

SECURITIES AND FUTURES ACT (CAP. 289)  
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)  
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/  
UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES**

FORM

**3**

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
  - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
  - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
  - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
  - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

## Part I - General

1. Name of Listed Issuer:

Frasers Logistics & Industrial Trust ("FLT")

2. Type of Listed Issuer:

Company/Corporation

Registered/Recognised Business Trust

Real Estate Investment Trust

Name of Trustee-Manager/Responsible Person:

Frasers Logistics & Industrial Asset Management Pte. Ltd.

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

No *(Please proceed to complete Part II)*

Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

08-Jul-2016

## Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

1. Name of Substantial Shareholder/Unitholder:

FCL Investments (Industrial) Pte. Ltd. ("FCLI")

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

Yes

No

### Transaction **A**

1. Notification in respect of:

Becoming a Substantial Shareholder/Unitholder

Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

Ceasing to be a Substantial Shareholder/Unitholder

2. Date of acquisition of or change in interest:

08-Jul-2016

3. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 2 above, please specify the date):

08-Jul-2016

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

Not applicable.

5. Type of securities which are the subject of the transaction (more than one option may be chosen):

Voting shares/units

Rights/Options/Warrants over voting shares/units

Convertible debentures over voting shares/units (conversion price known)

Others (please specify):

6. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholder/Unitholder:

28,503,000 units in FLT ("Units")

7. Amount of consideration paid or received by Substantial Shareholder/Unitholder (excluding brokerage and stamp duties):

S\$0.89 per Unit

8. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)
- Securities via physical settlement of derivatives or other securities
- Securities pursuant to rights issue
- Securities via a placement
- Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)



Other circumstances:

- Acceptance of take-over offer for the Listed Issuer
- Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (*please specify*):

- Others (*please specify*):

Sale of 28,503,000 Units ("Loaned Securities") pursuant to the exercise of the Over-Allotment Option (as defined in the prospectus of FLT dated 10 June 2016) in full by Citigroup Global Markets Singapore Pte. Ltd. ("Citi") as stabilising manager for the initial public offering of FLT (the "Offering"), solely for the purposes of covering the Loaned Securities which had been over-allotted in connection with the Offering.

9. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	320,658,000	320,658,000
As a percentage of total no. of voting shares/units: 	0	22.5	22.5
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	292,155,000	292,155,000
As a percentage of total no. of voting shares/units: 	0	20.5	20.5

10. Circumstances giving rise to deemed interests (if the interest is such):  
[You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Australand Property Limited ("APL") as trustee of Australand Property Trust ("APT") had declared a trust in favour of FCLI pursuant to a declaration of trust dated 21 June 2016 (the "Declaration of Trust"). Pursuant to the Declaration of Trust, APL, as trustee of APT, holds the Trust Property upon trust absolutely for FCLI. The "Trust Property" includes all of the Units held by APL, as trustee of APT (the "Sponsor Units"). Accordingly, FCLI is deemed interested in the Sponsor Units.

APL, as trustee of APT, has also entered into a unit lending agreement dated 10 June 2016 (the "Unit Lending Agreement") with Citigroup Global Markets Singapore Pte. Ltd. (the stabilising manager for the Offering) ("Citi"). In order to enable APL, as trustee of APT, to fulfil its obligations under the Unit Lending Agreement, FCLI had on 21 June 2016, entered into an Agreement for Direction, Acknowledgement and Declaration, pursuant to which APL, as trustee of APT, was directed to transfer, or otherwise cause to be delivered to Citi, so much of the Units as is necessary to comply with its obligations under the Unit Lending Agreement. Pursuant to the Unit Lending Agreement, on 21 June 2016, APL, as trustee of APT, has lent, and Citi has borrowed, the Loaned Securities, being an aggregate of 28,503,000 Units. Pursuant to the Declaration of Trust, FCLI (through APL, as trustee of APT) continues to have a deemed interest in the Loaned Securities under the Unit Lending Agreement.

Citi had, on 4 July 2016, exercised the Over-Allotment Option granted to it pursuant to the Unit Lending Agreement to purchase the Loaned Securities in full. In conjunction with such exercise and as part of the same transaction, Citi's obligation to re-deliver the Loaned Securities to APL, as trustee of APT, was deemed to have been discharged on 8 July 2016 upon the payment of the Offering Price (as defined in the prospectus of FLT dated 10 June 2016) multiplied by the number of Loaned Securities.

11. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

12. If this is a **replacement** of an earlier notification, please provide:

