
Net tangible assets attributable to FLT Unitholders	A\$2,313.8 (approximately S\$2,153.5)
Total return before tax (FY2019)	A\$272.4 (approximately S\$253.5)
Aggregate valuation of portfolio	A\$3,572.1 (approximately S\$3,324.6)

¹ All references to FLT's portfolio in this Joint Announcement are as at 30 September 2019, save that it excludes 610 Heatherton Road, Clayton South, Victoria, Australia which is classified as "Investment Property held for Sale", includes the B+S GmbH Logistik Facility which was completed on 28 November 2019 and includes the five-year lease signed with Amazon Commercial Services Pty Ltd at 60 Paltridge Road, Perth Airport, Western Australia in October 2019.

² Unless otherwise stated, the S\$ equivalent of the A\$ figures in this Joint Announcement have been arrived at based on the exchange rate as at 30 September 2019 of A\$1 : S\$0.9307.

- 2.3** FLT is managed by Frasers Logistics & Industrial Asset Management Pte. Ltd., a wholly-owned subsidiary of FPL. Incorporated on 7 July 2015, the FLT Manager currently holds a capital market services licence (“**CMS Licence**”) for REIT management pursuant to the Securities and Futures Act, Chapter 289 of Singapore (“**SFA**”).
- 2.4** The board of directors of the FLT Manager comprises the following:
- 2.4.1** Mr Ho Hon Cheong, Chairman, Independent and Non-Executive Director;
 - 2.4.2** Mr Goh Yong Chian, Independent and Non-Executive Director;
 - 2.4.3** Mr Paul Gilbert Say, Independent and Non-Executive Director;
 - 2.4.4** Mr Panote Sirivadhanabhakdi, Non-Executive Director;
 - 2.4.5** Mr Chia Khong Shoong, Non-Executive Director; and
 - 2.4.6** Mr Rodney Vaughan Fehring, Non-Executive Director.
- 2.5** FLT has a portfolio comprising 92 logistics and industrial properties, worth approximately A\$3.6 billion (approximately S\$3.3 billion), concentrated within major logistics and industrial markets in Australia, Germany and the Netherlands, comprising:
- 2.5.1** 62 properties across five states in Australia;
 - 2.5.2** 25 properties in Germany; and
 - 2.5.3** five properties in the Netherlands.

3. INFORMATION ON FCOT AND THE FCOT MANAGER

- 3.1** FCOT was listed on the Main Board of the SGX-ST on 30 March 2006. It is a Singapore REIT constituted by a trust deed dated 12 September 2005 made between the FCOT Trustee and the FCOT Manager (as amended and supplemented from time to time) (the “**FCOT Trust Deed**”) and established with the principal investment strategy of investing, directly or indirectly, in a diversified portfolio of real estate assets located in the Asia-Pacific region and Europe including the United Kingdom used for commercial purposes (comprising primarily office, business space and/or business park purposes). As at the Joint Announcement Date, FCOT’s international portfolio comprises six properties across Singapore, Australia and the United Kingdom.
- 3.2** Based on the audited consolidated financial statements with respect to FCOT and its subsidiaries (“**FCOT Group**” and each entity in the FCOT Group, a “**FCOT Group Entity**”) for FY2019 (the “**2019 FCOT Audited Financial Statements**”), certain key financial information with respect to the FCOT Group is set out as follows:

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

3.3 FCOT is managed by Frasers Commercial Asset Management Ltd., a wholly-owned subsidiary of FPL. Incorporated on 15 March 2005 in Singapore, the FCOT Manager currently holds a CMS Licence for REIT management pursuant to the SFA.

3.4 The board of directors of the FCOT Manager comprises the following:

3.4.1 Mr Bobby Chin Yoke Choong, Chairman, Independent and Non-Executive Director;

3.4.2 Mr Chang Tou Chen, Independent and Non-Executive Director;

3.4.3 Ms Soh Onn Cheng Margaret Jane, Independent and Non-Executive Director;

3.4.4 Mr Chia Khong Shoong, Non-Executive Director;

3.4.5 Mr Low Chee Wah, Non-Executive Director; and

3.4.6 Mr Christopher Tang Kok Kai, Non-Executive Director.

3.5 FCOT has a portfolio comprising six office buildings and business park / space, with a combined appraised value of approximately S\$2.2 billion as at 30 September 2019, located in Singapore, Australia and the United Kingdom, comprising:

3.5.1 China Square Central, located at 18, 20 & 22 Cross Street and four retail units at 181 South Bridge Road, China Square Central, Singapore 048423/2/1 and 058743;

3.5.2 Alexandra Technopark, located at 438A/B/C Alexandra Road, Singapore 119967/68/76;

3.5.3 357 Collins Street, located at 357 Collins Street, Melbourne, Victoria 3000, Australia;

3.5.4 Caroline Chisholm Centre, located in Block 4 Section 13, Tuggeranong, ACT 2900, Australia;

3.5.5 Central Park³, located at 152-158 St Georges Terrace, Perth, WA 6000, Australia; and

³ FCOT holds a 50% indirect interest in Central Park.

3.5.6 Farnborough Business Park⁴, located at Farnborough, Thames Valley, Hampshire GU14 7JP, United Kingdom.

4. SCHEME CONSIDERATION

4.1 In consideration of the transfer of the FCOT Units referred to in paragraph 7.1.2(i), each of the FLT Trustee and FLT Manager agrees, subject to the Trust Scheme becoming effective in accordance with its terms, to pay or procure the payment of **S\$1.680** (the “**Scheme Consideration**”) for each FCOT Unit held by the FCOT Unitholders as at the Books Closure Date⁵, which shall be satisfied by:

4.1.1 firstly, the payment of a sum of S\$0.151 in cash (the “**Cash Consideration**”); and

4.1.2 secondly, the allotment and issuance (or the procurement of such allotment and issuance) of 1,233 new FLT Units at an issue price of S\$1.240 per FLT Unit (the “**Consideration Units**”), such Consideration Units to be credited as fully paid,

in accordance with the terms and conditions of the Implementation Agreement. The Scheme Consideration implies a gross exchange ratio of 1.355x⁶.

The aggregate Cash Consideration to be paid to each FCOT Unitholder shall be rounded to the nearest S\$0.01. The number of Consideration Units which each FCOT Unitholder will be entitled to pursuant to the Trust Scheme, based on the FCOT Units held by such FCOT Unitholder as at the Books Closure Date, will be rounded down to the nearest whole number, and fractional entitlements shall be disregarded in the calculation of the aggregate Consideration Units to be issued to any FCOT Unitholder pursuant to the Trust Scheme.

By way of illustration, if the Trust Scheme becomes effective in accordance with its terms, a FCOT Unitholder will receive S\$151.00 in cash and 1,233 Consideration Units for every 1,000 FCOT Units held by it as at the Books Closure Date.

4.2 The Consideration Units shall:

4.2.1 when issued, be duly authorised, validly issued and fully paid-up and shall rank *pari passu* in all respects with the existing FLT Units as at the date of their issue⁷; and

4.2.2 be issued free from all and any restrictions on transfers and other Encumbrances (as defined in paragraph 7.1.2(i)(b) below) (subject to the limitations on ownership of FLT Units as set out in the FLT Trust Deed, further details of which will be set out in the Scheme Document (as defined in paragraph 7.7 below)) and no person has or shall have any rights of pre-emption over the Consideration Units.

⁴ FCOT presently holds a 50% indirect interest in FBP.

⁵ “Books Closure Date” means the date to be announced (before the Effective Date) by the FCOT Manager on which the Transfer Books and the Register of FCOT Unitholders of FCOT will be closed in order to determine the entitlements of the FCOT Unitholders in respect of the Trust Scheme.

⁶ Based on the Scheme Consideration of S\$1.680 per FCOT Unit divided by issue price of S\$1.240 per FLT Unit.

⁷ For the avoidance of doubt, the Consideration Units shall not be entitled to the FLT Permitted Distributions (as defined herein) (please see paragraph 7.2 for further details).

FCOT Unitholders should also note that there is a unit ownership limit (the “**Unit Ownership Limit**”) under the FLT Trust Deed, being 9.9% or such other applicable limits on unitholdings under the Australian Taxation Administration Act 1953 (Cth), the Income Tax Assessment Act 1936 (Cth), the Income Tax Assessment Act 1997 (Cth) and regulations thereunder, as applicable (collectively, the “**Australian Taxation Act**”) which would be necessary for the qualification of a FLT Group Entity incorporated or otherwise constituted in Australia, as a managed investment trust as defined under the Australian Taxation Act. In the event an FLT Unitholder holds FLT Units in excess of the Unit Ownership Limit, the number of FLT Units that are in excess of the Unit Ownership Limit shall be automatically forfeited in accordance with the terms of the FLT Trust Deed.

5. RATIONALE FOR THE PROPOSED MERGER

5.1 Premium to Historical Trading Prices and DPU Accretive to FCOT Unitholders on a Pro Forma Basis

The Scheme Consideration represents premia of approximately:

5.1.1 0.6%, 3.5% and 8.2% over FCOT’s Last Traded Price⁸, 1-month and 12-month volume weighted average price (“**VWAP**”)⁹ of S\$1.670, S\$1.623 and S\$1.553 per FCOT Unit respectively (as detailed in the diagram below); and

5.1.2 3.1% over the net asset value per FCOT Unit of S\$1.629 as at 30 September 2019 (“**NAV per FCOT Unit**”)¹⁰.

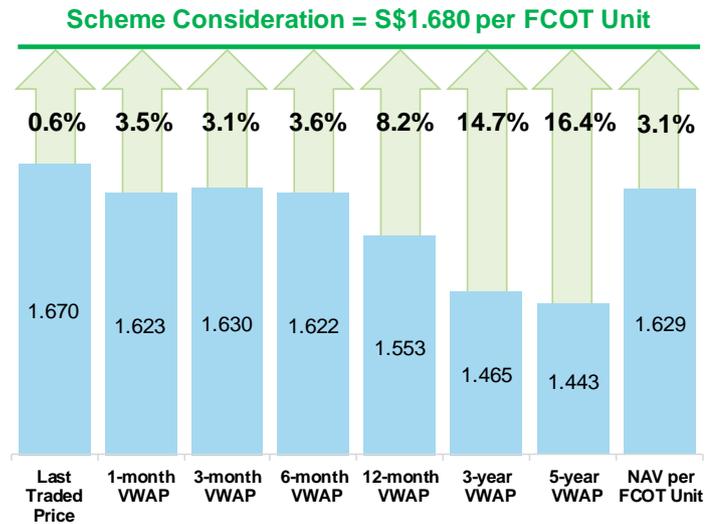
The FCOT Unitholders shall have the right to receive and retain the FCOT Permitted Distributions (as defined in paragraph 7.2 below) (if any), **in addition** to the Scheme Consideration.

⁸ The last traded price per FCOT Unit on the Last Trading Date (the “**Last Traded Price**”).

⁹ VWAPs are with reference to the relevant period up to and including 27 November 2019, except for the 1-month VWAP. The 1-month VWAP is with reference to the period from 25 October 2019 to 27 November 2019 taking into consideration the public holiday falling on 28 October 2019 (Monday).

¹⁰ Assuming that the Proposed Merger and the Proposed Asset Acquisition had been completed on 30 September 2019, the pro forma NAV per FCOT Unit would be S\$1.413. The pro forma NAV per FCOT Unit is computed based on the Enlarged REIT’s FY2019 pro forma NAV per unit multiplied by the exchange ratio of 1.355x assuming that the Cash Consideration is reinvested in FLT Units at the issue price of S\$1.240 and the addition of the net asset value of FBP.

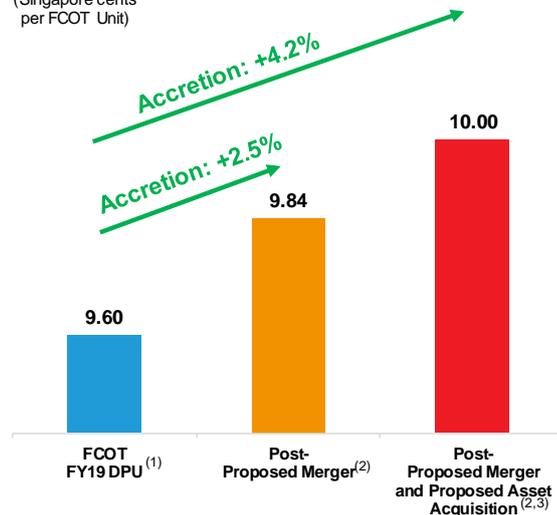
(S\$)



Assuming that the Proposed Merger and the Proposed Asset Acquisition had been completed on 1 October 2018, the distribution per unit (“DPU”) for the financial year ended 30 September 2019 would have increased from 9.60 Singapore cents to 10.00 Singapore cents, translating to a DPU accretion of 4.2% for FCOT Unitholders on a pro forma basis.

Pro forma DPU attributable to the holder of one FCOT Unit

(Singapore cents per FCOT Unit)



Note:

- (1) Distribution per FCOT Unit for the financial year ended 30 September 2019 (“FCOT FY19 DPU”).
- (2) **Calculations computed for illustrative purposes only and are not forward-looking projections.** Pro forma DPU computed based on 2019 FCOT Audited Financial Statements and 2019 FLT Audited Financial Statements assuming (i) FLT’s asset acquisitions and divestments announced in FY2019 were completed on 1 October 2018; (ii) the Proposed Merger had been completed on 1 October 2018; (iii) 1,100.6 million Consideration Units were issued as part of the Scheme Consideration; (iv) FCOT’s management fee

structure is replaced with the management fee structure in the FLT Trust Deed¹¹ with effect from 1 October 2018 and all the base management fees and performance fee for FCOT for FY2019 are assumed to be fully paid in FLT Units and issued at FLT's historical VWAP per FLT Unit; (v) 15.2 million new FLT Units issued pursuant to FCOT's Distribution Reinvestment Plan in FY2019 calculated based on the FCOT Units issued at the implied gross exchange ratio of 1.355x; (vi) an additional S\$169.8 million debt was drawn down on 1 October 2018 to fund the cash portion of the Scheme Consideration of S\$134.8 million and merger-related stamp duty and transaction costs of approximately S\$35.0 million at an effective interest rate of 2.6% per annum; (vii) 9.0 million new FLT Units are issued at an issue price of S\$1.240 per FLT Unit as the acquisition fee payable to the FLT Manager in relation to the Proposed Merger; and (viii) the Cash Consideration is re-invested in FLT units at the issue price of S\$1.240.

- (3) **Calculations computed for illustrative purposes only and are not forward-looking projections.** Assuming (i) the Proposed Asset Acquisition was completed on 1 October 2018; (ii) S\$159.1 million debt was drawn down on 1 October 2018 to fund the estimated total cost of the Proposed Asset Acquisition (excluding the acquisition fee) at an effective interest rate of 2.6% per annum; and (iii) 1.3 million new FLT Units issued and issuable as payment of FLT's base and performance management fees at FLT's historical VWAP per FLT Unit and the acquisition fee at an illustrative issue price of S\$1.240 per FLT Unit for the Proposed Asset Acquisition.

5.2 Flagship Portfolio of Commercial and Industrial Assets

5.2.1 Broadened investment mandate and greater flexibility to actively manage portfolio across geographies and asset classes

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

¹¹ The Singapore Financial Reporting Standard 116 Leases ("FRS 116") will be applicable to the financial statements of the FLT Group in respect of any period commencing on or after 1 October 2019, which would result in an increase in FLT's asset value and correspondingly, the value of its Deposited Property. The FLT Manager's base management fees are determined based on a percentage of the value of FLT's Deposited Property, and the adoption of FRS 116 would lead to an increase in the amount of such fee. The FLT Trust Deed will be amended to exclude the effects of FRS 116 on the computation of the value of FLT's Deposited Property under the FLT Trust Deed, to ensure that there will be no changes to, or any increase in, the FLT Manager's base management fee as a result of the application of FRS 116. All references to FLT's Deposited Property and FLT Manager's base management fees in this Joint Announcement are on the assumption that such amendments to the FLT Trust Deed have been made.

Greater Flexibility to Actively Manage Portfolio across Geographies and Asset Classes

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

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



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

Note:

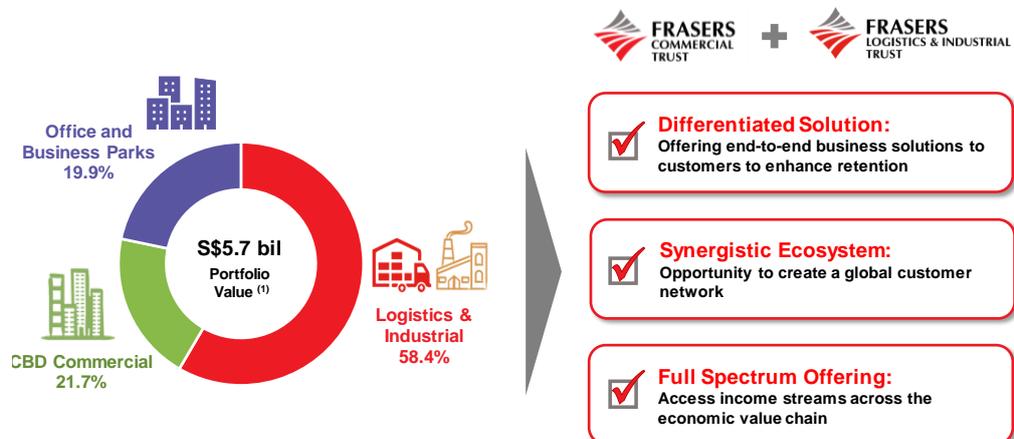
- (1) As at 30 September 2019.
- (2) The value for 100% interest in FBP is based on the Agreed Property Value (as defined in paragraph 5.3(i) of the announcement by the FLT Manager released as at the Joint Announcement Date in relation to the Proposed Asset Acquisition).

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

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

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

Enlarged REIT's Portfolio



Note:

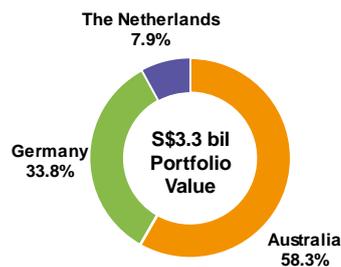
- (1) Portfolio value of the Enlarged REIT as at 30 September 2019 includes 100% interest in FBP, which is based on the Agreed Property Value at an exchange rate of £1 : S\$1.6984.

5.2.3 Exposure to Attractive Logistics and Industrial Sectors

FLT's predominantly freehold portfolio is concentrated in major logistics and industrial hubs in Australia, Germany and the Netherlands, which enjoy attractive demand and supply dynamics. With a total gross lettable area ("GLA") of approximately 2.2 million square metres across 92 logistics and industrial properties, FLT's portfolio has a weighted average lease expiry ("WALE") of 6.3 years and is valued at approximately S\$3.3 billion as at 30 September 2019.

FLT has also been awarded the highest-rated industrial Green Star performance rated portfolio in Australia and the Global Sector Leader 2019 (Industrial) by the Global Real Estate Sustainability Benchmark ("GRESB") for its efforts in environmental sustainability.

FLT's Portfolio Valuation by Geography

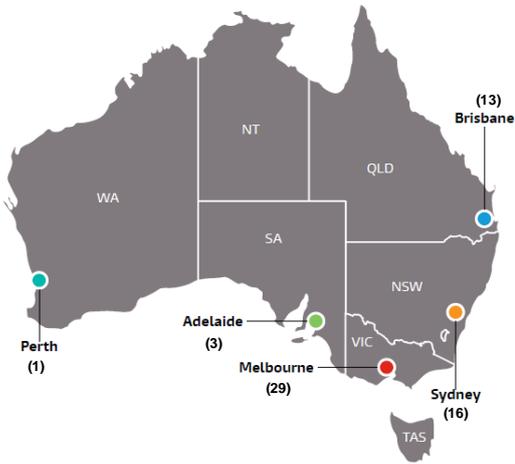


Note: As at 30 September 2019.

Australia

The majority of FLT's Australian properties are strategically located within the prime industrial precincts and major demographic centres along the eastern seaboard of Australia, which benefits from favourable demand drivers including growth of e-commerce, urban renewal, tenant consolidation and transport infrastructure investment.

FLT's Properties in Australia

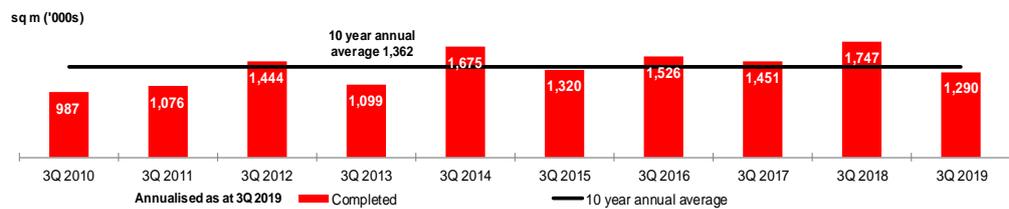


As at 30 September 2019

The Australian economy registered positive GDP growth of 1.4% for the 12-month period to June 2019, and is expected to continue following lower interest rates, recent tax cuts and ongoing infrastructure spending.

Supported by strong economic fundamentals and rental affordability, vacancy levels have remained near 5-year lows across Sydney, Melbourne and Brisbane. Total supply for industrial spaces in Australia over the 12-month period to 30 September 2019 remain slightly below the 10-year average, as national take-up levels continue to exceed new completions.

Australian Total Industrial Supply ⁽¹⁾



Source: JLL Real Estate Intelligence Service – Industrial Market Snapshot 2Q 2019; Jones Lang LaSalle Real Estate Data Solution – Industrial Occupier Moves from 3Q09 to 2Q19; Knight Frank Research – Australian Capital View Outlook 2Q19; Knight Frank Pushing the Button: Speculative Development on the Rise July 2019

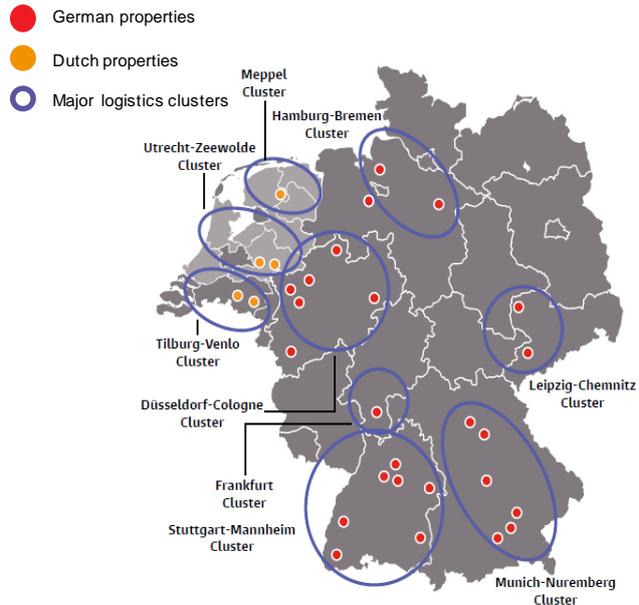
Notes:

(1) 3Q figures are presented on an annualised basis.

Germany and Netherlands

FLT's 30⁽¹⁾ prime and majority freehold properties in Germany and the Netherlands are strategically located in all key logistics hubs within the countries that cater to regional and global distribution needs.

FLT's Properties in Germany and the Netherlands



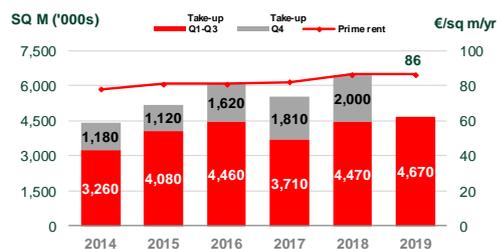
Note

(1) Includes the B+S GmbH Logistik Facility which was completed on 28 November 2019

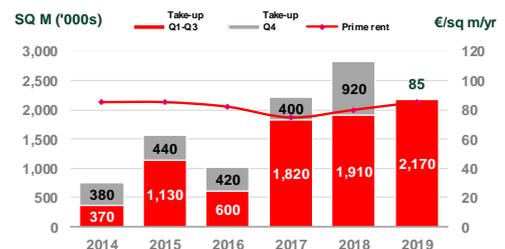
The German and Dutch economy registered positive GDP growth of 0.4% and 1.8% for the year ended June 2019 respectively which was driven by positive contributions from domestic consumption demand as well as increased investments in fixed assets and a surplus balance of trade.

The German and Dutch logistics and industrial market has seen robust growth with an increase in warehouse take-up of 4% and 14% for the 9 months ended September 2019 respectively. All major occupier markets recorded healthy transaction volumes and the stable domestic demand and industrial output is expected to contribute to increasing business confidence within the near to mid-term.

Germany
Take-up and Prime Rent (for warehouse >5,000 sq m)

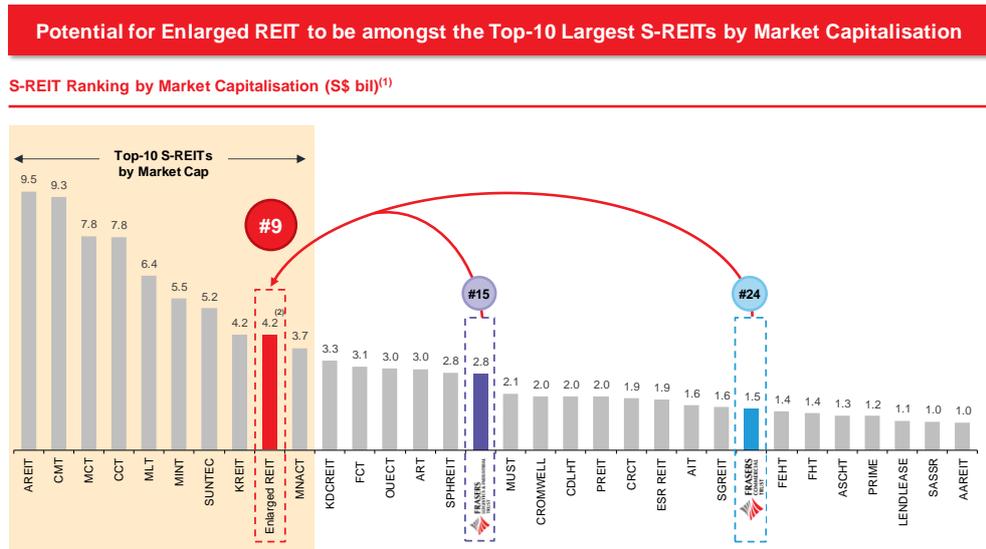


The Netherlands
Take-up and Prime Rent (for warehouse >5,000 sq m)



5.3 Creation of a Top-10 S-REIT with Index Inclusion

5.3.1 The Enlarged REIT is expected to become one of the largest S-REITs, with total market capitalisation of approximately S\$4.2 billion⁽²⁾

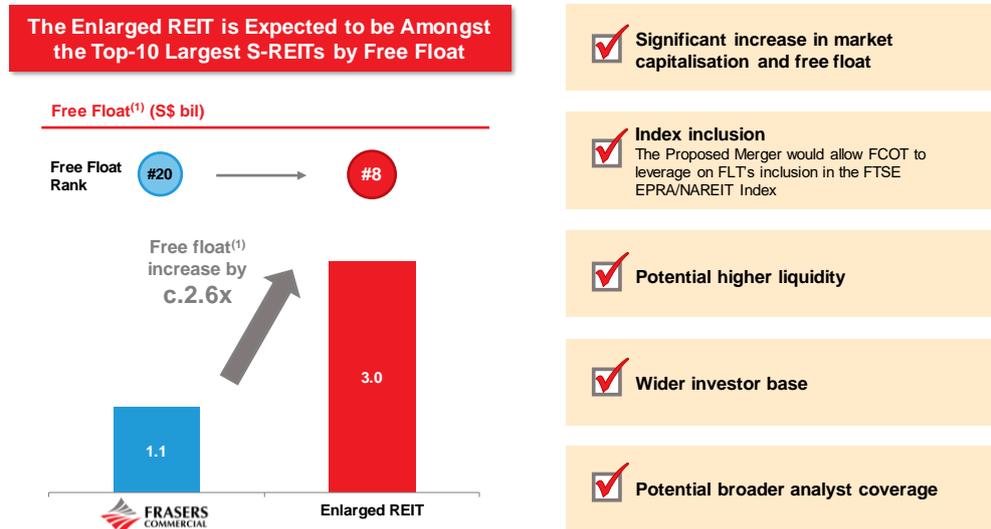


Source: Bloomberg as at Last Trading Date.

Note:

- (1) The chart only includes S-REITs with primary listing on the SGX-ST and market capitalisation of at least S\$1.0 billion.
- (2) Illustrative market capitalisation of the Enlarged REIT calculated as (i) the sum of (a) the number of FLT Units outstanding as at the Last Trading Date; (b) the number of FLT Units to be issued to satisfy the portion of Scheme Consideration in FLT Units; (c) the number of FLT Units to be issued as consideration for the acquisition fee for the Proposed Merger; and (d) the number of FLT Units to be issued as consideration for the acquisition fee for the Proposed Asset Acquisition, and (ii) multiplied by the issue price of S\$1.240 per FLT Unit.

5.3.2 The Enlarged REIT will benefit from a free float of approximately S\$3.0 billion, which is significantly higher than FCOT's present free float of S\$1.1 billion as at 27 November 2019



Source: Bloomberg as at Last Trading Date.

Note:

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

The larger scale of the combined portfolio is expected to enhance the Enlarged REIT's visibility within the S-REIT universe and increase its relevance amongst the investor community. The Proposed Merger would also allow FCOT Unitholders to leverage on FLT's inclusion in the FTSE EPRA/NAREIT Index.

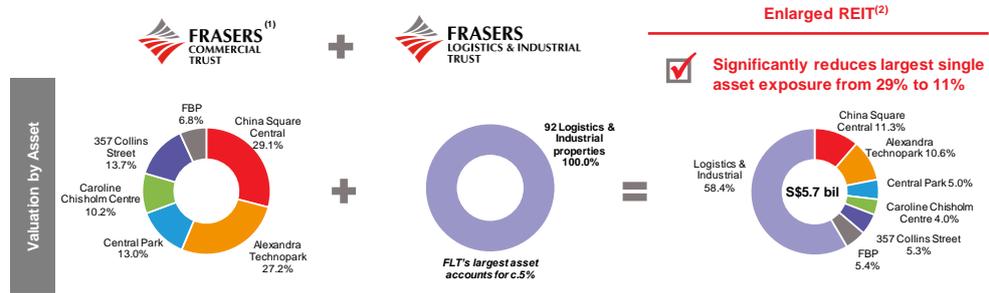
In addition, the significant increase in market capitalisation and free float will potentially lead to (i) higher trading liquidity, (ii) a wider investor base; and (iii) a broader analyst coverage, which could lead to a positive re-rating of the Enlarged REIT, benefitting all FCOT Unitholders.

5.4 Enhance Diversification and Portfolio Resilience

5.4.1 Asset diversification

The Enlarged REIT will have a diversified asset base with a balanced exposure to the logistics, industrial, office, business park and commercial markets. In addition, the Enlarged REIT's exposure to any single asset will be no more than 12% by value.

Valuation by Asset



Note:

- (1) FCOT's portfolio value based on exchange rates of A\$1 : S\$0.9307 and £1 : S\$1.6984 as per FCOT's FY19 reported results.
- (2) Portfolio value of the Enlarged REIT as at 30 September 2019 includes 100% interest in FBP, which is based on the Agreed Property Value at an exchange rate of £1 : S\$1.6984.

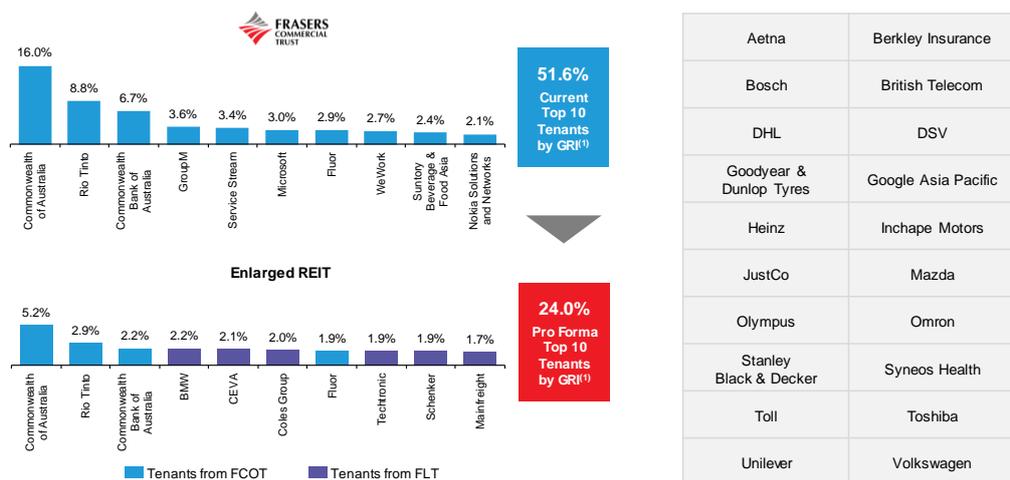
5.4.2 Tenant diversification

No single tenant will contribute more than 6% of the pro forma gross rental income ("GRI") of the Enlarged REIT and the top 10 tenants' contribution to GRI will reduce from 51.6% (based on FCOT's portfolio) as at 30 September 2019 to 24.0% based on the Enlarged REIT's portfolio on a pro forma basis. The Enlarged REIT will allow FCOT Unitholders to gain exposure to additional high-quality tenants including BMW, CEVA, Coles, Techtronics and Schenker.

✓ Reduce tenant income concentration

✓ Addition of high-quality tenants

Top 10 Tenants by GRI⁽¹⁾

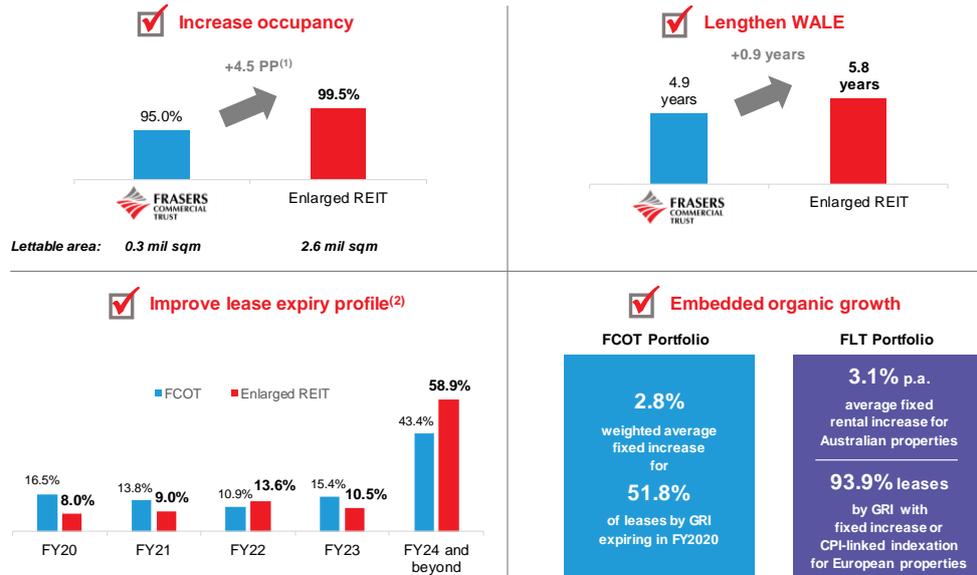


Note:

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

5.4.3 Enhanced Portfolio Resilience

The Enlarged REIT will have a WALE of 5.8 years¹² and enjoy organic growth via escalation in underlying lease rates. Income stability and cash flow visibility will improve with 58.9% of leases expiring after 30 September 2023, compared to the corresponding figure of 43.4% for the current FCOT portfolio.



Note:

- (1) Percentage points (“PP”)
- (2) Based on GRI as at 30 September 2019 (excluding vacancy, committed leases, lease incentives and retail turnover rents, if any).

5.5 Growth Trajectory from Enlarged Capital Base and Right of First Refusal (“ROFR”) Pipeline

5.5.1 Enlarged Capital Base provides Enhanced Flexibility and Ability to Drive Long Term Growth

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

¹² Based on GRI as at 30 September 2019 (including committed leases and excluding vacancy, lease incentives and retail turnover rents, if any).

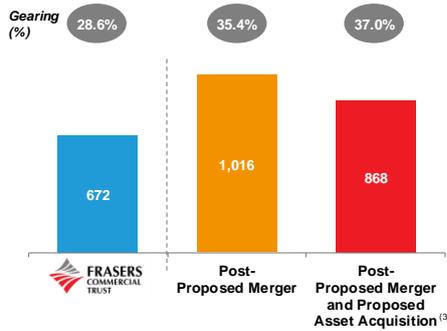
Enlarged capital base provides enhanced flexibility and ability to drive long term growth

Increased Capital Base
Able to undertake larger transactions

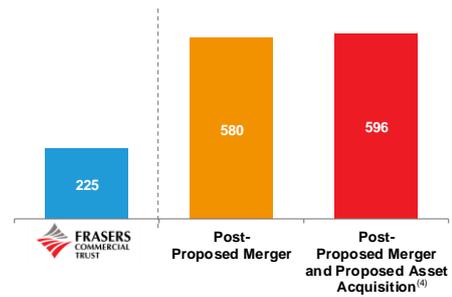
Enhanced Agility
Able to react quicker to potential investments

Increased Flexibility
Able to undertake AEI and development projects on a larger scale

Enlarged Debt Headroom⁽¹⁾ (\$\$ mil)



AEI and Development Headroom⁽²⁾ (\$\$ mil)



Note:

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

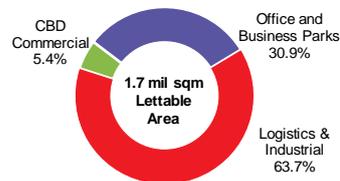
5.5.2 Benefit from Sponsor’s integrated development and asset management capabilities as well as ROFR Pipeline

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

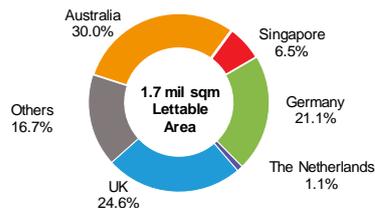
ROFR pipeline in excess of S\$5.0 billion

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

Breakdown by Sector



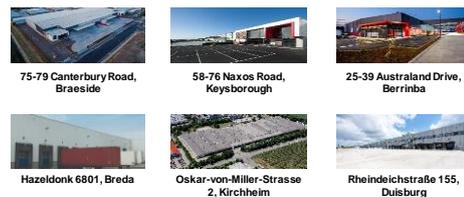
Breakdown by Region



Commercial, Office and Business Parks



Logistics & Industrial



Note: As at 30 September 2019

6. FLT'S FUTURE INTENTIONS FOR THE ENLARGED REIT

6.1 Assuming the completion of the Proposed Merger:

- 6.1.1 the FLT Manager intends to expand the investment mandate of the Enlarged REIT pursuant to the FLT Trust Deed.

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

Upon the New Investment Mandate coming into effect, the existing ROFRs granted by the Sponsor to the FCOT Trustee and the FLT Trustee will be consolidated into one ROFR to be granted by the Sponsor to the trustee of the Enlarged REIT (the "**Resulting ROFR**"). Further details of the Resulting ROFR and the assets covered thereunder may be found in the announcement by the FLT Manager released as at the Joint Announcement Date in relation to the Proposed Asset Acquisition;

- 6.1.2 as at the Joint Announcement Date, the functional currency of FLT is Australian dollars, and dual currency trading in Australian dollars and Singapore dollars is available in respect of the FLT Units, which may be traded through either the counter traded in Singapore dollars or the counter traded in Australian dollars. Following completion of the Proposed Merger, the FLT Manager intends to change the functional currency of the Enlarged REIT to Singapore dollars (which is also the functional currency of FCOT) and close the counter traded in Australian dollars. The FLT Manager also intends to remove the option of FLT Unitholders to elect to receive distributions declared, paid or made by the FLT Manager in Australian dollars;
- 6.1.3 in view of the Enlarged REIT, the Nominating and Remuneration Committee of the FLT Manager will review the composition of the board of directors and management of the FLT Manager;
- 6.1.4 the fee structure of FCOT with respect to the fees payable to the FCOT Manager will be amended to reflect the fee structure in the FLT Trust Deed such that the existing fee structure of FLT is retained; and
- 6.1.5 conditional upon, amongst others, the approval by the FLT Unitholders, FLT intends to acquire from a wholly-owned subsidiary of FPL a 50% interest in the Target Property through the acquisition of 50% of the issued share capital of the Target Property Company, being the company holding the Target Property. The remaining

50% of the issued share capital of the Target Property Company is currently held by a wholly-owned subsidiary of FCOT¹³.

- 6.2** Save as set out above, there is presently no intention to (i) introduce any major changes to the business of FCOT, (ii) re-deploy the fixed assets of FCOT, or (iii) discontinue the employment of the employees of the FCOT Manager, save in the ordinary course of business or as a result of any internal reorganisation or restructuring which may be implemented after the Proposed Merger. However, the board of directors of the FLT Manager retains and reserves the right and flexibility at any time to consider any options in relation to the Enlarged REIT which may present themselves and which it may regard to be in the interest of the Enlarged REIT.

7. THE PROPOSED MERGER AND THE TRUST SCHEME

7.1 The Trust Scheme

7.1.1 The Trust Scheme is proposed to be effected in accordance with the Takeover Code and the FCOT Trust Deed (as defined in paragraph 3.1 above, and to be amended and supplemented as described in paragraph 7.4 below), subject to the terms and conditions of the Implementation Agreement.

7.1.2 Under the Trust Scheme:

- (i) upon the Trust Scheme becoming effective and binding in accordance with its terms, all the FCOT Units will be transferred to the FLT Trustee:
 - (a) fully paid;
 - (b) free from any charge, assignment, mortgage, pledge, lien, hypothecation, restriction, judgment, encumbrance, easement, right of pre-emption, right to acquire, option, security, title retention, preferential right, trust arrangement or other security interest or any other agreement or arrangement having a commercial effect analogous to the conferring of security or a similar right in favour of any person (“**Encumbrances**”); and
 - (c) together with all rights, benefits and entitlements attaching thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain all rights and other distributions (if any) declared by FCOT on or after the Joint Announcement Date, except for the FCOT Permitted Distributions (as defined in paragraph 7.2 below); and
- (ii) in consideration for such transfer of the FCOT Units, the FLT Trustee and the FLT Manager agree to pay or procure the payment of the Cash Consideration

¹³ Please refer to the announcement by the FLT Manager released on the Joint Announcement Date for further details on the Proposed Asset Acquisition.

(as defined in paragraph 4.1.1 above) and allot and issue or procure the allotment and issuance (as the case may be), by the FLT Manager of the Consideration Units (as defined in paragraph 4.1.2 above) to each FCOT Unitholder, in accordance with the terms and conditions of the Implementation Agreement.

For the avoidance of doubt, the Parties shall be entitled to announce, declare, make or pay the FCOT Permitted Distributions and the FLT Permitted Distributions (as defined in paragraph 7.2 below), as the case may be, without any adjustment to the Scheme Consideration. The FCOT Unitholders shall have the right to receive and retain the FCOT Permitted Distributions (if any) in addition to the Scheme Consideration.

7.2 Permitted Distributions

Subject to the terms and conditions of the Implementation Agreement, the FCOT Manager and the FLT Manager are each permitted to announce, declare, make or pay distributions in cash to the FCOT Unitholders and the FLT Unitholders (as the case may be) only if such distributions are announced, declared, paid or made by the FCOT Manager or the FLT Manager (as the case may be), in the ordinary course of business and the usual quantum in respect of the period from 1 October 2019 up to the day immediately before the Effective Date (as defined in paragraph 7.3 below), including any clean-up distribution in respect of the period from the day immediately following (i) the latest completed financial quarter of FCOT or (ii) the latest completed financial half year of FLT (as the case may be) preceding the Effective Date, up to the day immediately before the Effective Date (respectively, the “**FCOT Permitted Distributions**” and “**FLT Permitted Distributions**”).

As mentioned above, the FCOT Unitholders shall have the right to receive and retain the FCOT Permitted Distributions (if any) in addition to the Scheme Consideration.

7.3 Effective Date

The Trust Scheme will become effective on the date (the “**Effective Date**”) of the written notification to the Monetary Authority of Singapore (“**MAS**”) of the grant of the order of the Court¹⁴ sanctioning the Trust Scheme under Order 80 of the Rules of Court, Chapter 322, R 5 of Singapore (the “**Trust Scheme Court Order**”), which shall be effected by or on behalf of the FLT Manager within 25 Business Days¹⁵ from the date on which the last Scheme Condition (as defined in paragraph 8.1.1 below) set out in paragraphs (a), (b), (c), (d), (e), (f) and (k) of Schedule 1 to this Joint Announcement is satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement.

¹⁴ “**Court**” means the High Court of the Republic of Singapore or where applicable on appeal, the Court of Appeal of the Republic of Singapore.

¹⁵ “**Business Day**” means a day (other than Saturday, Sunday or public holiday) on which commercial banks are open for business in Singapore.

7.4 Amendment of the Trust Deed of FCOT

As a Scheme Condition, the Trust Scheme will require the approval by the FCOT Unitholders holding in aggregate more than 75% of the total number of votes held by the FCOT Unitholders present and voting either in person or by proxy to amend the FCOT Trust Deed to include provisions for the implementation of the Trust Scheme (the “**Trust Deed Amendments**”), in such form and substance as agreed in writing by the Parties, at the extraordinary general meeting of the FCOT Unitholders to be convened immediately prior to the Trust Scheme Meeting (as defined in paragraph 7.5 below) (the “**Extraordinary General Meeting**”).

7.5 Approval of the FCOT Unitholders

As a further Scheme Condition, the Trust Scheme will also require, among others, the approval of the Trust Scheme by a majority in number of the FCOT Unitholders representing at least three-fourths in value of the FCOT Units held by the FCOT Unitholders present and voting either in person or by proxy at the meeting of the FCOT Unitholders to be convened pursuant to an order of the Court to approve the Trust Scheme or any adjournment thereof (the “**Trust Scheme Meeting**”).

Further details in respect of the approvals required in connection with the Trust Scheme are set out in Schedule 1 to this Joint Announcement.

7.6 Delisting

Following the Trust Scheme becoming effective in accordance with its terms, FCOT will be wholly-owned by the FLT Trustee and will, subject to the approval of the SGX-ST, be delisted and removed from the Official List of the SGX-ST.

7.7 Scheme Document

Detailed information on the Proposed Merger, the Trust Scheme and the terms and conditions upon which the Trust Scheme will be implemented by the FLT Manager and the FCOT Manager will be set out in the document to be issued by the FCOT Manager on behalf of FCOT to all the FCOT Unitholders (the “**Scheme Document**”). The indicative timeline for the Proposed Merger is set out in Schedule 3 to this Joint Announcement.

7.8 Switch Option

Pursuant to the terms of the Implementation Agreement and subject to prior consultation with the Securities Industry Council of Singapore (“**SIC**”):

7.8.1 in the event of a Competing Offer¹⁶ in respect of FCOT or an intention to make a Competing Offer in respect of FCOT is announced (whether or not such Competing

¹⁶ “**Competing Offer**” means: (i) in respect of the FCOT Group, any offer by any person other than the FLT Trustee involving (a) a sale, transfer or other disposal of any direct or indirect interest in all or substantially all of the assets, business and/or undertakings of the FCOT Group; (b) a general offer for the FCOT Units; (c) a scheme of arrangement involving any FCOT Group Entity or the merger of any FCOT Group Entity with any other entity (whether by way of joint venture, reverse

Offer is pre-conditional), the FLT Trustee has the right at its discretion to elect to proceed by way of a voluntary conditional cash offer for the FCOT Units (the “Offer”) (in lieu of proceeding with the Proposed Merger by way of the Trust Scheme) (the “Switch Option”), provided that the FLT Trustee shall not be entitled to exercise the Switch Option in the event that the prior written consent of the FLT Trustee and the FLT Manager was obtained in respect of such Competing Offer;

- 7.8.2 in such event, the FLT Trustee will make the Offer on the same or better terms as those which apply to the Trust Scheme or the Competing Offer in respect of the FCOT Group (whichever is higher), including the same or a higher consideration than the Scheme Consideration for each FCOT Unit (being the aggregate of (i) the implied dollar value of the Consideration Units, based on the fixed number of Consideration Units issued for each FCOT Unit and the issue price per Consideration Unit, and (ii) the Cash Consideration), and conditional upon a level of acceptances set at only more than 50% of the FCOT Units to which the Offer relates and not conditional on a higher level of acceptances; and
- 7.8.3 if the FLT Trustee exercises the Switch Option, the Implementation Agreement (save for certain surviving provisions) shall terminate with effect from the date of announcement by or on behalf of the FLT Trustee of a firm intention to make the Offer (other than certain surviving provisions), and none of the Parties shall have any claim against the others under the Implementation Agreement.

8. SCHEME CONDITIONS

8.1 Scheme

- 8.1.1 The Trust Scheme is conditional upon the satisfaction (or, where applicable, the waiver) of the conditions precedent (the “Scheme Conditions”) set out in the Implementation Agreement and reproduced in Schedule 1 to this Joint Announcement.
- 8.1.2 The Trust Scheme will become effective upon the written notification to the MAS of the grant of the Trust Scheme Court Order, which shall be effected by or on behalf of the FLT Manager within 25 Business Days from the date the last Scheme Condition set out in paragraphs (a), (b), (c), (d), (e), (f) and (k) of Schedule 1 to this Joint Announcement is satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement.

takeover bid, dual listed company structure or otherwise); (d) any other arrangement having an effect similar to any of (a) to (c); or (e) a transaction or series of related transactions which would or is reasonably likely to preclude or restrict the Proposed Merger and/or the Trust Scheme; and (ii) in respect of the FLT Group, any offer by any person involving (a) a sale, transfer or other disposal of any direct or indirect interest in all or substantially all of the assets, business and/or undertakings of the FLT Group; (b) a general offer for the FLT Units; (c) a scheme of arrangement involving any FLT Group Entity or the merger of any FLT Group Entity with any other entity (whether by way of joint venture, reverse takeover bid, dual listed company structure or otherwise); (d) any other arrangement having an effect similar to any of (a) to (c); or (e) a transaction or series of related transactions which would or is reasonably likely to preclude or restrict the Proposed Merger and/or the Trust Scheme. For the purpose of this definition, a Competing Offer will be deemed to be for all or substantially all of the assets, business and/or undertakings of the FCOT Group or the FLT Group (as the case may be) if the relevant assets, business and/or undertakings in question constitute a “material amount” as defined in Note 2 on Rule 5 of the Takeover Code.

8.2 Benefit of Scheme Conditions

8.2.1 FLT's Benefit

The FLT Trustee and the FLT Manager may waive any Scheme Condition in paragraphs (d)(i), (d)(ii), (d)(iii), (h) (insofar as it relates to any Prescribed Occurrence (as set out in Schedule 2 to this Joint Announcement) in relation to any FCOT Group Entity), (i), (k) and (l) (insofar as it relates to any Material Adverse Effect in respect of the FCOT Group) of Schedule 1 to this Joint Announcement. Any breach or non-fulfilment of any such Scheme Condition may be relied upon only by the FLT Trustee and the FLT Manager. The FLT Trustee and the FLT Manager may at any time and from time to time at their sole and absolute discretion waive any such breach or non-fulfilment.

8.2.2 FCOT's Benefit

The FCOT Trustee and the FCOT Manager may waive any Scheme Condition in paragraphs (h) (insofar as it relates to any Prescribed Occurrence in relation to any FLT Group Entity), (j) and (l) (insofar as it relates to any Material Adverse Effect in respect of the FLT Group) of Schedule 1 to this Joint Announcement. Any breach or non-fulfilment of any such Scheme Condition may be relied upon only by the FCOT Trustee and the FCOT Manager. The FCOT Trustee and the FCOT Manager may at any time and from time to time at their sole and absolute discretion waive such breach or non-fulfilment.

8.2.3 Mutual Benefit

The Parties may jointly waive the Scheme Conditions in paragraphs (f) and (g) of Schedule 1 to this Joint Announcement (in each case, to the extent legally permissible). For the avoidance of doubt, the Parties agree that the Scheme Conditions in paragraphs (a), (b), (c), (d)(iv), (d)(v), (d)(vi) and (e) of Schedule 1 to this Joint Announcement are not capable of being waived by any Party or all of the Parties.

9. TERMINATION

9.1 Right to Terminate

9.1.1 The Implementation Agreement may be terminated with immediate effect by giving notice in writing at any time prior to the date falling on the Business Day immediately preceding the Effective Date (the "**Relevant Date**"), subject to the prior consultation with the SIC, and the SIC giving its approval for, or stating that it has no objection to, such termination:

- (i) **Court Order:** by either the FLT Trustee and the FLT Manager or the FCOT Trustee and the FCOT Manager, if any court of competent jurisdiction or

Governmental Agency¹⁷ has issued an order, decree or ruling or taken any other action permanently enjoining, restraining or otherwise prohibiting the Trust Scheme, the Proposed Merger or any part thereof, or has refused to do anything necessary to permit the Trust Scheme, the Proposed Merger or any part thereof, and such order, decree, ruling, other action or refusal shall have become final and non-appealable;

- (ii) **Breach:** by either:
 - (a) the FLT Trustee and the FLT Manager, if any of the FCOT Trustee or the FCOT Manager (I) is in breach of the representations and warranties of the FCOT Trustee and the FCOT Manager set out in the Implementation Agreement which are material in the context of the Trust Scheme, and such defaulting party fails to remedy such breach (if capable of remedy) within 14 days after being given notice by either of the FLT Trustee and the FLT Manager to do so; or (II) fails to perform and comply in all material respects with all covenants and agreements contained in the Implementation Agreement which are required to be performed by or complied with by them, on or prior to the Relevant Date and which are material in the context of the Trust Scheme; or
 - (b) the FCOT Trustee and the FCOT Manager, if either the FLT Trustee or the FLT Manager (I) is in breach of the representations and warranties of the FLT Trustee and the FLT Manager set out in the Implementation Agreement which are material in the context of the Trust Scheme, and such defaulting party fails to remedy such breach (if capable of remedy) within 14 days after being given notice by any of the FCOT Trustee or the FCOT Manager to do so; or (II) fails to perform and comply in all material respects with all covenants and agreements contained in the Implementation Agreement which are required to be performed by or complied with by them, on or prior to the Relevant Date and which are material in the context of the Trust Scheme;
- (iii) **FCOT Unitholders' Approvals:** by either the FLT Trustee and the FLT Manager or the FCOT Trustee and the FCOT Manager, if the resolutions submitted to (a) the Extraordinary General Meeting for the Trust Deed Amendments or (b) the Trust Scheme Meeting for the Trust Scheme, are not approved (without amendment) by the requisite majorities;
- (iv) **FLT Unitholders' Approval:** by either the FCOT Trustee and the FCOT Manager or the FLT Trustee and the FLT Manager, if the resolution(s)

¹⁷ "Governmental Agency" means any foreign or Singaporean supranational, national, federal, state, provincial, municipal, government or governmental, semi-governmental, administrative, regulatory, fiscal or judicial agency, authority, body, commission, department, exchange, tribunal or entity.

submitted to the general meeting of the FLT Unitholders for the Proposed Merger are not approved (without amendment) by the requisite majority; or

- (v) **Competing Offer:** by either the FCOT Trustee and the FCOT Manager or the FLT Trustee and the FLT Manager if a Competing Offer in respect of FCOT or FLT becomes or is declared unconditional in all respects (or its equivalent) and/or is completed, save in respect of any Competing Offer effected with the prior written consent of the FCOT Trustee and the FCOT Manager (in the case of a Competing Offer in respect of FLT) or the prior written consent of the FLT Trustee and the FLT Manager (in the case of a Competing Offer in respect of FCOT).

9.2 Non-fulfilment of Conditions Precedent

In the event:

- 9.2.1 any of the conditions precedent set out in paragraphs (a) to (g) of Schedule 1 to this Joint Announcement is not satisfied (or, where applicable, has not been waived), or if the Trust Scheme has not become effective on or before 11.59 p.m. on 30 June 2020, or such other date as the Parties may agree in writing (the “**Long-Stop Date**”), any Party may immediately terminate the Implementation Agreement, the Proposed Merger and the Trust Scheme by notice in writing to the other Parties;
- 9.2.2 any of the conditions precedent set out in paragraphs (h) (in relation to any Prescribed Occurrences relating to any FCOT Group Entity as set out in Schedule 2 to this Joint Announcement), (i), (k) and (l) (in relation to any Material Adverse Effect in respect of the FCOT Group) of Schedule 1 to this Joint Announcement is not satisfied (or, if applicable, waived), on or before 11.59 p.m. on the Long-Stop Date, the FLT Trustee and the FLT Manager may immediately terminate the Implementation Agreement, the Proposed Merger and the Trust Scheme by notice in writing to the FCOT Trustee and the FCOT Manager; or
- 9.2.3 any of the conditions precedent set out in paragraphs (h) (in relation to any Prescribed Occurrences relating to any FLT Group Entity as set out in Schedule 2 to this Joint Announcement), (j) and (l) (in relation to any Material Adverse Effect in respect of the FLT Group) of Schedule 1 to this Joint Announcement, is not satisfied (or, if applicable, waived), on or before 11.59 p.m. on the Long-Stop Date, the FCOT Trustee and the FCOT Manager may immediately terminate the Implementation Agreement, the Proposed Merger and the Trust Scheme by notice in writing to the FLT Trustee and the FLT Manager,

in each case, provided that: (i) the non-fulfilment of any conditions precedent is material in the context of the Proposed Merger and/or the Trust Scheme, (ii) prior consultation with the SIC has been conducted, and (iii) the SIC has given its approval for, and stated that it has no objection to, such termination.

9.3 Consultation with Other Parties

In the event any Party intends to consult the SIC in relation to the termination of the Implementation Agreement, it shall give prior written notice of such intention to the other Parties.

9.4 Effect of Termination

Upon the termination of the Implementation Agreement by either (i) the FLT Trustee and the FLT Manager or (ii) the FCOT Trustee and the FCOT Manager in accordance with its terms, no Party shall have a claim against any other Party, except in relation to certain surviving provisions such as those relating to, amongst others, confidentiality, costs and expenses and governing law.

10. APPROVALS REQUIRED

10.1 Extraordinary General Meeting, Trust Scheme Meeting and Court Sanction

The Trust Scheme will require, *inter alia*, the following approvals:

- 10.1.1 the approval of FCOT Unitholders holding in aggregate more than 75% of the total number of votes held by the FCOT Unitholders present and voting either in person or by proxy at the Extraordinary General Meeting ("**Trust Deed Amendments Resolution**");
- 10.1.2 the approval of a majority in number of the FCOT Unitholders representing at least three-fourths in value of the FCOT Units held by the FCOT Unitholders present and voting either in person or by proxy at the Trust Scheme Meeting ("**Trust Scheme Resolution**"); and
- 10.1.3 the Trust Scheme Court Order being obtained.

The Trust Scheme Resolution is contingent upon the approval of the Trust Deed Amendments Resolution at the Extraordinary General Meeting. In the event that the Trust Deed Amendments Resolution is not passed at the Extraordinary General Meeting, the FCOT Manager will not proceed with the Trust Scheme Meeting. This means that the Trust Scheme cannot be implemented by the FCOT Manager and the FLT Manager unless both the Trust Deed Amendments Resolution and the Trust Scheme Resolution are passed at the Extraordinary General Meeting and the Trust Scheme Meeting respectively.

In addition, the Trust Scheme will only come into effect if all the Scheme Conditions have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement.

10.2 SIC Confirmations

Pursuant to the application made by the FLT Manager to the SIC, the SIC has confirmed, *inter alia*, that:

10.2.1 the Trust Scheme is exempted from complying with Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29, 33.2 and Note 1(b) on Rule 19 of the Takeover Code, subject to the following conditions:

- (i) the FLT Trustee (acting in the capacity as trustee of FLT), the FLT Manager and its concert parties, as well as the common substantial FLT Unitholders/FCOT Unitholders (i.e. those holding five per cent. or more interests in both FLT and FCOT) abstain from voting on the Trust Scheme;
- (ii) the Scheme Document contains advice to the effect that by voting for the Trust Scheme, FCOT Unitholders are agreeing to the FLT Trustee (acting in the capacity as trustee of FLT), the FLT Manager and its concert parties acquiring FCOT without having to make a general offer for FCOT, and the Scheme Document discloses the names of the FLT Manager and its concert parties, their current voting rights in FCOT and their voting rights in FCOT after the Trust Scheme;
- (iii) the directors of the FCOT Manager who are also directors or concert parties of the FLT Trustee (acting in the capacity as trustee of FLT), the FLT Manager and its concert parties abstain from making a recommendation on the Trust Scheme to FCOT Unitholders;
- (iv) the FCOT Manager appoints an independent financial adviser to advise the FCOT Unitholders on the Trust Scheme;
- (v) the Trust Scheme is approved by a majority in number representing three-fourths in value of the FCOT Units held by the FCOT Unitholders present and voting either in person or by proxy at a meeting convened to approve the Trust Scheme;
- (vi) the FCOT Trustee obtain Court approval for the Trust Scheme under Order 80 of the Rules of Court, Chapter 322, R 5 of Singapore; and

10.2.2 it has no objections to the Scheme Conditions.

10.3 Rule 1309(1)(b) Waiver

10.3.1 An application was made to the SGX-ST to, amongst others, seek approval for a waiver to comply with Rule 1309(1)(b) of the listing manual of the SGX-ST (the “**Listing Manual**”), which requires a cash alternative be offered as a default alternative for delisting (“**Rule 1309(1)(b) Waiver**”). The Rule 1309(1)(b) Waiver was sought for the following reasons:

- (i) FLT is listed on the Main Board of the SGX-ST and the Consideration Units will be listed on the SGX-ST. Accordingly, the Consideration Units are readily tradable and the FCOT Unitholders have the ability to exit their investment after the Proposed Merger if they wish to do so; and
- (ii) the Trust Scheme process provides sufficient safeguards for the FCOT Unitholders:
 - (a) an independent financial adviser would be appointed to advise on the Trust Scheme, and their advice will be made known to FCOT Unitholders in the Scheme Document;
 - (b) the Trust Scheme will require, amongst others, the approval of a majority in number of the FCOT Unitholders representing at least 75% in value of the FCOT Units present and voting in person or by proxy at the Trust Scheme Meeting; and
 - (c) assuming that the Trust Scheme is approved by the FCOT Unitholders at the Trust Scheme Meeting, the Trust Scheme will still be subject to sanction by the Court.

10.3.2 Under Rule 107 of the Listing Manual, the SGX-ST may grant a waiver from compliance with a listing rule (or part of a rule) subject to such conditions as it considers appropriate. If the SGX-ST waives a listing rule (or part of a rule) subject to a condition, the condition must be satisfied for the waiver to be effective. Where a waiver is granted, the issuer must announce the waiver, the reasons for seeking the waiver and the conditions, if any, upon which the waiver is granted as soon as practicable.

10.3.3 The SGX-ST has advised that it has no objection to the application for the Rule 1309(1)(b) Waiver, subject to the following conditions:

- (i) FCOT announcing the Rule 1309(1)(b) Waiver granted, the reasons for seeking the Rule 1309(1)(b) Waiver, the conditions as required under Rule 107 of the Listing Manual, and if the Rule 1309(1)(b) Waiver conditions have been satisfied. If the Rule 1309(1)(b) Waiver conditions have not been met on the Joint Announcement Date, FCOT must make an update announcement when the conditions have all been met;
- (ii) an unqualified opinion from an independent financial adviser that the financial terms of the Trust Scheme are fair and reasonable to the FCOT Unitholders¹⁸; and

¹⁸ Please refer to paragraph 13.3 of this Joint Announcement. The FCOT IFA (as defined below) has been appointed to advise the FCOT Independent Directors (as defined below), and the FCOT IFA's recommendation will be included in the Scheme Document.

- (iii) the Trust Scheme becoming effective.

10.4 Recommendations by FCOT Directors

The SIC has also ruled that Mr. Chia Khong Shoong, Mr Christopher Tang Kok Kai and Mr. Low Chee Wah are exempted from the requirement to make a recommendation on the Trust Scheme to the FCOT Unitholders as they face irreconcilable conflicts of interest as follows:

- 10.4.1** Mr. Chia Khong Shoong is also a Non-Executive Director of the FLT Manager, the Group Chief Corporate Officer of FPL as well as a director of various subsidiaries of FPL. Mr. Chia holds 220,000 FLT Units;
- 10.4.2** Mr. Christopher Tang Kok Kai is also Chief Executive Officer, Frasers Property Singapore of FPL as well as Non-Executive and Non-Independent Director of Frasers Centrepoint Asset Management Ltd., which is the manager of Frasers Centrepoint Trust and a wholly-owned subsidiary of FPL. He is also a director of various other subsidiaries of FPL. Mr. Tang holds 112,700 FLT Units; and
- 10.4.3** Mr. Low Chee Wah is also Chief Executive Officer, Frasers Property Retail of FPL as well as a director of various subsidiaries of FPL.

10.5 FLT Extraordinary General Meeting

An extraordinary general meeting of FLT will also be convened to seek the approval of the FLT Unitholders for (i) the Proposed Merger, (ii) the issue of the Consideration Units as consideration for the Proposed Merger, and (iii) the Proposed Asset Acquisition.

Further information on the approvals required from the FLT Unitholders, the Proposed Merger and the Proposed Asset Acquisition from the perspective of FLT are further described in the announcement by FLT Manager on the date hereof, which is available on the website of SGX-ST at www.sgx.com.

10.6 Other Regulatory Approvals

The Trust Scheme will also require other regulatory approvals, as described in Schedule 1 to this Joint Announcement, from the Inland Revenue Authority of Singapore, the SGX-ST and the MAS.

11. ABSTENTION FROM VOTING ON TRUST SCHEME RESOLUTION

In accordance with the SIC's rulings as set out in paragraph 10.2.1(i), the FLT Trustee (acting in the capacity as trustee of FLT), the FLT Manager and its concert parties (including (i) FPL and its directors, and (ii) Frasers Property Industrial Trust Holdings Pte. Ltd.), as well as the common substantial FLT Unitholders/FCOT Unitholders will abstain from voting on the Trust Scheme. In addition, the FCOT Manager will abstain from voting on the Trust Scheme pursuant to Rule 748(5) of the Listing Manual.

Accordingly, each of the parties named above shall decline to accept appointment as proxy to attend and vote at the Trust Scheme Meeting.

12. CONFIRMATION OF FINANCIAL RESOURCES

Merill Lynch (Singapore) Pte. Ltd. ("**BofA Securities**"), being the FLT Financial Adviser (as defined below) in connection with the Proposed Merger and the Trust Scheme, confirms that sufficient financial resources are available to FLT to satisfy in full the aggregate Cash Consideration payable by the FLT Trustee for all the FCOT Units to be acquired by the FLT Trustee pursuant to the Trust Scheme.

13. FINANCIAL ADVISERS

13.1 Financial Adviser to the FCOT Manager

DBS Bank Ltd. is the sole financial adviser to the FCOT Manager in respect of the Proposed Merger and the Trust Scheme.

13.2 Financial Adviser to the FLT Manager

BofA Securities is the sole financial adviser to the FLT Manager in respect of the Proposed Merger and the Trust Scheme (the "**FLT Financial Adviser**").

13.3 Independent Financial Adviser to the FCOT Independent Directors

Evercore Asia (Singapore) Pte. Ltd. has been appointed as the independent financial adviser (the "**FCOT IFA**") to advise the directors of the FCOT Manager who are considered independent for the purposes of the Trust Scheme (the "**FCOT Independent Directors**").

Full details of the Trust Scheme, including the recommendation of the FCOT Independent Directors along with the advice of the FCOT IFA (the "**FCOT IFA Letter**"), will be included in the Scheme Document.

13.4 Independent Financial Adviser to the FLT Independent Directors

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

A copy of the letter from the FLT IFA to the FLT Independent Directors and the members of the FLT Audit, Risk and Compliance Committee will be included in the circular to be despatched to the FLT Unitholders in due course.

14. AUDIT OPINIONS

14.1 FLT will instruct PricewaterhouseCoopers LLP to:

14.1.1 perform an audit, in accordance with Singapore Standard on Auditing 805 (Revised) on Special Considerations – Audits of Single Financial Statements and Specific Elements, Accounts or Items of a Financial Statement, on the line item titled “investment properties” set out in the balance sheet of the FCOT Group, as reflected in the 2019 FCOT Audited Financial Statements, including by, amongst other things, reviewing the valuation reports as at 30 September 2019 commissioned by the FCOT Manager in respect of the FCOT Properties; and

14.1.2 deliver an audit opinion setting out its opinion as to whether the carrying value of FCOT’s “investment properties”, as reflected in the 2019 FCOT Audited Financial Statements, have been prepared, in all material respects, in accordance with the relevant accounting policies of the FCOT Group, consistently applied (“**FLT Auditor’s Opinion**”).

14.2 FCOT will instruct Ernst & Young LLP to:

14.2.1 perform an audit, in accordance with Singapore Standard on Auditing 805 (Revised) on Special Considerations – Audits of Single Financial Statements and Specific Elements, Accounts or Items of a Financial Statement, on the line item titled “logistics and industrial properties”, set out in the balance sheet of the FLT Group, as reflected in the 2019 FLT Audited Financial Statements, including by, amongst other things, reviewing the valuation reports as at 30 September 2019 commissioned by the FLT Manager in respect of the FLT Properties; and

14.2.2 deliver an audit opinion setting out its opinion as to whether the carrying value of FLT’s “logistics and industrial properties”, as reflected in the 2019 FLT Audited Financial Statements, have been prepared, in all material respects, in accordance with the relevant accounting policies of the FLT Group, consistently applied (“**FCOT Auditor’s Opinion**”).

14.3 The circular to be despatched to the FLT Unitholders will contain a copy of the FLT Auditor’s Opinion and the Scheme Document to be despatched to the FCOT Unitholders will contain a copy of the FCOT Auditor’s Opinion.

15. SCHEME DOCUMENT

The Scheme Document containing full details of the Trust Scheme (including the recommendation of the FCOT Independent Directors along with the FCOT IFA Letter) and giving notice of the Extraordinary General Meeting to approve the Trust Deed Amendments and the Trust Scheme Meeting to approve the Trust Scheme will be despatched to the FCOT Unitholders in due course.

FCOT Unitholders are advised to refrain from taking any action in relation to their FCOT Units which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the FCOT Independent Directors on the Trust Scheme as well as the advice of the FCOT IFA set out in the Scheme Document.

Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

16. DISCLOSURE OF INTERESTS

16.1 FCOT Manager

As at the Joint Announcement Date, based on the latest information available to the FCOT Manager, the interests in FCOT Units held by the directors of the FCOT Manager are set out below:

Directors	Direct Interest		Deemed Interest	
	No. of FCOT Units	% ⁽¹⁾	No. of FCOT Units	% ⁽¹⁾
Bobby Chin Yoke Choong	110,367	0.01	-	-
Christopher Tang Kok Kai	-	-	200,000	0.02
Low Chee Wah	-	-	60,000	n.m. ⁽²⁾
Soh Onn Cheng Margaret Jane	-	-	15,000	n.m. ⁽²⁾

Notes:

- (1) All references to percentage units of the issued FCOT Units in paragraph 16.1 of this Joint Announcement are based on the total issued FCOT Units as at the Joint Announcement Date, being 914,896,133 FCOT Units in issue. Percentages are rounded to the nearest two decimal places.
- (2) Not meaningful.

Save as disclosed in this Joint Announcement, no director of the FCOT Manager or controlling FCOT Unitholder has any interest in the Trust Scheme (other than by reason only of being a director of the FCOT Manager or a FCOT Unitholder).

16.2 Offeror

16.2.1 Holdings: Save as disclosed in paragraphs 16.2.2 and 16.2.3 below, as at the Joint Announcement Date, based on the latest information available to the FLT Manager, none of (i) the FLT Manager, (ii) the directors of the FLT Manager, (iii) the FLT Trustee (in its capacity as trustee of FLT), (iv) FPL, (v) the directors of FPL, and/or (vi) the FLT Financial Adviser (each, a “**Relevant Person**” and collectively, the “**Relevant Persons**”) owns, controls or has agreed to acquire any:

- (i) (a) FCOT Units; (b) securities which carry voting rights in FCOT; and (c) convertible securities, warrants, options or derivatives in respect of such

FCOT Units or securities which carry voting rights in FCOT (collectively, the “FCOT Securities”); or

- (ii) (a) FLT Units; (b) securities which carry voting rights in FLT; and (c) convertible securities, warrants, options or derivatives in respect of such FLT Units or securities which carry voting rights in FLT.

16.2.2 Holdings of FLT Units: As at the Joint Announcement Date, based on the latest information available to the FLT Manager, the interests in FLT Units held by the Relevant Persons are set out below:

Name of Relevant Person	Direct Interest		Deemed Interest	
	No. of FLT Units	% ⁽¹⁾	No. of FLT Units	% ⁽¹⁾
Frasers Property Limited	-	-	441,588,408	19.55
Frasers Property Industrial Trust Holdings Pte. Ltd.	433,564,327	19.19	-	-
Frasers Logistics & Industrial Asset Management Pte. Ltd.	8,024,081	0.36	-	-
Mr Ho Hon Cheong	-	-	1,123,100	0.05
Mr Goh Yong Chian	400,000	0.02	-	-
Mr Paul Gilbert Say	-	-	165,000	0.01
Mr Panote Sirivadhanabhakdi ⁽²⁾	-	-	118,559,700	5.25
Mr Chia Khong Shoong	-	-	220,000	0.01
Mr Rodney Vaughan Fehring	-	-	132,000	0.01
Mr Charoen Sirivadhanabhakdi ⁽³⁾	-	-	441,588,408	19.55
Khunying Wanna Sirivadhanabhakdi ⁽³⁾	-	-	441,588,408	19.55
Mr Chan Heng Wing	222,700	0.01	-	-
Mr Philip Eng Heng Nee	-	-	433,000	0.02
Mr Wee Joo Yeow	663,200	0.03	-	-

Notes:

- (1) All references to percentage units of the issued FLT Units in paragraph 16.2.2 of this Joint Announcement are based on the total issued FLT Units as at the Joint Announcement Date, being 2,258,877,908 FLT Units in issue. Percentages are rounded to the nearest two decimal places.
- (2) Mr Panote Sirivadhanabhakdi is deemed to be interested in 118,559,700 FLT Units held by TCC Group Investments Limited.
- (3) Each of Charoen Sirivadhanabhakdi and his spouse, Khunying Wanna Sirivadhanabhakdi, is deemed to be interested in 441,588,408 FLT Units which are indirectly held by Frasers Property Limited.

16.2.3 Holdings of FCOT Units: As at the Joint Announcement Date, based on the latest information available to the FCOT Manager, the interests in FCOT Units held by the Relevant Persons are set out below:

Name of Relevant Person	Direct Interest		Deemed Interest	
	No. of FCOT Units	% ⁽¹⁾	No. of FCOT Units	% ⁽¹⁾
Frasers Property Limited	-	-	236,796,902	25.88
Mr Charoen Sirivadhanabhakdi ⁽²⁾	-	-	236,796,902	25.88
Khunying Wanna Sirivadhanabhakdi ⁽²⁾	-	-	236,796,902	25.88
Mr Philip Eng Heng Nee	150,000	0.02	-	-
Mr Goh Yong Chian	320,000	0.03	-	-

Notes:

- (1) All references to percentage units of the issued FCOT Units in paragraph 16.2.3 of this Joint Announcement are based on the total issued FCOT Units as at the Joint Announcement Date, being 914,896,133 FCOT Units in issue. Percentages are rounded to the nearest two decimal places.
- (2) Each of Charoen Sirivadhanabhakdi and his spouse, Khunying Wanna Sirivadhanabhakdi, is deemed to be interested in 236,796,902 FCOT Units which are indirectly held by Frasers Property Limited.

16.2.4 Other Arrangements: None of the Relevant Persons has:

- (i) granted a security interest over any FCOT Securities to another person, whether through a charge, pledge or otherwise;
- (ii) borrowed from another person any FCOT Securities (excluding borrowed securities which have been on-lent or on-sold); or
- (iii) lent to another person any FCOT Securities.

16.2.5 Confidentiality: In the interests of confidentiality, save for the Relevant Persons, the FLT Manager has not made any enquiries in respect of certain other parties who are or who may be deemed to be acting in concert with it in connection with the Trust Scheme. Similarly, in the interests of confidentiality, the FLT Financial Adviser has not made any enquiries in respect of the other members of its group. Further enquiries will be made of such persons subsequent to this Joint Announcement and the relevant disclosures will be made in due course and in the Scheme Document.

17. OVERSEAS FCOT UNITHOLDERS

The applicability of the Trust Scheme to FCOT Unitholders whose addresses are outside Singapore, as shown on the Register of FCOT Unitholders of FCOT, or as the case may be, in the records of The Central Depository (Pte) Limited (each, an “**Overseas FCOT Unitholder**”), may be affected by the laws of the relevant overseas jurisdictions. Accordingly,

all Overseas FCOT Unitholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

Where there are potential restrictions on sending the Scheme Document to any overseas jurisdiction, the FLT Manager and the FCOT Manager reserve the right not to send the Scheme Document to the FCOT Unitholders in such overseas jurisdiction. For the avoidance of doubt, the Trust Scheme is being proposed to all the FCOT Unitholders (including the Overseas FCOT Unitholders), including those to whom the Scheme Document will not be, or may not be, sent, provided that the Scheme Document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Trust Scheme is not being proposed in any jurisdiction in which the introduction or implementation of the Trust Scheme would not be in compliance with the laws of such jurisdiction.

Overseas FCOT Unitholders who are in doubt as to their positions should consult their own professional advisers in the relevant jurisdictions.

Further details in relation to the Overseas FCOT Unitholders will be contained in the Scheme Document.

18. DOCUMENTS FOR INSPECTION

A copy of the Implementation Agreement is available for inspection¹⁹ during normal business hours at the office of the FCOT Manager in Singapore at 438 Alexandra Road #21-00 Alexandra Point Singapore 119958, from the Joint Announcement Date up to and including the Effective Date.

19. RESPONSIBILITY STATEMENTS

19.1 FLT Manager

The directors of the FLT Manager (including those who may have delegated detailed supervision of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Joint Announcement which relate to FLT and/or the FLT Manager (excluding information relating to FCOT and/or the FCOT Manager) are fair and accurate and that there are no other material facts not contained in this Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading. The directors of the FLT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from FCOT and/or the FCOT Manager, the sole responsibility of the directors of the FLT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Joint Announcement. The directors of the FLT Manager do not accept

¹⁹ Prior appointment will be appreciated.

any responsibility for any information relating to FCOT and/or the FCOT Manager or any opinion expressed by FCOT and/or the FCOT Manager.

19.2 FCOT Manager

The directors of the FCOT Manager (including those who may have delegated detailed supervision of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Joint Announcement which relate to FCOT and/or the FCOT Manager (excluding information relating to FLT and/or the FLT Manager) are fair and accurate and that there are no other material facts not contained in this Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading. The directors of the FCOT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from FLT and/or the FLT Manager, the sole responsibility of the directors of the FCOT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Joint Announcement. The directors of the FCOT Manager do not accept any responsibility for any information relating to FLT and/or the FLT Manager or any opinion expressed by FLT and/or the FLT Manager.

By Order of the Board

**Frasers Logistics & Industrial Asset
Management Pte. Ltd.**

(Registration Number: 201528178Z)

(as manager of Frasers Logistics & Industrial
Trust)

By Order of the Board

**Frasers Commercial Asset
Management Ltd.**

(Registration Number: 200503404G)

(as manager of Frasers Commercial Trust)

2 December 2019

Any queries relating to this Joint Announcement, the Proposed Merger, the Proposed Asset Acquisition or the Trust Scheme should be directed to one of the following:

BofA Securities

Tel: +65 6678 0102

Financial Adviser to

**Frasers Logistics & Industrial Asset
Management Pte. Ltd.**

DBS Bank Ltd.

Tel: +65 6682 8999

Financial Adviser to

**Frasers Commercial Asset
Management Ltd.**

Forward-Looking Statements

All statements other than statements of historical facts included in this Joint Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of occupancy or property rental income, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in amounts and on terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the FLT Manager’s and the FCOT Manager’s current view of future events, and neither the FLT Manager nor the FCOT Manager undertakes any obligation to update publicly or revise any forward-looking statements.

IMPORTANT NOTICE

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

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

The value of the FLT Units or FCOT Units (“Units”) and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the FLT Manager, the FCOT Manager or any of their 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 FLT Manager or the FCOT Manager to redeem or purchase their Units while the Units are listed. It is intended that unitholders may only deal in their Units through trading on SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This Joint 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 FCOT and the FCOT Manager is not necessarily indicative of the future performance of FCOT and the FCOT Manager. The past performance of FLT and the FLT Manager is not necessarily indicative of the future performance of FLT and the FLT Manager.

This Joint Announcement has not been reviewed by the Monetary Authority of Singapore.

Schedule 1

Scheme Conditions

All capitalised terms used and not defined in this Joint Announcement shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the office of the FCOT Manager from the Joint Announcement Date up to the Effective Date.

The Proposed Merger is conditional upon:

- (a) **Amendments to FCOT Trust Deed:** the approval by the FCOT Unitholders holding in aggregate more than 75 per cent. of the total number of votes held by the FCOT Unitholders present and voting either in person or by proxy to amend the FCOT Trust Deed to include provisions for the implementation of the Trust Scheme, in such form and substance as agreed in writing by the Parties, at the extraordinary meeting of the FCOT Unitholders to be convened;
- (b) **Trust Scheme:** the approval of the Trust Scheme by a majority in number of the FCOT Unitholders representing at least three-fourths in value of the FCOT Units held by the FCOT Unitholders present and voting either in person or by proxy at the Trust Scheme Meeting in compliance with the Trust Deed Amendments;
- (c) **Court Approval for the Trust Scheme:** the grant of the Trust Scheme Court Order by the Court;
- (d) **Regulatory Approvals:** the following Regulatory Approvals being obtained and such approvals not being revoked or withdrawn on or before the Relevant Date:
 - (i) confirmation from IRAS that stamp duty is not chargeable on the transfer of FCOT Units held by the FCOT Unitholders to the FLT Trustee and a tax ruling from IRAS that FCOT will be an approved sub-trust and enjoy tax transparency;
 - (ii) there being no objections from the MAS:
 - (1) to the withdrawal of the authorisation of FCOT as an authorised collective investment scheme in the event the Proposed Merger is implemented and FCOT is delisted from the Main Board of the SGX-ST; and
 - (2) to granting FCOT an exemption from Section 295(2) of the SFA in the event the authorisation of FCOT as an authorised collective investment scheme is withdrawn;
 - (iii) an exemption granted by the MAS to the FLT Manager from the requirements set out in Subdivision (3) of Division 2 (Collective Investment Schemes) of Part XIII (Offers of Investments) of the SFA, which relates to prospectus requirements, for the purposes of the Trust Scheme;

- (iv) confirmations from the SIC that:
 - (1) Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29, 33.2 and Note 1(b) on Rule 19 of the Code do not apply to the Trust Scheme, subject to any conditions that the SIC may deem fit to impose; and
 - (2) it has no objections to the conditions precedent as set out in this **Schedule 1**;
 - (v) the approval-in-principle from the SGX-ST of the Trust Scheme, the Scheme Document and for the proposed delisting of FCOT from the SGX-ST after the Trust Scheme becomes effective and binding in accordance with its terms; and
 - (vi) the approval-in-principle from the SGX-ST for the listing and quotation for the Consideration Units on the Main Board of the SGX-ST;
- (e) **Approval from FLT Unitholders:** approval of the FLT Unitholders for the Proposed Merger, the issue of Consideration Units as consideration for the Proposed Merger, and such other resolutions as may be necessary to give effect to and implement the Proposed Merger and the Trust Scheme;
 - (f) **Authorisations and Consents:** in addition to the approvals aforementioned in paragraph (d) above, the receipt of all authorisations, consents, clearances, permissions and approvals as are necessary or required by any and all Parties under any and all applicable laws, from all Governmental Agencies, for or in respect of the implementation of the Trust Scheme and the transactions contemplated under the Implementation Agreement;
 - (g) **No Legal or Regulatory Restraint:** between the date of the Implementation Agreement and up to the Relevant Date, no issuance of any order, injunction, judgment, decree or ruling issued by any Governmental Agencies or by any court of competent jurisdiction preventing the consummation of the Proposed Merger or the implementation of the Trust Scheme, being in effect as at the Relevant Date;
 - (h) **No Prescribed Occurrence:** between the date of the Implementation Agreement and up to the Relevant Date, no Prescribed Occurrence in relation to the FLT Group Entities²⁰ and/or FCOT Group Entities²¹ (as the case may be) occurs other than as required or contemplated by the Implementation Agreement, the Trust Scheme or the Proposed Merger;
 - (i) **FCOT Representations and Warranties:** there being no breach of the representations and warranties of the FCOT Trustee and the FCOT Manager set out in the Implementation Agreement which are material in the context of the Trust Scheme as at the date of the Implementation Agreement and as at the Relevant Date (as though made on and as at that date), except to the extent any such representation or warranty expressly relates to an earlier date (in which case as of such earlier date);

²⁰ "FLT Group Entities" means FLT and the subsidiaries of FLT, and "FLT Group Entity" refers to any of them.

²¹ "FCOT Group Entities" means FCOT and the subsidiaries of FCOT, and "FCOT Group Entity" refers to any of them.

- (j) **FLT Representations and Warranties:** there being no breach of the representations and warranties of the FLT Trustee and the FLT Manager set out in the Implementation Agreement which are material in the context of the Trust Scheme as at the date of the Implementation Agreement and as at the Relevant Date (as though made on and as at that date), except to the extent any such representation or warranty expressly relates to an earlier date (in which case as of such earlier date);
- (k) **Third Parties:** the receipt of all authorisations, consents, waivers, clearances, permissions and approvals as are necessary or required by FCOT from the Third Parties, for or in respect of the implementation of the Trust Scheme and/or the Proposed Merger;
- (l) **No Material Adverse Effect:** between the date of the Implementation Agreement and up to the Relevant Date, there being no occurrence of any Material Adverse Effect in relation to the FLT Group and/or the FCOT Group.

“**Material Adverse Effect**” means an event or events, whether individually or in aggregate, occurring from the date of the Implementation Agreement and up to the Relevant Date, which has or have the effect of causing a diminution:

- (i) in relation to the FLT Group, in the consolidated net tangible assets of the FLT Group by more than 10 per cent. as compared to the consolidated net tangible assets attributable to FLT Unitholders of A\$2,313.8 million (approximately S\$2,153.5 million) as at 30 September 2019 as stated in the 2019 FLT Audited Financial Statements; and
- (ii) in relation to the FCOT Group, in the consolidated net tangible assets of the FCOT Group by more than 10 per cent. as compared to the consolidated net tangible assets of the FCOT Group of S\$1,481.5 million as at 30 September 2019 as stated in 2019 FCOT Audited Financial Statements.

For the avoidance of doubt, distributions that have already been paid to the FLT Unitholders or FCOT Unitholders prior to the Joint Announcement Date, as well as the FLT Permitted Distributions and FCOT Permitted Distributions shall not be taken into account in determining if there has been a Material Adverse Effect.

Schedule 2 Prescribed Occurrences

All capitalised terms used and not defined in this Joint Announcement shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the office of the FCOT Manager from the Joint Announcement Date up to the Effective Date.

For the purpose of the Implementation Agreement, “**Prescribed Occurrence**”, in relation to FCOT and each FCOT Group Entity, and in relation to FLT and each FLT Group Entity, as the case may be, means any of the following:

- (a) **Conversion of FCOT Units or FLT Units:** converting all or any of FCOT Units or FLT Units into a larger or smaller number of FCOT Units or FLT Units as the case may be;
- (b) **Securities Buy-back:** FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity) entering into a securities buy-back agreement or resolving to approve the terms of a securities buy-back agreement under the relevant securities legislation;
- (c) **Issuance of FCOT Units or FLT Units:** FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity) issuing, or granting an option to subscribe for, any FCOT Units or FLT Units or securities convertible into FCOT Units or FLT Units or agreeing to issue or to grant such an option or convertible security (except for any issuance of (i) FLT Units to each of the FLT Manager or the investment manager of the head Australian trust wholly-owned by FLT, as payment of its respective base management fees, performance fees, acquisition fees and divestment fees, as consistent with its usual policy of electing to receive FLT Units; and (ii) FCOT Units to the FCOT Manager as payment of base management fees, performance fees, acquisition fees or divestment fees, as consistent with its usual policy of electing to receive FCOT Units);
- (d) **Issuance of Debt Securities:** FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity) issuing, or agreeing to issue, convertible notes or other debt securities;
- (e) **Amendment of Trust Deed:** the FCOT Manager or the FLT Manager making any amendment to the FCOT Trust Deed (save for the Trust Deed Amendments) and/or the FLT Trust Deed respectively;
- (f) **Distributions:** declaring, making or paying any distribution to FCOT Unitholders or FLT Unitholders (as the case may be), except for any distribution which has been declared or which FCOT or FLT (as the case may be) is under a contractual obligation to pay but has not been paid prior to the date of the Implementation Agreement, and save for the FCOT Permitted Distributions or the FLT Permitted Distributions (as the case may be);
- (g) **Injunctions:** an injunction or other order issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the Trust Scheme or the Proposed Merger or any part thereof by FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity);

- (h) **Resolution for Winding Up:** resolving that FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity) be wound up;
- (i) **Appointment of Liquidator and Judicial Manager:** the appointment of a liquidator, provisional liquidator, judicial manager and/or provisional judicial manager of FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity);
- (j) **Order of Court for Winding Up:** the making of an order by a court of competent jurisdiction for the winding up of FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity);
- (k) **Composition:** entering into any arrangement or general assignment or composition for the benefit of the creditors generally of FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity);
- (l) **Appointment of Receiver:** the appointment of a receiver or a receiver and manager, in relation to the property or assets of FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity);
- (m) **Insolvency:** FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity) becoming or being deemed by law or a court of competent jurisdiction to be insolvent, stops or suspends or defaults on or threatens to stop or suspend or default on, payment of its debts, or otherwise triggers an event of default under the terms of its debts;
- (n) **Cessation of Business:** FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity) ceases or threatens to cease for any reason to carry on business in the ordinary and usual course;
- (o) **Investigations and Proceedings:** if FCOT (or any FCOT Group Entity) or FLT (or any FLT Group Entity) or the FCOT Manager or the FLT Manager or any of their respective directors or employees is or will be the subject of any governmental, quasi-governmental, criminal, regulatory or stock exchange investigation and/or proceeding; or
- (p) **Analogous Event:** any event occurs which, under the laws of any applicable jurisdiction, has an analogous or equivalent effect to any of the foregoing events.

Schedule 3 Indicative Timeline

The timeline below is indicative only and subject to change. Please refer to future SGXNET announcement(s) by the FLT Manager and/or the FCOT Manager for the exact dates of these events.

Key Event	Date
Expected date of first Court Hearing of the application to convene the Scheme Meeting⁽¹⁾	<ul style="list-style-type: none"> ▪ January 2020 / February 2020
Expected date of FLT's Extraordinary General Meeting	<ul style="list-style-type: none"> ▪ February 2020 / March 2020
Expected date of FCOT's Extraordinary General Meeting and Trust Scheme Meeting	
Expected date of Court Hearing for Court Approval of Scheme⁽¹⁾	<ul style="list-style-type: none"> ▪ March 2020 / April 2020
Expected Effective Date of Scheme	<ul style="list-style-type: none"> ▪ End March 2020 / April 2020
Expected payment of Cash Consideration and Consideration Units to FCOT Unitholders	<ul style="list-style-type: none"> ▪ End March 2020 / April 2020
Expected delisting of FCOT	<ul style="list-style-type: none"> ▪ End March 2020 / April 2020

Note:

- (1) The dates of the Court hearings of the application to (i) convene the Trust Scheme Meeting and (ii) approve the Trust Scheme will depend on the dates that are allocated by the Court.