THIS SCHEME DOCUMENT REQUIRES YOUR IMMEDIATE ATTENTION.
PLEASE READ CAREFULLY.

IF YOU ARE IN ANY DOUBT ABOUT THIS SCHEME DOCUMENT OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

SCHEME DOCUMENT

DATED 27 OCTOBER 2017

SCHEME CONSIDERATION
S$3.38
IN CASH

FOR EACH SHARE

In relation to the proposed acquisition of Global Logistic Properties Limited ("GLP") by Nesta Investment Holdings Limited by way of a Scheme of Arrangement

GLOBAL LOGISTIC PROPERTIES LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 200715832Z

Financial Adviser to
Global Logistic Properties Limited

J.P.Morgan

Independent Financial Adviser to
the Independent Directors of
Global Logistic Properties Limited

EVERCORE

Financial Advisers to
Nesta Investment Holdings Limited

citi Morgan Stanley Goldman Sachs DBS CICC 中金公司

IMPORTANT DATES AND TIMES

Latest date and time for lodgement of Proxy Form

10.00 a.m., 27 November 2017

Date and time of Scheme Meeting

10.00 a.m., 30 November 2017

Venue of Scheme Meeting

Hall 405, Level 4,
Suntec Singapore Convention
& Exhibition Centre
1 Raffles Boulevard, Suntec City,
Singapore 039593

YOUR VOTE COUNTS

Please vote in person or send in your vote

IMPORTANT NOTICE

This Scheme Document is issued by GLP. This Scheme Document is important and requires your immediate attention. Please read it carefully.

If you have sold or transferred all or any of your issued and fully paid-up ordinary shares in the capital of GLP, you should immediately hand this Scheme Document and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Scheme Document.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in this Scheme Document. All references to dates and times are to Singapore dates and times.

1 What is the background of the transaction?

What has happened?

Announcement of the Strategic Review

1 December 2016

- Request received from GLP's largest shareholder, GIC Real Estate Private Limited ("GIC").
- A Special Committee comprising four independent directors of GLP was constituted to oversee a Strategic Review, with a focus on maximising shareholder value.

Conclusion of the Strategic Review

14 July 2017

- Nesta Investment Holdings Limited, which offered a Scheme Consideration of S$3.38 in cash for each Share, was selected as the preferred bidder.

All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in this Scheme Document. All references to dates and times are to Singapore dates and times.

What are the next steps?

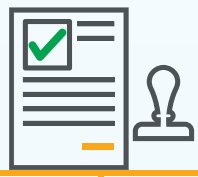
Shareholders to vote on the Scheme

30 November 2017

Details of Scheme Meeting

10.00 a.m., 30 November 2017

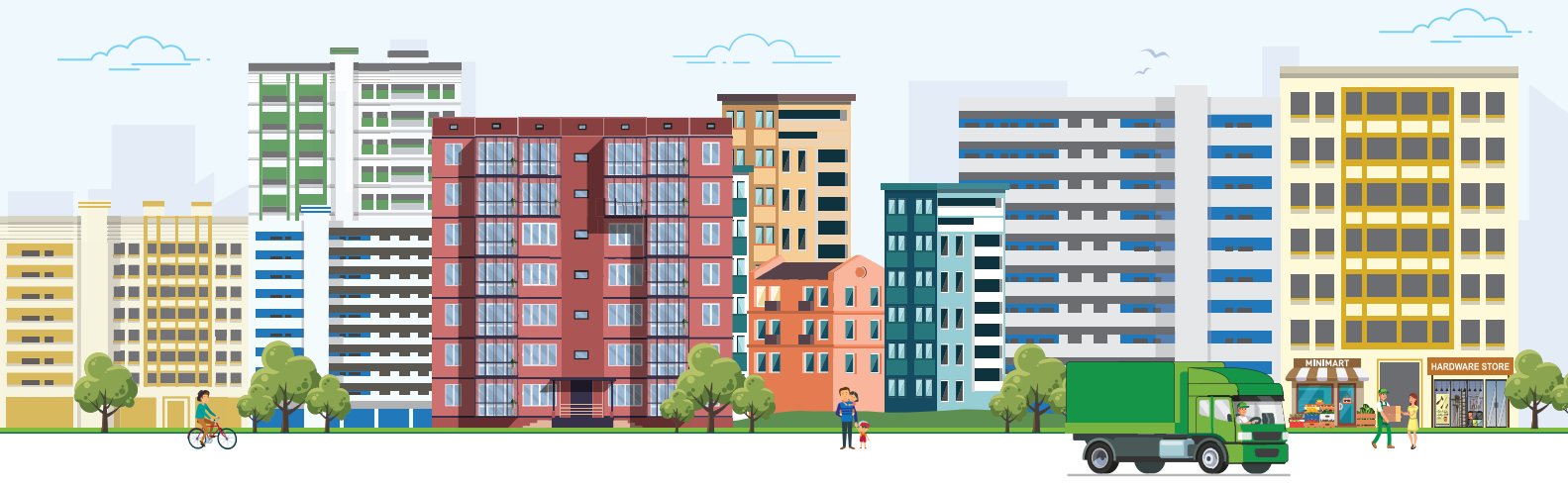
Hall 405, Level 4, Suntec Singapore Convention & Exhibition Centre
1 Raffles Boulevard, Suntec City, Singapore 039593



Outcome if Scheme becomes effective

By 19 January 2018[1]

- Shareholders to receive **S$3.38 in cash per Share**.
- GLP is expected to be delisted from the SGX-ST after payment of the Scheme Consideration.



1 Refers to expected date for payment of the Scheme Consideration. Payment of the Scheme Consideration to be within seven (7) Business Days from the date the Scheme becomes effective.

**** You should note that the expected date for payment of the Scheme Consideration is indicative only and may be subject to change. Please refer to future announcement(s) by the Company for the exact date of this event.**

2 Who is the Offeror?

Nesta Investment Holdings Limited is owned by investment companies with a global capital investor base. Each member of the consortium understands the different elements of the logistics ecosystem.

HOPU Logistics Investment Management Co., Ltd. and its affiliates and entities managed or advised by them ("HOPU")

- Established by Mr. Fang Fenglei in 2008
- Leading China-based private equity investment firm, with offices in Beijing, Hong Kong and Singapore
- HOPU manages approximately US$8.5 billion through multiple funds, and has generated transactions amounting to US$33 billion in deal size

Hillhouse Capital Logistics Management, Ltd. and its affiliates and entities managed or advised by them ("Hillhouse Capital")

- Global firm of investment professionals and operating executives focused on building and investing in high quality business franchises
- Founded in 2005, Hillhouse Capital and its group members manage more than US$30 billion in assets on behalf of leading institutional clients globally

SMG Eastern Limited and its affiliates and entities managed or advised by them

- SMG Eastern Limited is wholly owned by Mr. Ming Z. Mei, the Chief Executive Officer and Executive Director of the Company

Bank of China Group Investment Limited and its affiliates ("BOCGI")

- Incorporated in Hong Kong in 1984, BOCGI is the financial service investment arm of Bank of China Limited
- BOCGI invests in Hong Kong, China and overseas, and focuses mainly on Bank of China Limited's key customers, target clients and strategic partners

Vanke Real Estate (Hong Kong) Company Limited ("VREHK") and its affiliates ("Vanke")

- Established in 1984, Vanke is a leading real estate company headquartered in Shenzhen
- Develops residential properties, as well as other retail and industrial properties
- It conducts investment, financing and property development activities outside of China through offshore management platforms, including VREHK

All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in this Scheme Document. All references to dates and times are to Singapore dates and times.

3 How does the Scheme Consideration compare to historical prices?

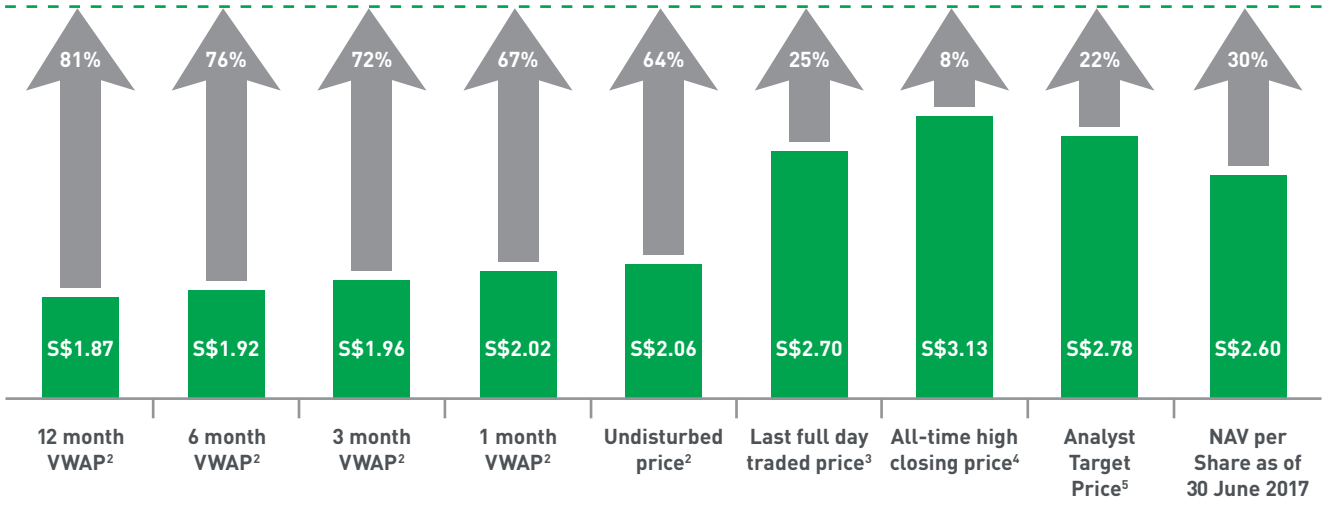
The Scheme gives you an opportunity **to realise your investment at a premium with no brokerage or trading costs**.

The Scheme Consideration represents a premium of approximately 81% over the Company's 12-month volume weighted average price ("VWAP") of S$1.87, up to and including 30 November 2016 (being the last trading day immediately prior to the date on which the Company released the announcement in respect of the undertaking of the Strategic Review).

The Scheme Consideration also represents a premium of 8% over the all-time high closing price of the Shares on 24 October 2013 and 15 November 2013.

If you had invested in the Company during its initial public offering, you will realise a 9.2% annualised return on your investment[1] if the Scheme is successful.

Scheme Consideration = S$3.38 for each Share



Source: Bloomberg

1 Assuming that you re-invested all net cash dividends received over time into Shares and exit the investment at S$3.38/Share on 14 April 2018, which is the Long Stop Date.

2 Closing price as of 30 November 2016, which was the last trading day immediately before 1 December 2016, being the date on which the Company released the announcement in respect of the undertaking of the strategic review. The VWAPs are with reference to the relevant periods up to and including 30 November 2016.

3 Closing price as of 12 July 2017, being the last full trading day immediately prior to the Joint Announcement on 14 July 2017.

4 The highest closing price of the Shares, prior to the Joint Announcement on 14 July 2017, since the Company's listing on the SGX-ST on 18 October 2010, i.e., the Closing Price of S$3.13 per Share on 24 October 2013 and 15 November 2013.

5 Average analyst 12-month target price as of 12 July 2017, based on analyst recommendations updated over the prior three (3) months. Target price range is S$1.72 – S$3.06 (Source: Bloomberg).

4 What does the Independent Financial Adviser ("IFA") recommend?

IT IS IMPORTANT THAT YOU READ THIS EXTRACT TOGETHER WITH AND IN THE CONTEXT OF THE IFA LETTER IN FULL, WHICH CAN BE FOUND IN APPENDIX 1 TO THE SCHEME DOCUMENT. YOU ARE ADVISED AGAINST RELYING SOLELY ON THIS EXTRACT, WHICH IS ONLY MEANT TO DRAW ATTENTION TO THE CONCLUSION AND OPINION OF THE IFA.

AN EXTRACT FROM THE IFA LETTER IS SET OUT BELOW:

"…we are of the opinion that as of the IFA Reference Date, from a financial point of view, the Scheme Consideration is **FAIR AND REASONABLE**.

Accordingly, we advise the Independent Directors to recommend Shareholders to **VOTE IN FAVOUR** of the Scheme."

All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in this Scheme Document. All references to dates and times are to Singapore dates and times.

5 What do the Independent Directors recommend?

IT IS IMPORTANT THAT YOU READ THIS EXTRACT TOGETHER WITH AND IN THE CONTEXT OF THE LETTER TO SHAREHOLDERS IN FULL. YOU ARE ADVISED AGAINST RELYING SOLELY ON THIS EXTRACT, WHICH IS ONLY MEANT TO DRAW ATTENTION TO THE RECOMMENDATION FROM THE INDEPENDENT DIRECTORS OF THE COMPANY.

AN EXTRACT OF THE RECOMMENDATION FROM THE INDEPENDENT DIRECTORS OF THE COMPANY IS SET OUT BELOW:

"The Independent Directors, having considered carefully the terms of the Scheme and the advice given by the IFA in the IFA Letter, concur with the recommendation of the IFA in respect of the Scheme.

Accordingly, the Independent Directors recommend that Shareholders **VOTE IN FAVOUR** of the Scheme at the Scheme Meeting."

6 What must happen for the Scheme to be approved by Shareholders?

The Scheme is subject to, *inter alia*, approval from Shareholders and the Court.
TWO conditions must be met for the Scheme to be approved by Shareholders at the Scheme Meeting.

YOUR VOTE COUNTS ✓

"HEAD-COUNT" CONDITION

>50%

Of the total number of Shareholders present and voting in person or by proxy at the Scheme Meeting, **more than 50% in number** must vote to approve the Scheme.

+

"SHARE-COUNT" CONDITION

≥75%

Of the total number of Shares voted by Shareholders present and voting in person or by proxy at the Scheme Meeting, **at least 75% in value** must be voted to approve the Scheme.

IRREVOCABLE UNDERTAKING

GIC, as the Company's single largest shareholder with a 36.84% interest, has provided an irrevocable undertaking to the Offeror to vote **in favour** of the Scheme.

The Offeror and its concert parties will abstain from voting on the Scheme in respect of their Shares at the Scheme Meeting.

Assuming that the Scheme is approved by the Shareholders at the Scheme Meeting, the Scheme will be subject to sanction by the Court.

All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in this Scheme Document. All references to dates and times are to Singapore dates and times.

7 What do I need to do and what are the possible outcomes?

SHAREHOLDERS VOTE ON THE SCHEME

ATTEND IN PERSON

10.00 a.m., 30 November 2017

Hall 405, Level 4,
Suntec Singapore Convention
& Exhibition Centre

or

SEND IN YOUR VOTE[1]

Please complete and submit the Proxy Form by 10.00 a.m., 27 November 2017, to Boardroom Corporate & Advisory Services Pte. Ltd. ("Boardroom")

Refer to Question 8 for details

POSSIBLE OUTCOMES

THE SCHEME IS APPROVED BY SHAREHOLDERS AND SANCTIONED BY THE COURT[2]

THE SCHEME BECOMES EFFECTIVE

- **You will receive S$3.38 per Share in cash[3].**
- The Shares will be delisted from the SGX-ST.

THE SCHEME IS NOT APPROVED BY SHAREHOLDERS OR IS NOT SANCTIONED BY THE COURT[4]

THE SCHEME DOES NOT BECOME EFFECTIVE

- **You will NOT receive any payment for your Shares, and you will remain a Shareholder of the Company.**
- The Shares will continue to trade on the SGX-ST[5].

1 Appoint a proxy to vote on your behalf at the Scheme Meeting.
2 Assuming that all of the other Scheme Conditions are satisfied (or, where applicable, waived) by the Long Stop Date.
3 Payment of the Scheme Consideration to be within seven (7) Business Days from the date the Scheme becomes effective.
4 Or if any of the other Scheme Conditions is not satisfied (or, where applicable, waived) by the Long Stop Date.
5 There is no assurance that the trading volumes and market prices of the Shares will be maintained at the current levels prevailing as at the Latest Practicable Date.

8 What should I do if I am unable to attend the Scheme Meeting?

If you are unable to attend the Scheme Meeting in person, you may appoint someone you know, or the Chairman of the Scheme Meeting, to vote on your behalf. A proxy need not be a member of the Company. Simply follow these steps:

Step 1: Locate the Proxy Form

The Proxy Form is enclosed with this Scheme Document, or can be obtained from:

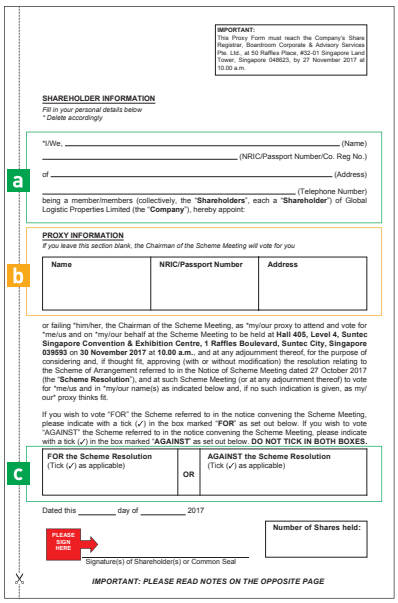
Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place, Singapore Land Tower, #32-01, Singapore 048623

Tel: +65 6536 5355
During office hours only from 9.00 a.m. to 5.30 p.m., Monday to Friday

Electronic copies of the Proxy Form can also be downloaded from the GLP website at www.glprop.com

Step 2: Complete the Proxy Form



IMPORTANT:
This Proxy Form must reach the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, by 27 November 2017 at 10.00 a.m.

SHAREHOLDER INFORMATION
Fill in your personal details below
** Delete accordingly*

a
*I/We, _____ (Name)
_____ (NRIC/Passport Number/Co. Reg No.)
of _____ (Address)
_____ (Telephone Number)
being a member/members (collectively, the "**Shareholders**", each a "**Shareholder**") of Global Logistic Properties Limited (the "**Company**"), hereby appoint:

b
PROXY INFORMATION
If you leave this section blank, the Chairman of the Scheme Meeting will vote for you

Name	NRIC/Passport Number	Address

or failing *him/her, the Chairman of the Scheme Meeting, as *my/our proxy to attend and vote for *me/us and on *my/our behalf at the Scheme Meeting to be held at **Hall 405, Level 4, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593** on **30 November 2017** at **10.00 a.m.**, and at any adjournment thereof, for the purpose of considering and, if thought fit, approving (with or without modification) the resolution relating to the Scheme of Arrangement referred to in the Notice of Scheme Meeting dated 27 October 2017 (the "**Scheme Resolution**"), and at such Scheme Meeting (or at any adjournment thereof) to vote for *me/us and in *my/our name(s) as indicated below and, if no such indication is given, as my/our* proxy thinks fit.

If you wish to vote "FOR" the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "**FOR**" as set out below. If you wish to vote "AGAINST" the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "**AGAINST**" as set out below. **DO NOT TICK IN BOTH BOXES.**

c

FOR the Scheme Resolution (Tick (✓) as applicable)	OR	AGAINST the Scheme Resolution (Tick (✓) as applicable)

Dated this _____ day of _____ 2017

PLEASE SIGN HERE

Signature(s) of Shareholder(s) or Common Seal

Number of Shares held:

IMPORTANT: PLEASE READ NOTES ON THE OPPOSITE PAGE

a Fill in your name and particulars.

*I/~~We~~, Elizabeth Lee (Name)
SXXXXXXXE (NRIC/Passport Number/Co. Reg No.)
of Blk X Bukit Timah St X, #06-333, S123456 (Address)
9123 4567 (Telephone Number)
being a member/members (collectively, the "**Shareholders**", each a "**Shareholder**") of Global Logistic Properties Limited (the "**Company**"), hereby appoint:

SAMPLE

b You may fill in the details of your appointed proxy or leave this section blank. The Chairman of the Scheme Meeting will be appointed as your proxy if this section is left blank.

PROXY INFORMATION
If you leave this section blank, the Chairman of the Scheme Meeting will vote for you

Name	NRIC/Passport Number	Address
Alex Lim Boon Lee	SXXXXXXXB	Blk X Jurong Ave X, #03-246, S123456

SAMPLE

c Indicate your vote by ticking ✓ in the box labelled FOR OR AGAINST the Scheme Resolution. Tick only ONE box.

If you wish to vote FOR the Scheme Resolution:

FOR the Scheme Resolution (Tick (✓) as applicable)	OR	AGAINST the Scheme Resolution (Tick (✓) as applicable)
✓		

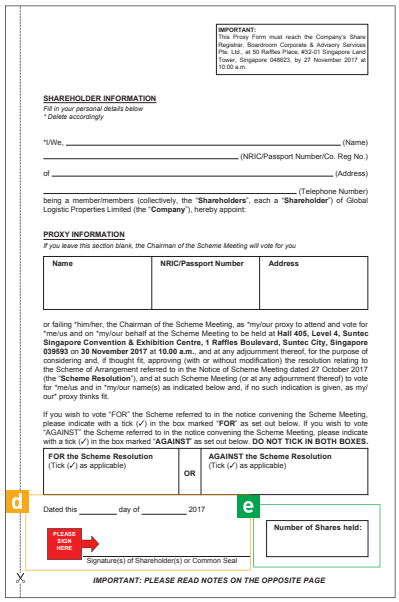
SAMPLE

If you wish to vote AGAINST the Scheme Resolution:

FOR the Scheme Resolution (Tick (✓) as applicable)	OR	AGAINST the Scheme Resolution (Tick (✓) as applicable)
		✓

SAMPLE

All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in this Scheme Document. All references to dates and times are to Singapore dates and times.



IMPORTANT:
This Proxy Form must reach the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, by 27 November 2017 at 10.00 a.m.

SHAREHOLDER INFORMATION
Fill in your personal details below
** Delete accordingly*

*I/We, _____ (Name)
_____ (NRIC/Passport Number/Co. Reg No.)
of _____ (Address)
_____ (Telephone Number)
being a member/members (collectively, the "**Shareholders**", each a "**Shareholder**") of Global Logistic Properties Limited (the "**Company**"), hereby appoint:

PROXY INFORMATION
If you leave this section blank, the Chairman of the Scheme Meeting will vote for you

Name	NRIC/Passport Number	Address

or failing *him/her, the Chairman of the Scheme Meeting, as *my/our proxy to attend and vote for *me/us and on *my/our behalf at the Scheme Meeting to be held at **Hall 405, Level 4, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593** on **30 November 2017** at **10.00 a.m.**, and at any adjournment thereof, for the purpose of considering and, if thought fit, approving (with or without modification) the resolution relating to the Scheme of Arrangement referred to in the Notice of Scheme Meeting dated 27 October 2017 (the "**Scheme Resolution**"), and at such Scheme Meeting (or at any adjournment thereof) to vote for *me/us and in *my/our name(s) as indicated below and, if no such indication is given, as my/our* proxy thinks fit.

If you wish to vote "FOR" the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "**FOR**" as set out below. If you wish to vote "AGAINST" the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked "**AGAINST**" as set out below. **DO NOT TICK IN BOTH BOXES.**

FOR the Scheme Resolution (Tick (✓) as applicable)	OR	AGAINST the Scheme Resolution (Tick (✓) as applicable)

d Dated this _____ day of _____ 2017

PLEASE SIGN HERE

Signature(s) of Shareholder(s) or Common Seal

e Number of Shares held:

IMPORTANT: PLEASE READ NOTES ON THE OPPOSITE PAGE

d You MUST SIGN and indicate the date.

Dated this XX day of XXXX 2017

PLEASE SIGN HERE

SAMPLE

Signature(s) of Shareholder(s) or Common Seal

e Indicate the number of Shares you hold and wish to vote.

Number of Shares held: XX,XXX

SAMPLE

Step 3: Return the completed Proxy Form

Return the completed Proxy Form in the enclosed pre-addressed envelope so that it arrives at Boardroom **by 10.00 a.m., 27 November 2017**.

GLP

Postage will be paid by addressee. For posting in Singapore only.

BUSINESS REPLY SERVICE
PERMIT NO. 08734

Global Logistic Properties Limited
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623

9 Important Information

Important Dates and Times

Latest date and time for lodgement of Proxy Form:
10.00 a.m., 27 November 2017

Details of Scheme Meeting:
10.00 a.m., 30 November 2017
Hall 405, Level 4, Suntec Singapore Convention & Exhibition Centre
1 Raffles Boulevard, Suntec City, Singapore 039593

Expected Effective Date[1]:
10 January 2018

Expected date for payment of the Scheme Consideration[2]:
By 19 January 2018

1 The Scheme will only be effective and binding upon lodgement of the Court order with the Accounting and Corporate Regulatory Authority of Singapore ("ACRA"). The Court order will be lodged with ACRA upon the satisfaction (or, where applicable, waiver) of all the Scheme Conditions.

2 Payment of the Scheme Consideration to be within seven (7) Business Days from the date the Scheme becomes effective.

**** You should note that the expected date for the Scheme to become effective and the expected date for payment of the Scheme Consideration are indicative only and may be subject to change. Please refer to future announcement(s) by the Company for the exact dates of these events.**

All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in this Scheme Document. All references to dates and times are to Singapore dates and times.

How can I check the number of Shares I own?

You can check your shareholding balance with the CDP by contacting them at +65 6535 7511. If you own Shares through a bank, broker or any other intermediaries, you can also check by contacting them directly. If you are a CPFIS Investor or SRS Investor, please consult your CPF Agent Bank or SRS Agent Bank (namely DBS, OCBC and UOB) for further information.

Who do I contact if I need assistance?

Global Logistic Properties Limited
investor.relations@glprop.com
Tel: +65 6643 6372

Boardroom Corporate & Advisory Services Pte. Ltd.
Tel: +65 6536 5355

Financial Adviser (Company):
J.P. Morgan (S.E.A.) Limited
Tel: +65 6882 8342

Financial Advisers (Offeror):
Citigroup Global Markets Singapore Pte. Ltd.
Tel: +65 6657 1253

Morgan Stanley Asia (Singapore) Pte.
Tel: +65 6834 8034

Goldman Sachs (Singapore) Pte.
Tel: +65 6889 1364

DBS Bank Ltd.
Tel: +65 6878 4223

China International Capital Corporation (Singapore) Pte. Limited
Tel: +65 6572 1976

(During office hours only from 9.00 a.m. to 5.30 p.m., Monday to Friday)

IMPORTANT NOTICE

The information in this section should be read with the full information contained in the rest of the Scheme Document.

If there should be any inconsistency or conflict between this section and the Scheme Document, the Scheme Document shall prevail. Nothing in this section is intended to be, or shall be taken as, an advice, a recommendation or a solicitation to the Shareholders or any other party.

Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests. The recommendation of the Independent Directors, and advice and recommendation of the IFA to the Independent Directors, in respect of the Scheme, are each set out in this Scheme Document. Shareholders are advised to read the IFA Letter set out in **Appendix 1** to this Scheme Document carefully.

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In this Scheme Document, the following definitions apply throughout unless otherwise stated or the context otherwise requires:

"**3M FY2018**"	:	In relation to the Group, the three-month period ended 30 June 2017
"**Acquisition**"	:	The proposed acquisition by the Offeror of all the Shares (excluding treasury Shares) to be effected by way of the Scheme
"**ACRA**"	:	The Accounting and Corporate Regulatory Authority of Singapore
"**Alternative Transaction**"	:	Any offer, proposal or expression of interest by any person other than the Offeror or any of the Consortium Partners pursuant to which such person or any other person may, whether directly or indirectly, and whether by share purchase, issuance or exchange, scheme of arrangement, merger, consolidation or amalgamation, capital reconstruction, purchase of assets, tender offer, general offer, partial offer, joint venture, dual listed company structure or otherwise: (i) acquire or become the holder or owner of, or otherwise have an economic interest in: (a) all or substantially all of the businesses, assets, revenues and/or undertakings of the Group or any of the Intermediate Entities; or (b) all or any portion of the share capital of the Company or any of the Intermediate Entities; (ii) acquire control of the Group or merge with the Company or any of the Intermediate Entities; (iii) benefit under any other arrangement having an effect similar to any of the above; or (iv) effect a transaction which could preclude, restrict or delay the consummation of the Acquisition and/or the Scheme
"**Antitrust Approvals**"	:	All approvals, authorisations, clearances, licences, orders, confirmations, consents, permits, exemptions, clearances, grants, permissions, recognitions and waivers (including the expiration or termination of an applicable waiting period (or any extension thereof)) which are necessary, appropriate or required under the Antitrust Laws of the PRC, Japan, Brazil and the US
"**Antitrust Laws**"	:	Any applicable laws or regulations or other legal restraint designed to govern merger control, competition, trade regulation or foreign investment matters or to prohibit, restrict or regulate actions with the purpose or effect of monopolisation or restraint of trade
"**Awards**"	:	Share awards granted under the Share Plans
"**Board**"	:	The Board of Directors of the Company
"**BOCGI**"	:	BOCGIL and its affiliates
"**BOCGIL**"	:	Bank of China Group Investment Limited

"**Books Closure Date**"	:	A date to be announced (before the Effective Date) by the Company on which the Transfer Books and the Register of Members will be closed in order to determine the entitlements of the Shareholders under the Scheme
"**BSREP**"	:	BSREP Bermuda Europe Holdings Limited
"**Business Day**"	:	A day (other than Saturday, Sunday or a gazetted public holiday) on which commercial banks in Singapore are open for business
"**Cash Award**"	:	The cash payment arising from the vesting and release of certain number of Awards held by certain Employee Programme Participants in the form of cash, as more particularly described in **paragraph 8.1.3(i)** of **Appendix 3** to this Scheme Document
"**CDP**"	:	The Central Depository (Pte) Limited
"**CFIUS Approval**"	:	The approval of the Acquisition and/or the Scheme from the Committee on Foreign Investment in the United States
"**CIC Payment**"	:	The cash payment that Employee Programme Participants are entitled to under the Employee Programme in the event of a change in control of the Company, as more particularly described in **paragraph 8.1.2(i)** of **Appendix 3** to this Scheme Document
"**CIC Termination**"	:	The termination of employment of an Employee Programme Participant by the Company without cause or as a result of constructive dismissal within a period of 24 months following a change in control of the Company
"**CIC Termination Payment**"	:	The cash payment that Employee Programme Participants are entitled to under the Employee Programme following CIC Termination, as more particularly described in **paragraph 8.1.2(i)** of **Appendix 3** to this Scheme Document
"**Citi**"	:	Citigroup Global Markets Singapore Pte. Ltd.
"**Class A Shares**"	:	Class A ordinary shares in NIHGP
"**Co-Investors**"	:	BOCGI and Vanke, and "**Co-Investor**" means any one of them
"**Code**"	:	The Singapore Code on Take-overs and Mergers
"**Companies Act**"	:	The Companies Act, Chapter 50 of Singapore
"**Company**" or "**GLP**"	:	Global Logistic Properties Limited
"**Company Securities**"	:	(i) Shares or securities which carry voting rights in the Company; and (ii) convertible securities, warrants, options and derivatives in respect of such Shares or securities which carry voting rights in the Company
"**Competing Bid**"	:	(i) Any mandatory or voluntary general offer for all the Shares, scheme of arrangement involving the Company and/or the acquisition of all the Shares or any other offer as defined in the Code (excluding any partial offer for the Shares), or (ii) a proposal to acquire all or substantially all of the assets or undertakings of the Company which requires the approval of the Shareholders under the Listing Manual

"**Competing Bidder**"	:	Any person(s) other than the Offeror making a Competing Bid
"**Consortium**"	:	(i) HOPU; (ii) Hillhouse Capital; (iii) SMG; (iv) BOCGI; and (v) Vanke
"**Consortium Partners**"	:	(i) HLIM; (ii) HCM; (iii) SMGEL; (iv) BOCGIL; and (v) VREHK
"**Consortium Term Sheet**"	:	The consortium term sheet entered into by the Consortium members to regulate the conduct of the Consortium for the purposes of the Acquisition, as more particularly described in **paragraph 4.1** of the Letter to Shareholders
"**Constitution**"	:	The constitution of the Company
"**Court**"	:	The High Court of the Republic of Singapore, or where applicable on appeal, the Court of Appeal of the Republic of Singapore
"**Court Order**"	:	The order of the Court sanctioning the Scheme pursuant to Section 210 of the Companies Act
"**CPF**"	:	The Central Provident Fund
"**CPF Agent Banks**"	:	Agent banks included under the CPFIS
"**CPFIS**"	:	CPF Investment Scheme
"**CPFIS Investors**"	:	Investors who purchased Shares using their CPF savings under the CPFIS
"**DBS**"	:	DBS Bank Ltd.
"**Deeds of Undertaking**"	:	The irrevocable undertakings provided by the Undertaking Shareholders in favour of the Offeror to, *inter alia*, vote or procure the voting of all of their Shares in favour of the Scheme and any other matter necessary to implement the Scheme at the Scheme Meeting, as more particularly described in **paragraph 5.1** of the Letter to Shareholders
"**Defaulting Party**"	:	Has the meaning ascribed to it in **paragraph 8.3.1(c)** of the Explanatory Statement
"**Directors**"	:	The directors of the Company as at the Latest Practicable Date

"**Effective Date**"	:	The date on which the Scheme, if approved and sanctioned by the Court, becomes effective and binding in accordance with its terms
"**Employee Programme**"	:	The employee retention programme implemented by the Company prior to the commencement of the Strategic Review, as more particularly described in **paragraph 8.1.2** of **Appendix 3** to this Scheme Document
"**Employee Programme Cash Payments**"	:	The CIC Payment and the CIC Termination Payment
"**Employee Programme Participants**"	:	The select employees who are participants in the Employee Programme
"**Encumbrances**"	:	Any charges, mortgages, security, pledges, liens, options, equities, powers of sale, hypothecations, retention of title, rights of pre-emption, rights of first refusal or security interests of any kind
"**Entitled Shareholders**"	:	Shareholders as at 5.00 p.m. on the Books Closure Date
"**Euros**" or "**€**"	:	Euros, the lawful currency of the European Union
"**Explanatory Statement**"	:	The explanatory statement in compliance with Section 211 of the Companies Act as set out on pages 31 to 47 of this Scheme Document
"**FFL**"	:	Mr. Fang Fenglei
"**Financial Adviser's Opinion**"	:	The opinion of J.P. Morgan on the Scheme Consideration in writing addressed solely to the Board, as more particularly described in **paragraph 10** of the Letter to Shareholders
"**Fund Management Consents**"	:	Any consents or waivers from, and/or any notifications to, investors in the Principal Group Funds in connection with the Acquisition and/or the Scheme which are necessary, appropriate or required under the contracts set out in paragraphs 7 to 18 of Schedule 5 to the Implementation Agreement and any documents ancillary thereto
"**FY**"	:	Financial year ended or ending 31 March, as the case may be
"**FY2017 Dividend**"	:	The cash dividend of S$0.06 per Share announced by the Company on 19 May 2017 and paid by the Company on 22 August 2017
"**Gaoling**"	:	Gaoling Fund, L.P.
"**Gaoling Feeder**"	:	Gaoling Feeder, Ltd.
"**Gatefold**"	:	The pages preceding the "Contents" section of this Scheme Document
"**Gazeley Acquisition**"	:	The proposed acquisition of Gazeley by the Group which was announced by the Company on 2 October 2017, as more particularly described in **paragraph 4.2.2** of **Appendix 3** to this Scheme Document
"**GIC**"	:	GIC Private Limited
"**GIC Real Estate**"	:	GIC Real Estate Private Limited
"**GIC Realty**"	:	GIC (Realty) Private Limited

"**GLP 3M FY2018 Results**"	:	The unaudited consolidated financial statements of the Group for 3M FY2018
"**GLP Related Corporations**"	:	A corporation which, by virtue of Section 6 of the Companies Act, is deemed to be related to the Company
"**Group**" or "**Group Entities**"	:	The Principal Group Companies, the Principal Group Funds Entities and the other subsidiaries of the Company collectively and "**Group Entity**" means any one of them
"**GS**"	:	Goldman Sachs (Singapore) Pte.
"**HCM**"	:	Hillhouse Capital Logistics Management, Ltd.
"**HFMC**"	:	HOPU Fund Management Company Limited
"**Hillhouse**"	:	Hillhouse Capital Management, Ltd.
"**Hillhouse Capital**"	:	HCM and its affiliates and entities managed or advised by them
"**Hillhouse Group**"	:	Hillhouse Capital Group Limited
"**Hillhouse Holdings**"	:	Hillhouse Capital Group Holdings Limited
"**HLIM**"	:	HOPU Logistics Investment Management Co., Ltd.
"**Holding Announcement Date**"	:	27 February 2017, being the date on which the Company released the announcement relating to the Strategic Review in which it announced its receipt of non-binding proposals which might involve a possible acquisition of all, or some, of the Shares
"**HOPU**"	:	HLIM and its affiliates and entities managed or advised by them
"**HRCC**"	:	The Human Resource and Compensation Committee of the Company
"**HRCC Determination**"	:	HRCC's determination in relation to the Awards pursuant to its exercise of discretion under the Share Plans, as more particularly described in **paragraph 3.3.3** of **Appendix 3** to this Scheme Document
"**IFA**" or "**Evercore**"	:	Evercore Asia (Singapore) Pte. Ltd., the independent financial adviser to the Independent Directors
"**IFA Letter**"	:	The letter from the IFA to the Independent Directors dated 27 October 2017, as set out in **Appendix 1** to this Scheme Document
"**Implementation Agreement**"	:	The implementation agreement dated 14 July 2017 entered into between the Company and the Offeror setting out the terms and conditions on which the Company and the Offeror will implement the Scheme
"**Independent Directors**"	:	The Directors who are considered independent for the purposes of making a recommendation to the Shareholders on the Scheme, namely all of the Directors except for the Relevant Directors
"**Intermediate Entities**"	:	CLH Limited, GLP Brazil Investment Holdings Pte. Ltd., GLP Investment Holdings, GLP Japan Investment Holdings Pte. Ltd. and GLP Investment Management Pte Ltd

"**Joint Announcement**"	:	The joint announcement by the Company and the Offeror dated 14 July 2017 in relation to, *inter alia*, the Acquisition and the Scheme
"**Joint Announcement Date**"	:	14 July 2017, being the date of the Joint Announcement
"**J.P. Morgan**"	:	J.P. Morgan (S.E.A.) Limited, the financial adviser to the Company in respect of the Strategic Review, the Acquisition and the Scheme
"**Khangai**"	:	Khangai Company Limited
"**KPMG**"	:	KPMG LLP, auditors to the Company
"**Latest Practicable Date**"	:	20 October 2017, being the latest practicable date prior to the printing of this Scheme Document
"**Letter to Shareholders**"	:	The letter to the Shareholders as set out on pages 16 to 30 of this Scheme Document
"**Listing Manual**"	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
"**Long Stop Date**"	:	14 April 2018, being the date falling nine (9) months from the date of the Implementation Agreement (or such other date as the Company and the Offeror may agree in writing)
"**Market Day**"	:	A day on which the SGX-ST is open for the trading of securities
"**MidCo**"	:	Nesta Investment Holdings MidCo Limited
"**MS**"	:	Morgan Stanley Asia (Singapore) Pte.
"**MS Entities**"	:	Morgan Stanley Asia Limited and Morgan Stanley Asia (Singapore) Securities Pte Ltd
"**MSIP**"	:	Morgan Stanley & Co. International plc
"**MZM**"	:	Mr. Ming Z. Mei
"**NIHGP**"	:	Nesta Investment Holdings GenPar Limited
"**NIHGP Board**"	:	The board of directors of NIHGP
"**NIHGP Shareholders' Agreement**"	:	The shareholders' agreement entered into by the Consortium members and NIHGP in respect of the post-Acquisition shareholding and governance arrangements in respect of NIHGP, as more particularly described in **paragraph 4.2** of the Letter to Shareholders and the Explanatory Statement
"**NIHLP**"	:	Nesta Investment Holdings, L.P.
"**NIHLP Interests**"	:	Limited partnership interests in NIHLP
"**Offer**"	:	Where the Switch Option is exercised, a voluntary conditional cash offer to be made for or on behalf of the Offeror to acquire all of the Shares (excluding treasury Shares) on the terms and subject to the conditions which will be set out in the Offer Document, as more particularly described in **paragraph 3.2** of the Letter to Shareholders
"**Offer Document**"	:	The offer document to be issued for or on behalf of the Offeror in relation to the Offer in the event the Switch Option is exercised by the Offeror

"**Offer Revision Deadline**"	:	The date on which the Deeds of Undertaking will terminate if the Offeror fails to announce by such date a revision of the Offer which renders the Offer (as so revised) to be equal to or more favourable than a Competing Bid (or such revision thereof), as more particularly described in **paragraph 5.3.6(ii)** of the Explanatory Statement
"**Offeror**"	:	Nesta Investment Holdings Limited
"**Offeror Concert Parties**"	:	The persons acting in concert with the Offeror in relation to the Scheme and the Acquisition
"**Offeror Financial Advisers**"	:	The Offeror Lead Joint Financial Advisers, DBS and China International Capital Corporation (Singapore) Pte. Limited, as financial advisers to the Offeror in respect of the Acquisition and the Scheme
"**Offeror Lead Joint Financial Advisers**"	:	Citi, MS and GS, as the lead joint financial advisers to the Offeror in respect of the Acquisition and the Scheme
"**Offeror Securities**"	:	(i) Ordinary shares in the capital of the Offeror or securities which carry voting rights in the Offeror; and (ii) convertible securities, warrants, options and derivatives in respect of the ordinary shares in the capital of the Offeror or securities which carry voting rights in the Offeror
"**Offeror's Letter**"	:	The letter from the Offeror to the Shareholders as set out in **Appendix 2** to this Scheme Document
"**Overseas Shareholder**"	:	A Shareholder whose address is outside Singapore, as shown on the Register of Members or, as the case may be, in the records of CDP
"**Parties**"	:	The Company and the Offeror, and "**Party**" means any one of them
"**Performance Criteria**"	:	Has the meaning ascribed to it in **paragraph 3.3.1** in **Appendix 3** to this Scheme Document
"**PRC**"	:	People's Republic of China
"**Prescribed Occurrence**"	:	Any of the matters in relation to the Offeror or the Company (or where applicable, any Principal Group Entity), as the case may be, as set out in Schedule 4 to the Implementation Agreement and which are reproduced in **Appendix 8** to this Scheme Document
"**Principal Group Companies**"	:	The Company together with the significant subsidiaries of the Company as set out in Schedule 2 to the Implementation Agreement, and "**Principal Group Company**" means any one of them
"**Principal Group Entities**"	:	The Principal Group Companies and the Principal Group Funds Entities collectively, and "**Principal Group Entity**" means any one of them
"**Principal Group Funds**"	:	The investment funds managed or advised, directly or indirectly, by a Principal Group Funds Entity, as listed in Schedule 2 to the Implementation Agreement, and "**Principal Group Fund**" means any one of them

"**Principal Group Funds Entities**"	:	The entities as listed in Schedule 2 to the Implementation Agreement, and "**Principal Group Funds Entity**" means any one of them
"**Properties**"	:	The properties in which the Group has an interest as at 30 June 2017
"**Proxy Form**"	:	The proxy form for the Scheme Meeting
"**PSP**"	:	The GLP Performance Share Plan
"**PSP Awards**"	:	Share awards granted pursuant to the PSP
"**Record Date**"	:	The date falling on the Business Day immediately preceding the Effective Date
"**Recosia**"	:	Recosia Pte Ltd
"**Register of Members**"	:	The register of members of the Company
"**Relevant Directors**"	:	FFL and MZM, and "**Relevant Director**" means any one of them
"**Relevant Facilities**"	:	The financing facilities of certain Group Entities (as borrowers) which are listed in Schedule 7 to the Implementation Agreement
"**Relevant Properties**"	:	Has the meaning ascribed to it in **paragraph 12.4** in **Appendix 3** to this Scheme Document
"**Relevant Shareholders**"	:	The Shareholders who have provided the Relevant Shareholders' Irrevocable Undertakings, namely Khangai, HFMC, Gaoling, YHG and MZM
"**Relevant Shareholders' Irrevocable Undertakings**"	:	The irrevocable undertakings provided by the Relevant Shareholders in favour of the Offeror to, *inter alia*, waive all rights under the terms of the Scheme and Rule 30 of the Code to receive the Scheme Consideration for the transfer of the Relevant Shares, as more particularly described in **paragraph 4.3** of the Letter to Shareholders and the Explanatory Statement
"**Relevant Shares**"	:	All of the Shares held by the Relevant Shareholders as more particularly described in **paragraph 4.3** of the Letter to Shareholders, including any other Shares which they may acquire (directly or indirectly) or which may be issued or unconditionally allotted to them whether pursuant to any bonus issue, rights issue or distribution of Shares or otherwise, on or after the date of their respective Relevant Shareholders' Irrevocable Undertakings, but excluding, in the case of MZM, his deemed interest in 6,750,000 Shares as disclosed in **paragraph 11.1(a)** of the Offeror's Letter
"**RMB**" or "**CNY**"	:	Renminbi, being the lawful currency of the PRC
"**RSP**"	:	The GLP Restricted Share Plan
"**RSP Awards**"	:	Share awards granted pursuant to the RSP
"**Scheme**"	:	The scheme of arrangement under Section 210 of the Companies Act dated 27 October 2017 as set out on pages 13 - 1 to 13 - 7 of this Scheme Document (as may be amended or modified from time to time)

"**Scheme Conditions**"	:	The conditions precedent in the Implementation Agreement which must be satisfied (or, where applicable, waived) by the Long Stop Date for the Scheme to be implemented and which are reproduced in **Appendix 7** to this Scheme Document
"**Scheme Consideration**"	:	S$3.38 in cash for each Share
"**Scheme Document**"	:	This document dated 27 October 2017 and any other document(s) which may be issued by or on behalf of the Company to amend, revise, supplement or update the document(s) from time to time
"**Scheme Meeting**"	:	The meeting of the Shareholders to be convened at the direction of the Court for the purposes of considering and, if thought fit, approving the Scheme, notice of which is set out on pages 14 - 1 to 14 - 3 of this Scheme Document, and any adjournment thereof
"**Scheme Resolution**"	:	The resolution relating to the Scheme referred to in the notice of Scheme Meeting dated 27 October 2017 set out on pages 14 - 1 to 14 - 3 of this Scheme Document
"**Scheme Revision Deadline**"	:	The date on which the Deeds of Undertaking will terminate if the Offeror fails, by such date, to either (i) announce a revision of the Scheme Consideration which renders the Scheme (as so revised) to be equal to or more favourable than a Competing Bid (or such revision thereof), or (ii) exercise the Switch Option and announce the Offer on such terms and conditions (including the offer price) which are equal to or more favourable than such Competing Bid (or such revision thereof), as more particularly described in **paragraph 5.3.5(ii)** of the Explanatory Statement
"**Securities Account**"	:	The relevant securities account maintained by a Depositor with CDP but does not include a securities sub-account
"**Senior Notes**"	:	The outstanding notes issued by the Company pursuant to its US$2,000,000,000 Euro Medium Term Note Programme which are listed on the SGX-ST, being: (i) Series 002 RMB350,000,000 in aggregate principal amount of 4.00% senior notes due 2018; and (ii) Series 004 US$1,000,000,000 in aggregate principal amount of 3.875% senior notes due 2025
"**SFA**"	:	The Securities and Futures Act, Chapter 289 of Singapore
"**SGXNET**"	:	The website of the SGX-ST
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Share Plans**"	:	The PSP and the RSP
"**Share Registrar**"	:	Boardroom Corporate & Advisory Services Pte. Ltd., the share registrar of the Company
"**Shareholders**"	:	(i) Persons who are registered as holders of Shares in the Register of Members (other than CDP); and

(ii) where CDP is registered in the Register of Members as the holder of Shares, Depositors who have Shares entered against their names in the Depository Register

"**Shares**"	:	Issued and paid-up ordinary shares in the capital of the Company
"**SIC**"	:	Securities Industry Council of Singapore
"**SMG**"	:	SMGEL and its affiliates and entities managed or advised by them
"**SMGEL**"	:	SMG Eastern Limited
"**Special Committee**"	:	A special committee of the Board constituted to oversee the Strategic Review, which consists of four independent directors of the Company, namely Dr. Seek Ngee Huat, Mr. Steven Lim Kok Hoong, Mr. Tham Kui Seng and Mr. Lim Swe Guan
"**Sponsors**"	:	HOPU, Hillhouse Capital and SMG, and "**Sponsor**" means any one of them
"**SRS**"	:	Supplementary Retirement Scheme
"**SRS Agent Banks**"	:	Agent banks included under the SRS
"**SRS Investors**"	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
"**Steering Committee**"	:	The steering committee established by the Consortium members pursuant to the Consortium Term Sheet, as more particularly described in **paragraph 4.1** of the Letter to Shareholders
"**Strategic Review**"	:	An independent strategic review of options available for the business of the Company undertaken by the Company, as more particularly described in **paragraph 1.1** of the Letter to Shareholders
"**Strategic Review Announcement Date**"	:	1 December 2016, being the date on which the Company released the announcement in respect of the undertaking of the Strategic Review
"**Surviving Provisions**"	:	Surviving provisions of the Implementation Agreement such as those relating to remedies, confidentiality, costs and expenses and governing law
"**Switch Option**"	:	The right of the Offeror at its discretion to elect to proceed by way of an Offer (in lieu of proceeding by way of the Scheme) in the event of an Alternative Transaction, as more particularly described in **paragraph 3.2** of the Letter to Shareholders
"**S$**" or "**SGD**"	:	Singapore dollars, being the lawful currency of Singapore
"**Terminating Party**"	:	Has the meaning ascribed to it in **paragraph 8.3.1(a)** of the Explanatory Statement
"**Third Party Consents**"	:	The authorisations, consents, clearances, permissions, approvals or waivers from, and/or notifications to, the parties to the documents listed in Schedule 6 to the Implementation Agreement and/or the Relevant Facilities, other than the Group Entities, in connection with the Acquisition and/or the Scheme which are necessary, appropriate or required under such documents and/or the Relevant Facilities

"**TopCo**"	:	Nesta Investment Holdings TopCo Limited
"**Transfer Books**"	:	The transfer books of the Company
"**Undertaking Shareholders**"	:	The Shareholders who have provided the Deeds of Undertaking in favour of the Offeror, namely Recosia China Pte Ltd and Reco Benefit Private Limited, and "**Undertaking Shareholder**" means any one of them
"**Undertaking Shareholders' Shares**"	:	The Shares held legally and/or beneficially by the Undertaking Shareholders in respect of which the Deeds of Undertaking were given, details of which are set out in **paragraph 5.2** of the Letter to Shareholders
"**US**"	:	United States of America
"**US$**" or "**USD**"	:	United States dollars, being the lawful currency of the US
"**Valuation Reports**"	:	The valuation reports issued by the Valuers in respect of the Properties in PRC, Japan and Brazil, a summary of which is set out in **Appendix 12** to this Scheme Document
"**Valuations**"	:	Has the meaning ascribed to it in **paragraph 11.1** in **Appendix 3** to this Scheme Document
"**Valuers**"	:	(i) Jones Lang LaSalle Limited (or JLL), being the independent professional valuation firm which issued the Valuation Reports in respect of the Properties in PRC; (ii) CBRE Limited (or CBRE), CBRE K.K., Nihonbashi Real Estate Appraisal Synthetic Office., Ltd (or Nihonbashi Real Estate) and Cushman & Wakefield K.K., being the independent professional valuation firms which issued the Valuation Reports in respect of the Properties in Japan; and (iii) Cushman & Wakefield, Brazil (or Cushman & Wakefield), being the independent professional valuation firm which issued the Valuation Reports in respect of the Properties in Brazil
"**Vanke**"	:	VREHK and its affiliates
"**VREHK**"	:	Vanke Real Estate (Hong Kong) Company Limited
"**VWAP**"	:	Volume weighted average price
"**Waived Amount**"	:	The aggregate amount of Scheme Consideration that would, but for the Relevant Shareholders' Irrevocable Undertakings, be payable by the Offeror as consideration to the Relevant Shareholders, for the transfer of the Relevant Shares held by them to the Offeror
"**YHG**"	:	YHG Investment, L.P.
"**%**" or "**per cent.**"	:	Per centum or percentage

Acting in Concert and Concert Parties. The expression "**acting in concert**" and the term "**concert parties**" shall have the meanings as ascribed to them respectively in the Code.

Depositors and Depository Register. The expressions "**Depositor**" and "**Depository Register**" shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

Expressions. Words importing the singular shall, where applicable, include the plural and *vice versa* and words indicating a specific gender shall, where applicable, include the other genders (male, female or neuter). References to persons shall, where applicable, include corporations.

Headings. The headings in this Scheme Document are inserted for convenience only and shall be ignored in construing this Scheme Document.

Rounding. Any discrepancies in the figures included in this Scheme Document between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown in totals in this Scheme Document may not be an arithmetic aggregation of the figures that precede them.

Shareholders. References to "**you**", "**your**" and "**yours**" in this Scheme Document are, as the context so determines, to Shareholders (including persons whose Shares are deposited with CDP or who have purchased the Shares on the SGX-ST).

Statutes. Any reference in this Scheme Document to any enactment or statutory provision shall include a reference to any subordinate legislation and to any regulation made under the relevant enactment or statutory provision and is a reference to that enactment or statutory provision as for the time being amended, modified, supplemented or re-enacted. Any word defined under the Companies Act, the Code, the Listing Manual or any modification thereof and not otherwise defined in this Scheme Document shall, where applicable, have the meaning ascribed to that word under the Companies Act, the Code, the Listing Manual or that modification, as the case may be, unless the context otherwise requires.

Subsidiary and Related Corporations. The expressions "**subsidiary**" and "**related corporations**" shall have the same meanings ascribed to them respectively in Sections 5 and 6 of the Companies Act.

Time and Date. Any reference to a time of day and date in this Scheme Document shall be a reference to Singapore time and date respectively, unless otherwise specified.

Total Number of Shares and Percentage of Shares. In this Scheme Document, the total number of Shares as at the Latest Practicable Date is 4,844,365,222 (including 147,043,032 treasury Shares). Unless otherwise specified, all references to a percentage shareholding in the capital of the Company in this Scheme Document are based on 4,697,322,190 Shares (excluding 147,043,032 treasury Shares) in the issued share capital of the Company as at the Latest Practicable Date.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Scheme Document and/or the Gatefold 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". These statements reflect the Offeror's or the Company's (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Offeror and the Company should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Company undertakes any obligation to update publicly or revise any forward-looking statements.

EXPECTED TIMETABLE

Latest date and time for lodgement of Proxy Form for the Scheme Meeting	:	27 November 2017 at 10.00 a.m. (1)(2)
Date and time of the Scheme Meeting	:	30 November 2017 at 10.00 a.m.
Venue of the Scheme Meeting	:	Hall 405, Level 4 Suntec Singapore Convention & Exhibition Centre 1 Raffles Boulevard, Suntec City Singapore 039593
Expected date of Court hearing of the application to sanction the Scheme	:	*12 December 2017*
Expected last day for trading of the Shares	:	*4 January 2018*
Expected Books Closure Date	:	*9 January 2018 at 5.00 p.m.*
Expected Effective Date	:	*10 January 2018 (3)*
Expected date for the payment of the Scheme Consideration	:	*By 19 January 2018*
Expected date for the delisting of the Shares	:	*After payment of the Scheme Consideration*

You should note that save for the latest date and time for the lodgement of the Proxy Form and the date, time and venue of the Scheme Meeting, the above timetable is indicative only and may be subject to change. For the events listed above which are described as "expected", please refer to future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events.

Notes:

(1) Shareholders are requested to lodge the Proxy Forms for the Scheme Meeting in accordance with the instructions contained therein not less than 72 hours before the time appointed for the Scheme Meeting.

(2) All Proxy Forms for the Scheme Meeting must be lodged with the Share Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. Completion and lodgement of a Proxy Form will not prevent a Shareholder from attending and voting in person at the Scheme Meeting if he subsequently wishes to do so. In such event, the relevant Proxy Form will be deemed to be revoked.

(3) The Scheme will only be effective and binding upon lodgement of the Court Order with ACRA. The Court Order will be lodged with ACRA upon the satisfaction (or, where applicable, waiver) of all the Scheme Conditions, a list of which is set out in **Appendix 7** to this Scheme Document.

CORPORATE INFORMATION

DIRECTORS	:	Dr. Seek Ngee Huat Mr. Ming Z. Mei Mr. Steven Lim Kok Hoong Dr. Dipak Chand Jain Mr. Paul Cheng Ming Fun Mr. Fang Fenglei Mr. Yoichiro Furuse Mr. Luciano Lewandowski Mr. Lim Swe Guan Mr. Tham Kui Seng
COMPANY SECRETARY	:	Ms. Julie Koh Ngin Joo
REGISTERED OFFICE	:	50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
BUSINESS ADDRESS	:	501 Orchard Road #08-01 Wheelock Place Singapore 238880
SHARE REGISTRAR	:	Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
INVESTOR RELATIONS	:	Ms. Ambika Goel Tel: +65 6643 6372 Email: agoel@glprop.com
LEGAL ADVISER TO THE COMPANY	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
FINANCIAL ADVISER TO THE COMPANY	:	J.P. Morgan (S.E.A.) Limited 168 Robinson Road 15th floor, Capital Tower Singapore 068912
INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS	:	Evercore Asia (Singapore) Pte. Ltd. 12 Marina Boulevard #33-01 Marina Bay Financial Centre Tower 3 Singapore 018982
AUDITORS	:	KPMG LLP 16 Raffles Quay #22-00 Hong Leong Building Singapore 048581

GLOBAL LOGISTIC PROPERTIES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200715832Z)

Directors:
Dr. Seek Ngee Huat (Chairman of the Board and Non-Executive and Independent Director)

Mr. Ming Z. Mei (Chief Executive Officer, Chairman of the Executive Committee and Executive Director)

Mr. Steven Lim Kok Hoong (Non-Executive and Independent Director)

Dr. Dipak Chand Jain (Non-Executive and Independent Director)

Mr. Paul Cheng Ming Fun (Non-Executive and Independent Director)

Mr. Fang Fenglei (Non-Executive and Non-Independent Director)

Mr. Yoichiro Furuse (Non-Executive and Independent Director)

Mr. Luciano Lewandowski (Non-Executive and Independent Director)

Mr. Lim Swe Guan (Non-Executive and Independent Director)

Mr. Tham Kui Seng (Non-Executive and Independent Director)

Registered Office:
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

27 October 2017

To: The Shareholders of Global Logistic Properties Limited

Dear Sir/Madam

PROPOSED ACQUISITION OF GLOBAL LOGISTIC PROPERTIES LIMITED BY NESTA INVESTMENT HOLDINGS LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT

1. INTRODUCTION

1.1 Background

On 1 December 2016, the Company announced that it was undertaking an independent strategic review of options available for its business in line with its commitment to enhance shareholder value (the "**Strategic Review**"), following a request received from its largest shareholder, GIC Real Estate Private Limited ("**GIC Real Estate**"). The Strategic Review was overseen by a special committee of the Board of Directors of the Company (the "**Special Committee**") comprising four independent directors, focused on maximizing value for Shareholders.

To ensure that the process was undertaken independently and in the interest of all shareholders, the Special Committee appointed as financial adviser, J.P. Morgan, and as legal adviser, Allen & Gledhill LLP, to assist on the Strategic Review. Since the start of this process, Board members with a conflict or a potential conflict of interest had recused themselves from discussions and decisions relating to the Strategic Review.

Following the receipt of firm proposals from shortlisted bidders on 30 June 2017 and after conducting an in-depth and independent review and evaluation of the proposals received, the Special Committee, in consultation with its financial adviser and legal adviser, had recommended the Offeror as the preferred bidder.

The Special Committee was of the view that the terms of the proposal submitted by the Offeror were superior as they (i) offered price certainty at significant premiums to historical prices; (ii) provided a greater degree of deal certainty due to the limited conditionality of the bid; and (iii) would likely be completed within a defined timeframe which would reduce execution risk.

The Directors of GLP who are considered independent for the purposes of the Scheme (the "**Independent Directors**") have received an opinion from Evercore, the independent financial adviser to the Independent Directors (the "**IFA**"), that from a financial point of view, the Scheme Consideration is fair and reasonable. The Independent Directors' recommendation is that Shareholders vote in favour of the Scheme.

Please refer to the IFA Letter set out in **Appendix 1** to this Scheme Document and **paragraph 12.2** of this Letter to Shareholders for the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in relation to the Scheme, respectively.

1.2 Announcement of the Acquisition and the Scheme

Following from the selection of the Offeror as the preferred bidder, on 14 July 2017, the Company and the Offeror jointly announced the proposed acquisition of all the Shares (excluding treasury Shares) by the Offeror (the "**Acquisition**") to be effected by way of a scheme of arrangement under Section 210 of the Companies Act and in accordance with the Code.

A copy of the Joint Announcement is available on the website of the SGX-ST at www.sgx.com.

1.3 Purpose

The purpose of this Scheme Document is to set out information pertaining to the Scheme, to seek your approval of the Scheme and to give you notice of the Scheme Meeting.

1.4 Explanatory Statement

An Explanatory Statement setting out the key terms of, the rationale for, and the effect of, the Scheme and the procedures for its implementation is set out on pages 31 to 47 of this Scheme Document. The Explanatory Statement should be read in conjunction with the full text of this Scheme Document, including the Scheme as set out on pages 13 - 1 to 13 - 7 of this Scheme Document.

1.5 Information on the Company

The Company is listed on the Mainboard of the SGX-ST. The Group is the leading provider of modern logistics facilities in China, Japan, US and Brazil. The Group's portfolio of 55.8 million square meters (601 million square feet) is strategically located across 118 cities, forming an efficient logistics network serving more than 4,000 customers. The Group is dedicated to improving supply chain infrastructure for the world's most dynamic manufacturers, retailers and third party logistics companies. Domestic consumption is a key driver of demand for the Group.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S$8,619,175,080.86 comprising 4,844,365,222 Shares (including 147,043,032 treasury Shares).

As at the Latest Practicable Date, the Company has 38,973,000 outstanding Awards. On the basis of the HRCC Determination, as further described in **paragraph 3.3.3** of **Appendix 3** to this Scheme Document, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, 44,613,150 Shares in aggregate will, subject to the grant of the Court Order, be issued and/or transferred on or before the Books Closure Date to holders of the Awards as a result of the accelerated vesting of the Awards outstanding as at the Latest Practicable Date.

1.6 Information on the Offeror

The Offeror is a special purpose vehicle incorporated under the laws of the Cayman Islands on 16 November 2016 for the purpose of the Acquisition. The members of the board of directors of the Offeror as at the Latest Practicable Date are Mr. Ming Z. Mei ("**MZM**"), Mr. Chen Yi and Mr. Colm O'Connell.

The above information relating to the Offeror has been extracted from the Offeror's Letter. Further details on the Offeror can be found in the Offeror's Letter.

1.7 Information on the Consortium

1.7.1 **Consortium Members.** The Offeror is a wholly-owned subsidiary of Nesta Investment Holdings MidCo Limited ("**MidCo**"). MidCo is a wholly-owned subsidiary of Nesta Investment Holdings TopCo Limited ("**TopCo**"), which is in turn wholly-owned by Nesta Investment Holdings, L.P. ("**NIHLP**"), an exempted limited partnership organised under the laws of the Cayman Islands. NIHLP is owned by a consortium (the "**Consortium**") comprising:

(i) HOPU Logistics Investment Management Co., Ltd. ("**HLIM**") and its affiliates and entities managed or advised by them (collectively, "**HOPU**");

(ii) Hillhouse Capital Logistics Management, Ltd. ("**HCM**") and its affiliates and entities managed or advised by them (collectively, "**Hillhouse Capital**");

(iii) SMG Eastern Limited ("**SMGEL**") and its affiliates and entities managed or advised by them ("**SMG**", and collectively with HOPU and Hillhouse Capital, the "**Sponsors**" and each, a "**Sponsor**");

(iv) Bank of China Group Investment Limited ("**BOCGIL**") and its affiliates (collectively, "**BOCGI**"); and

(v) Vanke Real Estate (Hong Kong) Company Limited ("**VREHK**") and its affiliates (collectively, "**Vanke**", and together with BOCGI, the "**Co-Investors**" and each, a "**Co-Investor**").

In return for the capital contributions to be made by each Consortium member directly in NIHLP in respect of which such Consortium member will receive limited partnership interests in NIHLP (the "**NIHLP Interests**"), such Consortium member will also hold a corresponding ownership interest in the Class A ordinary shares (the "**Class A Shares**") of Nesta Investment Holdings GenPar Limited ("**NIHGP**"), an exempted company with limited liability incorporated under the laws of the Cayman Islands and the general partner of NIHLP.

It is anticipated that each Consortium member will take a direct stake in the NIHLP Interests and a corresponding direct stake in Class A Shares in the following proportion as at the close of the Acquisition:

Consortium members	Proportion (%)
HOPU	21.3
Hillhouse Capital	21.2
SMG	21.2
BOCGI	15.0
Vanke	21.4
Total	100(1)

Note:

(1) Figure rounded to the nearest whole number.

1.7.2 **HOPU.** Established by Mr. Fang Fenglei ("**FFL**") in 2008, HOPU is a leading China-based private equity investment firm with offices in Beijing, Hong Kong, and

Singapore. The firm has strong relationships with sovereign wealth funds, pension funds and institutional investors in Asia Pacific, Americas, Europe, and the Middle East. HOPU invests across a broad range of industries, including consumer, natural resources, logistics, technology, agribusiness, life sciences and financial services. To date, HOPU has managed approximately US$8.5 billion through multiple funds, and has generated transactions amounting to US$33 billion in deal size. As at the Latest Practicable Date, HOPU entities, Khangai Company Limited ("**Khangai**") and HOPU Fund Management Company Limited ("**HFMC**"), own or control an aggregate of 74,421,492 Shares, representing 1.58 per cent. of the total number of issued Shares.

1.7.3 **Hillhouse Capital.** Founded in 2005, Hillhouse Capital is a global firm of investment professionals and operating executives who are focused on building and investing in high quality business franchises that achieve sustainable growth. Independent proprietary research and industry expertise, in conjunction with world-class operating and management capabilities, are key to Hillhouse Capital's investment approach. Hillhouse Capital partners with exceptional entrepreneurs and management teams to create value, often with a focus on enacting technological transformation and innovation. Hillhouse Capital invests in the consumer, technology, media and telecommunications, healthcare, advanced manufacturing, financials and business services sectors in companies across all equity stages. Hillhouse Capital and its group members manage more than US$30 billion in assets on behalf of institutional clients such as university endowments, foundations, sovereign wealth funds, and family offices. As at the Latest Practicable Date, Hillhouse Capital entities, Gaoling Fund, L.P. ("**Gaoling**") and YHG Investment, L.P. ("**YHG**"), own or control an aggregate of 396,496,600 Shares, representing 8.44 per cent. of the total number of issued Shares.

1.7.4 **SMG.** SMGEL is an entity wholly owned by MZM, the Chief Executive Officer and Executive Director of the Company. As at the Latest Practicable Date, MZM has interests in Shares and outstanding PSP Awards and RSP Awards as disclosed in **paragraph 11.1(a)** of the Offeror's Letter.

1.7.5 **BOCGI.** Incorporated in Hong Kong in 1984, BOCGI is the financial service investment arm of Bank of China Limited, specialising in corporate equity investments. BOCGI invests in Hong Kong, China, and overseas, and focuses mainly on Bank of China Limited's key customers, target clients, and strategic partners. BOCGI puts emphasis on enterprises that are leaders in their respective industries, along with those that demonstrate a prominent competitive edge, strong track record, and sound corporate governance. BOCGI seeks to invest in the energy, logistics, transportation, real estate and hotel, industry and manufacturing, financial services, and communication sectors.

1.7.6 **Vanke.** Established in 1984, Vanke is a leading real estate company headquartered in Shenzhen. It develops residential properties, as well as other retail and industrial properties for urban auxiliary purposes. In 2016, Vanke realised a sales amount of RMB364.77 billion. Vanke offers property services in China in 65 large and medium-sized cities with a total of over 1,800 service projects, more than 356 million square metres of contractual area, and 10.75 million users served. Vanke is dual-listed on the Shenzhen and Hong Kong Stock Exchanges. It conducts investment, financing, and property development activities outside of China through offshore management platforms, including VREHK.

1.7.7 **Further Information**. The above information relating to the Consortium members has been extracted from the Offeror's Letter. Further details on the Consortium can be found in the Offeror's Letter.

2. RATIONALE FOR THE ACQUISITION AND FUTURE PLANS FOR THE COMPANY

2.1 The Offeror's Rationale

As stated in the Offeror's Letter, the Offeror's rationale for the Acquisition is as follows:

"***3.1*** ***Opportunity for Shareholders to Realise their Investment at an Attractive Premium.*** *The Acquisition represents an opportunity for Shareholders to realise their investments in the Company for a cash consideration at a premium of 81%, 76%, 72% and 67% over the 12-month, 6-month, 3-month and one-month volume weighted average price ("**VWAP**") of the Shares prior to the last trading day immediately before the Strategic Review Announcement Date. The Scheme Consideration also represents a premium of 8% over the all-time high closing price of the Shares on both 24 October 2013 and 15 November 2013.*

3.2 ***Acquisition represents a Unique Opportunity for the Offeror.*** *The Acquisition represents a unique opportunity for the Offeror to invest in a company with an exceptional worldwide logistics real-estate platform. After the Acquisition is completed, the Offeror believes privatisation will allow the Company to expand its leadership position in the modern logistics space, without the expenses and short term focuses of being a listed company, and channel its resources and management bandwidth to its business operations.*"

2.2 The Offeror's Future Plans

As stated in the Offeror's Letter:

"***3.3*** ***Future Plans.*** *The Offeror intends to continue the businesses and operations of the Group in their present form and to steer the Group towards further growth. The Offeror recognises the importance of continuity of management of the Group and will therefore be retaining the existing management team of the Company headed by Mr. Ming Z. Mei ("**MZM**"), the Chief Executive Officer of the Company, following completion of the Acquisition.*

The Offeror intends to work with the Company to continue expanding its platform as a global logistics provider. Each member of the Consortium has a good understanding of the different elements of the logistics ecosystem and will be able to add value to the Company's platform. With its access to a strong capital base and the strength and expertise of the members of the Consortium, the Offeror will be able to strengthen the Group's global leadership position by:

(a) creating a logistics ecosystem that utilises the latest technology and data to provide solutions for the Group's customers; and

(b) actively building upon the Group's fund management platform in existing and new markets and extending partnerships with leading global institutional investors. Such growth initiatives may include establishing a new China income fund, continuing to sell assets to the J-REIT and potentially expanding into Europe.

The Offeror currently has no intention of (i) making material changes to the existing businesses of the Group, (ii) re-deploying the fixed assets of the Group, or (iii) discontinuing the employment of the existing employees of the Group. However, the directors of the Offeror retain the flexibility at any time to consider any options and opportunities which may present themselves and which they may regard to be in the interests of the Offeror and/or the Group."

3. THE ACQUISITION AND THE SCHEME

3.1 Terms of the Scheme

The Acquisition will be effected by way of a scheme of arrangement pursuant to Section 210 of the Companies Act and in accordance with the Code and the terms and conditions of the Implementation Agreement.

Under the Scheme:

3.1.1 all the Shares held by the Shareholders as at 5.00 p.m. on the Books Closure Date (the "**Entitled Shareholders**") will be transferred to the Offeror:

(i) fully paid-up;

(ii) free from all Encumbrances; and

(iii) 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 dividends, rights and other distributions (if any) declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date (except for the FY2017 Dividend). If any dividend, right or other distribution (other than the FY2017 Dividend) is declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration by the amount of such dividend, right or distribution; and

3.1.2 in consideration for such transfer, each of the Entitled Shareholders (other than the Relevant Shareholders) will be entitled to receive **S$3.38 in cash for each Share** (the "**Scheme Consideration**") held by such Entitled Shareholder as at the Books Closure Date.

The Scheme will also be extended to all Shares unconditionally issued or delivered pursuant to the valid vesting of any outstanding Awards on or prior to the Books Closure Date.

3.2 Switch Option

Pursuant to the terms of the Implementation Agreement and subject to prior consultation with the SIC, the Company has agreed and acknowledged that in the event of an Alternative Transaction, the Offeror shall have the right at its discretion to elect to proceed by way of a voluntary conditional cash offer made for or on behalf of the Offeror to acquire all of the Shares (excluding treasury Shares) on the terms and subject to the conditions which will be set out in the offer document (the "**Offer Document**") issued for or on behalf of the Offeror (the "**Offer**") (in lieu of proceeding by way of the Scheme) (the "**Switch Option**").

In such event, the Offeror will make the Offer on the same or better terms as those which apply to the Scheme, including at a consideration per Share which is equal to or greater than the Scheme Consideration, and conditional upon a level of acceptances as approved by the SIC.

If the Offeror exercises the Switch Option, the Parties have agreed that (notwithstanding any provision to the contrary in the Implementation Agreement) the Implementation Agreement shall terminate with effect from the date of announcement of the Offer (other than certain surviving provisions such as those relating to remedies, confidentiality, costs and expenses and governing law (the "**Surviving Provisions**") and the Parties' respective obligations under Clauses 4.4.1, 4.4.2 and 5.3 of the Implementation Agreement), and neither the Company nor the Offeror shall have any claim against the other under the Implementation Agreement.

3.3 Scheme Conditions

The Scheme is conditional upon the satisfaction (or, where applicable, waiver) of all the Scheme Conditions (which are reproduced in **Appendix 7** to this Scheme Document) by the Long Stop Date. Additional information on the Scheme Conditions is set out in **paragraph 8** of the Explanatory Statement.

3.4 Termination of the Implementation Agreement

In the event of termination of the Implementation Agreement by either the Company or the Offeror pursuant to Clause 7 of the Implementation Agreement, the Implementation Agreement shall terminate (except for the Surviving Provisions) and there shall be no other liability on any Party.

3.5 Analysis of the Scheme Consideration

Please refer to **paragraph 4** of the Offeror's Letter for the financial evaluation of the Scheme Consideration.

4. CONSORTIUM ARRANGEMENTS

4.1 Consortium Term Sheet

The Consortium members have entered into a consortium term sheet (the "**Consortium Term Sheet**") to regulate the conduct of the Consortium for the purposes of the Acquisition. Pursuant to the Consortium Term Sheet, the Consortium members have established a steering committee (the "**Steering Committee**") comprising one (1) representative from each Sponsor. The Steering Committee will be responsible for and shall have the authority to bind the Offeror in respect of all matters relating to the Acquisition and the conduct of the Acquisition, subject to and in accordance with the terms of the Consortium Term Sheet. All decisions of the Steering Committee relating to the Acquisition shall be taken by unanimous approval of all of the Steering Committee members. Each of the Co-Investors will be entitled to nominate one (1) representative to attend and observe meetings of the Steering Committee as an observer but such observer shall not be entitled to vote on any decision of the Steering Committee.

4.2 NIHGP Shareholders' Agreement

The Consortium members and NIHGP have entered into a shareholders' agreement (the "**NIHGP Shareholders' Agreement**") in respect of the post-Acquisition shareholding and governance arrangements in respect of NIHGP.

Further details relating to the NIHGP Shareholders' Agreement are set out in **paragraph 4.2** of the Explanatory Statement and **paragraph 8.2** of the Offeror's Letter.

4.3 Relevant Shareholders' Irrevocable Undertakings

Each of Khangai, HFMC, Gaoling, YHG and MZM (collectively, the "**Relevant Shareholders**") has provided an irrevocable undertaking (collectively, the "**Relevant Shareholders' Irrevocable Undertakings**") in favour of the Offeror to, *inter alia*, waive all rights under the terms of the Scheme and Rule 30 of the Code to receive the Scheme Consideration for the transfer of all of its or his respective Shares (including any other Shares which it or he may acquire (directly or indirectly) or which may be issued or unconditionally allotted to it or him whether pursuant to any bonus issue, rights issue or distribution of Shares or otherwise, on or after the date of its or his respective Relevant Shareholders' Irrevocable Undertaking) (all such Shares held by the Relevant Shareholders, other than MZM's deemed interest in 6,750,000 Shares as disclosed in **paragraph 11.1(a)** of the Offeror's Letter, are collectively referred to as the "**Relevant Shares**") to the Offeror within the time period prescribed under Rule 30 of the Code.

Further details relating to the Relevant Shareholders' Irrevocable Undertakings (including the circumstances under which they will terminate) are set out in **paragraph 4.3** of the Explanatory Statement and **paragraph 8.3** of the Offeror's Letter.

4.4 SIC Confirmation

The SIC has confirmed that the arrangements set out in **paragraphs 4.1, 4.2** and **4.3** above do not constitute prohibited special deals for the purposes of Rule 10 of the Code.

4.5 Non-eligibility to Vote

As stated in **paragraph 12** of the Offeror's Letter, in accordance with the SIC's rulings as set out in **paragraph 9.1.1** of the Explanatory Statement, the Offeror Concert Parties[1], which own, control or have agreed to acquire an aggregate of 583,048,939 Shares, representing approximately 12.41 per cent. of the total number of Shares, as at the Latest Practicable Date, will abstain from voting on the Scheme in respect of the Shares each of them holds at the Scheme Meeting.

5. IRREVOCABLE UNDERTAKINGS

5.1 Deeds of Undertaking

The subsidiaries of GIC (Realty) Private Limited ("**GIC Realty**"), Recosia China Pte Ltd and Reco Benefit Private Limited (collectively, the "**Undertaking Shareholders**"), have given irrevocable undertakings to the Offeror (each, a "**Deed of Undertaking**" and collectively, the "**Deeds of Undertaking**") in respect of 1,730,706,817 Shares (the "**Undertaking Shareholders' Shares**") held legally and/or beneficially by the Undertaking Shareholders in the aggregate, representing 36.84 per cent. of the total number of issued Shares, to, *inter alia*:

5.1.1 vote, or procure the voting of, all of the respective Undertaking Shareholders' Shares in favour of the Scheme and any other matter necessary to implement the Scheme at the Scheme Meeting;

5.1.2 not, directly or indirectly, solicit, encourage or accept any other offer from any third parties in respect of the respective Undertaking Shareholders' Shares, and not approve, vote or agree to vote for, any offer from any third parties to acquire the Shares, businesses, assets and/or undertakings in the Company during the term of the Deed of Undertaking; and

5.1.3 (if the Offeror is entitled to and exercises the Switch Option in response to a Competing Bid and announces the Offer on terms and conditions equal to or more favourable than such Competing Bid) without prejudice to the right of termination as set out in **paragraph 5.3** of the Explanatory Statement (including **paragraphs 5.3.5** and **5.3.6** of the Explanatory Statement), accept, or procure the acceptance of, the Offer in respect of all the respective Undertaking Shareholders' Shares in accordance with the procedure for acceptance as prescribed in the Offer Document within five (5) Business Days from the date on which the Offeror despatches the Offer Document to the Shareholders.

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[1] The MS Entities' Shares are held by MSIP on behalf of the MS Entities (which are Offeror Concert Parties). MSIP is an associate of MS but is not an Offeror Concert Party.

5.2 Undertaking Shareholders' Shares

Details of the Shares held by the Undertaking Shareholders as at the Latest Practicable Date are set out below:

Name of Undertaking Shareholder	Total Number of Shares Owned Legally and/or Beneficially	Percentage of Total Number of Shares (%) (1)
Recosia China Pte Ltd	885,015,979	18.84
Reco Benefit Private Limited	845,690,838	18.00
Total	**1,730,706,817**	**36.84**

Note:

(1) Rounded to the nearest two (2) decimal places.

5.3 Further Information

Further details relating to the Deeds of Undertaking (including the termination provisions) are set out in **paragraph 5** of the Explanatory Statement and **paragraph 9** of the Offeror's Letter.

5.4 No Other Irrevocable Undertakings

As stated in **paragraph 11.1(c)** of the Offeror's Letter, as at the Latest Practicable Date, save for the Deeds of Undertaking, no person has given any irrevocable undertaking to the Offeror or the Offeror Concert Parties to vote in favour of the Scheme at the Scheme Meeting.

6. NO CASH OUTLAY

Shareholders should note that no cash outlay (including any stamp duties or brokerage expenses) will be required from the Entitled Shareholders under the Scheme.

7. WAIVER OF RIGHTS TO A GENERAL OFFER

Shareholders should note that by voting in favour of the Scheme, Shareholders will be regarded as having waived their rights to a general offer by the Offeror and the Offeror Concert Parties to acquire the Shares under the Code and are agreeing to the Offeror and the Offeror Concert Parties acquiring or consolidating effective control of the Company without having to make a general offer for the Company.

8. DELISTING

8.1 Delisting of the Company

Upon the Scheme becoming effective and binding in accordance with its terms, the Company will become a wholly-owned subsidiary of the Offeror, and will, subject to the approval of the SGX-ST, be delisted from the Mainboard of the SGX-ST.

An application was made to seek approval from the SGX-ST to delist the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms. The SGX-ST has, on 6 October 2017, advised that it has no objection to the Company's application to delist from the Official List of the SGX-ST, subject to:

8.1.1 compliance with the SGX-ST's listing requirements;

8.1.2 approval of the Scheme by a majority in number of Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Scheme Meeting; and

8.1.3 the Court's approval being obtained for the Scheme.

The above decision of the SGX-ST is not to be taken as an indication of the merits of the Scheme, the delisting of the Company from the Official List of the SGX-ST, the Company, its subsidiaries and/or their securities.

SHAREHOLDERS SHOULD NOTE THAT BY VOTING IN FAVOUR OF THE SCHEME, THE SHARES WILL BE DELISTED FROM THE OFFICIAL LIST OF THE SGX-ST IF THE SCHEME BECOMES EFFECTIVE AND BINDING IN ACCORDANCE WITH ITS TERMS.

8.2 Continued Listing of the Senior Notes

As at the Latest Practicable Date, the following series of the notes issued by the Company pursuant to its US$2,000,000,000 Euro Medium Term Note Programme are outstanding and listed on the SGX-ST:

8.2.1 Series 002 RMB350,000,000 in aggregate principal amount of 4.00% senior notes due 2018; and

8.2.2 Series 004 US$1,000,000,000 in aggregate principal amount of 3.875% senior notes due 2025,

(collectively, the "**Senior Notes**").

An application was also made to seek confirmation from the SGX-ST that the proposed delisting of the Company from the SGX-ST will not affect the listing of the Senior Notes and the Senior Notes will remain listed on the SGX-ST. The SGX-ST has, on 9 October 2017, provided such confirmation.

9. CONFIRMATION OF FINANCIAL RESOURCES

As stated in the Offeror's Letter, Citi, MS and GS, as the lead joint financial advisers to the Offeror in respect of the Acquisition and the Scheme (the **"Offeror Lead Joint Financial Advisers**"), confirm that sufficient financial resources are available to the Offeror to satisfy in full the aggregate Scheme Consideration payable by the Offeror for all the Shares to be acquired by the Offeror pursuant to the Scheme (excluding the aggregate amount of Scheme Consideration that would otherwise be payable by the Offeror as consideration to the Relevant Shareholders, for the Relevant Shares held by them (the "**Waived Amount**")).

10. FINANCIAL ADVISER'S OPINION

10.1 At the request of the Board, J.P. Morgan has provided its opinion on the Scheme Consideration in writing addressed solely to the Board (the "**Financial Adviser's Opinion**"). Based on the work carried out, and other factors deemed relevant, by J.P. Morgan as described in the Financial Adviser's Opinion, and subject to the assumptions, qualifications and limitations set out in the Financial Adviser's Opinion, J.P. Morgan is of the opinion that, as at 13 July 2017 (being the date of the Financial Adviser's Opinion), the Scheme Consideration to be paid to the Shareholders in the Scheme is fair, from a financial point of view, to the Shareholders.

10.2 For the avoidance of doubt, the Financial Adviser's Opinion was provided to the Board solely for the purposes of its evaluation of the Scheme. The Financial Adviser's Opinion does not constitute advice, independent or otherwise, or a recommendation (for the purposes of Rule 7.1 of the Code) to any Shareholder as to how such Shareholder should vote with respect to the Scheme or any other matter and J.P. Morgan does not assume any liability or responsibility to such Shareholder. J.P. Morgan has not rendered the Financial Adviser's Opinion in the capacity of an independent financial adviser and has not taken into account the specific objectives, circumstances, requirements or needs of any individual Shareholder.

11. INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS

11.1 Appointment of IFA

Evercore has been appointed as the independent financial adviser to advise the Independent Directors in respect of the Scheme. Shareholders should consider carefully the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors before deciding whether or not to vote in favour of the Scheme. The advice of the IFA is set out in its letter dated 27 October 2017 (the "**IFA Letter**") as set out in **Appendix 1** to this Scheme Document.

11.2 Factors Taken Into Consideration by the IFA

In arriving at its recommendation, the IFA has taken into account certain considerations (an extract of which is reproduced in italics below). Shareholders should read the following extract in conjunction with, and in the context of, the IFA Letter in its entirety as set out in **Appendix 1** to this Scheme Document. Unless otherwise defined or the context otherwise requires, all capitalised terms below shall have the same meanings as defined in the IFA Letter.

"*In arriving at our opinion and our advice to the Independent Directors, we have considered the financial and other information that have been made available to us, and have taken into consideration, inter alia, the following factors:*

(i) the Acquisition is by way of a Scheme, under which if effected, each Shareholder will be entitled to receive the Scheme Consideration of S$3.38 per Share;

(ii) on the date on which the Scheme becomes effective, the Company will become a wholly-owned subsidiary of NIHLP, and will, subject to the approval of the SGX-ST, be delisted from the Official List of the SGX-ST shortly thereafter;

(iii) the Shares have adequate liquidity and broker research coverage. The historical Share prices of the Company provide a reasonable basis against which to compare the Scheme Consideration;

(iv) the Shares have never traded above S$3.00 per Share from the Unaffected Share Price Date to the Joint Announcement Date, despite the market's expectation of a potential takeover offer;

(v) the Shares have never traded above S$3.13 per Share in the history of the Company prior to the Joint Announcement Date;

(vi) the Scheme Consideration represents a premium of approximately 67.4%, 72.4%, 76.5% and 80.6% to the 1-month, 3-month, 6-month and 12-month VWAP preceding the Unaffected Share Price Date of S$2.02, S$1.96, S$1.92 and S$1.87, per Share, respectively;

(vii) the Scheme Consideration represents a premium of approximately 19.4%, 17.8%, 21.8% and 42.0% to the 1-month, 3-month, 6-month and 12-month VWAP preceding the Joint Announcement Date of S$2.83, S$2.87, S$2.78 and S$2.38, per Share respectively;

(viii) the implied P/RNAV multiple of 1.1x represented by the Scheme Consideration equals the median P/RNAV trading multiple of 1.1x of the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management;

(ix) the implied P/RNAV multiple of 1.1x represented by the Scheme Consideration equals the median P/RNAV multiple of 1.1x of the Core Selected Industrial Logistics Real Estate Developers and Operators Globally Transaction multiples;

(x) the implied premium of the Scheme Consideration resulting from the Scheme Consideration compared to the share price as of the Unaffected Share Price Date is above the overall median of the premia on Selected Precedent Take-overs in Singapore for last transacted price (22.9 per cent.), 1-month VWAP (25.0 per cent.), 3-month VWAP (28.8 per cent.), 6-month VWAP (28.2 per cent.) and 12-month VWAP (29.6 per cent.);

(xi) the Scheme Consideration represents a premium of approximately 42.6 per cent. to the median research analysts' target price prior to the Unaffected Share Price Date of S$2.37 per Share;

(xii) the Scheme Consideration represents a premium of approximately 17.8 per cent. to the median research analysts' target price prior to the Joint Announcement Date of S$2.87 per Share;

(xiii) the Scheme Consideration falls above Evercore's estimated fair market value range of S$2.85 – S$3.03 per Share, based on the Sum-of-the-parts Valuation for GLP's various business segments;

(xiv) between the Joint Announcement Date and the IFA Reference Date, 905.0 million Shares have traded on the SGX-ST at prices ranging between S$3.22 to S$3.33 per Share based on the daily closing price (accounting for approximately 19.3 per cent. of the issued capital of the Company), equivalent to a volume weighted average price per share of S$3.283, representing a discount of approximately 2.9 per cent. to the Scheme Consideration;

(xv) the Independent Directors have advised Evercore that no competing offers for the Shares have been received as of the IFA Reference Date; and

(xvi) if the Scheme is not approved, it is considered, at least in the short term, that the Shares may decline in value and trade below the Scheme Consideration."

11.3 Advice of the IFA

After having regard to the considerations set out in the IFA Letter, and based on the information available to the IFA as at the Latest Practicable Date, the IFA has made certain recommendations to the Independent Directors, an extract of which is reproduced in italics below. Shareholders should read the following extract in conjunction with, and in the context of, the IFA Letter in its entirety as set out in **Appendix 1** to this Scheme Document. Unless otherwise defined or the context otherwise requires, all capitalised terms below shall have the same meanings as defined in the IFA Letter.

"*Based upon, and subject to the foregoing, we are of the opinion that as of the IFA Reference Date, from a financial point of view, the Scheme Consideration is fair and reasonable.*

Accordingly, we advise the Independent Directors to recommend Shareholders to vote in favour of the Scheme.

The Independent Directors may wish to advise Shareholders who wish to realise their investments in the Company that they can choose to sell their Shares in the open market if they can obtain a price higher than the Scheme Consideration (after deducting transaction costs) and provided there is no trading halt or suspension of the Shares on the Mainboard of the SGX-ST.

In addition, the Independent Directors may wish to highlight to Shareholders that the Scheme, when it becomes effective, will be binding on all Shareholders, whether or not they have attended or voted at the Scheme Meeting, and if they have attended and voted, whether or not they have voted in favour of the Scheme.

In rendering our opinions expressed herein, the Independent Directors should note that we did not have regard to nor took into account any general or specific investment objectives, financial situation, risk profiles, tax position or particular needs and constraints of any Shareholder or the Shareholders as a whole. As each Shareholder would have different investment objectives and profiles, the Independent Directors may wish to advise any Shareholder who may require specific advice in relation to his investment objectives or portfolio to consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately."

12. INDEPENDENT DIRECTORS' RECOMMENDATION

12.1 Independence

12.1.1 The Company understands that the Offeror has, on 13 July 2017, obtained a ruling from the SIC that certain Directors, namely MZM and FFL (collectively, the "**Relevant Directors**"), are exempted from the requirement of making a recommendation on the Scheme to the Shareholders. Each of the Relevant Directors is of the view that he faces a conflict of interest in relation to the Scheme, for the following reasons:

(i) MZM is the Chief Executive Officer and an Executive Director of the Company. SMGEL, which is wholly-owned by MZM, is a member of the Consortium and participates in the management of NIHGP, the general partner of NIHLP, which in turn (via TopCo and MidCo) indirectly owns 100 per cent. of the Offeror. MZM is also a director of the Offeror; and

(ii) FFL is a Non-Executive and Non-Independent Director of the Company. FFL is also a founder of HOPU.

Accordingly, as the Relevant Directors are acting in concert with the Offeror in connection with the Scheme, they will face conflicts of interest in relation to the Scheme that would render it inappropriate for them to join the remainder of the Board in making a recommendation to the Shareholders in connection with the Scheme. Based on the foregoing, the SIC exempted the Relevant Directors from the requirement to make a recommendation on the Scheme to the Shareholders. The Relevant Directors must, however, still assume responsibility for the accuracy of the facts stated and completeness of information given by the Company to Shareholders in connection with the Scheme.

In addition, under the SIC's ruling set out in **paragraph 9.1.1** of the Explanatory Statement, the Directors who are also the Offeror Concert Parties are required to abstain from making a recommendation on the Scheme to Shareholders.

In accordance with the terms of the ruling by the SIC to the Offeror on 13 July 2017 and in compliance with the conditions imposed by the SIC in its ruling set out in **paragraph 9.1.1** of the Explanatory Statement, the Relevant Directors have abstained from making a recommendation on the Scheme to Shareholders.

12.1.2 Other than the Relevant Directors, all of the Directors consider themselves to be independent for the purpose of making a recommendation to the Shareholders in respect of the Scheme.

12.1.3 As at the Latest Practicable Date, save as disclosed in this **paragraph 12.1** and this Scheme Document, none of the directors and controlling shareholders of the Offeror are related to the Directors and controlling shareholders of the Company.

12.2 Recommendation

The Independent Directors, having considered carefully the terms of the Scheme and the advice given by the IFA in the IFA Letter, concur with the recommendation of the IFA in respect of the Scheme. Accordingly, the Independent Directors recommend that Shareholders **VOTE IN FAVOUR** of the Scheme at the Scheme Meeting.

Shareholders should also be aware and note that there is no assurance that the trading volumes and market prices of the Shares will be maintained at the current levels prevailing as at the Latest Practicable Date if the Scheme does not become effective and binding for whatever reason. In the event the Scheme becomes effective, it will be binding on all Shareholders. Shareholders should also be aware and note that there is currently no certainty that the Scheme will become effective and binding.

Shareholders should read and consider carefully this Scheme Document in its entirety, in particular, the advice of the IFA as set out in **Appendix 1** to this Scheme Document before deciding whether or not to vote in favour of the Scheme.

12.3 No Regard to Specific Objectives

The Independent Directors advise Shareholders, in deciding whether or not to vote in favour of the Scheme, to carefully consider the advice of the IFA and in particular, the various considerations highlighted by the IFA in the IFA Letter.

In giving the above recommendation, the Independent Directors have not had regard to the specific objectives, financial situation, tax position, tax status, risk profiles or particular needs and constraints and circumstances of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, the Independent Directors recommend that any individual Shareholder who may require advice in the context of his specific investment objectives or portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

13. DIRECTORS' INTENTIONS WITH RESPECT TO THEIR SHARES

13.1 Under the SIC's ruling set out in **paragraph 9.1.1** of the Explanatory Statement, the Offeror Concert Parties are required to abstain from voting on the Scheme. In compliance with such condition, each of the Relevant Directors will abstain from voting his Shares (if any) at the Scheme Meeting.

As disclosed in **paragraph 11.1(a)** of the Offeror's Letter, as at the Latest Practicable Date, the Offeror Concert Parties own, control or have agreed to acquire an aggregate of 583,048,939 Shares, representing approximately 12.41 per cent. of the total number of Shares. This includes 120,175,823 Shares, representing approximately 2.56 per cent. of the total number of Shares, in which the Relevant Directors are interested (other than MZM's deemed interest in 6,750,000 Shares as disclosed in **paragraph 11.1(a)** of the Offeror's Letter).

13.2 As at the Latest Practicable Date, all of the Independent Directors who own, legally and/or beneficially, Shares (amounting to approximately 0.052 per cent. of the total number of Shares) as set out in **paragraph 5.3** of **Appendix 3** to this Scheme Document, have informed the Company that they will **VOTE IN FAVOUR** of the Scheme in respect of all such Shares.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Scheme Document and the Gatefold (other than the information in **Appendices 1**, **2** and **12** to this Scheme Document, and any information relating to or opinions

expressed by the Offeror, the Offeror Concert Parties (including, without limitation, the Offeror Lead Joint Financial Advisers), J.P. Morgan, the IFA and/or KPMG) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Scheme Document and the Gatefold constitute full and true disclosure of all material facts about the Acquisition, the Scheme and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Scheme Document and the Gatefold misleading. For the avoidance of doubt, the Relevant Directors take no responsibility for the recommendation set out in **paragraph 12.2** of the Letter to Shareholders.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including, without limitation, **Appendices 1** and **2** to this Scheme Document and the Valuation Reports), the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Scheme Document and the Gatefold in its proper form and context.

In respect of the IFA Letter, the sole responsibility of the Directors has been to ensure that the facts stated with respect to the Group are fair and accurate.

15. GENERAL INFORMATION

Your attention is drawn to the further relevant information in the Explanatory Statement and the Appendices to this Scheme Document.

Yours faithfully
For and on behalf of
the Board of Directors of
GLOBAL LOGISTIC PROPERTIES LIMITED

Dr. Seek Ngee Huat
Chairman of the Board and Non-Executive and Independent Director

PROPOSED ACQUISITION OF THE COMPANY BY THE OFFEROR BY WAY OF THE SCHEME

1. INTRODUCTION

1.1 Announcement of the Acquisition and the Scheme

On 14 July 2017, the Company and the Offeror jointly announced the proposed Acquisition to be effected by way of a scheme of arrangement under Section 210 of the Companies Act and in accordance with the Code and the terms and conditions of the Implementation Agreement.

1.2 Effect of the Scheme and the Delisting

Upon the Scheme becoming effective and binding in accordance with its terms, the Company will become a wholly-owned subsidiary of the Offeror, and will, subject to the approval of the SGX-ST, be delisted from the Mainboard of the SGX-ST.

An application was made to seek approval from the SGX-ST to delist the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms. The SGX-ST has, on 6 October 2017, advised that it has no objection to the Company's application to delist from the Official List of the SGX-ST, subject to:

1.2.1 compliance with the SGX-ST's listing requirements;

1.2.2 approval of the Scheme by a majority in number of Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Scheme Meeting; and

1.2.3 the Court's approval being obtained for the Scheme.

The above decision of the SGX-ST is not to be taken as an indication of the merits of the Scheme, the delisting of the Company from the Official List of the SGX-ST, the Company, its subsidiaries and/or their securities.

As at the Latest Practicable Date, the Senior Notes issued by the Company pursuant to its US$2,000,000,000 Euro Medium Term Note Programme are outstanding and listed on the SGX-ST.

An application was also made to seek confirmation from the SGX-ST that the proposed delisting of the Company from the SGX-ST will not affect the listing of the Senior Notes and the Senior Notes will remain listed on the SGX-ST. The SGX-ST has, on 9 October 2017, provided such confirmation.

1.3 Explanatory Statement

This Explanatory Statement should be read in conjunction with the full text of this Scheme Document, including the Scheme as set out on pages 13 - 1 to 13 - 7 of this Scheme Document. Capitalised terms used in this Explanatory Statement which are not defined herein shall bear the same meanings ascribed to them on pages 1 to 12 of this Scheme Document.

2. RATIONALE FOR THE ACQUISITION

The Offeror's rationale for the Acquisition is set out in **paragraphs 3.1** and **3.2** of the Offeror's Letter.

3. THE SCHEME

3.1 Terms of the Scheme

The Scheme is proposed to all Shareholders.

Under the Scheme:

3.1.1 all the Shares held by the Entitled Shareholders will be transferred to the Offeror:

(i) fully paid-up;

(ii) free from all Encumbrances; and

(iii) 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 dividends, rights and other distributions (if any) declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date (except for the FY2017 Dividend). If any dividend, right or other distribution (other than the FY2017 Dividend) is declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration by the amount of such dividend, right or distribution; and

3.1.2 in consideration for such transfer, each of the Entitled Shareholders (other than the Relevant Shareholders) will be entitled to receive the Scheme Consideration of **S$3.38 in cash for each Share** held by such Entitled Shareholder as at the Books Closure Date.

The Scheme will also be extended to all Shares unconditionally issued or delivered pursuant to the valid vesting of any outstanding Awards on or prior to the Books Closure Date.

3.2 Switch Option

Pursuant to the terms of the Implementation Agreement and subject to prior consultation with the SIC, the Company has agreed and acknowledged that in the event of an Alternative Transaction, the Offeror shall have the right at its discretion to elect to proceed by way of an Offer on the terms and subject to the conditions which will be set out in the Offer Document (in lieu of proceeding by way of the Scheme).

In such event, the Offeror will make the Offer on the same or better terms as those which apply to the Scheme, including at a consideration per Share which is equal to or greater than the Scheme Consideration, and conditional upon a level of acceptances as approved by the SIC.

If the Offeror exercises the Switch Option, the Parties have agreed that (notwithstanding any provision to the contrary in the Implementation Agreement) the Implementation Agreement shall terminate with effect from the date of announcement of the Offer (other than the Surviving Provisions and the Parties' respective obligations under Clauses 4.4.1, 4.4.2 and 5.3 of the Implementation Agreement), and neither the Company nor the Offeror shall have any claim against the other under the Implementation Agreement.

3.3 No Cash Outlay

Shareholders should note that no cash outlay (including any stamp duties or brokerage expenses) will be required from the Entitled Shareholders under the Scheme.

3.4 Waiver of Rights to a General Offer

Shareholders should note that by voting in favour of the Scheme, Shareholders will be regarded as having waived their rights to a general offer by the Offeror and the Offeror Concert Parties to acquire the Shares under the Code and are agreeing to the Offeror and the Offeror Concert Parties acquiring or consolidating effective control of the Company without having to make a general offer for the Company.

4. CONSORTIUM ARRANGEMENTS

4.1 Consortium Term Sheet

The Consortium members have entered into the Consortium Term Sheet to regulate the conduct of the Consortium for the purposes of the Acquisition. Pursuant to the Consortium Term Sheet, the Consortium members have established the Steering Committee comprising one (1) representative from each Sponsor. The Steering Committee will be responsible for and shall have the authority to bind the Offeror in respect of all matters relating to the Acquisition and the conduct of the Acquisition, subject to and in accordance with the terms of the Consortium Term Sheet. All decisions of the Steering Committee relating to the Acquisition shall be taken by unanimous approval of all of the Steering Committee members. Each of the Co-Investors will be entitled to nominate one (1) representative to attend and observe meetings of the Steering Committee as an observer but such observer shall not be entitled to vote on any decision of the Steering Committee.

4.2 NIHGP Shareholders' Agreement

The Consortium members and NIHGP have entered into the NIHGP Shareholders' Agreement in respect of the post-Acquisition shareholding and governance arrangements in respect of NIHGP. Pursuant to the terms of the NIHGP Shareholders' Agreement:

4.2.1 **Board of Directors.** The board of directors of NIHGP (the "**NIHGP Board**") shall at all times consist of not more than eleven (11) directors to be designated as follows:

(i) one (1) director, who shall act as chairman of the NIHGP Board, designated by the Sponsors on a rotational basis;

(ii) two (2) directors designated by HOPU;

(iii) two (2) directors designated by Hillhouse Capital;

(iv) two (2) directors designated by SMG;

(v) two (2) directors designated by BOCGI; and

(vi) two (2) directors designated by Vanke,

provided, however, that each Co-Investor shall only be entitled to designate two (2) directors for so long as it holds no less than 15 per cent. of the outstanding Class A Shares and one (1) director for so long as it holds no less than 10 per cent. of the outstanding Class A Shares. Each director may be replaced by the relevant designating Consortium member.

4.2.2 **Reserved Matters.** The Consortium members have agreed on a list of reserved matters which shall require the approval of shareholders holding more than a specified proportion of the outstanding Class A Shares and/or the affirmative vote of a specified proportion of directors on the NIHGP Board.

4.2.3 **Restrictions on Transfer of Shares.** Subject to certain exceptions (including, *inter alia*, an initial public offering of an entity that owns all, or substantially all, of the assets

of NIHLP), (i) no Sponsor will transfer any Class A Shares held by it to a third party (other than a Sponsor) without the prior written consent of all the Co-Investors, and (ii) no Co-Investor will transfer any Class A Shares held by it to a third party without the prior written consent of all the Sponsors, prior to the third anniversary of the Effective Date. Any transfer of Class A Shares by a Consortium member will require the transfer of a proportionate number of the NIHLP Interests held by such Consortium member and will be subject to a right of first offer which may be exercised by the other Consortium members who hold Class A Shares.

4.3 Relevant Shareholders' Irrevocable Undertakings

Each of the Relevant Shareholders has provided a Relevant Shareholders' Irrevocable Undertaking in favour of the Offeror to, *inter alia*:

4.3.1 waive all rights under the terms of the Scheme and Rule 30 of the Code to receive the Scheme Consideration for the transfer of all of its or his respective Relevant Shares to the Offeror within the time period prescribed under Rule 30 of the Code; and

4.3.2 the Relevant Shareholders' Irrevocable Undertakings will terminate under certain circumstances, including the following:

(i) if the Implementation Agreement lapses or is terminated for any reason (other than as a result of the Switch Option being exercised by the Offeror) without the Scheme becoming effective, the date the Implementation Agreement lapses or is terminated;

(ii) the Scheme lapses, is withdrawn or does not become effective for whatever reason other than as a result of a breach of any of the Relevant Shareholders' obligations under the Relevant Shareholders' Irrevocable Undertakings; and

(iii) if the Switch Option is exercised by the Offeror, the Offer is withdrawn or lapses or fails to become or be declared to be unconditional in all respects for whatever reason other than as a result of a breach of any of the Relevant Shareholders' obligations under the Relevant Shareholders' Irrevocable Undertakings.

4.4 SIC Confirmation

The SIC has confirmed that the arrangements set out in **paragraphs 4.1, 4.2** and **4.3** above do not constitute prohibited special deals for the purposes of Rule 10 of the Code.

5. IRREVOCABLE UNDERTAKINGS

5.1 Deeds of Undertaking

The Undertaking Shareholders have given Deeds of Undertaking in respect of the Undertaking Shareholders' Shares to, *inter alia:*

5.1.1 vote, or procure the voting of, all of the respective Undertaking Shareholders' Shares in favour of the Scheme and any other matter necessary to implement the Scheme at the Scheme Meeting;

5.1.2 not, directly or indirectly, solicit, encourage or accept any other offer from any third parties in respect of the respective Undertaking Shareholders' Shares, and not approve, vote or agree to vote for, any offer from any third parties to acquire the Shares, businesses, assets and/or undertakings in the Company during the term of the Deed of Undertaking; and

5.1.3 (if the Offeror is entitled to and exercises the Switch Option in response to a Competing Bid and announces the Offer on terms and conditions equal to or more favourable than such Competing Bid) without prejudice to the right of termination as set out under **paragraph 5.3** below, including **paragraphs 5.3.5** and **5.3.6**, accept, or procure the acceptance of, the Offer in respect of all the respective Undertaking Shareholders' Shares in accordance with the procedure for acceptance as prescribed in the Offer Document within five (5) Business Days from the date on which the Offeror despatches the Offer Document to the Shareholders.

5.2 Undertaking Shareholders' Shares

Details of the Shares held by the Undertaking Shareholders as at the Latest Practicable Date are set out below:

Name of Undertaking Shareholder	Total Number of Shares Owned Legally and/or Beneficially	Percentage of Total Number of Shares (%) (1)
Recosia China Pte Ltd	885,015,979	18.84
Reco Benefit Private Limited	845,690,838	18.00
Total	**1,730,706,817**	**36.84**

Note:

(1) Rounded to the nearest two (2) decimal places.

5.3 Termination

Each of the Deeds of Undertaking will terminate on the earliest of any of the following dates:

5.3.1 in the event the Implementation Agreement or the Scheme or the Scheme Consideration is amended, varied or modified (except if it is only an increase in the Scheme Consideration) without the relevant Undertaking Shareholder's prior written consent, the date such term is so amended, varied or modified;

5.3.2 in the event the Implementation Agreement lapses or is terminated for any reason (other than as a result of the Switch Option being exercised by the Offeror) without the Scheme being effective, the date the Implementation Agreement lapses or is terminated;

5.3.3 the date falling nine (9) months from the date of the Deeds of Undertaking (or such later date as the Offeror and the relevant Undertaking Shareholder may agree in writing), if the Scheme lapses, is withdrawn or does not become effective by such date for any reason other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking or as a result of the Switch Option being exercised by the Offeror;

5.3.4 the date the Scheme lapses, is withdrawn or does not become effective for any reason other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking or as a result of the Switch Option being exercised by the Offeror;

5.3.5 the Scheme Revision Deadline (as defined below) if, prior to the Scheme Meeting, each of the following has occurred:

(i) a Competing Bid by any person(s) other than the Offeror (the "**Competing Bidder**") or a revision to the terms of the Competing Bid is formally announced which is at a cash consideration per Share that is higher than the Scheme Consideration; and

(ii) the Offeror fails to either (a) announce a revision of the Scheme Consideration which renders the Scheme (as so revised) to be equal to or more favourable than such Competing Bid (or such revision thereof), or (b) exercise the Switch Option and announce the Offer on such terms and conditions (including the offer price) which are equal to or more favourable than such Competing Bid (or such revision thereof), in each case, within fifteen (15) Business Days after such announcement of the Competing Bid or the revision to the terms of the Competing Bid (as the case may be) but in any event prior to the Scheme Meeting (the "**Scheme Revision Deadline**");

5.3.6 the Offer Revision Deadline (as defined below) if, prior to the Offer being declared unconditional in all respects in accordance with its terms, each of the following has occurred:

(i) a Competing Bid by any Competing Bidder or a revision to the terms of a Competing Bid is announced which is on more favourable terms than the Offer; and

(ii) the Offeror fails to announce a revision of the Offer which renders the Offer (as so revised) to be equal to or more favourable than such Competing Bid (or such revision thereof) within fifteen (15) Business Days after such announcement of the Competing Bid or the revision to the terms of the Competing Bid (as the case may be) (the "**Offer Revision Deadline**");

5.3.7 in the event the Switch Option is exercised by the Offeror and the Offer lapses or is withdrawn for any reason without being declared unconditional in all respects in accordance with its terms, the date the Offer lapses or is withdrawn for reasons other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking;

5.3.8 in the event of any material breach by the Offeror of certain of the Offeror's representations, warranties or undertakings in the relevant Deed of Undertaking, the date the relevant Undertaking Shareholder notifies the Offeror in writing of such breach;

5.3.9 in the event a Competing Bid is announced by a Competing Bidder at any time after the Joint Announcement Date and such Competing Bid becomes or is declared unconditional in all respects in accordance with its terms or is completed (as the case may be) (other than by reason of the relevant Undertaking Shareholder's Shares being validly tendered in acceptance of such Competing Bid), the date such Competing Bid becomes or is declared unconditional or completed (as the case may be);

5.3.10 in the event the relevant Undertaking Shareholder is required to withdraw the relevant Deed of Undertaking by an order issued by any court of competent jurisdiction which has become final and non-appealable or by any relevant regulatory, administrative or supervisory body, the date such requirement is imposed upon the relevant Undertaking Shareholder; and

5.3.11 the date the Scheme becomes effective in accordance with its terms.

5.4 No Other Irrevocable Undertakings

As stated in **paragraph 11.1(c)** of the Offeror's Letter, as at the Latest Practicable Date, save for the Deeds of Undertaking, no person has given any irrevocable undertaking to the Offeror or the Offeror Concert Parties to vote in favour of the Scheme at the Scheme Meeting.

6. INFORMATION ON THE OFFEROR AND THE CONSORTIUM

Information on the Offeror and the Consortium as well as the Offeror's rationale for the Acquisition and future plans for the Group, are set out in the Offeror's Letter.

7. SCHEME MEETING

7.1 Scheme Meeting

The Scheme, which is proposed pursuant to Section 210 of the Companies Act, is required to be approved by Shareholders at the Scheme Meeting. By an order of the Court, the Scheme Meeting was directed to be convened for the purpose of considering, and if thought fit, approving the Scheme.

By proposing that the Acquisition be implemented by way of a scheme of arrangement under Section 210 of the Companies Act, the Company is providing Shareholders with the opportunity to decide at the Scheme Meeting whether they consider the Scheme to be in their best interests.

The Scheme must be approved at the Scheme Meeting by a majority in number of Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Scheme Meeting.

When the Scheme, with or without modification, becomes effective in accordance with its terms, it will be binding on all Shareholders, whether or not they were present in person or by proxy or voted at the Scheme Meeting.

7.2 Notice

The notice of the Scheme Meeting is set out on pages 14 - 1 to 14 - 3 of this Scheme Document. You are requested to take note of the date, time and venue of the Scheme Meeting.

8. CONDITIONS OF THE SCHEME

8.1 Scheme Conditions

8.1.1 **Scheme Conditions.** The Scheme is conditional upon the satisfaction (or, where applicable, waiver) of all the Scheme Conditions (including the lodgement of the Court Order with ACRA) by the Long Stop Date.

A list of the Scheme Conditions is set out in **Appendix 7** to this Scheme Document.

8.1.2 **Update on Status of Scheme Conditions.** Set out below is an update on the status of the Scheme Conditions:

(i) the SIC has by way of a letter dated 13 July 2017 confirmed, *inter alia*, that:

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

(b) it has no objections to the Scheme Conditions.

Please refer to **paragraph 9.1** below for further details;

(ii) the SGX-ST has on 6 October 2017 given its clearance for this Scheme Document and has also advised that it has no objection to the Company's application for delisting from the Official List of the SGX-ST. Please refer to **paragraphs 9.3** and **11.1** below for further details; and

(iii) other than as set out in this **paragraph 8.1.2**, none of the other Scheme Conditions have, as at the Latest Practicable Date, been satisfied or waived.

8.1.3 **Remaining Scheme Conditions.** Accordingly, as at the Latest Practicable Date, the Scheme is conditional upon the satisfaction (or, where applicable, waiver) of the remaining Scheme Conditions as set out in **Appendix 7** to this Scheme Document by the Long Stop Date.

8.1.4 **Antitrust Approvals, CFIUS Approval, Third Party Consents and Fund Management Consents.** The Scheme is **not** conditional on any of the Antitrust Approvals, the CFIUS Approval, the Third Party Consents and the Fund Management Consents being obtained.

8.2 Non-fulfilment of Scheme Conditions

The Scheme will only become effective and binding if all the Scheme Conditions have been satisfied or, where applicable, waived, in accordance with the terms of the Implementation Agreement. The Shareholders should note that if any of the Scheme Conditions is not satisfied or, where applicable, waived by the Long Stop Date, the Scheme will not become effective and binding.

8.3 Termination Rights

Shareholders should note that the Implementation Agreement provides the following:

8.3.1 **Right to Terminate.** The Implementation Agreement may be terminated with immediate effect by giving notice in writing to the other Party:

(i) **Shareholders' Approval**: by either the Offeror or the Company at any time on or prior to the date falling on the Business Day immediately preceding the Effective Date (the "**Record Date**"), if the approval of the Scheme by Shareholders in compliance with the requirements under Section 210 of the Companies Act is not obtained at the Scheme Meeting;

(ii) **Non-fulfilment by the Offeror**: by the Company on the Record Date, in the event of any non-fulfilment of the Scheme Condition set out in **paragraph 7** of **Appendix 7** to this Scheme Document; and

(iii) **Non-fulfilment by the Company**: by the Offeror on the Record Date, in the event of any non-fulfilment of the Scheme Condition set out in **paragraph 8** of **Appendix 7** to this Scheme Document,

provided that:

(a) in each case, the Party seeking termination of the Implementation Agreement (the "**Terminating Party**") does so only with the prior consultation and approval of the SIC;

(b) in the case of a termination under **paragraph 8.3.1(ii)** or **8.3.1(iii)**, it shall be a condition of such termination that the Terminating Party shall not have failed to comply with its obligations under the Implementation Agreement, caused the non-fulfilment of any of the Scheme Conditions or taken any action which prevented the Scheme from becoming effective; and

(c) in the case of a termination under **paragraph 8.3.1(ii)** or **8.3.1(iii)**, the Terminating Party has, prior to consulting with and seeking the approval of the SIC, given written notice to the Party failing to fulfil the relevant Scheme Condition (the "**Defaulting Party**") stating its intention to terminate the Implementation Agreement and the Defaulting Party has not, where such failure is capable of remedy, substantially remedied such failure within fifteen (15) Business Days after receipt of such written notice.

8.3.2 **Non-fulfilment of Scheme Conditions.** If any of the Scheme Conditions has not been satisfied (or, where applicable, has not been waived) by the Long Stop Date, subject to Clause 3.2 of the Implementation Agreement, either the Offeror or the Company may terminate the Implementation Agreement by written notice to the other Party provided that the Terminating Party:

(i) shall not have failed to comply with its obligations under the Implementation Agreement, caused the non-fulfilment of such Scheme Condition or taken any action which prevented the Scheme from becoming effective on or before the Long Stop Date; and

(ii) does so only with the prior consultation and approval of the SIC.

8.3.3 **Effect of Termination.** In the event of termination of the Implementation Agreement by either the Company or the Offeror pursuant to Clause 7 of the Implementation Agreement, the Implementation Agreement shall terminate (except for the Surviving Provisions) and there shall be no other liability on any Party.

8.3.4 **Consultation with SIC.** In the event either 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 Party.

9. SCHEME CONDITIONS AND REGULATORY APPROVALS

9.1 SIC

9.1.1 Code

The SIC has by way of a letter dated 13 July 2017, *inter alia*, exempted the Scheme from Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29 and 33.2 and Note 1(b) on Rule 19 of the Code, subject to the conditions set out under the Note on Definition of Offer in the Code, including the following conditions:

(i) the Offeror and its concert parties abstain from voting on the Scheme;

(ii) the Scheme Document contains advice to the effect that by voting for the Scheme, Shareholders are agreeing to the Offeror and its concert parties acquiring the Company without having to make a general offer for the Company, and the Scheme Document discloses the names of the Offeror and its concert parties, their current voting rights in the Company and their voting rights in the Company after the Scheme;

(iii) the directors of the Company who are also concert parties of the Offeror abstain from making a recommendation on the Scheme to Shareholders; and

(iv) the Company appoints an independent financial adviser to advise Shareholders on the Scheme.

In compliance with the conditions set out above:

(a) to the extent that the Offeror Concert Parties hold Shares, such parties will abstain from voting their Shares on the Scheme at the Scheme Meeting.

As disclosed in **paragraph 11.1(a)** of the Offeror's Letter, as at the Latest Practicable Date, the Offeror Concert Parties own, control or have agreed to acquire an aggregate of 583,048,939 Shares, representing approximately 12.41 per cent. of the total number of Shares;

(b) **paragraph 7** of the Letter to Shareholders and **paragraph 3.4** of this Explanatory Statement contain advice to the effect that by voting for the Scheme, Shareholders are agreeing to the Offeror and the Offeror Concert Parties acquiring the Company without having to make a general offer for the Company. **Paragraph 11.1(a)** of the Offeror's Letter discloses the names of the Offeror and the Offeror Concert Parties and their voting rights in the Company as at the Latest Practicable Date, and **paragraph 11.3** of the Offeror's Letter discloses their voting rights in the Company after the Scheme;

(c) the Relevant Directors (being the Directors who are regarded as Offeror Concert Parties) have abstained from making a recommendation on the Scheme to the Shareholders, in accordance with SIC's ruling as set out in this **paragraph 9.1.1**; and

(d) in compliance with the Code, Evercore has been appointed as the IFA to advise the Independent Directors in relation to the Scheme.

9.1.2 Scheme Conditions

The SIC has by way of its letter dated 13 July 2017 confirmed, *inter alia*, that it has no objections to the Scheme Conditions.

9.2 Court

The Scheme is subject to the sanction of the Court as stated in **paragraph 2** of **Appendix 7** to this Scheme Document.

9.3 SGX-ST

An application was made to seek approval from the SGX-ST to delist the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding. The SGX-ST has advised that it has no objection to the Company's application to delist from the Official List of the SGX-ST. Please refer to **paragraph 11.1** below for further details.

10. OBLIGATIONS OF THE OFFEROR AND THE COMPANY IN RELATION TO THE SCHEME

Appendix 9 to this Scheme Document sets out certain obligations of the Offeror and the Company in relation to the Scheme pursuant to the terms of the Implementation Agreement.

11. EFFECT OF THE SCHEME AND DELISTING

11.1 Delisting of the Company

Upon the Scheme becoming effective and binding in accordance with its terms, the Company will become a wholly-owned subsidiary of the Offeror, and will, subject to the approval of the SGX-ST, be delisted from the Mainboard of the SGX-ST.

An application was made to seek approval from the SGX-ST to delist the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms. The SGX-ST has, on 6 October 2017, advised that it has no objection to the Company's application to delist from the Official List of the SGX-ST, subject to:

11.1.1 compliance with the SGX-ST's listing requirements;

11.1.2 approval of the Scheme by a majority in number of Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Scheme Meeting; and

11.1.3 the Court's approval being obtained for the Scheme.

The above decision of the SGX-ST is not to be taken as an indication of the merits of the Scheme, the delisting of the Company from the Official List of the SGX-ST, the Company, its subsidiaries and/or their securities.

SHAREHOLDERS SHOULD NOTE THAT BY VOTING IN FAVOUR OF THE SCHEME, THE SHARES WILL BE DELISTED FROM THE OFFICIAL LIST OF THE SGX-ST IF THE SCHEME BECOMES EFFECTIVE AND BINDING IN ACCORDANCE WITH ITS TERMS.

11.2 Continued Listing of the Senior Notes

As at the Latest Practicable Date, the Senior Notes issued by the Company pursuant to its US$2,000,000,000 Euro Medium Term Note Programme are outstanding and listed on the SGX-ST.

An application was also made to seek confirmation from the SGX-ST that the proposed delisting of the Company from the SGX-ST will not affect the listing of the Senior Notes and the Senior Notes will remain listed on the SGX-ST. The SGX-ST has, on 9 October 2017, provided such confirmation.

12. IMPLEMENTATION OF THE SCHEME

12.1 Application to Court for Sanction

Upon the Scheme being approved by a majority in number of Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Scheme Meeting, an application will be made to the Court by the Company for the sanction of the Scheme.

12.2 Procedure for Implementation

If the Court sanctions the Scheme, the Offeror and the Company will (subject to the satisfaction (or, where applicable, waiver) of all the Scheme Conditions) take the necessary steps to render the Scheme effective and binding, and the following will be implemented:

12.2.1 the Shares held by the Entitled Shareholders will be transferred to the Offeror for the Scheme Consideration to be paid by the Offeror to the Entitled Shareholders (other than the Relevant Shareholders) for each Share transferred as follows:

(i) in the case of the Entitled Shareholders (not being Depositors), the Company shall authorise any person to execute or effect on behalf of all such Entitled Shareholders an instrument or instruction of transfer of all the Shares held by such Entitled Shareholders and every such instrument or instruction of transfer so executed shall be effective as if it had been executed by the relevant Entitled Shareholder; and

(ii) in the case of the Entitled Shareholders (being Depositors), the Company shall instruct CDP, for and on behalf of such Entitled Shareholders, to debit, not later than seven (7) Business Days after the Effective Date, all the Shares standing to the credit of the Securities Account of such Entitled Shareholders and credit all of such Shares to the Securities Account of the Offeror or such Securities Account(s) as directed by the Offeror;

12.2.2 from the Effective Date, all existing share certificates relating to the Shares held by the Entitled Shareholders (not being Depositors) will cease to be evidence of title of the Shares represented thereby;

12.2.3 the Entitled Shareholders (not being Depositors) are required to forward their existing share certificates relating to their Shares to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 as soon as possible, but not later than seven (7) Business Days after the Effective Date for cancellation; and

12.2.4 the Offeror shall, not later than seven (7) Business Days after the Effective Date, and against the transfer of the Shares set out in **paragraph 12.2.1** above, make payment of the aggregate Scheme Consideration payable on the transfer of the Shares (other than the Waived Amount) pursuant to the Scheme to:

(i) each Entitled Shareholder (not being a Depositor or a Relevant Shareholder) by sending a cheque for the Scheme Consideration payable to and made out in favour of such Entitled Shareholder by ordinary post to his or its address as appearing in the Register of Members at the close of business on the Books Closure Date, at the sole risk of such Entitled Shareholder, or in the case of joint Entitled Shareholders (not being Depositors or Relevant Shareholders), to the first named Entitled Shareholder made out in favour of such Entitled Shareholder by ordinary post to his or its address as appearing in the Register of Members at the close of business on the Books Closure Date, at the sole risk of such joint Entitled Shareholders; and

(ii) each Entitled Shareholder (being a Depositor but not being a Relevant Shareholder) by making payment of the aggregate Scheme Consideration payable to such Entitled Shareholder to CDP. CDP shall:

(a) in the case of an Entitled Shareholder (being a Depositor but not being a Relevant Shareholder) who has registered for CDP's direct crediting service, credit the Scheme Consideration payable to such Entitled Shareholder, to the designated bank account of such Entitled Shareholder; and

(b) in the case of an Entitled Shareholder (being a Depositor but not being a Relevant Shareholder) who has not registered for CDP's direct crediting service, send to such Entitled Shareholder, by ordinary post to his or its address as appearing in the Depository Register at the close of business on the Books Closure Date at the sole risk of such Entitled Shareholder, or in the case of joint Entitled Shareholders, to the first named Entitled Shareholder by ordinary post to his or its address as appearing in the Depository Register at the close of business on the Books Closure Date, at the sole risk of such joint Entitled Shareholders, a cheque for the payment of such aggregate Scheme Consideration made out in favour of such Entitled Shareholder(s).

Assuming that the Scheme becomes effective and binding on 10 January 2018, the crediting by CDP of the Scheme Consideration into the designated bank accounts of the Entitled Shareholders other than the Relevant Shareholders (in the case of the Entitled Shareholders being Depositors and who have registered with CDP for its direct crediting service) or, as the case may be, the posting of cheques for the Scheme Consideration in the manner set out in **paragraphs 12.2.4(ii)(a)** and **12.2.4(ii)(b)** above, is expected to take place on or before 19 January 2018.

The despatch of payment by the Offeror to each Entitled Shareholder's address and/or CDP (as the case may be) in accordance with the above shall discharge the Offeror from any liability in respect of those payments.

12.3 Retention and Release of Proceeds

On and after the day being six (6) calendar months after the posting of such cheques relating to the Scheme Consideration, the Offeror shall have the right to cancel or countermand payment of any such cheque which has not been cashed (or has been returned uncashed) and shall place all such moneys in a bank account in the Company's name with a licensed bank in Singapore selected by the Company. The Company or its successor entity shall hold such moneys until the expiration of six (6) years from the Effective Date and shall prior to such date make payments therefrom of the sums payable pursuant to **Clause 5** of the Scheme as set out in **Appendix 13** to this Scheme Document to persons who satisfy the Company or its successor entity that they are respectively entitled thereto and that the cheques referred to in **Clause 5** of the Scheme as set out in **Appendix 13** to this Scheme Document for which they are payees have not been cashed. Any such determination shall be conclusive and binding upon all persons claiming an interest in the relevant moneys, and any payments made by the Company under the Scheme shall not include any interest accrued on the sums to which the respective persons are entitled pursuant to **Clause 4** of the Scheme as set out in **Appendix 13** to this Scheme Document.

On the expiry of six (6) years from the Effective Date, each of the Company and the Offeror shall be released from any further obligation to make any payments of the Scheme Consideration under the Scheme and the Company or its successor entity shall transfer to the Offeror the balance (if any) of the sums then standing to the credit of the bank account referred to in **Clause 7(a)** of the Scheme as set out in **Appendix 13** to this Scheme Document including accrued interest, subject, if applicable, to the deduction of interest, tax or any withholding tax or any other deduction required by law and subject to the deduction of any expenses.

13. CLOSURE OF BOOKS

13.1 Notice of Books Closure

Subject to the approval by Shareholders of the Scheme at the Scheme Meeting and the sanction of the Scheme by the Court, notice of the Books Closure Date will be given in due course for the purposes of determining the entitlements of the Entitled Shareholders to the Scheme Consideration under the Scheme.

The Books Closure Date is tentatively scheduled to be 9 January 2018 at 5.00 p.m.. The Company will make further announcement on the Books Closure Date in due course.

13.2 Books Closure

No transfer of the Shares where the certificates relating thereto are not deposited with CDP may be effected after the Books Closure Date, unless such transfer is made pursuant to the Scheme.

13.3 Trading in Shares on the SGX-ST

The Scheme is tentatively scheduled to become effective and binding on or about 10 January 2018 and accordingly (assuming the Scheme becomes effective and binding on 10 January 2018), the Shares are expected to be delisted and withdrawn from the Official List of the SGX-ST after payment of the Scheme Consideration. It is therefore expected that, subject to the approval of the SGX-ST, the Shares will cease trading on the SGX-ST on or about 4 January 2018 at 5.00 p.m., being three (3) Market Days before the expected Books Closure Date.

Shareholders (not being Depositors) who wish to trade in their Shares on the SGX-ST are required to deposit with CDP their certificates relating to their Shares, together with the duly executed instruments of transfer in favour of CDP, fifteen (15) Market Days prior to the tentative last day for trading of the Shares.

14. SETTLEMENT AND REGISTRATION PROCEDURES

Subject to the Scheme becoming effective and binding, the following settlement and registration procedures will apply:

14.1 Entitled Shareholders whose Shares are not deposited with CDP

Entitlements to the Scheme Consideration will be determined on the basis of the Entitled Shareholders (not being Depositors) and their holdings of Shares appearing in the Register of Members as at 5.00 p.m. on the Books Closure Date.

Entitled Shareholders (not being Depositors) who have not already done so are requested to take the necessary action to ensure that the Shares owned by them are registered in their names with the Share Registrar by 5.00 p.m. on the Books Closure Date.

From the Effective Date, each existing share certificate representing a former holding of Shares by Entitled Shareholders (not being Depositors) will cease to be evidence of title of the Shares represented thereby.

Within seven (7) Business Days of the Effective Date, the Offeror shall make payment of the Scheme Consideration to each Entitled Shareholder (not being a Depositor or a Relevant Shareholder) based on his or its holding of the Shares as at 5.00 p.m. on the Books Closure Date.

14.2 Entitled Shareholders whose Shares are deposited with CDP

Entitlements to the Scheme Consideration will be determined on the basis of Entitled Shareholders (being Depositors) and the number of Shares standing to the credit of their Securities Account as at 5.00 p.m. on the Books Closure Date.

Entitled Shareholders (being Depositors) who have not already done so are requested to take the necessary action to ensure that the Shares owned by them are credited to their Securities Account by 5.00 p.m. on the Books Closure Date.

Following the Effective Date, CDP will debit all the Shares standing to the credit of each relevant Securities Account of each Entitled Shareholder (being a Depositor) and credit all of such Shares to the Securities Account of the Offeror or such Securities Account(s) as directed by the Offeror.

Within seven (7) Business Days of the Effective Date, CDP shall make payment of the Scheme Consideration to each Entitled Shareholder (being a Depositor but not being a Relevant Shareholder) based on the number of Shares standing to the credit of his or its Securities Account as at 5.00 p.m. on the Books Closure Date.

15. DIRECTORS' INTERESTS

The interests of the Directors in the Shares as at the Latest Practicable Date are set out in **Appendix 3** to this Scheme Document.

The effect of the Scheme on such interests of the Directors (other than the Relevant Directors) does not differ from that of the other Scheme Shareholders. In relation to the Relevant Directors (namely, MZM and FFL):

(i) pursuant to the Relevant Shareholders' Irrevocable Undertakings:

(a) MZM has waived all rights under the terms of the Scheme and Rule 30 of the Code to receive the Scheme Consideration for the transfer of the Relevant Shares held by him to the Offeror within the time period prescribed under Rule 30 of the Code; and

(b) each of Khangai and HFMC has waived all rights under the terms of the Scheme and Rule 30 of the Code to receive the Scheme Consideration for the transfer of the Relevant Shares held by it to the Offeror within the time period prescribed under Rule 30 of the Code. FFL is, by virtue of Section 7 of the Companies Act, deemed to be interested in the Relevant Shares held by Khangai and HFMC;

(ii) upon the Scheme becoming effective and binding in accordance with its terms, the Offeror, which is indirectly wholly-owned by NIHLP, will directly hold in aggregate 100 per cent. of the Shares (excluding treasury Shares); and

(iii) as disclosed in **paragraph 7.1** of the Offeror's Letter, as at the close of the Acquisition, it is anticipated that:

(a) HOPU will take a direct stake of approximately 21.3 per cent. in the NIHLP Interests and a corresponding direct stake in Class A Shares in NIHGP (being the general partner of NIHLP); and

(b) SMG will take a direct stake of approximately 21.2 per cent. in the NIHLP Interests and a corresponding direct stake in Class A Shares in NIHGP.

Further information in relation to the Relevant Shareholders' Irrevocable Undertakings, the Consortium and the Consortium arrangements is set out in **paragraphs 7** and **8** of the Offeror's Letter and **paragraph 4** of this Explanatory Statement.

16. OVERSEAS SHAREHOLDERS

16.1 Overseas Shareholders

The applicability of the Scheme to Shareholders whose addresses are outside Singapore, as shown on the Register of Members or, as the case may be, in the records of CDP (each, an "**Overseas Shareholder**"), may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdictions.

16.2 Copies of Scheme Document

The Constitution provides that Shareholders who have not supplied to the Company or the CDP (as the case may be) an address within Singapore for the service of notices shall not be entitled to receive notices or other documents from the Company. Accordingly, the Offeror and the Company reserve the right not to send this Scheme Document to any Overseas Shareholder, including where there are potential restrictions on sending this Scheme Document to the relevant overseas jurisdiction.

Shareholders (including Overseas Shareholders) may obtain copies of this Scheme Document and any related documents during normal business hours and up to the date of the Scheme

Meeting from the Share Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. Alternatively, an Overseas Shareholder may write in to the Share Registrar at the same address to request for this Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

For the avoidance of doubt, the Scheme is being proposed to all Shareholders (including the Overseas Shareholders), including those to whom this Scheme Document has not been, or will not be, sent, provided that this 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 Scheme is not being proposed in any jurisdiction in which the introduction or implementation of the Scheme would not be in compliance with the laws of such jurisdiction.

It is the responsibility of any Overseas Shareholder who wishes to request for this Scheme Document and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for this Scheme Document and any related documents, the Overseas Shareholder represents and warrants to the Offeror and the Company that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. If any Overseas Shareholder is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction.

16.3 Notice

The Offeror and the Company each reserves the right to notify any matter, including the fact that the Scheme has been proposed, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including any Overseas Shareholder) to receive or see such announcement or advertisement. For the avoidance of doubt, for as long as the Company remains listed on the SGX-ST, it will continue to notify all Shareholders (including Overseas Shareholders) of any matter relating to the Scheme by announcement via SGXNET.

Notwithstanding that such Overseas Shareholder may not receive the notice of the Scheme Meeting, they shall be bound by the Scheme if the Scheme becomes effective.

16.4 Foreign Jurisdiction

It is the responsibility of any Overseas Shareholder who wishes to send in the Proxy Form and/or participate in the Scheme to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection with the Scheme, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In sending in the Proxy Form and/or participating in the Scheme, the Overseas Shareholder represents and warrants to the Offeror and the Company that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. If any Overseas Shareholder is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction.

17. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the Scheme Meeting are requested to complete the enclosed Proxy Form in accordance with the instructions printed thereon and lodge it with the Share Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 72 hours before the time fixed for the Scheme Meeting.

Each Shareholder entitled to attend and vote at the Scheme Meeting, and who votes in person or by proxy at the Scheme Meeting, may only cast all the votes it uses at the Scheme Meeting in one way, namely, either for or against the Scheme Resolution.

The completion and lodgement of Proxy Forms will not prevent Shareholders from attending and voting in person at the Scheme Meeting if they subsequently wish to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.

18. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS

CPFIS Investors and SRS Investors who wish to attend the Scheme Meeting are advised to consult their respective CPF Agent Banks and SRS Agent Banks for further information and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

19. ADVICE OF THE INDEPENDENT FINANCIAL ADVISER

The IFA Letter setting out the advice of the IFA to the Independent Directors is set out on pages 1 - 1 to 1 - 60 in **Appendix 1** to this Scheme Document.

20. INDEPENDENT DIRECTORS' RECOMMENDATION

The recommendation of the Independent Directors in relation to the Scheme is set out in **paragraph 12.2** of the Letter to Shareholders.

21. GENERAL INFORMATION

Your attention is drawn to the further relevant information, including the interests in the Shares of the Directors, which is set out in the Appendices to this Scheme Document. These Appendices form part of this Scheme Document. This Explanatory Statement should be read in conjunction with, and is qualified by, the full text of this Scheme Document, including the Scheme as set out on pages 13 - 1 to 13 - 7 of this Scheme Document.

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27 October 2017

The Independent Directors
Global Logistic Properties Limited
501 Orchard Road
#08-01 Wheelock Place
Singapore 238880

Dear Sir/Madam:

PROPOSED ACQUISITION BY NESTA INVESTMENT HOLDINGS LIMITED OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF GLOBAL LOGISTIC PROPERTIES LIMITED BY WAY OF A SCHEME OF ARRANGEMENT

*Unless otherwise defined or the context otherwise requires, all terms used herein have the same meaning as defined in the Scheme Document dated 27 October 2017 issued by Global Logistic Properties Limited (the "**Company**" or "**GLP**") to the shareholders of the Company. For the purpose of this letter (this "**Letter**"), where applicable and unless otherwise stated, we have used the closing foreign exchange rate of US$1:S$1.3609, US$1:RMB6.6189, US$1:HKD7.8028, US$1:JPY113.485 and US$1:BRL3.1863 on 20 October 2017 (the "**IFA Reference Date**"). The above foreign exchange rate is extracted from published information from Capital IQ and is provided solely for information.*

1 INTRODUCTION

Evercore Asia (Singapore) Pte. Ltd. ("**Evercore**") refers to the joint announcement (the "**Joint Announcement**") by Global Logistic Properties Limited (the "**Company**" or "**GLP**") and Nesta Investment Holdings Limited (the "**Offeror**" or "**NIHLP**"), a special purpose vehicle incorporated in the Cayman Islands and beneficially owned by a consortium (the "**Consortium**") comprising Hopu Logistics Investment Management Co., Ltd. and its affiliates and entities managed or advised by them (collectively, "**HOPU**"), Hillhouse Capital Logistics Management, Ltd. and its affiliates and entities managed or advised by them (collectively, "**Hillhouse Capital**"), SMG Eastern Limited and its affiliates and entities managed or advised by them ("**SMG**", and collectively with HOPU and Hillhouse Capital, the "**Sponsors**" and each, a "**Sponsor**"), Bank of China Group Investment Limited and its affiliates (collectively, "**BOCGI**") and Vanke Real Estate (Hong Kong) Company Limited and its affiliates (collectively, "**Vanke**", and together with BOCGI, the "**Co-Investors**" and each, a "**Co-Investor**"), on the offer from NIHLP (on behalf of each Consortium member) on 14 July 2017 (the "**Joint Announcement Date**") for the proposed acquisition (the "**Acquisition**") of all the issued and paid-up ordinary shares in the capital of the Company (excluding treasury Shares) (each, a "**Share**", or collectively, the "**Shares**"), to be effected by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act, Chapter 50 of the Singapore (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers (the "**Code**").

In connection with the Acquisition, the Offeror and the Company had, on 14 July 2017, entered into an implementation agreement (the "**Implementation Agreement**") setting out the terms and conditions on which the Offeror and the Company would implement the Scheme. The Offeror and the Company announced an offer price of S$3.38 in cash for each Share (the "**Scheme Consideration**").

Shareholders of the Company (the "**Shareholders**") will have the opportunity to vote on the Scheme at the Scheme Meeting on 30 November 2017. The Scheme will require, *inter alia*, the following approvals: i) the approval of the Scheme by a majority in number of Shareholders representing not less than three-fourths in value of the Shares held by

Shareholders present and voting either in person or by proxy at the Scheme Meeting, and ii) the sanction of the Scheme by the Court. In this regard, the subsidiaries of GIC (Realty) Private Limited, Recosia China Pte Ltd and Reco Benefit Private Limited (collectively, the "**Undertaking Shareholders**"), have given irrevocable undertakings to the Offeror (each, a "**Deed of Undertaking**" and collectively, the "**Deeds of Undertaking**") in respect of 1,730,706,817 Shares (the "**Undertaking Shareholders' Shares**") held legally and/or beneficially by the Undertaking Shareholders in the aggregate, representing 36.84 per cent. of the total number of issued Shares, to, *inter alia*, vote, or procure the voting of, all of the respective Undertaking Shareholders' Shares in favour of the Scheme. Further details can be found in **Paragraph 3.6(a)** of this Letter.

The Company has appointed Evercore as the Independent Financial Adviser ("**IFA**") to advise the Directors who are considered independent for purposes of the Scheme (the "**Independent Directors**") in respect of the Scheme for the purpose of them making a recommendation to Shareholders on the Scheme. The responsibility for providing a recommendation to the Shareholders in respect of the Scheme rests with the Independent Directors.

The Directors have confirmed to Evercore that Seek Ngee Huat, Tham Kui Seng, Steven Lim Kok Hoong, Lim Swe Guan, Dipak Chand Jain, Paul Cheng Ming Fun, Yoichiro Furuse and Luciano Lewandowski are the Independent Directors for the purposes of the Scheme and that there are no special circumstances or other arrangements which may affect the independence of the foregoing Directors.

This Letter is therefore addressed to the Independent Directors and sets out, *inter alia*, our views and evaluation of the Scheme and our recommendations thereon from a financial point of view. This Letter forms part of the Scheme Document, which provides, *inter alia*, the details of the Scheme and the recommendations of the Independent Directors in respect of the Scheme.

To ensure that this Letter is comprehensive and concise, details contained in the Scheme Document, where necessary or relevant may not be wholly reproduced, and may instead be referenced to or summarised throughout this Letter. We recommend that the Independent Directors advise the Shareholders to read these contextual references and summaries with due care.

Unless stated otherwise, all references to the financial statements, financial profile, and financial metrics of the Company in this Letter refer to the consolidated financial statements, financial profile, or relevant financial metrics of the Company and its subsidiaries (the "**Group**").

For ease of reference the remainder of our Letter is structured as follows:

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2 TERMS OF REFERENCE

Evercore has been appointed as the IFA to advise the Independent Directors in respect of their recommendation to the Shareholders in relation to the Scheme. We do not, by this Letter, comment on or warrant the merits of the Scheme other than to form an opinion, for the purposes of compliance with the Code, as to whether the financial terms of the Offer are fair and reasonable.

In the course of our evaluation of the Scheme, from a financial point of view, we have, amongst other things:

- reviewed certain publicly available financial statements and other information relating to the Company, as well as certain information provided and representations made to us by the Directors, senior executives of the Company, professional advisers and other authorised representatives of the Company;
- asked questions about the past and current business operations and financial condition of the Company and reviewed written responses provided from senior executives and management of the Company, through professional advisors of the Company;
- reviewed and relied on certain operational and financial information prepared by professional advisers of the Company at the direction of management of the Company, relating to its business operations and financial condition;
- reviewed the reported prices, trading multiples and trading volumes for the Shares;
- compared the prices, trading multiples and trading volumes for the Shares and the shares of other selected publicly traded companies;
- compared the proposed financial terms of the Scheme with the publicly available financial terms of certain transactions involving companies and the consideration received by such companies;
- compared the financial performance of the Company with publicly available information concerning certain other companies;
- reviewed the Joint Announcement, Implementation Agreement and Scheme Document;
- reviewed research analyst reports and target prices published by certain research analysts covering the Company;
- reviewed and relied on independent property valuation reports prepared by independent property valuers appointed by the Company and internal property valuation performed by the Company, respectively; and
- performed such other analyses, reviewed such other information, and considered such other matters as we deemed appropriate.

We have relied upon and assumed, *inter alia*, the accuracy, adequacy and completeness of all information that was publicly available or was furnished to or discussed with us by the Company and/or its professional advisers or otherwise reviewed by or for us, and we have not independently verified any such information, whether written or verbal, or its accuracy or completeness or adequacy, but have made such reasonable enquiries and used our judgement as we deemed necessary on the reasonable use of such information and have found no reason to doubt the accuracy and reliability of the information. The Directors have confirmed to us, to the best of their knowledge and belief, all material information in

connection with the Company and the Scheme has been disclosed to us, that such information is true, complete and accurate in all material respects and that there are no omissions which may cause any information given to us to be incomplete, inaccurate or misleading in any respect. The Directors have jointly and severally accepted the responsibility for the accuracy, correctness and completeness of such information. We have relied upon such confirmation by the Directors and the accuracy, correctness and completeness of all information given to us and have not independently verified such information, whether written or verbal, and accordingly cannot and do not represent or warrant, expressly or implicitly, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information.

We have relied upon valuation reports provided by independent professional valuers, (collectively, the "**Independent Valuation Reports**") and internal property valuation performed by the Company (collectively, the "**Internal Valuation Reports**", and together with the Independent Valuation Reports, the "**Valuation Reports**") and a summary of each of the Valuation Reports is reproduced in **Appendix 12** to the Scheme Document. With respect to such Valuation Reports, we are not experts in the evaluation or appraisal of the assets concerned and we have placed sole reliance on these Valuation Reports for such asset appraisal and have not made any independent verification of the contents thereof. We have not been furnished with any evaluation or appraisal of the assets and liabilities of the Group, except for the Valuation Reports as stated above.

We have not conducted any independent valuation or appraisal of any assets or liabilities of the Group, nor have we evaluated the solvency of the Group or any other relevant party to the Scheme under any applicable laws relating to bankruptcy, insolvency or similar matters. We have reviewed GLP's quarterly financial filings and the supplementary information for the quarter ending 30 June 2017 ("**GLP Supplementary Information Pack**") and in relying on financial analyses provided to us or derived therefrom, we have assumed, *inter alia*, that such analyses have been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management of the Company as to the financial condition of the Company. We express no view as to such analyses or the assumptions on which they were based. We are not legal, accounting, regulatory or tax experts. We are the financial advisers only and have relied on, without independent verification, the assessments made by the independent property valuers, the internal property valuers, and the professional advisers to the Company with respect to such issues. As a consequence, potentially significant differences from the conclusions set out in this Letter could result from any inaccuracies, errors or omissions in the data, documentation or information provided to us. In addition, we have assumed that, *inter alia*, the Scheme will be consummated in accordance with the terms set forth in the Scheme Document without any waiver, amendment or delay of any terms or conditions and that no conditions or restrictions will be imposed that would have a material adverse effect on the contemplated benefits expected to be derived from the Scheme. We have further assumed, *inter alia*, that all necessary governmental, regulatory or other approvals, consents, filings and registrations necessary for the consummation of the Scheme will be obtained and effected, and that no delays, limitations, conditions or restrictions will be imposed that would have any material adverse effect on the Company or on the contemplated benefits of the Scheme.

This Letter (which for the avoidance of doubt, including the opinions expressed herein) is necessarily based on financial, economic, market, and other conditions in effect on, and the information made available to us as of the IFA Reference Date. The preparation of this Letter, from a financial point of view, and our opinions expressed in this Letter are based solely upon financial, market, economic, industry, monetary, regulatory and other conditions in effect on, and the information made available to us as of, the IFA Reference Date. Events occurring after the IFA Reference Date may affect the contents of this Letter (which for the avoidance of doubt, includes the opinions expressed herein) and the assumptions used in preparing it. We assume no obligation or responsibility to update, revise, or reaffirm the contents of this

Letter in light of any subsequent development after the IFA Reference Date that may affect this Letter. The Independent Directors should alert Shareholders that market, economic, financial, industry, monetary, regulatory and other conditions may change over a relatively short period of time and that they may wish to take note of any announcements which may be released after the IFA Reference Date. We have confined our evaluation and assessment to the financial terms of the Scheme, and have not taken into account the legal, strategic or commercial risks and/or merits of the Scheme. We were not requested to and have not provided advice concerning the structure, the specific amount of the consideration, or any other aspects of the Scheme, or provided services other than the delivery of this Letter. We have not been requested or authorised to solicit and we have not solicited any indications of interest from any third parties with respect to the Shares or the sale of all or any part of the Company or any other alternative transaction. We do not comment on the strategic, long term or otherwise, and/or commercial merits and/or risks of the Scheme, or the listing status or the future prospects of the Company including without limitation, following the date on which the Scheme becomes effective. Our opinions do not address the relative merits and/or risks of the Scheme as compared to any alternative transaction or arrangements (as the case may be), or other alternatives, or whether or not such alternatives could be achieved or are available. Any evaluation of and/or comment on the strategic or commercial merits and/or risks of the Scheme or on the future prospects of the Company, including without limitation, following the date on which the Scheme becomes effective, remains the sole responsibility of the Directors. We also did not participate in discussions and negotiations with respect to the terms of the Scheme (including the transactional structure and the related commercial terms) nor were we involved in the deliberations to put forth the Scheme.

We have relied upon the assurances of the Directors that the Scheme Document and the Gatefold have been duly approved by the Directors (including any who may have delegated detailed supervision of the Scheme Document and the Gatefold) who have taken all reasonable care to ensure that the facts stated and all opinions expressed (excluding those expressed in this Letter) in the Scheme Document and the Gatefold are fair and accurate, as well as not misleading in any respect, and that no material facts have been omitted from the Scheme Document and the Gatefold. The Directors jointly and severally accept full responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the announcements by the Company in relation to the Scheme), the sole responsibility of Evercore has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Letter. For the purposes of providing this Letter and our evaluation, from a financial point of view, of the Scheme, we have not received or relied upon any financial projections or forecasts in respect of the Company. Our terms of reference do not require us to express, and we do not express, an opinion on the future growth prospects of the Company, including without limitation, following the date on which the Scheme becomes effective. We are therefore not expressing any opinion herein as to the price at which the Shares may trade, trading liquidity levels of the Shares, expiry, withdrawal, or rejection of the Scheme or on the future financial performance of the Company including without limitation, following the date on which the Scheme becomes effective.

This Letter is general financial product advice only, and the Independent Directors may wish to advise Shareholders to read it together with the rest of the Scheme Document, including the recommendations of the Independent Directors, and the Gatefold. In rendering our opinion to the Independent Directors, we have not had regard to any general or specific investment objectives, financial situations, risk profiles, tax status or positions or particular needs or constraints or other particular circumstances of any Shareholder and do not assume any responsibility for, nor hold ourselves out as advisers to, any person other than the Independent Directors. As different Shareholders would have different investment profiles and objectives, the Independent Directors may wish to advise any Shareholder who may

require specific advice in relation to his investment portfolio to consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

The Company has been separately advised by its own professional advisers in the preparation of the Scheme Document (other than this Letter) and the Gatefold. We have had no role or involvement and have not and will not provide any advice (financial or otherwise) whatsoever in the preparation, review and verification of the Scheme Document (other than this Letter) and the Gatefold. Accordingly we take no responsibility for and express no views, whether expressly or implicitly, on the contents of the Scheme Document (except for this Letter) and the Gatefold.

We are acting as IFA to the Independent Directors for the purpose of the Scheme and will receive a fee for our services in connection with the issuance of this Letter. In addition, the Company has agreed to indemnify us for certain liabilities arising out of our engagement. In the ordinary course of our trading, brokerage, asset management, financing and financial services businesses, we or our affiliates may actively trade the Shares or derivatives in relation to the Shares, or financial instruments of the Company and their respective affiliates via businesses that are segregated from our advisory business in accordance with law and regulation, for their own account and/or for the accounts of customers, and accordingly, may at any time hold a long or short position in such securities or instruments. We or our affiliates may also seek to provide services to the Company, HOPU, Hillhouse Capital, SMG, BOCGI, Vanke and/or GIC in the future and expect to receive fees for rendering such services.

The opinions expressed herein have been approved by a committee of Evercore employees in accordance with our customary practice. This Letter (which for the avoidance of doubt, includes the opinions expressed herein) is for the information of the Independent Directors in connection with and for the sole purpose of their consideration of the Scheme and other than for inclusion in the Scheme Document as **Appendix 1**, may not be disclosed, reproduced, quoted, referred to or communicated (in whole or in part) to any third party, including, without limitation, employees, creditors or shareholders of the Company, for any purpose other than in connection with the Scheme except with our prior written approval.

This Letter, including the opinions and advice expressed herein, is addressed to the Independent Directors for their benefit and solely for their deliberation on the Scheme, to assist them in formulating appropriate recommendations to Shareholders in relation to the Scheme. The recommendations made to the Shareholders in relation to the Scheme shall remain the responsibility of the Independent Directors.

3 TERMS AND CONDITIONS OF THE SCHEME DOCUMENT

Details of the Scheme and effect of the Scheme are set out in **paragraphs 3**, **4**, **5** and **8** in the "Letter to Shareholders" of the Scheme Document, the Explanatory Statement and **Appendices 7** to **14** of the Scheme Document. Shareholders are advised to refer to the Scheme Document for more details on the Scheme.

A summary of the salient terms of the Scheme is set out below.

3.1 Terms of the Scheme

Under the Scheme:

(a) all the Shares held by the Entitled Shareholders will be transferred to the Offeror:

(i) fully paid-up;

(ii) free from Encumbrances; and

(iii) together with all rights, benefits and entitlements attaching thereto as of the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date (except for the FY2017 Dividend). If any dividend, right or other distribution (other than the FY2017 Dividend) is declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration by the amount of such dividend, right or distribution; and

(b) in consideration for such transfer, each of the Entitled Shareholders (other than the Relevant Shareholders) will be entitled to receive **S$3.38 in cash for each Share** held by such Entitled Shareholder as at the Books Closure Date.

The Scheme will also be extended to all Shares unconditionally issued or delivered pursuant to the valid vesting of any outstanding Awards on or prior to the Books Closure Date.

3.2 Switch Option

Pursuant to the terms of the Implementation Agreement and subject to prior consultation with the SIC, the Company has agreed and acknowledged that in the event of an Alternative Transaction, the Offeror shall have the right at its discretion to elect to proceed by way of an Offer (in lieu of proceeding by way of the Scheme).

In such event, the Offeror will make the Offer on the same or better terms as those which apply to the Scheme, including at a consideration per Share which is equal to or greater than the Scheme Consideration, and conditional upon a level of acceptances as approved by the SIC.

If the Offeror exercises the Switch Option, the Parties have agreed that (notwithstanding any provision to the contrary in the Implementation Agreement) the Implementation Agreement shall terminate with effect from the date of announcement of the Offer (other than the Surviving Provisions and the Parties' respective obligations under Clauses 4.4.1, 4.4.2 and 5.3 of the Implementation Agreement), and neither the Company nor the Offeror shall have any claim against the other under the Implementation Agreement.

3.3 Conditions to the Scheme

(a) **Scheme Conditions.** The Scheme is conditional upon the satisfaction (or, where applicable, waiver) of all the Scheme Conditions set out in **Appendix 7** to the Scheme Document by the Long Stop Date, which include the following:

(i) the approval of the Scheme by Shareholders in compliance with the requirements under Section 210 of the Companies Act; and

(ii) the grant of the Court Order and such Court Order having become final.

Additional information on the Scheme Conditions is set out in **paragraph 8** of the Explanatory Statement to the Scheme Document. Upon the Scheme becoming effective and binding in accordance with its terms, it will be binding on all Shareholders, whether or not they have attended or voted at the Scheme Meeting, and if they have attended and voted, whether or not they have voted in favour of the Scheme.

We advise the Independent Directors to highlight to Shareholders that by voting in favour of the Scheme, Shareholders will be regarded as having

waived their rights to a general offer by the Offeror and the Offeror Concert Parties to acquire the Shares under the Code and are agreeing to the Offeror and the Offeror Concert Parties acquiring or consolidating effective control of the Company without having to make a general offer for the Company.

(b) **Update on Status of Scheme Conditions.** Set out below is an update on the status of the Scheme Conditions:

(i) the SIC has by way of a letter dated 13 July 2017 confirmed, *inter alia*, that:

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

(2) it has no objections to the Scheme Conditions.

Please refer to **paragraph 9.1** of the Explanatory Statement to the Scheme Document for further details;

(ii) the SGX-ST has on 6 October 2017 **given its clearance for the Scheme Document and has also advised that it has no objection to the Company's application for delisting from the Official List of the SGX-ST.** Please refer to **paragraph 3.8** below for further details; and

(iii) other than as set out in this **paragraph 3.3(b)**, none of the other Scheme Conditions have, as of the Latest Practicable Date, been satisfied or waived.

(c) **Remaining Scheme Conditions.** Accordingly, as of the Latest Practicable Date, the Scheme is conditional upon the satisfaction (or, where applicable, waiver) of the remaining Scheme Conditions as set out in **Appendix 7** to the Scheme Document by the Long Stop Date.

(d) **Antitrust Approvals, CFIUS Approval, Third Party Consents and Fund Management Consents.** The Scheme is **not** conditional on any of the Antitrust Approvals, the CFIUS Approval, the Third Party Consents and the Fund Management Consents being obtained.

3.4 Termination of the Implementation Agreement

The Implementation Agreement provides the following:

(a) **Right to Terminate.** The Implementation Agreement may be terminated with immediate effect by giving notice in writing to the other Party:

(i) **Shareholders' Approval**: by either the Offeror or the Company at any time on or prior to the Record Date, if the approval of the Scheme by Shareholders in compliance with the requirements under Section 210 of the Companies Act is not obtained at the Scheme Meeting;

(ii) **Non-fulfilment by the Offeror**: by the Company on the Record Date, in the event of any non-fulfilment of the Scheme Condition set out in **paragraph 7** of **Appendix 7** to the Scheme Document; and

(iii) **Non-fulfilment by the Company**: by the Offeror on the Record Date, in the event of any non-fulfilment of the Scheme Condition set out in **paragraph 8** of **Appendix 7** to the Scheme Document,

provided that:

(1) in each case, the Party seeking termination of the Implementation Agreement (the "**Terminating Party**") does so only with the prior consultation and approval of the SIC;

(2) in the case of a termination under **paragraph 3.4(a)(ii)** or **3.4(a)(iii)**, it shall be a condition of such termination that the Terminating Party shall not have failed to comply with its obligations under the Implementation Agreement, caused the non-fulfilment of any of the Scheme Conditions or taken any action which prevented the Scheme from becoming effective; and

(3) in the case of a termination under **paragraph 3.4(a)(ii)** or **3.4(a)(iii)**, the Terminating Party has, prior to consulting with and seeking the approval of the SIC, given written notice to the Party failing to fulfil the relevant Scheme Condition (the "**Defaulting Party**") stating its intention to terminate the Implementation Agreement and the Defaulting Party has not, where such failure is capable of remedy, substantially remedied such failure within fifteen (15) Business Days after receipt of such written notice.

(b) **Non-fulfilment of Scheme Conditions.** If any of the Scheme Conditions has not been satisfied (or, where applicable, has not been waived) by the Long Stop Date, subject to Clause 3.2 of the Implementation Agreement, either the Offeror or the Company may terminate the Implementation Agreement by written notice to the other Party provided that the Terminating Party:

(i) shall not have failed to comply with its obligations under the Implementation Agreement, caused the non-fulfilment of such Scheme Condition or taken any action which prevented the Scheme from becoming effective on or before the Long Stop Date; and

(ii) does so only with the prior consultation and approval of the SIC.

(c) **Effect of Termination.** In the event of termination of the Implementation Agreement by either the Company or the Offeror pursuant to Clause 7 of the Implementation Agreement, the Implementation Agreement shall terminate (except for the Surviving Provisions) and there shall be no other liability on any Party.

(d) **Consultation with SIC.** In the event either 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 Party.

3.5 Consortium Arrangements

(a) **Consortium Term Sheet.** The Consortium members have entered into the Consortium Term Sheet to regulate the conduct of the Consortium for the purposes of the Acquisition. Pursuant to the Consortium Term Sheet, the Consortium members have established the Steering Committee comprising one (1) representative from each Sponsor. The Steering Committee will be responsible for and shall have the authority to bind the Offeror in respect of all matters relating to the Acquisition and the conduct of the Acquisition, subject to and in accordance with the terms of the Consortium Term Sheet. All decisions of the Steering Committee relating to the Acquisition shall be taken by unanimous approval of all of the Steering Committee members. Each of the Co-Investors will be entitled to nominate one (1) representative to attend and observe meetings of the Steering Committee as an observer but such observer shall not be entitled to vote on any decision of the Steering Committee.

(b) **NIHGP Shareholders' Agreement.** The Consortium members and NIHGP have entered into the NIHGP Shareholders' Agreement in respect of the post-Acquisition shareholding and governance arrangements in respect of NIHGP. Pursuant to the terms of the NIHGP Shareholders' Agreement:

(i) **Board of Directors.** The NIHGP Board shall at all times consist of not more than 11 directors to be designated as follows:

(1) one (1) director, who shall act as chairman of the NIHGP Board, designated by the Sponsors on a rotational basis;

(2) two (2) directors designated by HOPU;

(3) two (2) directors designated by Hillhouse Capital;

(4) two (2) directors designated by SMG;

(5) two (2) directors designated by BOCGI; and

(6) two (2) directors designated by Vanke,

provided, however, that each Co-Investor shall only be entitled to designate two (2) directors for so long as it holds no less than 15 per cent. of the outstanding Class A Shares and one (1) director for so long as it holds no less than 10 per cent. of the outstanding Class A Shares. Each director may be replaced by the relevant designating Consortium member.

(ii) **Reserved Matters.** The Consortium members have agreed on a list of reserved matters which shall require the approval of shareholders holding more than a specified proportion of the outstanding Class A Shares and/or the affirmative vote of a specified proportion of directors on the NIHGP Board.

(c) **Relevant Shareholders' Irrevocable Undertakings.** Each of Khangai, HFMC, Gaoling, YHG and MZM (collectively, the "**Relevant Shareholders**") has provided an irrevocable undertaking (collectively, the "**Relevant Shareholders' Irrevocable Undertakings**") in favour of the Offeror to, *inter alia*:

(i) waive all rights under the terms of the Scheme and Rule 30 of the Code to receive the Scheme Consideration for the transfer of all of its or his respective Shares (including, any other Shares which it or he may acquire (directly or indirectly) or which may be issued or unconditionally allotted to it or him whether pursuant to any bonus issue, rights issue or distribution of Shares or otherwise, on or after the date of its or his respective Relevant Shareholders' Irrevocable Undertaking) to the Offeror within the time period prescribed under Rule 30 of the Code; and

(ii) the Relevant Shareholders' Irrevocable Undertakings will terminate under certain circumstances, including the following:

(1) if the Implementation Agreement lapses or is terminated for any reason (other than as a result of the Switch Option being exercised by the Offeror) without the Scheme becoming effective, the date the Implementation Agreement lapses or is terminated;

(2) the Scheme lapses, is withdrawn or does not become effective for whatever reason other than as a result of a breach of any of the

Relevant Shareholders' obligations under the Relevant Shareholders' Irrevocable Undertakings; and

(3) if the Switch Option is exercised by the Offeror, the Offer is withdrawn or lapses or fails to become or be declared to be unconditional in all respects for whatever reason other than as a result of a breach of any of the Relevant Shareholders' obligations under the Relevant Shareholders' Irrevocable Undertakings.

(d) **SIC Confirmation.** The SIC has confirmed that the arrangements set out in **paragraphs 3.5(a), 3.5(b)** and **3.5(c)** above do not constitute prohibited special deals for the purposes of Rule 10 of the Code.

3.6 Irrevocable Undertakings

(a) **Deeds of Undertaking**

The Undertaking Shareholders have given Deeds of Undertaking in respect of the Undertaking Shareholders' Shares held legally and/or beneficially by the Undertaking Shareholders to, *inter alia*:

(i) vote, or procure the voting of, all of the respective Undertaking Shareholders' Shares in favour of the Scheme and any other matter necessary to implement the Scheme at the Scheme Meeting;

(ii) not, directly or indirectly, solicit, encourage or accept any other offer from any third parties in respect of the respective Undertaking Shareholders' Shares, and not approve, vote or agree to vote for, any offer from any third parties to acquire the Shares, businesses, assets and/or undertakings in the Company during the term of the Deed of Undertaking; and

(iii) (if the Offeror is entitled to and exercises the Switch Option in response to a Competing Bid and announces the Offer on terms and conditions equal to or more favourable than such Competing Bid) without prejudice to the right of termination as set out under **paragraph 3.6(b)** below, accept, or procure the acceptance of, the Offer in respect of all the respective Undertaking Shareholders' Shares in accordance with the procedure for acceptance as prescribed in the Offer Document within five (5) Business Days from the date on which the Offeror despatches the Offer Document to the Shareholders.

Details of the Shares held by the Undertaking Shareholders as of the Latest Practicable Date are set out below:

Name of Undertaking Shareholder	Total Number of Shares Owned Legally and/or Beneficially	Percentage of Total Number of Shares (%)[1] [2]
Recosia China Pte Ltd	885,015,979	18.84
Reco Benefit Private Limited	845,690,838	18.00
Total	1,730,706,817	36.84

Notes:

(1) Rounded to the nearest two (2) decimal places.

(2) Computed based on a total of 4,697,322,190 Shares (excluding 147,043,032 treasury Shares), being the number of Shares in issue as of the Latest Practicable Date.

(b) **Termination**

Each of the Deeds of Undertaking will terminate on the earliest of any of the following dates:

(i) in the event the Implementation Agreement or the Scheme or the Scheme Consideration is amended, varied or modified (except if it is only an increase in the Scheme Consideration) without the relevant Undertaking Shareholder's prior written consent, the date such term is so amended, varied or modified;

(ii) in the event the Implementation Agreement lapses or is terminated for any reason (other than as a result of the Switch Option being exercised by the Offeror) without the Scheme being effective, the date the Implementation Agreement lapses or is terminated;

(iii) the date falling nine (9) months from the date of the Deeds of Undertaking (or such later date as the Offeror and the relevant Undertaking Shareholder may agree in writing), if the Scheme lapses, is withdrawn or does not become effective by such date for any reason other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking or as a result of the Switch Option being exercised by the Offeror;

(iv) the date the Scheme lapses, is withdrawn or does not become effective for any reason other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking or as a result of the Switch Option being exercised by the Offeror;

(v) the Scheme Revision Deadline if, prior to the Scheme Meeting, each of the following has occurred:

(1) a Competing Bid by any Competing Bidder or a revision to the terms of the Competing Bid is formally announced which is at a cash consideration per Share that is higher than the Scheme Consideration; and

(2) the Offeror fails to either (A) announce a revision of the Scheme Consideration which renders the Scheme (as so revised) to be equal to or more favourable than such Competing Bid (or such revision thereof); or (B) exercise the Switch Option and announce the Offer on such terms and conditions (including the offer price) which are equal to or more favourable than such Competing Bid (or such revision thereof), in each case, within the Scheme Revision Deadline;

(vi) the Offer Revision Deadline if, prior to the Offer being declared unconditional in all respects in accordance with its terms, each of the following has occurred:

(1) a Competing Bid by any Competing Bidder or a revision to the terms of a Competing Bid is announced which is on more favourable terms than the Offer; and

(2) the Offeror fails to announce a revision of the Offer which renders the Offer (as so revised) to be equal to or more favourable than such Competing Bid (or such revision thereof) within the Offer Revision Deadline;

(vii) in the event the Switch Option is exercised by the Offeror and the Offer lapses or is withdrawn for any reason without being declared unconditional in all respects in accordance with its terms, the date the Offer lapses or is withdrawn for reasons other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking;

(viii) in the event of any material breach by the Offeror of certain of the Offeror's representations, warranties or undertakings in the relevant Deed of Undertaking, the date the relevant Undertaking Shareholder notifies the Offeror in writing of such breach;

(ix) in the event a Competing Bid is announced by a Competing Bidder at any time after the Joint Announcement Date and such Competing Bid becomes or is declared unconditional in all respects in accordance with its terms or is completed (as the case may be) (other than by reason of the relevant Undertaking Shareholder's Shares being validly tendered in acceptance of such Competing Bid), the date such Competing Bid becomes or is declared unconditional or completed (as the case may be);

(x) in the event the relevant Undertaking Shareholder is required to withdraw the relevant Deed of Undertaking by an order issued by any court of competent jurisdiction which has become final and non-appealable or by any relevant regulatory, administrative or supervisory body, the date such requirement is imposed upon the relevant Undertaking Shareholder; and

(xi) the date the Scheme becomes effective in accordance with its terms.

(c) **No other Irrevocable Undertakings**

As stated in **paragraph 11.1(c)** of the Offeror's Letter, as at the Latest Practicable Date, save for the Deeds of Undertaking, no person has given any irrevocable undertaking to the Offeror or the Offeror Concert Parties to vote in favour of the Scheme.

3.7 Approvals Required

(a) **Scheme Meeting and Court Sanction.** The Scheme will require, *inter alia*, the following approvals:

(i) the approval of the Scheme by a majority in number of Shareholders representing not less than three-fourths in value of the Shares held by Shareholders present and voting either in person or by proxy at the Scheme Meeting; and

(ii) the sanction of the Scheme by the Court.

(b) **SIC Rulings.** Pursuant to an application made by the Company to the SIC to seek certain rulings in relation to the Acquisition and the Scheme, the SIC has, *inter alia*:

(i) exempted the Scheme from Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29 and 33.2 and Note 1(b) on Rule 19 of the Code, subject to certain conditions; and

(ii) confirmed it has no objections to the Scheme Conditions.

3.8 Delisting

Upon the Scheme becoming effective and binding in accordance with its terms, the Company will become a wholly owned subsidiary of the Offeror, and will, subject to the approval of the SGX-ST, be delisted from the Official List of the SGX-ST.

An application was made to seek approval from the SGX-ST to delist the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms. The SGX-ST has, on 6 October 2017, advised that it has no objection to the Company's application to delist from the Official List of the SGX-ST, subject to:

(a) compliance with the SGX-ST's listing requirements;

(b) approval of the Scheme by a majority in number of Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Scheme Meeting; and

(c) the Court's approval being obtained for the Scheme.

The above decision of the SGX-ST is not to be taken as an indication of the merits of the Scheme, the delisting of the Company from the Official List of the SGX-ST, the Company, its subsidiaries and/or their securities.

4 INFORMATION ON THE OFFEROR

Information on the Offeror and parties acting in concert with the Offeror is set out in **paragraph 1.6** of the "Letter to Shareholders" in, and **Appendix 2** to, the Scheme Document.

5 RATIONALE FOR THE SCHEME OF ARRANGEMENT

The rationale for the Scheme is set out in **paragraph 2.1** of the "Letter to Shareholders" in the Scheme Document.

6 INFORMATION ON THE COMPANY

Information on the Company is set out in **paragraph 1.5** of the "Letter to Shareholders" in, and **Appendix 3** to, the Scheme Document.

7 FINANCIAL EVALUATION OF THE SCHEME OF ARRANGEMENT

7.1 Valuation Methodology

We have confined our evaluation to the financial terms of the Scheme Consideration. In evaluating the fairness of the Scheme Consideration, from a financial point of view, we have performed the following analyses based upon market, economic, industry, monetary and other conditions in effect on the IFA Reference Date and upon publicly available information and information made available to us by the Company as of the IFA Reference Date:

(i) **Liquidity Analysis** to assess whether the historical share price provides meaningful reference for comparison against the Scheme Consideration;

(ii) **Historical Share Price Trading Analysis** to assess how the Scheme Consideration compares to the historical share price of the Company over different observation periods;

(iii) **Trading Multiples Analysis** to assess how the valuation multiples implied by the Scheme Consideration compares to the trading multiples of selected companies;

(iv) **Precedent Transaction Analysis** to assess how the valuation multiples implied by the Scheme Consideration compares to the transaction multiples of selected transactions;

(v) **Precedent Singapore Takeover Analysis** to assess how the premium/(discount) implied by the Scheme Consideration over the historical share price of the Company compares to the premium/(discount) on selected takeover transactions in Singapore;

(vi) **Research Analyst Target Prices** to assess how the Scheme Consideration compares to research analyst target prices; and

(vii) **Sum-of-the-parts Valuation** to assess how the sum of the value of the individual segments of GLP's businesses compares against the Scheme Consideration.

7.2 General Bases and Assumptions

In the course of our analysis, we have relied on the basis that the outstanding share capital of the Company as of the Latest Practicable Date comprises 4,697,322,190 Shares excluding 147,043,032 treasury Shares. We have also relied on the basis that as of the Latest Practicable Date, there are no outstanding options, 22,277,900 outstanding PSP Awards under the PSP and 16,695,100 outstanding RSP Awards under the RSP representing a total award of 44,613,150 Shares on the basis of the HRCC Determination, as further described in **paragraph 3.3.3** of **Appendix 3** to the Scheme Document. For the purpose of our analyses, we have considered the fully diluted share capital comprising 4,741,935,340 Shares, including the PSP Awards and the RSP Awards.

The underlying financial data used in our analyses in this Letter has been extracted from, amongst others, Bloomberg, FactSet, Capital IQ, SGX-ST filings, SNL and relevant public documents of those respective companies as of the IFA Reference Date. We have not independently verified (nor have we assumed responsibility or liability for independently verifying) or ascertained and make no representations or warranties, express or implied, on the accuracy or completeness or adequacy of such information. We note that the accounting standards used by the respective selected companies reviewed in this Letter may be different. The differences between Singapore Financial Reporting Standards ("SFRS") used by the Company and the respective accounting standards used by the selected companies may therefore render comparisons between these companies less useful than if they all used the same accounting standards. In addition, we point out that the selected companies are not exactly identical to GLP in terms of, *inter alia*, market capitalisation, capital structure, business mix, size of operations, geographical operations, financial performance, risk profile, growth profile, future prospects, accounting policies and other relevant criteria. Any conclusions drawn from comparisons made may therefore not necessarily reflect the possible or potential market valuation for the Company.

7.3 Valuation Multiples

We have applied the following valuation multiples in our analysis:

Valuation Ratio	Description
EV/EBITDA	"**EV**" or "**enterprise value**" is the sum of a company's market capitalisation, preferred equity, minority interests, short and long term debt less its cash and cash equivalents and other investments. "**EBITDA**" stands for earnings before interest, tax, depreciation and amortisation expenses, but excludes exceptional items. The EV/ EBITDA multiple typically illustrates the market value of a company's business relative to its pre-tax operating cash flow performance, without regard to the company's capital structure.
P/E	"**P/E**" or "**price-to-earnings**" multiple typically illustrates the multiple of the market capitalisation of a company's shares relative to its earnings attributable to common shareholders before exceptional items. Market capitalisation is calculated based on share price multiplied by total ordinary shares outstanding. The P/E multiple may be affected by, *inter alia*, the capital structure of a company (e.g. high net cash position), its tax position as well as its accounting policies relating to revenue recognition, depreciation and intangible assets.
P/B	"**P/B**" or "**price-to-book**" ratio illustrates the ratio of the market price of a company's shares relative to its historical book Net Asset Value ("**NAV**") per share as recorded in its latest reported financial statements. Comparisons of companies using their book NAVs are affected by differences in their respective accounting policies, in particular their depreciation and asset valuation policies.
P/RNAV	"**P/RNAV**" or "**price-to-Revalued Net Asset Value**" multiple illustrates the ratio of the market price of a company's shares relative to NAV figure derived from adjusting the value of a company's key assets to their current market values, also referred to as "**Revalued NAV**". Refer to **paragraph 7.11.2** of this Letter for more details on the basis and assumptions of the RNAV analysis.

7.4 Liquidity Analysis

In general, share prices may be affected by various factors including free float, relative liquidity and investor interest or market sentiment at a given point in time. In evaluating the Scheme Consideration relative to the Company's historical Share price, we have considered the relative liquidity of the Company in comparison with companies that make up the top 15 constituents of the Straits Times Index ("**STI**") traded on the SGX-ST in Singapore based on market capitalisation (the "**Top-15 STI Companies**"), excluding GLP, as of the IFA Reference Date and 30 November 2016 (the "**Unaffected Share Price Date**"). This analysis is to determine whether historical trading prices provide a meaningful reference point for comparison against the Scheme Consideration.

Table 1: Liquidity of Top-15 STI Companies by Market Capitalisation as of the IFA Reference Date(1)

Company	Market Cap (S$ mm)	Free Float(2)	12M Avg. Daily Trading Volume/Free Float(3)	12M Avg. Daily Trading Value/Market Cap(4)
Singapore Telecommunications Ltd	61,398	48.4%	0.26%	0.13%
DBS Group Holdings Ltd	55,859	70.5%	0.27%	0.17%
Oversea-Chinese Banking Corp Ltd	48,137	70.5%	0.18%	0.11%
United Overseas Bank Ltd	40,169	85.7%	0.16%	0.13%
Jardine Strategic Holdings Ltd	34,115	16.8%	0.50%	0.06%
Jardine Matheson Holdings Ltd	28,255	35.2%	0.25%	0.06%
Hongkong Land Holdings Ltd	24,341	49.8%	0.16%	0.05%
Thai Beverage PCL	24,106	32.2%	0.26%	0.08%
Wilmar International Ltd	20,999	30.2%	0.35%	0.11%
Jardine Cycle & Carriage Ltd	15,869	21.6%	0.31%	0.07%
CapitaLand Ltd	15,757	59.4%	0.41%	0.23%
Genting Singapore PLC	14,430	47.0%	0.41%	0.17%
Keppel Corp Ltd	13,269	99.9%	0.22%	0.20%
Great Eastern Holdings Ltd	12,339	11.9%	0.03%	0.00%
Singapore Airlines Ltd	12,109	44.2%	0.24%	0.10%
Mean	**28,077**	**48.2%**	**0.27%**	**0.11%**
Median	**24,106**	**47.0%**	**0.26%**	**0.11%**
Maximum	**61,398**	**99.9%**	**0.50%**	**0.23%**
Minimum	**12,109**	**11.9%**	**0.03%**	**0.00%**
GLP	**15,454**	**47.8%**	**0.75%**	**0.30%**

Source: Bloomberg, Capital IQ.

(1) All figures are as of the IFA Reference Date.

(2) Free float percentage is the average of free float shares over total shares outstanding in the 12-month period prior to the IFA Reference Date, according to Bloomberg.

(3) Calculated as 12-month average daily trading volume over free float number of shares. Shares outstanding are as reported by Capital IQ.

(4) Calculated as 12-month average daily trading value over market capitalisation.

In the 12 months leading up to the IFA Reference Date, we note that the Company's average daily trading volume to free float of 0.75 per cent. is above the maximum of the range, being 0.50 per cent., for the Top-15 STI Companies for the same 12-month period leading up to the IFA Reference Date. In addition, we note that the Company's average daily trading value to market capitalisation of 0.30 per cent. is above the maximum of the range, being 0.23 per cent., for the Top-15 STI Companies for the same 12-month period leading up to the IFA Reference Date.

The analysis indicates that the Shares do not suffer from illiquid trading conditions in the 12-months leading up to the IFA Reference Date.

Table 2: Liquidity of Top-15 STI Companies by Market Capitalisation as of the Unaffected Share Price Date(1)

Company	Market Cap (S$ mm)	Free Float(2)	12M Avg. Daily Trading Volume/Free Float(3)	12M Avg. Daily Trading Value/Market Cap(4)
Singapore Telecommunications Ltd	61,724	48.7%	0.28%	0.14%
DBS Group Holdings Ltd	44,528	70.1%	0.33%	0.20%
Oversea-Chinese Banking Corp Ltd	37,979	74.6%	0.19%	0.13%
United Overseas Bank Ltd	33,374	89.9%	0.20%	0.16%
Wilmar International Ltd	22,232	30.5%	0.40%	0.11%
Thai Beverage PCL	21,971	57.1%	0.12%	0.07%
Hongkong Land Holdings Ltd	21,632	49.8%	0.24%	0.08%
Jardine Cycle & Carriage Ltd	15,869	20.5%	0.49%	0.10%
CapitaLand Ltd	13,051	59.4%	0.42%	0.25%
Singapore Airlines Ltd	11,815	44.0%	0.31%	0.15%
Genting Singapore PLC	11,652	46.9%	0.34%	0.13%
Singapore Technologies Engineering Ltd	10,507	48.3%	0.22%	0.10%
Keppel Corp Ltd	9,895	84.1%	0.38%	0.32%
Singapore Exchange Ltd	7,816	73.9%	0.26%	0.19%
City Developments Ltd	7,675	64.6%	0.33%	0.20%
Mean	**22,115**	**57.5%**	**0.30%**	**0.16%**
Median	**15,869**	**57.1%**	**0.31%**	**0.14%**
Maximum	**61,724**	**89.9%**	**0.49%**	**0.32%**
Minimum	**7,675**	**20.5%**	**0.12%**	**0.07%**
GLP	**9,655**	**52.0%**	**0.75%**	**0.35%**

Source: Bloomberg, Capital IQ.

(1) All figures are as of the Unaffected Share Price Date.

(2) Free float percentage is the average of free float shares over total shares outstanding in the 12-month period prior to the Unaffected Share Price Date, according to Bloomberg.

(3) Calculated as 12-month average daily trading volume over free float number of shares. Shares outstanding are as reported by Capital IQ.

(4) Calculated as 12-month average daily trading value over market capitalisation.

In the 12 months leading up to the Unaffected Share Price Date, we note that the Company's average daily trading volume to free float of 0.75 per cent. is above the maximum of the range, being 0.49 per cent., for the Top-15 STI Companies for the same 12-month period leading up to the Unaffected Share Price Date. In addition, we note that the Company's average daily trading value to market capitalisation of 0.35 per cent. is above the maximum of the range, being 0.32 per cent., for the Top-15 STI Companies for the same 12-month period leading up to the Unaffected Share Price Date.

The analysis indicates that the Shares did not suffer from illiquid trading conditions in the 12-month period leading up to the Unaffected Share Price Date.

To analyse the liquidity of the Shares, we set out the average daily trading value and volume of the Shares for the 1-week, 1-month, 3-month, 6-month and 12-month periods prior to the IFA Reference Date and the Unaffected Share Price Date. This is supplemented with the average daily trading value and volume of the Shares from the first market day following the Unaffected Share Price Date to the IFA Reference Date and the first market day following the Offer Announcement Date to the IFA Reference Date.

Table 3: Historical Trading Volume

Reference Period	Total Volume Traded ('000)	Avg. Daily Trading Value (S$'000)	Avg. Daily Trading Volume ('000)	Avg. Daily Trading Volume/Free Float
As of IFA Reference Date(1)				
1 Week Before IFA Reference Date	58,242	32,263	9,790	0.44%
1 Month Before IFA Reference Date	188,396	27,965	8,466	0.38%
3 Months Before IFA Reference Date	774,346	39,853	12,182	0.54%
6 Months Before IFA Reference Date	1,806,897	45,400	14,535	0.65%
12 Months Before IFA Reference Date	4,222,902	45,720	16,883	0.75%
As of Unaffected Share Price Date(2)				
1 Week Before Unaffected Share Price Date	94,102	38,475	18,820	0.77%
1 Month Before Unaffected Share Price Date	761,535	66,945	33,110	1.36%
3 Months Before Unaffected Share Price Date	1,139,590	34,404	17,532	0.72%
6 Months Before Unaffected Share Price Date	2,005,839	29,807	15,549	0.64%
12 Months Before Unaffected Share Price Date	4,615,440	34,153	18,243	0.75%
From the first market day following the Unaffected Share Price Date	3,425,405	44,453	15,483	0.69%
From the first market day following the Joint Announcement Date	976,402	47,606	14,505	0.65%

Source: Capital IQ.

(1) Periods analysed are as follows – 1 week up to the IFA Reference Date (inclusive): 13 October 2017 to 20 October 2017; 1 month up to the IFA Reference Date (inclusive): 21 September 2017 to 20 October 2017; 3 months up to the IFA Reference Date (inclusive): 21 July 2017 to 20 October 2017; 6 months up to the IFA Reference Date (inclusive): 21 April 2017 to 20 October 2017; and 12 months up to the IFA Reference Date (inclusive): 21 October 2016 to 20 October 2017.

(2) Periods analysed are as follows – 1 week up to the Unaffected Share Price Date (inclusive): 24 November 2016 to 30 November 2016; 1 month up to the Unaffected Share Price Date (inclusive): 31 October 2016 to 30 November 2016; 3 months up to the Unaffected Share Price Date (inclusive): 31 August 2016 to 30 November 2016; 6 months up to the Unaffected Share Price Date (inclusive): 31 May 2016 to 30 November 2016; and 12 months up to the Unaffected Share Price Date (inclusive): 1 December 2015 to 30 November 2016.

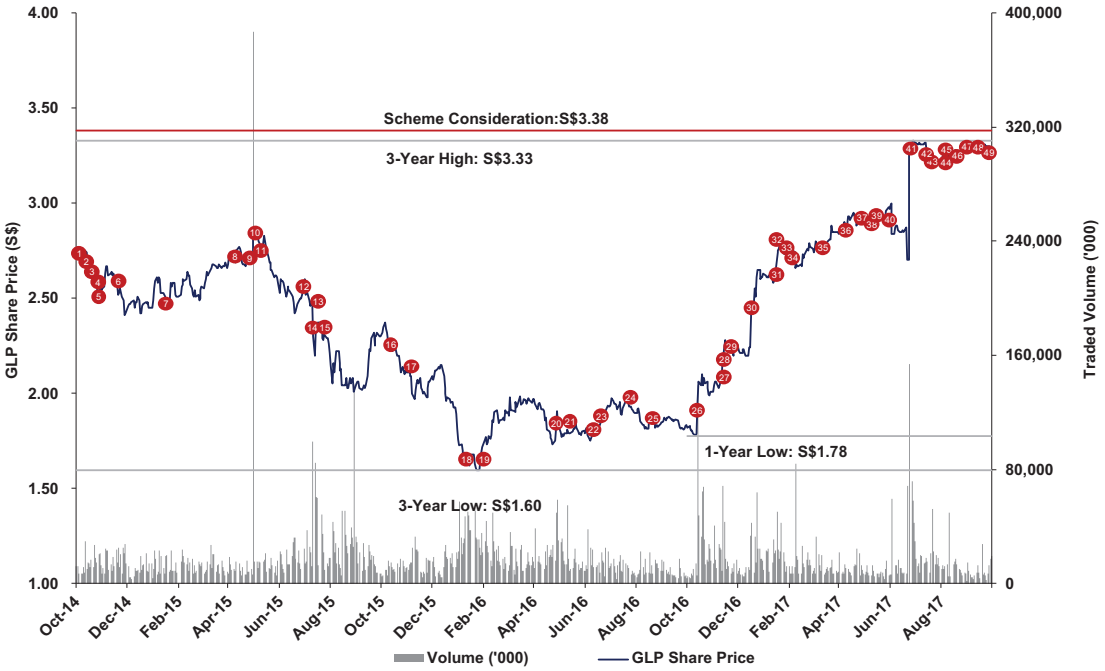
Based on our analysis of the historical trading volumes of the Shares and the average daily trading volume and value relative to the Top-15 STI Companies, excluding GLP, it appears that there is reasonable liquidity in the Shares. *Ceteris paribus,* this suggests that the market prices of the Shares should generally reflect the fundamental, market-based value of the Shares.

We note that there is no assurance that the price of the Shares will remain at current levels in the event that the Scheme is terminated. We also wish to highlight that the historical trading performance of the Shares serves only as an illustrative guide and should not be relied upon as an indication of the future price performance of the Shares, which will be governed by amongst other factors, the performance and prospects of the Company, prevailing economic conditions, economic outlook, and stock market conditions and sentiment.

7.5 Historical Share Price Trading Analysis

In evaluating the fairness of the Scheme Consideration, we have compared the Scheme Consideration to the historical market performance of the Shares over the three (3) year period from 21 October 2014 to the IFA Reference Date.

Chart 1: Historical Share Price Performance and Trading Volume



Source: Capital IQ, Company announcements, Press articles.

Key events based on the Company's announcements, press releases and announcements extracted from the SGX-ST:

(1) **28 October 2014: Disposal of shareholding interests in GLP Brazil Income Partners II**
The Company announced the disposal of approximately 60 per cent. of shareholding interest in GLP Brazil Income Partners II to CPPIB and an undisclosed North American institutional investor for US$388 million.

28 October 2014: Expansion of fund management platform in Brazil to US$1.5 billion
The Company has also announced that GLP Brazil Development Partners I has been expanded by US$0.4 billion to US$1.5 billion.

(2) **29 October 2014: Expansion of fund management platform in Japan by US$276 million**
The Company announced the expansion of GLP Japan Development Venture by US$276 million. CPPIB and GLP will contribute US$138 million each.

(3) **3 November 2014: Re-designation of Mr. Stephen K. Schutte as Chief Operating Officer**
The Company announced the re-designation of Mr. Stephen K. Schutte, who served as the General Counsel and Chief Administrative Officer of the Company since 2011, as the Chief Operating Officer.

(4) **4 November 2014: Announcement of second quarter earnings for the three months ended 30 September 2014**
The Company announced net profit after tax and minority interest of US$132 million (up 11 per cent. pro-forma year-on-year) on revenue of US$193 million (up 37 per cent. pro-forma year-on-year). The earnings release stated: *"In the first half of the year, GLP's new and expansion leases grew by 55 per cent., reflecting the continued strong demand for modern logistics facilities in China, Japan and Brazil. We are also excited to further grow our best-in-class fund management platform by US$2.5 billion. The increased AUM will boost our earnings and ROE longer term".*

(5) **20 November 2014: GLP management update**
The Company announced that GLP co-founder Mr. Jeffrey Schwartz has passed away. The Company also announced the cessation of his positions as Executive Director, Chairman of the Executive Committee and Deputy Chairman of the Board.

(6) **8 December 2014: Acquisition of IndCor properties for US$8.1 billion**
Together with GIC, the Company announced the acquisition of IndCor Properties, one of the largest industrial platforms in the US for US$8.1 billion. The platform comprises approximately 117 million square feet of high-quality industrial properties in key markets throughout the US. GLP will initially hold a 55 per cent. stake, and GIC the remaining 45 per cent.

(7) **5 February 2015: Announcement of third quarter earnings for the three months ended 30 December 2014**

The Company announced pro-forma net profit after tax and minority interest of US$119 million (down 3 per cent. pro-forma year-on-year) on revenue of US$179 million (up 30 per cent. pro-forma year-on-year). The earnings release stated: *"3Q FY15 saw continued leasing and development momentum in China… Looking forward, we will continue our three-pronged growth strategy of being the best operator, creating value through developments and expanding our fund management platform".*

(8) **24 April 2015: Sale of GLP Kobe-Nishi to GLP J-REIT**

The Company announced the sale of GLP Kobe-Nishi to GLP J-REIT for approximately US$60 million.

24 April 2015: Formation of GLP US Income Partners I

The Company announced the formation of GLP US Income Partners I to acquire properties in the US.

(9) **14 May 2015: Announcement of full year results for the year ended 31 March 2015**

The Company announced its FY2015 full year revenue increased 25 per cent. (pro-forma year-on-year) to US$708 million from the previous fiscal year, primarily due to strong China operational results and further expansion of GLP's fund management platform. The Company also reported a decrease of 1 per cent. (pro-forma year-on-year) in pro-forma net profit after tax and minority interest to US$543 million. The earnings release stated: *"GLP achieved strong leasing volumes, rent growth and higher fund fees in FY15. Development margins remained strong. In-line with our capital recycling strategy, GLP continues to evaluate opportunities to unlock value and maximize returns".*

(10) **25 May 2015: Cessation of substantial shareholder**

Lone Pine Capital disposed of 351,643,400 shares (7.3 per cent. stake) in GLP via a market transaction. Post disposal, Lone Pine Capital will hold no shares in the Company.

25 May 2015: Announcement of new substantial shareholder

Hillhouse Capital Management has acquired 351,643,400 shares through its associated funds. Hillhouse Capital Management is now a substantial shareholder of the company with a deemed interest of 7.3 per cent.

(11) **29 May 2015: Announcement of new substantial shareholder**

NB Holdings has acquired 124,756,679 shares through the purchase of 1,178 ADR's. As Bank of America Corp is the controlling shareholder of NB Holdings, it is now a substantial shareholder of the Company with a deemed interest of 5.1 per cent.

(12) **21 Jul 2015: GLP establishes US$7 billion CLF II**

The company announced the establishment of CLF II, which is China's largest logistics infrastructure fund. GLP China will be the fund manager and will also hold a 56 per cent. stake in CLF II.

(13) **29 Jul 2015: GLP to acquire US$4.55 billion US Logistics Portfolio**

The company announced the acquisition of a US$4.55 billion US logistics portfolio from Industrial Income Trust at a 5.6 per cent. cap rate. GLP expects to pare down the stake to 10 per cent. by April 2016.

(14) **31 Jul 2015: Announcement of first quarter earnings for the three months ended 30 June 2015**

The Company announced net profit after tax and minority interest of US$268 million (up 49 per cent. year-on-year) on revenue of US$190 million (up 12 per cent. year-on-year). Management stated that to "*better reflect the increased uncertainty in China, we have taken a more prudent approach by lowering our development targets in China for FY16"* although management's *"long term outlook for China remains positive*".

(15) **10 August 2015: Sale of five assets to GLP J-REIT**

The Company announced the sale of five wholly-owned properties to GLP J-REIT for US$306 million.

(16) **30 October 2015: Announcement of second quarter earnings for the three months ended 30 June 2015**

The Company announced net profit after tax and minority interest of US$114 million (up 27 per cent. year-on-year) on revenue of US$189 million (down 2 per cent. year-on-year). The earnings release stated: *"Our strong leasing performance against a weaker macroeconomic environment reflects GLP's operational expertise and continued healthy customer demand… Our confidence in our China business is underpinned by long-term, structural trends in domestic consumption and the country's need to replace obsolete logistics facilities".*

(17) **23 November 2015: Interested Party Transaction**

The Company granted its China Holdco a loan of US$311 million to fund its 15.5 per cent. equity investment in China Materials Storage and Transportation Development Company.

(18) **4 February 2016: Announcement of third quarter earnings for the three months ended 31 December 2015**

The Company announced net profit after tax and minority interest of US$184 million (up 64 per cent. year-on-year) on revenue of US$199 million (up 11 per cent. year-on-year). The earnings release stated: *"Despite the uncertain economic environment, demand for modern logistics facilities continues to be driven by long-term, structural trends in domestic consumption".*

(19) **17 February 2016: GLP establishes GLP Japan Development Venture II**
The Company announced the establishment of GLP Japan Development Venture II in a 50:50 joint venture with CPPIB, with total equity commitments of US$873 million.

(20) **19 May 2016: Announcement of full year results for the year ended 31 March 2016**
The Company announced its FY2016 full year net profit after tax and minority interest increased 48 per cent. to US$719 million from the previous fiscal year, due to higher earnings in China, development completion gains in Japan and GLP's entry into the US market. The Company also reported an increase of 10 per cent. in revenue to US$777 million. The earnings release stated: *"Against a more cautious macro-economic environment, the results highlight the value of our solutions and strong 'Network Effect'. GLP remains well-positioned to serve its customers in the current environment. We are confident in the long-term outlook of our markets and will maintain strong investment discipline with a focus on locations that are seeing good demand and limited supply".*

(21) **6 June 2016: GLP China Leadership Transition**
The Company announced the promotion of Teresa Zhuge and Victor Mok to Co-Presidents of GLP China. Kent Yang, current President of GLP China, will move into a Senior Advisor role.

(22) **30 June 2016: Sale of assets to GLP J-REIT**
The Company announced the sale of a 50 per cent. shareholding of GLP MFLP Ichikawa Shiohama to GLP J-REIT for approximately US$151 million.

(23) **11 July 2016: GLP China to issue US$224 million of RMB-denominated bonds ("panda bonds")**
The Company announced the issuance of US$224 million of panda bonds on the Shanghai Stock Exchange. Proceeds will be used to repay existing debt and fund business growth in China.

(24) **12 August 2016: Announcement of first quarter earnings for the three months ended 30 June 2016**
The Company announced profit after tax and minority interest of US$203 million (down 24 per cent. year-on-year) on revenue of US$207 million (up 9 per cent. year-on-year). The earnings release stated: *"GLP's well-located facilities are benefitting from long-term structural trends in domestic consumption. We will maintain strong investment discipline and focus on markets with high customer demand and limited supply. Demand from institutional investors to partner with GLP remains strong, and we will continue leveraging our fund management platform for strategic expansion".*

(25) **13 September 2016: GLP to acquire US$1.1 billion US Logistics Portfolio**
The Company announced the acquisition of a US$1.1 billion US logistics portfolio from Hillwood Development Company ("Hillwood"). The 1.4 million square metres (15 million square feet) portfolio has a strong concentration in locations that are expected to benefit strongly from the e-commerce growth in the US.

(26) **2 November 2016: Bloomberg article indicated a potential takeover bid for GLP**
A Bloomberg news report stated that "CIC, Hopu Investment Management and Hillhouse Capital Management have held talks about making a joint offer for GLP".

2 November 2016: Announcement of trading halt and clarification of news report
The Company requested for a trading halt and clarified that it is not in discussions with the referenced investor group at this point in time.

(27) **8 November 2016: Announcement of second quarter earnings for the three months ended 30 September 2016**
The Company announced profit after tax and minority interest of US$173 million (up 52 per cent. year-on-year) on revenue of US$214 million (up 13 per cent. year-on-year). The earnings release stated that earnings were *"driven by growth in China operations and the continued expansion of GLP's fund management platform"*.

(28) **1 December 2016: Clarification of news report and announcement of independent strategic review**
The Company referred to the article in Bloomberg news on 1 December 2016 and announced that it was undertaking an independent strategic review of options available for its business following a request from its largest shareholder GIC Real Estate.

(29) **14 December 2016: GLP establishes US$1.5 billion GLP US Income Partners III**
The Company announced that US$1.1 billion of the portfolio will be deployed to acquire assets from Hillwood with US$400 million to be used for further acquisitions in the US.

(30) **5 January 2017: Announcement of trading halt and clarification of news report**
The Company announced that it is in preliminary discussions with various parties in connection with a possible sale of the Company.

(31) **3 February 2017: Update on strategic review**
The Company announced that it has received various non-binding proposals from a number of parties in connection with the strategic review. Mr. Ming Z. Mei, the Chief Executive Officer and an Executive Director of the Company and Mr Fang Fenglei, a Non-Executive and Non-Independent Director of the Company both have interest in one of the parties which has submitted a non-binding proposal to the company.

(32) **9 February 2017: Announcement of third quarter earnings for the three months ended 31 December 2016**
The Company announced core earnings of US$172 million (up 22 per cent. year-on-year) on revenue of US$232 million (up 17 per cent. year-on-year). The earnings release stated: *"Demand for GLP's logistics facilities remains robust globally, with new and renewal leases up 42 per cent. year-on-year. New developments are proceeding at a healthy pace, in line with our projections, as we continue to maintain sound investment discipline while growing our portfolio. Our fund management platform continues to deliver strong performance and is a key area of growth going forward".*

(33) **17 February 2017: Redemption of perpetual capital securities**
The Company announced the redemption of the S$750,000,000 5.5 per cent. perpetual capital securities issued on 7 December 2011 during the first call date.

(34) **27 February 2017: Update on strategic review**
The Company announced that the Special Committee is in discussions with several parties whom it has shortlisted and such parties will be invited to conduct due diligence on the Company. The Company has also announced that all terms of proposals received are non-binding.

(35) **30 March 2017: Update on strategic review**
The Company announced that the shortlisted parties have commenced due diligence on the Company.

(36) **27 April 2017: Update on strategic review**
The Company announced that the due diligence process is still ongoing.

(37) **19 May 2017: Announcement of full year results for the year ended 31 March 2017**
The Company announced its FY2017 full year net profit after tax and minority interest increased 10 per cent. to US$794 million from the previous fiscal year as GLP's development and fund management businesses continued to deliver strong recurring income. The Company also reported an increase of 13 per cent. in revenue to US$880 million. The earnings release stated: *"Our strong financial performance in FY17 is a result of our optimal business model and solid execution by the team. We exceeded our development targets and our fee-generating capital base continues to grow, delivering higher recurring income from management fees".*

(38) **25 May 2017: Update on strategic review**
The Company announced that discussions with shortlisted parties and the due diligence process is still ongoing.

(39) **8 June 2017: Update on strategic review**
The Company announced that the Special Committee has invited shortlisted bidders to submit their firm proposals by 30 June 2017 for final evaluation.

(40) **23 June 2017: Update on strategic review and clarification on news article**
The Company has clarified that all Directors with a conflict or a potential conflict of interest have recused themselves from all decisions relating to the Strategic Review.

(41) **14 July 2017: Proposed privatisation of GLP**
The Company announced the proposed acquisition of GLP by a consortium comprising HOPU, Hillhouse Capital, SMG, BOCGI and Vanke for an offer of S$3.38 cash per share. This represents 81 per cent. premium over 12-month VWAP and exceeds the highest ever closing price since listing.

(42) **3 August 2017: Ex-Dividend Date**
The Company's declared dividend of S$0.06 per share for FY2017 went ex-dividend.

(43) **8 August 2017: Announcement of first quarter earnings for the three months ended 30 June 2017**
The Company announced core earnings of US$124 mm (down 15 per cent. year-on-year) on revenue of US$262 mm (up 27 per cent. year-on-year). Management stated that "*With retail and consumption patterns changing, both opportunities and challenges are ahead for the modern logistics business. We continue to position our business for long-term growth by creating a logistics ecosystem that can better serve our customers".*

(44) **29 August 2017: GLP continues capital recycling strategy in Japan**
GLP announced that it has signed an agreement to sell four Japan properties for JPY51.6 billion (US$472 million) to GLP J-REIT. GLP J-REIT will acquire the assets through a bridge scheme which offers flexibility to complete the transaction at a future date. The sale price is 5 per cent. higher than the latest appraisal values and GLP expects to receive net sale proceeds of US$266 million upon scheduled completion on 1 September 2017.

(45) **1 September 2017: GLP completes sale of properties in Japan**
Pursuant to the announcement on 29 August 2017, GLP has completed the sale of four properties in Japan.

(46) **2 October 2017: Acquisition of properties in Europe**
The Company announced that it has entered into a definitive agreement to acquire Gazeley, a premier developer, owner and operator of modern logistics facilities in Europe for approximately US$2.8 billion.

(47) 9 October 2017: Announcement of receipt of approval in-principle from SGX-ST on 6 October 2017
The Company announced on 9 October 2017 that the SGX-ST had, on 6 October 2017, advised that it has no objection to the Company's applications to delist from the SGX-ST.

(48) 10 October 2017: Incorporation of indirect subsidiaries and an indirect associated company
The Company announced that it has incorporated two indirect subsidiaries and one indirect associated company for RMB210.0 million (approximately US$31.2 million) and acquired three indirect subsidiaries in China for RMB469.7 million (approximately US$69.8 million). The Company stated that the transactions above are not expected to have any material impact on the net tangible asset value and earnings per share of the Company for the financial year ending 31 March 2018.

(49) 17 October 2017: GLP China to issue RMB1.0 billion of panda bonds
GLP announced that it has issued RMB1.0 billion (US$152 million) of RMB-denominated bonds in China's interbank market. The bonds have a five-year tenure and carry an annual coupon of 4.99%. Proceeds will be used for the repayment of existing debt and to fund business growth in China.

Between the Unaffected Share Price Date and the IFA Reference Date, the Shares traded between S$2.06 and S$3.33 per Share based on the daily closing price.

On 2 November 2016, a report on Bloomberg stated that "CIC, Hopu Investment Management and Hillhouse Capital Management have held talks about making a joint offer for GLP". SGX issued a query to GLP regarding unusual price movements in the Shares. The Company responded that it was "*not in discussions with the above referenced investor group at this time*" while it "*remains committed to enhancing shareholder value and continues to review and assess potential opportunities*". The Shares closed at S$1.945 per Share on 2 November 2016, some 15 cents (or 8.7 per cent.) higher from S$1.79 per Share on 1 November 2016. The Shares have never revisited S$1.79 per Share from that date to the IFA Reference Date.

On 1 December 2016, GLP issued an announcement titled "Clarification of News Report". The Company announced that it "*was then undertaking an independent strategic review of options available for its business in line with its commitment to enhance shareholder value, following a request received from its largest shareholder, GIC Real Estate Private Limited… The Company had also appointed J.P. Morgan (S.E.A.) Limited as its financial adviser to assist on the strategic review"*. The Company also announced that it was "*making preliminary approaches to various parties to evaluate the viability of options available for its business*" although "*no definitive transaction has been entered into by the Company with any party*".

We have selected S$2.06 per Share as the Unaffected Share Price of the Company, being the Company's closing Share price as of 30 November 2016, which is the last trading day immediately before 1 December 2016, being the date on which the Company released the announcement in respect of the undertaking of an independent strategic review. We have selected 30 November 2016 as the Unaffected Share Price Date as from this date, the market, based on the announcement by GLP that the Company was undertaking a strategic review, priced in the prospect of a potential takeover of the Company. We also note that whilst there were Share price movements between 2 November 2016 (the date of the news leak) and 30 November 2016, the Company had responded on 2 November 2016 that it was *"not in discussions with the above referenced investor group at this time"*, and that Share price movements were based on speculation and market rumour. We further note that all the Scheme Consideration implied premium analyses (as contained in paragraphs 7.6, 7.9 and 7.10) would result in higher premiums if 1 November 2016 were to be used as the Unaffected Share Price Date.

We note that the Share price over the last 12 months immediately preceding the Joint Announcement Date has ranged from a low of S$1.78 per Share on 31 October 2016 to a high of S$3.00 per Share on 22 June 2017. The Scheme Consideration of S$3.38 per Share represents a premium of 12.7 per cent. to the high Share price on 22 June 2017 and a premium of 89.9 per cent. to the low Share price on 31 October 2016.

The Shares have never traded above S$3.00 per Share from the Unaffected Share Price Date to the Joint Announcement Date, despite the market's expectation of a potential takeover offer. Furthermore, at no time in the history of the Company has the Share price traded above the Scheme Consideration of S$3.38 per Share.

The last traded Share price as of the Unaffected Share Price Date was S$2.06 per Share. The Scheme Consideration of S$3.38 per Share represents a premium of 64.1 per cent. to the Unaffected Share Price of S$2.06 per Share.

Between the Joint Announcement Date and the IFA Reference Date, 905.0 million Shares (representing approximately 19.3 per cent. of the issued capital of the Company) traded on the SGX-ST at prices ranging between S$3.22 to S$3.33 per Share based on the daily closing price. The volume weighted average price over this period was S$3.283 per Share.

We note that there is no assurance that the price of the Shares will remain at current levels in the event that the Scheme is terminated. We also wish to highlight that the historical trading performance of the Shares serves only as an illustrative guide and should not be relied upon as an indication of the future price performance of the Shares, which will be governed by amongst other factors, the performance and prospects of the Company, prevailing economic conditions, economic outlook, stock market conditions and sentiment.

We further wish to highlight that underlying financial data used in our analysis has been extracted from announcements released by GLP on the SGX-ST and various press releases as of the IFA Reference Date. We make no representations or warranties, express or implied, on the accuracy or completeness of such information.

7.6 VWAP Analysis

We set out in Table 4 the premium implied by the Scheme Consideration over the VWAP of the Shares for the Last Transacted Price, 1-week, 1-month, 3-month, 6-month, and 12-month periods on the last trading day prior to the Unaffected Share Price Date and Joint Announcement Date.

Table 4: VWAP Analysis

	Unaffected Share Price Date		Joint Announcement Date	
Reference Period	**VWAP (S$)**	**Premium (%)**	**VWAP (S$)**	**Premium (%)**
Scheme Consideration	3.38		3.38	
As of relevant date[1]				
Last Transacted Price	2.060	64.1%	2.700	25.2%
1 week prior to relevant date	2.060	64.1%	2.772	21.9%
1 month prior to relevant date	2.020	67.4%	2.831	19.4%
3 months prior to relevant date	1.961	72.4%	2.870	17.8%
6 months prior to relevant date	1.915	76.5%	2.776	21.8%
12 months prior to relevant date	1.872	80.6%	2.380	42.0%

Source: Capital IQ, Joint Announcement, Bloomberg.

(1) Periods analysed include:

a. 1 week up to the Unaffected Share Price Date (inclusive): 24 November 2016 to 30 November 2016; 1 month up to the Unaffected Share Price Date (inclusive): 31 October 2016 to 30 November 2016; 3 months up to the Unaffected Share Price Date (inclusive): 31 August 2016 to 30 November 2016; 6 months up to the Unaffected Share Price Date (inclusive): 31 May 2016 to 30 November 2016; and 12 months up to the Unaffected Share Price Date (inclusive): 1 December 2015 to 30 November 2016.

b. 1 week up to the market day immediately before the Joint Announcement Date (inclusive): 6 July 2017 to 13 July 2017; 1 month up to the market day immediately before the Joint Announcement Date (inclusive): 14 June 2017 to 13 July 2017; 3 months up to the market day immediately before the Joint Announcement Date (inclusive): 14 April 2017 to 13 July 2017; 6 months up to the market day immediately before the Joint Announcement Date (inclusive): 16 January 2017 to 13 July 2017; and 12 months up to the market day immediately before the Offer Announcement Date (inclusive): 14 July 2016 to 13 July 2017.

Based on Table 4, we note that the Scheme Consideration represents a premium of approximately 64.1 per cent., 67.4 per cent., 72.4 per cent., 76.5 per cent., and 80.6 per cent. over the VWAP of the Shares in the aforesaid 1-week, 1-month, 3-month, 6-month and 12-month periods prior to and including the Unaffected Share Price Date respectively.

The Scheme Consideration represents a premium of approximately 21.9 per cent., 19.4 per cent., 17.8 per cent., 21.8 per cent. and 42.0 per cent. over the VWAP of the Shares in the aforementioned 1-week, 1-month, 3-month, 6-month and 12-month periods prior to and including the market day immediately before the Joint Announcement Date respectively.

We note that there is no assurance that the price of the Shares will remain at current levels in the event that the Scheme is terminated. We also wish to highlight that the historical trading performance of the Shares serves only as an illustrative guide and should not be relied upon as an indication of the future price performance of the Shares, which will be governed by amongst other factors, the performance and prospects of the Company, prevailing economic conditions, economic outlook, stock market conditions and sentiment.

7.7 Trading Multiples Analysis

We have examined selected companies globally with similar operating segments as the Company in industrial logistics real estate development and operation with assets under management (the **"Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management"**).

We have considered the following trading multiples for the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management with respect to multiples implied by the Scheme Consideration:

- Enterprise Value/Earnings before interest, tax, depreciation and amortisation (EV/EBITDA);
- Price/Earnings (P/E);
- Price/Book (P/B); and
- Price/Revalued Net Asset Value (P/RNAV)

The summary description of the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management we have reviewed for our analysis is set out in the following table.

Brief Description of the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management

Company	Company Description	Market Cap. (US$ million)
Prologis	• Listed on the New York Stock Exchange and headquartered in the US. • Developer and operator of logistics properties globally, and manager of in-house fund management platform focusing on logistics properties. • Real estate development and rental represented 87.7 per cent. and strategic capital represented 12.3 per cent. of revenue in FY2016 respectively.	35,566
Goodman Group	• Listed on the Australia Stock Exchange and headquartered in Australia. • Developer and operator of industrial, commercial, retail properties globally, and manager of in-house fund management platforms. • 54.0 per cent. of property portfolio(1) comprise warehouse and logistics properties. • Development revenue represented 73.0 per cent., management fees represented 11.9 per cent. and rental income represented 15.1 per cent. of revenue in FY2016 respectively.	11,979

Note: Market capitalisation is calculated based on share prices from Capital IQ as of the IFA Reference Date, multiplied by the fully diluted shares outstanding of the relevant company and foreign exchange rates derived from Capital IQ as of the IFA Reference Date.

(1) By asset under management as of 31 March 2016.

Table 5: Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management (1), (2), (3)

Company	Note	Country	Lcl. Currency	Share Price (Lcl. Curr.)	Market Cap (US$ mm)	Enterprise Value (US$ mm)	LTM EV/EBITDA	LTM P/E	P/B	P/RNAV(4)
Prologis Inc	(5)	US	US$	64.44	35,566	47,388	15.1x	32.3x	2.3x	1.0x
Goodman Group	(6)	Australia	A$	8.40	11,979	12,863	15.4x	29.6x	1.8x	1.1x
									Median	1.1x
									Scheme Consideration Implied	1.1x

Source: Broker Reports, Capital IQ, Company Filings, SNL.

(1) Market capitalisation is calculated based on share price from Capital IQ as of the IFA Reference Date, multiplied by the fully diluted shares outstanding of the relevant company and foreign exchange rates derived from Capital IQ. Enterprise value is the sum of the relevant company's market capitalisation, preferred equity, minority interests, short and long term debt less its cash and cash equivalents.

(2) Foreign exchange rates are derived from Capital IQ. Income statement data is converted based on the average foreign exchange rate over the relevant period, while balance sheet data is converted based on the relevant end of period foreign exchange rate.

(3) EBITDA includes share of results of associates and JV and EBITDA and net income excludes fair value changes on investment properties and have been adjusted for one-off and extraordinary items per the footnotes below.

(4) Based on the latest reported consensus analysts' RNAV obtained from broker reports and SNL.

(5) Financial information reflects data for the LTM ended 30 September 2017. EBITDA and net income figures have been adjusted for extraordinary items including net gain on dispositions upon acquisition of minority interests, net foreign exchange gains/losses and net gain/loss on extinguishment of debt. 3.1 per cent. effective tax rate has been applied to net income adjustments. NM refers to the valuation multiple being not meaningful.

(6) Financial information reflects data for the LTM ended 30 June 2017. EBITDA and net income figures have been adjusted for extraordinary items including net loss on disposal of controlled entities, net gain / loss on disposal of equity investments, impairment loss, net gain from fair value adjustments on investment properties, fair value change on investment properties. 6.4 per cent. effective tax rate has been applied to net income adjustments.

We note that the Company operates in an asset intensive industry and may experience lumpy earnings throughout their investment and business cycles due to factors such as timing of project completion, redevelopment of properties and the periodic revaluation of properties. We also note that in accordance with the US GAAP, investment properties in the US are measured at cost and are not revalued to market value. We note that this is in contrast with the Australian Accounting Standards, as adopted by Australian companies, where investment properties are measured at fair value, taking into account periodic changes in the fair value of the investment properties. Given GLP's asset-intensive nature of its business and that it adopts the SFRS of measuring investment properties value at its fair value, we have considered P/RNAV ratio as the primary measure and other valuation ratios such as EV/EBITDA, P/E and P/B multiples to be less relevant.

As set out in Table 5, we observe that the P/RNAV multiple of 1.1x implied by the Scheme Consideration equals the median P/RNAV multiple of 1.1x of the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management Companies.

We wish to highlight that the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management included in our trading analysis are not exhaustive and may not be directly comparable with the segments in which the Company operates in. We note that the companies differ from the Company in terms of, *inter alia*, market capitalisation, capital structure, business mix, size of operations, geographical operations, financial performance, risk profile, growth profile, future prospects, accounting policies and other relevant criteria which can render certain trading multiples analyses to be less meaningful. Accordingly, the above comparison with the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management is for illustrative purposes only and may not be directly comparable to the Company.

We further wish to highlight that underlying financial data used to calculate the valuation multiples in our analysis have been extracted from Bloomberg, Factset, Capital IQ, SNL, published financial statements and annual reports of the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management as of the IFA Reference Date. We make no representations or warranties, express or implied, on the accuracy or completeness of such information.

7.8 Precedent Transaction Analysis

We have reviewed selected transactions completed between 1 January 2011 and the IFA Reference Date, involving the acquisitions of diversified industrial logistics real estate developers and operators globally (the **"Selected Industrial Logistics Real Estate Developers and Operators Precedent Transactions Globally"**). We have also reviewed selected transactions involving the acquisitions of diversified real estate developers in Singapore (the **"Reference Selected Diversified Real Estate Developers Precedent Transactions in Singapore"**). We have considered transactions with a transaction value in excess of US$1,000 million and excluded transactions where financial information to calculate the valuation ratios is not available in the public domain.

The summary description of the targets selected for our analysis is set out in the following table.

Brief Description of the Target Companies

Date	Target	Company Description	Country
Selected Global Targets of Industrial Logistics Real Estate Developers and Operators			
13 November 2014	Economic Zones World	• Global developer and operator of economic zones, technology, logistics and industrial parks	United Arab Emirates
14 April 2011	Prologis European Properties	• Pan-European fund that owns and operates core industrial distribution properties totalling 6.6 million sqm across 12 countries	Europe
26 January 2011	ProLogis	• Provider of industrial distribution services with 2,178 properties operating in the US	US
Selected Singapore Targets of Diversified Real Estate Developers			
23 January 2015	Keppel Land	• Developer and operator of residential developments and commercial properties in Singapore, China, Vietnam and Indonesia	Singapore
14 April 2014	CapitaMalls Asia	• One of Asia's largest shopping mall developers, owners and managers by total property value and geographical reach across 49 cities in the region	Singapore
24 February 2014	Singapore Land	• Engages in the development of residential developments and commercial properties in Singapore	Singapore
23 May 2011	Allgreen Properties	• Engages in the development of residential, retail and office space, serviced apartment, and hotel properties	Singapore

Table 6: Selected Precedent Transactions Analysis

Date	Acquiror	Target	Note	EV [1] (US$ mm)	EV/LTM EBITDA [2]	P/LTM Earnings [2]	P/B	P/RNAV [3]
Core Selected Industrial Logistics Real Estate Developers and Operators Globally								
13-Nov-14	DP World	Economic Zones World	(4)	3,459	10.4x	17.9x	1.1x	NA
14-Apr-11	Prologis	Prologis European Properties	(5)	4,012	13.1x	NM	1.1x	1.0x
26-Jan-11	AMB Property Corporation	ProLogis	(6)	16,918	32.9x	NM	1.4x	1.2x
					Mean			**1.1x**
					Median			**1.1x**
					Scheme Consideration Implied			**1.1x**
Reference Selected Diversified Real Estate Developers in Singapore								
23-Jan-15	Keppel Corporation	Keppel Land	(7)	6,234	10.6x	14.7x	1.0x	0.8x
14-Apr-14	CapitaLand	CapitaMalls Asia	(8)	10,881	17.4x	15.3x	1.3x	0.8x
24-Feb-14	UIC Enterprise	Singapore Land	(9)	4,498	14.5x	11.4x	0.7x	0.7x
23-May-11	Brookvale Investments	Allgreen Properties	(10)	3,496	9.0x	10.8x	1.0x	0.8x
					Mean			**0.8x**
					Median			**0.8x**

Source: Broker Reports, Capital IQ, Company Filings, SNL.

(1) Enterprise value is adjusted for net debt and non-controlling interest/minority interests as of the latest filings on the date of announcement of the acquisition, unless otherwise stated. Foreign exchange rate conversion to US$ is derived from Capital IQ as of the date of announcement.

(2) EBITDA includes share of results of associates and JV and EBITDA and Earnings excludes fair value changes on investment properties and have been adjusted for one-off and extraordinary items per the footnotes below.

(3) Based on the latest reported consensus analysts' RNAV obtained from broker reports and SNL prior to the announced transaction date.

(4) Enterprise value is based on the equity consideration of US$2,600 million and includes net debt. Financial Information for Economic Zone World reflects data for LTM ended 30 June 2014. EBITDA and net income has been adjusted for one-off and extraordinary items such as waiver of loan from the parent company, recovery from contractors in lieu of revenue lost, sale of property from repossessed facility, foreign exchange gain and income from discontinued operations.

(5) Enterprise value is based on the offer price of EUR6.20 per share for the fully diluted shares outstanding as of 31 December 2010. Financial Information for Prologis European Properties Fund reflects data for LTM ended 31 December 2010. NM refers to the valuation multiple being not meaningful.

(6) Enterprise value of ProLogis is based on the offer price of US$16.30 in AMB common share for each ProLogis common share as of 26 April 2011, the day preceding the joint proxy statement, for the fully diluted shares outstanding as of 21 April 2011 as reported by ProLogis. Financial information for ProLogis reflects data for LTM ended 31 December 2010. NM refers to the valuation multiple being not meaningful and EBITDA and Earnings has been adjusted for non-operating items including impairment of real estate properties, impairment of goodwill and other assets, other income, foreign exchange gain, loss on early extinguishment of debt and discontinued operations.

(7) Enterprise value of Keppel Land is based on the offer price of S$4.60 per share for the fully diluted shares outstanding as of 30 September 2014 as reported by Keppel Land. Financial information for Keppel Land reflects data for financial year ended 31 December 2013. EBITDA and Earnings have been adjusted for non-operating items including foreign exchange loss, fair value loss on derivative financial instruments, gain from disposal of subsidiary, fair value gain on call option, writeback of cost accruals and others, loss on change in interest in associate company, fair value loss on derivative financial instruments, loss on sale of fixed asset.

(8) Enterprise value of CapitaLand Malls Asia is based on the offer price of S$2.35 per share for the fully diluted shares outstanding as of 9 June 2014 (the offer close date) as reported by CapitaLand Malls Asia. Financial information for CapitaMalls Asia reflects data for financial year ended 31 December 2013. EBITDA and Earnings have been adjusted for non-operating items including loss on dilution of associates, loss on disposal of plant and equipment and foreign exchange loss.

(9) Enterprise value of Singapore Land is based on the offer price of S$9.40 per share for the fully diluted shares outstanding as of 14 March 2014 as reported by Singapore Land. Financial information for Singapore Land reflects data for LTM ended 30 September 2014. EBITDA and Earnings have been adjusted for non-operating items including foreign exchange loss and loss on disposal of plant, property and equipment.

(10) Enterprise value of Allgreen Properties Limited is based on the offer price of S$1.60 per share for the fully diluted shares outstanding as of 31 March 2011 as reported by Allgreen Properties Limited. Financial information for Allgreens Properties Limited reflects data for financial year ended 31 December 2010. EBITDA and Earnings have been adjusted for non-recurring items including foreign exchange gain/loss, fair value changes in derivative forward exchange contracts, provision for diminution in value of development properties. EBITDA has also been adjusted for non-operating items such as interest income.

We note that that the Company operates in an asset intensive industry and may experience lumpy earnings throughout their investment and business cycles due to factors such as timing of project completion, redevelopment of properties and the periodic revaluation of properties. We also note that in accordance with the US GAAP, investment properties in the US are measured at cost and are not revalued to market value. We note that this is in contrast with the IFRS, as adopted by the UAE and European companies, where investment properties are measured at fair value, taking into account periodic changes in the fair value of the investment properties. Given GLP's asset-intensive nature of its business and that it adopts the SFRS of measuring investment properties value at its fair value, we have considered P/RNAV ratio as the primary measure and other valuation ratios such as EV/EBITDA, P/E and P/B multiples as less relevant.

As set out in Table 6, we observe that the P/RNAV multiple of 1.1x implied by the Scheme Consideration equals the median P/RNAV multiple of 1.1x of the Selected Industrial Logistics Real Estate Developers and Operators Precedent Transactions Globally.

The Selected Precedent Transactions Analysis is provided for illustrative purposes only. The selected precedent transactions and target companies may not be directly comparable with the Scheme respectively, and may vary in terms of, *inter alia*, market capitalisation, capital structure, business mix, size of operations, geographical operations, financial performance, risk profile, growth profile, future prospects, accounting policies and other relevant criteria. The selected precedent transactions were completed at different points in time and were subject to varying market conditions. Accordingly, the selected precedent transactions may not provide a meaningful basis for valuation comparison.

We further wish to highlight that the underlying financial data used to calculate the valuation ratios in our analysis has been extracted from the relevant target companies' financial statements, Bloomberg, Factset, Capital IQ, SNL and other relevant information sources. We make no representations or warranties, express or implied, on the accuracy or completeness of such information.

7.9 Precedent Singapore Takeover Analysis

We have reviewed selected completed takeovers in Singapore and control premiums paid between 1 January 2012 and the IFA Reference Date (the "**Selected Singapore Precedent Takeovers**"), which are disclosed in Table 7.

Table 7: Selected Singapore Precedent Takeovers

Announced Date	Target	Acquirer	Note	Premium / (Discount) to VWAP Prior to Announcement				
				Closing	1-Month	3-Month	6-Month	12-Month
7-Feb-17	Auric Pacific	Silver Creek Capital	(1)	13.4%	17.8%	23.8%	35.8%	59.6%
8-Nov-16	ARA Asset Management	Athena Investment	(2)	26.2%	29.6%	30.3%	31.7%	43.9%
3-Nov-16	Super Group	JDE	(3)	62.5%	60.5%	62.5%	55.9%	51.0%
24-Oct-16	China Auto Electronics	THB Auto Electronics	(4)	23.1%	56.9%	65.0%	65.0%	86.1%
6-Sep-16	China Minzhong Food	Marvellous Glory Holdings	(5)	25.0%	24.8%	23.1%	25.9%	35.4%
8-Aug-16	Sim Lian Group	Coronation 3G	(6)	14.9%	16.6%	19.5%	21.3%	23.0%
15-Jul-16	SMRT	Belford Investments (Temasek)	(7)	8.7%	10.8%	10.7%	8.7%	15.5%
30-May-16	NOL	CMA CGM	(8)	48.6%	51.0%	32.9%	30.7%	35.1%
16-May-16	Eu Yan Sang International	Righteous Crane Holding	(9)	2.6%	8.5%	16.5%	24.7%	22.5%
9-May-16	China Merchants Holdings	Easton Overseas Ltd	(10)	22.9%	21.8%	25.3%	20.2%	8.0%
28-Mar-16	GMG	Halcyon Agri	(11)	13.6%	121.4%	95.1%	85.6%	10.3%
21-Apr-16	Pteris Global	Sharp Vision Holdings	(12)	32.4%	38.0%	44.1%	49.6%	45.3%
7-Apr-16	Innovalues Limited	Precision Solutions	(13)	13.5%	19.0%	21.6%	27.8%	30.5%
7-Mar-16	Osim	Vision Three	(14)	27.0%	40.9%	42.5%	16.7%	(2.2%)
25-Feb-16	Xinren Aluminium Holdings	Merit Stand Inc	(15)	66.7%	63.9%	63.5%	57.9%	35.7%
27-Jan-16	Lantrovision	MIRAIT Singapore	(16)	47.7%	42.8%	46.2%	56.6%	42.1%
23-Dec-15	Interplex	Slater (Baring PE Asia)	(17)	15.5%	11.1%	13.1%	16.5%	11.4%
22-Dec-15	Li Heng Chemical Fibre	Precious Joy Management	(18)	115.1%	100.8%	104.5%	60.3%	58.7%
6-Nov-15	Tiger Airways	Singapore Airlines	(19)	45.2%	48.5%	56.3%	50.0%	46.1%
17-Aug-15	Lizhong Wheel Group	Berkley International	(20)	96.1%	87.3%	79.2%	92.3%	96.1%
23-Jan-15	Keppel Land	Keppel Corp	(21)	20.0%	25.0%	28.8%	28.2%	29.6%
14-Jan-15	Popular Holdings	Grand Apex Holdings	(22)	39.1%	39.7%	37.3%	32.2%	28.5%
12-Jan-15	LCD Global Investments Ltd	Fragrance Group / Aspital Corp	(23)	10.0%	11.5%	13.4%	13.4%	41.0%
30-Dec-14	Hafary Holdings Ltd	Hap Seng Investment	(24)	9.1%	11.1%	11.1%	14.8%	16.5%
11-Dec-14	CH Offshore	Falcon Energy Group	(25)	20.4%	20.1%	17.0%	16.8%	19.8%
12-Nov-14	United Envirotech	CITIC / KKR	(26)	12.6%	16.5%	20.2%	28.1%	38.8%
30-Dec-14	STATS ChipPAC	JCET-SC (Singapore)	(27)	39.0%	24.5%	27.6%	32.1%	30.2%
4-Nov-14	Forterra Trust	Nan Fung	(28)	32.4%	51.1%	49.7%	39.8%	25.1%
3-Oct-14	UE E&C	Southern Capital	(29)	(2.3%)	2.7%	5.0%	(2.9%)	6.9%
25-Sep-14	Lee Kim Tah Holdings	Lee family	(30)	6.4%	11.8%	12.3%	13.5%	15.0%
27-May-14	Goodpack	KKR	(31)	23.2%	30.8%	31.3%	34.3%	44.7%
16-May-14	CapitaMalls Asia Ltd	Capitaland Ltd	(32)	30.2%	34.4%	32.8%	27.6%	24.3%
14-Apr-14	Hotel Properties	Cuscaden / Wheelock	(33)	29.4%	33.8%	35.1%	32.2%	28.0%
14-Mar-14	Olam	Temasek-led Consortium	(34)	11.8%	24.3%	33.0%	39.9%	35.9%
14-Mar-14	Perennial China Retail Trust	St James Holdings	(35)	29.6%	34.0%	33.0%	32.1%	23.3%
24-Feb-14	Singapore Land Ltd	United Industrial Corp Ltd	(36)	11.2%	16.9%	13.9%	11.0%	7.9%
5-Nov-13	Kreuz Holdings	Headland Capital Partners	(37)	4.6%	7.4%	6.3%	11.1%	39.6%
19-Oct-13	People's Food	New Oceania (Management)	(38)	2.6%	4.2%	10.0%	(6.4%)	(1.9%)
2-Sep-13	China Minzhong Food	Indofood	(39)	10.3%	5.5%	6.9%	2.2%	18.5%
5-Jul-13	Viz Branz	Ben Chng Beng Beng (CEO)	(40)	15.0%	17.9%	17.4%	17.4%	14.8%
21-Jun-13	Guthrie GTS Ltd	United SM Holdings Pte Ltd	(41)	21.4%	21.9%	19.7%	20.2%	25.9%
10-May-13	Pan Pacific Hotel Group	UOL Group Ltd	(42)	9.0%	8.2%	6.1%	8.1%	17.9%
30-Jan-13	WBL	United Engineers	(43)	28.9%	27.6%	25.5%	28.9%	37.2%
5-Dec-12	SC Global Developments Ltd	MYK Holdings Pte Ltd	(44)	49.4%	57.2%	58.0%	62.9%	71.1%
15-Oct-12	Kian Ann Engineering	Invicta	(45)	46.7%	60.0%	67.9%	78.1%	95.6%
13-Sep-12	Fraser & Neave	TCC	(46)	20.9%	31.7%	38.8%	41.5%	51.8%
27-Aug-12	Sakari Resources	PTT	(47)	27.5%	33.8%	38.7%	22.6%	7.3%
20-Jul-12	Asia Pacific Breweries	Heineken	(48)	52.8%	53.6%	55.2%	64.4%	85.5%
10-May-12	Wing Tai Holdings Ltd	Ascend Capital Ltd	(49)	18.3%	14.3%	9.6%	20.9%	13.6%
		Mean		**27.6%**	**32.7%**	**33.4%**	**32.6%**	**33.6%**
		Median		**22.9%**	**25.0%**	**28.8%**	**28.2%**	**29.6%**

Source: Capital IQ, Bloomberg and relevant offer documents.

(1) Time reference in calculating the premia is 3 February 2017, being the last trading day of the shares of Auric Pacific on the SGX-ST preceding the announcement by Silver Creek Capital in making a voluntary conditional cash offer for all the issued ordinary shares in the capital of Auric Pacific Group Limited. The market premia is calculated based on the offer price of S$1.65 per share.

(2) Time reference in calculating the premia is 8 November 2016, being the last trading day of the shares of ARA Asset Management Limited on the SGX-ST preceding the holding announcement. Athena Investment Company subsequently announced a Proposed Acquisition of ARA Asset Management Limited by way of a Scheme. The market premia is calculated based on the Scheme Consideration of S$1.78 per share.

(3) Time reference in calculating the premia is 4 October 2016, being the trading day of the shares of Super Group Limited on the SGX-ST preceding the announcement to SGX's first query on unusual price movements (before announcement by Jacobs Douwe Egberts B.V. in making a voluntary conditional general offer for all the issued ordinary shares in the capital of Super Group Limited). The market premia is calculated based on the offer price of S$1.30 per share.

(4) Time reference in calculating the premia is 18 October 2016, being the last trading day of the shares of China Auto Electronics Group Limited on the SGX-ST preceding the announcement by THB Auto Electronics Limited in making a mandatory unconditional cash offer for all the issued ordinary shares in the capital of China Auto Electronics Group Limited. The market premia is calculated based on the offer price of S$0.16 per share.

(5) Time reference in calculating the premia is 6 September 2016, being the last trading day of the shares of China Minzhong Food Corporation Limited on the SGX-ST preceding the announcement by Marvellous Glory Holdings Limited in making a voluntary conditional cash offer for all the issued ordinary shares in the capital of China Minzhong Food Corporation Limited. The market premia is calculated based on the offer price of S$1.20 per share.

(6) Time reference in calculating the premia is 4 August 2016, being the last trading day of the shares of Sim Lian Group Limited on the SGX-ST preceding the announcement by Coronation 3G Private Limited in making a voluntary conditional cash offer for all the issued ordinary shares in the capital of Sim Lian Group Limited. The market premia is calculated based on the offer price of S$1.08 per share.

(7) Time reference in calculating the premia is 15 July 2016, being the last trading day of the shares of SMRT Corporation Limited on the SGX-ST preceding the holding announcement. Belford Investments Private Limited subsequently announced a proposed acquisition of SMRT Corporation Limited by way of a Scheme. The market premia is calculated based on the Scheme Consideration of S$1.68 per share.

(8) Time reference in calculating the premia is 16 July 2015, being the last trading day of the shares of Neptune Orient Lines Limited on the SGX-ST preceding the announcement by CMA CGM in making a voluntary conditional general offer for all the issued ordinary shares in the capital of Neptune Orient Lines Limited. The market premia is calculated based on the offer price of S$1.30 per share.

(9) Time reference in calculating the premia is 9 May 2016, being the last trading day of the shares of Eu Yan Sang International Limited on the SGX-ST preceding the announcement by Righteous Crane Holding Private Limited in making a voluntary conditional cash offer for all the issued ordinary shares in the capital of Eu Yan Sang International Limited. The market premia is calculated based on the offer price of S$0.60 per share.

(10) Time reference in calculating the premia is 5 May 2016, being the last trading day of the shares of China Merchant Holdings (Pacific) Limited on the SGX-ST preceding the announcement by Easton Overseas Limited in making a voluntary conditional cash offer for all the issued ordinary shares in the capital of China Merchant Holdings (Pacific) Limited. The market premia is calculated based on the offer price of S$1.02 per share.

(11) Time reference in calculating the premia is 23 March 2016, being the last trading day of the shares of GMG Global Limited on the SGX-ST preceding the announcement by Halcyon Agri Corporation Limited in making a voluntary conditional general offer for all the issued ordinary shares in the capital of GMG Global Limited. The market premia is calculated based on the implied offer price of S$0.695 per share, based on an exchange ratio of 0.9333 Halcyon Agri Corporation Limited shares for each GMG Global Limited share.

(12) Time reference in calculating the premia is 20 April 2016, being the last trading day of the shares of Pteris Global Limited on the SGX-ST preceding the announcement by Sharp Vision Holdings Limited in making a voluntary unconditional cash offer for all the issued ordinary shares in the capital of Pteris Global Limited. The market premia is calculated based on the revised offer price of S$0.85 per share.

(13) Time reference in calculating the premia is 6 April 2016, being the last trading day of the shares of Innovalues Limited on the SGX-ST preceding the holding announcement. Precious Solutions Limited

subsequently announced a proposed acquisition of Innovalues Limited by way of a Scheme. The market premia is calculated based on the Scheme Consideration of S$1.01 per share.

(14) Time reference in calculating the premia is 29 February 2016, being the last trading day of the shares of OSIM International Limited on the SGX-ST preceding the SGX-ST query regarding trading activity to the company. Vision Three Private Limited subsequently announced a voluntary unconditional cash offer for all the issued ordinary shares in the capital of OSIM International Limited. The market premia is calculated based on the revised offer price of S$1.39 per share.

(15) Time reference in calculating the premia is 22 February 2016, being the last trading day of the shares of Xinren Aluminum Holdings Limited on the SGX-ST preceding the significant increase in share price and volume. Subsequently, Merit Stand Inc announced a voluntary unconditional cash offer for all the issued ordinary shares in the capital of Xinren Aluminum Holdings Limited. The market premia is calculated based on the offer price of S$0.60 per share.

(16) Time reference in calculating the premia is 26 January 2016, being the last trading day of the shares of Lantrovision (S) Limited on the SGX-ST preceding the announcement by MIRAIT Singapore Private Limited in making a voluntary unconditional cash offer for all the issued ordinary shares in the capital of Lantrovision (S) Limited. The market premia is calculated based on the offer price of S$3.25 per share.

(17) Time reference in calculating the premia is 22 December 2015, being the last trading day of the shares of Interplex Holdings Limited on the SGX-ST preceding the announcement by Slater Private Limited in making a voluntary unconditional cash offer for all the issued ordinary shares in the capital of Interplex Holdings Limited. The market premia is calculated based on the offer price of S$0.82 per share.

(18) Time reference in calculating the premia is 21 December 2015, being the last trading day of the shares of Li Heng Chemical Fibre Technologies Limited on the SGX-ST preceding the announcement by Precious Joy Management Limited in making a voluntary unconditional general offer for all the issued ordinary shares in the capital of Li Heng Chemical Fibre Technologies Limited. The market premia is calculated based on the offer price of S$1.00 per share.

(19) Time reference in calculating the premia is 5 November 2015, being the last trading day of the shares of Tiger Airways Holdings Limited on the SGX-ST preceding the announcement by Singapore Airlines Limited in making a voluntary conditional general offer for all the issued ordinary shares in the capital of Tiger Airways Holdings Limited. The market premia is calculated based on the revised offer price of S$0.45 per share.

(20) Time reference in calculating the premia is 6 August 2015, being the last trading day of the shares of Lizhong Wheel Group Limited on the SGX-ST preceding the announcement by Berkley International Limited in making a voluntary conditional cash offer for all the issued and paid-up ordinary shares in the capital of Lizhong Wheel Limited. The market premia is calculated based on the offer price of S$0.50 per share.

(21) Time reference in calculating the premia is 20 January 2015, being the last trading day of the shares of Keppel Land Limited on the SGX-ST preceding the announcement by Keppel Corporation Limited in making a voluntary unconditional cash offer for all the issued ordinary shares in the capital of Keppel Land Limited. The market premia is calculated based on the offer price of S$4.38 per share.

(22) Time reference in calculating the premia is 13 January 2015, being the last trading day of the shares of Popular Holdings Limited on the SGX-ST preceding the announcement by Grand Apex Holdings Private Limited in making a voluntary conditional cash offer for all the issued ordinary shares in the capital of Popular Holdings Limited. The market premia is calculated based on the offer price of S$0.32 per share.

(23) Time reference in calculating the premia is 9 January 2015, being the last trading day of the shares of LCD Global Investments Ltd. on the SGX-ST preceding the announcement by AF Global Pte Ltd in making a Voluntary Conditional Cash Offer for all the issued and paid-up ordinary shares (other than treasury shares) in the capital of LCD Global Investments Ltd. The market premia is calculated based on the offer price of S$0.33 per share.

(24) Time reference in calculating the premia is 29 December 2014, being the last trading day of the shares of Hafary Holdings Limited on the SGX-ST preceding the announcement by Hap Seng Investment Holdings Pte Ltd in making a Voluntary Conditional Cash Partial Offer for 51 per cent. of the ordinary shares in the capital of Hafary Holdings Limited, other than those already owned, controlled or agreed to be acquired by Hap Seng Investment Holdings Pte Ltd and parties acting in concert with it. The market premia is calculated based on the offer price of S$0.24 per share.

(25) Time reference in calculating the premia is 10 December 2014, being the last trading day of the shares of CH Offshore Ltd on the SGX-ST preceding the announcement by Energian Pte Ltd (a wholly owned subsidiary of

Falcon Energy Group Limited) in making a Voluntary Conditional Cash Offer for all the issued and paid-up ordinary shares in the capital of CH Offshore Ltd. The market premia is calculated based on the revised offer price of S$0.55 per share.

(26) Time reference in calculating the premia is 2 July 2014, being the last trading day of the shares of United Envirotech Ltd on the SGX-ST preceding the holding announcement. CKM (Cayman) Company Limited (an investment holding company owned by KKR China Water Investment Holdings Limited and CITIC Environment (International) Company Limited) subsequently made a Voluntary Conditional Cash Offer for all the issued and paid-up ordinary shares in the capital of United Envirotech Ltd. The market premia is calculated based on the offer price of S$1.65 per share.

(27) Time reference in calculating the premia is 14 May 2014, being the last trading day of the shares of STATS ChipPAC Ltd on the SGX-ST preceding the announcement by JCET-SC (Singapore) Pte Ltd in making a Voluntary Conditional General Offer for all the issued and paid-up ordinary shares in the capital of STATS ChipPAC. The market premia is calculated based on the offer price of S$0.46577 per share.

(28) Time reference in calculating the premia is 3 November 2014, being the last trading day of the units of Forterra Real Estate Pte Ltd on the SGX-ST preceding the announcement by New Precise Holdings Limited in making a Mandatory Conditional Cash Offer for all the issued units in Forterra Real Estate Pte Ltd. The market premia is calculated based on the offer price of S$2.25 per unit.

(29) Time reference in calculating the premia is 30 September 2014, being the last trading day of the shares of UE E&C Ltd on the SGX-ST preceding the possible offer announcement by Universal EC Investments Pte Ltd in making a Voluntary Unconditional Cash Offer for all the issued and paid-up ordinary shares in the capital of UE E&C Ltd. The market premia is calculated based on the offer price of S$1.25 per share.

(30) Time reference in calculating the premia is 24 September 2014, being the last trading day of the shares of Lee Kim Tah Holdings Limited on the SGX-ST preceding the announcement by Lee Kim Tah Investments Pte Ltd in making a Voluntary Conditional Cash Offer for all the issued Shares in the capital of Lee Kim Tah Holdings Limited. The market premia is calculated based on the offer price of S$1.08 per share.

(31) Time reference in calculating the premia is 18 March 2014, being the last trading day of the shares of Goodpack Limited on the SGX-ST preceding the holding announcement. IBC Capital Limited subsequently announced a Proposed Acquisition of Goodpack Limited by way of a Scheme. The market premia is calculated based on the Scheme Consideration of S$2.50 per share.

(32) Time reference in calculating the premia is 11 April 2014, being the last trading day of the shares of CapitaMalls Asia Limited on the SGX-ST preceding the announcement by Sound Investment Holdings Pte Ltd in making a Voluntary Conditional Cash Offer for all the issued shares in the capital of CapitaMalls Asia Limited. The market premia is calculated based on the revised offer price of S$2.35 per share and the respective VWAP reference prices unadjusted for the FY2013 Final Dividend.

(33) Time reference in calculating the premia is 11 April 2014, being the last trading day of the shares of Hotel Properties Limited on the SGX-ST preceding the announcement by 68 Holdings Pte Ltd in making a Mandatory Conditional Cash Offer for all the issued ordinary shares in the capital of Hotel Properties Limited. The market premia is calculated based on the second revised offer price of S$4.05 per share.

(34) Time reference in calculating the premia is 12 March 2014, being the last trading day of the shares of Olam International Limited on the SGX-ST preceding the announcement by Breedens Investments Pte Ltd in making a Voluntary Conditional Cash Offer for all the issued shares in the capital of Olam International Limited. The market premia is calculated based on the offer price of S$2.23 per share.

(35) Time reference in calculating the premia is 14 March 2014, being the pre-conditional offer announcement date that Perennial Real Estate Holdings Limited made a Voluntary Unconditional General Offer for all the issued units in Perennial China Retail Trust. The market premia is calculated based on the offer price of S$0.70 per share.

(36) Time reference in calculating the premia is 19 February 2014, being the last trading day of the shares of Singapore Land Limited on the SGX-ST preceding the announcement by UIC Enterprise Pte Ltd in making a Voluntary Unconditional Cash Offer for all the issued and paid-up ordinary shares in the capital of Singapore Land Limited. The market premia is calculated based on the offer price of S$9.40 per share.

(37) Time reference in calculating the premia is 5 November 2013, being the last trading day of the shares of Kruez Holdings Ltd on the SGX-ST preceding the announcement by SEA9 Pte Ltd in relation to a proposed acquisition by way of a scheme of arrangement. The market premia is calculated based on the offer price of S$0.80 per share.

(38) Time reference in calculating the premia is 17 October 2013, being the last trading day of the shares of People's Food Holdings Ltd on the SGX-ST preceding the announcement by New Oceana Ltd in making a voluntary conditional offer for all the issued and paid-up ordinary shares in the capital of People's Food Holdings Ltd. The market premia is calculated based on the offer price of S$1.20 per share.

(39) Time reference in calculating the premia is 23 August 2013, being the last trading day of the shares of China Minzhong Food Corporation Ltd on the SGX-ST preceding the announcement by PT Indofood Sukses Makmur Tbk in making a mandatory unconditional cash offer for all the issued and paid-up ordinary shares in the capital of China Minzhong Food Corporation Ltd. The market premia is calculated based on the offer price of S$1.12 per share.

(40) Time reference in calculating the premia is 4 July 2013, being the last trading day of the shares of Viz Brand Ltd on the SGX-ST preceding the announcement by Pluto Rising Pte Ltd in making a mandatory unconditional cash offer for all the issued and paid-up ordinary shares in the capital of Viz Brand Ltd. The market premia is calculated based on the revised offer price of S$0.815 per share.

(41) Time reference in calculating the premia is 19 June 2013, being the last trading day of the shares of Guthrie GTS Ltd on the SGX-ST preceding the announcement by United SM Holdings Pte Ltd in making a voluntary unconditional cash offer for all the issued and paid-up ordinary shares in the capital of Guthrie GTS Ltd. The market premia is calculated based on the offer price of S$0.88 per share.

(42) Time reference in calculating the premia is 9 May 2013, being the last trading day of the shares of Pan Pacific Hotels Group Ltd on the SGX-ST preceding the announcement of a proposed voluntary delisting. The market premia is calculated based on the exit offer price of S$2.55 per share.

(43) Time reference in calculating the premia is 26 November 2012, being the last trading day of the shares of WBL Corporation Ltd on the SGX-ST preceding the announcement by UE Centennial Venture Pte Ltd in making a mandatory conditional cash offer for all the issued ordinary stock units in the capital of WBL Corporation Ltd and all the outstanding convertible bonds issued by WBL Corporation Ltd. The market premia is calculated based on the offer price of S$4.15 per share.

(44) Time reference in calculating the premia is 30 November 2012, being the last trading day of the shares of SC Global Developments Ltd on the SGX-ST preceding the announcement by MYK Holdings Pte Ltd in making a voluntary unconditional cash offer for all the issued and paid-up ordinary shares in the capital of SC Global Developments Ltd. The market premia is calculated based on the offer price of S$1.80 per share.

(45) Time reference in calculating the premia is 12 October 2012, being the last trading day of the shares of Kian Ann Engineering Ltd on the SGX-ST preceding the announcement by Invicta Asian Holdings Pte Ltd in relation to a proposed acquisition by way of a scheme of arrangement. The market premia is calculated based on the offer price of S$0.44 per share.

(46) Time reference in calculating the premia is 16 July 2012, being the last trading day of the shares of Asia Pacific Breweries Ltd on the SGX-ST preceding the announcement by Oversea-Chinese Banking Corporation and Greater Eastern Holdings Ltd that they have been approached with an offer to purchase their combined stakes in Fraser & Neave Ltd. TCC Assets Ltd subsequently made a mandatory conditional cash offer for all of the issued and paid-up ordinary shares in the capital of Fraser & Neave Ltd. The market premia is calculated based on the revised offer price of S$9.55 per share.

(47) Time reference in calculating the premia is 24 August 2012, being the last trading day of the shares of Sakari Resources Ltd on the SGX-ST preceding the announcement by PTT Mining Ltd in making a mandatory unconditional cash offer for all the ordinary shares in the capital of Sakari Resources Ltd. The market premia is calculated based on the offer price of S$1.90 per share (pre-dividend).

(48) Time reference in calculating the premia is 16 July 2012, being the last trading day of the shares of Asia Pacific Breweries Ltd on the SGX-ST preceding the announcement by Oversea-Chinese Banking Corporation and Greater Eastern Holdings Ltd that they have been approached with an offer to purchase their combined stakes in Asia Pacific Breweries Ltd. Heineken International subsequently made a mandatory unconditional cash partial offer for all of the issued ordinary shares in the capital of Asia Pacific Breweries Ltd. The market premia is calculated based on the offer price of S$53.00 per share.

(49) Time reference in calculating the premia is 9 May 2012, being the last trading day of the shares of Wing Tai Holdings Ltd on the SGX-ST preceding the announcement by Ascend Capital Ltd in making a voluntary conditional cash partial offer for 15 per cent. of the issued and paid-up ordinary shares in the capital of Wing Tai Holdings Ltd. The market premia is calculated based on the offer price of S$1.39 per share.

Table 8 summarises the premiums represented by the Scheme Consideration versus the median takeover premiums paid in selected completed Singapore takeover offers between 1 January 2012 and the IFA Reference Date (from Table 7).

Table 8: Control Premium Analysis

Reference Period	VWAP (S$)	Scheme Consideration Premium (A) (%)[1]	Median Transaction Premiums (B) (%)[2]	Difference (A - B) (%)
Scheme Consideration	3.38			
1-Month Prior to Unaffected Share Price Date	2.020	67.4%	25.0%	42.3%
3-Months Prior to Unaffected Share Price Date	1.961	72.4%	28.8%	43.6%
6-Months Prior to Unaffected Share Price Date	1.915	76.5%	28.2%	48.3%
12-Months Prior to Unaffected Share Price Date	1.872	80.6%	29.6%	50.9%

Source: Capital IQ, Joint Announcement, Bloomberg.

(1) Refer to Table 4 (VWAP Analysis).

(2) Refer to Table 7 (Selected Singapore Precedent Takeovers).

Based on Table 8, we note that the Scheme Consideration represents:

(i) a premium of 67.4 per cent. to the 1-month VWAP of the Shares on the Unaffected Share Price Date. We note that this is 42.3 per cent. above the median precedent takeover transaction premium (based on the 1-month VWAP) of 25.0 per cent. for the Selected Singapore Precedent Takeovers;

(ii) a premium of 72.4 per cent. to the 3-month VWAP of the Shares on the Unaffected Share Price Date. We note that this is 43.6 per cent. above the median precedent takeover transaction premium (based on the 3-month VWAP) of 28.8 per cent. for the Selected Singapore Precedent Takeovers;

(iii) a premium of 76.5 per cent. to the 6-month VWAP of the Shares on the Unaffected Share Price Date. We note that this is 48.3 per cent. above the median precedent takeover transaction premium (based on the 6-month VWAP) of 28.2 per cent. for the Selected Singapore Precedent Takeovers; and

(iv) a premium of 80.6 per cent. to the 12-month VWAP of the Shares on the Unaffected Share Price Date. We note that this premium is 50.9 per cent. above the median precedent takeover transaction premium (based on the 12-month VWAP) of 29.6 per cent. for the Selected Singapore Precedent Takeovers.

The Independent Directors should note that the level of premium (if any) an acquirer would normally pay in a general offer, merger or takeover transaction varies in different circumstances depending on, *inter alia,* the attractiveness of the underlying business to be acquired, the synergies to be gained by the acquirer from integrating the target company's businesses with its existing business, the possibility of significant revaluation of the assets to be acquired, the availability of substantial cash reserves, the liquidity in the trading of the target company's shares, the presence of or potential for competing bids for the target company, the form of consideration offered by an acquirer, the extent of control the acquirer already has in the target company and prevailing market conditions and expectations.

The Independent Directors should also note that the comparison is made without taking into consideration the relative efficiency of information or the underlying liquidity of the shares of the relevant companies, the performance of the shares of the companies or the quality of earnings prior to the relevant announcement and the market conditions or sentiments when the announcements were made or the desire or relative need for control leading to compulsory acquisition. Moreover, as the Company

is not in the same industry and does not conduct the same businesses as the other target companies in Table 7, it may not, therefore, be directly comparable to the target companies in terms of, *inter alia*, market capitalisation, capital structure, business mix, size of operations, geographical operations, financial performance, risk profile, growth profile, future prospects, accounting policies and other relevant criteria. Accordingly, the analysis of the Selected Singapore Precedent Takeovers may not provide a meaningful basis for premium comparison and the Independent Directors should note that the above comparison serves only as a general guide.

We further wish to highlight that underlying financial data used to calculate the premia in our analysis have been extracted from the respective shareholders' circulars of the Selected Singapore Precedent Takeovers. We make no representations or warranties, express or implied, on the accuracy or completeness of such information.

7.10 Research Analyst Target Prices

In our analysis, we have also reviewed the latest publicly available price targets for GLP by equity research analysts as summarised in Table 9.

Table 9: **Research Analyst Target Prices**

	Unaffected Share Price Date			Offer Announcement Date			Latest Practicable Date		
Broker	**Date**	**Rating**	**Target Price (S$)**	**Date**	**Rating**	**Target Price (S$)**	**Date**	**Rating**	**Target Price (S$)**
UBS	10-Nov-16	Buy	2.45	8-Jun-17	Neutral	3.06	NA	NA	NA
OCBC	9-Nov-16	Buy	2.37	19-May-17	Hold	2.87	10-Aug-17	Hold	2.87
DBS	9-Nov-16	Buy	2.47	17-May-17	Hold	3.00	NA	NA	NA
Deutsche	8-Nov-16	Buy	2.30	8-Jun-17	Hold	2.60	17-Jul-17	Hold	3.38
Credit Suisse	8-Nov-16	Underperf.	1.73	22-May-17	Neutral	2.78	17-Jul-17	Neutral	3.38
Nomura	8-Nov-16	Neutral	1.72	19-May-17	Neutral	1.72	14-Jul-17	Neutral	1.72
CIMB	8-Nov-16	Add	2.73	19-May-17	Hold	3.05	8-Aug-17	Hold	3.38
Morgan Stanley(1)	8-Nov-16	Equal	2.00	NA	NA	NA	NA	NA	NA
Philip	9-Nov-16	Accum	2.31	23-May-17	Neutral	2.87	17-Jul-17	Neutral	2.87
UOB	NA	NA	NA	NA	NA	NA	17-Jul-17	NA	3.38
Macquarie	7-Nov-16	Outperf.	2.40	12-Apr-17	Neutral	2.85	7-Aug-17	Neutral	2.85
CICC	NA	NA	NA	10-Feb-17	Hold	2.75	NA	NA	NA
Goldman Sachs	22-Apr-16	Buy	2.81	12-Jan-17	Buy	2.92	NA	NA	NA
Mean			**2.30**			**2.77**			**2.98**
Median			**2.37**			**2.87**			**3.13**

Source: Bloomberg, Analyst Research.

(1) Morgan Stanley did not provide a stock rating or target price post 3 February 2017, as they have been appointed as advisor to certain parties in relation to the strategic review.

Based on Table 9, we note that:

(i) the Scheme Consideration represents a premium of approximately 42.6 per cent. to the median research analysts' target price of S$2.37 as of the Unaffected Share Price Date;

(ii) the Scheme Consideration represents a premium of approximately 17.8 per cent. to the median research analysts' target price of S$2.87 as of the Offer Announcement Date; and

(iii) the Scheme Consideration represents a premium of approximately 8.2 per cent. to the median research analysts' target price of S$3.13 as of the Latest Practicable Date.

We wish to highlight that the above research analyst report universe may not be exhaustive and price targets for the Shares and other statements and opinions contained in the reports within the universe used represent the individual views of the research analyst based on the circumstances (including, *inter alia*, market, economic, industry and monetary conditions as well as market sentiment and investor perceptions regarding the future prospects of the Company) prevailing at the date of the publication of the respective research analyst reports. The opinions of the research analysts may change over time as a result of, *inter alia*, changes in market conditions, the Company's market development and the emergence of new information relevant to the Company. We also note that the research analyst coverage of the Company is limited. As such, the above target prices may not be an accurate prediction of future market prices of the Shares, particularly in the context of a control transaction. Any opinions or price targets expressed in such research analyst reports represent the individual views of the respective research analysts and not of Evercore.

7.11 Sum-of-the-parts Valuation

7.11.1 Summary

GLP is the leading provider of modern logistics facilities in China, Japan, the US and Brazil. The Group's property portfolio of 55 million square metres is strategically located across 117 cities, forming an efficient logistics network serving more than 4,000 customers. We separate the global portfolio of property assets that GLP owns and manages into the following segments:

(i) Completed portfolio of stabilised, pre-stabilised properties and other facilities ("**Completed Portfolio**");

(ii) Development portfolio and land ("**Development Portfolio and Land**");

(iii) Fund management business ("**Fund Management**");

(iv) Stakes in listed entities ("**Listed Entities**"); and

(v) Others ("**Others**")

We set out below in Table 10 a summary of the Sum-of-the-parts Valuation.

Table 10: **Sum-of-the-parts Valuation Summary**

Segments	Implied Equity Value ($ million)		Implied Equity Value per Share ($)[1]	
	Lower Bound	Upper Bound	Lower Bound	Upper Bound
Completed Portfolio (US$)	7,382	7,686	1.56	1.62
Development Portfolio and Land (US$)	2,210	2,210	0.47	0.47
Fund Management (US$)	990	1,321	0.21	0.28
Listed Entities (US$)	852	852	0.18	0.18
Others (US$)	(1,512)	(1,512)	(0.32)	(0.32)
Total (US$)	**9,923**	**10,557**	**2.09**	**2.23**
Total (S$)[2]	**13,504**	**14,367**	**2.85**	**3.03**

Note: Figures may not add due to rounding.

(1) Based on the fully diluted share capital comprising 4,741,935,340 Shares.

(2) Converted at a foreign exchange rate of US$1:S$1.3609 as of the IFA Reference Date.

We have arrived at a valuation range for the Sum-of-the-parts Valuation, rather than a single specific value, as this will provide a more objective measure taking into account, *inter alia,*

market price volatility of GLP's unlisted businesses and stakes in listed entities which are sensitive to general stock market and economic conditions.

We note that the Scheme Consideration is above the estimated Sum-of-the-parts Valuation range of S$2.85 to S$3.03 per Share.

We have utilised a number of valuation approaches in order to attribute a value to each segment within GLP as set out in Table 11.

Table 11: Sum-of-the-parts Valuation Methodology

Segment / Assets	Description	Valuation Methodology
Completed Portfolio	• "Completed and stabilised" properties refer to properties that have been completed/acquired more than a year ago or properties where the lease ratio is more than 93%, whichever is earlier. • "Completed and pre-stabilised" properties refer to properties that have been completed/acquired less than a year ago or properties that have yet to reach stabilisation (defined as properties where the lease ratio is less than 93%, whichever is later). • "Other facilities" include container yard and parking lot facilities in China.	• P/RNAV. • Carrying values based on the GLP Supplementary Information Pack as of 30 June 2017, taken to be RNAV.
Development Portfolio and Land	• Properties under development or being repositioned consist of four sub-categories of properties: (i) properties where development has commenced; (ii) logistics facilities that are being converted from bonded logistics facilities to non-bonded logistics facilities; (iii) logistics facilities which are undergoing more than 3 months of major renovation; (iv) logistics facilities which will be upgraded for a different use. • Land held for future development includes land and properties held for sale.	• Carrying values based on the GLP Supplementary Information Pack as of 30 June 2017.
Fund Management	• Fund management platform where GLP holds its real estate assets in partnership with global investors and receives asset and property management fees, and development, acquisition/divestment and performance fees.	• Trading and transaction P/E multiples of comparable companies.
Listed Entities	• GLP's stakes in listed entities, i.e. CMST Development Co Ltd, Shenzhen Chiwan Petroleum Supply Base Co Ltd, Shanghai Lingang Holding Co Ltd. and GLP J-REIT.	• Current market value as of the IFA Reference Date.
Others	• Intangible assets, assets classified as held for sale, cash, other assets, intercompany loans to minority interests, corporate debt, held for sale liabilities and other liabilities.	• Carrying values based on the GLP Supplementary Information Pack as of 30 June 2017.

The Independent Directors should note that a discount may be applied on the Sum-of-the-parts Valuation of a diversified business such as GLP for various reasons. In an efficient capital market, investors can generally diversify more effectively by purchasing a portfolio of stocks of focused firms as compared to purchasing stocks of a diversified business investing in a range of diverse businesses. A valuation discount may also be applied as diversified businesses are generally believed to use capital less efficiently. In arriving at the Sum-of-the-parts Valuation above, we have not applied any discount as the quantification of such discount is highly subjective. The discount is dependent on, *inter alia*, the size and extent of business diversification or synergies (if any) and the requirement for additional management as compared to standalone businesses.

We note the above Sum-of-the-parts Valuation range includes the RNAV and carrying value metrics of the Completed Portfolio and the Development Portfolio and Land. The Independent Directors should note that the analysis assumes the hypothetical sale of all the property assets and businesses of GLP as of the IFA Reference Date. The analysis thus assumes, *inter alia*, the existence of ready and committed buyer(s) for each asset, and that the sale can be conducted efficiently without any timing constraint and without regard to other relevant market factors that may affect the sale process. The Independent Directors should also evaluate the analysis above in conjunction with the contents of paragraph 7.11.2 of this Letter for further details on the basis and assumptions of the RNAV analysis.

In addition, as part of the Sum-of-the-parts Valuation, we utilise historical share price and trading activity. We wish to highlight that a control premium may be imputed on the market valuation of GLP's businesses as a result of majority ownership. We have however not applied any control premium as the quantification of such premium is highly subjective. We note that implied EV/EBITDA, P/E, P/B and P/RNAV multiples and market values of listed entities are and will continue to be affected to varying extents by changes in, *inter alia*, market, economic, political, industry, monetary and other general macroeconomic conditions as well as company-specific factors. Accordingly, the historical EV/EBITDA, P/E, P/B and P/RNAV multiples should not be relied upon as a promise of its future trading performance.

We further note that in the Sum-of-the-parts Valuation, we utilise precedent transaction analysis. The selected precedent transactions are provided for illustrative purposes only. The selected precedent transactions and the acquired companies may not be directly comparable and may vary with respect to, amongst other factors, the geographical spread of activities, business mix and model, scale of operations, asset intensity, accounting policies, risk profile, track record and future prospects. Accordingly, the selected precedent transactions may not provide a meaningful basis for valuation comparison. We further wish to highlight that underlying financial data used to calculate the EV/EBITDA, P/E, P/B and P/RNAV multiples in our analysis have been extracted from the relevant companies' financials, Bloomberg, Capital IQ and SNL as of the relevant announcement date of each transaction. Evercore has not independently verified (nor have we assumed responsibility or liability for independently verifying) or ascertained and makes no representations or warranties, express or implied, on the accuracy or completeness of such information.

We also note that in the Sum-of-the-parts Valuation, we utilise valuation ratios of listed comparable companies. We further wish to highlight that underlying financial data used to calculate the EV/EBITDA, P/E, P/B and P/RNAV multiples in our analysis have been extracted from the relevant companies' financials, Bloomberg and Capital IQ as of the IFA Reference Date. Evercore has not independently verified (nor have we assumed responsibility or liability for independently verifying) or ascertained and makes no representations or warranties, express or implied, on the accuracy or completeness of such information.

Similarly, we have not taken into account any premium that may arise from a controlling stake in GLP. In particular, for purposes of conducting the Sum-of-the-parts Valuation, we have relied solely upon and assumed the accuracy and completeness of all information that was furnished to or discussed with us by GLP or otherwise reviewed by or for us, and we have not independently verified (nor have we assumed any responsibility or liability for independently verifying such information) any such information or its accuracy or completeness. We do not assume any responsibility for the financial analyses, bases of the valuations and the contents of the information that was furnished to or discussed with us by GLP and whether each of the foregoing has been prepared in accordance with all applicable legal and regulatory requirements, including Rule 26 of the Code. We have not conducted any valuation or appraisal of any assets or liabilities of GLP. In relying on the financial analyses as reported in the GLP Supplementary Information Pack, we have assumed, *inter alia*, that they have been reasonably prepared based on the financial statements of the Company to which such analyses relate. We express no view as to such analyses or the assumptions on which they were based.

While the Sum-of-the-parts Valuation is useful as a cross-check, the Independent Directors should note that it would not be appropriate to solely rely on the Sum-of-the-parts Valuation in assessing the Scheme Consideration in view of its various drawbacks and limitations and they should also consider the analyses in the other sections of this Letter.

7.11.2 Completed Portfolio

GLP's Completed Portfolio comprises approximately 14 million square metres (on a pro-rata basis) of properties spanning China, Japan, the US and Brazil and other facilities including container yard and parking lot facilities in China.

RNAV is a common method of valuing real assets at their market or realisable value, which may exceed their historical cost. RNAV is typically used to revalue property-related assets that are held by property investors and developers, which may be carried in the accounts at either historical cost or on a revalued basis, depending on the relevant accounting standards adopted. The market values would typically be calculated by expert valuers on the basis of market benchmarks or by discounting future cash flows.

We note that GLP's investment property portfolio (including completed and stabilised, completed and pre-stabilised properties and other facilities) are based on independent external valuers and the Company's internal property valuation as reported in the GLP Supplementary Information Pack as of 30 June 2017. Hence, the carrying values of these assets are taken to be a proxy for RNAV.

For the Completed Portfolio, the carrying value of GLP's pro-rata interest is assumed to be the pro-rata RNAV as set out in Table 12.

Table 12: **RNAV Summary of the Completed Portfolio[1]**

(in US$ million)

Completed Portfolio	China	Japan	US	Brazil	Total
Completed and stabilised[2]	5,311	2,881	1,447	883	10,522
Completed and pre-stabilised[3]	584	138	-	30	752
Other facilities[4]	111	-	-	-	111
Completed Portfolio pro-rata asset valuation	6,006	3,019	1,447	913	11,385
Less: Loans and borrowings[5]	(1,119)	(1,837)	(771)	(277)	(4,003)
Completed Portfolio pro-rata RNAV	**4,887**	**1,182**	**676**	**637**	**7,382**

Source: GLP Supplementary Information Pack.

(1) The relevant country specific pro-rata balance sheet figures for China, Japan and Brazil as of the GLP Supplementary Information Pack were converted into their respective local currency equivalents as of the 30 June 2017 foreign currency rates, and converted back into their respective US$ figures as of the IFA Reference Date, so as to adjust for any foreign currency fluctuations from 30 June 2017 to the IFA Reference Date.

(2) Based on GLP's pro-rata segmental reporting for its completed and stabilised portfolio by geography for China, Japan, the US and Brazil as of 30 June 2017. Completed and stabilised portfolio refer to properties that have been completed/acquired more than a year ago or properties where the lease ratio is more than 93%, whichever is earlier.

(3) Based on GLP's pro-rata segmental reporting for its completed and pre-stabilised portfolio by geography for China, Japan, the US and Brazil as of 30 June 2017. Completed and pre-stabilised properties refer to properties that have been completed/acquired less than a year ago or properties that have yet to reach stabilisation (defined as properties where the lease ratio is less than 93%, whichever is later).

(4) Other facilities include container yard and parking lot facilities in China.

(5) Assumes that all pro-rata country level (excluding corporate level) loans and borrowings are utilised for the Completed Portfolio.

We have placed sole reliance on publicly available information provided by the Company and do not assume any responsibility to inquire about the bases of such valuations or if the contents thereof have been prepared in accordance with all applicable legal and regulatory requirements, including Rule 26 of the Code. In relying on the financial analyses as reported in the GLP Supplementary Information Pack, we have assumed, *inter alia*, that they have been reasonably prepared based on the financial statements of the Company to which such analyses relate. We express no view as to such analyses or the assumptions on which they were based. Evercore has not independently verified (nor have we assumed responsibility or liability for independently verifying) or ascertained and makes no representations or warranties, express or implied, on the accuracy or completeness or adequacy of such information.

We have examined selected companies globally with similar operating segments as the Company in the industrial logistics real estate operation business (the "**Selected Industrial Logistics Real Estate Operators"**) in China, Japan, the US and Brazil.

In our opinion, given that the Selected Industrial Logistics Real Estate Operators primarily operate completed modern logistics facilities and derive a majority of revenue from rental income, these companies are broadly comparable to the Company's Completed Portfolio. The summary profiles are set out below.

Brief Description of the Selected Industrial Logistics Real Estate Operators

Company	Company Description	Market Cap. (US$ million)
Selected Industrial Logistics Real Estate Operators in China		
China Logistics Property	• Listed on the Hong Kong Stock Exchange and headquartered in China. • Developer and operator of logistics parks across China. • Rental income and revenue from providing management services of logistics parks represented 100 per cent. of revenue in FY2016 respectively.	974
Selected Industrial Logistics Real Estate Operators in the US		
Duke Realty Corporation	• Listed on the New York Stock Exchange and headquartered in the US. • Developer and operator of industrial and office properties across the US. • Rental revenue of industrial properties represented 69.0 per cent. and other revenue including service operations represented 31.0 per cent. of revenue in FY2016, respectively.	10,263
Liberty Property Trust	• Listed on the New York Stock Exchange and headquartered in the US. • Real estate investment trust that invests in a portfolio of industrial and office properties. • Rental revenue represented 73 per cent. of revenue in FY2016.	6,099
DCT Industrial Trust	• Listed on the New York Stock Exchange and headquartered in the US. • Primarily invests in commercial and industrial properties. • Rental revenue represented 100 per cent. of revenue in FY2016.	5,439
First Industrial Realty Trust	• Listed on the New York Stock Exchange and headquartered in the US. • Primarily invests in industrial properties. • Rental revenue represented 77 per cent. of revenue in FY2016.	3,695
EastGroup Properties	• Listed on the New York Stock Exchange and headquartered in the US. • Primarily invests in industrial properties. • Rental revenue represented 100 per cent. of revenue in FY2016.	3,105
Selected Industrial Logistics Real Estate Operators in Japan		
Nippon Prologis Real Estate Investment Trust	• Listed on the Tokyo Stock Exchange and headquartered in Japan. • Owner and operator of industrial and logistics properties across Japan. • Rental revenue represented 100 per cent. of revenue in FY2016.	4,381
GLP J-REIT	• Listed on the Tokyo Stock Exchange and headquartered in Japan. • Primarily invests in modern logistics facilities in Japan. • Rental revenue represented 100 per cent. of revenue in FY2016.	2,944
Japan Logistics Fund	• Listed on the Tokyo Stock Exchange and headquartered in Japan. • Primarily invests in trading ports, airports and distribution centres in Japan. • Rental revenue represented 100 per cent. of revenue in FY2016.	1,684
Selected Industrial Logistics Real Estate Operators in Brazil		
BR Properties	• Listed on the BM&F Bovespa and headquartered in Brazil. • Primarily invests in industrial and logistics warehouses and commercial properties. • Rental revenue represented 100 per cent. of revenue in FY2016.	1,428

Table 13: Selected Industrial Logistics Real Estate Operators[1], [2], [3]

Company	Lcl. Currency	Share Price (Lcl. Curr.)	Market Cap (US$ mm)	Enterprise Value (US$ mm)	LTM EV/EBITDA	LTM P/E	P/B	P/RNAV[4]
China								
China Logistics Property	HKD	2.60	974	1,623	NM	NM	0.7x	NA
Japan								
Nippon Prologis REIT	JPY	241,700	4,381	5,787	23.3x	43.1x	1.7x	1.2x
GLP J-REIT	JPY	117,100	2,944	4,742	25.3x	42.0x	1.5x	1.1x
Japan Logistics Fund	JPY	207,100	1,684	2,461	23.4x	40.9x	1.4x	0.9x
						Mean		1.1x
						Median		1.1x
						Minimum		0.9x
						Maximum		1.2x
United States								
Duke Realty Corporation	US$	28.85	10,263	12,516	15.2x	29.4x	2.2x	1.1x
Liberty Property Trust	US$	41.40	6,099	8,885	21.9x	57.6x	2.0x	1.0x
DCT Industrial Trust	US$	58.43	5,439	7,144	24.9x	NM	2.8x	1.1x
First Industrial Realty Trust	US$	30.83	3,695	5,073	20.0x	NM	2.8x	1.1x
EastGroup Properties	US$	90.90	3,105	4,180	25.3x	NM	4.3x	1.1x
						Mean		1.1x
						Median		1.1x
						Minimum		1.0x
						Maximum		1.1x
Brazil								
BR Properties	BRL	11.21	1,428	2,234	32.1x	NM	1.0x	NA

Source: Broker Reports, Capital IQ, SNL.

(1) Market capitalisation is calculated based on share price from Capital IQ as of the IFA Reference Date, multiplied by the fully diluted shares outstanding of the relevant company and foreign exchange rates derived from Capital IQ. Enterprise value is the sum of the relevant company's market capitalisation, preferred equity, minority interests, short and long term debt less its cash and cash equivalents.

(2) Foreign exchange rates are derived from Capital IQ. Income statement data is converted based on the average foreign exchange rate over the relevant period, while balance sheet data is converted based on the relevant end of period foreign exchange rate.

(3) NM refers to EV/EBITDA and P/E multiple being not meaningful as it is negative or over 60.0x.

(4) Based on the latest reported consensus analysts' RNAV obtained from broker reports and SNL.

We note that the Company operates in an asset intensive industry and may experience lumpy earnings throughout its investment and business cycles due to factors such as timing of project completion, redevelopment of properties and the periodic revaluation of properties. Furthermore, the Company adopts the SFRS of measuring investment properties at its fair value, which has led us to consider P/RNAV ratio as the primary measure and consider other valuation ratios such as EV/EBITDA, P/E and P/B multiples as less relevant.

We note the following accounting treatment for investment properties in different jurisdictions:

(i) China: adopts IFRS conventions where investment properties are measured at fair value, taking into account periodic changes in the fair value of the investment properties;

(ii) Japan: under Japan GAAP, investment properties are measured at cost and are not revalued to market value;

(iii) US: under US GAAP, investment properties are measured at cost and are not revalued to market value; and

(iv) Brazil: adopts IFRS conventions where investment properties are measured at fair value, taking into account periodic changes in the fair value of the investment properties.

We note that GLP utilises SFRS for its financial reporting purposes, including the reporting of its pro-rata asset values (including completed portfolio) by country.

As such, we have applied the P/RNAV valuation ratios to GLP's Japan and US pro-rata RNAV, as applying the P/B valuation ratio would be an incomparable measure of the fair value of GLP's Japan and US completed portfolio.

In the absence of RNAVs from research analysts for the Selected Industrial Logistics Real Estate Operators for China and Brazil, we have considered using the P/B valuation ratio to GLP's China and Brazil pro-rata RNAV as possible value markers for GLP's China and Brazil completed portfolio but have refrained from doing so as these Selected Industrial Logistics Real Estate Operators for China and Brazil trade below or close to their book values (P/B of 0.7x for China and P/B of 1.0x for Brazil). Instead, we have chosen the RNAV of GLP's Completed Portfolio for assets in China and Brazil as the valuation for the respective assets in China and Brazil. We do so because these are completed properties, which values are based on independent external valuers and the Company's internal valuation as reported in the GLP Supplementary Information Pack as of 30 June 2017, and thus we assume such completed properties should not be valued at below its book value given that its valuation is up to date.

We summarise the valuation multiples applied to GLP's Completed Portfolio by country:

(i) China: P/RNAV of 1.0x was used as the basis for valuation, as P/B of Selected Industrial Logistics Real Estate Operator in China trades at P/B of 0.7x;

(ii) Japan: P/RNAV range of 1.0x – 1.2x based on Selected Industrial Logistics Real Estate Operators in Japan;

(iii) US: P/RNAV range of 1.0x – 1.1x based on Selected Industrial Logistics Real Estate Operators in the US; and

(iv) Brazil: P/RNAV of 1.0x was used as the basis for valuation, as P/B of Selected Industrial Logistics Real Estate Operator in Brazil trades at P/B of 1.0x.

Table 14: Implied Valuation of Completed Portfolio

(in US$ million)

Implied Valuation of Completed Portfolio	China	Japan	US	Brazil	Total
Completed Portfolio pro-rata interest RNAV	4,887	1,182	676	637	7,382
Applied P/RNAV Multiple Range:					
Lower bound	1.0x	1.0x	1.0x	1.0x	
Upper bound	1.0x	1.2x	1.1x	1.0x	
Lower bound equity value of Completed Portfolio	4,887	1,182	676	637	7,382
Upper bound equity value of Completed Portfolio	4,887	1,418	744	637	7,686
Fully diluted number of Shares outstanding(1)	4,472	4,742	4,742	4,742	4,742
Lower bound implied equity value of Completed Portfolio (US$ per Share)	1.03	0.25	0.14	0.13	1.56
Upper bound implied equity value of Completed Portfolio (US$ per Share)	1.03	0.30	0.16	0.13	1.62

Source: GLP Supplementary Information Pack.

(1) Based on the fully diluted share capital comprising 4,741,935,340 Shares.

Based on GLP's Completed Portfolio pro-rata RNAV for China and Brazil, and the low to high P/RNAV range of Selected Industrial Logistics Real Estate Operators in Japan and the US applied to GLP's Completed Portfolio pro-rata RNAV for Japan and the US, the implied valuation of the Completed Portfolio ranges from approximately US$7,382 million to US$7,686 million as set out above in Table 14.

We wish to highlight that the Selected Industrial Logistics Real Estate Operators are not exhaustive and may not be directly comparable with the Completed Portfolio of the Company. We note that the companies differ from the Company in terms of, *inter alia*, capital structure, business mix, size of operations, geographical operations, financial performance, risk profile, growth profile, future prospects, accounting policies and other relevant criteria which can render certain trading multiples analyses to be less meaningful. Accordingly, the above comparison with the Selected Industrial Logistics Real Estate Operators is for illustrative purposes only and may not be directly comparable to the Company.

We further wish to highlight that underlying financial data used to calculate the valuation multiples in our analysis have been extracted from Bloomberg, Factset, Capital IQ, SNL, published financial statements and annual reports and research analyst reports of the Selected Industrial Logistics Real Estate Operators as of the IFA Reference Date. We make no representations or warranties, express or implied, on the accuracy or completeness of such information.

7.11.3 Development Portfolio and Land

GLP's Development Portfolio and Land comprise approximately 7.0 million square metres (on a pro-rata basis) of properties spanning China, Japan, the US and Brazil and includes properties under development or being repositioned, and land held for future development.

We note that GLP's investment property portfolio (including properties under development and land held for development) are based on independent external valuers and the Company's internal property valuation as reported in the GLP Supplementary Information Pack as of 30 June 2017.

For the Development Portfolio and Land, we assume their carrying values based on the GLP Supplementary Information Pack as the basis for their valuation.

We note that assets within the Development Portfolio and Land are subject to development risks among other factors and that the expected profits and cash flows from these assets will only be realised over a number of years in the future. As such, we have chosen to value these assets based on their carrying value in the absence of additional information pertaining to the timing and certainty of future profits and cash flows.

We have not applied earnings based multiples such as EV/EBITDA and P/E as the related metrics (EBITDA or Net Income) are not publicly available for the Development Portfolio and Land segment. We have also not applied P/B and P/RNAV multiples as there are limited comparable publicly traded companies or comparable precedent transactions making it difficult to quantify an appropriate premium or discount to carrying value or RNAV to such development assets.

We set out the carrying value of assets under the Development Portfolio and Land segment of approximately US$2,210 million as set out in Table 15.

Table 15: **Carrying Value of the Development Portfolio and Land**[1]
(in US$ million)

Development Portfolio and Land	China	Japan	US	Brazil	Total
Properties under development or being repositioned[2]	873	518	-	32	1,424
Land held for future development[3]	454	200	39	92	786
Development Portfolio and Land pro-rata carrying value	**1,328**	**719**	**39**	**124**	**2,210**
Fully diluted number of Shares outstanding[4]	4,742	4,742	4,742	4,742	4,742
Implied equity value (US$ per Share)	**0.28**	**0.15**	**0.01**	**0.03**	**0.47**

Source: GLP Supplementary Information Pack.

(1) The relevant country specific pro-rata balance sheet figures for China, Japan and Brazil as of the GLP Supplementary Information Pack were converted into their respective local currency equivalents as of the 30 June 2017 foreign currency rates, and converted back into their respective US$ figures as of the IFA Reference Date, so as to adjust for any foreign currency fluctuations from 30 June 2017 to the IFA Reference Date.

(2) Based on GLP's pro-rata segmental reporting for its properties under development or being repositioned portfolio by geography for China, Japan, the US and Brazil as of 30 June 2017. Properties under development or being repositioned consist of four sub-categories of properties: (i) properties where development has commenced; (ii) logistics facilities that are being converted from bonded logistics facilities to non-bonded logistics facilities; (iii) logistics facilities which are undergoing more than 3 months of major renovation; (iv) logistics facilities which will be upgraded for a different use.

(3) Based on GLP's pro-rata segmental reporting for land held for future development by geography China, Japan, the US and Brazil as of 30 June 2017. Land held for future development includes land and properties held for sale.

(4) Based on the fully diluted share capital comprising 4,741,935,340 Shares.

We have placed sole reliance on publicly available information provided by the Company and do not assume any responsibility to inquire about the bases of such valuations or if the contents thereof have been prepared in accordance with all applicable legal and regulatory requirements, including Rule 26 of the Code. In relying on the financial analyses as reported in the GLP Supplementary Information Pack, we have assumed, *inter alia*, that they have been reasonably prepared based on the financial statements of the Company to which such analyses relate. We express no view as to such analyses or the assumptions on which they were based. Evercore has not independently verified (nor have we assumed responsibility or liability for independently verifying) or ascertained and makes no representations or warranties, express or implied, on the accuracy or completeness or adequacy of such information.

7.11.4 Fund Management

GLP is one of the world's largest real estate fund managers with assets under management of US$39 billion. GLP's Fund Management segment holds real estate assets in partnership with global investors and receives asset and property management fees, development, acquisition/divestment and performance fees.

We have conducted our analysis on the basis of P/E as the key parameter, and applied a net income margin to the annualised management fees of the Fund Management segment of US$190 million[1]. The net income margin range for selected listed companies (the **"Selected Fund Management Companies"**) and the selected transaction involving the acquisition of ARA Asset Management (the **"Core Singapore Fund Management Precedent Transaction"**) is 26.9 per cent. – 56.2 per cent.

[1] Comprises 4Q 2017 and 1Q2018 fund management fees annualised to include fund management income from GLP USIP III from January 2017.

We considered the valuation ratios of Selected Fund Management Companies principally engaged in fund management and which are in our opinion, broadly comparable to the Fund Management segment of the Company. A summary profile of the Selected Fund Management Companies is set out below:

Brief Description of the Selected Fund Management Companies

Company	Company Description	Market Cap. (US$ million)
Blackstone	• Listed on the New York Stock Exchange and headquartered in the US. • Manages equity, fixed income and alternative investments and provides financial advisory services. • Fees generated from real estate-related investments represented 43 per cent. of revenue in FY2016.	41,327
Cohen & Steers	• Listed on the New York Stock Exchange and headquartered in the US. • Primarily manages equity, fixed income, multi-asset and commodity. • Fees generated from investment advisory represented 100 per cent. of revenue in FY2016. • Real estate-related assets under management represented 67 per cent. of total assets under management in FY2016.	2,036

Table 16: Selected Fund Management Companies(1), (2)

Company	Note	Lcl. Currency	Share Price (Lcl. Curr.)	Market Cap (US$ mm)	LTM P/E	Net Income Margin (%)
Blackstone	(3)	US$	34.46	41,327	14.6x	47.1%
Cohen & Steers	(4)	US$	43.98	2,036	20.5x	26.9%
				Mean	**17.6x**	**37.0%**
				Median	**17.6x**	**37.0%**
				Minimum	**14.6x**	**26.9%**
				Maximum	**20.5x**	**47.1%**

Source: Company Filings.

(1) Market capitalisation is calculated based on share price from Capital IQ as of the IFA Reference Date, multiplied by the fully diluted shares outstanding of the relevant company and foreign exchange rates derived from Capital IQ. Enterprise value is the sum of the relevant company's market capitalisation, preferred equity, minority interests, short and long term debt less its cash and cash equivalents.

(2) Net income excludes interest expense, accrued performance fees and carried interest and adjusted for one-off and extraordinary items per the footnotes below. Revenue excludes accrued performance fee and carried interest.

(3) Financial information reflects data for the LTM ended 30 September 2017. Net income includes income to The Blackstone Group and income to non-controlling interests in Blackstone Holdings. Net income has been adjusted for financing expense, unrealised carried interest, unrealised investment income, unrealised carried interest expense and unrealised incentive fees. 4.8 per cent. effective tax rate has been applied to net income adjustments. Market capitalisation calculation includes number of common units outstanding and number of Blackstone Holdings Partnership Units.

(4) Financial information reflects data for the LTM ended 30 September 2017. Net income has been adjusted for other gains, loss from available for sale investments, trading investments and seed investments. As company did not disclose interest expense, interest expense has not been adjusted. 36.4 per cent. effective tax rate has been applied to net income adjustments.

We wish to highlight that the Selected Fund Management Companies are not exhaustive and they differ from GLP's Fund Management segment in terms of, *inter alia*, size of operations, composition of business activities, asset base, geographical spread, track record, financial performance, operating and financial leverage, risk profile, liquidity, accounting policies, future prospects and other relevant criteria which can render certain trading multiples analyses to be less meaningful. Accordingly, the above comparison with the Selected Fund Management Companies is for illustrative purposes only and may not be directly comparable to the Company.

We wish to further highlight that underlying financial data used to calculate the valuation multiples in our analysis have been extracted from Bloomberg, Factset, Capital IQ, published financial statements and annual reports and research analyst reports of the Selected Fund Management Companies as of the IFA Reference Date. We make no representations or warranties, express or implied, on the accuracy or completeness of such information.

We have also reviewed the Core Singapore Fund Management Precedent Transaction involving the acquisition of ARA Asset Management.

The summary description of the targets selected for our analysis is set out below.

Brief Description of the Target Company

Date	Target	Company Description	Country
Core Singapore Fund Management Precedent Transaction			
4 Aug 16	ARA Asset Management	• Integrated real estate fund manager focused on the management of REITs and private real estate funds in Asia, with approximately S$36 billion in assets under management	Singapore

Table 17: Core Singapore Fund Management Precedent Transaction

Date	Acquiror	Target	Note	Equity Value (US$ mm)	P/LTM Earnings	Net Income Margin
Core Singapore Fund Management Precedent Transaction						
04-Aug-16	AVIC Trust; Warburg Pincus	ARA Asset Management	(1)	1,775	21.0x	56.2%

Source: Company Filings.

(1) Enterprise value of ARA Asset Management is based on the offer price of S$1.78 per share for the fully diluted shares outstanding as of 21 February 2017 as reported in the scheme document. Financial information for ARA Asset Management reflects data for LTM ended 30 June 2016. Earnings have been adjusted for non-recurring items including gain on disposal of plant, property and equipment, foreign exchange losses, gain or loss on fair valuation of financial asset, impairment on available-for-sale financial assets and gain on disposal of investments.

The selected precedent transaction is provided for illustrative purposes only. The selected precedent transaction and target company may not be directly comparable with the acquisition of the GLP's Fund Management segment, and may vary in terms of, *inter alia*, capital structure, business mix, size of operations, geographical operations, financial performance, risk profile, growth profile, future prospects, accounting policies and other relevant criteria. Accordingly, the above precedent transactions may not provide a meaningful basis for valuation comparison.

We further wish to highlight that the underlying financial data used to calculate the valuation ratios in our analysis has been extracted from the relevant target companies' financial statements, Bloomberg, Factset, Capital IQ and other relevant information

sources. The IFA makes no representations or warranties, express or implied, on the accuracy or completeness of such information.

Table 18: Valuation of the Fund Management Segment

(in US$ million)

Fund Management		
Annualised 4Q2017 and 1Q2018 Fund Management fees (revenue)(1)		190
Non-GLP share of Fund Management segment AUM(2)		69.5%
External Fund Management fees (revenue)		132
Net income margin(3)		50.0%
Estimated net income		66
	Lower Bound	**Upper Bound**
P/Annualised Earnings multiple(4)	15.0x	20.0x
Total equity value of Fund Management segment	990	1,321
Fully diluted number of shares outstanding(5)	4,742	4,742
Implied equity value (US$ per Share)	0.21	0.28

Source: GLP Supplementary Information Pack.

(1) 4Q 2017 and 1Q2018 fund management fees annualised to include fund management income from GLP USIP III from January 2017.

(2) Average of GLP's co-investment stake of 30.6 per cent. held in 4Q 2017 and GLP's co-investment stake of 30.4 per cent. held in 1Q 2018.

(3) GLP annual report 2015 discloses that the net income margin is approximately 50%. The net income margin range for the Selected Fund Management Companies and the Core Singapore Fund Management Precedent Transaction is 26.9 per cent. – 56.2 per cent.

(4) The P/E range for the Selected Fund Management Companies and the Core Singapore Fund Management Precedent Transaction is 14.6x – 20.5x.

(5) Based on the fully diluted share capital comprising 4,741,935,340 Shares.

In our analysis of valuing the Fund Management segment, we have taken into consideration that as of 30 June 2017, GLP holds an effective co-investment stake of 30.4 per cent. in the Fund Management segment. We have adjusted the annualised Fund Management fees to reflect only the fees generated from external investors. We noted the 26.9 per cent. – 47.1 per cent. net income margin range based on the Selected Fund Management Companies and the 56.2 per cent. net income margin based on the Core Singapore Fund Management Precedent Transaction. We also noted that GLP disclosed an approximate 50.0 per cent. net income margin for the Fund Management segment in its annual report 2015. We utilised a net income margin of 50.0 per cent. to derive an estimated annualised net income of US$66 million for the Fund Management segment. We then applied a P/E multiple range of 15.0x – 20.0x to the estimated annualised net income. Taking into account the above, the implied valuation of the Fund Management segment ranges from approximately US$990 million to US$1,321 million, as set out above in Table 18.

We also note that as estimated in GLP's 2015 annual report, GLP expects to generate a present value of potential fees and promotes of US$400 million (**"Fund Management Promote"**) at the end of the life cycle of its existing development funds. However, we were unable to obtain further disclosures around the Fund Management Promote including, the life cycle of each development fund, any changes in market conditions since 2015, the discounting factor used to derive the present value of the Fund Management Promote, and whether the Fund Management Promote have been audited or reviewed by GLP's external auditors, amongst other factors. While we note that there is potential upside value to GLP's Fund Management segment if the Fund Management Promote is included, we have adopted the conservative approach of excluding the Fund Management Promote in the absence of clarity around determining the calculations and assumptions used to derive the value of the Fund Management Promote.

We have placed sole reliance on such information provided to us by the Company and do not assume any responsibility to inquire about the bases of such valuations or if the contents thereof have been prepared in accordance with all applicable legal and regulatory requirements, including Rule 26 of the Code. In relying on the financial analyses provided to us by the management of the Company, we have assumed, *inter* alia, *that they have been reasonably prepared based on assumptions reflecting the best available estimates and judgements by management as to the estimated future cash flows referred to above. We express no view as to such analyses or the assumptions on which they were based. Evercore has not independently verified (nor have we assumed responsibility or liability for independently verifying) or ascertained and makes no representations or warranties, express or implied, on the accuracy or completeness or adequacy of such information.*

7.11.5 Listed Entities

GLP indirectly owns minority stakes in four listed entities. These four listed entities have been valued based on the current market value of GLP's pro-rata equity interests in these four listed entities as of the IFA Reference Date. We have not applied control premiums to these market values as GLP's indirect shareholding in these listed entities are minority in nature.

Based on the current market values of GLP's stakes in Listed Entities as of the IFA Reference Date, the implied valuation of the Listed Entities segment is approximately US$852 million as set out below in Table 19.

Table 19: **Valuation of Listed Entities Stakes**
(in US$ million)

Value of Listed Entities Stakes								
Value of GLP stake in Listed Chinese Securities								
	Price (LC)	**Shares (mm)**	**Mkt. Cap. (LC mm)**	**Mkt. Cap.**	**CH Stake(1)**	**Value of CH stake**	**GLP's Stake in CH**	**Value of GLP stake**
CMST Development Co., Ltd (CNY)	10.23	2,200	22,504	3,400(2)	15.5%	527	66.2%	349
Shenzhen Chiwan Petroleum Supply Base Co., Ltd. (HKD)	19.48	231	4,492	576(3)	19.9%	115	66.2%	76
Shanghai Lingang Holdings Co., Ltd				4,523	0.9%	41	66.2%	27
Foreign shares - domestically listed (US$)	*1.76*	*107*	*188*	*188*				
Domestic shares (CNY)	*28.33*	*1,013*	*28,692*	*4,335(2)*				
Value of listed Chinese securities								**452**
Value of GLP stake in Listed Japanese Securities								
			Price (LC)	**Mkt. Cap. (LC mm)**	**Shares (mm)**	**Mkt. Cap.**	**GLP stake**	**Value of GLP stake**
GLP shareholding in GLP J-REIT			117,100	334,096	2.9	2,944(4)	13.6%	400
Total Value of Listed Entities stakes								**852**
Fully diluted number of Shares outstanding(5)								**4,742**
Implied equity value (US$ per Share)								**0.18**

Source: Bloomberg, Capital IQ.

Note: Market data as of IFA Reference Date.

(1) GLP owns a 66.2% stake in China Holdco ("**CH**").

(2) Converted at a closing foreign exchange rate of US$1:RMB6.6189 as of the IFA Reference Date.

(3) Converted at a closing foreign exchange rate of US$1:HK$7.8028 as of the IFA Reference Date.

(4) Converted at a closing foreign exchange rate of US$1:JPY113.485 as of the IFA Reference Date.

(5) Based on the fully diluted share capital comprising 4,741,935,340 Shares.

We wish to highlight that the underlying financial data used to calculate the value of the Listed Entities segment has been extracted from the Company's financial statements, Bloomberg, Factset, Capital IQ and other relevant information sources. We make no representations or warranties, express or implied, on the accuracy or completeness of such information.

7.11.6 Others

The Others segment comprises intangible assets, assets classified as held for sale, cash, other assets, intercompany loans to minority interests, corporate debt, held for sale liabilities and other liabilities.

For the Others segment, we use carrying values based on the GLP Supplementary Information Pack of approximately (US$1,512 million) as the basis for valuation as set out in Table 20.

Table 20: Valuation of Others(1)

(in US$ million)

Others	Corp	China	Japan	US	Brazil	Total
Intangible Assets(2)	-	205	149	-	-	354
Assets classified as held for sale(3)	-	-	-	324	-	324
Cash and cash equivalents(4)	51	545	119	54	22	791
Other assets(5)	84	468	234	119	32	938
Intercompany loans to minority interests(6)	-	715	-	-	-	715
Corporate level loans and borrowings	(2,618)	-	-	-	-	(2,618)
Held for sale liabilities(3)	-	-	-	(177)	-	(177)
Other liabilities(7)	(58)	(1,166)	(402)	(147)	(65)	(1,838)
Total Others						**(1,512)**
Fully diluted number of Shares outstanding(8)						**4,742**
Implied equity value (US$ per Share)						**(0.32)**

Source: GLP Supplementary Information Pack.

(1) The relevant country specific pro-rata balance sheet figures for China, Japan and Brazil as of the GLP Supplementary Information Pack were converted into their respective local currency equivalents as of the 30 June 2017 foreign currency rates, and converted back into their respective US$ figures as of the IFA Reference Date, so as to adjust for any foreign currency fluctuations from 30 June 2017 to the IFA Reference Date.

(2) Includes goodwill, trademarks, non-competition and license rights attributable to GLP China, GLP Japan and Airport City Development Group.

(3) Relates to GLP's stake in GLP US Income Partners III and New Dulles Asset LLC held for sale.

(4) Includes fixed deposits, cash at bank and restricted cash deposits.

(5) Includes property, plant and equipment, deferred tax asset, receivables and other assets.

(6) Includes loans that GLP has made to CH to fund various equity instruments.

(7) Includes deferred tax liabilities, payables and other liabilities.

(8) Based on the fully diluted share capital comprising 4,741,935,340 Shares.

We have placed sole reliance on such information provided to us by the Company and do not assume any responsibility to inquire about the bases of such valuations or if the contents thereof have been prepared in accordance with all applicable legal and regulatory requirement, including Rule 26 of the Code. In relying on the financial analyses as reported in the GLP Supplementary Information Pack, we have assumed, *inter alia*, that they have been reasonably prepared based on the financial statements of the Company to which such analyses relate. We express no view as to such analyses or the assumptions on which they were based. Evercore has not independently verified (nor have we assumed responsibility or liability for independently verifying) or ascertained and makes no representations or warranties, express or implied, on the accuracy or completeness or adequacy of such information.

8 OTHER CONSIDERATIONS

8.1 Offeror's Shareholding

Paragraph 11.1(a) within **Appendix 2** to the Scheme Document states that as of the Latest Practicable Date, approximately 12.41% of the Shares are owned, controlled or have been agreed to be acquired by the Offeror Concert Parties.

8.2 Third Party Proposals

Evercore has been informed by the Independent Directors that, from the Joint Announcement Date up to the Latest Practicable Date, no competing offer for the Shares has emerged from a third party. We also note that there is no publicly available evidence of any alternative or competing offer for the Shares from any third party since the Joint Announcement Date and up to the Latest Practicable Date.

Apart from the above, any potential third party may also be discouraged from making a competing offer for the Company at a price higher than the Scheme Consideration in view of the Deeds of Undertaking. Please refer to **paragraphs 3.6** and **8.5** of this Letter for further details on the Deeds of Undertaking.

In addition, we note that the market price of the Shares had not traded above the Scheme Consideration since the Joint Announcement Date to the Latest Practicable Date and hence the present offer by the Offeror is, as at the Latest Practicable Date, the highest exit offer price for Shareholders.

8.3 Limited Conditions to the Scheme

The Acquisition is not conditional on any of the Antitrust Approvals, the approval of the Acquisition and/or the Scheme from CFIUS, the Third Party Consents and the Fund Management Consents being obtained. As a result of the above, there is a greater degree of deal certainty, due to the limited conditionality of the bid.

8.4 Delisting

The Acquisition is being proposed to be effected by way of the Scheme. As stated in the Joint Announcement, upon the Scheme becoming effective and binding in accordance with its terms, the Company will become a wholly-owned subsidiary of the Offeror, and will, subject to the approval of the SGX-ST, be delisted from the Official List of the SGX-ST.

Upon the Scheme becoming effective, it will be binding on all Shareholders, whether or not they attended or voted at the Scheme Meeting, and if they attended and voted, whether or not they voted in favour of the Scheme.

8.5 Irrevocable Undertakings

The Scheme is subject to Shareholders' approval at the Scheme Meeting, constituting a majority in number of Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Scheme Meeting.

Pursuant to the Deeds of Undertaking, the Undertaking Shareholders holding 1,730,706,817 Shares, representing 36.84 per cent. of the total number of issued Shares in the aggregate as at the IFA Reference Date, have each given an irrevocable undertaking to, *inter alia*, (a) vote in favour of the Scheme at the Scheme Meeting; and (b) (if the Offeror is entitled to and exercises the Switch Option in response to a Competing Bid and announces the Offer on

terms and conditions equal to or more favourable than such Competing Bid) without prejudice to the right of termination as set out under **paragraph 3.6(b)** of this Letter, accept, or procure the acceptance of, the Offer in respect of all the respective Undertaking Shareholders' Shares in accordance with the procedure for acceptance as prescribed in the Offer Document within five (5) Business Days from the date on which the Offeror despatches the Offer Document to the Shareholders.

Please refer to **paragraph 3.6** of this Letter for further details on the Deeds of Undertaking.

8.6 Switch Option

Pursuant to the terms of the Implementation Agreement and subject to prior consultation with the SIC, the Company has agreed and acknowledged that in the event of an Alternative Transaction, the Offeror shall have the right at its discretion to elect to proceed by way of an Offer (in lieu of proceeding by way of the Scheme). In such event, the Offeror will make the Offer on the same or better terms as those which apply to the Scheme, including at a consideration per Share which is equal to or greater than the Scheme Consideration, and conditional upon a level of acceptances as approved by the SIC. If the Offeror exercises the Switch Option, the Parties agree that (notwithstanding any provision to the contrary in the Implementation Agreement) the Implementation Agreement shall terminate with effect from the date of announcement of the Offer (other than the Surviving Provisions and the Parties' respective obligations under Clauses 4.4.1, 4.4.2 and 5.3 of the Implementation Agreement), and neither the Company nor the Offeror shall have any claim against the other under the Implementation Agreement.

8.7 Dividend

The Scheme Consideration will not be reduced or otherwise adjusted for the proposed cash dividend of S$0.06 per Share announced by the Company on 19 May 2017. The Shares went ex-dividend on 3 August 2017, and the dividend of S$0.06 per share was paid on 22 August 2017.

8.8 Material Litigation

The Independent Directors have confirmed that the Group is not engaged in any material litigation, as plaintiff or defendant, which might materially affect (whether adversely or positively) the financial position of the Group, taken as a whole, and the Directors are not aware of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings which might materially affect (whether adversely or positively) the financial position of the Group, taken as a whole.

8.9 Restrictions Following Lapse of the Scheme

Pursuant to Rule 33.1 of the Code, in the event that the Scheme does not become effective and binding in accordance with its terms, is withdrawn or lapses, save for the exercise of the Switch Option, neither the Offeror, any persons who acted in concert with it in the course of the Scheme nor any person who is subsequently acting in concert with any of them may within 12 months from the date on which the Scheme is withdrawn or lapses: (i) announce an offer or possible offer for the Company; or (ii) acquire any voting rights of the Company if the Offeror or any persons acting in concert with it would thereby become obliged under Rule 14 of the Code to make an offer.

8.10 Independent Directors' Preliminary Recommendation

The Independent Directors have provided a preliminary recommendation in the Joint Announcement that Shareholders vote in favour of the Scheme, which is reproduced as follows:

"The Independent Directors concur with the Financial Adviser's Opinion, subject to the assumptions, qualifications and limitations set forth therein. Having considered the Financial Adviser's Opinion and other factors including, inter alia, the terms of the Scheme, the preliminary recommendation of the Independent Directors, as at the Joint Announcement Date, is that Shareholders vote in favour of the Scheme."

8.11 Incorporation and Acquisition of China Companies

We note that the Company had announced on 10 October 2017 that it had (i) incorporated 2 indirect subsidiaries and 1 indirect associated company for RMB210.0 million (approximately US$31.7 million(1)), and (ii) acquired 3 indirect subsidiaries in China for RMB469.7 million (approximately US$71.0 million(1)) (the "**Incorporation and Acquisition of China Companies**"). As the impact of the Incorporation and Acquisition of China Companies on the Company does not appear to be significant, we have excluded the Incorporation and Acquisition of China Companies from our analysis.

(1) Converted at an exchange rate of US$1:RMB6.6189 as of the IFA Reference Date.

8.12 Expansion of Fund Management Platform in Europe

We note that the Company had announced on 2 October 2017 that it entered into a definitive agreement to acquire Gazeley, a premier developer, owner and operator of modern logistics facilities in Europe (the "**Gazeley Portfolio**") for approximately US$2.8 billion (€2.4 billion(1)) (the "**Gazeley Acquisition**"). The Company has indicated that the Group intends to syndicate its stake in the Gazeley portfolio as part of its long-term strategy of growing its fund management platform.

We note from the Company's announcement on 2 October 2017 titled "Acquisition of Properties in Europe" that there is no certainty of completion of the Gazeley Acquisition as completion is conditional upon customary closing conditions, and the Company's presentation on 2 October 2017 titled "GLP Expands into Europe via its Fund Management Platform" provides that the Gazeley Acquisition is expected to be completed only in December 2017. In addition, the extent to which the Gazeley Portfolio will be syndicated and the timing of the injection of the Gazeley Portfolio into the Group's Fund Management segment remains uncertain. In light of these reasons, we have excluded the Gazeley Acquisition from our analysis.

(1) Converted at an exchange rate of US$1:EUR0.847 as of 30 September 2017, reported in the Company's Announcement "Acquisition of Properties in Europe."

8.13 Divestment of Japan Properties

We note that the Company had announced on 1 September 2017 that it had completed the sale of four properties in Japan for JPY51.6 billion (approximately US$472 million(1)) (the "**Japan Properties Divestment**"). As the impact of the Japan Properties Divestment on the Company does not appear to be significant, we have excluded the Japan Properties Divestment from our analysis.

(1) Converted at an exchange rate of US$1:JPY109.26 as of 21 August 2017, reported in the Company's Announcement "GLP Continues Capital Recycling Strategy in Japan."

8.14 Issuance of RMB1.0 billion of Panda Bonds

We note that the Company had announced on 17 October 2017 that it had issued RMB1.0 billion (US$152 million(1)) of RMB-denominated bonds ("**Panda Bonds**") in China's interbank market. The bonds have a five-year tenure and an annual coupon of 4.99%. Proceeds will be used for repayment of existing debt and to fund business growth in China. As the size of the issuance does not appear to be significant(2), we have excluded the Panda Bonds from our analysis.

(1) Converted at an exchange rate of US$1:RMB6.58 as of 13 October 2017, reported in the Company's Announcement "GLP China to Issue RMB1.0 billion of Panda Bonds via China's Interbank Market."

(2) The size of the issuance is below 5% of the unaudited consolidated net tangible assets of GLP as at 30 June 2017, as reported in the Company's Announcement "GLP China to Issue RMB1.0 billion of Panda Bonds via China's Interbank Market."

9 CONCLUSION AND RECOMMENDATION

In arriving at our opinion and our advice to the Independent Directors, we have considered the financial and other information that have been made available to us, and have taken into consideration, *inter alia,* the following factors:

(i) the Acquisition is by way of a Scheme, under which if effected, each Shareholder will be entitled to receive the Scheme Consideration of S$3.38 per Share;

(ii) on the date on which the Scheme becomes effective, the Company will become a wholly-owned subsidiary of NIHLP, and will, subject to the approval of the SGX-ST, be delisted from the Official List of the SGX-ST shortly thereafter;

(iii) the Shares have adequate liquidity and broker research coverage. The historical Share prices of the Company provide a reasonable basis against which to compare the Scheme Consideration;

(iv) the Shares have never traded above S$3.00 per Share from the Unaffected Share Price Date to the Joint Announcement Date, despite the market's expectation of a potential takeover offer;

(v) the Shares have never traded above S$3.13 per Share in the history of the Company prior to the Joint Announcement Date;

(vi) the Scheme Consideration represents a premium of approximately 67.4%, 72.4%, 76.5% and 80.6% to the 1-month, 3-month, 6-month and 12-month VWAP preceding the Unaffected Share Price Date of S$2.02, S$1.96, S$1.92 and S$1.87, per Share, respectively;

(vii) the Scheme Consideration represents a premium of approximately 19.4%, 17.8%, 21.8% and 42.0% to the 1-month, 3-month, 6-month and 12-month VWAP preceding the Joint Announcement Date of S$2.83, S$2.87, S$2.78 and S$2.38, per Share respectively;

(viii) the implied P/RNAV multiple of 1.1x represented by the Scheme Consideration equals the median P/RNAV trading multiple of 1.1x of the Selected Industrial Logistics Real Estate Developers and Operators with Assets under Management;

(ix) the implied P/RNAV multiple of 1.1x represented by the Scheme Consideration equals the median P/RNAV multiple of 1.1x of the Core Selected Industrial Logistics Real Estate Developers and Operators Globally Transaction multiples;

(x) the implied premium of the Scheme Consideration resulting from the Scheme Consideration compared to the share price as of the Unaffected Share Price Date is above the overall median of the premia on Selected Precedent Take-overs in Singapore for last transacted price (22.9 per cent.), 1-month VWAP (25.0 per cent.), 3-month VWAP (28.8 per cent.), 6-month VWAP (28.2 per cent.) and 12-month VWAP (29.6 per cent.);

(xi) the Scheme Consideration represents a premium of approximately 42.6 per cent. to the median research analysts' target price prior to the Unaffected Share Price Date of S$2.37 per Share;

(xii) the Scheme Consideration represents a premium of approximately 17.8 per cent. to the median research analysts' target price prior to the Joint Announcement Date of S$2.87 per Share;

(xiii) the Scheme Consideration falls above Evercore's estimated fair market value range of S$2.85 – S$3.03 per Share, based on the Sum-of-the-parts Valuation for GLP's various business segments;

(xiv) between the Joint Announcement Date and the IFA Reference Date, 905.0 million Shares have traded on the SGX-ST at prices ranging between S$3.22 to S$3.33 per Share based on the daily closing price (accounting for approximately 19.3 per cent. of the issued capital of the Company), equivalent to a volume weighted average price per share of S$3.283, representing a discount of approximately 2.9 per cent. to the Scheme Consideration;

(xv) the Independent Directors have advised Evercore that no competing offers for the Shares have been received as of the IFA Reference Date; and

(xvi) if the Scheme is not approved, it is considered, at least in the short term, that the Shares may decline in value and trade below the Scheme Consideration.

Based upon, and subject to the foregoing, we are of the opinion that as of the IFA Reference Date, from a financial point of view, the Scheme Consideration is fair and reasonable.

Accordingly, we advise the Independent Directors to recommend Shareholders to vote in favour of the Scheme.

The Independent Directors may wish to advise Shareholders who wish to realise their investments in the Company that they can choose to sell their Shares in the open market if they can obtain a price higher than the Scheme Consideration (after deducting transaction costs) and provided there is no trading halt or suspension of the Shares on the Mainboard of the SGX-ST.

In addition, the Independent Directors may wish to highlight to Shareholders that the Scheme, when it becomes effective, will be binding on all Shareholders, whether or not they have attended or voted at the Scheme Meeting, and if they have attended and voted, whether or not they have voted in favour of the Scheme.

In rendering our opinions expressed herein, the Independent Directors should note that we did not have regard to nor took into account any general or specific investment objectives, financial situation, risk profiles, tax position or particular needs and constraints of any Shareholder or the Shareholders as a whole. As each Shareholder would have different investment objectives and profiles, the Independent Directors may wish to advise any Shareholder who may require specific advice in relation to his investment objectives or portfolio to consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

Our opinions are based on financial analyses and do not incorporate any assessment of commercial, legal, tax, regulatory or other matters. For the purposes of providing this Letter and our evaluation, from a financial point of view, of the Scheme, we have not received or relied upon any financial projections or forecasts in respect of the Company. Our opinions also do not incorporate an assessment of the price at which the Shares may trade following the success or failure of the Scheme. Such factors (including the aforesaid illustrations) are beyond the ambit of our review and do not fall within our terms of reference in connection with the Scheme.

We note that there is no certainty that the Share price will remain at current levels, including without limitation, following the close or termination of the Scheme. We also note that there is no certainty on the trading liquidity levels of the Shares. Our opinions do not take into account trading activities or patterns or price levels that may be established for the Shares after the IFA Reference Date. The Independent Directors may wish to advise Shareholders that the trading of the Shares is subject to, amongst other things, the performance and prospects of the Company, prevailing economic conditions, economic outlook, stock market conditions and sentiments.

We wish to emphasise that we have been appointed to render our opinions as of the IFA Reference Date. Our terms of reference do not require us to express, and we do not express, an opinion on the future growth prospects or returns of the Company. This Letter (which for the avoidance of doubt, includes the opinions expressed therein) is addressed to the Independent Directors for their benefit in connection with and for the purposes of their consideration of the Scheme, and for the purposes of advising on the Scheme and the Delisting in accordance with Rule 1309 of the listing manual of the SGX-ST, and should not be relied on by any other party or for any other purpose. The responsibility for providing a recommendation to the Shareholders in respect of the Scheme rests with the Independent Directors.

This Letter is governed by, and construed in accordance with the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter. No other person may use, reproduce, disseminate or quote this Letter (or any part thereof) for any purpose, except in connection with the Scheme, at any time and in any manner except with our prior written consent in each specific case.

The Independent Directors may wish to consider advising Shareholders that the opinions and advice of Evercore should not be relied upon by any Shareholder as the sole basis for deciding whether to vote in favour of or against the Scheme and the Delisting.

Yours faithfully,

For and on behalf of
EVERCORE ASIA (SINGAPORE) PTE. LTD.

Keith Magnus
Chief Executive Officer
Evercore Asia (Singapore) Pte. Ltd.
Chairman, Evercore Asia

NESTA INVESTMENT HOLDINGS LIMITED
(Incorporated in the Cayman Islands)
(Company Registration No.: 317222)

27 October 2017

To: The Shareholders of Global Logistic Properties Limited

Dear Sir/Madam

PROPOSED ACQUISITION BY NESTA INVESTMENT HOLDINGS LIMITED OF ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF GLOBAL LOGISTIC PROPERTIES LIMITED BY WAY OF A SCHEME OF ARRANGEMENT

1. INTRODUCTION

1.1 **Joint Announcement.** On 14 July 2017 (the "**Joint Announcement Date**"), the respective boards of directors of Nesta Investment Holdings Limited (the "**Offeror**") and Global Logistic Properties Limited (the "**Company**") made a joint announcement in relation to the proposed acquisition (the "**Acquisition**") of all the issued and paid-up ordinary shares in the capital of the Company (the "**Shares**") (excluding treasury Shares) by the Offeror.

The Acquisition will be effected by the Company by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers (the "**Code**").

1.2 **Implementation Agreement**. In connection with the Acquisition, the Offeror and the Company (each, a "**Party**" and collectively, the "**Parties**") have on the Joint Announcement Date entered into an implementation agreement (the "**Implementation Agreement**") setting out the terms and conditions on which the Offeror and the Company will implement the Scheme.

1.3 **Scheme Document**. This Letter from the Offeror (the "**Offeror's Letter**") to the shareholders of the Company (the "**Shareholders**") should be read and construed together with, and in the context of, the scheme document dated 27 October 2017 (the "**Scheme Document**") issued by the Company to the Shareholders containing details of the Scheme.

1.4 **Terms and References.** Unless otherwise stated, terms and references used but not defined in this Offeror's Letter shall have the same meanings and construction as defined in the Scheme Document.

If you are in any doubt about this Offeror's Letter or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

2. THE SCHEME

2.1 **The Acquisition.** The Acquisition will be effected by way of the Scheme. The Scheme will involve, amongst other things, the following:

(a) upon the Scheme becoming effective and binding in accordance with its terms, all the Shares held by the Entitled Shareholders will be transferred to the Offeror:

(i) fully paid-up;

(ii) free from all Encumbrances; and

(iii) 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 dividends, rights and other distributions (if any) declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date (except for the FY2017 Dividend). If any dividend, right or other distribution (other than the FY2017 Dividend) is declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration (as defined below) by the amount of such dividend, right or distribution; and

(b) in consideration for such transfer, each of the Entitled Shareholders (other than the Relevant Shareholders (as defined in **paragraph 8.3** below)) will be entitled to receive **S$3.38 in cash for each Share** (the "**Scheme Consideration**") held by such Entitled Shareholder as at the Books Closure Date.

The Scheme will also be extended to all Shares unconditionally issued or delivered pursuant to the valid vesting of any outstanding Awards on or prior to the Books Closure Date.

2.2 **Scheme Conditions.** The Scheme is conditional upon the satisfaction (or, where applicable, the waiver) of certain conditions precedent to the implementation of the Scheme (the "**Scheme Conditions**"). Additional information on the Scheme Conditions is set out in **paragraph 8** of the Explanatory Statement. A list of the Scheme Conditions is set out in **Appendix 7** to the Scheme Document. The Scheme will only come into effect if all the Scheme Conditions have been satisfied (or, where applicable, waived) in accordance with the Implementation Agreement by 14 April 2018, being the date falling nine (9) months from the date of the Implementation Agreement (or such other date as may be agreed in writing between the Offeror and the Company).

2.3 **Approvals Required.** The Scheme will require, *inter alia*, the following approvals:

(a) the approval of the Scheme by a majority in number of Shareholders present and voting, either in person or by proxy, such majority holding not less than three-fourths in value of the Shares voted at the meeting of the Shareholders to be convened at the direction of the Court for the purpose of considering and, if thought fit, approving the Scheme (including any adjournment thereof) (the "**Scheme Meeting**"); and

(b) the sanction of the Scheme by the Court.

2.4 **Delisting.** Upon the Scheme becoming effective and binding in accordance with its terms, the Company will become a wholly-owned subsidiary of the Offeror, and will, subject to the approval of the SGX-ST, be delisted from the Mainboard of the SGX-ST.

An application was made to seek approval from the SGX-ST to delist the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms. The SGX-ST has, on 6 October 2017, advised that it has no objection to the Company's application to delist from the Official List of the SGX-ST, subject to:

(a) compliance with the SGX-ST's listing requirements;

(b) approval of the Scheme by a majority in number of Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority holding not less than three-fourths in value of the Shares voted at the Scheme Meeting; and

(c) the Court's approval being obtained for the Scheme.

The above decision of the SGX-ST is not to be taken as an indication of the merits of the Scheme, the delisting of the Company from the Official List of the SGX-ST, the Company, its subsidiaries and/or their securities.

As at the Latest Practicable Date, the Senior Notes issued by the Company pursuant to its US$2,000,000,000 Euro Medium Term Note Programme are outstanding and listed on the SGX-ST.

An application was also made to seek confirmation from the SGX-ST that the proposed delisting of the Company from the SGX-ST will not affect the listing of the Senior Notes and the Senior Notes will remain listed on the SGX-ST. The SGX-ST has, on 9 October 2017, provided such confirmation.

2.5 **Switch Option.** Pursuant to the terms of the Implementation Agreement and subject to prior consultation with the SIC, the Company has agreed and acknowledged that in the event of an Alternative Transaction, the Offeror shall have the right at its discretion to elect to proceed by way of a voluntary conditional cash offer made for or on behalf of the Offeror to acquire all of the Shares (excluding treasury Shares) on the terms and subject to the conditions which will be set out in the offer document (the "**Offer Document**") issued for or on behalf of the Offeror (the "**Offer**") (in lieu of proceeding by way of the Scheme) (the "**Switch Option**").

In such event, the Offeror will make the Offer on the same or better terms as those which apply to the Scheme, including at a consideration per Share which is equal to or greater than the Scheme Consideration, and conditional upon a level of acceptances as approved by the SIC. If the Offeror exercises the Switch Option, the Parties have agreed that (notwithstanding any provision to the contrary in the Implementation Agreement) the Implementation Agreement shall terminate with effect from the date of announcement of the Offer (other than certain Surviving Provisions and the Parties' respective obligations under Clauses 4.4.1, 4.4.2 and 5.3 of the Implementation Agreement), and neither the Company nor the Offeror shall have any claim against the other under the Implementation Agreement.

2.6 **Effect of Termination.** In the event of termination of the Implementation Agreement by either the Company or the Offeror pursuant to Clause 7 of the Implementation Agreement, the Implementation Agreement shall terminate (except for the Surviving Provisions) and there shall be no other liability on any Party.

2.7 **Consultation with SIC.** In the event either 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 Party.

3. RATIONALE FOR THE ACQUISITION AND FUTURE PLANS FOR THE COMPANY

3.1 **Opportunity for Shareholders to Realise their Investment at an Attractive Premium.** The Acquisition represents an opportunity for Shareholders to realise their investments in the Company for a cash consideration at a premium of 81%, 76%, 72% and 67% over the 12-month, 6-month, 3-month and one-month volume weighted average price ("**VWAP**") of the Shares prior to the last trading day immediately before the Strategic Review Announcement Date. The Scheme Consideration also represents a premium of 8% over the all-time high closing price of the Shares on both 24 October 2013 and 15 November 2013.

3.2 **Acquisition represents a Unique Opportunity for the Offeror.** The Acquisition represents a unique opportunity for the Offeror to invest in a company with an exceptional worldwide logistics real-estate platform. After the Acquisition is completed, the Offeror believes privatisation will allow the Company to expand its leadership position in the modern logistics space, without the expenses and short term focuses of being a listed company, and channel its resources and management bandwidth to its business operations.

3.3 **Future Plans.** The Offeror intends to continue the businesses and operations of the Group in their present form and to steer the Group towards further growth. The Offeror recognises the importance of continuity of management of the Group and will therefore be retaining the existing management team of the Company headed by Mr. Ming Z. Mei ("**MZM**"), the Chief Executive Officer of the Company, following completion of the Acquisition.

The Offeror intends to work with the Company to continue expanding its platform as a global logistics provider. Each member of the Consortium has a good understanding of the different elements of the logistics ecosystem and will be able to add value to the Company's platform. With its access to a strong capital base and the strength and expertise of the members of the Consortium, the Offeror will be able to strengthen the Group's global leadership position by:

(a) creating a logistics ecosystem that utilises the latest technology and data to provide solutions for the Group's customers; and

(b) actively building upon the Group's fund management platform in existing and new markets and extending partnerships with leading global institutional investors. Such growth initiatives may include establishing a new China income fund, continuing to sell assets to the J-REIT and potentially expanding into Europe.

The Offeror currently has no intention of (i) making material changes to the existing businesses of the Group, (ii) re-deploying the fixed assets of the Group, or (iii) discontinuing the employment of the existing employees of the Group. However, the directors of the Offeror retain the flexibility at any time to consider any options and opportunities which may present themselves and which they may regard to be in the interests of the Offeror and/or the Group.

4. FINANCIAL EVALUATION OF THE SCHEME CONSIDERATION

The Scheme Consideration for each Share is **S$3.38 in cash**.

The figures set out in this **paragraph 4** are based on data extracted from Bloomberg as at 12 July 2017, being the last full trading day immediately prior to the Joint Announcement Date.

The implied premium of the Scheme Consideration over the relevant closing prices and the VWAP of the Company and the Net Asset Value per Share is as follows:

	Share Price (S$)	Premium to Share Price (%)[7]
12-month VWAP to 30 November 2016[1]	1.87	81
6-month VWAP to 30 November 2016[1]	1.92	76
3-month VWAP to 30 November 2016[1]	1.96	72
1-month VWAP to 30 November 2016[1]	2.02	67
Closing price on 30 November 2016[1]	2.06	64
Closing price on 12 July 2017[2]	2.70	25
All-time high closing price on 24 October 2013 and 15 November 2013[3]	3.13	8
Net Asset Value Per Share as of 31 March 2017[4]	2.60	30
Net Asset Value Per Share as of 30 June 2017[5]	2.60	30
Analyst target price[6]	2.78	22

Notes:

(1) Being the last trading day immediately prior to the Strategic Review Announcement Date.

(2) Being the last full trading day immediately prior to the Joint Announcement Date.

(3) The highest closing price of the Shares, prior to the Joint Announcement Date, since the Company's listing on the SGX-ST on 18 October 2010, i.e. the closing price of S$3.13 per Share on 24 October 2013 and 15 November 2013.

(4) Based on 4,687,009,190 Shares outstanding (excluding treasury Shares) as at 31 March 2017 and assuming the exchange rate of US$1 = S$1.40 as at 31 March 2017.

(5) Based on 4,697,316,190 Shares outstanding (excluding treasury Shares) as at 30 June 2017 and assuming the exchange rate of US$1 = S$1.38 as at 30 June 2017.

(6) Average analyst 12-month target price as of 12 July 2017, based on analyst recommendations updated over the prior three (3) months. Target price range is S$1.72 – S$3.06 (Source: Bloomberg).

(7) Rounded to the nearest whole number.

Moreover, if a Shareholder had invested in the Company during its initial public offering, he would realise a 9.2% annualised return on his investment if the Scheme is successful.[1]

5. INFORMATION RELATING TO THE COMPANY

5.1 Incorporation and Listing. The Company was incorporated in Singapore on 28 August 2007 and was listed on the Mainboard of the SGX-ST on 18 October 2010.

5.2 Principal Activities. The Group is the leading provider of modern logistics facilities in China, Japan, US and Brazil. The Group's portfolio of 55.8 million square meters (601 million square feet) is strategically located across 118 cities, forming an efficient logistics network serving more than 4,000 customers. The Group is dedicated to improving supply chain infrastructure for the world's most dynamic manufacturers, retailers and third party logistics companies. Domestic consumption is a key driver of demand for the Group. Additional information on the Company is set out in **Appendix 3** to the Scheme Document.

5.3 Material Changes in the Financial Position of the Company. Save for the information of the Company which is publicly available (including, without limitation, announcements which are released by the Company on SGXNET), save as disclosed in the Scheme Document, and save for the costs and expenses incurred or to be incurred in connection with the Acquisition and the Scheme, there has not been, to the knowledge of the Offeror, any material change in the financial position or prospects of the Group since 31 March 2017, being the date of the last balance sheet laid before the Shareholders in a general meeting.

5.4 Transfer Restrictions. The Constitution of the Company does not contain any restrictions on the right to transfer the Shares in connection with the Acquisition or the Scheme.

6. INFORMATION RELATING TO THE OFFEROR

6.1 Principal Activities. The Offeror is a special purpose vehicle incorporated under the laws of the Cayman Islands on 16 November 2016 for the purpose of the Acquisition. The Offeror has not carried on any business since its incorporation, except to enter into certain arrangements in connection with the Acquisition and the Scheme.

6.2 Share Capital. As at the Latest Practicable Date, the Offeror has one (1) ordinary share issued and outstanding, which is held by Nesta Investment Holdings MidCo Limited ("**MidCo**").

[1] Assuming that such Shareholder re-invested all net cash dividends received over time into Shares, including the proposed FY2017 Dividend of S$0.06 per Share announced on 19 May 2017 and paid on 22 August 2017, and exits the investment at S$3.38 per Share on 14 April 2018, being the Long Stop Date.

6.3 **Directors of the Offeror.** The relevant information of the directors of the Offeror as at the Latest Practicable Date is set out below:

Name	Address	Designation
Mr. Ming Z. Mei	Rm 2708 Azia Center, No 1233 Lujiazui Rd Pudong, Shanghai China 200121	Director
Mr. Chen Yi	c/o No. 7 Financial Street 203-205, Winland Building, Beijing, People's Republic of China	Director
Mr. Colm O'Connell	c/o 50 Raffles Place, #34-02A Singapore Land Tower, Singapore 048623	Director

6.4 **Financial Information of the Offeror.** As the Offeror was incorporated on 16 November 2016 for the purpose of the Acquisition, no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date for inclusion in this Offeror's Letter.

As no audited financial statements of the Offeror have been prepared to date, there are no significant accounting policies to be noted.

6.5 **Material Changes in Financial Position.** Save as a result of the financing of the Acquisition and the Scheme, as at the Latest Practicable Date, there has been no known material change in the financial position of the Offeror since the date of its incorporation.

7. INFORMATION RELATING TO THE CONSORTIUM

7.1 **Consortium Members.** The Offeror is a wholly-owned subsidiary of MidCo. MidCo is a wholly-owned subsidiary of Nesta Investment Holdings TopCo Limited, which is in turn wholly-owned by Nesta Investment Holdings, L.P. ("**NIHLP**"), an exempted limited partnership organised under the laws of the Cayman Islands. NIHLP is owned by a consortium (the "**Consortium**") comprising:

(a) HOPU Logistics Investment Management Co., Ltd. and its affiliates and entities managed or advised by them (collectively, "**HOPU**");

(b) Hillhouse Capital Logistics Management, Ltd. and its affiliates and entities managed or advised by them (collectively, "**Hillhouse Capital**");

(c) SMG Eastern Limited ("**SMGEL**") and its affiliates and entities managed or advised by them ("**SMG**", and collectively with HOPU and Hillhouse Capital, the "**Sponsors**" and each, a "**Sponsor**");

(d) Bank of China Group Investment Limited and its affiliates (collectively, "**BOCGI**"); and

(e) Vanke Real Estate (Hong Kong) Company Limited ("**VREHK**") and its affiliates (collectively, "**Vanke**", and together with BOCGI, the "**Co-Investors**" and each, a "**Co-Investor**").

In return for the capital contributions to be made by each Consortium member directly in NIHLP in respect of which such Consortium member will receive limited partnership interests in NIHLP (the "**NIHLP Interests**"), such Consortium member will also hold a corresponding ownership interest in the Class A ordinary shares (the "**Class A Shares**") of Nesta Investment Holdings GenPar Limited ("**NIHGP**"), an exempted company with limited liability incorporated under the laws of the Cayman Islands and the general partner of NIHLP.

It is anticipated that each Consortium member will take a direct stake in the NIHLP Interests and a corresponding direct stake in Class A Shares in the following proportion as at the close of the Acquisition:

Consortium members	Proportion (%)
HOPU	21.3
Hillhouse Capital	21.2
SMG	21.2
BOCGI	15.0
Vanke	21.4
Total	100(1)

Note:

(1) Figure rounded to the nearest whole number.

7.2 **HOPU.** Established by Mr. Fang Fenglei ("**FFL**") in 2008, HOPU is a leading China-based private equity investment firm with offices in Beijing, Hong Kong, and Singapore. The firm has strong relationships with sovereign wealth funds, pension funds and institutional investors in Asia Pacific, Americas, Europe, and the Middle East. HOPU invests across a broad range of industries, including consumer, natural resources, logistics, technology, agribusiness, life sciences and financial services. To date, HOPU has managed approximately US$8.5 billion through multiple funds, and has generated transactions amounting to US$33 billion in deal size. As at the Latest Practicable Date, HOPU entities, Khangai Company Limited ("**Khangai**") and HOPU Fund Management Company Limited ("**HFMC**"), own or control an aggregate of 74,421,492 Shares, representing 1.58 per cent. of the total number of issued Shares[2].

7.3 **Hillhouse Capital.** Founded in 2005, Hillhouse Capital is a global firm of investment professionals and operating executives who are focused on building and investing in high quality business franchises that achieve sustainable growth. Independent proprietary research and industry expertise, in conjunction with world-class operating and management capabilities, are key to Hillhouse Capital's investment approach. Hillhouse Capital partners with exceptional entrepreneurs and management teams to create value, often with a focus on enacting technological transformation and innovation. Hillhouse Capital invests in the consumer, technology, media and telecommunications, healthcare, advanced manufacturing, financials and business services sectors in companies across all equity stages. Hillhouse Capital and its group members manage more than US$30 billion in assets on behalf of institutional clients such as university endowments, foundations, sovereign wealth funds, and family offices. As at the Latest Practicable Date, Hillhouse Capital entities, Gaoling Fund, L.P. ("**Gaoling**") and YHG Investment, L.P. ("**YHG**"), own or control an aggregate of 396,496,600 Shares, representing 8.44 per cent. of the total number of issued Shares.

7.4 **SMG.** SMGEL is an entity wholly owned by MZM, the Chief Executive Officer and Executive Director of the Company. As at the Latest Practicable Date, MZM has interests in Shares and outstanding PSP Awards and RSP Awards as disclosed in **paragraph 11.1(a)** below.

7.5 **BOCGI.** Incorporated in Hong Kong in 1984, BOCGI is the financial service investment arm of Bank of China Limited, specialising in corporate equity investments. BOCGI invests in Hong Kong, China, and overseas, and focuses mainly on Bank of China Limited's key customers, target clients, and strategic partners. BOCGI puts emphasis on enterprises that are leaders in

2 In this Offeror's Letter, unless otherwise stated, all references to the total number of issued Shares shall be to 4,697,322,190 Shares (excluding 147,043,032 treasury Shares) as at the Latest Practicable Date.

their respective industries, along with those that demonstrate a prominent competitive edge, strong track record, and sound corporate governance. BOCGI seeks to invest in the energy, logistics, transportation, real estate and hotel, industry and manufacturing, financial services, and communication sectors.

7.6 **Vanke.** Established in 1984, Vanke is a leading real estate company headquartered in Shenzhen. It develops residential properties, as well as other retail and industrial properties for urban auxiliary purposes. In 2016, Vanke realised a sales amount of RMB364.77 billion. Vanke offers property services in China in 65 large and medium-sized cities with a total of over 1,800 service projects, more than 356 million square metres of contractual area, and 10.75 million users served. Vanke is dual-listed on the Shenzhen and Hong Kong Stock Exchanges. It conducts investment, financing, and property development activities outside of China through offshore management platforms, including VREHK.

8. CONSORTIUM ARRANGEMENTS

8.1 **Consortium Term Sheet.** The Consortium members have entered into a consortium term sheet (the "**Consortium Term Sheet**") to regulate the conduct of the Consortium for the purposes of the Acquisition. Pursuant to the Consortium Term Sheet, the Consortium members have established a steering committee (the "**Steering Committee**") comprising one (1) representative from each Sponsor. The Steering Committee will be responsible for and shall have the authority to bind the Offeror in respect of all matters relating to the Acquisition and the conduct of the Acquisition, subject to and in accordance with the terms of the Consortium Term Sheet. All decisions of the Steering Committee relating to the Acquisition shall be taken by unanimous approval of all of the Steering Committee members. Each of the Co-Investors will be entitled to nominate one (1) representative to attend and observe meetings of the Steering Committee as an observer but such observer shall not be entitled to vote on any decision of the Steering Committee.

8.2 **NIHGP Shareholders' Agreement.** The Consortium members and NIHGP have entered into a shareholders' agreement (the "**NIHGP Shareholders' Agreement**") in respect of the post-Acquisition shareholding and governance arrangements in respect of NIHGP. Pursuant to the terms of the NIHGP Shareholders' Agreement:

(a) **Board of Directors.** The board of directors of NIHGP (the "**NIHGP Board**") shall at all times consist of not more than 11 directors to be designated as follows:

(i) one (1) director, who shall act as chairman of the NIHGP Board, designated by the Sponsors on a rotational basis;

(ii) two (2) directors designated by HOPU;

(iii) two (2) directors designated by Hillhouse Capital;

(iv) two (2) directors designated by SMG;

(v) two (2) directors designated by BOCGI; and

(vi) two (2) directors designated by Vanke,

provided, however, that each Co-Investor shall only be entitled to designate two (2) directors for so long as it holds no less than 15 per cent. of the outstanding Class A Shares and one (1) director for so long as it holds no less than 10 per cent. of the outstanding Class A Shares. Each director may be replaced by the relevant designating Consortium member.

(b) **Reserved Matters.** The Consortium members have agreed on a list of reserved matters which shall require the approval of shareholders holding more than a specified proportion of the outstanding Class A Shares and/or the affirmative vote of a specified proportion of directors on the NIHGP Board.

(c) **Restrictions on Transfer of Shares.** Subject to certain exceptions (including, *inter alia*, an initial public offering of an entity that owns all, or substantially all, of the assets of NIHLP), (i) no Sponsor will transfer any Class A Shares held by it to a third party (other than a Sponsor) without the prior written consent of all of the Co-Investors, and (ii) no Co-Investor will transfer any Class A Shares held by it to a third party without the prior written consent of all of the Sponsors, prior to the third anniversary of the Effective Date. Any transfer of Class A Shares by a Consortium member will require the transfer of a proportionate number of NIHLP Interests held by such Consortium member and will be subject to a right of first offer which may be exercised by the other Consortium members who hold Class A Shares.

8.3 **Relevant Shareholders' Irrevocable Undertakings.** Each of Khangai, HFMC, Gaoling, YHG and MZM (collectively, the "**Relevant Shareholders**") has provided an irrevocable undertaking (collectively, the "**Relevant Shareholders' Irrevocable Undertakings**") in favour of the Offeror to, *inter alia*:

(a) waive all rights under the terms of the Scheme and Rule 30 of the Code to receive the Scheme Consideration for the transfer of all of its or his respective Shares (including any other Shares which it or he may acquire (directly or indirectly) or which may be issued or unconditionally allotted to it or him whether pursuant to any bonus issue, rights issue or distribution of Shares or otherwise, on or after the date of its or his respective Relevant Shareholders' Irrevocable Undertaking) (all such Shares held by the Relevant Shareholders, other than MZM's deemed interest in 6,750,000 Shares as disclosed in **paragraph 11.1(a)** of this Offeror's Letter, are collectively referred to as the "**Relevant Shares**") to the Offeror within the time period prescribed under Rule 30 of the Code; and

(b) the Relevant Shareholders' Irrevocable Undertakings will terminate under certain circumstances, including the following:

(i) if the Implementation Agreement lapses or is terminated for any reason (other than as a result of the Switch Option being exercised by the Offeror) without the Scheme becoming effective, the date the Implementation Agreement lapses or is terminated;

(ii) the Scheme lapses, is withdrawn or does not become effective for whatever reason other than as a result of a breach of any of the Relevant Shareholders' obligations under the Relevant Shareholders' Irrevocable Undertakings; and

(iii) if the Switch Option is exercised by the Offeror, the Offer is withdrawn or lapses or fails to become or be declared to be unconditional in all respects for whatever reason other than as a result of a breach of any of the Relevant Shareholders' obligations under the Relevant Shareholders' Irrevocable Undertakings.

8.4 **SIC Confirmation.** The SIC has confirmed that the arrangements set out in **paragraphs 8.1, 8.2** and **8.3** above do not constitute prohibited special deals for the purposes of Rule 10 of the Code.

9. IRREVOCABLE UNDERTAKINGS

9.1 **Deeds of Undertaking.** The subsidiaries of GIC (Realty) Private Limited, Recosia China Pte Ltd and Reco Benefit Private Limited (collectively, the "**Undertaking Shareholders**"), have given irrevocable undertakings to the Offeror (each, a "**Deed of Undertaking**" and collectively, the "**Deeds of Undertaking**") in respect of 1,730,706,817 Shares (the "**Undertaking Shareholders' Shares**") held legally and/or beneficially by the Undertaking Shareholders in the aggregate, representing 36.84 per cent. of the total number of issued Shares, to, *inter alia*:

(a) vote, or procure the voting of, all of the respective Undertaking Shareholders' Shares in favour of the Scheme and any other matter necessary to implement the Scheme at the Scheme Meeting;

(b) not, directly or indirectly, solicit, encourage or accept any other offer from any third parties in respect of the respective Undertaking Shareholders' Shares, and not approve, vote or agree to vote for, any offer from any third parties to acquire the Shares, businesses, assets and/or undertakings in the Company during the term of the Deed of Undertaking; and

(c) (if the Offeror is entitled to and exercises the Switch Option in response to a Competing Bid and announces the Offer on terms and conditions equal to or more favourable than such Competing Bid) without prejudice to the right of termination as set out under **paragraph 9.3** below, including **paragraphs 9.3(e)** and **9.3(f)**, accept, or procure the acceptance of, the Offer in respect of all the respective Undertaking Shareholders' Shares in accordance with the procedure for acceptance as prescribed in the Offer Document within five (5) Business Days from the date on which the Offeror despatches the Offer Document to the Shareholders.

9.2 **Undertaking Shareholders' Shares.** Details of the Shares held by the Undertaking Shareholders as at the Latest Practicable Date are set out below:

Name of Undertaking Shareholder	Total Number of Shares Owned Legally and/or Beneficially	Percentage of Total Number of Shares (%)[(1) (2)]
Recosia China Pte Ltd	885,015,979	18.84
Reco Benefit Private Limited	845,690,838	18.00
Total	1,730,706,817	36.84

Notes:

(1) Rounded to the nearest two (2) decimal places.

(2) Computed based on a total of 4,697,322,190 Shares (excluding 147,043,032 treasury Shares), being the number of Shares in issue as at the Latest Practicable Date.

9.3 **Termination.** Each of the Deeds of Undertaking will terminate on the earliest of any of the following dates:

(a) in the event the Implementation Agreement or the Scheme or the Scheme Consideration is amended, varied or modified (except if it is only an increase in the Scheme Consideration) without the relevant Undertaking Shareholder's prior written consent, the date such term is so amended, varied or modified;

(b) in the event the Implementation Agreement lapses or is terminated for any reason (other than as a result of the Switch Option being exercised by the Offeror) without the Scheme being effective, the date the Implementation Agreement lapses or is terminated;

(c) the date falling nine (9) months from the date of the Deeds of Undertaking (or such later date as the Offeror and the relevant Undertaking Shareholder may agree in writing), if the Scheme lapses, is withdrawn or does not become effective by such date for any reason other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking or as a result of the Switch Option being exercised by the Offeror;

(d) the date the Scheme lapses, is withdrawn or does not become effective for any reason other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking or as a result of the Switch Option being exercised by the Offeror;

(e) the Scheme Revision Deadline (as defined below) if, prior to the Scheme Meeting, each of the following has occurred:

(i) a Competing Bid by any person(s) other than the Offeror (the "**Competing Bidder**") or a revision to the terms of the Competing Bid is formally announced which is at a cash consideration per Share that is higher than the Scheme Consideration; and

(ii) the Offeror fails to either (A) announce a revision of the Scheme Consideration which renders the Scheme (as so revised) to be equal to or more favourable than such Competing Bid (or such revision thereof), or (B) exercise the Switch Option and announce the Offer on such terms and conditions (including the offer price) which are equal to or more favourable than such Competing Bid (or such revision thereof), in each case, within 15 Business Days after such announcement of the Competing Bid or the revision to the terms of the Competing Bid (as the case may be) but in any event prior to the Scheme Meeting (the "**Scheme Revision Deadline**");

(f) the Offer Revision Deadline (as defined below) if, prior to the Offer being declared unconditional in all respects in accordance with its terms, each of the following has occurred:

(i) a Competing Bid by any Competing Bidder or a revision to the terms of a Competing Bid is announced which is on more favourable terms than the Offer; and

(ii) the Offeror fails to announce a revision of the Offer which renders the Offer (as so revised) to be equal to or more favourable than such Competing Bid (or such revision thereof) within 15 Business Days after such announcement of the Competing Bid or the revision to the terms of the Competing Bid (as the case may be) (the "**Offer Revision Deadline**");

(g) in the event the Switch Option is exercised by the Offeror and the Offer lapses or is withdrawn for any reason without being declared unconditional in all respects in accordance with its terms, the date the Offer lapses or is withdrawn for reasons other than a breach by the relevant Undertaking Shareholder of any of its obligations set forth in the relevant Deed of Undertaking;

(h) in the event of any material breach by the Offeror of certain of the Offeror's representations, warranties or undertakings in the relevant Deed of Undertaking, the date the relevant Undertaking Shareholder notifies the Offeror in writing of such breach;

(i) in the event a Competing Bid is announced by a Competing Bidder at any time after the Joint Announcement Date and such Competing Bid becomes or is declared

unconditional in all respects in accordance with its terms or is completed (as the case may be) (other than by reason of the relevant Undertaking Shareholder's Shares being validly tendered in acceptance of such Competing Bid), the date such Competing Bid becomes or is declared unconditional or completed (as the case may be);

(j) in the event the relevant Undertaking Shareholder is required to withdraw the relevant Deed of Undertaking by an order issued by any court of competent jurisdiction which has become final and non-appealable or by any relevant regulatory, administrative or supervisory body, the date such requirement is imposed upon the relevant Undertaking Shareholder; and

(k) the date the Scheme becomes effective in accordance with its terms.

10. SPECIAL ARRANGEMENTS

10.1 No Agreement having any Connection with or Dependence upon the Scheme. Save for the Relevant Shareholders' Irrevocable Undertakings, the Deeds of Undertaking and the agreements in relation to the financing of the Acquisition and the Scheme, and save as disclosed in the Scheme Document, as at the Latest Practicable Date, there is no agreement, arrangement or understanding between (a) the Offeror or any party acting in concert with it and (b) any of the current or recent directors of the Company or any of the current or recent Shareholders having any connection with or dependence upon the Scheme.

10.2 Transfer of Shares. Save as disclosed in the Scheme Document, as at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby any of the Shares acquired by the Offeror pursuant to the Scheme will be transferred to any other person. However, the Offeror reserves the right to direct or transfer any of the Shares to any of its related corporations. The Shares acquired by the Offeror pursuant to the Acquisition will be charged in favour of Citicorp International Limited (as security trustee) to secure the obligations of, among others, the Offeror under the agreements entered into by, among others, the Offeror in relation to the financing of the Acquisition.

10.3 No Payment or Benefit to Directors of the Company. As at the Latest Practicable Date, save as disclosed in the Scheme Document, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any Director or to any director of any other corporation which, by virtue of Section 6 of the Companies Act, is deemed to be related to the Company as compensation for loss of office or otherwise in connection with the Scheme.

10.4 No Agreement Conditional upon Outcome of the Scheme. Save for the Implementation Agreement and the agreements in relation to the financing of the Acquisition and the Scheme, and save as disclosed in the Scheme Document, as at the Latest Practicable Date, there is no agreement, arrangement or understanding between (a) the Offeror and (b) any of the directors of the Company or any other person in connection with or conditional upon the outcome of the Scheme or otherwise in connection with the Scheme.

11. DISCLOSURE OF INTERESTS

11.1 Holdings and Dealings. As at the Latest Practicable Date:

(a) save as disclosed in this **paragraph 11.1(a)**, none of the Offeror, its directors and parties acting in concert with it owns, controls or has agreed to acquire any (i) Shares or securities which carry voting rights in the Company and (ii) convertible securities, warrants, options or derivatives in respect of such Shares or securities which carry voting rights in the Company (collectively, the "**Company Securities**"):

(1) Shares

Name	Number of Company Securities	Percentage of Total Number of Company Securities (%)[1] [2]
Khangai Company Limited[3]	74,278,292	1.58
HOPU Fund Management Company Limited[3]	143,200	n.m.[4]
Gaoling Fund, L.P.	381,995,100	8.13
YHG Investment, L.P.	14,501,500	0.31
Ming Z. Mei	45,754,331[5] [6]	0.97
Citigroup Global Markets Singapore Pte. Ltd.	12,201,624	0.26
Morgan Stanley & Co. International plc[7]	53,312,219	1.13
DBS Bank Ltd.	862,673	0.02
Total	**583,048,939**	**12.41**

Notes:

(1) Rounded to the nearest two (2) decimal places.

(2) Computed based on a total of 4,697,322,190 Shares (excluding 147,043,032 treasury Shares), being the number of Shares in issue as at the Latest Practicable Date.

(3) FFL is one of the directors of the management company which is the general partner of Hopu Logistics Fund L.P.. Hopu Logistics Fund L.P. is the sole shareholder of Khangai. The directors of such management company could be accustomed to act in accordance with the directions of FFL. Accordingly, by virtue of Section 7 of the Companies Act, FFL is deemed to be interested in 74,278,292 Shares held by Khangai (through a nominee) as well as the 143,200 Shares held by HFMC.

(4) Not meaningful.

(5) This excludes MZM's deemed interest in 6,750,000 Shares which he has transferred to a counterparty pursuant to a financing transaction, in respect of which he will continue to retain financial exposure subject to certain specified cap and floor levels in respect of up to 6,750,000 Shares. MZM is not able to exercise the voting rights in respect of these 6,750,000 Shares and does not have any right to repurchase these 6,750,000 Shares.

(6) Of the 45,754,331 Shares which MZM has an interest in, 41,320,731 Shares are pledged to a financial institution.

(7) The MS Entities' Company Securities are held by MSIP on behalf of the MS Entities (which are Offeror Concert Parties). MSIP is an associate of MS but is not an Offeror Concert Party.

(2) PSP Awards and RSP Awards

The Awards represent the right of a participant to receive fully paid Shares free of charge. Details of the outstanding 10,140,900 PSP Awards held by MZM as at the Latest Practicable Date are set out below:

Date of Grant	Vesting Date	Number of outstanding PSP Awards as at the Latest Practicable Date
15 June 2015	15 June 2018	2,250,700
15 June 2016	17 June 2019	4,930,000
15 June 2017	15 June 2020	2,960,200

On the basis of the HRCC Determination, as further described in **paragraph 3.3.3** of **Appendix 3** to this Scheme Document, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, the outstanding 10,140,900 PSP Awards held by MZM as at the Latest Practicable Date will, subject to the grant of the Court Order, vest into 15,211,350 Shares on or before the Books Closure Date.

Details of the outstanding 3,048,300 RSP Awards held by MZM are set out below:

Date of Grant	Vesting Period	Number of RSP Awards granted	Number of RSP Awards vested	Number of RSP Awards cancelled	Number of outstanding RSP Awards as at the Latest Practicable Date
15 June 2015	Vesting in equal parts over a period of three (3) years commencing on 15 June 2016	1,107,300	738,000	-	369,300
15 June 2016	Vesting in equal parts over a period of three (3) years commencing on 15 June 2017	2,114,300	704,800	-	1,409,500
15 June 2017	Vesting in equal parts over a period of three (3) years commencing on 15 June 2018	1,269,500	-	-	1,269,500

On the basis of the HRCC Determination, as further described in **paragraph 3.3.3** of **Appendix 3** to this Scheme Document, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, the outstanding 3,048,300 RSP Awards held by MZM as at the Latest Practicable Date will, subject to the grant of the Court Order, vest into 3,048,300 Shares on or before the Books Closure Date.

Details of the outstanding 58,900 RSP Awards held by FFL are set out below:

Date of Grant	Vesting Date	Number of RSP Awards granted	Number of RSP Awards vested	Number of RSP Awards cancelled	Number of outstanding RSP Awards as at the Latest Practicable Date
15 June 2017	15 June 2018	58,900	-	-	58,900(1)

Note:

(1) FFL has nominated HFMC to receive the 58,900 Shares to be issued and/or transferred upon the vesting of the outstanding 58,900 RSP Awards.

On the basis of the HRCC Determination, as further described in **paragraph 3.3.3** of **Appendix 3** to this Scheme Document, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, the outstanding 58,900 RSP Awards held by FFL as at the Latest Practicable Date will, subject to the grant of the Court Order, vest into 58,900 Shares on or before the Books Closure Date.

(3) Derivatives

Details of the outstanding derivatives held by DBS as at the Latest Practicable Date are set out below:

Type of Derivative	Number of Type of Reference Securities	Reference Price per Share (S$)	Maturity Date
Equity derivative	12,600 Shares	1.9277	27 October 2017
Equity derivative	12,600 Shares	1.9277	27 October 2017
Equity derivative	21,000 Shares	1.9019	31 October 2017
Equity derivative	21,000 Shares	1.9019	31 October 2017
Structured note	182,138 Shares	1.6471	7 November 2017

(b) save as disclosed in this **paragraph 11.1(b)**, none of the Offeror, its directors and parties acting in concert with it and based on information provided by the Undertaking Shareholders to the Offeror, none of the Undertaking Shareholders, has dealt for value in the Company Securities during the period commencing three (3) months prior to the Holding Announcement Date and ending on the Latest Practicable Date:

(1) MZM, FFL and HFMC

(A) On 15 June 2017, the Company granted the following Awards to MZM and FFL:

Name	Number of Awards	Vesting Date / Vesting Period
MZM	2,960,200 PSP Awards	15 June 2020
	1,269,500 RSP Awards	Vesting in equal parts over a period of three (3) years commencing on 15 June 2018
FFL	58,900 RSP Awards	15 June 2018

On the basis of the HRCC Determination, as further described in **paragraph 3.3.3** of **Appendix 3** to this Scheme Document, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, the vesting of all of the outstanding Awards will be accelerated such that all of such Awards will, subject to the grant of the Court Order, vest on or before the Books Closure Date.

(B) On 15 June 2017, the following Awards held by MZM and FFL had vested into Shares:

Name	Number of vested Awards	Date of grant of the vested Awards	Number of Shares issued and/or transferred pursuant to vesting of the Awards
MZM	832,000 PSP Awards	13 June 2014	773,800 Shares
	1,209,800 RSP Awards	(i) 136,000 RSP Awards granted on 13 June 2014; (ii) 369,000 RSP Awards granted on 15 June 2015; and (iii) 704,800 RSP Awards granted on 15 June 2016	1,209,800 Shares
FFL	96,000 RSP Awards	15 June 2016	96,000 Shares(1)

Note:

(1) FFL had nominated HFMC to receive the 96,000 vested Shares.

(2) Citi

Details of dealings in Shares by Citi during the period commencing three (3) months prior to the Holding Announcement Date and ending on the Latest Practicable Date are set out below:

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
28 November 2016	Purchase	100,000	2.0600
2 December 2016	Sale	350,000	2.2000
2 December 2016	Purchase	100,000	2.2000
2 December 2016	Sale	300,000	2.2000
5 December 2016	Sale	200,000	2.2500
5 December 2016	Sale	100,000	2.2377
5 December 2016	Sale	34,100	2.2400
6 December 2016	Purchase	150,000	2.2400
6 December 2016	Sale	75,000	2.2673
6 December 2016	Purchase	11,600	2.2700
9 December 2016	Sale	15,600	2.2400
12 December 2016	Purchase	100,000	2.2300
13 December 2016	Sale	50,000	2.2300
13 December 2016	Purchase	100,000	2.2100
16 December 2016	Sale	18,900	2.2300
19 December 2016	Sale	100,000	2.2600
19 December 2016	Sale	100,000	2.2700
20 December 2016	Purchase	150,000	2.2600
4 January 2017	Sale	100,000	2.2500
5 January 2017	Sale	100,000	2.2800
5 January 2017	Purchase	200,000	2.3800
12 January 2017	Sale	300,000	2.6000
12 January 2017	Sale	200,000	2.6800
20 January 2017	Sale	200,000	2.6300
23 January 2017	Purchase	82,100	2.6200
24 January 2017	Purchase	4,200	2.6100
24 January 2017	Sale	4,200	2.6100
24 January 2017	Sale	4,200	2.6100
31 January 2017	Purchase	60,000	2.6000
31 January 2017	Purchase	46,000	2.6000
1 February 2017	Sale	3,700	2.5800
1 February 2017	Sale	3,700	2.5800
1 February 2017	Purchase	3,700	2.5800
6 February 2017	Sale	50,000	2.7200
6 February 2017	Sale	50,000	2.6700
6 February 2017	Sale	100,000	2.7000

(3) MS

Details of dealings in Company Securities by the MS Entities during the period commencing three (3) months prior to the Holding Announcement Date and ending on the Latest Practicable Date are set out below:

(A) Shares

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
29 November 2016	Purchase	150,200	2.0400
30 November 2016	Sale	7,100	2.0600
30 November 2016	Purchase	414,800	2.0600
30 November 2016	Sale	16,700	2.0600
30 November 2016	Sale	5,100	2.0551
2 December 2016	Sale	74,500	2.2100
2 December 2016	Sale	59,600	2.1600
7 December 2016	Purchase	2,800	2.2600
7 December 2016	Sale	62,200	2.2444
8 December 2016	Sale	10,887	2.2462
8 December 2016	Sale	8,300	2.2525
14 December 2016	Purchase	224,200	2.2300
14 December 2016	Sale	224,200	2.2250
14 December 2016	Purchase	4,800	2.2200
14 December 2016	Sale	3,400	2.2268
14 December 2016	Purchase	8,200	2.2200
16 December 2016	Purchase	6,700	2.2300
16 December 2016	Purchase	75,600	2.2300
16 December 2016	Sale	10,100	2.2300
16 December 2016	Sale	100	2.2300
19 December 2016	Purchase	19,000	2.2500
20 December 2016	Purchase	55,800	2.2600
20 December 2016	Purchase	9,200	2.2600
20 December 2016	Sale	35,400	2.2600
20 December 2016	Purchase	32,300	2.2600
22 December 2016	Purchase	178,600	2.2400
22 December 2016	Sale	178,600	2.2350
22 December 2016	Purchase	32,300	2.2400
23 December 2016	Purchase	32,300	2.2100
23 December 2016	Sale	43,000	2.2100
23 December 2016	Sale	29,200	2.2100
28 December 2016	Purchase	4,600	2.2300
28 December 2016	Purchase	5,100	2.2300

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
29 December 2016	Purchase	33,200	2.2100
29 December 2016	Purchase	61,500	2.2100
29 December 2016	Sale	900	2.2100
30 December 2016	Purchase	4,600	2.2000
30 December 2016	Sale	22,700	2.2000
30 December 2016	Purchase	1,009,600	2.2100
30 December 2016	Sale	700	2.2000
6 January 2017	Sale	1,500,000	2.4600
6 January 2017	Purchase	2,075,000	2.4678
6 January 2017	Purchase	9,100	2.4600
6 January 2017	Sale	3,500	2.4400
9 January 2017	Sale	575,000	2.4636
11 January 2017	Sale	13,400	2.5100
12 January 2017	Purchase	2,750,000	2.6007
12 January 2017	Sale	250,000	2.6100
13 January 2017	Sale	500,000	2.6600
13 January 2017	Purchase	11,600	2.6500
16 January 2017	Purchase	52,700	2.5800
17 January 2017	Sale	2,000,000	2.6000
18 January 2017	Sale	510,000	2.5800
18 January 2017	Purchase	510,000	2.5750
18 January 2017	Purchase	1,500,000	2.6055
18 January 2017	Sale	1,600	2.5900
19 January 2017	Sale	7,200	2.6100
19 January 2017	Purchase	41,500	2.6100
20 January 2017	Purchase	36,100	2.6300
20 January 2017	Purchase	800	2.6300
23 January 2017	Purchase	11,300	2.6400
23 January 2017	Purchase	5,600	2.6200
24 January 2017	Sale	136,400	2.6200
24 January 2017	Purchase	2,507,700	2.6245
24 January 2017	Sale	507,700	2.6202
24 January 2017	Purchase	5,500	2.6100
24 January 2017	Sale	6,059	2.6126
24 January 2017	Purchase	3,300	2.6100
25 January 2017	Sale	1,113,600	2.6224
25 January 2017	Purchase	3,000,000	2.6147
25 January 2017	Sale	3,444,600	2.6157

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
25 January 2017	Purchase	30,300	2.6100
26 January 2017	Sale	2,805,400	2.6100
26 January 2017	Purchase	5,000,000	2.6099
26 January 2017	Sale	2,500,000	2.6108
26 January 2017	Purchase	32,200	2.6127
31 January 2017	Sale	10,800	2.5993
31 January 2017	Purchase	26,600	2.6000
31 January 2017	Sale	1,600	2.6000
1 February 2017	Purchase	35,100	2.5800
1 February 2017	Sale	4,800	2.5825
1 February 2017	Sale	10,800	2.5828
2 February 2017	Sale	100	2.5900
2 February 2017	Purchase	1,400	2.5900
2 February 2017	Sale	10,800	2.5869
3 February 2017	Sale	4,000,000	2.6182
3 February 2017	Purchase	4,000,000	2.6213
3 February 2017	Sale	10,800	2.6104
7 February 2017	Purchase	302,500	2.7600

(B) Derivatives

Date	Nature of Dealing	Type of Derivative	Number and Type of Reference Securities	Reference Price per Share (S$)	Maturity Date
2 December 2016	Accumulator Knock Out[(1)]	Accumulator	12,600 Shares	1.8000	7 August 2017
19 December 2016	Decumulator Purchase[(2)]	Decumulator	14,700 Shares	2.0387	18 August 2017
19 December 2016	Decumulator Purchase[(3)]	Decumulator	33,000 Shares	2.0462	17 August 2017
17 January 2017	Decumulator Purchase[(3)]	Decumulator	28,500 Shares	2.0462	17 August 2017
18 January 2017	Decumulator Purchase[(2)]	Decumulator	14,000 Shares	2.0387	18 August 2017
17 February 2017	Decumulator Purchase[(3)]	Decumulator	33,000 Shares	2.0462	17 August 2017
20 February 2017	Decumulator Purchase[(2)]	Decumulator	15,400 Shares	2.0387	18 August 2017
17 March 2017	Decumulator Purchase[(3)]	Decumulator	30,000 Shares	2.0462	17 August 2017
20 March 2017	Decumulator Purchase[(2)]	Decumulator	14,000 Shares	2.0387	18 August 2017

Date	Nature of Dealing	Type of Derivative	Number and Type of Reference Securities	Reference Price per Share (S$)	Maturity Date
17 April 2017	Decumulator Purchase(3)	Decumulator	30,000 Shares	2.0462	17 August 2017
18 April 2017	Decumulator Purchase(2)	Decumulator	14,000 Shares	2.0387	18 August 2017
17 May 2017	Decumulator Purchase(3)	Decumulator	30,000 Shares	2.0462	17 August 2017
18 May 2017	Decumulator Purchase(2)	Decumulator	14,000 Shares	2.0387	18 August 2017
19 June 2017	Decumulator Purchase(2)	Decumulator	15,400 Shares	2.0387	18 August 2017
19 June 2017	Decumulator Purchase(3)	Decumulator	34,500 Shares	2.0462	17 August 2017

Notes:

(1) A derivative transaction entered into on 5 August 2016 where Morgan Stanley & Co. International plc is required to deliver a calculated number of Shares to the counterparty at a specified knock-out event date at an accrual price of S$1.800. The knock-out event date is 2 December 2016.

(2) A derivative transaction entered into on 18 August 2016 where the counterparty is required to deliver a calculated number of Shares to Morgan Stanley & Co. International plc at specified observation periods at a reverse accrual price of S$2.0387. The period start date is 19 August 2016 with a maturity date of 18 August 2017 and a potential maximum notional amount of S$336,042.

(3) A derivative transaction entered into on 17 August 2016 where the counterparty is required to deliver a calculated number of Shares to Morgan Stanley & Co. International plc at specified observation periods at a reverse accrual price of S$2.0462. The period start date is 18 August 2016 with a maturity date of 17 August 2017 and a potential maximum notional amount of S$721,980.

(4) The MS Entities' dealings in Company Securities are carried out by the MS Entities (which are Offeror Concert Parties) but in the name of MSIP. MSIP is an associate of MS but is not an Offeror Concert Party.

(4) DBS

Details of dealings in Company Securities by DBS during the period commencing three (3) months prior to the Holding Announcement Date and ending on the Latest Practicable Date are set out below:

(A) Shares

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
28 November 2016	Purchase	1,000	2.0900
28 November 2016	Sale	1,000	2.1000
28 November 2016	Sale	28,300	2.0900
29 November 2016	Sale	100,000	2.0400
29 November 2016	Accumulator Trade(1)	18,900	1.8113

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
30 November 2016	Accumulator Trade(2)	22,000	1.9019
30 November 2016	Accumulator Trade(3)	22,000	1.9019
30 November 2016	Sale	300,000	2.0600
2 December 2016	Sale	445,800	2.2100
5 December 2016	Accumulator Trade(4)	14,000	1.7909
5 December 2016	Accumulator Trade(5)	14,000	1.7909
5 December 2016	Sale	300,000	2.2200
5 December 2016	Accumulator Trade(1)	2,700	1.8113
7 December 2016	Purchase	30,000	2.2500
7 December 2016	Sale	30,000	2.2500
7 December 2016	Sale	20,000	2.2500
27 December 2016	Accumulator Trade(6)	12,600	1.9277
27 December 2016	Accumulator Trade(7)	12,600	1.9277
30 December 2016	Accumulator Trade(2)	21,000	1.9019
30 December 2016	Accumulator Trade(3)	21,000	1.9019
10 January 2017	Exercise of Equity Option - Increase in Securities(8)	45,500	2.2725
12 January 2017	Sale	100,000	2.6300
27 January 2017	Accumulator Trade(6)	13,200	1.9277
27 January 2017	Accumulator Trade(7)	13,200	1.9277
31 January 2017	Accumulator Trade(2)	20,000	1.9019
31 January 2017	Accumulator Trade(3)	20,000	1.9019
9 February 2017	Sale	79,300	2.7776
9 February 2017	Sale	90,300	2.7776
9 February 2017	Sale	47,800	2.7776
9 February 2017	Sale	23,000	2.7776
9 February 2017	Sale	17,500	2.7776
9 February 2017	Sale	46,500	2.7776

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
9 February 2017	Sale	16,700	2.7776
9 February 2017	Sale	143,400	2.7776
9 February 2017	Sale	50,200	2.7776
9 February 2017	Sale	219,200	2.7776
9 February 2017	Sale	14,600	2.7776
9 February 2017	Sale	41,200	2.7776
9 February 2017	Sale	17,900	2.7776
9 February 2017	Sale	39,100	2.7776
9 February 2017	Sale	41,500	2.7776
9 February 2017	Sale	99,700	2.7776
9 February 2017	Sale	23,800	2.7776
9 February 2017	Sale	110,700	2.7776
9 February 2017	Sale	30,300	2.7776
9 February 2017	Sale	17,300	2.7776
9 February 2017	Sale	61,600	2.7776
9 February 2017	Sale	31,000	2.7776
9 February 2017	Sale	21,100	2.7776
9 February 2017	Sale	35,800	2.7776
9 February 2017	Sale	47,000	2.7776
9 February 2017	Sale	17,600	2.7776
9 February 2017	Sale	29,300	2.7776
9 February 2017	Sale	30,100	2.7776
9 February 2017	Sale	21,500	2.7776
9 February 2017	Sale	18,000	2.7776
9 February 2017	Sale	21,900	2.7776
9 February 2017	Sale	34,300	2.7776
9 February 2017	Sale	23,700	2.7776
9 February 2017	Sale	24,600	2.7776
9 February 2017	Sale	18,800	2.7776
9 February 2017	Sale	24,600	2.7776
13 February 2017	Sale	17,700	2.7410
14 February 2017	Sale	38,600	2.7313
20 February 2017	Sale	4,300	2.7600
22 February 2017	Purchase	10,000	2.7500
22 February 2017	Sale	10,000	2.7500
27 February 2017	Accumulator Trade[6]	12,000	1.9277
27 February 2017	Accumulator Trade[7]	12,000	1.9277

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
28 February 2017	Accumulator Trade(2)	20,000	1.9019
28 February 2017	Accumulator Trade(3)	20,000	1.9019
28 February 2017	Sale	100,000	2.6500
15 March 2017	Sale	15,600	2.7458
17 March 2017	Sale	9,700	2.7811
24 March 2017	Sale	30,000	2.8200
27 March 2017	Accumulator Trade(6)	12,000	1.9277
27 March 2017	Accumulator Trade(7)	12,000	1.9277
31 March 2017	Accumulator Trade(2)	23,000	1.9019
31 March 2017	Accumulator Trade(3)	23,000	1.9019
19 April 2017	Sale	2,400	2.8500
20 April 2017	Sale	14,800	2.8500
27 April 2017	Accumulator Trade(6)	13,200	1.9277
27 April 2017	Accumulator Trade(7)	13,200	1.9277
28 April 2017	Accumulator Trade(2)	19,000	1.9019
28 April 2017	Accumulator Trade(3)	19,000	1.9019
28 April 2017	Purchase	15,000	2.9000
24 May 2017	Sale	362,600	2.9153
25 May 2017	Sale	18,000	2.9200
26 May 2017	Exercise of Equity Option - Increase in Securities(9)	103,328	2.9172
26 May 2017	Exercise of Equity Option - Decrease in Securities(10)	103,328	2.9172
26 May 2017	Accumulator Trade(6)	11,400	1.9277
26 May 2017	Accumulator Trade(7)	11,400	1.9277
31 May 2017	Accumulator Trade(2)	21,000	1.9019

Date	Nature of Dealing	Number of Shares	Transaction Price per Share (S$)
31 May 2017	Accumulator Trade(3)	21,000	1.9019
23 June 2017	Purchase	20,000	2.7900
27 June 2017	Accumulator Trade(6)	12,600	1.9277
27 June 2017	Accumulator Trade(7)	12,600	1.9277
30 June 2017	Accumulator Trade(2)	21,000	1.9019
30 June 2017	Accumulator Trade(3)	21,000	1.9019
4 July 2017	Purchase	10,000	2.8400

Notes:

(1) Arising from the daily accumulator with knock out features derivative where DBS delivered a calculated number of Shares to the counterparty at specified observation periods at the strike price of S$1.8113.

(2) Arising from the daily accumulator with knock out features derivative where DBS delivered a calculated number of Shares to the counterparty at specified observation periods at the strike price of S$1.9019.

(3) Arising from the daily accumulator with knock out features derivative where DBS took delivery of a calculated number of Shares to the counterparty at specified observation periods at the strike price of S$1.9019.

(4) Arising from the daily accumulator with knock out features derivative where DBS delivered a calculated number of Shares to the counterparty at specified observation periods at the strike price of S$1.7909.

(5) Arising from the daily accumulator with knock out features derivative where DBS took delivery of a calculated number of Shares to the counterparty at specified observation periods at the strike price of S$1.7909.

(6) Arising from the daily accumulator with knock out features derivative where DBS delivered a calculated number of Shares to the counterparty at specified observation periods at the strike price of S$1.9277.

(7) Arising from the daily accumulator with knock out features derivative where DBS took delivery of a calculated number of Shares to the counterparty at specified observation periods at the strike price of S$1.9277.

(8) Arising from a derivative transaction where the counterparty deposited 45,500 Shares with DBS on trade date, with notional value of S$103,399. At maturity, as the Share price closed above its strike price of S$2.2725, DBS took delivery of the 45,500 Shares.

(9) Arising from exercise of options where DBS took delivery of 103,328 Shares at the strike price of S$2.9172.

(10) Arising from exercise of options where DBS delivered 103,328 Shares at the strike price of S$2.9172.

(B) Options

Date	Nature of Dealing	Number of Shares under Options	Exercise Price (S$)	Price per Security (S$)	Maturity Date
22 February 2017	Purchase	103,328	2.9150	0.0103	22 March 2017
22 February 2017	Sale	103,328	2.9150	0.0226	22 March 2017
24 February 2017	Purchase	72,992	2.9700	0.0091	24 March 2017
24 February 2017	Sale	72,992	2.9700	0.0173	24 March 2017
23 March 2017	Purchase	103,328	2.9150	0.0094	24 April 2017
23 March 2017	Sale	103,328	2.9150	0.0179	24 April 2017
26 April 2017	Purchase	103,328	2.9172	0.0190	26 May 2017
26 April 2017	Sale	103,328	2.9172	0.0386	26 May 2017

(C) Derivatives

Date	Nature of Dealing	Type of Derivative	Number and Type of Reference Securities	Reference Price per Share (S$)	Maturity Date
7 December 2016	Purchase	Reverse equity linked note(1)	45,500 Shares	2.2725	10 January 2017
1 February 2017	Purchase	Structured note(2)	119,412 Shares	2.5123	17 March 2017
1 February 2017	Purchase	Structured note(2)	79,608 Shares	2.5123	17 March 2017
1 February 2017	Purchase	Structured note(2)	199,021 Shares	2.5123	17 March 2017
2 February 2017	Purchase	Structured note(2)	198,255 Shares	2.5220	17 March 2017
3 February 2017	Purchase	Structured note(2)	77,598 Shares	2.5774	17 March 2017
6 February 2017	Purchase	Structured note(2)	75,726 Shares	2.6411	24 March 2017
6 February 2017	Purchase	Structured note(2)	75,030 Shares	2.6656	24 March 2017
7 February 2017	Purchase	Structured note(2)	73,640 Shares	2.7159	24 March 2017
7 February 2017	Purchase	Structured note(2)	73,640 Shares	2.7159	24 March 2017

Date	Nature of Dealing	Type of Derivative	Number and Type of Reference Securities	Reference Price per Share (S$)	Maturity Date
10 February 2017	Purchase	Structured note(2)	74,212 Shares	2.6950	24 March 2017
27 February 2017	Purchase	Structured note(2)	74,212 Shares	2.6950	13 April 2017
28 February 2017	Purchase	Structured note(2)	56,500 Shares	2.5900	13 April 2017
28 February 2017	Purchase	Structured note(2)	76,896 Shares	2.6009	13 April 2017
28 February 2017	Purchase	Structured note(2)	75,000 Shares	2.6070	13 April 2017
8 March 2017	Purchase	Structured note(2)	74,212 Shares	2.6950	21 April 2017
8 March 2017	Purchase	Structured note(2)	111,317 Shares	2.6950	21 April 2017
24 March 2017	Purchase	Structured note(2)	108,393 Shares	2.7677	5 May 2017
24 March 2017	Purchase	Structured note(2)	72,262 Shares	2.7677	5 May 2017
24 March 2017	Purchase	Structured note(2)	72,262 Shares	2.7677	5 May 2017
24 March 2017	Purchase	Structured note(2)	180,655 Shares	2.7677	5 May 2017
5 April 2017	Purchase	Structured note(2)	36,971 Shares	2.7048	19 May 2017
28 April 2017	Sale	Structured note(3)	94,193 Shares	2.6541	13 November 2017
4 May 2017	Purchase	Structured note(2)	35,549 Shares	2.8130	16 June 2017
4 May 2017	Purchase	Structured note(2)	88,873 Shares	2.8130	16 June 2017
25 May 2017	Purchase	Reverse equity linked note(4)	35,000 Shares	2.9200	27 June 2017

Notes:

(1) A structured note transaction where the noteholder paid the equivalent number of Shares (i.e. 45,500 Shares) in lieu of the S$103,399 nominal value of the notes.

(2) Refers to an equity linked note recommended to the client by the wealth management arm of DBS where Shares are the single underlying stock. The client will receive the notional amount in cash if the Share price closes at or above the prescribed strike price on the maturity of the equity linked note. Conversely, the client will receive the notional amount in Shares if the Share price closes below the prescribed strike price on the maturity of the equity linked note.

(3) A funded derivative transaction where the Shares are one of three (3) constituent stocks of a basket of underlying equities. Maturity date is 13 November 2017 and notional amount is S$250,000. At maturity, if the market price of the least performing equity is

less than its strike price of S$2.6541, DBS will deliver the least performing equity to the counterparty in shares. Structured note may be redeemed early if all the underlying equities out-perform certain stipulated benchmarks. All components in the basket were knocked out on 21 July 2017.

(4) A structured note transaction where the noteholder paid the equivalent number of Shares (i.e. 35,000 Shares) in lieu of the S$102,200 nominal value of the notes.

(c) save for the Deeds of Undertaking, no person has given any irrevocable undertaking to the Offeror or parties acting in concert with it to vote in favour of the Scheme at the Scheme Meeting;

(d) save for the agreements in relation to the financing of the Acquisition and the Scheme, and save as disclosed in the Scheme Document, neither the Offeror nor any party acting in concert with it has entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to the Company Securities which may be an inducement to deal or refrain from dealing in the Company Securities; and

(e) save as disclosed in **paragraphs 10.2** and **11.1(a)** above, neither the Offeror nor any party acting in concert with it has (i) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise, (ii) borrowed from another person any Company Securities (excluding borrowed securities which have been on-lent or sold) or (iii) lent to another person any Company Securities.

11.2 **No Material Change in respect of information published by the Offeror.** Save as disclosed in the Scheme Document and save for information relating to the Offeror, the Acquisition and the Scheme that is publicly available, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from the Joint Announcement Date and ending on the Latest Practicable Date.

11.3 **Interests after Scheme becomes effective.** Upon the Scheme becoming effective and binding in accordance with its terms, the Offeror will directly hold in aggregate 100 per cent. of the Shares. None of the Offeror Concert Parties will directly hold Shares or any other voting rights in the Company. As stated in **paragraph 2.4** above, the Company will become a wholly-owned subsidiary of the Offeror upon the Scheme becoming effective and binding in accordance with its terms.

12. NON-ELIGIBILITY TO VOTE

In accordance with the SIC's rulings as set out in **paragraph 9.1.1** of the Explanatory Statement, the Offeror Concert Parties[3], which own, control or have agreed to acquire an aggregate of 583,048,939 Shares, representing approximately 12.41 per cent. of the total number of Shares, as at the Latest Practicable Date, will abstain from voting on the Scheme in respect of the Shares each of them holds at the Scheme Meeting.

13. FINANCIAL ADVISERS AND CONFIRMATION OF FINANCIAL RESOURCES

13.1 Citi, MS and GS (collectively, the "**Offeror Lead Joint Financial Advisers**") advised the Offeror in respect of the Acquisition and the Scheme and are providing the financial resources confirmation in connection with the Acquisition and the Scheme in **paragraph 13.3** below.

[3] The MS Entities' Shares are held by MSIP on behalf of the MS Entities (which are Offeror Concert Parties). MSIP is an associate of MS but is not an Offeror Concert Party.

13.2 DBS and China International Capital Corporation (Singapore) Pte. Limited (collectively with the Offeror Lead Joint Financial Advisers, the "**Offeror Financial Advisers**") also advised the Offeror in respect of the Acquisition and the Scheme.

13.3 The Offeror Lead Joint Financial Advisers confirm that sufficient financial resources are available to the Offeror to satisfy in full the aggregate Scheme Consideration payable by the Offeror for all the Shares to be acquired by the Offeror pursuant to the Scheme (excluding the aggregate amount of Scheme Consideration that would otherwise be payable by the Offeror as consideration to the Relevant Shareholders, for the Relevant Shares held by them).

14. CONSENT

Each of the Offeror Financial Advisers has given and has not withdrawn its written consent to the issue of this Offeror's Letter with the inclusion herein of its name and all references to its name in the form and context in which it appears in this Offeror's Letter.

15. MARKET QUOTATIONS

15.1 **Transacted Prices and Volume.** We set out below in respect of each month for the six (6) calendar months preceding the Joint Announcement Date and up to the Latest Practicable Date, as reported in Bloomberg:

(a) the highest closing price and the lowest closing price in each month;

(b) the last closing price on the last full trading day for each month; and

(c) the transacted volume of the Shares for each month on the SGX-ST.

Monthly Trades	Highest Closing Price (S$)	Lowest Closing Price (S$)	Last Closing Price (S$)	Transacted Volume of the Shares ('000)
1 October 2017 to the Latest Practicable Date	3.31	3.29	3.29	141,287
September 2017	3.31	3.25	3.30	166,648
August 2017	3.32	3.22	3.24	360,804
July 2017	3.33	2.70	3.31	636,164
June 2017	3.00	2.84	2.86	221,963
May 2017	2.95	2.88	2.90	212,094
April 2017	2.90	2.76	2.88	186,657
March 2017	2.80	2.67	2.78	333,993
February 2017	2.78	2.58	2.66	435,564
January 2017	2.65	2.24	2.60	429,992

15.2 **Highest and Lowest Prices.** During the period commencing six (6) months prior to the Joint Announcement Date and ending on the Latest Practicable Date, as reported in Bloomberg, the highest closing price was S$3.33 per Share, transacted on 18 July 2017 and 19 July 2017, and the lowest closing price was S$2.58 per Share, transacted on 16 January 2017 and 1 February 2017.

15.3 Closing Prices. The closing price on:

(a) 12 July 2017, the last full trading day prior to the Joint Announcement Date, was S$2.70 per Share; and

(b) the Latest Practicable Date, was S$3.29 per Share.

16. DOCUMENTS FOR INSPECTION

Copies of the following documents will be made available for inspection during normal business hours at the registered office of the Company up to the Effective Date:

(a) the Implementation Agreement;

(b) the Relevant Shareholders' Irrevocable Undertakings;

(c) the Deeds of Undertaking; and

(d) the letters of consent referred to in **paragraph 14** above.

17. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this Offeror's Letter and the Gatefold) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Offeror's Letter and the Gatefold (excluding information relating to the Company or any opinion expressed by the Company, the IFA and/or J.P. Morgan) are fair and accurate and that, where appropriate, no material facts in relation thereto have been omitted from this Offeror's Letter and the Gatefold, and the directors of the Offeror jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Offeror's Letter and the Gatefold. The directors of the Offeror do not accept any responsibility for any information relating to or any opinion expressed by the Company, the IFA and/or J.P. Morgan.

Yours faithfully
For and on behalf of
NESTA INVESTMENT HOLDINGS LIMITED

The Board of Directors

1. DIRECTORS

The names, addresses and designations of the Directors as at the Latest Practicable Date are as follows:

Name	Address	Designation
Dr. Seek Ngee Huat	41 Victoria Park Road Singapore 266520	Chairman of the Board and Non-Executive and Independent Director
Mr. Ming Z. Mei	Rm 2708 Azia Center No 1233, Lujiazui Rd Pudong Shanghai China 200121	Chief Executive Officer, Chairman of the Executive Committee and Executive Director
Mr. Steven Lim Kok Hoong	5 Riviera Drive Singapore 467199	Non-Executive and Independent Director
Dr. Dipak Chand Jain	915 Hamlin Street Evanston, Illinois 60201 USA	Non-Executive and Independent Director
Mr. Paul Cheng Ming Fun	Room 1301 Jubilee Centre 18 Fenwick Street Wanchai, Hong Kong	Non-Executive and Independent Director
Mr. Fang Fenglei	Unit A 2501, Yintai Center No. 2 Jianwaidajie, Beijing China	Non-Executive and Non-Independent Director
Mr. Yoichiro Furuse	403 3-8-3 Ichigaya Sadoharacho Shinjuku-ku Tokyo Japan	Non-Executive and Independent Director
Mr. Luciano Lewandowski	R. Funchal, 263 – 7 andar São Paulo, SP – 04551-060 – Brasil	Non-Executive and Independent Director
Mr. Lim Swe Guan	49 Woo Mon Chew Road Singapore 455126	Non-Executive and Independent Director
Mr. Tham Kui Seng	30 Hill Street #05-04 Singapore 179360	Non-Executive and Independent Director

2. PRINCIPAL ACTIVITIES

The Company is listed on the Mainboard of the SGX-ST. The Group is the leading provider of modern logistics facilities in China, Japan, US and Brazil. The Group's portfolio of 55.8 million square meters (601 million square feet) is strategically located across 118 cities, forming an efficient logistics network serving more than 4,000 customers. The Group is dedicated to improving supply chain infrastructure for the world's most dynamic manufacturers, retailers and third party logistics companies. Domestic consumption is a key driver of demand for the Group.

3. SHARE CAPITAL

3.1 Shares

As at the Latest Practicable Date, there is only one class of shares in the capital of the Company, comprising ordinary shares.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S$8,619,175,080.86 comprising 4,844,365,222 Shares (including 147,043,032 treasury Shares).

3.2 Rights of the Shareholders in respect of Capital, Dividends and Voting

Selected texts of the Constitution relating to the rights of the Shareholders in respect of capital, dividends and voting have been extracted and reproduced in **Appendix 4** to this Scheme Document.

3.3 Convertible Instruments

3.3.1 **PSP and RSP**. As at the Latest Practicable Date, the Company has 22,277,900 outstanding PSP Awards and 16,695,100 outstanding RSP Awards granted to Directors and eligible employees of the Group.

The Awards represent the right of a participant to receive fully paid Shares free of charge. The details of the outstanding PSP and RSP Awards as at the Latest Practicable Date are set out below:

Year of Grant	Outstanding Awards as at the Latest Practicable Date	Vesting Date / Vesting Period	Performance Conditions
PSP Awards			
2015	4,422,600	15 June 2018	The total number of Shares to be issued and/or transferred to the holder of PSP Awards upon vesting will range from 0% to 200% of the number of the relevant PSP Awards based on achievement against targets over the three-year performance period and subject to the fulfilment of the terms and conditions of the PSP: (i) average Share price on vesting being in excess of average Share price on grant; (ii) Net Asset Value per Share growth; and (iii) EBITDA per Share growth, (collectively, the "**Performance Criteria**"). The relative weighting and final determination of the Performance Criteria, including any decision to amend, add or remove any of the Performance Criteria, are determined by the HRCC.
2016	10,889,700	17 June 2019	
2017	6,965,600	15 June 2020	

Year of Grant	Outstanding Awards as at the Latest Practicable Date	Vesting Date / Vesting Period	Performance Conditions
RSP Awards			
2015	1,566,500	1 to 3 years after the date of grant	Subject to the fulfilment of the terms and conditions of the RSP, the total number of Shares to be issued and/or transferred to the holder of the RSP Awards upon vesting will be 100% of the number of the relevant RSP Awards. Unlike PSP Awards, the RSP Awards will not be subject to future performance targets.
2016	7,025,000	1 to 3 years after the date of grant	
2017	8,103,600	1 to 3 years after the date of grant	

3.3.2 **No Other Convertible Instruments**. Saved as disclosed in this **paragraph 3.3**, as at the Latest Practicable Date, there are no outstanding instruments convertible into, rights to subscribe for, and options in respect of, Shares or securities which carry voting rights affecting the Shares.

3.3.3 **HRCC's Determination in relation to the Awards**. The Human Resource and Compensation Committee of the Company (the "**HRCC**") has determined (such determination by HRCC, the "**HRCC Determination**") that, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, the vesting of all of the outstanding Awards will be accelerated such that all such Awards will, subject to the grant of the Court Order, vest on or before the Books Closure Date.

Pursuant to the HRCC Determination:

(i) 44,613,150 Shares in aggregate will, subject to the grant of the Court Order, be issued and/or transferred on or before the Books Closure Date to holders of the Awards as a result of the accelerated vesting of the Awards outstanding as at the Latest Practicable Date; and

(ii) pursuant to the agreements entered into between the Company and certain of the Employee Programme Participants, as more particularly described in **paragraph 8.1.3** below, certain number of the outstanding Awards will vest and be released in the form of cash in accordance with the terms of the Share Plans.

Subsequent to the accelerated vesting of the Awards, there will not be any outstanding Awards which will be capable of vesting into Shares after the Books Closure Date.

3.4 Issue of Shares

Since 31 March 2017, being the end of last financial year of the Company:

3.4.1 no new Shares have been issued; and

3.4.2 10,313,000 Shares have been transferred from the treasury to the Directors and employees of the Group as a result of the vesting of the Awards held by such Directors and employees.

3.5 Share Buyback

The Company has not purchased any Company Securities during the period commencing six (6) months prior to the Holding Announcement Date, and ending on the Latest Practicable Date.

4. FINANCIAL INFORMATION

4.1 Financial Information of the Group

4.1.1 **Selected Financial Information relating to the Consolidated Income Statements of the Group.** Set out below is certain financial information extracted from the annual reports of the Company for FY2015, FY2016 and FY2017 and from the unaudited consolidated financial statements of the Group for 3M FY2018 (the "**GLP 3M FY2018 Results**") respectively.

The financial information for FY2015, FY2016 and FY2017 should be read in conjunction with the audited consolidated financial statements of the Group and the accompanying notes as set out in the annual reports of the Company for FY2015, FY2016 and FY2017 respectively and the financial information for 3M FY2018 should be read in conjunction with the GLP 3M FY2018 Results.

	Unaudited 3M FY2018 US$'000	Audited FY2017 US$'000	Audited FY2016 US$'000	Audited FY2015 US$'000
Revenue	261,785	879,587	777,473	708,009
Profit from operating activities after share of results of associates and joint ventures	167,523	758,075	632,436	476,223
Profit before changes in fair value of subsidiaries' investment properties	169,005	550,626	586,172	374,057
Profit before tax	254,959	1,347,599	1,306,575	862,235
Profit from continuing operations	201,636	1,051,895	996,807	667,970
Profit for the year	206,858	1,056,368	1,032,817	667,970
Profit attributable to the owners of the Company	144,198	793,718	719,083	486,199
Earnings per share (US$ cents)				
- Basic	3.08	16.32	14.43	9.41
- Diluted	3.06	16.22	14.38	9.38

Set out below is also a summary of the dividend per Share declared by the Company in respect of each of FY2015, FY2016 and FY2017. This information was extracted from the annual reports of the Company for FY2015, FY2016 and FY2017.

Dividend per Share	Final Tax Exempt Dividend (S$ cents)
In respect of FY2017	6.0
In respect of FY2016	6.0
In respect of FY2015	5.5

4.1.2 **Statements of Assets and Liabilities of Group as at 31 March 2017 and 30 June 2017.** The audited consolidated balance sheet of the Group as at 31 March 2017, being the latest published audited consolidated balance sheet of the Group prior to the Latest Practicable Date, and the unaudited consolidated balance sheet of the Group as at 30 June 2017, which is reproduced from the GLP 3M FY2018 Results, are set out below.

The audited consolidated balance sheet of the Group as at 31 March 2017 should be read in conjunction with the audited consolidated financial statements of the Group and the accompanying notes as set out in the annual report of the Company for FY2017 and the unaudited consolidated balance sheet of the Group as at 30 June 2017 should be read in conjunction with the GLP 3M FY2018 Results.

	Unaudited 3M FY2018 US$'000	Audited FY2017 US$'000
Non-current assets		
Investment properties	15,372,574	14,702,578
Subsidiaries	–	–
Associates and joint ventures	2,486,779	2,482,103
Deferred tax assets	15,808	17,334
Plant and equipment	49,487	49,546
Intangible assets	452,245	447,335
Other investments	1,193,164	1,160,597
Other non-current assets	250,345	231,758
Total non-current assets	**19,820,402**	**19,091,251**
Current assets		
Trade and other receivables	674,087	649,399
Cash and cash equivalents	1,024,914	1,210,540
Assets classified as held for sale	840,858	808,565
Total current assets	**2,539,859**	**2,668,504**
Total assets	**22,360,261**	**21,759,755**
Equity attributable to owners of the company		
Share capital	6,456,303	6,456,303
Capital securities	–	–
Reserves	2,395,260	2,255,073
Total equity attributable to owners of the company	8,851,563	8,711,376
Non-controlling interests	4,685,126	4,503,514
Total equity	**13,536,689**	**13,214,890**
Non-current liabilities		
Loans and borrowings	4,267,743	4,294,708
Financial derivative liabilities	16,235	24,194
Deferred tax liabilities	1,230,354	1,178,477
Other non-current liabilities	171,842	170,905
Total non-current liabilities	**5,686,174**	**5,668,284**
Current liabilities		
Loans and borrowings	1,618,301	1,304,710
Trade and other payables	1,020,138	1,060,983

	Unaudited 3M FY2018 US$'000	Audited FY2017 US$'000
Financial derivative liabilities	8,362	2,611
Current tax payable	30,722	51,207
Liabilities classified as held for sale	459,875	457,070
Total current liabilities	**3,137,398**	**2,876,581**
Total liabilities	**8,823,572**	**8,544,865**
Total equity and liabilities	**22,360,261**	**21,759,755**

Copies of the annual reports of the Company for FY2015, FY2016 and FY2017 and the GLP 3M FY2018 Results are available for inspection at the Company's registered office at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623 during normal business hours from the date of this Scheme Document up until the Effective Date. Any person who wishes to inspect the aforesaid documents should contact J.P. Morgan at +65 6882 8342 to make an appointment to inspect the documents.

4.2 Material Changes in Financial Position

4.2.1 **No Material Changes**. As at the Latest Practicable Date, save as disclosed in this Scheme Document, the GLP 3M FY2018 Results and any other information on the Group which is publicly available (including without limitation, the announcements released by the Company on the SGXNET), there have been no material changes in the financial position of the Group since 31 March 2017, being the date of the last published audited consolidated financial statements of the Group.

4.2.2 **Gazeley Acquisition**. On 2 October 2017, the Company announced its proposed acquisition (through its indirectly wholly-owned subsidiaries) of Gazeley, a leading European logistics platform (the "**Gazeley Acquisition**").

The target portfolio includes properties across four (4) countries in Europe and will comprise approximately 32 million square feet (3.0 million square metres) of total gross leasable area upon full build-out of the land bank. The target portfolio is held by entities which are directly or indirectly owned by BSREP Bermuda Europe Holdings Limited ("**BSREP**"), which is in turn owned by BSREP Europe Holdings L.P., a fund affiliated with Brookfield Asset Management Inc.. The Gazeley Acquisition will involve the acquisition of all of the shares of BSREP from BSREP Europe Holdings L.P..

The purchase price for the target portfolio is approximately €2.4 billion (subject to customary post-closing adjustments for, *inter alia*, rent, taxes, deposits and prepaid expenses), which will be funded by cash, existing credit facilities and new indebtedness. The pro forma financial effects of the Gazeley Acquisition on the net tangible assets and earnings per Share are set out in the announcement released by the Company on the SGXNET on 2 October 2017. Please refer to the said announcement for further information relating to the Gazeley Acquisition.

The Offeror has also confirmed its support to the Company in relation to the Gazeley Acquisition. Please refer to the Offeror's statement released on the SGXNET on 2 October 2017 for further information.

4.3 Significant Accounting Policies

The significant accounting policies for the Group are set out in the notes to the audited consolidated financial statements of the Group for FY2017, which are set out in **Appendix 5** to this Scheme Document.

4.4 Changes in Accounting Policies

The changes in the significant accounting policies for the Group are set out in the extract of the notes to the audited consolidated financial statements of the Group for FY2017 in **Appendix 5** to this Scheme Document. Save as aforesaid, as at the Latest Practicable Date, there are no changes in the accounting policy of the Group which will cause the figures disclosed in this **paragraph 4** not to be comparable to a material extent.

5. DISCLOSURE OF INTERESTS

5.1 Holdings of Offeror Securities by the Company

As at the Latest Practicable Date, none of the Group Entities owns, controls or has agreed to acquire any Offeror Securities.

5.2 Interests of Directors in Offeror Securities

As at the Latest Practicable Date, save as disclosed in this Scheme Document, none of the Directors has any direct or indirect interests in the Offeror Securities.

5.3 Interests of Directors in Company Securities

As at the Latest Practicable Date, based on the Register of Directors maintained by the Company, save as disclosed in this **paragraph 5.3** and this Scheme Document, none of the Directors has any direct or indirect interests in the Shares:

Directors	Direct Interest		Deemed Interest		Outstanding Awards	
	No. of Shares	%(1)	No. of Shares	%(1)	PSP	RSP
Dr. Seek Ngee Huat(2)	385,200	0.0082	400,000	0.0085	-	163,600
Mr Ming Z. Mei(3)	45,754,331	0.9741	6,750,000	0.1437	10,140,900	3,048,300
Mr Steven Lim Kok Hoong(4)	254,700	0.0054	-	-	-	58,900
Dr. Dipak Chand Jain(4)	254,700	0.0054	-	-	-	58,900
Mr Paul Cheng Ming Fun(4)	254,700	0.0054	-	-	-	58,900
Mr Fang Fenglei(4)(5)	-	-	74,421,492	1.5843	-	58,900
Mr Yoichiro Furuse(4)	254,700	0.0054	-	-	-	58,900
Mr Luciano Lewandowski(4)	175,700	0.0037	-	-	-	58,900
Mr Lim Swe Guan(4)	214,700	0.0046	-	-	-	58,900
Mr Tham Kui Seng(4)	254,700	0.0054	-	-	-	58,900

Notes:

(1) Rounded to the nearest four (4) decimal places.

(2) Junestar Capital Limited and Dreamhouse Holdings Ltd each hold 200,000 Shares. Dr. Seek Ngee Huat is deemed interested in the Shares by virtue of Section 7 of the Act. Dr. Seek and his spouse Au Yeong Chai Yoke each own a 50 per cent. shareholding in Junestar Capital Limited, while Dreamhouse Holdings Ltd is solely owned by Dr. Seek. Dr. Seek and his spouse are also directors of both Junestar Capital Limited and Dreamhouse Holdings Ltd.

The RSP Awards held by Dr. Seek were granted on 15 June 2017. On the basis of the HRCC Determination, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, all of such outstanding RSP Awards held by Dr. Seek as at the Latest Practicable Date will, subject to the grant of the Court Order, vest into 163,600 Shares on or before the Books Closure Date.

(3) Of the 45,754,331 Shares in which MZM has a direct interest, 41,320,731 Shares are pledged to a financial institution.

MZM's deemed interest in 6,750,000 Shares arises from the 6,750,000 Shares which he has transferred to a counterparty pursuant to a financing transaction, in respect of which he will continue to retain financial exposure subject to certain specified cap and floor levels in respect of up to 6,750,000 Shares. MZM is not able to exercise the voting rights in respect of these 6,750,000 Shares and does not have any right to repurchase these 6,750,000 Shares.

Of the 10,140,900 outstanding PSP Awards held by MZM:

(i) 2,250,700 PSP Awards were granted on 15 June 2015;

(ii) 4,930,000 PSP Awards were granted on 15 June 2016; and

(iii) 2,960,200 PSP Awards were granted on 15 June 2017.

Of the 3,048,300 outstanding RSP Awards held by MZM:

(a) 369,300 RSP Awards were granted on 15 June 2015;

(b) 1,409,500 RSP Awards were granted on 15 June 2016; and

(c) 1,269,500 RSP Awards were granted on 15 June 2017.

On the basis of the HRCC Determination, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, all of such outstanding PSP Awards and RSP Awards held by MZM as at the Latest Practicable Date will, subject to the grant of the Court Order, vest into 15,211,350 Shares and 3,048,300 Shares respectively on or before the Books Closure Date.

(4) All of the 58,900 RSP Awards held by each Director (other than MZM and Dr. Seek Ngee Huat) were granted on 15 June 2017. On the basis of the HRCC Determination, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, all of such outstanding RSP Awards held by each such Director as at the Latest Practicable Date will, subject to the grant of the Court Order, vest into 58,900 Shares for each such Director on or before the Books Closure Date.

(5) FFL is one of the directors of the management company which is the general partner of Hopu Logistics Fund L.P.. Hopu Logistics Fund L.P. is the sole shareholder of Khangai. The directors of such management company could be accustomed to act in accordance with the directions of FFL. Accordingly, by virtue of Section 7 of the Act, FFL is deemed to be interested in 74,278,292 Shares held by Khangai (through a nominee) as well as the 143,200 Shares held by HFMC.

Further, FFL has nominated HFMC to receive the 58,900 Shares to be issued and/or transferred upon the vesting of the outstanding 58,900 RSP Awards.

5.4 Interests of Substantial Shareholders in Shares

As at the Latest Practicable Date, based on the Register of Substantial Shareholders maintained by the Company, the interests of the substantial shareholders of the Company in the Shares are set out below:

Substantial shareholder	Direct Interest as at the Latest Practicable Date		Deemed Interest as at the Latest Practicable Date	
	No. of Shares	%	No. of Shares	%
Recosia China Pte Ltd(1)	885,015,979	18.84	-	-
Reco Benefit Private Limited(1)	845,690,838	18.00	-	-
Recosia Pte Ltd(1)	-	-	1,730,706,817	36.84
GIC (Realty) Private Limited(2)	-	-	1,730,706,817	36.84
GIC Real Estate Private Limited(3)	-	-	1,730,706,817	36.84
GIC Private Limited(4)	-	-	1,730,706,817	36.84
Gaoling Fund, L.P(5)	380,534,700	8.10	-	-
Hillhouse Capital Management Ltd(5)	-	-	385,005,700	8.20
Hillhouse Capital Group Limited(5)	-	-	385,005,700	8.20
Hillhouse Capital Group Holdings Limited(5)	-	-	385,005,700	8.20
Gaoling Feeder, Ltd(5)	-	-	380,534,700	8.10
Lei Zhang(5)	-	-	385,005,700	8.20
Bank of America Corporation(6)	-	-	604,361,821	12.87
NB Holdings Corporation(6)	-	-	604,361,821	12.87
Merrill Lynch International, LLC(6)	-	-	604,361,821	12.87
Merrill Lynch Group Holdings I, LLC(6)	-	-	604,361,821	12.87
BofAML Jersey Holdings Limited(6)	-	-	604,361,821	12.87
BofAML EMEA Holdings 1 Limited(6)	-	-	604,361,821	12.87
BofAML EMEA Holdings 2 Limited(6)	-	-	604,361,821	12.87
ML UK Capital Holdings(6)	-	-	604,361,821	12.87
Merrill Lynch International(6)	7,415,681	0.16	595,643,850	12.68

Notes:

(1) Recosia China Pte Ltd and Reco Benefit Private Limited are wholly owned subsidiaries of Recosia Pte Ltd ("**Recosia**"). All Shares are registered in the name of DBS Nominees (Private) Limited.

(2) GIC Realty is the holding company of Recosia. Accordingly, by virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), GIC Realty is deemed to be interested in all the Shares in which Recosia and its subsidiaries have an interest in.

(3) GIC Real Estate manages the real estate investments which are held by GIC Realty, the holding company of Recosia. Accordingly, by virtue of Section 4 of the SFA, GIC Real Estate is deemed to be interested in all the Shares in which GIC Realty and its subsidiaries have an interest in.

(4) GIC Real Estate is a wholly owned subsidiary of GIC Private Limited ("**GIC**"). Accordingly, by virtue of Section 4 of the SFA, GIC is deemed to be interested in the Shares that GIC Real Estate has an interest in.

(5) Hillhouse Capital Management, Ltd. ("**Hillhouse**") is the sole management company of Gaoling and the sole general partner of YHG. Gaoling Feeder holds not less than 20 per cent. of the voting rights of Gaoling. Hillhouse Capital Group Limited ("**Hillhouse Group**") holds more than 50 per cent. of the voting rights of Hillhouse. Hillhouse Capital Group Holdings Limited ("**Hillhouse Holdings**") holds more than 50 per cent. of the voting rights of Hillhouse Group. Mr. Lei Zhang holds more than 50 per cent. of the voting rights of Hillhouse Holdings. Accordingly, each of Gaoling Feeder, Hillhouse, Hillhouse Group, Hillhouse Holdings and Mr. Lei Zhang may be deemed to have an interest in the Shares held by Gaoling. In addition, each of Hillhouse, Hillhouse Group, Hillhouse Holdings and Mr. Lei Zhang may be deemed to have an interest in the Shares held by YHG.

(6) Based on confirmation from Merrill Lynch received by the Company, Bank of America Corporation is the controlling shareholder of NB Holdings Corporation, and by virtue of this, has a deemed interest in the shares of the listed company that NB Holdings Corporation has an interest in. NB Holdings Corporation is the controlling shareholder of Merrill Lynch International, LLC and various other group entities, and by virtue of this, has a deemed interest in the shares of the listed company that these other group entities and Merrill Lynch International, LLC have an interest in. Merrill Lynch International, LLC is the controlling shareholder of Merrill Lynch Group Holdings I, LLC, and by virtue of this, has a deemed interest in the shares of the listed company that Merrill Lynch Group Holdings I, LLC has an interest in. Merrill Lynch Group Holdings I, LLC is the controlling shareholder of BofAML Jersey Holdings Limited, and by virtue of this, has a deemed interest in the shares of the listed company that BofAML Jersey Holdings Limited has an interest in. BofAML Jersey Holdings Limited is the controlling shareholder of BofAML EMEA Holdings 1 Limited, and by virtue of this, has a deemed interest in the shares of the listed company that BofAML EMEA Holdings 1 Limited has an interest in. BofAML EMEA Holdings 1 Limited is the controlling shareholder of BofAML EMEA Holdings 2 Limited, and by virtue of this, has a deemed interest in the shares of the listed company that BofAML EMEA Holdings 2 Limited has an interest in. BofAML EMEA Holdings 2 Limited is the controlling shareholder of ML UK Capital Holdings, and by virtue of this, has a deemed interest in the shares of the listed company that ML UK Capital Holdings has an interest in. ML UK Capital Holdings is the controlling shareholder of Merrill Lynch International, and by virtue of this, has a deemed interest in the shares of the listed company that Merrill Lynch International has an interest in. Merrill Lynch International has a deemed interest in 595,643,850 Shares as it has the ability to exercise rights of use in relation to, and to dispose of, those shares as part of its international prime brokerage business.

6. DEALINGS DISCLOSURE

6.1 Dealings in Offeror Securities by the Company

None of the Group Entities has dealt for value in the Offeror Securities during the period commencing three (3) months prior to the Holding Announcement Date and ending on the Latest Practicable Date.

6.2 Dealings in Offeror Securities by the Directors

Save as disclosed in this Scheme Document, none of the Directors has dealt for value in the Offeror Securities during the period commencing three (3) months prior to the Holding Announcement Date and ending on the Latest Practicable Date.

6.3 Dealings in Company Securities by the Directors

Save as disclosed in this **paragraph 6.3**, none of the Directors has dealt for value in any Company Securities during the period commencing three (3) months prior to the Holding Announcement Date and ending on the Latest Practicable Date.

6.3.1 On 15 June 2017, the Company granted 4,864,500 Awards, comprising 2,960,200 PSP Awards and 1,904,300 RSP Awards, to the Directors, details of which are set out below:

Directors	Number of Awards	Vesting Date / Vesting Period
MZM	2,960,200 PSP Awards	15 June 2020
	1,269,500 RSP Awards	Vesting in equal parts over a period of three (3) years commencing on 15 June 2018
Dr. Seek Ngee Huat	163,600 RSP Awards	15 June 2018
Mr. Steven Lim Kok Hoong	58,900 RSP Awards	15 June 2018
Dr. Dipak Chand Jain	58,900 RSP Awards	15 June 2018
Mr. Paul Cheng Ming Fun	58,900 RSP Awards	15 June 2018
Mr. Fang Fenglei	58,900 RSP Awards(1)	15 June 2018
Mr. Yoichiro Furuse	58,900 RSP Awards	15 June 2018
Mr. Luciano Lewandowski	58,900 RSP Awards	15 June 2018
Mr. Lim Swe Guan	58,900 RSP Awards	15 June 2018
Mr. Tham Kui Seng	58,900 RSP Awards	15 June 2018

Note:

(1) FFL has nominated HFMC to receive the 58,900 Shares to be issued and/or transferred upon the vesting of the outstanding 58,900 RSP Awards.

On the basis of the HRCC Determination, as further described in **paragraph 3.3.3** of this **Appendix 3**, subject to the Scheme being approved by the Shareholders at the Scheme Meeting, the vesting of all of the Awards will be accelerated such that all of such Awards will, subject to the grant of the Court Order, vest on or before the Books Closure Date.

6.3.2 On 15 June 2017, the following Awards held by the Directors had vested into Shares:

Directors	**Number of vested Awards**	**Date of grant of the vested Awards**	**Number of Shares issued and/or transferred pursuant to vesting of the Awards**
MZM	832,000 PSP Awards	13 June 2014	773,800 Shares
	1,209,800 RSP Awards	(i) 136,000 RSP Awards granted on 13 June 2014; (ii) 369,000 RSP Awards granted on 15 June 2015; and (iii) 704,800 RSP Awards granted on 15 June 2016	1,209,800 Shares
Dr. Seek Ngee Huat	266,500 RSP Awards	15 June 2016	266,500 Shares
Mr. Steven Lim Kok Hoong	96,000 RSP Awards	15 June 2016	96,000 Shares
Dr. Dipak Chand Jain	96,000 RSP Awards	15 June 2016	96,000 Shares
Mr. Paul Cheng Ming Fun	96,000 RSP Awards	15 June 2016	96,000 Shares
Mr. Fang Fenglei	96,000 RSP Awards	15 June 2016	96,000 Shares(1)
Mr. Yoichiro Furuse	96,000 RSP Awards	15 June 2016	96,000 Shares
Mr. Luciano Lewandowski	96,000 RSP Awards	15 June 2016	96,000 Shares
Mr. Lim Swe Guan	96,000 RSP Awards	15 June 2016	96,000 Shares
Mr. Tham Kui Seng	96,000 RSP Awards	15 June 2016	96,000 Shares

Note:

(1) FFL had nominated HFMC to receive the 96,000 vested Shares.

7. INTERESTS OF THE INDEPENDENT FINANCIAL ADVISER

7.1 Interests of the IFA in Company Securities

As at the Latest Practicable Date, none of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis, owns or controls any Company Securities.

7.2 Dealings in Company Securities by the IFA

None of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis has dealt for value in the Company Securities during the period commencing three (3) months prior to the Holding Announcement Date and ending on the Latest Practicable Date.

8. ARRANGEMENTS AFFECTING DIRECTORS

8.1 No Payment or Benefit to Directors

8.1.1 As at the Latest Practicable Date, save as disclosed in this **paragraph 8.1** and this Scheme Document, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any Director or to any director of any other corporation which, by virtue of Section 6 of the Companies Act, is deemed to be related to the Company (the "**GLP Related Corporations**") as compensation for loss of office or otherwise in connection with the Scheme.

8.1.2 To ensure continuity of management and retention of talent during the period of the Strategic Review, the Company has implemented, prior to the commencement of the Strategic Review, an employee retention programme (the "**Employee Programme**") under which:

(i) select employees (the "**Employee Programme Participants**") are entitled to a cash payment (a) in the event of a change in control of the Company (such cash payment, the "**CIC Payment**") and (b) in the event of termination of employment by the Company without cause or as a result of constructive dismissal within a period of 24 months following a change in control of the Company (the "**CIC Termination**") (such cash payments, the "**CIC Termination Payment**", together with the CIC Payment, the "**Employee Programme Cash Payments**");

(ii) as an extension of the Group's existing policies, the Employee Programme Participants will also be entitled to certain continued group welfare benefits for up to one year following the CIC Termination; and

(iii) upon a change in control of the Company, all the outstanding Awards issued pursuant to the Share Plans to the Employee Programme Participants will become fully vested in accordance with the terms of the Employee Programme and subject to the terms and conditions of the Share Plans.

As at the Latest Practicable Date, the aggregate CIC Payment payable to all of the Employee Programme Participants under the Employee Programme following a change in control of the Company is approximately US$45,259,005.

8.1.3 In line with the objective of the Employee Programme, to ensure the continuity of management and retention of talent after the completion of the Acquisition, the Company and certain of the Employee Programme Participants have entered into further agreements pursuant to which:

(i) the Awards held by such Employee Programme Participants shall vest and be released by the Company in the form of cash (the "**Cash Awards**") pursuant to the exercise of the power and discretion of the HRCC under the relevant Share Plans;

(ii) the payment of the Cash Awards to such Employee Programme Participants shall be deferred to a date falling after the Effective Date as may be determined by the Company; and/or

(iii) the CIC Payment payable to such Employee Programme Participants under the Employee Programme shall be deferred to a date falling after the Effective Date as may be determined by the Company,

in each case, on the terms set out in the relevant agreement(s) between the Company and such Employee Programme Participants and subject to conditions as the Company may deem fit to impose.

8.1.4 The Employee Programme Participants include MZM and certain other employees who are also directors of the GLP Related Corporations. However, MZM is not entitled to any Employee Programme Cash Payments under the Employee Programme.

8.2 No Agreement Conditional upon Outcome of the Scheme

As at the Latest Practicable Date, save as disclosed in **paragraph 8.1** above and this Scheme Document, there is no agreement, arrangement or understanding made between any of the Directors and any other person in connection with or conditional upon the outcome of the Scheme.

8.3 No Material Interest in Material Contracts

As at the Latest Practicable Date, save as disclosed in this Scheme Document, there are no material contracts entered into by the Offeror in which any Director has a material personal interest, whether direct or indirect.

9. MATERIAL LITIGATION

9.1 As at the Latest Practicable Date:

9.1.1 none of the Group Entities is engaged in any material litigation or arbitration proceedings, as plaintiff or defendant, which might materially and adversely affect the financial position of the Group taken as a whole; and

9.1.2 the Directors are not aware of any proceedings pending or threatened against any of the Group Entities or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position of the Group taken as a whole.

10. GENERAL DISCLOSURE

10.1 Financial Statements for FY2017 and 3M FY2018

The audited consolidated financial statements of the Group for FY2017 and the GLP 3M FY2018 Results are set out in **Appendix 5** and **Appendix 6** to this Scheme Document respectively.

10.2 Directors' Service Contracts

As at the Latest Practicable Date:

10.2.1 there are no service contracts between any of the Directors or proposed directors with any Group Entity which have more than twelve (12) months to run and which are not terminable by the employing company within the next twelve (12) months without paying any compensation; and

10.2.2 there are no such contracts entered into or amended during the period commencing six (6) months prior to Holding Announcement Date and ending on the Latest Practicable Date.

10.3 Material Contracts with Interested Persons

As at the Latest Practicable Date, save as disclosed in the annual reports of the Company for FY2015, FY2016 and FY2017 and the GLP 3M FY2018 Results and any other information on the Group which is publicly available (including without limitation, the announcements released by the Company on the SGXNET) as to the material contracts with interested persons (within the meaning of the Note on Rule 23.12 of the Code) which are not in the ordinary course of business, none of the Group Entities has entered into any material contracts with interested persons (other than those entered into in the ordinary course of business) during the period beginning three years before the Holding Announcement Date and ending on the Latest Practicable Date.

10.4 Costs and Expenses

In the event that the Scheme does not become effective and binding for any reason, the expenses and costs incurred by the Company in connection with the Scheme will be borne by the Company.

10.5 Directors' Intentions with respect to their Shares

10.5.1 Under the SIC's ruling set out in **paragraph 9.1.1** of the Explanatory Statement, the Offeror Concert Parties are required to abstain from voting on the Scheme. In compliance with such condition, each of the Relevant Directors will abstain from voting his Shares (if any) at the Scheme Meeting.

As disclosed in **paragraph 11.1(a)** of the Offeror's Letter, as at the Latest Practicable Date, the Offeror Concert Parties own, control or have agreed to acquire an aggregate of 583,048,939 Shares, representing approximately 12.41 per cent. of the total number of Shares. This includes 120,175,823 Shares, representing approximately 2.56 per cent. of the total number of Shares, in which the Relevant Directors are interested (other than MZM's deemed interest in 6,750,000 Shares as disclosed in **paragraph 11.1(a)** of the Offeror's Letter).

10.5.2 As at the Latest Practicable Date, all of the Independent Directors who own, legally and/or beneficially, Shares (amounting to approximately 0.052 per cent. of the total number of Shares) as set out in **paragraph 5.3** of this **Appendix 3**, have informed the Company that they will **VOTE IN FAVOUR** of the Scheme in respect of all such Shares.

11. VALUATION

11.1 Properties in PRC, Japan and Brazil

The Company has commissioned independent valuations of the properties in which the Group has an interest as at 30 June 2017 (the "**Properties**") in PRC, Japan and Brazil (the

"**Valuations**", and the valuation reports issued pursuant to such Valuations, the "**Valuation Reports**"). A summary of the Valuation Reports is set out in **Appendix 12** to this Scheme Document.

Under Rule 26.3 of the Code, the Company is required, *inter alia*, to make an assessment of any potential tax liability which would arise if the assets, which are the subject of a valuation given in connection with an offer, were to be sold at the amount of the valuation. Based on the Valuation Reports, the potential tax liabilities that may be incurred by the Group on the hypothetical disposal of the above Properties on an "as is" basis is approximately US$728,725,418. The Company may from time to time dispose of its interests in certain of the above Properties. However, the value of such Properties is not expected to be material. Accordingly, any tax liabilities crystalising upon the disposal of such Properties will not be material.

11.2 Properties in the US

The reported asset values of the Properties in the US referred to in Tables 12 and 15 of the IFA Letter are based on:

11.2.1 the Company's internal valuations as at 30 June 2017 which are not supported by the opinion of an independent professional expert; and

11.2.2 external valuations as at 30 June 2017 for which the relevant independent professional experts have not given their consent to the publication of the relevant valuation reports.

As at the Latest Practicable Date, to the best of the Directors' knowledge, nothing has come to their attention that would cause the reported asset values of the Properties in the US to differ materially from the external valuations of such Properties as at 30 June 2017 had such external valuations been conducted.

12. CONSENTS

12.1 General

Allen & Gledhill LLP, J.P. Morgan and the Share Registrar have each given and have not withdrawn their respective written consents to the issue of this Scheme Document and the Gatefold with the inclusion herein of their names and all the references to their names (and in the case of J.P. Morgan, the Financial Adviser's Opinion) in the form and context in which they respectively appear in this Scheme Document and the Gatefold.

12.2 IFA

Evercore has given and has not withdrawn its written consent to the issue of this Scheme Document with the inclusion herein of its name, the IFA Letter as set out in **Appendix 1** to this Scheme Document and the Gatefold and all references thereto in the form and context in which it appears in this Scheme Document and the Gatefold.

12.3 KPMG

KMPG has given and has not withdrawn its written consent to the issue of this Scheme Document with the inclusion herein of its name, the auditors' report relating to the audited consolidated financial statements of the Group for FY2017 as set out in **Appendix 5** to this Scheme Document, its review letter dated 7 August 2017 in relation to the GLP 3M FY2018 Results as set out in **Appendix 6** to this Scheme Document and all references thereto in the form and context in which it appears in this Scheme Document.

12.4 Valuers

Each of the Valuers has given and has not withdrawn its written consent to the issue of this Scheme Document with the inclusion herein of the valuation date(s), Valuation(s), Valuation Report(s) and valuation methodology of the relevant Properties set out against its name in **Appendix 12** of this Scheme Document and references thereto, in the form and context in which it appears in this Scheme Document.

Each of the Valuers has also provided a confirmation on the terms set out in its respective written consent that had a valuation as of 30 June 2017 been conducted in respect of the relevant Properties which were valued by it pursuant to the relevant Valuations (the "**Relevant Properties**") (applying the same bases and assumptions set out in the relevant Valuation Reports), the aggregate value of the Relevant Properties based on the valuation as of 30 June 2017 would not be materially different from the aggregate value of the Relevant Properties based on the relevant Valuations.

13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's registered office at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623 during normal business hours from the date of this Scheme Document up until the Effective Date:

(i) the Constitution;

(ii) the annual reports of the Company for FY2015, FY2016 and FY2017;

(iii) the GLP 3M FY2018 Results (together with the auditors' letter dated 7 August 2017 in relation to the GLP 3M FY2018 Results);

(iv) the Implementation Agreement;

(v) the Deeds of Undertaking;

(vi) the Relevant Shareholders' Irrevocable Undertakings;

(vii) the Valuation Reports; and

(viii) the letters of consent referred to in **paragraph 12** of this Appendix.

Any person who wishes to inspect the aforesaid documents should contact J.P. Morgan at +65 6882 8342 to make an appointment to inspect the documents.

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The rights of Shareholders in respect of capital, dividends and voting as extracted and reproduced from the Constitution are set out below:

All capitalised terms used in the following extracts shall have the same meanings given to them in the Constitution of the Company, a copy of which is available for inspection at the Company's registered office during normal business hours from the date of this Scheme Document up until Effective Date. Any person who wishes to inspect the aforesaid documents should contact J.P. Morgan at +65 6882 8342 to make an appointment to inspect the documents.

1. The rights of Shareholders in respect of capital

ISSUE OF SHARES

Shares of a class other than ordinary shares

6. (A) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.

Issue of shares for no consideration

(B) The Company may issue shares for which no consideration is payable to the Company.

Issue of shares

7. Subject to the Statutes and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to article 11, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and for such consideration (if any) and at such time and subject or not to the payment of any part of the amount (if any) thereof in cash as the Directors may think fit, and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, Provided always that:

(a) (subject to any direction to the contrary that may be given by the Company in General Meeting) any issue of shares for cash to members holding shares of any class shall be offered to such members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of article 11(A) with such adaptations as are necessary shall apply; and

(b) any other issue of shares, the aggregate of which would exceed the limits referred to in article 11(B), shall be subject to the approval of the Company in General Meeting.

Preference shares

8. (A) Preference shares may be issued subject to such limitation thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance-sheets and attending General Meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrear.

Issue of further preference capital

(B) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.

VARIATION OF RIGHTS

Variation of rights

9. Whenever the share capital of the Company is divided into different classes of shares, subject to the provisions of the Statutes, preference capital, other than redeemable preference capital, may be repaid and the special rights attached to any class may be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of this Constitution relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him, Provided always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, consent in writing if obtained from the holders of three-quarters of the issued shares of the class concerned within two months of such General Meeting shall be as valid and effectual as a Special Resolution carried at such General Meeting. The foregoing provisions of this article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

Issue of further shares ranking *pari passu*

10. The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

ALTERATION OF SHARE CAPITAL

Offer of new shares to members

11. (A) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Singapore Exchange Securities Trading Limited, all new shares shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this article 11(A).

General authority

(B) Notwithstanding article 11(A), the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:

(a) (i) issue shares of the Company ("shares") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and

(b) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force,

Provided always that:

(1) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited;

(2) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance is waived by the Singapore Exchange Securities Trading Limited) and this Constitution; and

(3) (unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting of the Company next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Statutes (whichever is the earliest).

New shares subject to the Statutes and this Constitution

(C) Except so far as otherwise provided by the conditions of issue or by this Constitution, all new shares shall be subject to the provisions of the Statutes and of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

Power to consolidate, sub-divide and redenominate shares

12. (A) The Company may by Ordinary Resolution:

(a) consolidate and divide all or any of its shares;

(b) sub-divide its shares, or any of them (subject, nevertheless, to the provisions of the Statutes and this Constitution), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to new shares; and

(c) subject to the provisions of the Statutes, convert its share capital or any class of shares from one currency to another currency.

Power to convert shares

(B) The Company may by Special Resolution, subject to and in accordance with the Statutes, convert one class of shares into another class of shares.

Power to reduce capital

13. (A) The Company may reduce its share capital or any undistributable reserve in any manner and with and subject to any incident authorised and consent required by law.

Power to repurchase shares

(B) The Company may, subject to and in accordance with the Act, purchase or otherwise acquire its issued shares on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share which is so purchased or acquired by the Company shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to this Constitution, the number of issued shares of the Company shall be diminished by the number of the shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly.

Treasury shares

(C) The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.

SHARES

Absolute owner of shares

14. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by this Constitution or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee (as the case may be)) entered in the Register of Members as the registered holder thereof or (as the case may be) the person whose name is entered in the Depository Register in respect of that share.

Rights and privileges of new shares

15. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution or, if required by the Statutes, by Special Resolution determine (or, in the absence of any such determination, but subject to the Statutes, as the Directors may determine) and subject to the provisions of the Statutes, the Company may issue preference shares which are, or at the option of the Company are, liable to be redeemed.

Power of Directors to issue shares

16. Subject to the provisions of this Constitution and of the Statutes relating to authority, pre-emption rights and otherwise and of any resolution of the Company in General Meeting passed pursuant thereto, all new shares shall be at the disposal of the Directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

Power to pay commission and brokerage

17. The Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commissions or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

Allotment of shares

18. Subject to the terms and conditions of any application for shares, the Directors shall allot shares applied for within ten Market Days of the closing date (or such other period as may be approved by any stock exchange upon which shares in the Company may be listed) of any such application. The Directors may, at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder or (as the case may be) before that share is entered against the name of a Depositor in the Depository Register, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.

SHARE CERTIFICATES

19. Every share certificate shall be issued under the Seal and shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up, and the amount (if any) unpaid thereon and shall bear the autographic or facsimile signatures of one Director and the Secretary or a second Director or some other person appointed by the Directors. The facsimile signatures may be reproduced by mechanical, electronic or other method approved by the Directors. No certificate shall be issued representing shares of more than one class.

Share certificates

20. (A) The Company shall not be bound to register more than three persons as the registered holders of a share except in the case of executors or administrators (or trustees) of the estate of a deceased member.

Joint holders

(B) In the case of a share registered jointly in the names of several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to any one of the registered joint holders shall be sufficient delivery to all.

Issue of certificate to joint holders

21. Every person whose name is entered as a member in the Register of Members shall be entitled to receive, within ten Market Days (or such other period as may be approved by any stock exchange upon which shares in the Company may be listed) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer, one certificate for all his shares of any one class or several certificates in reasonable denominations each for a part of the shares so allotted or transferred. Where such a member transfers part only of the shares comprised in a certificate, the old certificate shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and such member shall pay a maximum fee of S$2 for each new certificate or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed.

Entitlement to certificate

22. (A) Any two or more certificates representing shares of any one class held by any person whose name is entered in the Register of Members may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.

Consolidation of share certificates

(B) If any person whose name is entered in the Register of Members shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request. Such person shall (unless such fee is waived by the Directors) pay a maximum fee of S$2 for each share certificate issued in lieu of a share certificate surrendered for cancellation or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed.

Sub-division of share certificates

(C) In the case of shares registered jointly in the names of several persons any such request may be made by any one of the registered joint holders.

Requests by joint holders

Replacement share certificates

23. Subject to the provisions of the Statutes, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of any stock exchange upon which shares in the Company may be listed or on behalf of its or their client or clients as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate and in any case on payment of such sum not exceeding S$2 as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

STOCK

Conversion of shares to stock and reconversion

49. The Company may from time to time by Ordinary Resolution convert any paid-up shares into stock and may from time to time by like resolution reconvert any stock into paid-up shares.

Transfer of stock

50. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units as the Directors may from time to time determine.

Rights of stockholders

51. The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards participation in the profits or assets of the Company) shall be conferred by the number of stock units which would not, if existing in shares, have conferred such privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

Power to issue free bonus shares and/or to capitalise reserves

138. (A) The Directors may, with the sanction of an Ordinary Resolution of the Company, including any Ordinary Resolution passed pursuant to article 11(B):

(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:

(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an Ordinary Resolution passed pursuant to article 11(B)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares; and/or

(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:

(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an Ordinary Resolution passed pursuant to article 11(B)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

Power of Directors to give effect to bonus issues and capitalisations

(B) The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation under article 138(A), with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

Power to issue free shares and/or to capitalise reserves for Directors' remuneration and share-based incentive plans

139. In addition and without prejudice to the powers provided for by article 138, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares, in each case on terms that such shares shall, upon issue, be held by or for the benefit of Directors as part of their remuneration under article 82 and/or article 83(A) and participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit.

The Directors may do all such acts and things considered necessary or expedient to give effect to any of the foregoing.

WINDING UP

Power to present winding up petition

149. The Directors shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

150. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of a Special Resolution, divide among the members *in specie* or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members of different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

Distribution of assets *in specie*

151. In the event of a winding up of the Company every member of the Company who is not for the time being in the Republic of Singapore shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder in the Republic of Singapore upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the Liquidator shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such member for all purposes, and where the Liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertisement in any leading daily newspaper in the English language in circulation in Singapore or by a registered letter sent through the post and addressed to such member at his address as appearing in the Register of Members or (as the case may be) the Depository Register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

Member outside Singapore

2. The rights of Shareholders in respect of dividends

RESERVES

123. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions (if any) of the Statutes.

Reserves

DIVIDENDS

124. The Company may by Ordinary Resolution declare dividends but no such dividend shall exceed the amount recommended by the Directors.

Declaration of dividends

Interim dividends

125. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may declare and pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

Apportionment of dividends

126. Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted under the Act:

(a) all dividends in respect of shares must be paid in proportion to the number of shares held by a member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and

(b) all dividends must be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid.

For the purposes of this article, an amount paid or credited as paid on a share in advance of a call is to be ignored.

Dividends payable out of profits

127. No dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes.

No interest on dividends

128. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

Retention of dividends on shares subject to lien

129. (A) The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Retention of dividends pending transmission

(B) The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Waiver of dividends

130. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the shareholder (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.

Unclaimed dividends or other moneys

131. The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends and other moneys payable on or in respect of a share that are unclaimed after first becoming payable may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend or any such moneys unclaimed after a period of six years from the date they are first payable shall be forfeited and shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the moneys so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six years has elapsed from the date such dividend or other moneys are first payable.

Payment of dividend *in specie*

132. The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company) and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates, may fix the value for distribution of such specific assets or any part thereof, may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

Scrip dividend scheme

133. (A) Whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on shares of a particular class in the capital of the Company, the Directors may further resolve that members entitled to such dividend be entitled to elect to receive an allotment of shares of that class credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:

(a) the basis of any such allotment shall be determined by the Directors;

(b) the Directors shall determine the manner in which members shall be entitled to elect to receive an allotment of shares of the relevant class credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to members, providing for forms of election for completion by members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this article 133;

(c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded, Provided always that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and

(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on the shares of the relevant class in respect whereof the share election has been duly exercised (the "elected shares") and, in lieu and in satisfaction thereof, shares of the relevant class shall be allotted and credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid. For such purpose and notwithstanding the provisions of article 138, the Directors shall (i) capitalise and

apply out of the amount standing to the credit of any of the Company's reserve accounts or any amount standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and among the holders of the elected shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected shares towards payment of the appropriate number of shares of the relevant class for allotment and distribution to and among the holders of the elected shares on such basis.

Ranking of shares

(B) The shares of the relevant class allotted pursuant to the provisions of article 133(A) shall rank *pari passu* in all respects with the shares of that class then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.

Record date

(C) The Directors may, on any occasion when they resolve as provided in article 133(A), determine that rights of election under that article shall not be made available to the persons who are registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of shares, the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of article 133 shall be read and construed subject to such determination.

Eligibility

(D) The Directors may, on any occasion when they resolve as provided in article 133(A), further determine that no allotment of shares or rights of election for shares under article 133(A) shall be made available or made to members whose registered addresses entered in the Register of Members or (as the case may be) the Depository Register is outside Singapore or to such other members or class of members as the Directors may in their sole discretion decide and in such event the only entitlement of the members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

Disapplication

(E) Notwithstanding the foregoing provisions of this article, if at any time after the Directors' resolution to apply the provisions of article 133(A) in relation to any dividend but prior to the allotment of shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their discretion and as they deem fit in the interest of the Company and without assigning any reason therefor, cancel the proposed application of article 133(A).

Fractional entitlements

(F) The Directors may do all acts and things considered necessary or expedient to give effect to the provisions of article 133(A), with full power to make such provisions as they think fit in the case of shares of the relevant class becoming distributable in fractions (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down).

Dividends payable by cheque or warrant

134. Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address appearing in the Register of Members or (as the case may be) the Depository Register of a member or person entitled thereto (or, if two or more persons are registered in the Register of Members or (as the case may be) entered in the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person at such address as such member or person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Payment to Depository good discharge

135. Notwithstanding the provisions of article 134 and the provisions of article 137, the payment by the Company to the Depository of any dividend payable to a Depositor shall, to the extent of the payment made to the Depository, discharge the Company from any liability to the Depositor in respect of that payment.

Payment of dividends to joint holders

136. If two or more persons are registered in the Register of Members or (as the case may be) the Depository Register as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable or property distributable on or in respect of the share.

Resolution declaring dividends

137. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in General Meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares in the Register of Members or (as the case may be) the Depository Register at the close of business on a particular date and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights *inter se* in respect of such dividend of transferors and transferees of any such shares.

3. The rights of Shareholders in respect of voting

GENERAL MEETINGS

Annual General Meeting and Extraordinary General Meeting

52. Save as otherwise permitted under the Act, an Annual General Meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

Calling Extraordinary General Meeting

53. The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed with proper expedition to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

Notice of General Meeting

54. Any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by 21 days' notice in writing at the least and an Annual General Meeting and any other Extraordinary General Meeting by 14 days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in the manner hereinafter mentioned to all members other than such as are not under the provisions of this Constitution and the Act entitled to receive such notices from the Company; Provided always that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed by such number or percentage of members and subject to such other conditions, as may be prescribed by the Statutes, Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. So long as the shares in the Company are listed on any stock exchange, at least 14 days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to any stock exchange upon which shares in the Company may be listed.

PROCEEDINGS AT GENERAL MEETINGS

Chairman of General Meeting

58. The Chairman of the Board of Directors, failing whom the Deputy Chairman, shall preside as chairman at a General Meeting. If there be no such Chairman or Deputy Chairman, or if at any meeting neither be present within ten minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number (or, if no Director be present or if all the Directors present decline to take the chair, the members present shall choose one of their number) to be chairman of the meeting.

Quorum

59. No business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum at any General Meeting shall be two or more members present in person or by proxy. Provided always that (i) a proxy representing more than one member shall only count as one member for the purpose of determining the quorum; and (ii) where a member is represented by more than one proxy such proxies shall count as only one member for the purpose of determining the quorum.

If quorum not present, adjournment or dissolution of meeting

60. If within 30 minutes from the time appointed for a General Meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday then to the next business day following that public holiday) at the same time and place or such other day, time or place as the Directors may by not less than ten days' notice appoint. At the adjourned meeting any one or more members present in person or by proxy shall be a quorum.

Business at adjourned meeting

61. The chairman of any General Meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or *sine die*) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for 30 days or more or *sine die*, not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting.

Notice of adjournment not required

62. Save as hereinbefore expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Amendment of resolutions

63. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

Mandatory polling

64. (A) If required by the listing rules of any stock exchange upon which shares in the Company may be listed, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by such stock exchange).

Method of voting where mandatory polling not required

(B) Subject to article 64(A), at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

(a) the chairman of the meeting; or

(b) not less than two members present in person or by proxy and entitled to vote at the meeting; or

(c) a member present in person or by proxy and representing not less than five per cent. of the total voting rights of all the members having the right to vote at the meeting; or

(d) a member present in person or by proxy and holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than five per cent. of the total sum paid up on all the shares conferring that right.

A demand for a poll made pursuant to this article 64(B) may be withdrawn only with the approval of the chairman of the meeting, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded. Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution.

65. Where a poll is taken, it shall be taken in such manner (including the use of ballot or voting papers) as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The chairman of the meeting may (and, if required by the listing rules of any stock exchange upon which shares in the Company may be listed or if so directed by the meeting, shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Taking a poll

66. A poll on the choice of a chairman or on a question of adjournment shall be taken immediately. A poll on any other question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately.

Timing for taking a poll

67. In the case of an equality of votes, whether on a poll or on a show of hands, the chairman of the meeting at which the poll or show of hands takes place shall be entitled to a casting vote.

Casting vote of chairman

VOTES OF MEMBERS

68. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to article 13(C), each member entitled to vote may vote in person or by proxy. Every member who is present in person or by proxy shall:

How members may vote

(a) on a poll, have one vote for every share which he holds or represents; and

(b) on a show of hands, have one vote, Provided always that:

(i) in the case of a member who is not a relevant intermediary and who is represented by two proxies, only one of the two proxies as determined by that member or, failing such determination, by the chairman of the meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and

(ii) in the case of a member who is a relevant intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.

For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

69. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or (as the case may be) the Depository Register in respect of the share.

Voting rights of joint holders

Voting by receivers

70. Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.

Entitlement of members to vote

71. No member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of such shares remains unpaid.

When objection to admissibility of votes may be made

72. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Vote on a poll

73. On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Appointment of proxies

74. (A) Save as otherwise provided in the Act:

(a) a member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and

(b) a member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

Shares entered in Depository Register

(B) In any case where a member is a Depositor, the Company shall be entitled and bound:

(a) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and

(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by that Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

Notes and instructions

(C) The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.

Proxy need not be a member

(D) A proxy need not be a member of the Company.

Execution of proxies

75. (A) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:

(a) in the case of an individual, shall be:

(i) signed by the appointor or his attorney if the instrument is delivered personally or sent by post; or

(ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and

(b) in the case of a corporation, shall be:

(i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument is delivered personally or sent by post; or

(ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

The Directors may, for the purposes of articles 75(A)(a)(ii) and 75(A)(b)(ii), designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

Witness and authority

(B) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to article 76(A), failing which the instrument may be treated as invalid.

Directors may approve method and manner, and designate procedure, for electronic communications

(C) The Directors may, in their absolute discretion:

(a) approve the method and manner for an instrument appointing a proxy to be authorised; and

(b) designate the procedure for authenticating an instrument appointing a proxy,

as contemplated in articles 75(A)(a)(ii) and 75(A)(b)(ii) for application to such members or class of members as they may determine. Where the Directors do not so approve and designate in relation to a member (whether of a class or otherwise), article 75(A)(a)(i) and/or (as the case may be) article 75(A)(b)(i) shall apply.

Deposit of proxies

76. (A) An instrument appointing a proxy:

(a) if sent personally or by post, must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office); or

(b) if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting,

and in either case, not less than 72 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates; Provided always that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered in accordance with this article 76 for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

Directors may specify means for electronic communications

(B) The Directors may, in their absolute discretion, and in relation to such members or class of members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in article 76(A)(b). Where the Directors do not so specify in relation to a member (whether of a class or otherwise), article 76(A)(a) shall apply.

Rights of proxies

77. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the meeting.

Intervening death or mental disorder

78. A vote cast by proxy shall not be invalidated by the previous death or mental disorder of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made, Provided always that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office at least one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

CORPORATIONS ACTING BY REPRESENTATIVES

79. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of this Constitution (but subject to the Act) be deemed to be present in person at any such meeting if a person so authorised is present thereat.

Corporations acting by representatives

APPENDIX 5 - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2017

FINANCIAL REPORT

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We are pleased to submit this Annual Report to the members of Global Logistic Properties Limited (the "Company") together with the audited financial statements for the financial year ended 31 March 2017.

In our opinion:

(a) the financial statements set out on pages 98 to 187 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2017 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorized these financial statements for issue.

DIRECTORS

The Directors in office at the date of this statement are as follows:

Dr. Seek Ngee Huat (Chairman)	Steven Lim Kok Hoong	Paul Cheng Ming Fun	Yoichiro Furuse	Lim Swe Guan
Ming Z. Mei (Chief Executive Officer)	Dr. Dipak Chand Jain	Fang Fenglei	Luciano Lewandowski	Tham Kui Seng

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register kept by the Company for the purposes of Section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), particulars of interests of Directors who held office at the end of the financial year (including those held by their spouses and infant children) in shares and share options in the Company and in its related corporations (other than wholly-owned subsidiaries) are as follows:

	Held in the name of Director or nominee		Deemed Interest	
The Company	Holdings at beginning of year	Holdings at end of year	Holdings at beginning of year	Holdings at end of year
Ordinary Shares				
Dr. Seek Ngee Huat[1]	62,000	118,700	400,000	400,000
Ming Z. Mei[2]	42,375,731	43,770,731	6,750,000	6,750,000
Steven Lim Kok Hoong	102,000	158,700	–	–
Dr. Dipak Chand Jain	102,000	158,700	–	–
Paul Cheng Ming Fun	102,000	158,700	–	–
Fang Fenglei[3]	–	–	74,278,292	74,325,492
Yoichiro Furuse	102,000	158,700	–	–
Luciano Lewandowski	23,000	79,700	–	–
Lim Swe Guan	62,000	118,700	–	–
Tham Kui Seng	102,000	158,700	–	–

Notes:

1 Junestar Capital Limited ("Junestar") and Dreamhouse Holdings Ltd ("Dreamhouse") each holds 200,000 ordinary shares in the Company (the "Shares"). Dr. Seek Ngee Huat is deemed interested in the Shares by virtue of Section 7 of the Act. Dr. Seek and his spouse, Au Yeong Chai Yoke each own 50% shareholdings in Junestar, while Dreamhouse is solely owned by Dr. Seek. Dr. Seek and his spouse are also directors of both Junestar and Dreamhouse.

2 Mr. Ming Z. Mei's deemed interest in 6,750,000 ordinary shares in the capital of the Company (the "Shares") arises from the 6,750,000 Shares which he has transferred to a counterparty pursuant to a financing transaction, in respect of which he will continue to retain financial exposure subject to certain specified cap and floor levels in respect of up to 6,750,000 Shares. Mr. Mei's direct shareholding interest in 43,770,731 Shares are registered in the name of Citibank Nominees Singapore Pte. Ltd., acting as nominee.

3 Mr. Fang Fenglei is one of the directors of the management company which is the general partner of Hopu Logistics Fund L.P. (the "Fund"). The Fund is the sole shareholder of Khangai Company Limited. The directors of such management company could be accustomed to act in accordance with the directions of Mr. Fang. Accordingly, by virtue of Section 7 of the Act, Mr. Fang is deemed to be interested in 74,278,292 ordinary shares in the capital of the Company (the "Shares") held by Khangai Company Limited (through a nominee) as well as the 47,200 Shares held by Hopu Fund Management Company Limited (formerly known as Hopu Fund II Management Co., Ltd.).

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES CONTINUED

	Held in the name of Director or nominee		Deemed Interest	
Related Corporation	Holdings at beginning of year	Holdings at end of year	Holdings at beginning of year	Holdings at end of year
Iowa China Offshore Holdings (Hong Kong) Limited				
Ordinary Shares				
Ming Z. Mei[1]	–	–	131,715,446	131,715,446
Fang Fenglei[2]	–	–	2,095,089,422	2,095,089,422

Notes:
1 Mr. Ming Z. Mei is one of the managing members of GLP Associates (II) LLC. GLP Associates (II) LLC holds 131,715,446 ordinary shares in Iowa China Offshore Holdings (Hong Kong) Limited (the "Shares"). Accordingly, by virtue of Section 7 of the Act, Mr. Mei is deemed to be interested in 131,715,446 Shares held by GLP Associates (II) LLC.
2 Mr. Fang Fenglei is deemed to be interested in 1,316,250,000 ordinary shares held by Khangai Company Limited and 778,839,422 ordinary shares held by Khangai II Company Limited respectively by virtue of Section 7 of the Act.

Except as disclosed in this statement, no Director who held office at the end of the financial year had interest in shares, debentures, warrants or share options of the Company or of its related corporations either at the beginning or at the end of the financial year.

There were no changes in any of the above mentioned Directors' interests in the Company and its related corporations between the end of the financial year and 21 April 2017.

DIRECTORS' CONTRACTUAL BENEFITS

Except as disclosed in Note 35 of the Notes to the Financial Statements for the year ended 31 March 2017, since the end of the last financial year, no Director has received or become entitled to receive, a benefit by reason of a contract made by the Company or its related corporations with the Director, or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Except as disclosed below and in Note 23 of the Notes to the Financial Statements for the year ended 31 March 2017, neither at the end of nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SHARE PLANS

The Human Resource and Compensation Committee (the "HRCC") of the Company has been designated as the committee responsible for the administration of the GLP Share Plans. The HRCC comprises the following members:

Dr. Seek Ngee Huat
Dr. Dipak Chand Jain
Steven Lim Kok Hoong

(a) GLP PERFORMANCE SHARE PLAN AND GLP RESTRICTED SHARE PLAN

The GLP Performance Share Plan ("GLP PSP") and the GLP Restricted Share Plan ("GLP RSP") (collectively referred to as the "GLP Share Plans") were approved and adopted at the Company's Extraordinary General Meeting held on 24 September 2010.

The GLP RSP is intended to apply to a broader base of employees, Non-Executive Directors and Directors of the Company, while the GLP PSP is intended to apply to a narrower range of executives of the Group.

(a) GLP PERFORMANCE SHARE PLAN AND GLP RESTRICTED SHARE PLAN CONTINUED

Awards under the GLP PSP represent the right of a participant to receive fully paid shares free of charge, upon the Company achieving certain prescribed performance conditions over a three-year time period. Awards are released only if the performance conditions specified on the date on which the award is to be granted have been achieved. There is no vesting period beyond the performance achievement periods. Approximately one-half of annual equity-based compensation paid to certain senior executives are under the GLP PSP which ensures a close alignment between Company performance over an extended measurement period and executive remuneration.

Awards under the GLP RSP represent the right of a participant to receive fully paid shares free of charge. Awards granted under the GLP RSP are based on Company and individual performance and vest pro rata over a three-year to four-year period. Unlike awards granted under the performance share plan, GLP RSP awards will not be subject to future performance targets.

The aggregate number of new shares to be delivered under the GLP Share Plans is subject to a maximum limit of 15% of the total number of issued shares in the capital of the Company (excluding treasury shares) on the date preceding the grants of awards thereunder.

At the Annual General Meeting held on 29 July 2016, the Company has obtained shareholders' approval up to a limit of 5% of the Company's total issued share capital to offer and grant awards under the GLP Share Plans and to allot and issue from time to time such number of fully-paid shares as may be required to be allotted.

At the forthcoming Annual General Meeting to be held on 28 July 2017, the Company is seeking shareholders' approval up to a limit of 5% of the Company's total issued share capital to offer and grant awards under the GLP Share Plans and to allot and issue from time to time such number of fully-paid shares as may be required to be allotted.

(b) AWARDS UNDER THE GLP SHARE PLANS

During the financial year, the HRCC of the Company has granted awards under the GLP RSP and GLP PSP, and details of the movement in the awards are as follows:

GLP Restricted Share Plans

Year of Award	Balance as at 1 April 2016	Granted	Vested	Cancelled/ Lapsed	Balance as at 31 March 2017
2013/2014	1,135,668	–	(1,105,668)	(30,000)	–
2014/2015	2,463,000	–	(1,251,000)	(100,000)	1,112,000
2015/2016	5,935,500	–	(2,382,700)	(173,200)	3,379,600
2016/2017	–	12,637,500	(88,100)	(266,700)	12,282,700
Total	9,534,168	12,637,500	(4,827,468)	(569,900)	16,774,300

(b) AWARDS UNDER THE GLP SHARE PLANS CONTINUED

GLP Performance Share Plans

Year of Award	Balance as at 1 April 2016	Granted	Vested	Cancelled/ Lapsed	Balance as at 31 March 2017
2013/2014	2,697,000	–	(2,697,000)	–	–
2014/2015	3,335,000	–	–	–	3,335,000
2015/2016	4,647,700	–	–	–	4,647,700
2016/2017	–	11,300,600	–	–	11,300,600
Total	10,679,700	11,300,600	(2,697,000)	–	19,283,300

Details of the GLP Share Plans granted to Directors of the Company are as follows:

GLP Restricted Share Plans

Name of Director	Granted during financial year	Aggregate share award granted since commencement of Plan	Aggregate share award vested	Aggregate share award cancelled/ lapsed	Aggregate share award outstanding
Dr. Seek Ngee Huat	266,500	409,200	142,700[1]	–	266,500
Ming Z. Mei	2,114,300	4,725,600	1,737,000	–	2,988,600
Steven Lim Kok Hoong	96,000	254,700	158,700	–	96,000
Dr. Dipak Chand Jain	96,000	254,700	158,700	–	96,000
Paul Cheng Ming Fun	96,000	254,700	158,700	–	96,000
Fang Fenglei	96,000	143,200	47,200[2]	–	96,000
Yoichiro Furuse	96,000	254,700	158,700	–	96,000
Luciano Lewandowski	96,000	175,700	79,700	–	96,000
Lim Swe Guan	96,000	214,700	118,700	–	96,000
Tham Kui Seng	96,000	254,700	158,700	–	96,000
	3,148,800	6,941,900	2,918,800	–	4,023,100

Notes:
1 24,000 ordinary shares have been transferred to Recosia China Pte Ltd pursuant to an agreement dated 10 July 2012 between Dr. Seek Ngee Huat and Recosia China Pte Ltd.
2 Mr. Fang Fenglei had nominated Hopu Fund Management Company Limited (formerly known as Hopu Fund II Management Co., Ltd.) to receive the 47,200 vested ordinary shares.

GLP Performance Share Plans

Name of director	Granted during financial year	Aggregate share award granted since commencement of Plan	Aggregate share award vested	Aggregate share award cancelled/ lapsed	Aggregate share award outstanding
Ming Z. Mei	4,930,000	9,998,700	1,986,000[1]	–	8,012,700

Note:
1 The final number of shares released to Ming Z. Mei for GLP PSP vested during the year is 760,000 upon achievement of performance targets at the end of the prescribed performance period, set out under the conditional award granted on 14 June 2013 pursuant to the Global Logistic Properties Limited Performance Share Plan.

(b) AWARDS UNDER THE GLP SHARE PLANS CONTINUED

GLP Performance Share Plans continued

Since the commencement of the GLP Share Plans, no awards have been granted to any of the Company's controlling shareholders or their associates (as defined in the Singapore Exchange Securities Trading Listing Manual).

No employee or employee of related companies has received 5% or more of the total awards available under the Share Plans.

The awards granted by the Company do not entitle the holders of the awards, by virtue of such holding, to any rights to participate in any share issue of any other company.

OPTIONS TO SUBSCRIBE FOR UNISSUED SHARES

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries. No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries. There were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the financial year. No options have been granted during the financial year which enable the option holder to participate by virtue of the options in any share issue of any other company.

AUDIT COMMITTEE

The members of the Audit Committee during the year and at the date of this report are:

- Steven Lim Kok Hoong (Chairman), Non-Executive Director
- Tham Kui Seng, Non-Executive Director
- Paul Cheng Ming Fun, Non-Executive Director
- Lim Swe Guan, Non-Executive Director

The Audit Committee performs the functions specified in Section 201B of the Act, the Listing Manual of the SGX-ST and the Code of Corporate Governance.

The Audit Committee also reviews arrangements by which employees of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. Pursuant to this, the Audit Committee has introduced a Whistleblowing Policy where employees may raise improprieties to the Audit Committee Chairman in good faith, with the confidence that employees making such reports will be treated fairly and be protected from reprisal.

The Audit Committee met four times during the year ended 31 March 2017. Specific functions performed during the year included reviewing the scope of work and strategies of both the internal and external auditors, and the results arising therefrom, including their evaluation of the system of internal controls. The Audit Committee also reviewed the assistance given by the Company's officers to the auditors. The financial statements of the Group and the Company were reviewed by the Audit Committee prior to the submission to the Board of Directors of the Company for adoption. The Audit Committee also met with the internal and external auditors, without the presence of management, to discuss issues of concern to them.

AUDIT COMMITTEE CONTINUED

The Audit Committee has, in accordance with Chapter 9 of the Listing Manual of the SGX-ST, reviewed the requirements for approval and disclosure of interested person transactions, reviewed the procedures set by the Group and the Company to identify and report and, where necessary, seek approval for interested person transactions and, with the assistance of the internal auditors, reviewed interested person transactions.

The Audit Committee also undertook quarterly reviews of all non-audit services provided by KPMG LLP and its member firms and was satisfied that they did not affect their independence as external auditors of the Company.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, KPMG LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company, subsidiaries and significant associated companies, we have complied with Rules 712 and Rule 715 of the SGX Listing Manual.

AUDITORS

The auditors, KPMG LLP, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors

Seek Ngee Huat
Director

Ming Z. Mei
Director

26 May 2017

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Global Logistic Properties Limited (the "Company") and its subsidiaries (the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 March 2017, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies as set out on pages 98 to 187.

In our opinion, the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards ("FRS") to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2017 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *'Auditors' responsibilities for the audit of the financial statements'* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of investment properties

(Refer to Note 4 – Investment properties)

Risk:

The Group has a significant portfolio of investment properties comprising logistic properties located in the People's Republic of China ("PRC"), Japan, United States of America ("US") and Brazil which are held through subsidiaries, associates and joint ventures.

These investment properties are stated at their fair values based on independent external valuations, with changes in fair value recognized in profit or loss.

The valuation process involves significant judgment in determining the appropriate valuation methodology to be used, and in estimating the underlying assumptions to be applied. The valuations are highly sensitive to key assumptions applied, particularly those relating to capitalization, discount and terminal yield rates.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS CONTINUED

Key audit matters continued

Valuation of investment properties continued

Our response:

We evaluated the qualifications and competency of the external valuers and made enquiries with the valuers to understand their valuation methods and assumptions and basis used.

We considered the valuation methodologies used against those applied by other valuers for logistic facilities in PRC, Japan, US and Brazil. We assessed the reasonableness of the projected cash flows used in the valuation to supporting leases and externally available industry and economic data. We also assessed the reasonableness of capitalization rates, discount rates and terminal yield rates used in the valuations by comparing these against historical rates and available industry data, taking into consideration comparability and market factors. Where the rates were outside our expected range, we undertook further procedures to understand the effect of additional factors and, when necessary, held further discussions with the valuers. We tested a sample of key data inputs used in the valuations.

We also considered the adequacy of disclosures in the financial statements, in describing the inherent degree of subjectivity and key assumptions in the estimates. These include the relationships between key unobservable inputs and fair values, in conveying the uncertainties.

Our findings:

The valuers are members of recognized professional bodies for valuers and have confirmed their independence. The valuation methodologies used by the valuers are in line with generally accepted market practices and the key assumptions used in the valuations are comparable to historical rates and industry data. From our sample test of key data inputs, we found them to be supported by the evidence available.

We found the Group's judgment as to the assumptions and resulting estimates to be fair, and the related disclosures in the financial statements to be appropriate in their description of the degree of subjectivity and judgment inherent in the key assumptions used in the valuations, including the interrelationship between the key unobservable inputs and the fair values.

Recoverable amount of goodwill

(Refer to Note 9 – Intangible assets)

Risk:

The Group has goodwill of US$421.3 million in connection with the acquisitions of Global Logistic Properties Holdings Limited and Airport City Development Co., Ltd during the financial year ended 31 March 2011.

Goodwill is tested for impairment annually by estimating the recoverable amount of each identifiable cash-generating unit (CGU) which goodwill has been allocated to. Management applies the value in use (discounted cash flow) method to determine the recoverable amount of each CGU.

The measurement of value in use as the recoverable amount of each identifiable CGU for operations in China and Japan involves significant judgment and estimation in determining the cash flow forecasts, and risk-free, discount and terminal growth rates.

Our response:

We evaluated management's determination of CGU based on our knowledge of the initial business acquisitions giving rise to the goodwill and our understanding of the current business of the Group.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS CONTINUED

Key audit matters continued

Recoverable amount of goodwill continued

Our response: *continued*

We assessed the key assumptions underlying the cash flows by comparing them with historical performance, future business plans and external economic data, taking into consideration comparability and market factors. This included enquiry with management to understand their business plan, strategies around revenue growth and cost initiatives.

We independently derived applicable discount rates from available industry data and compared these with those used by management. We performed stress tests using plausible range of key assumptions and discount rates, and analyzed the impact to the carrying amount.

We also considered the adequacy of the disclosures in the financial statements, in describing the inherent degree of subjectivity and key assumptions applied in deriving the recoverable amount.

Our findings:

The Group has a reasonable basis to determine the CGU for goodwill allocation purposes.

The assumptions and resulting estimations by management were in tandem with future business plans and external economic data, and within range of reasonable expectations. The discount rates used in the cash flow forecasts appropriately reflect the risks attributed to the respective CGU. The related disclosures in the financial statements are also found to be appropriate.

Accounting for acquisitions

(Refer to Note 6, 10 and 30(a) – Associates and joint ventures, Other investments and Acquisition of subsidiaries)

Risk:

The Group makes acquisitions of investments as part of its business strategy. Such transactions can be complex and judgment is involved in determining whether an acquisition of a controlling interest is a business combination or the acquisition of an asset; and whether an acquisition of a non-controlling interest is an investment in available-for-sale equity interest, associate or joint arrangement, each of which requires different accounting treatments. In accounting for a business combination, there is further judgment involved and inherent uncertainty in the estimation used in allocating the overall purchase price to the assets, liabilities and goodwill that make up the acquisition.

Our response:

We assessed the Group's process on classifying and accounting for each investment acquired. We also examined legal and contractual documents to determine whether each acquisition is appropriately classified and accounted for in accordance with the relevant accounting standards and faithfully presented the nature of the transaction.

For significant acquisition of controlling interest accounted for as a business combination during the year, we read the valuation reports and checked the computations on the allocation of the purchase price to the assets, liabilities and goodwill acquired. We compared the methodologies and key assumptions used in deriving the allocated values to generally accepted market practices and market data relevant to the assets, liabilities and goodwill being acquired. We also considered the adequacy of disclosures for significant acquisitions made during the financial year.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS CONTINUED

Key audit matters continued

Accounting for acquisitions continued

Our findings:

The Group has a policy in place to ensure that each investment acquired is identified, appropriately classified and the relevant accounting treatments are consistently applied.

The judgment applied by the Group in determining whether significant acquisitions are business combinations, acquisitions of assets, investment in available-for-sale equity interest, associate or joint arrangement was fair. Estimates used in allocating the purchase price to assets, liabilities and goodwill acquired in significant business combination were appropriate. We also found the disclosures of significant acquisitions to be appropriate.

Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and our opinion thereon.

We have obtained all other information prior to the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition; and transactions are properly authorized and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS CONTINUED

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS CONTINUED

Auditor's responsibilities for the audit of the financial statements continued

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Tan Wah Yeow.

KPMG LLP
Public Accountants and Chartered Accountants
Singapore
26 May 2017

STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2017

	Note	Group		Company	
		31 March 2017 US$'000	31 March 2016 US$'000	**31 March 2017 US$'000**	31 March 2016 US$'000
Non-current assets					
Investment properties	4	**14,702,578**	13,024,178	**–**	–
Subsidiaries	5	**–**	–	**7,366,751**	8,742,669
Associates and joint ventures	6	**2,482,103**	1,953,686	**–**	–
Deferred tax assets	7	**17,334**	20,888	**–**	–
Plant and equipment	8	**49,546**	52,871	**6,103**	7,395
Intangible assets	9	**447,335**	466,408	**–**	–
Other investments	10	**1,160,597**	1,015,867	**–**	–
Other non-current assets	11	**231,758**	128,182	**–**	–
		19,091,251	16,662,080	**7,372,854**	8,750,064
Current assets					
Trade and other receivables	12	**649,399**	547,791	**1,758,315**	1,245,195
Cash and cash equivalents	14	**1,210,540**	1,024,563	**102,577**	42,750
Assets classified as held for sale	15	**808,565**	4,894,628	**–**	–
		2,668,504	6,466,982	**1,860,892**	1,287,945
Total assets		**21,759,755**	23,129,062	**9,233,746**	10,038,009
Equity attributable to owners of the Company					
Share capital	16	**6,456,303**	6,456,303	**6,456,303**	6,456,303
Capital securities	16	**–**	593,994	**–**	593,994
Reserves	17	**2,255,073**	1,837,484	**177,102**	46,657
		8,711,376	8,887,781	**6,633,405**	7,096,954
Non-controlling interests	18	**4,503,514**	4,272,327	**–**	–
Total equity		**13,214,890**	13,160,108	**6,633,405**	7,096,954
Non-current liabilities					
Loans and borrowings	19	**4,294,708**	3,749,529	**1,879,534**	1,868,223
Financial derivative liabilities	20	**24,194**	30,520	**17,580**	18,887
Deferred tax liabilities	7	**1,178,477**	1,013,334	**–**	–
Other non-current liabilities	21	**170,905**	163,715	**100**	100
		5,668,284	4,957,098	**1,897,214**	1,887,210
Current liabilities					
Loans and borrowings	19	**1,304,710**	1,020,908	**600,807**	808,944
Trade and other payables	22	**1,060,983**	1,025,798	**98,699**	222,177
Financial derivative liabilities	20	**2,611**	22,821	**–**	19,724
Current tax payable		**51,207**	53,534	**3,621**	3,000
Liabilities classified as held for sale	15	**457,070**	2,888,795	**–**	–
		2,876,581	5,011,856	**703,127**	1,053,845
Total liabilities		**8,544,865**	9,968,954	**2,600,341**	2,941,055
Total equity and liabilities		**21,759,755**	23,129,062	**9,233,746**	10,038,009

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED INCOME STATEMENT
YEAR ENDED 31 MARCH 2017

	Note	Group 2017 US$'000	Group 2016 US$'000
Continuing operations			
Revenue	24	**879,587**	777,473
Other income	25	**7,233**	7,038
Property-related expenses		**(156,810)**	(157,041)
Other expenses		**(255,055)**	(235,805)
		474,955	391,665
Share of results (net of tax expense) of associates and joint ventures		**283,120**	240,771
Profit from operating activities after share of results of associates and joint ventures		**758,075**	632,436
Net finance costs	26	**(223,600)**	(101,355)
Non-operating income	27	**16,151**	55,091
Profit before changes in fair value of subsidiaries' investment properties		**550,626**	586,172
Changes in fair value of investment properties		**796,973**	720,403
Profit before tax	27	**1,347,599**	1,306,575
Tax expense	28	**(295,704)**	(309,768)
Profit from continuing operations		**1,051,895**	996,807
Discontinued operation			
Profit from discontinued operation (net of tax)	15	**4,473**	36,010
Profit for the year		**1,056,368**	1,032,817
Profit attributable to:			
Owners of the Company		**793,718**	719,083
Non-controlling interests	18	**262,650**	313,734
Profit for the year		**1,056,368**	1,032,817
Earnings per share (US cents)			
– Basic	29	**16.32**	14.43
– Diluted	29	**16.22**	14.38
Earnings per share (US cents) – Continuing operations			
– Basic	29	**16.26**	13.68
– Diluted	29	**16.16**	13.63

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 31 MARCH 2017

	Group	
	2017 US$'000	2016 US$'000
Profit for the year	**1,056,368**	1,032,817
Other comprehensive income		
Items that are or may be reclassified subsequently to profit or loss:		
Exchange differences arising from consolidation of foreign operations and translation of foreign currency loans, net of effect of net investment hedges	**(458,903)**	(476,998)
Effective portion of changes in fair value of cash flow hedges[1]	**10,709**	(6,174)
Change in fair value of available-for-sale financial investments[2]	**56,269**	147,480
Share of other comprehensive income of associates and joint ventures	**63,598**	(86,396)
Other comprehensive income for the year[3]	**(328,327)**	(422,088)
Total comprehensive income for the year	**728,041**	610,729
Total comprehensive income attributable to:		
Owners of the Company	**680,928**	502,438
Non-controlling interests	**47,113**	108,291
Total comprehensive income for the year	**728,041**	610,729

1 Includes income tax effects of US$294,000 (2016: US$290,000), refer to Note 7.
2 Includes income tax effects of US$7,488,000 (2016: US$17,513,000), refer to Note 7.
3 Except for income tax effects relating to effective portion of changes in fair value of cash flow hedges and change in fair value of available-for-sale financial investments, there are no income tax effects relating to other components of other comprehensive income.

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 MARCH 2017

Group	Share capital US$'000	Capital securities US$'000	Currency translation reserve US$'000	Retained earnings US$'000	Capital and other reserves US$'000	Total attributable to owners of the Company US$'000	Non-controlling interests US$'000	Total equity US$'000
At 1 April 2015	6,446,957	594,852	(700,704)	2,803,308	(388,979)	8,755,434	4,006,987	12,762,421
Total comprehensive income for the year								
Profit for the year	–	–	–	719,083	–	719,083	313,734	1,032,817
Other comprehensive income								
Exchange differences arising from consolidation of foreign operations and translation of foreign currency loans, net of effect of net investment hedges	–	–	(226,971)	–	–	(226,971)	(250,027)	(476,998)
Effective portion of changes in fair value of cash flow hedges	–	–	–	–	(6,174)	(6,174)	–	(6,174)
Change in fair value of available-for-sale financial investments	–	–	–	–	102,896	102,896	44,584	147,480
Share of other comprehensive income of associates and joint ventures	–	–	(81,219)	–	(5,177)	(86,396)	–	(86,396)
Total other comprehensive income	–	–	(308,190)	–	91,545	(216,645)	(205,443)	(422,088)
Total comprehensive income for the year	–	–	(308,190)	719,083	91,545	502,438	108,291	610,729
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Issue of ordinary shares under Share Plans, net of transaction costs	9,346	–	–	–	(9,346)	–	–	–
Capital contribution from non-controlling interests	–	–	–	–	–	–	113,281	113,281
Capital securities distribution paid	–	(29,524)	–	–	–	(29,524)	–	(29,524)
Accrued capital securities distribution	–	28,666	–	(28,666)	–	–	–	–
Share-based payment transactions	–	–	–	–	14,362	14,362	–	14,362
Purchase of treasury shares, net of transaction costs	–	–	–	–	(164,641)	(164,641)	–	(164,641)
Tax-exempt (one-tier) dividends paid of S$0.055 per share	–	–	–	(189,597)	–	(189,597)	–	(189,597)
Dividends paid to non-controlling interests	–	–	–	–	–	–	(10,717)	(10,717)
Total contribution by and distribution to owners	9,346	(858)	–	(218,263)	(159,625)	(369,400)	102,564	(266,836)
Acquisition of interests in subsidiaries from non-controlling interests	–	–	–	–	(732)	(732)	(717)	(1,449)
Acquisition of subsidiaries	–	–	–	–	–	–	55,202	55,202
Share of reserves of joint ventures	–	–	–	–	41	41	–	41
Total transactions with owners	9,346	(858)	–	(218,263)	(160,316)	(370,091)	157,049	(213,042)
Transfer to reserves	–	–	–	(1,437)	1,437	–	–	–
At 31 March 2016	6,456,303	593,994	(1,008,894)	3,302,691	(456,313)	8,887,781	4,272,327	13,160,108

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY CONTINUED

YEAR ENDED 31 MARCH 2017

Group	Share capital US$'000	Capital securities US$'000	Currency translation reserve US$'000	Retained earnings US$'000	Capital and other reserves US$'000	Total attributable to owners of the Company US$'000	Non-controlling interests US$'000	Total equity US$'000
At 1 April 2016	6,456,303	593,994	(1,008,894)	3,302,691	(456,313)	8,887,781	4,272,327	13,160,108
Total comprehensive income for the year								
Profit for the year	–	–	–	793,718	–	793,718	262,650	1,056,368
Other comprehensive income								
Exchange differences arising from consolidation of foreign operations and translation of foreign currency loans, net of effect of net investment hedges	–	–	(224,837)	–	–	(224,837)	(234,066)	(458,903)
Effective portion of changes in fair value of cash flow hedges	–	–	–	–	10,709	10,709	–	10,709
Change in fair value of available-for-sale financial investments	–	–	–	–	37,740	37,740	18,529	56,269
Share of other comprehensive income of associates and joint ventures	–	–	60,356	–	3,242	63,598	–	63,598
Total other comprehensive income	–	–	(164,481)	–	51,691	(112,790)	(215,537)	(328,327)
Total comprehensive income for the year	–	–	(164,481)	793,718	51,691	680,928	47,113	728,041
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Capital contribution from non-controlling interests	–	–	–	–	–	–	96,615	96,615
Capital securities distribution paid	–	(30,389)	–	–	–	(30,389)	–	(30,389)
Accrued capital securities distribution	–	26,789	–	(26,789)	–	–	–	–
Reclassification of capital securities to liabilities	–	(590,394)	–	50,286	–	(540,108)	–	(540,108)
Share-based payment transactions	–	–	–	–	16,694	16,694	–	16,694
Purchase of treasury shares, net of transaction costs	–	–	–	–	(85,520)	(85,520)	–	(85,520)
Tax-exempt (one-tier) dividends paid of S$0.06 per share	–	–	–	(209,904)	–	(209,904)	–	(209,904)
Dividends paid to non-controlling interests	–	–	–	–	–	–	(13,828)	(13,828)
Total contribution by and distribution to owners	–	(593,994)	–	(186,407)	(68,826)	(849,227)	82,787	(766,440)
Acquisition of interests in subsidiaries from non-controlling interests	–	–	–	–	6,716	6,716	(80,796)	(74,080)
Disposal of interest in subsidiaries to non-controlling interests	–	–	–	–	(14,822)	(14,822)	(7,959)	(22,781)
Acquisition of subsidiaries	–	–	–	–	–	–	18,205	18,205
Disposal of interest in discontinued operation to non-controlling interests	–	–	–	–	–	–	171,837	171,837
Total transactions with owners	–	(593,994)	–	(186,407)	(76,932)	(857,333)	184,074	(673,259)
Transfer to reserves	–	–	–	(5,802)	5,802	–	–	–
At 31 March 2017	6,456,303	–	(1,173,375)	3,904,200	(475,752)	8,711,376	4,503,514	13,214,890

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
YEAR ENDED 31 MARCH 2017

	2017 US$'000	2016 US$'000
Cash flows from operating activities		
Profit before income tax	**1,347,599**	1,306,575
Adjustments for:		
Depreciation of plant and equipment	**10,669**	8,830
Amortization of intangible assets and deferred management costs	**3,308**	2,958
Loss/(Gain) on disposal of joint venture and subsidiaries	**43**	(34)
Gain on disposal of assets and liabilities classified as held for sale	**(13,074)**	(54,269)
Loss/(Gain) on disposal of plant and equipment	**291**	(105)
Negative goodwill on acquisition of associate, joint ventures and subsidiaries	**(3,592)**	(999)
Share of results (net of tax expense) of associates and joint ventures	**(283,120)**	(240,771)
Changes in fair value of subsidiaries' investment properties	**(796,973)**	(720,403)
(Reversal)/Recognition of impairment loss on trade and other receivables	**(232)**	4,979
Loss on disposal of investment properties	**116**	294
Equity-settled share-based payment transactions	**16,694**	14,362
Net finance costs	**223,600**	101,355
	505,329	422,772
Changes in working capital:		
Trade and other receivables	**(127,380)**	(28,057)
Trade and other payables	**21,196**	3,615
Cash generated from operations	**399,145**	398,330
Tax paid	**(41,680)**	(31,538)
Net cash from operating activities	**357,465**	366,792
Net cash from operating activities of discontinued operation	**5,221**	51,698
	362,686	418,490

The accompanying notes form an integral part of these consolidated financial statements.

	Note	2017 US$'000	2016 US$'000
Cash flows from investing activities			
Acquisition of joint ventures and subsidiaries, net of cash acquired	30(a)	**(226,358)**	(217,848)
Acquisition of investment properties		**(681,182)**	(167,087)
Proceeds from disposal of investment properties		**378,504**	313,649
Acquisition of other investments		**(115,815)**	(371,940)
Disposal of other investments		**5,000**	–
Development expenditure on investment properties		**(992,878)**	(1,121,312)
Proceeds from disposal of subsidiaries, net of cash disposed	30(b)	**–**	14
Proceeds from disposal of assets classified as held for sale, net of deposits received	30(c)	**1,843,489**	1,578,096
Contribution to associates and joint ventures		**(132,427)**	(289,561)
Return of capital from joint ventures		**98,086**	65,605
Deposits placed for investment properties and investments		**(129,640)**	–
Purchase of plant and equipment		**(10,156)**	(8,357)
Proceeds from sale of plant and equipment		**3,112**	324
Interest income received		**20,802**	23,222
Distributions received from discontinued operation		**30,800**	–
Dividends received from associates and joint ventures		**110,926**	24,102
Prepaid transaction costs arising from interest in associate		**–**	(6,250)
Withholding tax paid on dividend and interest income from associates, joint ventures and subsidiaries		**(33,613)**	(21,332)
Withholding tax paid on disposal of assets classified as held for sale		**(12,465)**	(18,954)
Loans to associates and joint ventures		**(27,760)**	(23,959)
Loans to non-controlling interests		**(32,768)**	(9,808)
Loans to third parties		**(77,433)**	(53,933)
Loans repayment from associates and joint ventures		**26,019**	–
Loans repayment from non-controlling interests		**39,363**	20,165
Loans repayment from third parties		**54,771**	–
Net cash from/(used in) investing activities		**138,377**	(285,164)
Net cash used in investing activities of discontinued operation		**(743,325)**	(4,652,024)
		(604,948)	(4,937,188)

The accompanying notes form an integral part of these consolidated financial statements.

	Note	2017 US$'000	2016 US$'000
Cash flows from financing activities			
Acquisition of non-controlling interests		**(73,706)**	(1,449)
Contribution from non-controlling interests[1]		**96,615**	83,525
Proceeds from disposal of interests in discontinued operation to non-controlling interests		**171,338**	–
Prepaid transaction costs arising from disposal of interest in subsidiaries to non-controlling interests		**–**	(22,475)
Proceeds from bank loans		**1,571,098**	1,910,539
Repayment of bank loans		**(1,045,638)**	(853,332)
Proceeds from issue of bonds, net of transaction costs		**293,952**	1,075,210
Redemption of bonds		**(514,802)**	(166,964)
Settlement of financial derivative liabilities		**(337)**	(1,042)
Interest paid		**(130,460)**	(96,671)
Dividends paid to shareholders		**(209,904)**	(189,597)
Dividends paid to non-controlling interests		**(13,828)**	(10,717)
Capital securities distribution		**(30,389)**	(29,524)
Purchase of treasury shares, net of transaction costs		**(85,520)**	(164,641)
Loans from non-controlling interests		**3,583**	–
Repayments of loan from non-controlling interests		**(41,831)**	(12,450)
Net cash (used in)/from financing activities		**(9,829)**	1,520,412
Net cash from financing activities of discontinued operation		**445,466**	2,768,527
		435,637	4,288,939
Net increase/(decrease) in cash and cash equivalents		**193,375**	(229,759)
Cash and cash equivalents at beginning of year		**1,024,563**	1,445,675
Effect of exchange rate changes on cash balances held in foreign currencies		**(43,695)**	(26,659)
Cash and cash equivalents at end of year		**1,174,243**	1,189,257
Cash and cash equivalents of subsidiaries reclassified as assets held for sale		**(13,535)**	(164,694)
Restricted cash deposits		**49,832**	–
Cash and cash equivalents in the statement of financial position	14	**1,210,540**	1,024,563

Non-cash transaction:

1 During the year ended 31 March 2016, capital contributions by non-controlling interests were settled by way of transfer of investment properties amounting to US$29,756,000 to the Group.

The accompanying notes form an integral part of these consolidated financial statements.

These notes form an integral part of the financial statements.

The financial statements were authorized for issue by the Board of Directors on 26 May 2017.

1 DOMICILE AND ACTIVITIES

Global Logistic Properties Limited (the "Company") is incorporated in the Republic of Singapore and has its registered office at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623.

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in associates and joint ventures.

The principal activities of the Company and its subsidiaries are those of investment holding and provision of distribution facilities and services respectively.

2 BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements are prepared in accordance with Singapore Financial Reporting Standards ("FRS") issued by the Singapore Accounting Standards Council.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain assets and liabilities which are measured at fair value as described below.

2.3 Functional and presentation currency

The financial statements are presented in United States dollars ("US dollars" or "US$"), which is the Company's functional currency. All financial information presented in US dollars has been rounded to the nearest thousand, unless otherwise stated.

2.4 Use of estimates and judgments

The preparation of financial statements in conformity with FRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

Note 7 – Recognition of deferred tax assets

Note 3.1(i) and Note 30 – Recognition of acquisitions as business combinations or asset acquisitions

2 BASIS OF PREPARATION CONTINUED

2.4 Use of estimates and judgements continued

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 4 – Determination of fair value of investment properties

Note 9 – Measurement of recoverable amounts of goodwill

Note 15 – Valuation of assets and liabilities held for sale and discontinued operations

Note 33 – Determination of fair value of financial assets and liabilities

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses and documents the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of FRS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level or the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognizes transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 April 2016. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

3.1 Basis of consolidation

(i) Business combinations

Business combinations are accounted for using the acquisition method in accordance with FRS 103 *Business Combination* as at the acquisition date, which is the date on which control is transferred to the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognized amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree,

over the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

When the excess is negative, a bargain purchase gain is recognized immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in profit or loss.

Any contingent consideration payable is recognized at fair value at the acquisition date and included in the consideration transferred. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognized in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets, at the acquisition date. The measurement basis taken is elected on a transaction-by-transaction basis. All other non-controlling interests are measured at acquisition-date fair value, unless another measurement basis is required by FRSs. If the business combination is achieved in stages, the Group's previously held equity interest in the acquiree is re-measured to fair value at each acquisition date and any changes are taken to the profit or loss.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owners in their capacity as owners and therefore no adjustments are made to goodwill and no gain or loss is recognized in profit or loss. Adjustments to non-controlling interests arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiaries.

Upon the loss of control, the Group derecognizes the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognized in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.1 Basis of consolidation continued

(i) Business combinations continued

Business combinations and property acquisitions

Where a property is acquired, via corporate acquisitions or otherwise, management considers the substance of the assets and activities of the acquired entity in determining whether the acquisition represents the acquisition of a business.

The Group accounts for an acquisition as business combination where an integrated set of activities is acquired in addition to the property. More specifically, consideration is made of the extent to which significant processes are acquired (e.g. leasing, development and asset management, bookkeeping, etc.).

When acquisition of an asset or a group of assets does not constitute a business combination, it is treated as property acquisition. In such cases, the individual identifiable assets acquired and liabilities assumed are recognized. The acquisition cost shall be allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of acquisition. Such a transaction does not give rise to goodwill.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The Group's acquisitions of those subsidiaries which are special purpose vehicles established for the sole purpose of holding assets are primarily accounted for as acquisitions of assets.

(iii) Acquisition of entities under common control

For acquisition of entities under common control, the identifiable assets and liabilities were accounted for at their historical costs, in a manner similar to the "pooling-of-interests" method of accounting. Any excess or deficiency between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount recorded for the share capital acquired is recognized directly in equity.

(iv) Investments in associates and joint ventures

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies of these entities. Significant influence is presumed to exist when the Group holds 20% or more of the voting power of another entity. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Associates and joint ventures are accounted for using the equity method (collectively referred to as equity-accounted investees) and are recognized initially at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that joint control commences until the date that joint control ceases. The Group's investments in joint ventures include goodwill identified on acquisition, net of any accumulated impairment losses.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.1 Basis of consolidation continued

(iv) Investments in associates and joint ventures continued

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the investee's operation or has made payments on behalf of the investee.

(v) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

(vi) Accounting for subsidiaries, associates and joint ventures by the Company

Investments in subsidiaries, associates and joint ventures are stated in the Company's statement of financial position at cost less accumulated impairment losses.

3.2 Foreign currencies

(i) Foreign currency transactions

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the "functional currency").

Transactions in foreign currencies are translated to the respective functional currencies of Group's entities at the exchange rates at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortized cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date on which the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical costs are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising from retranslation are recognized in profit or loss, except for the following differences which are recognized in other comprehensive income arising from the retranslation of:

- available-for-sale equity instruments (except on impairment in which case foreign currency differences that have been recognized in other comprehensive income are reclassified to profit or loss);
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective (see (iii) below); or
- qualifying cash flow hedges to the extent such hedges are effective.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.2 Foreign currencies continued

(ii) Foreign operations

The assets and liabilities of foreign operations, excluding goodwill and fair value adjustments arising from the acquisition, are translated to US dollars at exchange rates prevailing at the end of the reporting period. The income and expenses of foreign operations are translated to US dollars at exchange rates prevailing at the dates of the transactions. Goodwill and fair value adjustments arising from the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rates at the reporting date.

Foreign currency differences are recognized in other comprehensive income, and presented in the foreign currency translation reserve ("translation reserve") in equity. However, if the operation is not a wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is transferred to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint ventures that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation. These are recognized in other comprehensive income, and are presented in the translation reserve in equity.

(iii) Hedge of a net investment in foreign operation

The Group applies hedge accounting to foreign currency differences arising between the functional currency of the foreign operation and the Company's functional currency (US dollars), regardless of whether the net investment is held directly or through an intermediate parent.

Foreign currency differences arising on the retranslation of a financial liability designated as a hedge of a net investment in a foreign operation are recognized in other comprehensive income to the extent the hedge is effective, and presented within equity in the foreign currency translation reserve. To the extent that the hedge is ineffective, such differences are recognized in profit or loss. When the hedged net investment is disposed of, the relevant amount in the foreign currency translation reserve is transferred to profit or loss as part of the profit or loss on disposal.

3.3 Financial instruments

(i) Non-derivative financial assets

The Group initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Group classifies non-derivative financial assets into the following categories: available-for-sale financial assets and loans and receivables.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.3 Financial instruments continued

(i) Non-derivative financial assets continued

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the other categories of financial assets. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses (see Note 3.7) and foreign exchange differences on available-for-sale monetary items (see Note 3.2(i)) are recognized in other comprehensive income and presented in the fair value reserve in equity. When an investment is derecognized, the gain or loss accumulated in equity is reclassified to profit or loss.

Available-for-sale financial assets comprise equity securities and debt securities. Investment in equity securities whose fair value cannot be reliably measured are measured at cost less accumulated impairment loss.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents and trade and other receivables, except prepayments and deferred management costs.

Cash and cash equivalents comprise cash balances and bank deposits. For the purpose of statement of cash flows, pledged deposits are excluded whilst bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents.

(ii) Non-derivative financial liabilities

The Group initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. Financial liabilities for contingent consideration payable in a business combination are recognized at the acquisition date. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial liabilities for contingent consideration payable in a business combination are initially measured at fair value. Subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Group classifies its non-derivative financial liabilities, comprising loans and borrowings and trade and other payables, into the other financial liabilities category. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

(iii) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.3 Financial instruments continued

(iv) Capital securities

Capital securities are classified as equity if they are non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Discretionary dividends thereon are recognized as distributions within equity.

(v) Repurchase, disposal and reissue of share capital (treasury shares)

When share capital recognized as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is presented in non-distributable capital reserve.

(vi) Derivative financial instruments and hedging activities

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss.

On initial designation of the derivative as the hedging instrument, the Group formally documents the relationship between the hedging instrument and the hedged item, including the risk management objectives and strategy in undertaking the hedge transaction and the hedged risk, together with the methods that will be used to assess the effectiveness of the hedging relationship. The Group makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, of whether the hedging instruments are expected to be "highly effective" in offsetting the changes in the fair value or cash flows of the respective hedged items attributable to the hedged risk, and whether the actual results of each hedge are within a range of 80% - 125%. For a cash flow hedge of a forecast transaction, the transaction should be highly probable to occur and should present an exposure to variations in cash flows that could ultimately affect reported profit or loss.

Derivatives are recognized initially at fair value; attributable transaction costs are recognized in profit or loss when incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are accounted for as described below.

Cash flow hedges

When a derivative is designated as the hedging instrument in a hedge of the variability in cash flows attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and presented in the hedging reserve in equity. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the profit or loss.

When the hedged item is a non-financial asset, the amount accumulated in equity is included in the carrying amount of the asset when the asset is recognized. In other cases, the amount accumulated in equity is reclassified to profit or loss in the same period that the hedged item affects profit or loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated, exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. If the forecast transaction is no longer expected to occur, then the balance in equity is reclassified to profit or loss.

Separable embedded derivatives

Changes in the fair value of separated embedded derivatives are recognized immediately in profit or loss.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.3 Financial instruments continued

(vi) Derivative financial instruments and hedging activities continued

Other non-trading derivatives

When a derivative financial instrument is not designated in a qualifying hedge relationship, all changes in its fair value are recognized immediately in profit or loss.

3.4 Investment properties

Investment properties are properties held either to earn rental income or for capital appreciation or both, but not for sale in the ordinary course of business, used in the production or supply of goods or services, or for administrative purposes. Investment properties comprise completed investment properties, investment properties under re-development, properties under development and land held for development.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labor, any other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalized borrowing costs.

Land held for development represents lease prepayments for acquiring rights to use land in the People's Republic of China ("PRC") with periods ranging from 40 to 50 years. Such rights granted with consideration are recognized initially at acquisition cost.

(i) Completed investment properties and investment properties under re-development

Completed investment properties and investment properties under re-development are measured at fair value with any changes therein recognized in profit or loss. Rental income from investment properties is accounted for in the manner described in Note 3.14.

(ii) Properties under development and land held for development

Property that is being constructed or developed for future use as investment property is initially recognized at cost, including transaction costs, and subsequently at fair value with any change therein recognized in profit or loss.

When an investment property is disposed of, the resulting gain or loss recognized in profit or loss is the difference between net disposal proceeds and the carrying amount of the property.

3.5 Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent expenditure relating to plant and equipment that has already been recognized is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognized as an expense in the period in which it is incurred.

Depreciation is recognized in profit or loss, from the date the asset is ready for its intended use, on a straight-line basis over the estimated useful lives of furniture, fittings and equipment ranging from 2 to 20 years.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if necessary, at each reporting date.

The gain or loss on disposal of an item of plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognized in profit or loss.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.6 Intangible assets

(i) Goodwill

For business combinations on or after 1 April 2010, the Group measures goodwill as at acquisition date based on the fair value of the consideration transferred (including the fair value of any previously-held equity interest in the acquiree) and the recognized amount of any non-controlling interests in the acquiree, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed. When the amount is negative, a bargain purchase gain is recognized in the profit or loss. Goodwill is subsequently measured at cost less accumulated impairment losses.

For acquisitions prior to 31 March 2010, goodwill is measured at cost less accumulated impairment losses. Negative goodwill is credited to profit or loss in the period of the acquisition.

Acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognized.

Goodwill arising on the acquisition of subsidiaries is presented in intangible assets. Goodwill arising on the acquisition of joint ventures is presented together with investments in joint ventures.

(ii) Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at costs less accumulated amortization and accumulated impairment losses.

(iii) Amortization

Amortization is calculated over the cost of the asset, less its residual value.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use, since this most clearly reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives of intangible assets are as follows:

Trademarks	20 years
Non-competition	over the term of relevant agreement
License rights	over the term of the license period

3.7 Impairment

(i) Non-derivative financial assets (including receivables)

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, adverse changes in the payment status of borrowers or issuers in the Group, economic conditions that correlate with defaults or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.7 Impairment continued

(i) Non-derivative financial assets (including receivables) continued

Loans and receivables

The Group considers evidence of impairment for loans and receivables at both a specific asset and collective level. All individually significant financial assets are assessed for specific impairment on an individual basis. All individually significant financial assets found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet been identified. The remaining financial assets that are not individually significant are collectively assessed for impairment by grouping together such instruments with similar risk characteristics.

In assessing collective impairment, the Group uses historical trends of probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or lesser than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows, discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

Available-for-sale financial assets

Impairment losses on available-for-sale financial assets are recognized by reclassifying the losses accumulated in the fair value reserve in equity to profit or loss. The cumulative loss that is reclassified from equity to profit or loss is the difference between the acquisition cost, net of any principal repayment and amortization, and the current fair value, less any impairment loss recognized previously in profit or loss. Any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognized in other comprehensive income.

Associate and joint venture

Any impairment loss in respect of an associate or joint venture is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with Note 3.7(ii). An impairment loss is recognized in profit or loss. An impairment loss is reversed if there has been a favourable change in the estimate used to determine the recoverable amount.

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets, other than investment properties and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount are estimated. For goodwill and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time. An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit ("CGU") exceeds its estimated recoverable amount.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.7 Impairment continued

(ii) Non-financial assets continued

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

The Group's corporate assets do not generate separate cash inflows and are utilized by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Goodwill that forms part of the carrying amount of an investment in joint ventures is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in joint ventures is tested for impairment as a single asset when there is objective evidence that the investment may be impaired.

3.8 Non-current assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, that are highly probable to be recovered primarily through sale or distribution rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter, the assets, or disposal group, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognized in profit or loss. Gains are not recognized in excess of any cumulative impairment loss.

Intangible assets and plant and equipment once classified as held for sale are not amortized or depreciated. In addition, equity accounting of joint ventures ceases once classified as held for sale.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.9 Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographical area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative statement of profit or loss is re-presented as if the operation had been discontinued from the start of the comparative year.

3.10 Deferred management costs

Costs that are directly attributable to securing a fund management agreement are deferred if they can be identified separately and measured reliably and it is probable that they will be recovered. Deferred management costs represent the costs incurred to secure the right to benefit from the provision of fund management services, and are amortized as the Group recognizes the related revenue over the tenure of the fund.

3.11 Employee benefits

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as employee benefit expense in profit or loss in the periods during which services are rendered by employees.

(ii) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(iii) Employee leave entitlement

Employee entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

(iv) Share-based payment

For equity-settled share-based payment transactions, the fair value of the services received is recognized as an expense with a corresponding increase in equity over the vesting period during which the employees become unconditionally entitled to the equity instrument. The fair value of the services received is determined by reference to the fair value of the equity instrument granted at the date of the grant. At each reporting date, the number of equity instruments that are expected to be vested are estimated. The impact on the revision of original estimates is recognized as an expense and as a corresponding adjustment to equity over the remaining vesting period, unless the revision to original estimates is due to market conditions. No adjustment is made if the revision or actual outcome differs from the original estimate due to market conditions.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.11 Employee benefits continued

(iv) Share-based payment continued

For cash-settled share-based payment transactions, the fair value of the goods or services received is recognized as an expense with a corresponding increase in liability. The fair value of the services received is determined by reference to the fair value of the liability. Until the liability is settled, the fair value of the liability is remeasured at each reporting date and at the date of settlement, with any changes in fair value recognized as an expense for the period.

The proceeds received from the exercise of the equity instruments, net of any directly attributable transaction costs, are credited to share capital when the equity instruments are exercised.

3.12 Provision

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at the pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

3.13 Leases

When entities within the Group are lessees of an operating lease

Where the Group has the use of assets under operating leases, payments made under the leases are recognized in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognized in profit or loss as an integral part of the total lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

When entities within the Group are lessors of an operating lease

Assets subject to operating leases are included in investment properties (see Note 4).

When entities within the Group are lessors of a finance lease

Leases where the Group has transferred substantially all risks and rewards incidental to ownership of the leased assets to the lessees, are classified as finance leases.

The leased asset is derecognized and the present value of the lease receivable (net of initial direct costs for negotiating and arranging the lease) is recognized on the statement of financial position and included in "trade and other receivables". The difference between the gross receivable and the present value of the lease receivable is recognized as unearned finance income.

Each lease payment received is applied against the gross investment in the finance lease receivable to reduce both the principal and the unearned finance income. The finance income is recognized in profit or loss on a basis that reflects a constant periodic rate of return on the net investment in the finance lease receivable.

Initial direct costs incurred by the Group in negotiating and arranging finance leases are added to finance lease receivables and recognized as an expense in profit or loss over the lease term on the same basis as the lease income.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.14 Revenue recognition

Rental income

Rental income receivable under operating leases is recognized in profit or loss on a straight-line basis over the term of the lease, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives granted are recognized as an integral part of the total rental income to be received. Contingent rentals are recognized as income in the accounting period in which they are earned.

Management fee income

Management fee income is recognized in profit or loss as and when services are rendered.

Dividend income

Dividend income is recognized on the date that the Group's right to receive payment is established.

Financial services income

Financial services income is recognized in profit or loss upon the completion of the transaction.

3.15 Government grants

Grants that compensate the Group for expenses already incurred or for purpose of giving immediate financial support with no future related costs are recognized in profit or loss in the period in which they become receivable.

3.16 Finance income and expenses

Finance income comprises interest income on funds invested (including available-for-sale financial assets) and gains on hedging instruments that are recognized in profit or loss. Interest income is recognized as it accrues in profit or loss, using the effective interest method. Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and contingent consideration, and losses on hedging instruments that are recognized in profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis as either finance income or finance costs depending on whether foreign currency movements are in a net gain or net loss position.

3.17 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.17 Tax continued

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and equity accounted investees to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

3.18 Earnings per share

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to owners of the Company and the weighted average number of ordinary shares outstanding, adjusted for own shares held, and the effects of all dilutive potential ordinary shares, which comprise awards of performance and restricted shares granted to employees.

3.19 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's chief operating decision-makers ("CODM") to make decisions about resources to be allocated to the segment and to assess its performance and for which discrete financial information is available.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.19 Segment reporting continued

Segment results reported to the Group's CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire plant and equipment, and intangible assets other than goodwill.

3.20 Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party, jointly control, or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common joint control. Related parties may be individuals or other entities.

3.21 New standards and interpretations not adopted

A number of new standards and amendments to standards are effective for annual periods beginning after 1 April 2017 and earlier application is permitted; however, the Group has not early applied the following new or amended standards in preparing these statements.

For those new standards and amendments to standards that are expected to have an effect on the financial statements of the Group and the Company in future financial periods, the Group assessed the transition options and the potential impact on its financial statements, and to implement these standards. Management provides updates to the Board of Directors on the progress of implementing these standards. These updates cover project implementation status, key reporting and business risks and the implementation approach.

Summary of the requirements	Potential impact on the financial statements
FRS 115 ***Revenue from Contracts with Customers***	
FRS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It also establishes principles to report useful information about the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. In addition, it also introduces new cost guidance which requires certain costs of obtaining and fulfilling contracts to be recognized as separate assets when specified criteria are met. When effective, FRS 115 replaces existing revenue recognition guidance, including FRS 18 *Revenue*, FRS 11 *Construction Contracts*, INT FRS 113 *Customer Loyalty Programmes*, INT FRS 115 *Agreements for the Construction of Real Estate*, INT FRS 118 *Transfers of Assets from Customers* and INT FRS 31 *Revenue – Barter Transactions Involving Advertising Services*. FRS 115 is effective for annual periods beginning on or after 1 April 2018, with early adoption permitted.	During the year, the Group performed its initial assessment of the impact on the Group's financial statements. Based on its initial assessment, the Group does not expect the new standard to have a material impact on the Group's financial statements. **Transition** – The Group plans to adopt the standard when it becomes effective in financial year 2018 with restatement of comparative information, and is gathering data to quantify the potential impact arising from the adoption.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.21 New standards and interpretations not adopted continued

Summary of the requirements	Potential impact on the financial statements
FRS 109 *Financial Instruments* FRS 109 replaces most of the existing guidance in FRS 39 *Financial Instruments: Recognition and Measurement*. It includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from FRS 39. FRS 109 is effective for annual periods beginning on or after 1 April 2018, with early adoption permitted. Retrospective application is generally required, except for hedge accounting. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions. Restatement of comparative information is not mandatory. If comparative information is not restated, the cumulative effect is recorded in opening equity as at 1 April 2018.	During the year, the Group performed its initial assessment of the impact on the Group's financial statements. Overall, the Group does not expect a significant change to the measurement basis arising from adopting the new classification and measurement model under FRS 109. Loans and receivables currently accounted for at amortized cost will continue to be accounted for using amortized cost model under FRS 109. For financial assets currently held at fair value, the Group expects to continue measuring these assets at fair value under FRS 109. **Impairment** – On adoption of FRS 109, the Group does not expect a significant increase in the impairment loss allowance. **Hedge accounting** – the Group expects that all its existing hedges that are designated in effective hedging relationship will continue to qualify for hedge accounting under FRS 109. The relaxation of hedge accounting rules is likely to present more opportunities for the Group to adopt hedge accounting. **Transition** – The Group plans to adopt the standard when it becomes effective in financial year 2018 without restating comparative information; and is gathering data to quantify the potential impact arising from the adoption.

Convergence with International Financial Reporting Standards (IFRS)

In addition, the Accounting Standards Council (ASC) announced on 29 May 2014 that Singapore-incorporated companies listed on the Singapore Exchange (SGX) will apply a new financial reporting framework identical to the International Financial Reporting Standards (referred to as SG-IFRS in these financial statements) for the financial year ending 31 March 2019 onwards.

The Group has performed a preliminary assessment of the impact of SG-IFRS 1 *First-time adoption of International Financial Reporting Standards* for the transition to the new reporting framework. Based on the Group's preliminary assessment, the Group expects that the impact on adoption of SG-IFRS 15 Revenue from Contracts with Customers and SG-IFRS 9 *Financial Instruments* will be the same as adopting FRS 115 and FRS 109 as described in this Note.

Other than arising from the adoption of new and revised standards, the Group does not expect to change its existing accounting policies on adoption of the new framework.

3 SIGNIFICANT ACCOUNTING POLICIES CONTINUED

3.21 New standards and interpretations not adopted continued

The Group is currently performing a detailed analysis of the available policy choices, transitional optional exemptions and transitional mandatory exceptions under SG-IFRS 1 and the preliminary assessment may be subject to changes arising from the detailed analyses.

Summary of the requirements	Potential impact on the financial statements
FRS 116 *Leases*	
FRS 116 eliminates the lessee's classification of leases as either operating leases or finance leases and introduces a single lessee accounting model. Applying the new model, a lessee is required to recognize right-of-use (ROU) assets and financial liabilities to pay rentals with a term of more than 12 months, unless the underlying asset is of low value. FRS 116 substantially carries forward the lessor accounting requirements in FRS 17 *Leases*. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for these two types of leases using the FRS 17 operating lease and finance lease accounting models respectively. However, FRS 116 requires more extensive disclosures to be provided by a lessor. When effective, FRS 116 replaces existing lease accounting guidance, including FRS 17, INT FRS 104 *Determining whether an Arrangement contains a Lease*, INT FRS 15 *Operating Leases – Incentives*, and INT FRS 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. FRS 116 is effective for annual periods beginning on or after 1 April 2019, with early adoption permitted if FRS 115 is also applied.	The Group has performed a preliminary assessment of the new standard on its existing operating lease arrangements as a lessee. The Group has several non-cancellable operating lease agreements in which the Group is a lessee. The Group expects these operating leases to be recognized as ROU assets with corresponding lease liabilities under the new standard. The Group plans to adopt the standard when it becomes effective in financial year 2019. The Group will perform a detailed analysis of the standard, including the transition options and practical expedients in 2017. The Group expects that the impact on adoption of IFRS 16 *Leases* to be similar to adopting SG-FRS 116, after the transition to SG-IFRS in financial year 2018 as described above.

4 INVESTMENT PROPERTIES

	Note	Group 2017 US$'000	Group 2016 US$'000
At 1 April		**13,024,178**	11,331,778
Additions		**1,648,730**	1,546,588
Disposals		**(374,560)**	(315,016)
Acquisition of subsidiaries	30(a)	**256,102**	392,218
Borrowing cost capitalized	26	**6,986**	9,722
Changes in fair value		**796,973**	720,403
Reclassification to assets classified as held for sale		**(33,650)**	(152,224)
Effect of movements in exchange rates		**(622,181)**	(509,291)
At 31 March		**14,702,578**	13,024,178
Comprising:			
Completed investment properties		**11,651,111**	10,535,518
Investment properties under re-development		**357,675**	169,901
Properties under development		**1,253,305**	1,287,713
Land held for development		**1,440,487**	1,031,046
		14,702,578	13,024,178

During the year ended 31 March 2017, the Group sold certain investment properties of US$33,650,000 to GLP US Income Partners III, which are classified as assets classified as held for sale (Note 15).

During the year ended 31 March 2016, the Group reclassified certain investment properties of US$152,224,000 (Note 30(c)) to assets classified as held for sale following initiation of an active programme to sell.

Investment properties are held mainly for use by external customers under operating leases. Generally, the leases contain an initial non-cancellable period of one to twenty years. Subsequent renewals are negotiated with the lessees. There are no contingent rents arising from the lease of investment properties.

Investment properties with carrying value totaling approximately US$8,003,045,000 as at 31 March 2017 (2016: US$6,431,920,000) were mortgaged to banks and bondholders to secure credit facilities for the Group (Note 19). Interest capitalized as costs of investment properties amounted to approximately US$6,986,000 (2016: US$9,722,000) during the year.

Measurement of fair value

(i) Fair value hierarchy

The Group's investment property portfolio are valued by independent external valuers at the reporting date. The fair values are based on open market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction wherein the parties had each acted knowledgeably and without compulsion. In determining the fair value as at the reporting date, the independent external valuers have adopted a combination of valuation methods, including the direct comparison, income capitalization, discounted cash flows and residual methods, which involve certain estimates. The key assumptions used to determine the fair value of investment properties include market-corroborated capitalization rate, discount rate and terminal yield rate.

4 INVESTMENT PROPERTIES CONTINUED

Measurement of fair value continued

(i) **Fair value hierarchy** continued

The income capitalization method capitalizes an income stream into a present value using single-year capitalization rates, the income stream used is adjusted to market rentals currently being achieved within comparable investment properties and recent leasing transactions achieved within the investment property. The discounted cash flow method requires the valuer to assume a rental growth rate indicative of market and the selection of a target internal rate of return consistent with current market requirements. The direct comparison method is used as a secondary method and involves the analysis of comparable sales of similar properties and adjusting the sale prices to that reflective of the investment properties. The residual method values properties under development and land held for development by reference to their development potential which involves deducting the estimated development costs to complete construction and developer's profit from the gross development value to arrive at the residual value of the property. The gross development value is the estimated value of the property assuming satisfactory completion of the development as at the date of valuation. The estimated cost to complete is determined based on the construction cost per square metre in the pertinent area.

In relying on the valuation reports, management has exercised its judgment and is satisfied that the valuation methods and estimates are reflective of the current market conditions.

The fair value measurement for investment properties of US$14,702,578,000 (2016: US$13,024,178,000) has been categorized as a Level 3 fair value based on the inputs to the valuation technique used (see Note 2.4) and was measured based on valuation by independent valuers who hold recognized and relevant professional qualifications and have recent experience in the location and category of the respective investment property being valued.

(ii) Reconciliation of Level 3 fair values

	Group	
	2017 US$'000	2016 US$'000
Balance at 1 April	**13,024,178**	11,331,778
Capital expenditure incurred and borrowing costs capitalized	**1,655,716**	1,556,310
Disposal of investment properties	**(374,560)**	(315,016)
Acquisition of subsidiaries	**256,102**	392,218
Reclassification to assets classified as held for sale	**(33,650)**	(152,224)
Gains and losses for the year		
Changes in fair value of investment properties	**796,973**	720,403
Gains and losses recognized in other comprehensive income		
Effect of movements in exchange rates	**(622,181)**	(509,291)
Balance at 31 March	**14,702,578**	13,024,178

4 INVESTMENT PROPERTIES CONTINUED

Measurement of fair value continued

(ii) Reconciliation of Level 3 fair values continued

Valuation technique and significant unobservable inputs

The following table shows the key unobservable inputs used in measuring the fair value of investment properties.

Valuation method	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Income capitalization	**Capitalization rate:** PRC: 5.75% to 7.25% (2016: 5.75% to 7.25%) Japan: 4.50% to 6.40% (2016: 4.70% to 6.40%)	The estimated fair value varies inversely against the capitalization rate.
Discounted cash flow	**Discount rate:** PRC: 9.00% to 11.00% (2016: 8.50% to 11.50%) Japan: 5.00% to 6.90% (2016: 5.20% to 6.90%)	The estimated fair value varies inversely against the discount rate.
	Terminal yield rate: PRC: 5.75% to 7.25% (2016: 5.75% to 7.25%) Japan: 4.75% to 6.65% (2016: 4.95% to 6.65%)	The estimated fair value varies inversely against the terminal yield rate.
Residual	**Capitalization rate[1]:** PRC: 5.75% to 7.25% (2016: 5.75% to 7.25%)	The estimated fair value and gross development value vary inversely against the capitalization rate.
	Estimated development costs to complete construction	The estimated fair value varies inversely against the development costs to complete construction.

1 Income capitalization method is applied to derive the total gross development value under the residual approach.

5 SUBSIDIARIES

	Company	
	2017 US$'000	2016 US$'000
Unquoted equity shares, at cost	**7,140,172**	8,529,199
Less: Allowance for impairment loss	**(94,370)**	(94,370)
	7,045,802	8,434,829
Loans to subsidiaries (interest-free)	**320,949**	307,840
	7,366,751	8,742,669

During the year ended 31 March 2016, impairment loss of US$94,370,000 was recognized for the Company's investment in certain subsidiaries which have underlying interests in joint ventures in Brazil, in view of the depreciation of the Brazilian Real which the investments are denominated in. The recoverable amount for the relevant joint ventures was estimated based on the higher of the value in use calculation using cash flow projection or the fair value of the net assets as at the reporting date. The fair value measurement was estimated based on net assets as the assets held by the subsidiaries comprise mainly investment properties measured at fair value and categorized as Level 3 on the fair value hierarchy.

The loans to subsidiaries are unsecured and the settlement of these amounts is neither planned nor likely to occur in the foreseeable future. As these amounts are, in substance, a part of the Company's net investment in subsidiaries, they are stated at cost less accumulated impairment losses.

Details of significant subsidiaries are set out in Note 36.

6 ASSOCIATES AND JOINT VENTURES

	Group	
	2017 US$'000	2016 US$'000
Interests in associates	**318,357**	26,201
Interests in joint ventures	**2,163,746**	1,927,485
	2,482,103	1,953,686
Capital commitments in relation to interests in associates and joint ventures	**792,411**	952,997
Proportionate interest in associates' and joint ventures' commitments	**380,342**	218,307

The Group has one (2016: Nil) associate and six (2016: seven) joint ventures that are material and a number of associates and joint ventures that are individually immaterial to the Group. All are equity accounted. The following are the material associates and joint ventures:

Name of associate and joint ventures[1]	Principal activity	Principal place of business	**2017 %**	2016 %
Associate				
GLP US Income Partners II	Private equity fund focused on logistics properties	United States of America	**9.85%[2]**	–
Joint ventures				
GLP Japan Income Partners I	Private equity fund focused on logistics properties	Japan	**33.33%**	33.33%
GLP Japan Development Venture I	Private equity fund focused on logistics properties	Japan	**50.00%**	50.00%
Ichikawashiohama	Joint venture in Ichikawashiohama logistic property	Japan	**–**	50.00%
GLP Brazil Development Partners I	Private equity fund focused on logistics properties	Brazil	**40.00%**	40.00%
GLP Brazil Income Partners I	Private equity fund focused on logistics properties	Brazil	**34.20%**	34.20%
GLP Brazil Income Partners II	Private equity fund focused on logistics properties	Brazil	**39.98%**	39.98%
GLP US Income Partners I	Private equity fund focused on logistics properties	United States of America	**10.35%**	10.35%

Notes:
1 Relates to the commercial name of the joint ventures used under GLP's fund management platform.
2 Relates to 9.85% equity interest previously included in assets classified as held for sales as at 31 March 2016.

6 ASSOCIATES AND JOINT VENTURES CONTINUED

Summary information for associates and joint ventures that are material to the Group

This summarized financial information is shown on a 100% basis. It represents the amounts shown in the associates and joint ventures' financial statements prepared in accordance with FRS under Group accounting policies.

2017	GLP Japan Income Partners I US$'000	GLP Japan Development Venture I US$'000	GLP Brazil Development Partners I US$'000	GLP Brazil Income Partners I US$'000	GLP Brazil Income Partners II US$'000	GLP US Income Partners I US$'000	GLP US Income Partners II US$'000	Immaterial associates and joint ventures US$'000	Total US$'000
Group's interests	**33.33%**	**50.00%**	**40.00%**	**34.20%**	**39.98%**	**10.35%**	**9.85%**		
Results									
Revenue	63,260	77,672	34,290	68,521	64,038	677,886	359,390	621,648	1,966,705
Expenses	(24,867)	(39,236)	(12,488)	(32,965)	(39,205)	(428,464)	(306,558)	(579,733)	(1,463,516)
Changes in fair value of investment properties	36,171	191,564	59,461	59,585	(29,420)	540,725	198,393	72,981	1,129,460
Income tax expense	(4,724)	(11,611)	(20,565)	(23,601)	(4,558)	(275,930)	(87,954)	(21,727)	(450,670)
Profit/(Loss) for the year	69,840	218,389	60,698	71,540	(9,145)	514,217	163,271	93,169	1,181,979
Non-controlling interests	–	–	–	–	–	–	–	(11,099)	(11,099)
Profit/(Loss) attributable to owners	69,840	218,389	60,698	71,540	(9,145)	514,217	163,271	82,070	1,170,880
Other comprehensive income	4,567	2,988	54,000	51,334	53,021	–	–	(1,057)	164,853
Total comprehensive income	74,407	221,377	114,698	122,874	43,876	514,217	163,271	81,013	1,335,733
Profit/(Loss) after tax include:									
Interest income	2	2	2,287	2,877	4,496	555	1	2,159	12,379
Depreciation and amortization	(2,262)	(3,923)	–	–	–	–	–	(5,432)	(11,617)
Interest expense	(6,949)	(4,302)	(14,739)	(32,635)	(32,177)	(196,723)	(165,619)	(28,301)	(481,445)
Assets and liabilities									
Non-current assets	1,156,504	2,231,930	753,946	919,228	823,089	8,156,528	4,716,823	1,855,097	20,613,145
Current assets	43,321	84,089	35,508	37,338	26,900	209,569	124,723	426,888	988,336
Total assets	1,199,825	2,316,019	789,454	956,566	849,989	8,366,097	4,841,546	2,281,985	21,601,481
Non-current liabilities	(594,634)	(895,818)	(156,263)	(353,557)	(287,857)	(4,229,851)	(3,072,341)	(524,096)	(10,114,417)
Current liabilities	(24,674)	(318,541)	(25,192)	(28,639)	(20,039)	(493,458)	(228,746)	(575,742)	(1,715,031)
Total liabilities	(619,308)	(1,214,359)	(181,455)	(382,196)	(307,896)	(4,723,309)	(3,301,087)	(1,099,838)	(11,829,448)
Assets and liabilities include:									
Cash and cash equivalents	36,675	57,834	19,434	24,397	9,375	183,747	106,751	145,921	584,134
Current financial liabilities (excluding trade and other payables)	(3,419)	(165,404)	(15,785)	(11,453)	(13,984)	(362,403)	(162,464)	(75,526)	(810,438)
Non-current financial liabilities (excluding trade and other payables)	(563,822)	(836,235)	(115,697)	(286,744)	(280,413)	(4,201,355)	(3,062,493)	(391,381)	(9,738,140)

6 ASSOCIATES AND JOINT VENTURES CONTINUED

Summary information for associates and joint ventures that are material to the Group continued

2016	GLP Japan Income Partners I US$'000	GLP Japan Development Venture I US$'000	Ichikawa-shiohama US$'000	GLP Brazil Development Partners I US$'000	GLP Brazil Income Partners I US$'000	GLP Brazil Income Partners II US$'000	GLP US Income Partners I US$'000	Immaterial associates and joint ventures US$'000	Total US$'000
Group's interests	**33.33%**	**50.00%**	**50.00%**	**40.00%**	**34.20%**	**39.98%**	**10.35%**		
Results									
Revenue	57,344	49,319	12,638	22,166	62,262	62,813	676,324	49,029	991,895
Expenses	(21,612)	(27,782)	(3,236)	(17,969)	(39,986)	(37,633)	(464,715)	(31,854)	(644,787)
Changes in fair value of investment properties	106,270	241,186	10,489	1,713	3,689	(11,953)	155,928	49,936	557,258
Income tax (expense)/credit	(8,250)	(14,454)	(870)	56	(4,402)	727	(119,378)	(19,719)	(166,290)
Profit for the year	133,752	248,269	19,021	5,966	21,563	13,954	248,159	47,392	738,076
Other comprehensive income	(1,626)	(8,603)	–	(72,021)	(71,227)	(70,157)	–	(4,094)	(227,728)
Total comprehensive income	132,126	239,666	19,021	(66,055)	(49,664)	(56,203)	248,159	43,298	510,348
Profit after tax include:									
Interest income	8	11	2	3,185	2,079	3,230	74	384	8,973
Depreciation and amortization	(2,036)	(3,365)	(363)	–	–	–	–	(136)	(5,900)
Interest expense	(6,509)	(2,847)	(213)	(7,945)	(30,936)	(31,439)	(214,886)	(14,502)	(309,277)
Assets and liabilities									
Non-current assets	1,106,923	1,798,213	270,050	538,866	701,195	661,591	8,283,747	1,272,999	14,633,584
Current assets	54,805	116,181	14,581	22,084	22,869	36,916	196,894	103,048	567,378
Total assets	1,161,728	1,914,394	284,631	560,950	724,064	698,507	8,480,641	1,376,047	15,200,962
Non-current liabilities	(329,055)	(719,922)	(6,746)	(120,625)	(284,685)	(247,509)	(5,080,215)	(391,845)	(7,180,602)
Current liabilities	(232,846)	(278,649)	(141,543)	(20,208)	(25,668)	(20,410)	(131,968)	(160,676)	(1,011,968)
Total liabilities	(561,901)	(998,571)	(148,289)	(140,833)	(310,353)	(267,919)	(5,212,183)	(552,521)	(8,192,570)
Assets and liabilities include:									
Cash and cash equivalents	47,742	98,475	12,850	12,587	12,184	20,970	167,521	53,255	425,584
Current financial liabilities (excluding trade and other payables)	(213,112)	(196,274)	(137,751)	(6,850)	(8,838)	(15,319)	–	(25,577)	(603,721)
Non-current financial liabilities (excluding trade and other payables)	(296,608)	(674,435)	–	(106,764)	(248,426)	(244,476)	(4,934,419)	(295,989)	(6,801,117)

6 ASSOCIATES AND JOINT VENTURES CONTINUED

Reconciliation of the above amounts to investment recognized in the consolidated statement of financial position

2017	GLP Japan Income Partners I US$'000	GLP Japan Development Venture I US$'000	GLP Brazil Development Partners I US$'000	GLP Brazil Income Partners I US$'000	GLP Brazil Income Partners II US$'000	GLP US Income Partners I US$'000	GLP US Income Partners II US$'000	Immaterial associates and joint ventures US$'000	Total US$'000
Group's interests	**33.33%**	**50.00%**	**40.00%**	**34.20%**	**39.98%**	**10.35%**	**9.85%**		
Group's interest in net assets of associates and joint ventures at beginning of the year	201,940	462,482	173,845	146,180	171,818	340,434	–	456,987	1,953,686
Group's share of total comprehensive income	24,803	110,689	45,879	42,028	17,541	53,237	16,082	36,459	346,718
Dividends received from associates and joint ventures (the Group's share)	(9,654)	(22,767)	–	–	–	(14,261)	(4,186)	(57,004)	(107,872)
Group's share of total (distribution to)/contribution by owners (net)	(23,426)	4,698	19,310	4,463	15,181	–	–	14,115	34,341
Reclassification of joint ventures to subsidiaries (Note 30(a))	–	–	–	–	–	–	–	(26,338)	(26,338)
Acquisition of subsidiaries (Note 30(a))	–	–	–	–	–	–	–	124,612	124,612
Reclassification from asset held for sale (Note 30(c))[1]	–	–	–	–	–	–	143,148	–	143,148
Effect of movements in exchange rates	1,868	362	10,319	8,521	11,948	–	–	(19,210)	13,808
Carrying amount of interest in associates and joint ventures at the end of the year	195,531	555,464	249,353	201,192	216,488	379,410	155,044	529,621	2,482,103

Note:
1 Including transaction cost capitalized of $3,315,000.

6 ASSOCIATES AND JOINT VENTURES CONTINUED

Reconciliation of the above amounts to investment recognized in the consolidated statement of financial position continued

2016	GLP Japan Income Partners I US$'000	GLP Japan Development Venture I US$'000	Ichikawa-shiohama US$'000	GLP Brazil Development Partners I US$'000	GLP Brazil Income Partners I US$'000	GLP Brazil Income Partners II US$'000	GLP US Income Partners I US$'000	Immaterial associates and joint ventures US$'000	Total US$'000
Group's interests	**33.33%**	**50.00%**	**50.00%**	**40.00%**	**34.20%**	**39.98%**	**10.35%**		
Group's interest in net assets of associates and joint ventures at beginning of the year	157,533	204,872	56,986	187,007	164,846	188,624	290,903	293,246	1,544,017
Group's share of total comprehensive income	44,042	119,833	9,511	(26,422)	(16,987)	(22,471)	25,692	21,177	154,375
Dividends received from associates and joint ventures (the Group's share)	(4,647)	–	–	–	(2,766)	–	(16,689)	–	(24,102)
Reclassification of joint ventures to subsidiaries[1]	–	–	–	–	–	–	–	(25,880)	(25,880)
Group's share of total (distribution to)/contribution by owners	(6,474)	113,573	(2,027)	13,260	1,087	5,665	(6,063)	121,978	240,999
Transaction costs in connection with acquisition of joint venture	–	–	–	–	–	–	–	3,215	3,215
Reclassification of joint venture to assets classified as held for sale[2]	–	–	–	–	–	–	–	(7,008)	(7,008)
Reclassification of assets classified as held for sale to joint ventures[3]	–	–	–	–	–	–	10,044	–	10,044
Capitalization of loan to joint venture to equity contribution to joint venture	–	–	–	–	–	–	36,547	–	36,547
Effect of movements in exchange rates	11,486	24,204	3,700	–	–	–	–	(17,911)	21,479
Carrying amount of interest in associates and joint ventures at the end of the year	201,940	462,482	68,170	173,845	146,180	171,818	340,434	388,817	1,953,686

Notes:
1 Pursuant to the acquisition of additional equity investment in three joint ventures in China during the year, the Group gained control of these companies which were then reclassified as subsidiaries (Note 30(a)).
2 Relates to 45.00% equity interest in New Dulles Asset LLC which the Group has intended to sell within the next 12 months (Note 15).
3 Relates to 0.35% equity interest retained subsequent to disposal of 44.65% equity interest in GLP US Income Partners I in October 2015. 45.00% equity interest in GLP US Income Partners I was previously classified as asset held for sale as at 31 March 2015.

7 DEFERRED TAX

Movements in deferred tax assets and liabilities during the year are as follows:

Group	At 1 April US$'000	Acquisition of subsidiaries (Note 30(a)) US$'000	Effect of movements in exchange rates US$'000	Recognized in other comprehensive income US$'000	Recognized in profit or loss (Note 28) US$'000	Reclassification to assets and liabilities held for sale US$'000	At 31 March US$'000
2017							
Deferred tax assets							
Unutilized tax losses	**26,429**	**1,400**	**(1,419)**	**–**	**2,663**	**–**	**29,073**
Investment properties	**771**	**–**	**34**	**–**	**(805)**	**–**	**–**
Interest rate swaps	**736**	**–**	**19**	**(294)**	**–**	**–**	**461**
Others	**10,100**	**–**	**(11)**	**–**	**3,186**	**(69)**	**13,206**
	38,036	**1,400**	**(1,377)**	**(294)**	**5,044**	**(69)**	**42,740**
Deferred tax liabilities							
Investment properties	**(994,025)**	**(6,304)**	**57,931**	**–**	**(223,519)**	**–**	**(1,165,917)**
Available-for-sale financial investments	**(18,025)**	**–**	**1,129**	**(7,488)**	**–**	**–**	**(24,384)**
Others	**(18,432)**	**–**	**620**	**–**	**(1,884)**	**6,114**	**(13,582)**
	(1,030,482)	**(6,304)**	**59,680**	**(7,488)**	**(225,403)**	**6,114**	**(1,203,883)**
Total	**(992,446)**	**(4,904)**	**58,303**	**(7,782)**	**(220,359)**	**6,045**	**(1,161,143)**

Group	At 1 April US$'000	Acquisition of subsidiaries (Note 30(a)) US$'000	Effect of movements in exchange rates US$'000	Recognized in other comprehensive income US$'000	Recognized in profit or loss (Note 28) US$'000	At 31 March US$'000
2016						
Deferred tax assets						
Unutilized tax losses	25,342	512	(1,394)	–	1,969	26,429
Investment properties	1,035	–	41	–	(305)	771
Interest rate swaps	407	–	41	290	(2)	736
Others	5,625	–	(128)	–	4,603	10,100
	32,409	512	(1,440)	290	6,265	38,036
Deferred tax liabilities						
Investment properties	(842,398)	(5,111)	52,341	–	(198,857)	(994,025)
Available-for-sale financial investments	(584)	–	72	(17,513)	–	(18,025)
Others	(6,504)	–	416	–	(12,344)	(18,432)
	(849,486)	(5,111)	52,829	(17,513)	(211,201)	(1,030,482)
Total	(817,077)	(4,599)	51,389	(17,223)	(204,936)	(992,446)

7 DEFERRED TAX CONTINUED

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts determined after appropriate offsetting are included in the statement of financial position as follows:

	Group	
	2017 US$'000	2016 US$'000
Deferred tax assets	**17,334**	20,888
Deferred tax liabilities	**(1,178,477)**	(1,013,334)

As at reporting date, deferred tax liabilities have not been recognized in respect of taxes that would be payable on the undistributed earnings of certain subsidiaries of US$15,131,000 (2016: US$16,689,000) as the Group do not have plans to distribute these earnings in the foreseeable future.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. The Group has not recognized deferred tax assets in respect of the following:

	Group	
	2017 US$'000	2016 US$'000
Tax losses	**334,624**	264,366

Deferred tax assets in respect of tax losses have not been recognized because it is not probable that future taxable profit will be available against which the Group can utilize the benefits. Tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which the subsidiaries operate. Unrecognized tax losses will expire within one to five years.

8 PLANT AND EQUIPMENT

Group	Furniture, fittings and equipment US$'000	Software under development US$'000	Total US$'000
Cost			
At 1 April 2015	72,009	2,414	74,423
Acquisitions of subsidiaries (Note 30(a))	239	–	239
Additions	5,699	2,658	8,357
Disposals	(408)	–	(408)
Reclassifications	266	(266)	–
Effect of movements in exchange rates	459	6	465
At 31 March 2016	78,264	4,812	83,076
Additions	9,117	1,039	10,156
Disposals	(3,469)	–	(3,469)
Reclassifications	5,856	(5,856)	–
Effect of movements in exchange rates	(242)	5	(237)
At 31 March 2017	**89,526**	**–**	**89,526**

8 PLANT AND EQUIPMENT CONTINUED

Group	Furniture, fittings and equipment US$'000	Software under development US$'000	Total US$'000
Accumulated depreciation			
At 1 April 2015	22,248	–	22,248
Depreciation charge for the year	8,830	–	8,830
Disposals	(189)	–	(189)
Effect of movements in exchange rates	(684)	–	(684)
At 31 March 2016	30,205	–	30,205
Depreciation charge for the year	10,669	–	10,669
Disposals	(154)	–	(154)
Effect of movements in exchange rates	(740)	–	(740)
At 31 March 2017	**39,980**	**–**	**39,980**
Carrying amounts			
At 1 April 2015	49,761	2,414	52,175
At 31 March 2016	48,059	4,812	52,871
At 31 March 2017	**49,546**	**–**	**49,546**

Company	Furniture, fittings and equipment US$'000	Software under development US$'000	Total US$'000
Cost			
At 1 April 2015	7,133	2,384	9,517
Additions	584	2,158	2,742
Reclassifications	234	(234)	–
At 31 March 2016	7,951	4,308	12,259
Additions	1,312	778	2,090
Reclassifications	5,086	(5,086)	–
At 31 March 2017	**14,349**	**–**	**14,349**
Accumulated depreciation			
At 1 April 2015	2,497	–	2,497
Depreciation charge for the year	2,367	–	2,367
At 31 March 2016	4,864	–	4,864
Depreciation charge for the year	3,382	–	3,382
At 31 March 2017	**8,246**	**–**	**8,246**
Carrying amounts			
At 1 April 2015	4,636	2,384	7,020
At 31 March 2016	3,087	4,308	7,395
At 31 March 2017	**6,103**	**–**	**6,103**

9 INTANGIBLE ASSETS

Group	Goodwill US$'000	Trademark US$'000	Non-competition US$'000	License rights US$'000	Total US$'000
Cost					
At 1 April 2015	455,367	40,604	7,100	–	503,071
Acquisitions of subsidiaries (Note 30(a))	–	–	–	762	762
Effect of movements in exchange rates	(17,944)	(1,540)	(269)	(15)	(19,768)
At 31 March 2016	437,423	39,064	6,831	747	484,065
Acquisitions of subsidiaries (Note 30(a))	–	–	–	217	217
Effect of movements in exchange rates	(16,133)	(1,357)	–	(41)	(17,531)
At 31 March 2017	**421,290**	**37,707**	**6,831**	**923**	**466,751**
Accumulated amortization					
At 1 April 2015	–	9,026	6,322	–	15,348
Amortization for the year	–	2,108	734	116	2,958
Effect of movements in exchange rates	–	(420)	(225)	(4)	(649)
At 31 March 2016	–	10,714	6,831	112	17,657
Amortization for the year	–	2,032	–	145	2,177
Effect of movements in exchange rates	–	(408)	–	(10)	(418)
At 31 March 2017	**–**	**12,338**	**6,831**	**247**	**19,416**
Carrying amounts					
At 1 April 2015	455,367	31,578	778	–	487,723
At 31 March 2016	437,423	28,350	–	635	466,408
At 31 March 2017	**421,290**	**25,369**	**–**	**676**	**447,335**

Impairment test for goodwill

For the purpose of goodwill impairment testing, the aggregate carrying amount of goodwill allocated to each cash-generating unit ("CGU") as at 31 March 2017 and the key assumptions used in the calculation of recoverable amounts in respect of discount rate and terminal growth rate are as follows:

	Carrying amount		Discount rate		Terminal growth rate	
Group	**2017 US$'000**	2016 US$'000	**2017 %**	2016 %	**2017 %**	2016 %
GLP China[1]	**226,528**	239,588	**8.5**	8.5	**3.0**	3.0
GLP Japan[2]	**141,467**	141,467	**5.0**	5.0	**1.0**	1.0
Airport City Development Group ("ACL Group")	**53,295**	56,368	**8.5**	8.5	**3.0**	3.0
Total	**421,290**	437,423				

Notes:
1 Relates to the leasing of logistic facilities and provision of asset management services in China and excludes the ACL Group.
2 Relates to the leasing of logistic facilities and provision of asset management services in Japan.

9 INTANGIBLE ASSETS CONTINUED

Impairment test for goodwill continued

The recoverable amount of the CGUs is determined based on value in use calculation. The value in use calculation is a discounted cash flow model using cash flow projections based on the most recent budgets and forecasts approved by management covering five years. Cash flows beyond these periods are extrapolated using the estimated terminal growth rates stated in the table above. The discount rate applied is the weighted average cost of capital from the relevant business segment.

The terminal growth rate used for each CGU does not exceed management's expectation of the long-term average growth rate of the respective industry and country in which the CGU operates.

The Group believes that any reasonably possible changes in the above key assumptions applied are not likely to materially cause the recoverable amount to be lower than its carrying amount.

10 OTHER INVESTMENTS

	Group	
	2017 US$'000	2016 US$'000
Available-for-sale financial investments:		
– Quoted equity securities, at fair value	**1,044,886**	985,943
– Unquoted equity securities, at cost	**115,711**	29,924
	1,160,597	1,015,867

Quoted equity securities comprise:

- 13.6% (2016: 15.0%) interest in GLP J-REIT, which is listed on the Real Estate Investment Trust Market of the Tokyo Stock Exchange;
- 15.5% (2016: 15.5%) interest in CMST Development Co., Ltd ("CMSTD"), which is listed on the Shanghai Stock Exchange;
- 19.9% (2016: 19.9%) interest in Shenzhen Chiwan Petroleum Supply Base Co., Ltd. ("SCPSB"), which is listed on the Shenzhen Stock Exchange; and
- 0.9% (2016: Nil) shareholdings in Shanghai Lingang Holdings Co., Ltd, which is listed on the Shanghai Stock Exchange.

The quoted equity securities are stated at their fair values at the reporting date, determined by reference to their quoted closing bid price in an active market at the reporting date. The Group's exposure to market risks and fair value information related to other investments are disclosed in Notes 32 and 33.

During the year ended 31 March 2017, the Group also acquired unquoted equity securities in six companies in China and three companies in Japan (2016: three companies in China) at an aggregate consideration of US$95,446,000 (2016: US$30,677,000).

Reconciliation of Level 3 fair values

	Group	
	2017 US$'000	2016 US$'000
Balance at 1 April	**29,924**	21
Additions	**95,446**	30,677
Disposals	**(5,000)**	–
Effects of movements in exchange rates	**(4,659)**	(774)
Balance at 31 March	**115,711**	29,924

11 OTHER NON-CURRENT ASSETS

	Group	
	2017 US$'000	2016 US$'000
Trade receivables	**33,810**	31,419
Deposits	**11,688**	2,786
Prepayments	**2,568**	3,930
Amounts due from:		
– joint ventures	**18,675**	21,412
– an investee entity	**60,252**	52,331
Loans to associate and joint ventures	**55,409**	10,634
Finance lease receivables (Note 13)	**36,467**	5,402
Deferred management costs	**12,616**	–
Others	**273**	268
	231,758	128,182

Management has assessed that no allowance for impairment losses is required in respect of the Group's non-current trade receivables, none of which are past due.

Deposits include an amount of US$8,153,000 (2016: Nil) in relation to the acquisition of new investments.

The amounts due from joint ventures and an investee entity are attributed to the transfer of tenant security deposits to these entities.

The loans to associate and joint ventures are unsecured, bear fixed interest ranging from 5.39% to 8.00% (2016: 5.39% to 8.00%) per annum at the reporting date and are fully repayable by May 2025 (2016: August 2024).

12 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Trade receivables	**99,798**	77,947	**–**	–
Impairment losses	**(288)**	(588)	**–**	–
Net trade receivables	**99,510**	77,359	**–**	–
Amounts due from subsidiaries:				
– non-trade and interest-free	**–**	–	**87,720**	104,077
– non-trade and interest-bearing	**–**	–	**1,668,599**	1,137,568
Amounts due from associates and joint ventures:				
– trade	**83,000**	75,150	**–**	–
– non-trade and interest-free	**7,765**	3,837	**283**	300
Amounts due from an investee entity:				
– trade	**15,179**	12,820	**–**	–
– non-trade and interest-free	**16,269**	19,145	**–**	–
Amounts due from discontinued operation (trade)	**954**	6,394	**–**	–
Loans to non-controlling interests	**14,212**	21,462	**–**	–
Loans to associate and joint ventures	**21,716**	36,370	**–**	–
Consideration receivable from joint venture partners	**–**	54,145	**–**	–
Loans to third parties:				
– in relation to acquisition of new investments	**70,786**	53,655	**–**	–
– others	**2,913**	–	**–**	–
	232,794	282,978	**1,756,602**	1,241,945
Finance lease receivables (Note 13)	**53,474**	4,479	**–**	–
Deposits	**112,292**	51,568	**220**	187
Other receivables	**57,177**	43,183	**358**	2,045
Impairment losses	**(11)**	(13)	**–**	–
	57,166	43,170	**358**	2,045
Loans and receivables	**555,236**	459,554	**1,757,180**	1,244,177
Other assets	**5,836**	–	**–**	–
Prepayments	**88,327**	88,237	**1,135**	1,018
	649,399	547,791	**1,758,315**	1,245,195

The non-trade amounts due from subsidiaries, associates, joint ventures and an investee entity are unsecured and are repayable on demand. The effective interest rates of non-trade interest-bearing amounts due from subsidiaries at the reporting date range from 3.95% to 5.00% (2016: 2.82% to 5.00%) per annum.

The loans to non-controlling interests are unsecured, bear fixed interest at the reporting date of 2.00% (2016: 10.00%) per annum and are repayable on demand. The loans to associate and joint ventures are unsecured, bear fixed interest at the reporting date ranging from 4.35% to 8.00% (2016: 4.00% to 10.00%) per annum and are repayable within the next 12 months.

12 TRADE AND OTHER RECEIVABLES CONTINUED

The loans to third parties in relation to acquisition of new investments are secured, repayable within the next 12 months, and bear fixed interest ranging from 4.90% to 10.00%, except for US$50,730,000 which is interest-free upon completion of the acquisition (2016: US$53,655,000 was interest-free upon completion of the acquisition). The other loans to third parties are secured, repayable within the next 12 months and bear fixed interest of 7.50%.

Deposits include an amount of US$84,091,000 (2016: US$50,508,000) in relation to the acquisition of new investments. Other receivables comprise proceeds from sale of a property, value added tax receivables and other recoverables (2016: proceeds from sale of a property and other recoverables). Prepayments include prepaid construction costs of US$50,871,000 (2016: US$34,475,000) and prepaid transaction costs of Nil (2016: US$28,725,000) for new projects under GLP's fund management platform.

(a) The maximum exposure to credit risk for loans and receivables at the reporting date (by country) is:

	Gross 2017 US$'000	Allowance for doubtful receivables 2017 US$'000	Gross 2016 US$'000	Allowance for doubtful receivables 2016 US$'000
Group				
PRC	**403,725**	**(291)**	285,577	(601)
Japan	**55,314**	**–**	49,338	–
Singapore	**54,403**	**–**	56,718	–
US	**37,817**	**(8)**	66,574	–
Others	**4,276**	**–**	1,948	–
	555,535	**(299)**	460,155	(601)
Company				
Singapore	**1,757,180**	**–**	1,244,177	–

(b) The ageing of loans and receivables at the reporting date is:

	Gross 2017 US$'000	Allowance for doubtful receivables 2017 US$'000	Gross 2016 US$'000	Allowance for doubtful receivables 2016 US$'000
Group				
Not past due	**472,543**	**–**	423,589	–
Past due 1 – 30 days	**35,727**	**–**	19,825	–
Past due 31 – 90 days	**26,336**	**(8)**	10,524	–
More than 90 days	**20,929**	**(291)**	6,217	(601)
	555,535	**(299)**	460,155	(601)
Company				
Not past due	**1,757,180**	**–**	1,244,177	–

12 TRADE AND OTHER RECEIVABLES CONTINUED

(b) The ageing of loans and receivables at the reporting date is: continued

The Group's historical experience in the collection of accounts receivables falls within the recorded allowances. Based on historical payment behaviors, and the security deposits, bankers' guarantees and other forms of collateral held, the Group believes that no additional allowance for impairment losses is required in respect of its loans and receivables.

The majority of the trade receivables are due from tenants that have good credit records with the Group. The allowance account in respect of trade receivables is used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible; at that point the amounts are considered irrecoverable and are written off against the financial asset directly.

(c) The movement in allowances for impairment losses in respect of loans and receivables during the year is as follows:

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
At 1 April	**601**	498	**–**	–
(Reversal)/Recognition of impairment losses	**(232)**	4,979	**–**	–
Amounts written-off	**(44)**	(4,843)	**–**	–
Effect of movements in exchange rates	**(26)**	(33)	**–**	–
At 31 March	**299**	601	**–**	–

13 FINANCE LEASE RECEIVABLES

The Group leases vehicles and equipment to non-related parties under finance leases. The agreement expires between 2017 and 2020, and the non-related parties have options to extend these leases at the prevailing market rates.

	Group	
	2017 US$'000	2016 US$'000
Gross receivables due:		
– Not later than one year	**57,507**	5,076
– Later than one year but within five years	**38,517**	5,697
	96,024	10,773
Less: Unearned finance income	**(6,083)**	(892)
Net investment in finance leases	**89,941**	9,881

The net investment in finance leases is analyzed as follows:

	Group	
	2017 US$'000	2016 US$'000
Not later than one year (Note 12)	**53,474**	4,479
Later than one year but within five years (Note 11)	**36,467**	5,402
	89,941	9,881

14 CASH AND CASH EQUIVALENTS

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Fixed deposits	**283,099**	22,993	**95,132**	45
Cash at bank	**877,609**	1,001,570	**7,445**	42,705
Restricted cash deposits	**49,832**	–	**–**	–
Cash and cash equivalents in the statement of financial position	**1,210,540**	1,024,563	**102,577**	42,750

The effective interest rates relating to fixed deposits and certain cash at bank balances at the reporting date for the Group and Company ranged from 0.01% to 2.52% (2016: 0.01% to 2.52%) and 1.05% to 1.60% (2016: 0.02% to 0.85%) per annum respectively. Interest rates reprice at intervals of one to twelve months.

Restricted cash deposits represent bank balances of certain subsidiaries pledged as security for future investments.

15 ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATION

	Group	
	2017 US$'000	2016 US$'000
Assets classified as held for sale	**808,565**	4,894,628
Liabilities classified as held for sale	**(457,070)**	(2,888,795)
	351,495	2,005,833

On 15 December 2016, the Group acquired 100% equity interests in a portfolio of investment properties to form GLP US Income Partners III, with a view to syndicate approximately 90% equity interest within 12 months from date of acquisition. Accordingly, the assets and liabilities of GLP US Income Partners III were classified as held for sale and results presented as discontinued operation. Certain investment properties of US$33,650,000 were additionally transferred to GLP US Income Partners III (Note 4). As at 31 March 2017, the Group has syndicated approximately 50% equity interest in GLP US Income Partners III to third party investors and have contracted with other investors to syndicate approximately 40% of the equity interest in the Fund, subject to obtaining administrative and regulatory approvals. This discontinued operation was stated at fair value less costs to sell of US$344,487,000 at the reporting date, determined based on the estimated syndication consideration.

As at 31 March 2016, assets and liabilities classified as held for sale primarily comprised 100% equity interests in GLP US Income Partners II that the Group intended to syndicate approximately 90% equity interest within 12 months from date of acquisition. This discontinued operation was stated at fair value less costs to sell of US$1,998,825,000 at the reporting date, determined based on the estimated syndication consideration. The syndication of 90.15% equity interests was completed in September 2016.

Results from the discontinued operations amounting to US$4,473,000 (2016: US$36,010,000) are presented in the income statement as profit from discontinued operation (net of tax). There are no changes in fair value less costs to sell and no cumulative income or expenses included in other comprehensive income relating to the discontinued operation.

As at 31 March 2017, the assets classified as held for sale also include 45.00% (2016: 45.00%) equity interest in New Dulles Asset LLC which the Group intends to sell within the next 12 months. This disposal group was stated at fair value less costs to sell of US$7,008,000 (2016: US$7,008,000) at the reporting date.

16 SHARE CAPITAL, CAPITAL SECURITIES AND CAPITAL MANAGEMENT

(a) Share capital

	No. of shares	
	2017 '000	2016 '000
Fully paid ordinary shares, with no par value:		
At 1 April	**4,844,366**	4,839,908
Issue of shares pursuant to the GLP Share Plans[1]	**–**	4,458
At 31 March, including treasury shares	**4,844,366**	4,844,366
Less: Treasury shares	**(157,357)**	(100,680)
At 31 March, excluding treasury shares	**4,687,009**	4,743,686

Note:
1 Relates to the performance and restricted share plans, and includes additional 1,448,000 shares that were issued in 2016 pursuant to the GLP PSP.

The holders of ordinary shares (excluding treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares (excluding treasury shares) rank equally with regard to the Company's residual assets.

(b) Movements in the Company's treasury shares were as follows:

	No. of shares	
	2017 '000	2016 '000
At 1 April	**100,680**	–
Purchase of treasury shares	**64,201**	105,214
Treasury shares transferred pursuant to the GLP Share Plans	**(7,524)**	(4,534)
At 31 March	**157,357**	100,680

(c) Capital securities

During the financial year ended 31 March 2012, the Company issued capital securities with a nominal amount of S$750,000,000 (equivalent to US$587,490,000) for cash. Transaction costs incurred in connection with the issuance of capital securities, which was recognized as a deduction from equity, amounted to US$7,764,000. The capital securities were perpetual, subordinated and the distribution of 5.50% on the securities may be deferred at the sole discretion of the Company. As such, the capital securities were classified as equity instruments and recorded in equity in the statement of financial position.

On 17 February 2017 (the "Reclassification Date"), the Company announced its intention to redeem the capital securities (the "Redemption") in whole on the first call date on 7 April 2017 (the "Redemption Date"). In connection with the Redemption, the Company recognized the capital securities of S$750,000,000 as loans and borrowings, measured at its fair value of US$529,439,000 and accrued distribution of US$10,669,000 as interest payable. Accordingly, the carrying value of US$590,394,000 was derecognized, with US$540,108,000 reclassified to current liabilities and US$50,286,000 transferred to retained earnings within equity. The fair value of loans and borrowings was determined based on the present value of the settlement amount on the Redemption Date.

16 SHARE CAPITAL, CAPITAL SECURITIES AND CAPITAL MANAGEMENT CONTINUED

(d) Capital management

The Group's objectives when managing capital are to build a strong capital base so as to sustain the future developments of its business and to maintain an optimal capital structure to maximize shareholders' value. The Group defines "capital" as including all components of equity.

The Group's capital structure is regularly reviewed. Adjustments are made to the capital structure in light of changes in economic conditions, regulatory requirements and business strategies affecting the Group.

The Group also monitors capital using a net debt to equity ratio, which is defined as net borrowings divided by total equity (including non-controlling interests).

	Group	
	2017 US$'000	2016 US$'000
Gross borrowings (net of transaction costs)	**5,599,418**	4,770,437
Less: Cash and cash equivalents	**(1,210,540)**	(1,024,563)
Net debt	**4,388,878**	3,745,874
Total equity	**13,214,890**	13,160,108
Net debt to equity ratio	**0.33**	0.28

The Group seeks to strike a balance between the higher returns that might be possible with higher levels of borrowings and the liquidity and security afforded by a sound capital position. In addition, the Company has a share purchase mandate as approved by its shareholders which allows the Company greater flexibility over its share capital structure with a view to improving, inter alia, its return on equity. The shares which are purchased are held as treasury shares which the Company may transfer for the purpose of or pursuant to its employee share-based incentive schemes. The use of treasury shares in lieu of issuing new shares would mitigate the dilution on existing shareholders.

There were no changes in the Group's approach to capital management during the year.

Except for the requirement on the maintenance of statutory reserve fund by subsidiaries incorporated in the PRC, there were no externally imposed capital requirements.

17 RESERVES

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Capital reserve	**88,569**	89,783	**(2,037)**	(3,127)
Equity compensation reserve	**23,929**	19,639	**23,929**	19,639
Hedging reserve	**(31,197)**	(45,148)	**(10,566)**	(15,690)
Fair value reserve	**374,477**	336,737	**–**	–
Other reserve	**(699,778)**	(699,778)	**–**	–
Reserve for own shares	**(231,752)**	(157,546)	**(231,752)**	(157,546)
Capital and other reserves	**(475,752)**	(456,313)	**(220,426)**	(156,724)
Currency translation reserve	**(1,173,375)**	(1,008,894)	**–**	–
Retained earnings	**3,904,200**	3,302,691	**397,528**	203,381
	2,255,073	1,837,484	**177,102**	46,657

17 RESERVES CONTINUED

Capital reserve comprises mainly capital contributions from shareholders, gains/losses in connection with changes in ownership interests in subsidiaries that do not result in loss of control and the Group's share of the statutory reserve of its PRC-incorporated subsidiaries. Subsidiaries incorporated in the PRC are required by the Foreign Enterprise Law to contribute and maintain a non-distributable statutory reserve fund whose utilization is subject to approval by the relevant PRC authorities.

Equity compensation reserve comprises the cumulative value of employee services received for the issue of shares under the Company's Performance Share Plan and Restricted Share Plan.

Hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

Fair value reserve comprises the cumulative net change in the fair value of available-for-sale financial investments until the investments are derecognized or impaired.

Other reserve comprises the pre-acquisition reserves of those common control entities that were acquired in connection with the Group reorganization which occurred immediately prior to the initial public offering of the Company.

Reserve for the Company's own shares comprises the purchase consideration for issued shares of the Company acquired and held in treasury.

Currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations, as well as from the translation of foreign currency loans and bonds that hedge the Group's net investments in foreign operations.

18 NON-CONTROLLING INTERESTS

The following subsidiaries have non-controlling interests ("NCI") that are material to the Group:

		Ownership interest held by NCI	
Name of Company	Principal place of business	**2017 %**	2016 %
Airport City Development Co., Ltd.	PRC	**46.86%**	46.86%
CLF Fund I, LP	PRC	**44.12%**	44.12%
Iowa China Offshore Holdings (Hong Kong) Limited ("China Holdco")	PRC	**33.79%**	33.79%

18 NON-CONTROLLING INTERESTS CONTINUED

The following table summarizes the financial information of each of the Group's subsidiaries with material NCI, based on their respective (consolidated) financial statements prepared in accordance with FRS. See Note 36 for details of the significant subsidiaries of the Group.

	ACL Group US$'000	CLF Fund I, LP US$'000	China Holdco Group US$'000	Other individually immaterial subsidiaries US$'000	Total US$'000
2017					
Results					
Revenue	**55,656**	**56,440**	**588,276**	**224,463**	
Profit for the year	**37,764**	**83,048**	**580,688**	**24,059**	
Other comprehensive income	**(38,509)**	**(77,172)**	**(464,237)**	**–**	
Total comprehensive income	**(745)**	**5,876**	**116,451**	**24,059**	
Attributable to:					
– NCI	**–**	**–**	**5,851**	**–**	
– Owners of the Company	**(745)**	**5,876**	**110,600**	**24,059**	
Attributable to NCI:					
– Profit for the year	**17,696**	**36,641**	**163,133**	**45,180**	**262,650**
– Other comprehensive income	**(18,045)**	**(34,048)**	**(125,761)**	**(37,683)**	**(215,537)**
– Total comprehensive income	**(349)**	**2,593**	**37,372**	**7,497**	**47,113**
Assets and liabilities					
Non-current assets	**1,283,944**	**2,125,401**	**13,997,638**	**4,207,147**	
Current assets	**39,258**	**143,848**	**1,289,427**	**402,104**	
Total assets	**1,323,202**	**2,269,249**	**15,287,065**	**4,609,251**	
Non-current liabilities	**(451,952)**	**(627,542)**	**(4,454,988)**	**(1,046,334)**	
Current liabilities	**(183,204)**	**(198,843)**	**(1,376,503)**	**(595,428)**	
Total liabilities	**(635,156)**	**(826,385)**	**(5,831,491)**	**(1,641,762)**	
NCI	**–**	**–**	**(1,715,873)**	**–**	
Net assets attributable to owners of the Company	**688,046**	**1,442,864**	**7,739,701**	**2,967,489**	
Net assets attributable to NCI	**322,429**	**636,556**	**2,615,245**	**929,284**	**4,503,514**
Cash flows from operating activities	**26,529**	**15,463**	**224,667**		
Cash flows used in investing activities	**(3,154)**	**(338,790)**	**(1,580,965)**		
Cash flows (used in)/from financing activities (dividends to NCI: Nil)	**(22,551)**	**226,171**	**1,251,454**		
Net increase/(decrease) in cash and cash equivalents	**824**	**(97,156)**	**(104,844)**		

18 NON-CONTROLLING INTERESTS CONTINUED

	ACL Group US$'000	CLF Fund I, LP US$'000	China Holdco Group US$'000	Other individually immaterial subsidiaries US$'000	Total US$'000
2016					
Results					
Revenue	64,279	33,978	532,057	141,050	
Profit for the year	40,893	109,163	681,598	182,774	
Other comprehensive income	(41,808)	(80,401)	(430,627)	–	
Total comprehensive income	(915)	28,762	250,971	182,774	
Attributable to:					
– NCI	–	–	33,070	–	
– Owners of the Company	(915)	28,762	217,901	182,774	
Attributable to NCI:					
– Profit for the year	19,163	48,160	187,737	58,674	313,734
– Other comprehensive income	(19,592)	(35,472)	(114,108)	(36,271)	(205,443)
– Total comprehensive income	(429)	12,688	73,629	22,403	108,291
Assets and liabilities					
Non-current assets	1,315,209	1,778,044	12,375,694	2,923,151	
Current assets	31,539	227,285	1,239,897	306,931	
Total assets	1,346,748	2,005,329	13,615,591	3,230,082	
Non-current liabilities	(476,189)	(437,300)	(3,056,433)	(524,518)	
Current liabilities	(181,767)	(187,891)	(1,231,958)	(477,410)	
Total liabilities	(657,956)	(625,191)	(4,288,391)	(1,001,928)	
NCI	–	–	(1,692,594)	–	
Net assets attributable to owners of the Company	688,792	1,380,138	7,634,606	2,228,154	
Net assets attributable to NCI	322,778	608,884	2,579,733	760,932	4,272,327
Cash flows from operating activities	67,566	12,304	254,430		
Cash flows used in investing activities	(2,741)	(488,281)	(1,825,475)		
Cash flows (used in)/from financing activities (dividends to NCI: Nil)	(56,100)	371,092	1,576,578		
Net increase/(decrease) in cash and cash equivalents	8,725	(104,885)	5,533		

19 LOANS AND BORROWINGS

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Non-current liabilities				
Secured bank loans	**1,666,888**	1,187,467	**–**	–
Secured bonds	**531,702**	693,839	**–**	–
Unsecured bank loans	**711,164**	700,134	**711,078**	700,134
Unsecured bonds	**1,384,954**	1,168,089	**1,168,456**	1,168,089
	4,294,708	3,749,529	**1,879,534**	1,868,223
Current liabilities				
Secured bank loans	**123,904**	87,738	**–**	–
Secured bonds	**175,659**	7,894	**–**	–
Unsecured bank loans	**468,340**	516,332	**64,000**	400,000
Unsecured bonds	**–**	408,944	**–**	408,944
Capital securities	**536,807**	–	**536,807**	–
	1,304,710	1,020,908	**600,807**	808,944

(a) Secured and unsecured bank loans

The secured bank loans are secured by mortgages on the borrowing subsidiaries' investment properties with a carrying amount of US$6,326,577,000 (2016: US$4,818,401,000) (Note 4).

The effective interest rates for bank borrowings for the Group and Company (taking into account the effects of interest rate swaps) ranged from 0.14% to 5.93% (2016: 0.18% to 6.55%) and 1.01% to 1.70% (2016: 0.83% to 1.34%) per annum.

Maturity of bank loans:

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Within 1 year	**592,244**	604,070	**64,000**	400,000
From 1 to 5 years	**1,411,670**	1,073,881	**356,973**	351,640
After 5 years	**966,382**	813,720	**354,105**	348,494
After 1 year	**2,378,052**	1,887,601	**711,078**	700,134
	2,970,296	2,491,671	**775,078**	1,100,134

19 LOANS AND BORROWINGS CONTINUED

(a) Secured and unsecured bank loans continued

Analysis of bank loans by geographic regions:

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
PRC	**1,771,234**	1,223,291	**–**	–
Japan	**423,984**	168,246	**–**	–
Singapore	**775,078**	1,100,134	**775,078**	1,100,134
	2,970,296	2,491,671	**775,078**	1,100,134

(b) Secured bonds

The bonds are issued by certain subsidiaries in Japan and are fully secured by investment properties with carrying amounts of US$1,676,468,000 (2016: US$1,613,519,000) (Note 4) owned by these subsidiaries.

The effective interest rates as at 31 March 2017 for secured bonds (taking into account the effects of interest rate swaps) ranged from 0.11% to 1.70% (2016: 0.15% to 1.70%) per annum.

Maturity of secured bonds:

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Within 1 year	**175,659**	7,894	**–**	–
From 1 to 5 years	**531,702**	642,658	**–**	–
After 5 years	**–**	51,181	**–**	–
After 1 year	**531,702**	693,839	**–**	–
	707,361	701,733	**–**	–

(c) Unsecured bonds

The bonds issued by the Group and the Company bear fixed interest rates (taking into account the effects of interest rate swaps) ranging from 2.70% to 3.88% (2016: 2.70% to 4.17%) per annum.

Maturity of unsecured bonds:

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Within 1 year	**–**	408,944	**–**	408,944
From 1 to 5 years	**267,273**	53,894	**50,775**	53,894
After 5 years	**1,117,681**	1,114,195	**1,117,681**	1,114,195
After 1 year	**1,384,954**	1,168,089	**1,168,456**	1,168,089
	1,384,954	1,577,033	**1,168,456**	1,577,033

19 LOANS AND BORROWINGS CONTINUED

(d) Capital securities

Capital securities (Note 16(c)) amounting to US$536,807,000 (S$750,000,000) issued by the Group and the Company bear fixed interest rates of 5.50% and were fully redeemed on 7 April 2017.

20 FINANCIAL DERIVATIVE LIABILITIES

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Non-current liabilities				
Forward foreign exchange contracts	**7,013**	4,496	**7,013**	4,496
Interest rate swaps	**17,181**	26,024	**10,567**	14,391
	24,194	30,520	**17,580**	18,887
Current liabilities				
Forward foreign exchange contracts	**–**	19,724	**–**	19,724
Interest rate swaps	**2,611**	3,097	**–**	–
	2,611	22,821	**–**	19,724
	26,805	53,341	**17,580**	38,611

Forward foreign exchange contracts and interest rate swaps are valued using valuation techniques with market observable inputs. The most frequently applied valuation techniques include forwards pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, interest rates and forward rate curves.

21 OTHER NON-CURRENT LIABILITIES

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Security deposits received	**152,034**	142,271	**–**	–
Payables for acquisition of investment properties	**12,209**	12,913	**–**	–
Provision for reinstatement costs	**524**	395	**100**	100
Advance rental received	**5,470**	7,391	**–**	–
Other payables	**668**	745	**–**	–
	170,905	163,715	**100**	100

22 TRADE AND OTHER PAYABLES

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Trade payables	**8,082**	4,391	**–**	–
Accrued development expenditure	**429,290**	495,773	**–**	–
Accrued operating expenses	**84,328**	82,260	**20,202**	20,961
Advance rental received	**31,688**	32,241	**–**	–
Security deposits received	**104,164**	95,870	**–**	–
Amounts due to:				
– subsidiaries (non-trade)	**–**	–	**44,939**	181,633
– joint ventures (non-trade)	**2,041**	2,135	**–**	–
– non-controlling interests (trade)	**1,815**	1,218	**–**	–
Loans from non-controlling interests:				
– interest-free	**1,740**	11,772	**–**	–
– interest-bearing	**31,592**	35,753	**–**	–
Interest payable	**41,319**	22,423	**29,924**	18,595
Consideration payable for acquisition of associate and subsidiaries	**147,945**	99,536	**–**	–
Consideration payable for acquisition of investment properties	**63,488**	23,071	**–**	–
Deposits received and accrued expenses for disposal of investment properties	**55,712**	58,924	**–**	–
Other payables	**57,779**	60,431	**3,634**	988
	1,060,983	1,025,798	**98,699**	222,177

The non-trade amounts due to subsidiaries and joint ventures are unsecured, interest-free and are repayable on demand.

The loans from non-controlling interests are unsecured and are repayable on demand. The interest-bearing loans from non-controlling interests bear fixed interests ranging from 4.00% to 18.00% (2016: 4.35% to 10.00%) per annum.

Other payables relate principally to retention sums, advance payments received and amounts payable in connection with capital expenditure incurred.

Interest payable include US$14,236,000 (2016: Nil) accrued distribution on the capital securities (Note 16(c)).

23 EQUITY COMPENSATION BENEFITS

GLP Share Plans

The Company currently has share-based incentive plans, comprising the GLP Performance Share Plan ("GLP PSP") and the GLP Restricted Share Plan ("GLP RSP", together with GLP PSP, hereinafter referred to as the "GLP Share Plans"), whereby performance shares have been conditionally awarded to the employees of the Group. The GLP Share Plans are administered by the Company's Human Resource and Compensation Committee (the "HRCC") comprising Dr. Seek Ngee Huat, Dr. Dipak Chand Jain and Steven Lim Kok Hoong.

The fair value of GLP PSP and GLP RSP is measured using Monte Carlo simulation. Measurement inputs include the share price on grant date, expected volatility (based on an evaluation of the historic volatility of the Company's share price), expected term of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

23 EQUITY COMPENSATION BENEFITS CONTINUED

GLP Share Plans continued

GLP PSP

This relates to compensation costs of the GLP PSP reflecting the benefits accruing to certain employees of the Group. Awards under the GLP PSP represent the right of a participant to receive fully paid shares free of charge, upon the achievement of prescribed performance conditions within the time period prescribed by the HRCC. Awards are released once the performance conditions specified on the date on which the award is to be granted have been achieved. There is no vesting period beyond the performance achievement periods.

Details of the share awards under the GLP PSP are as follows:

	Group	
	2017 '000	2016 '000
At 1 April	**10,680**	8,928
Granted during the year	**11,301**	4,648
Vested during the year	**(2,697)**	(2,896)
Balance at 31 March	**19,284**	10,680

The fair value of shares is determined using a Monte Carlo simulation at the measurement date which projects future share price assuming a log normal distribution based on Geometric Brownian Motion Theory. The fair value and assumptions are set out below:

	Group	
Year of Award	**2017**	2016
Weighted average fair value at measurement date	**S$0.71 - S$0.91**	S$1.21
Volatility based on three-year historical share price from grant date	**14.67% - 15.08%**	13.10%
Weighted average share price at grant date	**S$1.79 - S$2.06**	S$2.61
Risk-free interest rate equal to the implied yield on zero-coupon Singapore Government bond with a term equal to the length of vesting period	**1.15% - 1.39%**	1.32%
Expected dividend yield	**3.10% - 3.52%**	2.29%

GLP RSP

This relates to compensation costs of the GLP RSP reflecting the benefits accruing to certain employees of the Group and Directors of the Company over the service period to which the performance criteria relate. Awards under the GLP RSP represent the right of a participant to receive fully paid shares free of charge. Awards granted under the GLP RSP will be subject to vesting periods but, unlike awards granted under the performance share plan, will not be subject to performance targets.

23 EQUITY COMPENSATION BENEFITS CONTINUED

GLP Share Plans continued

GLP RSP continued

Details of the share awards under the GLP RSP are as follows:

	Group	
	2017 '000	2016 '000
At 1 April	**9,534**	8,264
Granted during the year	**12,638**	6,006
Vested during the year	**(4,827)**	(4,616)
Lapsed during the year	**(570)**	(120)
Balance at 31 March	**16,775**	9,534

The fair value of shares is determined using a Monte Carlo simulation at the measurement date which projects future share price assuming a log normal distribution based on Geometric Brownian Motion Theory. The fair value and assumptions are set out below:

	Group	
Year of Award	**2017**	2016
Weighted average fair value at measurement date	**S$1.67 - S$1.97**	S$2.50
Volatility based on three-year historical share price from grant date	**24.51% - 29.86%**	20.26%
Weighted average share price at grant date	**S$1.79 - S$2.06**	S$2.61
Risk-free interest rate equal to the implied yield on zero-coupon Singapore Government bond with a term equal to the length of vesting period	**0.85% - 1.12%**	1.06%
Expected dividend yield	**3.01% - 3.40%**	2.20%

The Group recognized total expenses of US$16,694,000 (2016: US$14,362,000) related to equity settled share-based payment transactions during the year.

24 REVENUE

	Group	
	2017 US$'000	2016 US$'000
Rental and related income	**670,599**	633,199
Fund management fee	**162,488**	123,905
Dividend income from other investments	**18,464**	14,394
Financial services	**22,857**	379
Others	**5,179**	5,596
	879,587	777,473

25 OTHER INCOME

	Group	
	2017 US$'000	2016 US$'000
Government grant	**4,520**	4,323
Utility income	**2,198**	2,313
Others	**515**	402
	7,233	7,038

26 NET FINANCE COSTS

	Note	Group	
		2017 US$'000	2016 US$'000
Interest income on:			
– fixed deposits and cash at bank		**6,692**	6,681
– loans to non-controlling interests		**488**	2,369
– loans to associate and joint ventures		**11,729**	13,345
– others		**994**	–
		19,903	22,395
Amortization of transaction costs of bonds and bank loans		**(8,782)**	(8,104)
Interest expenses on:			
– bonds		**(57,313)**	(51,621)
– bank loans		**(76,749)**	(58,282)
– loans from non-controlling interests		**(1,932)**	(1,977)
– capital securities[1]		**(3,394)**	–
Total borrowing costs		**(148,170)**	(119,984)
Less: Borrowing costs capitalized in investment properties	4	**6,986**	9,722
Net borrowing costs		**(141,184)**	(110,262)
Foreign exchange loss		**(92,809)**	(8,744)
Changes in fair value of financial derivatives		**(9,510)**	(4,744)
Net finance costs recognized in profit or loss		**(223,600)**	(101,355)

Note:
1 Relates to interest expense for the period from Reclassification Date to 31 March 2017.

27 PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

	Group	
	2017 US$'000	2016 US$'000
(a) Non-operating income		
(Loss)/Gain on disposal of joint venture and subsidiaries	**(43)**	34
Loss on disposal of investment properties	**(116)**	(294)
Gain on disposal of assets and liabilities classified as held for sale[1]	**13,074**	54,269
(Loss)/Gain on disposal of plant and equipment	**(291)**	105
Negative goodwill on acquisition of associate, joint ventures and subsidiaries	**3,592**	999
Others	**(65)**	(22)
	16,151	55,091
(b) Staff costs included in other expenses		
Wages and salaries (excluding contributions to defined contribution plans)	**(88,444)**	(82,986)
Contributions to defined contribution plans	**(4,299)**	(4,836)
Share-based expenses, equity settled:		
– Directors	**(5,419)**	(4,835)
– Staff	**(11,275)**	(9,527)
	(16,694)	(14,362)
(c) Other expenses include:		
Depreciation of plant and equipment	**(10,669)**	(8,830)
Amortization of intangible assets and deferred management costs	**(3,308)**	(2,958)
Reversal/(Recognition) of impairment losses on trade and other receivables	**232**	(4,979)
Operating lease expense	**(10,679)**	(9,182)
Asset management fees	**(2,903)**	(1,702)
Audit fees paid to:		
– Auditors of the Company	**(1,213)**	(1,137)
– Other auditors	**(3,446)**	(3,596)
Non-audit fees paid to:		
– Auditors of the Company	**(593)**	(477)
– Other auditors	**(603)**	(48)
Financial services – cost of goods sold and others	**(18,988)**	(77)
(d) Other information		
Operating expenses arising from investment properties that generate rental income[2]	**(238,138)**	(235,550)

Notes:

1 Gain on disposal of assets held for sale for the year ended 31 March 2017 comprises gain of US$8,730,000 arising from the syndication of 90.15% interests in GLP US Income Partners II (Note 30(c)) and additional gain of US$4,344,000 arising from the final proceeds from the syndication of 44.65% interests in GLP US Income Partners I (Note 30(c)).
Gain on disposal of assets held for sale for the year ended 31 March 2016 primarily comprise gain of US$54,145,000 arising from the syndication of 44.65% interest in GLP US Income Partners I (Note 30(c)).

2 Comprise property-related expenses, staff costs and asset management fees.

28 TAX EXPENSE

	Group	
	2017 US$'000	2016 US$'000
Current tax		
Current year	**51,807**	51,615
Withholding tax on foreign-sourced income	**23,136**	48,860
Underprovision of prior years' tax	**402**	4,357
	75,345	104,832
Deferred tax		
Origination and reversal of temporary differences	**220,359**	204,936
	295,704	309,768
Reconciliation of expected to actual tax		
Profit before tax	**1,347,599**	1,306,575
Less: Share of results of associates and joint ventures	**(283,120)**	(240,771)
Profit before share of results of associates and joint ventures and tax expense	**1,064,479**	1,065,804
Tax expense using Singapore tax rate of 17%	**180,961**	181,187
Effect of tax rates in foreign jurisdictions	**36,833**	39,940
Net income not subjected to tax	**(3,524)**	(2,757)
Non-deductible expenses	**39,680**	27,383
Deferred tax assets not recognized	**18,600**	15,670
Recognition of previously unrecognized tax losses	**(572)**	(4,335)
Withholding tax on foreign-sourced income	**23,136**	48,860
Underprovision of prior years' tax	**402**	4,357
Others	**188**	(537)
	295,704	309,768

29 EARNINGS PER SHARE

(a) Basic earnings per share

The basic earnings per share for the years ended 31 March 2017 and 2016 were based on the profit attributable to ordinary shareholders less accrued distribution to holders of capital securities (from 1 April 2016 to Reclassification Date), calculated as follows:

	Group		
	Continuing operations US$'000	**Discontinued operation US$'000**	**Total US$'000**
2017			
Profit attributable to ordinary shareholders	**790,858**	**2,860**	**793,718**
Less: Accrued distribution to holders of capital securities (from 1 April 2016 to Reclassification Date)	**(26,789)**	**–**	**(26,789)**
	764,069	**2,860**	**766,929**
Earnings per share based on weighted average number of ordinary shares in issue (in US cents)	**16.26**	**0.06**	**16.32**
2016			
Profit attributable to ordinary shareholders	683,073	36,010	719,083
Less: Accrued distribution to holders of capital securities	(28,666)	–	(28,666)
	654,407	36,010	690,417
Earnings per share based on weighted average number of ordinary shares in issue (in US cents)	13.68	0.75	14.43

Weighted average number of ordinary shares

	Group Number of shares	
	2017 '000	2016 '000
Issued ordinary shares at 1 April	**4,743,686**	4,839,908
Issue of shares pursuant to the GLP Share Plans	**–**	2,622
Purchase of treasury shares	**(51,074)**	(61,902)
Treasury shares transferred pursuant to the GLP Share Plans	**5,986**	2,668
Weighted average number of shares at 31 March	**4,698,598**	4,783,296

29 EARNINGS PER SHARE CONTINUED

(b) Diluted earnings per share

The diluted earnings per share for the years ended 31 March 2017 and 2016 was based on the profit attributable to ordinary shareholders less accrued distribution to holders of capital securities (from 1 April 2016 to Reclassification Date), calculated as follows:

	Group		
	Continuing operations US$'000	**Discontinued operation US$'000**	**Total US$'000**
2017			
Profit attributable to ordinary shareholders	**790,858**	**2,860**	**793,718**
Less: Accrued distribution to holders of capital securities (from 1 April 2016 to Reclassification Date)	**(26,789)**	**–**	**(26,789)**
	764,069	**2,860**	**766,929**
Earnings per share based on fully diluted basis (in US cents)	**16.16**	**0.06**	**16.22**
2016			
Profit attributable to ordinary shareholders	683,073	36,010	719,083
Less: Accrued distribution to holders of capital securities	(28,666)	–	(28,666)
	654,407	36,010	690,417
Earnings per share based on fully diluted basis (in US cents)	13.63	0.75	14.38

Weighted average number of ordinary shares (diluted)

	Group Number of shares	
	2017 '000	2016 '000
Weighted average number of ordinary shares (basic)	**4,698,598**	4,783,296
Weighted average number of unissued ordinary shares from shares under the GLP Share Plans	**30,602**	18,039
Weighted average number of ordinary shares (diluted) at 31 March	**4,729,200**	4,801,335

30 NOTES TO THE STATEMENT OF CASH FLOWS

The primary reason for the Group's acquisitions of subsidiaries is to expand its portfolio of investment properties. At the time of acquisition, the Group considers whether each acquisition represents the acquisition of a business or the acquisition of an asset. The Group accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the property. Typically, the Group assesses the acquisition as a purchase of business when the strategic management function and the associated processes were purchased along with the underlying properties.

(a) Acquisition of subsidiaries

The primary reason for the Group's acquisitions of subsidiaries is to expand its portfolio of investment properties in different geographical locations.

(i) The list of subsidiaries acquired during the year ended 31 March 2017 is as follows:

Name of subsidiaries	Date acquired	Equity interest acquired %
Minshang No.5 Network Industry Development Limited	June 2016	95
Minshang No.7 Network Industry Development Limited	June 2016	95
Uni-top Aviation Logistics (Wuxi) Co., Ltd.	June 2016	95
Uni-top Aviation Logistics (XianYang) Co., Ltd.	June 2016	95
Beijing Youshan Hengrong Yanong Investment Management Limited Partnership	June 2016	89
Beijing Youshan Hengrong Shengyue Investment Management Limited Partnership	June 2016	89
Baodeyang Technology (Beijing) Co., Ltd.	July 2016	100
Minshang No.3 Network Industry Development Limited	September 2016	95
Minshang (Nanning) Internet of Things Technology Development Co., Ltd.	September 2016	95
Guangzhou Pufu Warehousing Service Co., Ltd.	January 2017	80
Fujian Keletong Cold Chain Logistics Co., Ltd.	January 2017	100
Shanghai Jingxi Investment Co., Ltd.	February 2017	100
Kunshan Qifa Supply Chain Management Co., Ltd.	March 2017	100
Zenith Stone Investment Limited	March 2017	100
Wuhan Gaoqiao Xindi Logistics Co., Ltd.	March 2017	100
Dalian Meituo Network Technology Co., Ltd.	March 2017	100
Jiangsu Nanhua Logistics Co., Ltd.	March 2017	70
Xiamen Zhongma Supply Chain Management Co., Ltd.	March 2017	90
GLP-MC Tianjin Logistics Property Development Limited	March 2017	100
Tianjin Puling Warehousing Service Co., Ltd.	March 2017	100
GLP-MC Wuhan Logistics Property Development Pte. Ltd.	March 2017	100
Wuhan Puling Warehousing Service Co., Ltd.	March 2017	100
CLH Chongqing Logistics Property Limited	March 2017	100
Chongqing Puqing Warehousing Service Co., Ltd.	March 2017	100
Yoshimi Logistic Special Purpose Company	March 2017	100

30 NOTES TO THE STATEMENT OF CASH FLOWS CONTINUED

(a) Acquisition of subsidiaries continued

Effects of acquisitions

The cash flow and the net assets of subsidiaries acquired during the year ended 31 March 2017 are provided below:

	Recognized values on acquisition US$'000
Investment properties	256,102
Intangible assets	217
Associates	124,612
Deferred tax assets	1,400
Other assets	216
Trade and other receivables	4,698
Cash and cash equivalents	8,395
Trade and other payables	(53,455)
Current tax payable	(352)
Deferred tax liabilities	(6,304)
Non-controlling interests	(18,205)
Net assets acquired	317,324
Negative goodwill on acquisition of subsidiaries	(3,503)
Total purchase consideration	(313,821)
Purchase consideration payable	89,411
Paid by carrying amount of previously held equity interest	26,338
Purchase consideration satisfied in cash	(198,072)
Cash of subsidiaries acquired	8,395
Purchase consideration satisfied in cash in relation to subsidiaries acquired in prior year	(36,681)
Cash outflow on acquisition of subsidiaries	(226,358)

The total related acquisition costs for the above-mentioned subsidiaries amounted to US$313,821,000. From the dates of acquisitions to 31 March 2017, the above-mentioned acquisitions contributed net loss of US$2,568,000 to the Group's results for the year, before accounting for financing costs attributable to the acquisitions. If the acquisitions had occurred on 1 April 2016, management estimates that consolidated revenue would have been US$885,857,000 and consolidated profit for the year would have been US$1,047,317,000.

30 NOTES TO THE STATEMENT OF CASH FLOWS CONTINUED

(a) Acquisition of subsidiaries continued

Effects of acquisitions continued

(ii) The list of subsidiaries acquired during the year ended 31 March 2016 is as follows:

Name of subsidiaries	Date acquired	Equity interest acquired %
Foshan Pufeng Logistics Facilities Co., Ltd.	April 2015	60
Tai Da (Hong Kong) Technology Limited	July 2015	100
Zhonghui (Nanjing) Curtain Wall Technology Co., Ltd.	July 2015	100
Shanghai Haiyi Design Co., Ltd.	July 2015	100
Hangzhou Linpu Supply Chain Management Co., Ltd.	August 2015	100
Kun Shan Chuan Shi Photoelectric Technology Co., Ltd.	September 2015	100
GLP Wuhu Puhua Logistics Facilities Co., Ltd.	October 2015	70
Minshang No.1 Network Industry Development Limited	November 2015	90
Minshang (Wuhan) Internet of Things Technology Development Co., Ltd.	November 2015	90
Minshang No.2 Network Industry Development Limited	November 2015	95
Minshang (Changshu) Internet of Things Technology Development Co., Ltd.	November 2015	95
Yunnan Mingyong Logistics Facilities Co., Ltd.	December 2015	55.90
Guizhou Puqian Multimodal Transportation Co., Ltd.	December 2015	60
GLP-MC Shenyang Logistics Property Development Pte. Ltd.	December 2015	95
GLP-MC Nantong Logistics Property Development Pte. Ltd.	December 2015	95
GLP Kunshan Rishang Logistics Co., Ltd.	March 2016	56.38
Changchun CMT International Logistic Co., Ltd.	March 2016	100

30 NOTES TO THE STATEMENT OF CASH FLOWS CONTINUED

(a) Acquisition of subsidiaries continued

Effects of acquisitions continued

The cash flow and the net assets of subsidiaries acquired during the year ended 31 March 2016 are provided below:

	Recognized values on acquisition US$'000
Investment properties	392,218
Intangible assets	762
Deferred tax assets	512
Other assets	28
Plant and equipment	239
Trade and other receivables	7,725
Cash and cash equivalents	10,297
Trade and other payables	(80,540)
Current tax payable	(253)
Deferred tax liabilities	(5,111)
Non-controlling interests	(55,202)
Net assets acquired	270,675
Negative goodwill on acquisition of subsidiaries	(2,267)
Total purchase consideration	(268,408)
Purchase consideration payable	39,042
Paid by carrying amount of previously held equity interest	25,880
Purchase consideration satisfied in cash	(203,486)
Cash of subsidiaries acquired	10,297
Purchase consideration satisfied in cash in relation to subsidiaries acquired in prior year	(24,659)
Cash outflow on acquisition of subsidiaries	(217,848)

The total related acquisition costs for the above-mentioned subsidiaries amounted to US$268,408,000. From the dates of acquisitions to 31 March 2016, the above-mentioned acquisitions contributed net profit of US$9,585,000 to the Group's results for the year, before accounting for financing costs attributable to the acquisitions. If the acquisitions had occurred on 1 April 2015, management estimates that consolidated revenue would have been US$791,342,000 and consolidated profit for the year would have been US$1,045,643,000.

30 NOTES TO THE STATEMENT OF CASH FLOWS CONTINUED

(b) Disposal of subsidiaries

(i) There is no disposal of subsidiaries during the year ended 31 March 2017.

(ii) The list of subsidiaries disposed during the year ended 31 March 2016 is as follows:

Name of subsidiaries	Date disposed	Equity interest disposed %
Soja Two Logistic Special Purpose Company (f.k.a Shiodome Seventeen Logistic Special Purpose Company)	October 2015	100
GLP Japan DH2 Special Purpose Company (f.k.a Shiodome (15) Logistic Special Purpose Company)	February 2016	100
GLP Japan DH2 Pte. Ltd. (f.k.a Shiodome (15) Logistic Pte. Ltd.)	February 2016	100

Effects of disposals

The cash flows and the net assets of subsidiaries disposed during the year ended 31 March 2016 are provided below:

	Recognized values on disposal US$'000
Trade and other receivables	19
Cash and cash equivalents	10
Trade and other payables	(39)
Net liabilities disposed	(10)
Gain on disposal of subsidiaries	34
Disposal consideration	24
Cash of subsidiaries disposed	(10)
Cash inflow on disposals of subsidiaries	14

From 1 April 2015 to the date of disposal, the above subsidiaries contributed net loss of US$30,000 to the Group's results for the year. The subsidiaries did not record any revenue during the period.

(c) Disposal of assets and liabilities classified as held for sale

(i) Details of the disposal of assets and liabilities classified as held for sale during the year ended 31 March 2017 are as follows:

As at 31 March 2016, assets classified as held for sale primarily comprised 100% equity interest in GLP US Income Partners II acquired on 4 November 2015 which the Group intended to syndicate within 12 months from date of acquisition. The syndication of 90.15% equity interest was completed on 7 September 2016 for an aggregate consideration of US$1,785,000,000 and the Group recognized gain on disposal of assets classified as held for sale of US$8,730,000. The remaining 9.85% equity interest retained was reclassified as investment in associate.

During the year ended 31 March 2017, the Group received final proceeds of US$58,489,000 in relation to the sale of the 44.65% equity interest in GLP US Income Partners I, and recognized additional gain on disposal of assets classified as held for sale of US$4,344,000.

30 NOTES TO THE STATEMENT OF CASH FLOWS CONTINUED

(c) Disposal of assets and liabilities classified as held for sale continued

(i) Details of the disposal of assets and liabilities classified as held for sale during the year ended 31 March 2017 are as follows: continued

Effects of disposals

The cash flows relating to assets and liabilities classified as held for sale disposed during the year ended 31 March 2017 are provided below:

GLP US Income Partners II	Recognized values on disposal US$'000
Investment properties	4,644,660
Joint venture	17,959
Plant and equipment	507
Trade and other receivables	16,119
Cash and cash equivalents	164,686
Other assets	12,889
Trade and other payables	(65,975)
Loans and borrowings	(2,809,254)
Other non-current liabilities	(13,566)
Net assets disposed	1,968,025
Equity interest retained as investment in associate	(143,148)
Reclassified to loans to associate	(50,702)
	1,774,175
Gain on disposal of assets and liabilities classified as held for sale	8,730
Excess consideration over net assets disposed not yet recognized as gain[1]	2,095
Cash inflow on disposals of assets and liabilities of GLP US Income Partners II classified as held for sale	1,785,000

Note:
1 The excess of consideration over net assets disposed have not been recognized as gain on disposal as the disposal consideration have not been finalized as of 31 March 2017.

GLP US Income Partners I	Recognized values on disposal US$'000
Cash inflow on final receipt of disposal consideration	58,489
Disposal consideration receivable recognized in prior year	(54,145)
Gain on disposal of assets and liabilities classified as held for sale	4,344
Total cash inflow on disposal of assets and liabilities classified as held for sale	1,843,489

30 NOTES TO THE STATEMENT OF CASH FLOWS CONTINUED

(c) Disposal of assets and liabilities classified as held for sale continued

(ii) Details of the disposal of assets and liabilities classified as held for sales during the year ended 31 March 2016 are as follows:

At 31 March 2015, assets classified as held for sale primarily comprised 45.00% equity interest in GLP US Income Partners I acquired on 26 February 2015 which the Group intended to syndicate within 12 months from date of acquisition. The syndication was completed on 26 October 2015 for a consideration of US$1,524,145,000 and recognized gain on disposal of assets classified as held for sale of US$54,145,000.

During the year ended 31 March 2016, the Group reclassified investment properties and subsidiary companies (comprising Nagareyama One Logistic Special Purpose Company, Nagareyama Two Logistic Special Purpose Company and Nagareyama Three Logistic Special Purpose Company) to assets and liabilities classified as held for sale following the initiation of active programmes to dispose them. The disposals were all completed during the year for an aggregate consideration of US$117,785,000 and recognized gain on disposal of assets and liabilities classified as held for sale of US$124,000.

Effects of disposals

The cash flows relating to assets and liabilities classified as held for sale disposed during the year ended 31 March 2016 are provided below:

	Recognized values on disposal US$'000
Investment properties	152,224
Joint venture	1,270,346
Trade and other receivables	2,648
Cash and cash equivalents	9,689
Loan receivables	199,655
Trade and other payables	(869)
Loans and borrowings	(46,032)
Net assets disposed	1,587,661
Gain on disposal of assets and liabilities classified as held for sale	54,269
Disposal consideration	1,641,930
Disposal consideration receivable	(54,145)
Cash of subsidiaries disposed	(9,689)
Cash inflow on disposals of assets and liabilities classified as held for sale	1,578,096

31 OPERATING SEGMENTS

The Group has four reportable segments, representing its operations in the PRC, Japan, US and Brazil, which are managed separately due to the different geographical locations. The Group's CODM review internal management reports on these segments on a quarterly basis, at a minimum, for strategic decisions making, performance assessment and resources allocation purposes.

Performance of each reportable segment is measured based on segment revenue and segment earnings before net interest expense, tax expense, and excluding changes in fair value of investment properties held by subsidiaries, associates and joint ventures (net of tax) ("EBIT excluding revaluation"). EBIT excluding revaluation is used to measure performance as management believes that such information is the most relevant in evaluating the results of these segments relative to other entities that operate within the logistics industry. Segment assets and liabilities are presented net of inter-segment balances.

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. There are no transactions between reportable segments.

Segment assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

31 OPERATING SEGMENTS CONTINUED

Information regarding the Group's reportable segments is presented in the tables below.

Information about reportable segments

	PRC		Japan		US		Brazil		Others		Total	
Group	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000
Continuing operations												
Revenue and expenses												
External revenue	**586,386**	531,036	**205,396**	178,651	**77,096**	59,211	**10,709**	8,575	**–**	–	**879,587**	777,473
Changes in fair value of investment properties held by subsidiaries	**655,426**	682,421	**139,368**	37,982	**–**	–	**2,179**	–	**–**	–	**796,973**	720,403
Share of changes in fair value of investment properties (net of tax) held by associates and joint ventures	**23,965**	15,808	**102,931**	153,198	**49,090**	9,656	**19,075**	(1,787)	**–**	–	**195,061**	176,875
Net finance (costs)/income	**(137,143)**	(39,371)	**(10,841)**	(11,842)	**9,512**	11,914	**746**	(138)	**(85,874)**	(61,918)	**(223,600)**	(101,355)
Tax expense	**(258,122)**	(255,641)	**(25,822)**	(18,177)	**(8,598)**	(32,613)	**(1,536)**	(139)	**(1,626)**	(3,198)	**(295,704)**	(309,768)
Profit/(Loss) from continuing operations	**640,654**	708,797	**393,136**	318,790	**99,433**	63,129	**40,736**	7,456	**(122,064)**	(101,365)	**1,051,895**	996,807
Profit from discontinued operation	**–**	–	**–**	–	**4,473**	36,010	**–**	–	**–**	–	**4,473**	36,010
Profit/(Loss) after tax	**640,654**	708,797	**393,136**	318,790	**103,906**	99,139	**40,736**	7,456	**(122,064)**	(101,365)	**1,056,368**	1,032,817
EBIT	**1,035,919**	1,003,809	**429,799**	348,809	**107,657**	170,150	**41,526**	7,733	**(34,564)**	(36,249)	**1,580,337**	1,494,252
EBIT excluding revaluation	**356,528**	305,580	**187,500**	157,629	**58,567**	160,494	**20,272**	9,520	**(34,564)**	(36,249)	**588,303**	596,974
Profit attributable to:												
– Owners of the Company ("PATMI")	**379,618**	395,063	**393,136**	318,790	**102,292**	99,139	**40,736**	7,456	**(122,064)**	(101,365)	**793,718**	719,083
– NCI	**261,036**	313,734	**–**	–	**1,614**	–	**–**	–	**–**	–	**262,650**	313,734
PATMI excluding revaluation	**96,467**	114,040	**157,805**	129,509	**53,202**	89,482	**20,223**	9,243	**(122,064)**	(101,365)	**205,633**	240,909

31 OPERATING SEGMENTS CONTINUED

Information about reportable segments continued

	PRC		Japan		US		Brazil		Others		Total	
Group	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000	**2017 US$'000**	2016 US$'000
Assets and liabilities												
Investment properties	**12,406,581**	11,060,495	**2,159,046**	1,963,683	**46,732**	–	**90,219**	–	**–**	–	**14,702,578**	13,024,178
Associates and joint ventures	**497,293**	367,844	**781,708**	751,952	**536,068**	342,047	**667,034**	491,843	**–**	–	**2,482,103**	1,953,686
Other segment assets	**2,380,151**	2,186,098	**1,036,096**	825,880	**965,415**	5,014,996	**16,491**	8,346	**176,921**	115,878	**4,575,074**	8,151,198
Reportable segment assets	**15,284,025**	13,614,437	**3,976,850**	3,541,515	**1,548,215**	5,357,043	**773,744**	500,189	**176,921**	115,878	**21,759,755**	23,129,062
Loans and borrowings	**(1,987,732)**	(1,223,291)	**(1,131,344)**	(869,980)	**–**	–	**–**	–	**(2,480,342)**	(2,677,166)	**(5,599,418)**	(4,770,437)
Other segment liabilities	**(2,147,599)**	(1,925,130)	**(209,401)**	(267,115)	**(469,768)**	(2,911,683)	**(33,401)**	(5,283)	**(85,278)**	(89,306)	**(2,945,447)**	(5,198,517)
Reportable segment liabilities	**(4,135,331)**	(3,148,421)	**(1,340,745)**	(1,137,095)	**(469,768)**	(2,911,683)	**(33,401)**	(5,283)	**(2,565,620)**	(2,766,472)	**(8,544,865)**	(9,968,954)
Other information												
Depreciation and amortization	**(4,472)**	(5,507)	**(4,129)**	(3,366)	**(140)**	–	**(723)**	(547)	**(4,513)**	(2,368)	**(13,977)**	(11,788)
Interest income	**6,831**	7,220	**1**	19	**9,512**	11,914	**531**	371	**3,028**	2,871	**19,903**	22,395
NCI's share of EBITDA excluding revaluation[1]	**162,022**	145,633	**–**	–	**3,687**	–	**–**	–	**–**	–	**165,709**	145,633
Capital expenditure[2]	**1,092,143**	1,409,259	**406,900**	151,759	**80,681**	437	**84,059**	471	**2,089**	2,741	**1,665,872**	1,564,667

Notes:
1 EBITDA refers to EBIT excluding depreciation and amortization.
2 Capital expenditure includes acquisition, borrowing costs and development expenditure of investment properties and acquisition of plant and equipment.

32 FINANCIAL RISK MANAGEMENT

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these financial statements.

(a) Risk management framework

The Group has a system of controls in place to create an acceptable balance between the costs of risks occurring and the cost of managing the risks. Risk management policies and guidelines are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Audit Committee ("AC"), which reports to the Board of Directors, is charged with overseeing risk management practices and, in conjunction with the Internal Audit Department, seeks to identify areas of concern and implement plans to mitigate significant risks to the Company. GLP's Management Risk Committee ("MRC") consists of senior stakeholders in the Company. The Committee regularly reviews, assesses and monitors various risk factors. The MRC also guides management in forming policies and processes to identify, evaluate and manage risks and to safeguard shareholders' interests and Company assets. The Risk Management Department assists the MRC by coordinating GLP's Enterprise Risk Management programme across the Group and providing quarterly updates and feedback directly to the AC.

(b) Credit risk

Credit risk is the risk of financial loss resulting from the failure of a customer or counterparty to meet its contractual obligations. Financial transactions are restricted to counterparties that meet appropriate credit criteria that are approved by the Group and are being reviewed on a regular basis. In respect of trade receivables, the Group has guidelines governing the process of granting credit and outstanding balances are monitored on an ongoing basis. Concentration of credit risk relating to trade receivables is limited due to the Group's many varied customers. These customers are engaged in a wide spectrum of activities and operate in a variety of markets.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Loans and receivables (non-current and current)	**771,810**	583,806	**1,757,180**	1,244,177
Cash and cash equivalents	**1,210,540**	1,024,563	**102,577**	42,750
	1,982,350	1,608,369	**1,859,757**	1,286,927

32 FINANCIAL RISK MANAGEMENT CONTINUED

(b) Credit risk continued

Exposure to credit risk continued

The maximum exposure to credit risk for financial assets at the reporting date by geographic region is as follows:

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
PRC	**1,272,802**	1,203,817	**–**	–
Japan	**389,872**	182,415	**–**	–
Singapore	**157,038**	107,066	**1,859,757**	1,286,927
US	**149,220**	109,833	**–**	–
Others	**13,418**	5,238	**–**	–
	1,982,350	1,608,369	**1,859,757**	1,286,927

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met. The Group maintains a level of cash and cash equivalents deemed adequate by management to meet the Group's working capital requirement. In addition, the Group strives to maintain available banking facilities at a reasonable level to its overall debt position.

As far as possible, the Group will raise medium and long-term funding from both capital markets and financial institutions and prudently balance its portfolio with some short-term funding so as to achieve overall cost effectiveness.

As at 31 March 2017, the Group has unutilized credit and loan facilities amounting to US$2,452,903,000 (2016: US$2,539,355,000), of which US$634,250,000 (2016: US$728,011,000) are committed credit facilities.

32 FINANCIAL RISK MANAGEMENT CONTINUED

(c) Liquidity risk continued

The following are the contractual maturities of financial liabilities, including interest payments and excluding the impact of netting agreements:

			Cash flows		
Group	Carrying amount US$'000	Contractual cash flows US$'000	Within 1 year US$'000	From 1 to 5 years US$'000	After 5 years US$'000
2017					
Non-derivative financial liabilities					
Bank loans	**2,970,296**	**3,357,809**	**679,912**	**1,647,546**	**1,030,351**
Bonds	**2,092,315**	**2,519,496**	**230,718**	**998,795**	**1,289,983**
Capital securities	**536,807**	**537,292**	**537,292**	**–**	**–**
Trade and other payables[1]	**1,194,730**	**1,195,983**	**1,030,549**	**126,204**	**39,230**
	6,794,148	**7,610,580**	**2,478,471**	**2,772,545**	**2,359,564**
Derivative financial liabilities					
Forward foreign exchange contracts (gross-settled):	**7,013**				
– Outflow		**59,478**	**1,643**	**57,835**	**–**
– Inflow		**(52,434)**	**(2,012)**	**(50,422)**	**–**
Interest rate swaps (net-settled)	**19,792**	**20,515**	**5,834**	**14,275**	**406**
	6,820,953	**7,638,139**	**2,483,936**	**2,794,233**	**2,359,970**
2016					
Non-derivative financial liabilities					
Bank loans	2,491,671	2,881,300	631,790	1,249,655	999,855
Bonds	2,278,766	2,733,327	471,756	879,884	1,381,687
Trade and other payables[1]	1,149,881	1,153,375	997,050	120,645	35,680
	5,920,318	6,768,002	2,100,596	2,250,184	2,417,222
Derivative financial liabilities					
Forward foreign exchange contracts (gross-settled):	24,220				
– Outflow		496,493	437,015	59,478	–
– Inflow		(472,935)	(418,467)	(54,468)	–
Interest rate swaps (net-settled)	29,121	29,739	5,419	22,440	1,880
	5,973,659	6,821,299	2,124,563	2,277,634	2,419,102

Note:
1 Excludes advance rental received.

32 FINANCIAL RISK MANAGEMENT CONTINUED

(c) Liquidity risk continued

Company	Carrying amount US$'000	Contractual cash flows US$'000	Cash flows: Within 1 year US$'000	Cash flows: From 1 to 5 years US$'000	Cash flows: After 5 years US$'000
2017					
Non-derivative financial liabilities					
Bank loans	**775,078**	**812,312**	**71,234**	**380,716**	**360,362**
Bonds	**1,168,456**	**1,555,796**	**44,414**	**221,399**	**1,289,983**
Capital securities	**536,807**	**537,292**	**537,292**	**–**	**–**
Trade and other payables	**98,799**	**98,799**	**98,699**	**100**	**–**
	2,579,140	**3,004,199**	**751,639**	**602,215**	**1,650,345**
Derivative financial liabilities					
Forward foreign exchange contracts (gross-settled):	**7,013**				
– Outflow		**59,478**	**1,643**	**57,835**	**–**
– Inflow		**(52,434)**	**(2,012)**	**(50,422)**	**–**
Interest rate swaps (net-settled)	**10,567**	**10,238**	**2,650**	**7,182**	**406**
	2,596,720	**3,021,481**	**753,920**	**616,810**	**1,650,751**
2016					
Non-derivative financial liabilities					
Bank loans	1,100,134	1,145,258	407,135	378,797	359,326
Bonds	1,577,033	2,017,274	460,474	226,589	1,330,211
Trade and other payables	222,277	222,279	222,179	100	–
	2,899,444	3,384,811	1,089,788	605,486	1,689,537
Derivative financial liabilities					
Forward foreign exchange contracts (gross-settled):	24,220				
– Outflow		496,493	437,015	59,478	–
– Inflow		(472,935)	(418,467)	(54,468)	–
Interest rate swaps (net-settled)	14,391	14,602	2,139	11,131	1,332
	2,938,055	3,422,971	1,110,475	621,627	1,690,869

(d) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

32 FINANCIAL RISK MANAGEMENT CONTINUED

(d) Market risk continued

Currency risk

The Group operates mainly in the PRC, Japan, US and Brazil. Other than the respective functional currency of the Group's subsidiaries, the foreign currency which the Group has exposure to at the reporting date is the US Dollar.

The Group maintains a natural hedge, wherever possible, by borrowing in the currency of the country in which the investment is located. Foreign exchange exposures in transactional currencies other than the functional currencies of the operating entities are kept to an acceptable level.

The Group also monitors any surplus cash held in currencies other than the functional currency of the respective companies and uses sensitivity analysis to measure the foreign exchange risk exposure. Where necessary, the Group will use foreign exchange contracts to hedge and minimize net foreign exchange risk exposures. In relation to its overseas investments in foreign subsidiaries whose net assets are exposed to currency translation risk and which are held for long-term investment purposes, the differences arising from such translation are captured under the foreign currency translation reserve. These translation differences are reviewed and monitored on a regular basis.

The Group's and Company's exposures to foreign currencies (financial assets and liabilities not denominated in the respective entities' functional currencies) as at 31 March 2017 and 31 March 2016 are as follows:

Group	United States Dollar US$'000	Japanese Yen US$'000	Singapore Dollar US$'000	Hong Kong Dollar US$'000	Chinese Renminbi US$'000
2017					
Financial assets					
Cash and cash equivalents	**299,234**	**1,509**	**79**	**1,465**	**12**
Trade and other receivables	**–**	**20,943**	**69**	**46**	**64,316**
Available-for-sale financial investments	**–**	**–**	**–**	**137,588**	**–**
	299,234	**22,452**	**148**	**139,099**	**64,328**
Financial liabilities					
Bank loans	**(411,550)**	**(711,078)**	**–**	**–**	**–**
Bonds	**–**	**(133,635)**	**–**	**–**	**(50,775)**
Capital securities	**–**	**–**	**(536,807)**	**–**	**–**
Trade and other payables	**(1,608,628)**	**(39,528)**	**(15,463)**	**–**	**(3,822)**
	(2,020,178)	**(884,241)**	**(552,270)**	**–**	**(54,597)**
Net financial (liabilities)/assets	**(1,720,944)**	**(861,789)**	**(552,122)**	**139,099**	**9,731**
Add: Forward foreign exchange contracts	**–**	**–**	**–**	**–**	**50,775**
Add: Loans designated for net investment hedge	**–**	**844,713**	**–**	**–**	**–**
Currency exposure of net financial (liabilities)/assets	**(1,720,944)**	**(17,076)**	**(552,122)**	**139,099**	**60,506**

32 FINANCIAL RISK MANAGEMENT CONTINUED

(d) Market risk continued

Currency risk continued

Group	United States Dollar US$'000	Japanese Yen US$'000	Singapore Dollar US$'000	Hong Kong Dollar US$'000	Chinese Renminbi US$'000
2016					
Financial assets					
Cash and cash equivalents	377,517	9,467	160	8	45
Trade and other receivables	–	47,856	33	–	191,188
Available-for-sale financial investments	–	–	–	97,184	–
	377,517	57,323	193	97,192	191,233
Financial liabilities					
Bank loans	(264,989)	(700,133)	–	–	–
Bonds	–	(131,753)	–	–	(462,837)
Trade and other payables	(952,005)	(152,255)	(1,330)	–	(32,306)
	(1,216,994)	(984,141)	(1,330)	–	(495,143)
Net financial (liabilities)/assets	(839,477)	(926,818)	(1,137)	97,192	(303,910)
Add: Forward foreign exchange contracts	–	–	–	–	462,837
Add: Loans designated for net investment hedge	–	831,887	–	–	–
Currency exposure of net financial (liabilities)/assets	(839,477)	(94,931)	(1,137)	97,192	158,927

32 FINANCIAL RISK MANAGEMENT CONTINUED

(d) Market risk continued

Currency risk continued

Company	Japanese Yen US$'000	Singapore Dollar US$'000	Chinese Renminbi US$'000
2017			
Financial assets			
Cash and cash equivalents	**1,508**	**64**	**12**
Trade and other receivables	**1,691**	**69**	**59,975**
	3,199	**133**	**59,987**
Financial liabilities			
Bank loans	**(711,078)**	**–**	**–**
Bonds	**(133,635)**	**–**	**(50,775)**
Capital securities	**–**	**(536,807)**	**–**
Trade and other payables	**(39,528)**	**(14,380)**	**(784)**
	(884,241)	**(551,187)**	**(51,559)**
Net financial (liabilities)/assets	**(881,042)**	**(551,054)**	**8,428**
Add: Forward foreign exchange contracts	**–**	**–**	**50,775**
Currency exposure of net financial (liabilities)/assets	**(881,042)**	**(551,054)**	**59,203**

Company	Japanese Yen US$'000	Singapore Dollar US$'000	Chinese Renminbi US$'000
2016			
Financial assets			
Cash and cash equivalents	1,881	126	45
Trade and other receivables	8,318	–	191,188
	10,199	126	191,233
Financial liabilities			
Bank loans	(700,134)	–	–
Bonds	(131,753)	–	(462,837)
Trade and other payables	(152,118)	(178)	(31,142)
	(984,005)	(178)	(493,979)
Net financial liabilities	(973,806)	(52)	(302,746)
Add: Forward foreign exchange contracts	–	–	462,837
Currency exposure of net financial (liabilities)/assets	(973,806)	(52)	160,091

32 FINANCIAL RISK MANAGEMENT CONTINUED

(d) Market risk continued

Sensitivity analysis

A 10% strengthening of US Dollar against the respective functional currencies of the subsidiaries at the reporting date would have increased/(decreased) profit before tax by the amounts shown below. The Group's outstanding forward foreign exchange contracts have been included in this calculation. The analysis assumes that all other variables, in particular interest rates, remain constant.

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
US Dollar[1]	**(172,094)**	(83,948)	**–**	–
Japanese Yen[2]	**1,708**	9,493	**88,104**	97,381
Singapore Dollar[2]	**55,212**	114	**55,105**	5
Hong Kong Dollar[2]	**(13,910)**	(9,719)	**(5)**	–
Chinese Renminbi[2]	**(6,051)**	(15,893)	**(5,920)**	(16,009)

Notes:
1 As compared to functional currency of Renminbi.
2 As compared to functional currency of US Dollar.

A 10% weakening of US Dollar against the respective functional currencies of the subsidiaries at the reporting date would have the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

Interest rate risk

The Group's interest rate risk arises primarily from the interest-earning financial assets and interest-bearing financial liabilities.

The Group manages its interest rate exposure by maintaining a mix of fixed and variable rate borrowings. Where necessary, the Group hedges a portion of its interest rate exposure within the short to medium term by using interest rate derivatives.

At 31 March 2017, the Group and Company has interest rate swaps with an aggregate notional contract amount of US$1,331,972,000 (2016: US$1,366,186,000) and US$716,800,000 (2016: US$707,040,000) as cash flow hedges. After taking into account the effects of the interest rate swaps, the Group and Company pays fixed interest rates ranging from 0.42% to 1.60% (2016: 0.55% to 1.60%) and 0.83% to 1.09% (2016: 0.83% to 1.09%) per annum and receives a variable rate equal to the Swap Offer Rate on the notional amounts. The aggregate fair value of interest rate swaps held by the Group and Company as at 31 March 2017 is a net liability of US$19,792,000 (2016: US$29,121,000) and US$10,567,000 (2016: US$14,391,000) which are designated as cash flow hedges.

During the years ended 31 March 2017 and 2016, there was no ineffectiveness of cash flow hedges recognized in profit or loss.

32 FINANCIAL RISK MANAGEMENT CONTINUED

(d) Market risk continued

Interest rate risk continued

At the reporting date, the interest rate profile of interest-bearing financial liabilities (after taking into account the effects of the interest rate swaps) are as follows:

	Group		Company	
	Carrying amount US$'000	**Principal/ notional amount US$'000**	**Carrying amount US$'000**	**Principal/ notional amount US$'000**
2017				
Fixed rate instruments				
Loans and borrowings	**3,363,343**	**3,389,479**	**2,480,341**	**2,502,874**
Variable rate instruments				
Loans and borrowings	**2,267,667**	**2,269,296**	**–**	**–**

	Group		Company	
	Carrying amount US$'000	Principal/ notional amount US$'000	Carrying amount US$'000	Principal/ notional amount US$'000
2016				
Fixed rate instruments				
Loans and borrowings	3,391,774	3,422,573	2,677,167	2,702,720
Variable rate instruments				
Loans and borrowings	1,414,416	1,415,248	–	–

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through the profit or loss. Therefore a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased/(decreased) profit before tax by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

32 FINANCIAL RISK MANAGEMENT CONTINUED

(d) Market risk continued

Cash flow sensitivity analysis for variable rate instruments continued

	Group		Company	
	100 bp Increase US$'000	100 bp Decrease US$'000	100 bp Increase US$'000	100 bp Decrease US$'000
2017				
Loans and borrowings	**(22,693)**	**22,693**	**–**	**–**
2016				
Loans and borrowings	(14,152)	14,152	–	–

Other market price risk

Equity price risk arises from quoted available-for-sale equity securities measured at fair value held by the Group. Management of the Group monitors the equity securities in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the MRC.

An increase/(decrease) in 5% of the equity price of available-for-sale equity securities held by the Group at the reporting date would have increased/(decreased) fair value reserve by US$52.2 million (2016: US$49.3 million). This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

(e) Offsetting financial assets and financial liabilities

The disclosures set out in the tables below include financial assets and financial liabilities that:

- are offset in the Group's and Company's statement of financial position; or
- are subject to an enforceable master netting arrangement, irrespective of whether they are offset in the statement of financial position.

Financial instruments such as trade receivables and trade payables are not disclosed in the tables below unless they are offset in the statement of financial position.

The Group's derivative transactions that are not transacted on an exchange are entered into under International Swaps and Derivatives Association (ISDA) Master Netting Agreements. In general, under such agreements, the amounts owed by each counterparty that are due on a single day in respect of all transactions outstanding in the same currency under the agreement are aggregated into a single net amount being payable by one party to the other. In certain circumstances, for example when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is due or payable in settlement of all transactions.

The above ISDA agreements do not meet the criteria for offsetting in the statement of financial position. This is because they create a right of set-off of recognized amounts that is enforceable only following an event of default, insolvency or bankruptcy of the Group or the counterparties. In addition, the Group and its counterparties do not intend to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

32 FINANCIAL RISK MANAGEMENT CONTINUED

(e) Offsetting financial assets and financial liabilities continued

Financial assets and financial liabilities subject to offsetting and enforceable master netting arrangements

Group	Gross amounts of recognized financial assets/ (liabilities) US$'000	Gross amounts of recognized financial assets/ (liabilities) offset in the statement of financial position US$'000	Net amounts of financial assets/ (liabilities) presented in the statement of financial position US$'000	Related amounts not offset in the statement of financial position US$'000	Net amount US$'000
2017					
Financial liabilities					
Forward foreign exchange contracts	**(7,013)**	**–**	**(7,013)**	**–**	**(7,013)**
Interest rate swaps	**(19,792)**	**–**	**(19,792)**	**–**	**(19,792)**
	(26,805)	**–**	**(26,805)**	**–**	**(26,805)**
2016					
Financial liabilities					
Forward foreign exchange contracts	(24,220)	–	(24,220)	–	(24,220)
Interest rate swaps	(29,121)	–	(29,121)	–	(29,121)
	(53,341)	–	(53,341)	–	(53,341)

Company	Gross amounts of recognized financial assets/ (liabilities) US$'000	Gross amounts of recognized financial assets/ (liabilities) offset in the statement of financial position US$'000	Net amounts of financial assets/ (liabilities) presented in the statement of financial position US$'000	Related amounts not offset in the statement of financial position US$'000	Net amount US$'000
2017					
Financial liabilities					
Forward foreign exchange contracts	**(7,013)**	**–**	**(7,013)**	**–**	**(7,013)**
Interest rate swaps	**(10,567)**	**–**	**(10,567)**	**–**	**(10,567)**
	(17,580)	**–**	**(17,580)**	**–**	**(17,580)**
2016					
Financial liabilities					
Forward foreign exchange contracts	(24,220)	–	(24,220)	–	(24,220)
Interest rate swaps	(14,391)	–	(14,391)	–	(14,391)
	(38,611)	–	(38,611)	–	(38,611)

The gross amounts of financial assets and financial liabilities and their net amounts as presented in the statement of financial position that are disclosed in the above tables are measured in the statement of financial position at fair value.

33 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

(a) Accounting classifications and fair values

The carrying amounts and fair values of financial assets and liabilities, including their levels in the fair value hierarchy, are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

		Carrying amount					Fair value			
Group	Note	Fair value – hedging instruments US$'000	Loans and receivables US$'000	Available -for-sale US$'000	Other financial liabilities US$'000	Total carrying amount US$'000	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000
2017										
Available-for-sale financial investments	10	–	–	1,160,597	–	1,160,597	1,044,886	–	115,711	1,160,597
Other non-current assets[1]	11	–	216,574	–	–	216,574	–	–	228,637	228,637
Trade and other receivables[2]	12	–	555,236	–	–	555,236				
Cash and cash equivalents	14	–	1,210,540	–	–	1,210,540				
		–	1,982,350	1,160,597	–	3,142,947				
Secured bank loans	19	–	–	–	(1,790,792)	(1,790,792)	–	(1,790,792)	–	(1,790,792)
Secured bonds	19	–	–	–	(707,361)	(707,361)	–	(707,361)	–	(707,361)
Unsecured bank loans	19	–	–	–	(1,179,504)	(1,179,504)	–	(1,179,504)	–	(1,179,504)
Unsecured bonds	19	–	–	–	(1,384,954)	(1,384,954)	–	(1,374,154)	–	(1,374,154)
Capital securities	19	–	–	–	(536,807)	(536,807)	–	(536,807)	–	(536,807)
Forward foreign exchange contracts	20	(7,013)	–	–	–	(7,013)	–	(7,013)	–	(7,013)
Interest rate swaps	20	(19,792)	–	–	–	(19,792)	–	(19,792)	–	(19,792)
Other non-current liabilities[3]	21	–	–	–	(165,435)	(165,435)	–	–	(158,001)	(158,001)
Trade and other payables[3]	22	–	–	–	(1,029,295)	(1,029,295)				
		(26,805)	–	–	(6,794,148)	(6,820,953)				

Notes:
1 Excludes prepayments and deferred management costs.
2 Excludes other assets and prepayments.
3 Excludes advance rental received.

33 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES CONTINUED

(a) Accounting classifications and fair values continued

		Carrying amount					Fair value			
Group	Note	Fair value – hedging instruments US$'000	Loans and receivables US$'000	Available -for-sale US$'000	Other financial liabilities US$'000	Total carrying amount US$'000	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000
2016										
Available-for-sale financial investments	10	–	–	1,015,867	–	1,015,867	985,943	–	29,924	1,015,867
Other non-current assets[1]	11	–	124,252	–	–	124,252	–	–	128,121	128,121
Trade and other receivables[1]	12	–	459,554	–	–	459,554				
Cash and cash equivalents	14	–	1,024,563	–	–	1,024,563				
		–	1,608,369	1,015,867	–	2,624,236				
Secured bank loans	19	–	–	–	(1,275,205)	(1,275,205)	–	(1,275,205)	–	(1,275,205)
Secured bonds	19	–	–	–	(701,733)	(701,733)	–	(701,733)	–	(701,733)
Unsecured bank loans	19	–	–	–	(1,216,466)	(1,216,466)	–	(1,216,466)	–	(1,216,466)
Unsecured bonds	19	–	–	–	(1,577,033)	(1,577,033)	–	(1,631,084)	–	(1,631,084)
Forward foreign exchange contracts	20	(24,220)	–	–	–	(24,220)	–	(24,220)	–	(24,220)
Interest rate swaps	20	(29,121)	–	–	–	(29,121)	–	(29,121)	–	(29,121)
Other non-current liabilities[2]	21	–	–	–	(156,324)	(156,324)	–	–	(149,423)	(149,423)
Trade and other payables[2]	22	–	–	–	(993,557)	(993,557)				
		(53,341)	–	–	(5,920,318)	(5,973,659)				

Notes:
1 Excludes prepayments.
2 Excludes advance rental received.

33 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES CONTINUED

(a) Accounting classifications and fair values continued

		Carrying amount				Fair value			
Company	Note	Fair value – hedging instruments US$'000	Loans and receivables US$'000	Other financial liabilities US$'000	Total carrying amount US$'000	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000
2017									
Trade and other receivables[1]	12	**–**	**1,757,180**	**–**	**1,757,180**				
Cash and cash equivalents	14	**–**	**102,577**	**–**	**102,577**				
		–	**1,859,757**	**–**	**1,859,757**				
Unsecured bank loans	19	**–**	**–**	**(775,078)**	**(775,078)**	**–**	**(775,078)**	**–**	**(775,078)**
Unsecured bonds	19	**–**	**–**	**(1,168,456)**	**(1,168,456)**	**–**	**(1,157,656)**	**–**	**(1,157,656)**
Capital securities	19	**–**	**–**	**(536,807)**	**(536,807)**	**–**	**(536,807)**	**–**	**(536,807)**
Forward foreign exchange contracts	20	**(7,013)**	**–**	**–**	**(7,013)**	**–**	**(7,013)**	**–**	**(7,013)**
Interest rate swaps	20	**(10,567)**	**–**	**–**	**(10,567)**	**–**	**(10,567)**	**–**	**(10,567)**
Other non-current liabilities	21	**–**	**–**	**(100)**	**(100)**	**–**	**–**	**(100)**	**(100)**
Trade and other payables	22	**–**	**–**	**(98,699)**	**(98,699)**				
		(17,580)	**–**	**(2,579,140)**	**(2,596,720)**				
2016									
Trade and other receivables[1]	12	–	1,244,177	–	1,244,177				
Cash and cash equivalents	14	–	42,750	–	42,750				
		–	1,286,927	–	1,286,927				
Unsecured bank loans	19	–	–	(1,100,134)	(1,100,134)	–	(1,100,134)	–	(1,100,134)
Unsecured bonds	19	–	–	(1,577,033)	(1,577,033)	–	(1,631,084)	–	(1,631,084)
Forward foreign exchange contracts	20	(24,220)	–	–	(24,220)	–	(24,220)	–	(24,220)
Interest rate swaps	20	(14,391)	–	–	(14,391)	–	(14,391)	–	(14,391)
Other non-current liabilities	21	–	–	(100)	(100)	–	–	(100)	(100)
Trade and other payables	22	–	–	(222,177)	(222,177)				
		(38,611)	–	(2,899,444)	(2,938,055)				

Note:
1 Excludes prepayments.

33 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES CONTINUED

(b) Level 3 fair value measurements

(i) Reconciliation of Level 3 fair value

The reconciliation from the beginning balance to the ending balance for Level 3 fair value measurements for investment properties and available-for-sale financial instruments are presented in Note 4 and Note 10 respectively.

(ii) Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Available-for-sale financial investments	*Net asset value:* The fair value of the underlying assets and liabilities of the entity to which the financial instrument relates. The assets held by the relevant entities comprise mainly investment properties whose fair values were determined by independent external valuers. The fair values of the properties were based on market values determined using the discounted cash flow, direct comparison and residual approaches.
Financial derivative instruments: – Interest rate swaps – Forward foreign exchange contracts	*Market comparison technique:* The fair values are based on broker quotes. Similar contracts are traded in an active market and the quotes reflect the actual transactions in similar instruments.

Financial instruments not measured at fair value

Type	Valuation technique	Inputs used in determining fair value
Loans to associate and joint ventures, security deposits, loans and borrowings	Discounted cash flows	Government yield curve at the reporting date plus an adequate credit spread.

(iii) Transfer between Level 1 and 2

During the years ended 31 March 2017 and 2016, there were no transfers between Level 1 and 2 of the fair value hierarchy.

34 COMMITMENTS AND CONTINGENT LIABILITIES

The Group had the following commitments and contingent liabilities as at the reporting date:

(a) Operating lease commitments

(i) Operating lease rental payable

The Group leases mainly office premises from non-related parties under non-cancellable operating leases. Future minimum lease payments for the Group are as follows:

	Group		Company	
	2017 US$'000	2016 US$'000	**2017 US$'000**	2016 US$'000
Lease payments payable:				
– Within 1 year	**11,850**	6,125	**698**	644
– After 1 year but within 5 years	**23,087**	9,126	**1,331**	–
	34,937	15,251	**2,029**	644

34 COMMITMENTS AND CONTINGENT LIABILITIES CONTINUED

(a) Operating lease commitments continued

(ii) Operating lease rental receivable

Future minimum lease rental receivable for the Group on non-cancellable operating leases from investment properties are as follows:

	Group	
	2017 US$'000	2016 US$'000
Lease rentals receivable:		
– Within 1 year	**619,207**	567,267
– After 1 year but within 5 years	**1,181,295**	1,102,101
– After 5 years	**515,122**	475,727
	2,315,624	2,145,095

(b) Other commitments

	Group	
	2017 US$'000	2016 US$'000
Development expenditure contracted but not provided for	**602,252**	713,354

(c) Contingent liabilities

The Group commenced a strategic review of its business during the year. To ensure continuity of management and retention of talent during this period, the Group has implemented, prior to the commencement of the strategic review, an employee retention programme (the "Employee Programme"), under which selected employees are entitled to a cash payment in the event of a change in control of the Company. The aggregate amount payable to these employees following a change in control of the Company is approximately US$43,941,000. No provision or payment had been made under the Employee Programme during the financial year.

Under the Employee Programme, the aggregate value of outstanding unvested shares under GLP Share Plan and other long-term incentive plans previously granted to these employees, that will be fully vested and expensed to profit and loss upon a change in control of the Company, amounts to approximately US$16,250,000.

35 SIGNIFICANT RELATED PARTY TRANSACTIONS

Remuneration of key management personnel

In accordance with FRS 24 *Related Party Disclosures*, key management personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. For purposes of FRS 24 *Related Party Disclosures*, the members of the Executive Committee are considered key management personnel of the Group.

35 SIGNIFICANT RELATED PARTY TRANSACTIONS CONTINUED

Remuneration of key management personnel continued

The key management personnel compensation included as part of staff costs for those key management personnel employed by the Group are as follows:

	Group	
	2017 US$'000	2016 US$'000
Wages and salaries (excluding contributions to defined contribution plans)	**18,584**	16,750
Contributions to defined contribution plans	**106**	46
Share-based expenses, equity settled	**8,720**	7,046
	27,410	23,842

In addition to the related party information disclosed elsewhere in the financial statements, there were the following significant related party transactions which were carried out in the normal course of business on terms agreed between the parties during the financial year:

	Group	
	2017 US$'000	2016 US$'000
Joint ventures		
Asset and investment management fee income from joint venture funds	**99,473**	62,811
Development and other management fee income from joint venture funds	**35,913**	23,282
Asset and investment management fee income from other joint ventures	**2,927**	1,560
Development and other management fee income from other joint ventures	**1,550**	3,544
Subsidiaries of a substantial shareholder		
Operating lease expenses paid/payable	**(5,120)**	(4,021)
A company in which a Director of the Company have substantial financial interests		
Reimbursement of office expenses and allocation of expenses	**(111)**	(122)

36 SIGNIFICANT SUBSIDIARIES

Details of significant subsidiaries are as follows:

Name of company	Principal activities	Country of incorporation and place of business	Effective interest held by the Group 2017 %	2016 %
GLP Japan Investment Holdings Pte. Ltd.	Investment holding	Singapore	**100**	100
Japan Logistic Properties 1 Pte. Ltd. and its significant subsidiaries:	Investment holding	Singapore	**100**	100
Shinsuna Logistic Special Purpose Company ("SPC")	Property investment	Japan	**100**	100
Osaka Logistic SPC	Property investment	Japan	**100**	100
Yokohama Logistic SPC	Property investment	Japan	**100**	100
Japan Logistic Properties 2 Pte. Ltd. and its significant subsidiaries:	Investment holding	Singapore	**100**	100
Maishima One Logistic SPC	Property investment	Japan	**100**	100
Azalea II SPC	Property investment	Japan	**100**	100
Misato Logistic SPC	Property investment	Japan	**100**	100
Japan Logistic Properties 3 Pte. Ltd. and its subsidiary:	Investment holding	Singapore	**100**	100
Azalea SPC	Property investment	Japan	**100**	100
Japan Logistic Properties 4 Pte. Ltd. and its significant subsidiaries**:**	Investment holding	Singapore	**100**	100
Shiodome Fourteen Logistic SPC	Investment holding	Japan	**100**	100
Sagamihara One Logistic SPC	Property investment	Japan	**100**[2]	–
GLP Capital Japan 2 Pte. Ltd. and its subsidiary:	Investment holding	Singapore	**100**	100
GLP Japan LPS	Investment holding	Japan	**100**	100
GLP Japan Development Investors Pte. Ltd. and its joint venture[1]	Investment holding	Singapore	**100**	100
GLP Japan Development Investors 2 Pte. Ltd. and its joint venture[1]	Investment holding	Singapore	**100**	100
GLP Light Year Investment Pte. Ltd. and its joint venture[1]	Investment holding	Singapore	**100**	100
GLP Brazil Investment Holdings Pte. Ltd.	Investment holding	Singapore	**100**[2]	–
BLH (1) Pte. Ltd. and its joint venture[1]	Investment holding	Singapore	**100**	100
BLH (2) Pte. Ltd. and its joint venture[1]	Investment holding	Singapore	**100**	100
BLH (3) Pte. Ltd. and its joint venture[1]	Investment holding	Singapore	**100**	100
BLH (4) Pte. Ltd.	Investment holding	Singapore	**100**[2]	–

36 SIGNIFICANT SUBSIDIARIES CONTINUED

Name of company	Principal activities	Country of incorporation and place of business	Effective interest held by the Group 2017 %	2016 %
GLP Investment Holdings[3]	Investment holding	Cayman Islands	**100**	100
New GLP Holdings, LLC and its joint venture[1]	Investment holding	US	**100**	100
New Western Holdings, LLC and its associate[1]	Investment holding	US	**100**	100
New Harvest Holdings, LLC and its subsidiaries	Investment holding	US	**100**[2]	–
CLH Limited and its significant subsidiaries[3]	Investment holding	Cayman Islands	**100**	100
Iowa China Offshore Holdings (Hong Kong) Limited and its significant subsidiaries:	Investment holding	Hong Kong	**66.21**	66.21
GLP Puyun Warehousing Services Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Shanghai Chapu Logistics Facilities Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Beijing Airport Logistics Development Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Shanghai Minhang Logistics Facilities Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Wanqing Logistics Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Xujing Logistics Co., Ltd.	Property investment	PRC	**66.21**	66.21
Kunshan GLP Dianshanhu Logistics Co., Ltd.	Property investment	PRC	**66.21**	66.21
Tianjin Puya Logistics Facilities Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Shanghai Waigaoqiao Logistics Facilities Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Pugao Logistics Co., Ltd.	Property investment	PRC	**66.21**	66.21
Weilun Storage Services Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Foshan Logistics Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Zhengzhou ILZ Logistics Facilities Co., Ltd.	Property investment	PRC	**66.21**	66.21
Beijing Lihao Science & Technology Co., Ltd.	Property investment	PRC	**56.28**	43.04
Suzhou Industrial Park Genway Factory Building Industrial Development Co., Ltd.	Property investment	PRC	**46.35**	33.11
GLP Suzhou Development Co., Ltd.	Property investment	PRC	**52.97**	52.97
Airport City Development Co., Ltd.	Property investment	PRC	**35.18**	35.18
Zhejiang Transfar Logistics Base Co., Ltd.	Property investment	PRC	**39.73**	39.73
Dalian GLP – Jifa Logistics Facilities Co., Ltd.	Property investment	PRC	**39.73**	39.73
Foshan Pufeng Logistics Facilities Co., Ltd.	Property investment	PRC	**39.73**	39.73
GLP I-Park Xi'An Science & Technology Industrial Development Co., Ltd.	Property investment	PRC	**31.18**	31.18
CLF Fund I, LP	Property investment	Singapore/PRC	**37.00**	37.00
China Logistics Holding (12) Pte. Ltd.	Investment holding	Singapore	**66.21**	66.21
GLP Investment (Shanghai) Co., Ltd. (formerly "GLP Investment Management (China) Co., Ltd.")	Property management	PRC	**66.21**	66.21
CLH 12 (HK) Limited	Investment holding	Hong Kong	**66.21**	66.21

36 SIGNIFICANT SUBSIDIARIES CONTINUED

Name of company	Principal activities	Country of incorporation and place of business	Effective interest held by the Group 2017 %	2016 %
CLH Limited and its significant subsidiaries[3] (continued)				
Iowa China Offshore Holdings (Hong Kong) Limited and its significant subsidiaries: (continued)				
GLP Wuxi Puxin Technology & Industrial Development Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP (Guangzhou) Baopu Development Co., Ltd.	Property investment	PRC	**66.21**	66.21
GLP Shanghai Pujin Logistics Facilities Co., Ltd.	Property investment	PRC	**66.21**	66.21
Shanghai Yuhang Anting Logistics Co., Ltd.	Property investment	PRC	**66.21**	66.21
Global Logistic Properties Holdings Limited and its subsidiaries[3]	Investment holding and property management	Cayman Islands	**100**	100
Global Logistic Properties Inc.	Property management	Japan	**100**	100
GLP Japan Advisors Inc.	Property management	Japan	**100**	100
GLP Investment Management Pte. Ltd. and its subsidiaries:	Investment holding and fund management	Singapore	**100**	100
GLP Brasil Gestão de Recursos e Administração Imobiliária Ltda (formerly "GLP Brasil Empreendimentos E Participações Ltda.")	Property management	Brazil	**100**	100
GLP US Management LLC	Property management	US	**99**	100

KPMG LLP is the auditor of all Singapore-incorporated subsidiaries. Other member firms of KPMG International are auditors of significant foreign-incorporated subsidiaries unless otherwise indicated.

Notes:
1 Significant associates and joint ventures of the Group are disclosed in Note 6 to the financial statements.
2 Incorporated during the year ended 31 March 2017.
3 Not required to be audited by laws of country of incorporation.

37 SUBSEQUENT EVENTS

Subsequent to the year ended 31 March 2017, the following events occurred:

(i) On 3 April 2017, the Group entered into agreement with a third party investor (the "Additional Investor"), pursuant to which the Additional Investor has made a capital commitment of US$47,000,000 for approximately 7.1% interest in GLP US Income Partners III (the "Fund"). An initial capital contribution of approximately US$26,000,000 was contributed on 23 May 2017. Accordingly, approximately 42% of the equity interest in the Fund remains under contract to third party investors to be syndicated, subject to obtaining administrative and regulatory approvals.

(ii) On 7 April 2017, the Group redeemed 100% of the S$750,000,000 (equivalent to US$536,807,000) 5.50% capital securities.

(iii) On 19 May 2017, the Directors proposed a final dividend of approximately US$201,282,000 at 6.0 Singapore cents per share (estimated based on the number of issued shares excluding treasury shares) in respect of the year ended 31 March 2017, which is subject to approval by shareholders at the Annual General Meeting of shareholders.

APPENDIX 6 - UNAUDITED 3M FY2018 FINANCIAL STATEMENTS OF THE GROUP FOR THE PERIOD ENDED 30 JUNE 2017 (INCLUDING THE AUDITOR'S REVIEW LETTER)

GLOBAL LOGISTIC PROPERTIES LIMITED

(Registration Number : 200715832Z)

UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

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GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

Summary of Group Results

	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000	Increase / (Decrease) %
Revenue	261,785	206,557	26.7
Profit from operating activities after share of results of associates and joint ventures	167,523	171,351	(2.2)
EBIT	263,462	387,072	(31.9)
PATMI	144,198	202,884	(28.9)
Profit for the period	206,858	250,093	(17.3)
Earnings Per Share (cents) – Basic	3.08	4.12	(25.2)
Earnings Per Share (cents) – Diluted	3.06	4.10	(25.4)

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(a)(i) Consolidated Income Statement

	Note	Group		
		Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000	Change %
Continuing operations				
Revenue	**A**	**261,785**	**206,557**	26.7
Other income	**B**	625	1,295	(51.7)
Property-related expenses	**C**	(42,972)	(38,243)	12.4
Other expenses	**D**	(98,176)	(55,544)	76.8
		121,262	114,065	6.3
Share of results (net of income tax) of associates and joint ventures	**E**	46,261	57,286	(19.2)
Profit from operating activities after share of results of associates and joint ventures		**167,523**	**171,351**	**(2.2)**
Net finance income/(costs)	**F**	1,464	(70,008)	N.M.
Non-operating income		18	7,863	(99.8)
Profit before changes in fair value of subsidiaries' investment properties		169,005	109,206	54.8
Changes in fair value of subsidiaries' investment properties	**G**	85,954	207,858	(58.6)
Profit before income tax		254,959	317,064	(19.6)
Income tax expense	**H**	(53,323)	(66,971)	(20.4)
Profit from continuing operations		**201,636**	**250,093**	**(19.4)**
Discontinued operation				
Profit from discontinued operation (net of tax)	**I**	5,222	-	N.M.
Profit for the period		**206,858**	**250,093**	**(17.3)**
Attributable to:				
Owners of the Company ("PATMI")		144,198	202,884	(28.9)
Non-controlling interests ("NCI")	**J**	62,660	47,209	32.7
Profit for the period		**206,858**	**250,093**	**(17.3)**

N.M.: Not meaningful

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(a)(ii) Explanatory Notes to Consolidated Income Statement – Three-month Period ended June 30, 2017 compared to Three-month Period ended June 30, 2016

(A) Revenue

Revenue increased by 26.7% from US$206.6 million during the three-month period ended June 30, 2016 to US$261.8 million during the three-month period ended June 30, 2017. The increase was mainly attributable to the revenue from financial services in China, completion and stabilization of development projects in China with increasing rents, and increase in management fee income from fund management platform. The increase was partially offset by the weakening of the Chinese Renminbi against the U.S. Dollar, with average rates decreasing by 5%.

(B) Other income

Other income consists mainly of net gain from tenant expense recoveries and government subsidies received.

(C) Property-related expenses

Property-related expenses increased by 12.4% from US$38.2 million during the three-month period ended June 30, 2016 to US$43.0 million during the three-month period ended June 30, 2017. The increase was mainly attributable to an increased property portfolio and completion of development projects which increased the leasable area and attributable expenses of the Group's properties, partially offset by the fall in business tax on rents resulting from the transition to VAT regime.

(D) Other expenses

	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000
Included in other expenses:		
Depreciation and amortization	3,823	2,929
Allowance for doubtful receivables and bad debts written off	3,283	61
Financial services – cost of goods sold, and others	26,845	45

Other expenses increased by 76.8% from US$55.5 million during the three-month period ended June 30, 2016 to US$98.2 million during the three-month period ended June 30, 2017. The increase was mainly due to the costs from financial services in China, one-time transaction costs, and higher staff and business costs in the Group arising from an increased property portfolio and business expansion. The increase in allowance for doubtful receivables and bad debts written off during the three-month period ended June 30, 2017 was mainly relating to allowances for financial services' receivables in China.

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(E) Share of results (net of income tax) of associates and joint ventures

	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000
Share of operating results (net of income tax)	24,597	22,107
Share of changes in fair value of investment properties (net of income tax)	21,664	35,179
Share of PATMI	46,261	57,286

Share of results of associates and joint ventures decreased by 19.2% from US$57.3 million during the three-month period ended June 30, 2016 to US$46.3 million during the three-month period ended June 30, 2017. The decrease is explained below.

The Group's share of operating results of associates and joint ventures increased from US$22.1 million during the three-month period ended June 30, 2016 to US$24.6 million during the three-month period ended June 30, 2017. The increase was mainly due to recognition of deferred tax assets in Brazil and the appreciation of the Brazilian Reals against the U.S. Dollar.

The Group's share of fair value gains of associates and joint ventures decreased from US$35.2 million during the three-month period ended June 30, 2016 to US$21.7 million during the three-month period ended June 30, 2017. For the three-month period ended June 30, 2017, the Group's share of fair value gains of associates and joint ventures comprises share of fair value gains from investment properties (net of income tax) from China, Japan, and US associates and joint ventures of US$2.7 million, US$5.3 million and US$20.0 million respectively, partially offset by share of fair value loss (net of income tax) of Brazil joint ventures of US$6.3 million.

(F) Net finance income/(costs)

	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000
Interest income	3,220	6,535
Net borrowing costs	(41,704)	(31,724)
Foreign exchange gain/(loss)	38,965	(33,090)
Changes in fair value of financial derivatives	983	(11,729)
Net finance income/(costs)	1,464	(70,008)

The Group recorded a net finance income of US$1.5 million during the three-month period ended June 30, 2017 compared to net finance costs of US$70.0 million during the corresponding prior year period, primarily due to foreign exchange gain and fair value gain on financial derivatives. The foreign exchange gain arose primarily from GLP China's U.S. Dollar intercompany loans, and fair value gain on financial derivatives arose from the mark-to-market value of the CNH cross currency swap. The higher net borrowing costs for the three-month period ended June 30, 2017 is primarily due to additional loans and borrowings in China.

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UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

(G) Changes in fair value of subsidiaries' investment properties

Fair value gain on investment properties of subsidiaries decreased by 58.6% from US$207.9 million during the three-month period ended June 30, 2016 to US$86.0 million during the three-month period ended June 30, 2017. China contributed fair value gain of US$86.8 million partially offset by fair value loss of US$0.8 million from Japan. The lower fair value gain recognized during the three-month period ended June 30, 2017 was mainly attributable to the reassessment of certain property values in China and Japan.

(H) Income tax expense

Income tax expense decreased by 20.4% from US$67.0 million during the three-month period ended June 30, 2016 to US$53.3 million during the three-month period ended June 30, 2017. The decrease was mainly attributable to the lower deferred tax on lower fair value gain recognized in China and Japan for the three-month period ended June 30, 2017.

(I) Profit from discontinued operation (net of tax)

Profit from discontinued operation (net of tax) pertains to 100% of the results of GLP US Income Partners III ("GLP USIP III") which the Group will syndicate to 8% equity interest within the next 12 months.

(J) Profit attributable to non-controlling interests

Profit attributable to non-controlling interests increased from US$47.2 million during the three-month period ended June 30, 2016 to US$62.7 million during the three-month period ended June 30, 2017. The increase was mainly attributable to non-controlling interests' share of higher profits in GLP China.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(a)(iii) Consolidated Statement of Comprehensive Income

	Group		
	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000	Change %
Profit for the period	**206,858**	**250,093**	**(17.3)**
Other comprehensive income:			
Exchange differences arising from consolidation of foreign operations and translation of foreign currency loans, net of effect of net investment hedges	129,664	(423)	N.M.
Effective portion of changes in fair value of cash flow hedges	1,162	(3,396)	N.M.
Change in fair value of available-for-sale financial investments	(74,465)	(46,833)	59.0
Share of other comprehensive income of associates and joint ventures	110	38,753	(99.7)
Other comprehensive income for the period	56,471	(11,899)	N.M.
Total comprehensive income for the period	**263,329**	**238,194**	**10.6**
Attributable to:			
Owners of the Company	136,584	290,350	(53.0)
Non-controlling interests	126,745	(52,156)	N.M.
	263,329	**238,194**	**10.6**

N.M.: Not meaningful

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(b)(i) Statements of Financial Position

	Group			Company		
	Jun. 30, 2017 US$'000	Mar. 31, 2017 US$'000	Change %	Jun. 30, 2017 US$'000	Mar. 31, 2017 US$'000	Change %
Non-current assets						
Investment properties (1)	15,372,574	14,702,578	4.6	-	-	-
Subsidiaries	-	-	-	7,341,088	7,366,751	(0.3)
Associates and joint ventures	2,486,779	2,482,103	0.2	-	-	-
Deferred tax assets	15,808	17,334	(8.8)	-	-	-
Plant and equipment	49,487	49,546	(0.1)	5,469	6,103	(10.4)
Intangible assets (2)	452,245	447,335	1.1	-	-	-
Other investments (3)	1,193,164	1,160,597	2.8	-	-	-
Other non-current assets (4)	250,345	231,758	8.0	-	-	-
	19,820,402	**19,091,251**	**3.8**	**7,346,557**	**7,372,854**	**(0.4)**
Current assets						
Trade and other receivables (5)	674,087	649,399	3.8	2,146,620	1,758,315	22.1
Cash and cash equivalents (6)	1,024,914	1,210,540	(15.3)	50,364	102,577	(50.9)
Assets classified as held for sale (7)	840,858	808,565	4.0	-	-	-
	2,539,859	**2,668,504**	**(4.8)**	**2,196,984**	**1,860,892**	**18.1**
Total assets	**22,360,261**	**21,759,755**	**2.8**	**9,543,541**	**9,233,746**	**3.4**
Equity attributable to owners of the Company						
Share capital	6,456,303	6,456,303	-	6,456,303	6,456,303	-
Reserves	2,395,260	2,255,073	6.2	203,925	177,102	15.1
	8,851,563	**8,711,376**	**1.6**	**6,660,228**	**6,633,405**	**0.4**
Non-controlling interests	**4,685,126**	**4,503,514**	**4.0**	**-**	**-**	**-**
Total equity	**13,536,689**	**13,214,890**	**2.4**	**6,660,228**	**6,633,405**	**0.4**
Non-current liabilities						
Loans and borrowings (8)	4,267,743	4,294,708	(0.6)	1,826,017	1,879,534	(2.8)
Financial derivative liabilities	16,235	24,194	(32.9)	9,978	17,580	(43.2)
Deferred tax liabilities	1,230,354	1,178,477	4.4	-	-	-
Other non-current liabilities	171,842	170,905	0.5	100	100	-
	5,686,174	**5,668,284**	**0.3**	**1,836,095**	**1,897,214**	**(3.2)**
Current liabilities						
Loans and borrowings (8)	1,618,301	1,304,710	24.0	792,412	600,807	31.9
Trade and other payables	1,020,138	1,060,983	(3.8)	245,151	98,699	148.4
Financial derivative liabilities	8,362	2,611	220.3	6,030	-	N.M.
Current tax payable	30,722	51,207	(40.0)	3,625	3,621	0.1
Liabilities classified as held for sale (7)	459,875	457,070	0.6	-	-	-
	3,137,398	**2,876,581**	**9.1**	**1,047,218**	**703,127**	**48.9**
Total liabilities	**8,823,572**	**8,544,865**	**3.3**	**2,883,313**	**2,600,341**	**10.9**
Total equity and liabilities	**22,360,261**	**21,759,755**	**2.8**	**9,543,541**	**9,233,746**	**3.4**

N.M.: Not meaningful

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

(1) Investment properties increased from US$14,702.6 million as at March 31, 2017 to US$15,372.6 million as at June 30, 2017 mainly due to: (i) land acquisitions, new developments and completions in China; (ii) the appreciation of Chinese Renminbi against the U.S. Dollar; and (iii) the increase in fair values arising from the reassessment of certain property values in China.

(2) Intangible assets primarily comprised goodwill recognized from GLPH Acquisition of US$372.2 million, adjusted goodwill recognized from the acquisition of ACL of US$54.3 million, trademark and non-competition.

(3) Other investments primarily comprised equity investments in (i) 389,440 shares in GLP J-REIT, representing approximately 13.6% of total issued units of GLP J-REIT; (ii) 45,890,000 shares in Shenzhen Chiwan Petroleum Supply Base Co., Ltd. ("Chiwan"), representing approximately 19.9% of the total issued share capital of Chiwan; (iii) 339,972,649 shares in CMST Development Co., Ltd ("CMSTD"), representing approximately 15.5% of total issued share capital of CMSTD; (iv) 10,000,000 shares in Shanghai Lingang Holdings Co., Ltd ("Shanghai Lingang"), representing 0.9% shareholdings of total issued share capital of Shanghai Lingang. The quoted equity investments were stated at fair value as at June 30, 2017.

(4) Other non-current assets primarily comprised non-current rent receivables, loans to associate and joint ventures, finance lease receivables, deferred management costs and deposits.

(5) Trade and other receivables increased from US$649.4 million as at March 31, 2017 to US$674.1 million as at June 30, 2017 mainly due to consideration receivable from joint venture partner, increase in rent and finance lease receivables and deposits in relation to acquisition of new investments. Other receivables include US$10.9 million of other assets relating to financial services.

(6) Cash and cash equivalents decreased from US$1,210.5 million as at March 31, 2017 to US$1,024.9 million as at June 30, 2017 mainly due to developments and acquisitions in China.

(7) Assets and liabilities classified as held for sale primarily comprised 100% interest of the investment properties and loans and borrowings of GLP US Income Partners III which the Group will syndicate to 8% equity interest within the next 12 months.

(8) Total amount of loans and borrowings increased from US$5,599.4 million as at March 31, 2017 to US$5,886.0 million as at June 30, 2017 primarily due to the drawdown of short term loans partially offset by the repayment of capital securities in April 2017.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(b)(ii) Group's Borrowings and Debt Securities

	Group	
	As at Jun. 30, 2017 US$'000	As at Mar. 31, 2017 US$'000
Amount repayable in one year or less, or on demand:-		
Secured	406,426	299,563
Unsecured	1,211,875	1,005,147
	1,618,301	1,304,710
Amount repayable after one year:-		
Secured	2,221,165	2,198,590
Unsecured	2,046,578	2,096,118
	4,267,743	4,294,708
Total Debt	**5,886,044**	**5,599,418**
Total Debt less Cash	**4,861,130**	**4,388,878**

Details of any collateral

Secured borrowings were generally secured by the borrowing companies' investment properties and assignment of all rights and benefits with respect to the properties.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(c) Consolidated Statement of Cash Flows

	Group	
	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000
Cash flows from operating activities		
Profit before income tax	**254,959**	**317,064**
Adjustments for:		
Depreciation of plant and equipment	2,921	2,339
Amortization of intangible and deferred management costs	902	590
Gain on disposal of assets and liabilities classified as held for sale	-	(7,855)
Share of results (net of income tax) of associates and joint ventures	(46,261)	(57,286)
Changes in fair value of subsidiaries' investment properties	(85,954)	(207,858)
Allowance for doubtful receivables and bad debts written off	3,283	61
Equity-settled share-based payment transactions	3,433	3,871
Net finance (income)/costs	(1,464)	70,008
	131,819	**120,934**
Changes in working capital:		
Trade and other receivables	(27,600)	(23,081)
Trade and other payables	(28,727)	(37,171)
Cash generated from operations	**75,492**	**60,682**
Tax paid	(16,941)	(13,316)
Net cash from operating activities	**58,551**	**47,366**
Net cash from operating activities of discontinued operation	**4,865**	-
	63,416	**47,366**
Cash flows from investing activities		
Acquisition of joint ventures and subsidiaries, net of cash acquired	(119,817)	(108,081)
Acquisition of investment properties	-	(30,473)
Proceeds from disposal of investment properties	-	5,273
Acquisition of other investments	(78,513)	(9,328)
Deposits placed for investments	(13,112)	(1,400)
Development expenditure on investment properties	(223,465)	(247,506)
Proceeds from disposal of asset classified as held for sale, net of deposits received	-	1,300,000
Contribution to associates and joint ventures	(20,815)	(17,760)
Return of capital from joint ventures	1	15,363
Interest income received	3,197	6,351
Distributions received from discontinued operation	-	30,800
Dividends received from associates and joint ventures	4,462	7,871
Purchase of plant and equipment	(2,086)	(2,993)
Withholding tax paid on disposal of asset classified as held for sale	(310)	(6,820)
Withholding tax paid on dividend and interest income from associates, joint ventures and subsidiaries	(5,557)	(12,412)
Tax paid on disposal of investment properties	(14,849)	-
Loans to associates and joint ventures	(22,181)	(21,484)

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(c) Consolidated Statement of Cash Flows (cont'd)

	Group	
	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000
Cash flows from investing activities (cont'd)		
Loans to non-controlling interests	-	(12,062)
Loans to third parties	(16,399)	-
Loans repayment from associates and joint ventures	19,147	18,994
Loans repayment from non-controlling interests	13,009	21,620
Loans repayment from third parties	52,337	-
Net cash (used in)/from investing activities	**(424,951)**	**935,953**
Net cash used in investing activities of discontinued operation	**(26,982)**	-
	(451,933)	**935,953**
Cash flows from financing activities		
Acquisition of non-controlling interests	-	(45,172)
Contribution from non-controlling interests	24,423	17,349
Proceeds from disposal of interests in discontinued operation to non-controlling interests	14,019	-
Proceeds from disposal of interests in subsidiaries to non-controlling interests	3,336	-
Proceeds from bank loans[1]	896,016	258,735
Repayment of bank loans	(115,518)	(424,267)
Redemption of bonds	(928)	(434,843)
Interest paid	(62,815)	(42,736)
Dividends paid to non-controlling interests	(1,759)	(10,568)
Redemption of capital securities	(537,363)	-
Purchase of treasury shares, net of transaction costs	-	(61,832)
Capital securities distribution	-	(15,295)
Loans from non-controlling interests	-	2,439
Repayments of loan from non-controlling interests	(38,157)	(1,309)
Net cash from/(used in) financing activities	**181,254**	**(757,499)**
Net cash from financing activities of discontinued operation	**14,662**	-
	195,916	**(757,499)**
Net (decrease)/increase in cash and cash equivalents	**(192,601)**	**225,820**
Cash and cash equivalents at beginning of the period	1,174,243	1,024,563
Effect of exchange rate changes on cash balances held in foreign currencies	8,743	(3,139)
Cash and cash equivalents at end of the period	**990,385**	**1,247,244**
Cash and cash equivalents of subsidiaries reclassified as assets held for sale[2]	(15,013)	-
Restricted cash deposits	49,542	9,422
Cash and cash equivalents in the statement of financial position	**1,024,914**	**1,256,666**

1 Proceeds from bank loans during the three-month period ended June 30, 2017 pertains primarily to loans for project development and acquisition of other investments.

2 Pertains to cash of US$15,013,000 from discontinued operation (GLP US Income Partners III) as at June 30, 2017.

GLOBAL LOGISTIC PROPERTIES LIMITED
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1(d)(i) Statements of Changes in Equity

As at periods ended June 30, 2017 and 2016 – Group

	Share capital US$'000	Currency translation reserve US$'000	Retained earnings US$'000	Capital and other reserves* US$'000	Total attributable to owners of the Company US$'000	Non-controlling interests US$'000	Total equity US$'000
Balance as at April 1, 2017	**6,456,303**	**(1,173,375)**	**3,904,200**	**(475,752)**	**8,711,376**	**4,503,514**	**13,214,890**
Total comprehensive income							
Profit for the period	-	-	144,198	-	144,198	62,660	206,858
Other comprehensive income							
Exchange differences arising from consolidation of foreign operations and translation of foreign currency loans, net of effect of net investment hedges	-	49,392	-	-	49,392	80,272	129,664
Effective portion of changes in fair value of cash flow hedges	-	-	-	1,162	1,162	-	1,162
Change in fair value of available-for-sale financial investments	-	-	-	(58,278)	(58,278)	(16,187)	(74,465)
Share of other comprehensive income of associates and joint ventures	-	-	-	110	110	-	110
Total other comprehensive income	-	49,392	-	(57,006)	(7,614)	64,085	56,471
Total comprehensive income	-	**49,392**	**144,198**	**(57,006)**	**136,584**	**126,745**	**263,329**
Transactions with owners, recorded directly in equity							
Contributions by and distributions to owners							
Capital contribution from non-controlling interests	-	-	-	-	-	24,423	24,423
Share-based payment transactions	-	-	-	3,433	3,433	-	3,433
Dividends paid/payable to non-controlling interests	-	-	-	-	-	(1,759)	(1,759)
Total contribution by and distribution to owners	**-**	**-**	**-**	**3,433**	**3,433**	**22,664**	**26,097**
Disposal of interest in subsidiaries to non-controlling interests	-	-	-	172	172	3,164	3,336
Acquisition of subsidiaries	-	-	-	-	-	298	298
Disposal of interest in discontinued operations to non-controlling interests	-	-	-	-	-	28,741	28,741
Share of reserves of joint ventures	-	-	-	(2)	(2)	-	(2)
Total transactions with owners	-	-	-	3,603	3,603	54,867	58,470
Balance as at June 30, 2017	**6,456,303**	**(1,123,983)**	**4,048,398**	**(529,155)**	**8,851,563**	**4,685,126**	**13,536,689**

* Includes capital reserve, equity compensation reserve, hedging reserve, fair value reserve, other reserve and reserve for own shares.

1(d)(i) Statements of Changes in Equity (cont'd)

As at periods ended June 30, 2017 and 2016 – Group (cont'd)

	Share capital US$'000	Capital securities US$'000	Currency translation reserve US$'000	Retained earnings US$'000	Capital and other reserves* US$'000	Total attributable to owners of the Company US$'000	Non-controlling interests US$'000	Total equity US$'000
Balance as at April 1, 2016	**6,456,303**	**593,994**	**(1,008,894)**	**3,302,691**	**(456,313)**	**8,887,781**	**4,272,327**	**13,160,108**
Total comprehensive income								
Profit for the period	-	-	-	202,884	-	202,884	47,209	250,093
Other comprehensive income								
Exchange differences arising from consolidation of foreign operations and translation of foreign currency loans, net of effect of net investment hedges	-	-	81,300	-	-	81,300	(81,723)	(423)
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	(3,396)	(3,396)	-	(3,396)
Change in fair value of available-for-sale financial investments	-	-	-	-	(29,191)	(29,191)	(17,642)	(46,833)
Share of other comprehensive income of associates and joint ventures	-	-	40,715	-	(1,962)	38,753	-	38,753
Total other comprehensive income	-	-	122,015	-	(34,549)	87,466	(99,365)	(11,899)
Total comprehensive income	**-**	**-**	**122,015**	**202,884**	**(34,549)**	**290,350**	**(52,156)**	**238,194**
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Capital contribution from non-controlling interests	-	-	-	-	-	-	17,349	17,349
Capital securities distribution paid	-	(15,295)	-	-	-	(15,295)	-	(15,295)
Accrued capital securities distribution	-	8,062	-	(8,062)	-	-	-	-
Share-based payment transactions	-	-	-	-	3,871	3,871	-	3,871
Purchase of treasury shares, net of transaction costs	-	-	-	-	(68,071)	(68,071)	-	(68,071)
Dividends paid/payable to non-controlling interests	-	-	-	-	-	-	(10,568)	(10,568)
Total contribution by and distribution to owners	**-**	**(7,233)**	**-**	**(8,062)**	**(64,200)**	**(79,495)**	**6,781**	**(72,714)**
Acquisition of interest in subsidiaries from non-controlling interests	-	-	-	-	11,440	11,440	(56,612)	(45,172)
Acquisition of subsidiaries	-	-	-	-	-	-	7,626	7,626
Total transactions with owners	-	(7,233)	-	(8,062)	(52,760)	(68,055)	(42,205)	(110,260)
Transfer to reserves	-	-	-	(1,821)	1,821	-	-	-
Balance as at June 30, 2016	**6,456,303**	**586,761**	**(886,879)**	**3,495,692**	**(541,801)**	**9,110,076**	**4,177,966**	**13,288,042**

* Includes capital reserve, equity compensation reserve, hedging reserve, fair value reserve, other reserve and reserve for own shares.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(d)(i) Statements of Changes in Equity (cont'd)

As at periods ended June 30, 2017 and 2016 – Company

	Share capital US$'000	Capital securities US$'000	Capital Reserve US$'000	Equity compensation reserve US$'000	Hedging reserve US$'000	Reserve for own shares US$'000	Retained earnings US$'000	Total equity US$'000
Balance as at April 1, 2017	**6,456,303**	**-**	**(2,037)**	**23,929**	**(10,566)**	**(231,752)**	**397,528**	**6,633,405**
Total comprehensive income								
Profit for the period	-	-	-	-	-	-	22,801	22,801
Other comprehensive income								
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	589	-	-	589
Total other comprehensive income	-	-	-	-	589	-	-	589
Total comprehensive income	**-**	**-**	**-**	**-**	**589**	**-**	**22,801**	**23,390**
Transactions with equity holders, recorded directly in equity								
Contributions by and distributions to owners								
Share-based payment transactions	-	-	-	3,433	-	-	-	3,433
Treasury shares transferred pursuant to employee share plans	-	-	(956)	(14,224)	-	15,180	-	-
Total transactions with owners	**-**	**-**	**(956)**	**(10,791)**	**-**	**15,180**	**-**	**3,433**
Balance as at June 30, 2017	**6,456,303**	**-**	**(2,993)**	**13,138**	**(9,977)**	**(216,572)**	**420,329**	**6,660,228**
Balance as at April 1, 2016	**6,456,303**	**593,994**	**(3,127)**	**19,639**	**(15,690)**	**(157,546)**	**203,381**	**7,096,954**
Total comprehensive income								
Profit for the period	-	-	-	-	-	-	(49,419)	(49,419)
Other comprehensive income								
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	(2,776)	-	-	(2,776)
Total other comprehensive income	-	-	-	-	(2,776)	-	-	(2,776)
Total comprehensive income	**-**	**-**	**-**	**-**	**(2,776)**	**-**	**(49,419)**	**(52,195)**
Transactions with equity holders, recorded directly in equity								
Contributions by and distributions to owners								
Capital securities distribution paid	-	(15,295)	-	-	-	-	-	(15,295)
Accrued capital securities distribution	-	8,062	-	-	-	-	(8,062)	-
Share-based payment transactions	-	-	-	3,871	-	-	-	3,871
Purchase of treasury shares, net of transaction costs	-	-	-	-	-	(68,071)	-	(68,071)
Treasury shares transferred pursuant to employee share plans	-	-	1,090	(12,404)	-	11,314	-	-
Total transactions with owners	**-**	**(7,233)**	**1,090**	**(8,533)**	**-**	**(56,757)**	**(8,062)**	**(79,495)**
Balance as at June 30, 2016	**6,456,303**	**586,761**	**(2,037)**	**11,106**	**(18,466)**	**(214,303)**	**145,900**	**6,965,264**

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UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

1(d)(ii) Changes in the Company's Issued Share Capital

Issued Share Capital (excluding treasury shares)

As at June 30, 2017, the Company's issued and fully paid up capital (excluding treasury shares) comprises 4,697,316,190 (As at March 31, 2017: 4,687,009,190) ordinary shares. The movement in the Company's issued and fully paid-up share capital (excluding treasury shares) during the three-month period ended June 30, 2017 are as follows:

	No. of Shares
As at April 1, 2017	4,687,009,190
Treasury shares transferred pursuant to employee share plans	10,307,000
As at June 30, 2017	4,697,316,190

GLP Share Plans

The GLP Performance Share Plan ("GLP PSP") and GLP Restricted Share Plan ("GLP RSP") were approved by the shareholders of the Company on September 24, 2010. As at June 30, 2017, the number of outstanding shares awarded under the GLP PSP and GLP RSP were 22,277,900 and 17,196,600 respectively (As at June 30, 2016, GLP PSP: 18,327,800 and GLP RSP: 16,732,300).

1(d)(iii) Treasury Shares

Movement in the Company's treasury shares for the three-month period ended June 30, 2017 are as follows:

	No. of Shares
As at April 1, 2017	157,356,032
Treasury shares transferred pursuant to employee share plans	(10,307,000)
As at June 30, 2017	147,049,032

The number of treasury shares held by the Company represents 3.1% of the total number of issued shares (excluding treasury shares) as at June 30, 2017. 10,307,000 treasury shares were used during the three-month period ended June 30, 2017 pursuant to the vesting of GLP Share Plans.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

2 Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

The financial information for the period ended June 30, 2017 set out in this announcement has been extracted from the interim financial statements for the three-month period ended June 30, 2017, which have been reviewed by our auditors in accordance with the Singapore Standard on Review Engagement 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*.

3 Where the figures have been audited or reviewed, the auditor's report (including any qualifications or emphasis of a matter)

See attached Appendix I. KPMG LLP has given and has not withdrawn its consent to the reproduction in its entirely of its Review of Interim Financial Information dated 7 August 2017 in this announcement for the information of shareholders of the Company.

4 Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

The Group has applied the same accounting policies and methods of computation in the financial statements for the current reporting period as that of the audited financial statements for the year ended March 31, 2017, except for the adoption of new/revised financial reporting standards (FRS) applicable for the financial period beginning April 1, 2017 as follows:

- Amendments to FRS 7 *Statement of Cash Flows*
- Amendments to FRS 12 *Income taxes*
- Amendments to FRS 112 *Disclosure of Interests in Other Entities*

The adoption of these amendments to FRSs did not result in any significant financial impact on the Group's financial position or performance.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

5 If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

Please refer to Item 4 above.

6 Earnings per ordinary share (EPS) based on profit after tax & non-controlling interests attributable to the owners of the Company:

In computing the EPS, the weighted average number of shares for the period is used for the computation.

	Group					
	Three-month period ended Jun. 30, 2017			Three-month period ended Jun. 30, 2016		
	Continuing operations US$'000	Discontinued operation US$'000	Total US$'000	Continuing operations US$'000	Discontinued operation US$'000	Total US$'000
PATMI	142,059	2,139	144,198	202,884	-	202,884
Less: accrued distribution to holders of capital securities	-	-	-	(8,062)	-	(8,062)
PATMI less capital securities distribution	142,059	2,139	144,198	194,822	-	194,822

EPS based on profit attributable to owners of the Company less distribution to holders of capital securities is as follows:

		Group	
		Three-month period ended Jun. 30, 2017	Three-month period ended Jun. 30, 2016
6(a)	EPS based on weighted average number of ordinary shares in issue (in US cents)		
	- from continuing operations	3.03	4.12
	- from discontinued operation	0.05	-
	Total	3.08	4.12
	Weighted average number of ordinary shares (in thousands)	4,688,727	4,732,405
6(b)	EPS based on fully diluted basis (in US cents)		
	- from continuing operations	3.01	4.10
	- from discontinued operation	0.05	-
	Total	3.06	4.10
	Weighted average number of ordinary shares (in thousands)	4,724,069	4,748,934

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

7 Net asset value and net tangible assets per ordinary share based on issued share capital (excluding treasury shares) as at the end of the period:

In computing the NAV and NTA per ordinary share, the number of units as at the end of each period is used for the computation.

	Group		Company	
	Jun. 30, 2017	Mar. 31, 2017	Jun. 30, 2017	Mar. 31, 2017
NAV per ordinary share	US$1.88	US$1.86	US$1.42	US$1.42
NTA per ordinary share	US$1.79	US$1.76	US$1.42	US$1.42

8 Review of the Group's performance

Group Overview

	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000	Change %
Continuing operations			
Revenue	261,785	206,557	26.7
Net finance income/(costs)	1,464	(70,008)	N.M.
Profit before income tax	254,959	317,064	(19.6)
Income tax expense	(53,323)	(66,971)	(20.4)
Profit from continuing operations	201,636	250,093	(19.4)
Profit from discontinued operation	5,222	-	N.M.
Profit for the period	206,858	250,093	(17.3)
EBIT	263,462	387,072	(31.9)
EBIT excluding revaluation	155,844	144,035	8.2
PATMI	144,198	202,884	(28.9)
PATMI excluding revaluation	89,032	38,592	130.7

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

Three-month Period ended June 30, 2017 Compared to Three-month Period ended June 30, 2016

The higher revenue during the three-month period ended June 30, 2017 was mainly attributable to the revenue from financial services in China, completion and stabilization of development projects in China with increasing rents and increase in management fee income from the fund management platform. The increase was partially offset by the weakening of the Chinese Renminbi against the U.S. Dollar.

EBIT decreased to US$263.5 million during the three-month period ended June 30, 2017 from US$387.1 million during the three-month period ended June 30, 2016. The decrease was mainly due to lower fair value gains recognized for subsidiaries and joint ventures during the three-month period ended June 30, 2017 as compared to the corresponding period in prior year.

The decrease in Group's PATMI from US$202.9 million during the three-month period ended June 30, 2016 to US$144.2 million during the three-month period ended June 30, 2017 was primarily due to lower EBIT, partially offset by lower income tax expense.

Country Performance

Three-month Period ended June 30, 2017 Compared to Three-month Period ended June 30, 2016

	Revenue			EBIT		
	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000	Change %	Three-month period ended Jun. 30, 2017 US$'000	Three-month period ended Jun. 30, 2016 US$'000	Change %
China	183,392	130,009	41.1	185,819	208,522	(10.9)
Japan	54,573	56,152	(2.8)	52,127	160,542	(67.5)
US	20,328	18,660	8.9	39,405	21,738	81.3
Brazil	3,492	1,736	101.2	1,632	2,970	(45.1)
Others	-	-	-	(15,521)	(6,700)	131.7
Total	**261,785**	**206,557**	**26.7**	**263,462**	**387,072**	**(31.9)**

China

The increase in revenue was mainly due to the revenue from financial services and completion and stabilization of the Group's development projects with increasing rents, partially offset by the weakening of the Chinese Renminbi against the U.S. Dollar. EBIT decreased primarily due to lower fair value gain from the reassessment of certain property values.

Japan

The decrease in revenue was mainly due to the sale of properties to GLP J-REIT. The lower EBIT was mainly due to the lower fair value gain from the reassessment of certain property values.

US

The increase in revenue was mainly due to the inclusion of management fee income from GLP US Income Partners III. The increase in EBIT was mainly due to fair value gain from reassessment of certain property values in GLP US Income Partners I and GLP US Income Partners II, and contribution from GLP US Income Partners III.

Brazil

The increase in revenue was mainly due to the inclusion of an asset which GLP plans to inject into its fund management platform and higher fund management income. The decrease in EBIT was mainly due to lower fair value gain on reassessment of property values in joint ventures.

9 Variance from Prospect Statement

Not applicable.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

10 Commentary on the significant trends and the competitive conditions of the industry in which the group operates in and any known factors or events that may affect the group in the next reporting period and the next 12 months

Operations

Group new and renewal leases increased 35% year-on-year to 3.3 million square meters ("sqm") (36 million square feet), with approximately 72% of customers renewing their leases with GLP. Rent growth remained healthy, with the Group recording 5.2% growth in same-property net operating income ("NOI") and 7.7% rent growth on renewal leases.

GLP's stabilized logistics portfolio lease ratio in China was 84%, down from 85% last quarter, driven by a lower lease ratio of development properties that stabilized in 1Q FY18. As a result, the Group's average lease ratio stood at 90% as of 30 June 2017, 1% lower quarter-on-quarter.

Development

GLP's development program is driven by customer demand. In 1Q FY18, the Group started US$226 million and completed US$252 million of development projects. This represents 11% and 15% of Group development starts and completions targets respectively.

Development is historically lower in the first quarter due to seasonality but generally picks up in the second half of the financial year. The Company continues to exercise strong capital discipline and expects to meet its FY18 global development targets of US$2.2 billion of development starts and US$1.7 billion of development completions.

Fund Management

Total fund management AUM as of 30 June 2017 was US$39 billion. US$28 billion has been invested, with further growth in fund fees when the remaining US$11 billion of uncalled capital is deployed.

The fund management business represents a recurring source of income. As part of the Company's capital recycling policy, GLP continues to explore options to expand its fund management platform in new and existing markets, including a potential new China income fund, continuing to sell assets to the J-REIT and potentially expanding into Europe.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

General

The markets that GLP operates in have solid supply and demand fundamentals for logistics facilities. GLP maintains strong capital discipline and continues to closely monitor the environment in all its markets to guide development.

The Group will continue growing its natural hedge policy by financing its operations in local currency, including issuing more RMB-denominated bonds in the near future.

Proposed Privatization

On 14 July 2017, GLP and Nesta Investment Holdings Limited (the "Offeror") jointly announced a proposed privatization of GLP by way of a scheme of arrangement (the "Scheme"). The Offeror comprises SMG, owned by GLP's Chief Executive Officer Ming Z. Mei, HOPU, Hillhouse Capital, Bank of China Group Investment and Vanke.

The proposed Scheme consideration of S$3.38 per share will not be reduced by the FY17 dividend of S$0.06 per share, which will be paid on 22 August 2017.

After an extensive evaluation of all firm proposals received on 30 June 2017, the Special Committee, with guidance from its external financial and legal advisors, is of the view that the proposed Scheme is superior and value-enhancing for all shareholders.

The proposed Scheme is considered superior due to its price certainty at significant premiums to historical prices, greater degree of deal certainty due to the limited conditionality of the bid and likelihood that it will be completed within a defined timeframe, reducing execution risk. As such, the preliminary recommendation of the Independent Directors is that shareholders vote in favor of the Scheme, following an opinion of the financial adviser that the Scheme Consideration is fair, from a financial point of view, to the shareholders.

Evercore Asia (Singapore) Pte Ltd has been appointed as the independent financial adviser (the "IFA") to advise the Independent Directors of the Company in making a final recommendation to the shareholders in connection with the Scheme. Details of the Scheme, including the Independent Directors' final recommendation on the Scheme and the IFA's advice, will be included in the Scheme Document, which is expected to be dispatched to shareholders in due course. If shareholders approve the Scheme at the Scheme Meeting, and subject to the satisfaction of the other Scheme conditions, the transaction is expected to be completed on or before 14 April 2018[1].

GIC, as the single largest shareholder of the Company with a 36.84% stake, has provided an irrevocable undertaking to the Offeror to vote in favor of the Scheme, on and subject to the terms set out in the Joint Announcement.

Shareholders are advised to refrain from taking any action in relation to their shares which may be prejudicial to their interests until they or their advisers have considered the information set out in the Scheme Document.

11 Dividend

11(a) Any dividend declared for the present financial period? No.

11(b) Any dividend declared for the previous corresponding period? No.

11(c) Date payable: Not applicable.

11(d) Books closing date: Not applicable.

11(e) If no dividend has been declared/recommended, a statement to that effect

No dividend has been declared or recommended in the current reporting period.

[1] *No later than nine months from the date of the Implementation Agreement or such other date as may be agreed in writing between the Offeror and the Company.*

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

12 Interested Person Transactions ("IPT")

The Company has not obtained a general mandate from shareholders for Interested Person Transactions.

13 Negative Confirmation Pursuant to Rule 705(5) of the Listing Manual

To the best of our knowledge, nothing has come to the attention of the Board of Directors which may render the unaudited interim financial results of the Group and the Company (comprising the statements of financial position as of June 30, 2017 and the consolidated income statement, consolidated statement of comprehensive income, statements of changes in equity and consolidated statement of cash flows for the three-month period ended June 30, 2017, together with their accompanying notes) to be false or misleading in any material aspect.

On behalf of the Board
Global Logistic Properties Limited

Dr. Seek Ngee Huat
Chairman

Ming Z. Mei
Chief Executive Officer

14 Segmental Revenue & Results

Please refer to Item 8.

15 In the review of performance, the factors leading to any material changes in contributions to revenue and earnings by the business or geographical segments

Please refer to Item 8.

GLOBAL LOGISTIC PROPERTIES LIMITED
UNAUDITED FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE PERIOD ENDED JUNE 30, 2017

16 Breakdown of Group's revenue and profit after tax for first half year and second half year

Not applicable.

17 Breakdown of Total Annual Dividend (in Dollar value) of the Company

Not applicable.

18 Confirmation Pursuant to Rule 720(1) of the Listing Manual

We confirm that the Company has procured undertakings to comply with the Listing Manual of the Singapore Exchange Securities Trading Limited from all its Directors and executive officers.

BY ORDER OF THE BOARD

Fang Xie, Heather
Chief Financial Officer
August 7, 2017

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, availability of real estate properties, competition from other companies and venues for the sale/distribution of goods and services, shifts in customer demands, customers and partners, changes in operating expenses, including employee wages, benefits and training, governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward looking statements, which are based on current view of management on future events.

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement in each case which relate to the Company (excluding information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this announcement, and the directors of the Company jointly and severally accept responsibility accordingly. For the avoidance of doubt, Mr. Ming Z. Mei and Mr. Fang Fenglei take no responsibility for the preliminary recommendation set out in paragraph 14.2 of the joint announcement issued by the Company and the Offeror dated 14 July 2017.

Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The directors of the Company do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

KPMG

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Review of Interim Financial Information

The Board of Directors
Global Logistic Properties Limited
501 Orchard Road
#08-01 Wheelock Place
Singapore 238880

Introduction

We have reviewed the accompanying interim financial information of Global Logistic Properties Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statement of financial position of the Group as at 30 June 2017, the related income statements and statements of comprehensive income of the Group for the three-month period ended 30 June 2017, the statement of changes in equity and statement of cash flows of the Group for the three-month period ended 30 June 2017 and certain explanatory notes (the "Interim Financial Information"). Management is responsible for the preparation and presentation of this Interim Financial Information in accordance with Singapore Financial Reporting Standards ("FRS") 34 *Interim Financial Reporting*. Our responsibility is to express a conclusion on this Interim Financial Information based on our review.

Scope of review

We conducted our review in accordance with the Singapore Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Singapore Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Interim Financial Information is not prepared, in all material respects, in accordance with FRS 34 *Interim Financial Reporting*.

KPMG LLP (Registration No. T08LL1267L), an accounting limited liablity partnership registered in Singapore under the Limited Liability Partnership Act (Chapter 163A) and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Restriction of use

Our report is provided in accordance with the terms of our engagement. Our work was undertaken so that we might report to you on the Interim Financial Information for the purpose of assisting the Company to meet the requirements of paragraph 3 of Appendix 7.2 of the Singapore Exchange Limited Listing Manual and complying with Rule 25 of the Singapore Code on Take-overs and Mergers, and for no other purpose. Our report is included in the Company's announcement of its Interim Financial Information for the information of its members. We do not assume responsibility to anyone other than the Company for our work, for our report, or for the conclusions we have reached in our report.

KPMG LLP

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore
7 August 2017

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APPENDIX 7 - SCHEME CONDITIONS

All capitalised terms used and not defined in this Appendix 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 registered office of the Company from the date of this Scheme Document up until the Effective Date. Any person who wishes to inspect the aforesaid documents should contact J.P. Morgan at +65 6882 8342 to make an appointment to inspect the documents.

The Acquisition is conditional upon the satisfaction (or, where applicable, the waiver) of the following conditions precedent to the implementation of the Scheme:

1. **Shareholders' Approval**: the approval of the Scheme by Shareholders in compliance with the requirements under Section 210 of the Companies Act;

2. **Court Order**: the grant of the Court Order and such Court Order having become final;

3. **ACRA Lodgement**: the lodgement of the Court Order with ACRA;

4. **Regulatory Approvals**: the receipt of the following approvals or confirmations from the following Governmental Agencies (the "**Regulatory Approvals**") prior to the Despatch Date:

4.1 **SIC**: confirmation from the SIC that (i) Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29 and 33.2 and Note 1(b) on Rule 19 of the Code shall not apply to the Scheme and (ii) it has no objections to the Scheme Conditions, subject to any conditions the SIC may deem fit to impose; and

4.2 **SGX-ST**: approval-in-principle from the SGX-ST for the Scheme Document and the proposed delisting of the Shares from the SGX-ST,

and the Regulatory Approvals not having been revoked or withdrawn on or before the Record Date;

5. **No Offeror's Prescribed Occurrence**: between the date of the Implementation Agreement and up to the Record Date, no Prescribed Occurrence in relation to the Offeror (as set out in **Part I** of **Appendix 8** to this Scheme Document) having occurred;

6. **No Principal Group Entity's Prescribed Occurrence**: between the date of the Implementation Agreement and up to the Record Date, no Prescribed Occurrence in relation to the Company or any other Principal Group Entity (as set out in **Part II** of **Appendix 8** to this Scheme Document) having occurred;

7. **Offeror's Warranties and Covenants**:

7.1 there having been no breach by the Offeror of its Warranties given on the terms set out in Clause 6.1 of the Implementation Agreement as at the date of the Implementation Agreement and the Record Date as though made on and as at each such date except to the extent any Warranty expressly relates to an earlier date (in which case as at such earlier date), in each such case which:

7.1.1 has not been substantially remedied as of the Record Date; and

7.1.2 has, individually or in aggregate, resulted in a material adverse effect upon the ability of the Offeror to consummate the Acquisition and/or implement the Scheme in accordance with the Implementation Agreement and the Code; and

7.2 the Offeror shall have, as of the Record Date, performed and complied 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 it (other than the covenants in relation to the Other Approvals, the CFIUS Approval, the Third Party Consents and the Fund Management Consents as set out in Clauses 4.4.1, 4.4.2 and 5.3 of the Implementation Agreement), on or prior to the Record Date; and

8. Company's Warranties and Covenants:

8.1 there having been no breach by the Company of its Warranties given on the terms set out in Clause 6.2 of the Implementation Agreement as at the date of the Implementation Agreement and the Record Date as though made on and as at each such date except to the extent any Warranty expressly relates to an earlier date (in which case as at such earlier date), in each such case, which:

8.1.1 has not been substantially remedied as of the Record Date; and

8.1.2 has, individually or in aggregate, resulted in a Material Adverse Effect; and

8.2 the Company shall have, as of the Record Date, performed and complied 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 it (other than the covenants in relation to the Other Approvals, the CFIUS Approval, the Third Party Consents and the Fund Management Consents as set out in Clauses 4.4.2 and 5.3 of the Implementation Agreement), on or prior to the Record Date.

For the purposes of this **Appendix 7**, "**Material Adverse Effect**" means a diminution in the consolidated net asset value of the Group (as reflected in the latest publicly released consolidated financial statements of the Group prior to the Record Date) by more than 15 per cent. as compared to the audited consolidated net asset value of the Group as at 31 March 2017 as reflected in the audited consolidated financial statements of the Group for FY2017, provided that such diminution shall have directly resulted from a matter which constitutes the Company's breach of the relevant Warranties under the Implementation Agreement or **paragraph 2.14.5** of **Appendix 9** to this Scheme Document (as the case may be), and further, for the avoidance of doubt, any occurrence, condition, change, event or effect which is not directly resulted from such breach, including those resulted from or relating to any of the following matters, shall be excluded in determining such diminution:

(i) the FY2017 Dividend;

(ii) any currency translation;

(iii) any change in Singapore Financial Reporting Standards or any accounting policies and principles, or in the interpretation thereof, as imposed upon the Group Entities or their respective businesses or any change in law, or in the interpretation thereof;

(iv) any change in general economic, political or financial market conditions;

(v) any change or condition that affects the industry in which the Group operates generally (including changes in commodity prices, general market prices and regulatory changes affecting the industry generally);

(vi) any outbreak or escalation of hostilities, any war or the occurrence of any natural disasters and acts of terrorism or any events that may occur as a result of an act of God;

(vii) any act or omission of the Offeror, its Affiliates or the Consortium Partners;

(viii) any matter disclosed in the Data Room Information or provided for under the terms of the Scheme, the Acquisition and the Implementation Agreement;

(ix) any matter or thing hereafter done or omitted to be done as required, contemplated or permitted under the Scheme, the Acquisition and the Implementation Agreement or otherwise at the request of the Offeror or with the approval of the Offeror; and

(x) the Scheme, the Acquisition or any transaction contemplated under the Implementation Agreement and any announcement or pendency of any of the foregoing.

APPENDIX 8 - PRESCRIBED OCCURENCES

All capitalised terms used and not defined in this Appendix 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 registered office of the Company from the date of this Scheme Document up until the Effective Date. Any person who wishes to inspect the aforesaid documents should contact J.P. Morgan at +65 6882 8342 to make an appointment to inspect the documents.

Part I – The Offeror's Prescribed Occurrences

For the purposes of the Implementation Agreement, a "**Prescribed Occurrence**", means, in relation to the Offeror, any of the following:

1. **Injunction**: (i) an injunction or other order issued by any court or (ii) a legal restraint or prohibition by any Governmental Agency, in each case having proper jurisdiction over the Scheme or the Acquisition, preventing the Scheme from becoming effective or the completion of the Acquisition (or an integral part of the Acquisition which is not severable from the Acquisition as a whole), and such injunction or order or legal restraint or prohibition being in full force and effect as at the Record Date;

2. **Resolution for Winding Up**: the Offeror resolving that it be wound up;

3. **Appointment of Liquidator and Judicial Manager**: the appointment of a liquidator, provisional liquidator, judicial manager, provisional judicial manager and/or any other similar officer of the Offeror;

4. **Order of Court for Winding Up**: the making of an order by a court of competent jurisdiction for the winding up of the Offeror;

5. **Composition**: the Offeror entering into any arrangement or general assignment or composition for the benefit of its creditors generally;

6. **Appointment of Receiver**: the appointment of a receiver or a receiver and manager, in relation to the property or assets of the Offeror;

7. **Insolvency**: the Offeror becoming or being deemed by law or a court to be insolvent or being unable to pay its debts when they fall due or stops or suspends or threatens to stop or suspend payment of its debts of a material amount as they fall due; or

8. **Change in Control**: the Offeror ceases to be controlled by the Consortium Partners.

Part II – The Company's or any other Principal Group Entity's Prescribed Occurrences

For the purposes of the Implementation Agreement, a "**Prescribed Occurrence**", means, in relation to the Company (or where applicable, any Principal Group Entity), any of the following other than (i) as required under the Implementation Agreement or the Scheme or (ii) as consented to in writing by the Offeror:

1. **Conversion of Shares**: the Company converting all or any of its Shares into a larger or smaller number of Shares;

2. **Share Buy-back**: the Company (a) undertaking any Share buy-backs pursuant to its existing Share buy-back mandate or (b)) entering into a Share buy-back agreement or resolving to approve the terms of a Share buy-back agreement under the Companies Act or the equivalent companies or securities legislation;

3. **Alteration of Share Capital**: the Company resolving to reduce or otherwise alter its share capital in any way;

4. **Allotment of Shares or Units**: the Company or any other Principal Group Company making or agreeing to make an allotment of, or granting or agreeing to grant an option to subscribe for, any Shares or shares of any other Principal Group Company or securities convertible into Shares or shares of any other Principal Group Company, provided that:

4.1 the granting of up to 46,870,091 new Awards in the ordinary and usual course of business and the allotment and issue of the Shares by the Company pursuant to the valid vesting and release of the Awards as permitted under **paragraphs 2.16.1** and **2.16.2** of **Appendix 9** to this Scheme Document; and/or

4.2 the allotment of, or the granting of an option to subscribe for, any shares of any Principal Group Company other than the Company or securities convertible into shares of any Principal Group Company other than the Company, by any Principal Group Company other than the Company:

4.2.1 pursuant to a contractual commitment which is valid and enforceable and is fairly disclosed in the Data Room Information; or

4.2.2 in the ordinary and usual course of business of the Group,

shall not be regarded as a Prescribed Occurrence;

5. **Issuance of Debt Securities**: the Company or any other Principal Group Company issuing, or agreeing to issue, convertible notes or other debt securities, save for:

5.1 any convertible notes or other debt securities issued pursuant to (a) the corporate bond prospectus issued by Iowa China Offshore Holdings (Hong Kong) Limited dated 11 May 2016, and (b) the MTN programme prospectus issued by Iowa China Offshore Holdings (Hong Kong) Limited dated 12 October 2016 and registered with the National Association of Financial Market Institutional Investors; and

5.2 the refinancing of any indebtedness of any Principal Group Company which is fairly disclosed in the Data Room Information where:

5.2.1 the terms of the refinancing are generally more favourable than the existing terms; or

5.2.2 the maturity date of such indebtedness being refinanced falls within the next 18 months at the time of the refinancing,

provided that in each case, there shall be no increase to the principal amount outstanding in respect of the indebtedness being refinanced;

6. **Dividends**: the Company declaring, making or paying any dividends or any other form of distribution to its Shareholders (other than the FY2017 Dividend);

7. **Resolution for Winding Up**: the Company or any other Principal Group Entity resolving that it be wound up;

8. **Appointment of Liquidator and Judicial Manager**: the appointment of a liquidator, provisional liquidator, judicial manager, provisional judicial manager and/or any other similar officer of the Company or any other Principal Group Entity;

9. **Order of Court for Winding Up**: the making of an order by a court of competent jurisdiction for the winding up of the Company or any other Principal Group Entity;

10. **Composition**: the Company or any other Principal Group Entity entering into any arrangement or general assignment or composition for the benefit of its creditors generally;

11. **Appointment of Receiver**: the appointment of a receiver or a receiver and manager, in relation to all or substantially all of the property or assets of the Company or any other Principal Group Entity;

12. **Cessation of Business**: the Company or any other Principal Group Entity ceases or threatens to cease for any reason to carry on business in the usual and ordinary course;

13. **Insolvency**: the Company or any other Principal Group Entity becoming or being deemed by law or a court to be insolvent or being unable to pay its debts when they fall due or stops or suspends or threatens to stop or suspend payment of its debts of a material amount as they fall due; or

14. **Injunction**: (a) an injunction or other order issued by any court or (b) a legal restraint or prohibition by any Governmental Agency, in each case having proper jurisdiction over the Scheme or the Acquisition, preventing the Scheme from becoming effective or the completion of the Acquisition (or an integral part of the Acquisition which is not severable from the Acquisition as a whole), and such injunction or order or legal restraint or prohibition being in full force and effect as at the Record Date.

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APPENDIX 9 - OBLIGATIONS OF THE OFFEROR AND THE COMPANY IN RELATION TO THE SCHEME

All capitalised terms used and not defined in this Appendix 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 registered office of the Company from the date of this Scheme Document up until the Effective Date. Any person who wishes to inspect the aforesaid documents should contact J.P. Morgan at +65 6882 8342 to make an appointment to inspect the documents.

1. The Offeror's Obligations

The Offeror shall, in connection with the implementation of the Scheme, do the following:

1.1 **Joint Announcement**: release the Joint Announcement jointly with the Company on the SGX-ST on the Joint Announcement Date;

1.2 **Offeror's Letter to the Shareholders and Scheme Document**: prepare the Offeror's letter to the Shareholders in compliance with all applicable laws and regulations, including the Code, for inclusion as part of the Scheme Document (the "**Scheme Letter**") and provide assistance as the Company and its advisers may reasonably request with the preparation of the Scheme Document;

1.3 **Representation**: ensure that it, through its legal counsel, is represented at the Court Hearing, and if required by the Court, provide an undertaking to the Court to do all things and take all actions as are reasonably possible to fulfil its obligations under the Scheme;

1.4 **Provision of Scheme Letter and Information**:

1.4.1 furnish, in a timely manner, to the Company and its advisers, the Scheme Letter (for inclusion as part of the Scheme Document); and

1.4.2 furnish, in a timely manner, such information relating to the Offeror, its shareholders, its directors and concert parties as the Company or its advisers may reasonably request and is necessary for the preparation of the Scheme Document;

1.5 **Responsibility of Directors and Other Persons**: ensure that its directors and such other persons as the SIC may require, take responsibility for information relating to and opinions expressed by or on behalf of the Offeror or provided by or on behalf of the Offeror for inclusion in the Scheme Document and ancillary documents in such manner as may be required by all applicable laws and regulations, including the Code, the Listing Manual and the Companies Act;

1.6 **Satisfaction of the Scheme Consideration**: subject to the Scheme becoming effective in accordance with its terms, pay the aggregate Scheme Consideration pursuant to the Scheme on the terms set out in the Implementation Agreement and the Scheme Document and in compliance with the Code;

1.7 **Implementation of the Scheme**: take all steps required to be taken by it in relation to the Scheme and will use its best endeavours to procure that the Scheme is implemented on the terms set out in the Implementation Agreement and the Scheme Document including complying with all procedures and processes imposed on it by the Court in connection with the Scheme;

1.8 **Financial Resources**:

1.8.1 take all steps required to be taken by it to ensure that it has and will have sufficient financial resources to satisfy in full the aggregate Scheme Consideration payable for all of the Shares held by all Shareholders as at the Books Closure Date pursuant to the Scheme (excluding the Waived Amount), and procure that an unconditional cash confirmation is furnished by an appropriate third party in compliance with the Code and included in the Joint Announcement and the Scheme Document;

1.8.2 fulfil or procure the fulfilment of all the conditions precedent to the drawdown of the Acquisition Financing as soon as practicable and in any event no later than the Record Date; and

1.8.3 promptly notify the Company if it becomes aware of (a) any events or circumstances that would reasonably be expected to adversely impact the availability of the Acquisition Financing or result in the insufficiency of its financial resources to satisfy in full the aggregate Scheme Consideration payable for all of the Shares held by Shareholders as at the Books Closure Date pursuant to the Scheme (excluding the Waived Amount) or (b) any events or circumstances which would reasonably be expected to result in the Acquisition Financing being revoked or cancelled or delay in the drawdown of the Acquisition Financing; and

1.9 **No Action**: without prejudice to the right to exercise the Switch Option, take no action which may be prejudicial to the successful completion of the Acquisition or the implementation of the Scheme.

2. The Company's Obligations

The Company shall in connection with the implementation of the Scheme, do the following:

2.1 **Joint Announcement**: release the Joint Announcement jointly with the Offeror on the SGX-ST on the Joint Announcement Date;

2.2 **IFA**: appoint an IFA to advise the Independent Directors in connection with the Scheme;

2.3 **Scheme Document**: prepare the Scheme Document and other documents which are required to be prepared by it in connection with the Scheme in compliance with all applicable laws and regulations;

2.4 **Directors' Responsibility**: ensure that its directors shall take responsibility for all information included in the Scheme Document (other than information relating to and opinions expressed by or on behalf of the Offeror, the auditors, the IFA and any third party contained in the Scheme Document) and all ancillary documents, as required by all applicable laws and regulations, including the Code, the Listing Manual and the Companies Act;

2.5 **Directors' Recommendation**: use its best endeavours to procure that the Independent Directors will recommend to the Shareholders to vote in favour of the Scheme at the Scheme Meeting and will not withdraw, modify or qualify such recommendation, subject and without prejudice to the fiduciary duties of the Independent Directors under all applicable laws and regulations. Without limitation to the generality of the foregoing, the Company shall not be bound by this paragraph if, in the event of an Alternative Transaction that is (i) in the form of a takeover offer for all the Shares or a proposal to acquire all the assets of the Company, and (ii) on terms which, in the opinion of the Independent Directors determined in good faith and after consultation with professional advisers, are more favourable to the Shareholders than the Scheme, the Independent Directors, in discharging their fiduciary duties, (a) are not able to recommend to the Shareholders to vote in favour of the Scheme at the Scheme Meeting or (b) are required to withdraw, modify or qualify any previous recommendation made in respect of the Scheme;

2.6 **SGX-ST Clearance**: submit the draft Scheme Document to the SGX-ST for clearance as soon as reasonably practicable after the date of the Implementation Agreement (provided that the Offeror shall have provided the Company with the Scheme Letter and other information relating to the Offeror and its concert parties which is required to be included in the Scheme Document) and use its best endeavours to diligently and promptly seek such clearance;

2.7 **Scheme Meeting**: subject to obtaining the approval of the SGX-ST, apply to the Court for an order to convene the Scheme Meeting and for any ancillary orders relating thereto (all such applications and orders, including the originating summons for the Scheme, to be in such form and substance as shall have been approved by the Offeror) and the convening of the Scheme Meeting within such period determined by the Company (acting reasonably) in consultation with the Offeror;

2.8 **Despatch of Scheme Document**: instruct its share registrar to despatch to the Shareholders the Scheme Document and the appropriate forms of proxy for use at the Scheme Meeting following approval thereof by the SGX-ST, provided that all of the Regulatory Approvals and the Court's order to convene the Scheme Meeting shall have been obtained;

2.9 **Court Order**: subject to the Scheme being approved by the requisite majority of the Shareholders at the Scheme Meeting, apply to the Court for the Court Order and for any ancillary orders relating thereto within such period determined by the Company (acting reasonably) in consultation with the Offeror;

2.10 **Registration of Court Order with ACRA**: subject to the Court Order being granted and all of the Scheme Conditions (other than the Scheme Condition set out in **paragraph 3** of **Appendix 7** to this Scheme Document) having been fulfilled and/or waived, delivering the same to ACRA for lodgement on the earlier of (i) a date mutually agreed in writing between the Parties and (ii) the Long Stop Date;

2.11 **Implementation of the Scheme**: take all steps required to be taken by it in relation to the Scheme and use its best endeavours to procure that the Scheme is implemented on the terms set out in the Implementation Agreement and to be set out in the Scheme Document including complying with all procedures and processes imposed by the Court in connection with the Scheme;

2.12 **No Action**: subject and without prejudice to any legal or regulatory obligations of the Company, its directors' fiduciary duties and its rights under the Implementation Agreement, it will take no action which may be prejudicial to the successful completion of the Acquisition and/or the Scheme;

2.13 **No Solicitation**: during the period from the date of the Implementation Agreement up to and including the Effective Date or (if earlier) termination of the Implementation Agreement, it will, subject to applicable laws and regulations:

2.13.1 not, and will procure that no other Group Entity (including its employees, representatives and advisers) will, except with the prior written consent of the Offeror, directly or indirectly, solicit, encourage, initiate, induce or entertain approaches (whether oral, written or otherwise) or participate in or enter into discussions regarding any Alternative Transaction or allow any third party to perform due diligence investigations on any Group Entity in connection with any Alternative Transaction;

2.13.2 notify the Offeror of the details of any approach or solicitation by any third party made in writing or otherwise either to the Company or any other Group Entity with a view to the making of any Alternative Transaction upon becoming aware of the relevant matter; and

2.13.3 deal exclusively with the Offeror and its representatives to complete the Acquisition and/or the Scheme.

For the avoidance of doubt, nothing in this **paragraph 2.13** shall prohibit or restrict a Group Entity from:

(i) making normal presentations to brokers, portfolio investors, analysts and members of the press and media in the ordinary and usual course of business;

(ii) receiving any unsolicited or uninitiated expression of interest, offer or proposal of an Alternative Transaction; and/or

(iii) acknowledging the receipt of any correspondence relating to an unsolicited Alternative Transaction.

In the event that an unsolicited or uninitiated expression of interest, offer or proposal of an Alternative Transaction is received by a Group Entity, such Group Entity shall be entitled to take such action (including the making of announcements or recommendation to the Shareholders) as may be required for the purposes of:

(a) complying with the Companies Act, the Listing Manual, the Code or any other laws, rules or regulations applicable to the Group Entity; and/or

(b) allowing the directors of the Group Entity to comply with or discharge their fiduciary duties, or other legal or regulatory obligations to which they are subject under applicable laws and regulations.

Nothing in this **paragraph 2.13** shall operate or be construed to exclude or diminish the obligations of the Company not to frustrate or adversely impact the Acquisition and/or the Scheme under Rule 5 of the Code or to permit the Company to negotiate, agree to or enter into any agreement with any person (other than the Offeror) in relation to any Alternative Transaction in the form of a purchase of all or substantially all of the businesses, assets, revenues and/or undertakings of the Group or any of the Intermediate Entities or a purchase of all the Shares by way of a scheme of arrangement;

2.14 **Normal Dealing**: during the period between the date of the Implementation Agreement and the Effective Date or the termination of the Implementation Agreement, whichever is earlier (both dates inclusive), it will, and will procure that the other Principal Group Entities will, carry on their respective businesses only in the ordinary and usual course of business. Without prejudice to the generality of the foregoing and subject to **paragraph 2.15** of this **Appendix 9** it will not, and will procure that each Principal Group Entity (where applicable) will not, without the prior written consent of the Offeror (such consent not to be unreasonably conditioned, withheld or delayed):

2.14.1 except as would not be material in the context of the Group as a whole, dispose of any assets, including shares or other interests in any Group Entity or in any other entity in which it has an interest to a third party, or voluntarily assume, acquire or incur any liabilities (including contingent liabilities);

2.14.2 create, or agree to create, any Encumbrance over its business or any assets, other than an Encumbrance created (i) to secure a Permitted Indebtedness or (ii) in connection with any matter fairly disclosed in the Data Room Information (the "**Permitted Encumbrances**");

2.14.3 enter into any guarantee, indemnity or other agreement to secure any obligation of a third party that is not a Group Entity except if such transaction is undertaken in the course of the Group's finance leasing business on an arm's length basis;

2.14.4 enter into any transaction with any shareholder and/or director of any Principal Group Entity except if such transaction is on an arm's length basis;

2.14.5 amend (or agree to amend) any terms of, or waive (agree to waive) any right under, any agreement or arrangement to which any Principal Group Entity is a party or by which any Principal Group Entity is bound which would have a Material Adverse Effect;

2.14.6 incur any financial indebtedness, save for:

(i) any convertible notes or other debt securities issued pursuant to (a) the corporate bond prospectus issued by Iowa China Offshore Holdings (Hong Kong) Limited dated 11 May 2016, and (b) the MTN programme prospectus issued by Iowa China Offshore Holdings (Hong Kong) Limited dated 12 October 2016 and registered with the National Association of Financial Market Institutional Investors;

(ii) the refinancing of any indebtedness of any Principal Group Entity which is fairly disclosed in the Data Room Information, where:

(a) the terms of the refinancing are generally more favourable than the existing terms; or

(b) the maturity date of such indebtedness being refinanced falls within the next 18 months at the time of the refinancing,

provided that in each case, there shall be no increase to the principal amount outstanding in respect of the indebtedness being refinanced; or

(iii) the incurrence of indebtedness for the acquisition of an asset or the development of an asset carried out in its ordinary and usual course of business,

(collectively, the "**Permitted Indebtedness**");

2.14.7 enter into, amend, or agree to amend, any contract or series of related contracts for capital expenditures exceeding US$460,000,000, save for capital expenditure commitments which are fairly disclosed in the Data Room Information;

2.14.8 adopt, amend, or agree to amend any employee benefit plans (including the Share Plans) or any employee compensation or benefits applicable to the Principal Group Entities;

2.14.9 other than:

(i) termination for cause by the Principal Group Entity; and/or

(ii) the voluntary resignation by any of the directors of the Company or the Key Managers,

amend, agree to amend, or unilaterally terminate any service agreements or terms and conditions of employment of any of the directors of the Company or the Key Managers; and

2.14.10 sell, transfer or otherwise dispose of any treasury shares of the Company to any person (other than (i) the Offeror or (ii) the employees pursuant to the valid vesting and release of the Awards as permitted under **paragraph 2.16.2** of this **Appendix 9**);

2.15 **Exceptions**: Notwithstanding **paragraph 2.14** of this **Appendix 9**, the Company or any other Principal Group Entity shall not be prohibited or restricted from carrying out, or agreeing to carry out, any act or matter:

2.15.1 in the ordinary and usual course of business;

2.15.2 disclosed in all public announcements and releases made by or on behalf of the Company or any of the other Group Entities on the relevant stock exchange on which the Company or such Group Entity is listed (including the Accounts) and the annual reports released by the Company, in each case, from 1 January 2012 up to the date of the Implementation Agreement (the "**Public Disclosure**");

2.15.3 required under applicable laws or regulations; or

2.15.4 required to be carried out by the Company or any other Principal Group Entity under the Implementation Agreement or the Scheme.

Nothing in **paragraphs 2.14 or 2.15** of this **Appendix 9** shall operate or be construed to exclude or diminish the obligations of the Company not to frustrate or adversely impact the Acquisition and/or the Scheme under Rule 5 of the Code; and

2.16 **Awards and Plans**:

2.16.1 it will not grant any further Awards or other rights to acquire Shares in the capital of the Company (other than the granting of up to 46,870,091 new Awards to the employees of the Group in the ordinary and usual course of business);

2.16.2 it will not issue any new Shares other than pursuant to the valid vesting and release of (i) the Awards which are outstanding as at the date of the Implementation Agreement and (ii) the new Awards which may be granted pursuant to **paragraph 2.16.1** of this **Appendix 9**;

2.16.3 subject to the obtaining of the Shareholders' Approval, it will procure that the committee of the Company administering the Share Plans exercises its discretion, pursuant to the relevant rules of the respective plans, so as to ensure that there will not be any outstanding Awards as at the Books Closure Date which are capable of vesting into Shares after the Books Closure Date, unless the members of such committee will be in breach of their fiduciary duties by so exercising their discretion; and

2.16.4 it will ensure that the maximum potential issued share capital of the Company shall at no time exceed 4,805,892,481 Shares (excluding 147,049,032 treasury Shares).

3. **Mutual Assistance and Co-operation**

3.1 **General**: Each Party shall, upon reasonable written request by the other Party:

3.1.1 provide the other Party and its advisers as soon as practicable with any information or documents reasonably requested by them and which is in its possession in connection with (i) a submission, filing or notification to, or request from, any relevant Governmental Agency for the purposes of obtaining the Regulatory Approvals, the Other Approvals and the CFIUS Approval and (ii) any communications with third parties for the purposes of obtaining the Third Party Consents and the Fund Management Consents.

Subject to compliance with all applicable laws, regulations and contractual obligations (including confidentiality undertakings), the Company agrees to provide to the Offeror:

(i) information relating to the Group, and to use reasonable endeavours to obtain and provide to the Offeror information relating to its substantial shareholders, as reasonably requested by the Offeror and which is necessary in determining the detailed requirements of the Other Approvals and the CFIUS Approval; and

(ii) information relating to the Group reasonably requested by the Offeror and is necessary in determining the detailed requirements of the Third Party Consents and the Fund Management Consents;

3.1.2 make any joint submissions, filings or notifications with the other Party (i) where required to do so by any Governmental Agency for the purposes of obtaining the Regulatory Approvals, the Other Approvals and the CFIUS Approval and (ii) for the purposes of obtaining the Third Party Consents and the Fund Management Consents; and

3.1.3 assist the other Party in communicating with (i) any Governmental Agency for the purposes of obtaining the Regulatory Approvals, the Other Approvals and the CFIUS Approval and (ii) any third parties for the purposes of obtaining the Third Party Consents and the Fund Management Consents.

3.2 **CFIUS Approval**: Without prejudice to **paragraph 3.1** of this **Appendix 9**, the Company agrees to use its reasonable endeavours to assist and co-operate with the Offeror and its advisers in connection with:

3.2.1 providing notice of the Acquisition and/or the Scheme to CFIUS pursuant to Section 721 of the Defense Production Act of 1950, as amended, including the implementing regulations codified at 31 C.F.R. Part 800, and any supplemental information requested by CFIUS; and

3.2.2 the Offeror obtaining approval of the Acquisition and/or the Scheme from CFIUS (the "**CFIUS Approval**") on terms reasonably satisfactory to the Offeror.

3.3 **Third Party Consents and Fund Management Consents**. Without prejudice to **paragraph 3.1** of this **Appendix 9**, the Company and the Offeror agree to mutually cooperate, coordinate and liaise with each other regarding communications with third parties in relation to the Third Party Consents and the Fund Management Consents. In this connection, the Offeror shall (and shall procure each of the Consortium Partners to) take any and all actions necessary, and the Company shall use its reasonable endeavours to provide or cause to be provided to the Offeror all assistance and co-operation that the Offeror reasonably requires, to:

3.3.1 obtain on or before the Record Date:

(i) the Third Party Consents, including, in relation to the Relevant Facilities, the relevant lenders thereunder having consented to the Acquisition and delisting of the Company from the SGX-ST and to the amendments to the terms of the Relevant Facilities in a form reasonably satisfactory to the Offeror to permit the Relevant Facilities to remain in place after the Acquisition and delisting of the Company from the SGX-ST; and

(ii) the Fund Management Consents in connection with the Acquisition and/or the Scheme; and

3.3.2 ensure that the Third Party Consents and the Fund Management Consents have not been or will not be revoked or withdrawn on or before the Record Date.

3.4 **Notices**: Each Party further agrees that it shall keep the other Party promptly informed of the steps it has taken and its progress towards satisfaction of the Scheme Conditions required to be satisfied by it and all matters which are material in the context of the Scheme Conditions and the Scheme, and without prejudice to the generality of the foregoing, each Party shall:

3.4.1 provide the other Party with final drafts of applications, affidavits and material written communications in connection with the Regulatory Approvals, the Other Approvals, the CFIUS Approval and the Acquisition or the Scheme to be provided to the Court or the relevant Governmental Agencies and allow the other Party a reasonable timeframe to review, comment and agree on such applications, affidavits and material communications prior to submission to the extent possible under applicable laws and regulations;

3.4.2 provide the other Party with reasonable notice of and opportunity to participate in the substantive meetings and telephone calls with the relevant Governmental Agencies to the extent practicable and possible under applicable laws and regulations;

3.4.3 promptly inform the other Party after becoming aware of any material fact or circumstance which would or which would be reasonably likely to impact, prevent or delay the satisfaction of any Scheme Condition or the obtaining of any Regulatory Approvals, the Other Approvals, the CFIUS Approval, the Third Party Consents and the Fund Management Consents;

3.4.4 promptly inform and provide the other Party with a copy of any material written communication it receives from a relevant Governmental Agency in respect of any submissions, filings or notifications in connection with the Regulatory Approvals, the Other Approvals, the CFIUS Approval, the Acquisition or the Scheme; and

3.4.5 provide information reasonably requested by the other Party which is necessary in connection with the implementation of the Acquisition and/or the Scheme or for the purposes of determining whether the Scheme Conditions are being or have been fulfilled or whether the Other Approvals, the CFIUS Approval, the Third Party Consents and the Fund Management Consents are being or have been obtained, and further, promptly (and in any event no later than seven (7) Business Days after the satisfaction of the relevant Scheme Conditions, or where applicable, no later than seven (7) Business Days after the Offeror's receipt or knowledge of the Other Approvals and the CFIUS Approval) notify the other in writing if it becomes aware that any of the Scheme Conditions, the Other Approvals, the CFIUS Approval, the Third Party Consents or the Fund Management Consents has been satisfied or granted.

3.5 **Consultation with the Offeror**: Subject and without prejudice to (i) the Group Entities' legal, regulatory and contractual obligations (including the confidentiality undertakings) and (ii) the fiduciary duties of the directors of the Group Entities, the Company will consult in good faith with the Offeror with a view to establishing appropriate procedures to provide the Offeror with access to information which it reasonably requires for the purposes of the Acquisition and/or the Scheme and to facilitate the timely notification of material matters affecting the Group Entities' respective businesses to the Offeror.

4. Employee Programme

The Offeror hereby acknowledges that the Company has established an employee programme (the "**Employee Programme**"), the principal terms of which have been disclosed in the Data Room Information as the document marked as "VDR Index No. 10.3" in the Index Lists. The Company confirms and undertakes to the Offeror that the maximum amount of cash which the Company is required to pay to the employees of the Group as a result of the consummation of the Scheme will be an amount to be agreed in writing between the Parties.

The Offeror further agrees that it will, on and after the Effective Date, procure that the Company complies with the terms of the Employee Programme.

5. Appeal Process

If the Court refuses to make any orders convening the Scheme Meeting or approving the Scheme, the Company must appeal the Court's decision to the fullest extent possible (except to the extent that the Parties agree otherwise) and the Parties shall consult with each other in relation to such an appeal. If an appeal of the Court's decision is made by the Company, the Offeror shall furnish to the Company and its advisers such information relating to the Offeror as reasonably required by them for the purposes only of the appeal. The Company and the Offeror shall bear equally the legal costs and other costs and expenses incurred by the Company in connection with the appeal.

6. Legal or Regulatory Impediments

6.1 In relation to the Other Approvals and the CFIUS Approval, the Offeror shall (and shall use best endeavours to procure the Consortium Partners to) take any and all actions necessary, including:

6.1.1 selling or otherwise disposing of, or holding separate and agreeing to sell or otherwise dispose of, its assets, categories of assets or businesses;

6.1.2 terminating its existing relationships, contractual rights or obligations;

6.1.3 terminating any venture or other arrangement;

6.1.4 creating any relationship, contractual rights or obligations; or

6.1.5 effectuating any other change or restructuring of the Offeror, the Consortium Partners or their Affiliates,

(and, in each case, to enter into agreements or stipulate to the entry of an order or decree or file appropriate applications with any Governmental Agency in connection with any of the foregoing), to ensure that (i) no Governmental Agency enters or issues any order, decision, judgment, decree, ruling or injunction (preliminary or permanent) preliminarily or permanently restraining, enjoining or prohibiting the Acquisition and/or the Scheme and/or (ii) any Governmental Agency whose clearance, authorisation or approval is required for the consummation of the Acquisition and/or the Scheme clears, authorises or otherwise approves the consummation of the Acquisition and/or the Scheme as expeditiously as possible and in any event by the Long Stop Date.

6.2 If any Governmental Agency enters or issues any order, decision, judgment, decree, ruling or injunction (preliminary or permanent) and/or there are any law, rules or regulations preliminarily or permanently restraining, enjoining or prohibiting the Acquisition and/or the Scheme and/or the Governmental Agency whose clearance, authorisation or approval is required for the consummation of the Acquisition and/or the Scheme has refused to do anything necessary to permit the Scheme (collectively, the "**Legal or Regulatory Impediments**"), each Party who becomes aware of any Legal or Regulatory Impediment will promptly inform the other Party and consult each other in good faith on the action to be taken. In this connection:

6.2.1 the Company shall (and shall procure each of the other Group Entities to) use its reasonable endeavours to eliminate each such Legal or Regulatory Impediment and the Offeror shall (and shall use best endeavours to procure the Consortium Partners to) provide or cause to be provided to the Company all assistance and cooperation

that the Company requires to eliminate each such Legal or Regulatory Impediment; and

6.2.2 the Offeror shall (and shall procure each of the Consortium Partners to) take any and all actions necessary to eliminate each such Legal or Regulatory Impediment and the Company shall use its reasonable endeavours to provide or cause to be provided to the Offeror all assistance and cooperation that the Offeror reasonably requires to eliminate each such Legal or Regulatory Impediment.

6.3 If any Legal or Regulatory Impediments exist or continue to exist on the Long Stop Date, the Parties agree that, subject to the fulfilment and/or waiver of all Scheme Conditions (other than the Scheme Condition relating to lodgement of Court Order with ACRA set out in **paragraph 3** of **Appendix 7** to this Scheme Document) and notwithstanding anything to the contrary in the Implementation Agreement:

6.3.1 the Company shall proceed to lodge the Court Order with ACRA pursuant to Section 210(5) of the Companies Act on the Long Stop Date, and implement the Scheme in accordance with the Implementation Agreement provided that it shall not be obliged to do so if the lodgement of the Court Order by the Company is prohibited by (i) any law or regulation passed or (ii) any injunction or other order issued against the Company by any court having jurisdiction over the Company and the Scheme; and

6.3.2 the Offeror shall implement the Scheme in accordance with the Implementation Agreement, and pay the Scheme Consideration to each Shareholder (other than the Relevant Shareholders) for all Shares held by such Shareholder as at the Books Closure Date in compliance with the Code.

For the avoidance of doubt, the Scheme Consideration shall **not** be reduced by reason of, as a result of or otherwise in connection with:

(a) the existence of any Legal or Regulatory Impediments; and/or

(b) any action or omission to act on the part of the Offeror, the Consortium Partners and/or any Group Entity in response to or in relation to any Legal or Regulatory Impediments.

APPENDIX 10 - OFFEROR'S WARRANTIES

All capitalised terms used and not defined in this Appendix shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection at the registered office of the Company during normal business hours from the date of this Scheme Document up until the Effective Date. Any person who wishes to inspect the aforesaid documents should contact J.P. Morgan at +65 6882 8342 to make an appointment to inspect the documents.

The Offeror represents and warrants to the Company on the terms set out in Clause 6.1 of the Implementation Agreement that:

1. Incorporation

The Offeror is a company duly incorporated and validly existing under the laws of its country of incorporation.

The Offeror is controlled by the Consortium Partners.

2. Power

The Offeror has the corporate power and authority to enter into and perform its obligations under the Implementation Agreement and to carry out the transactions contemplated by the Implementation Agreement.

3. Authority

The Offeror has taken all necessary corporate action and obtained all necessary corporate approval to authorise entry into the Implementation Agreement and the performance of the Implementation Agreement and to carry out the transactions contemplated by the Implementation Agreement.

4. Consents

All actions, conditions and things required to be taken, fulfilled and done by the Offeror (including the obtaining of any necessary consents from third parties pursuant to an agreement to which it is subject) in order to enable the Offeror lawfully to enter into, exercise its rights and perform and comply with its obligations under the Implementation Agreement have been taken, fulfilled and done.

5. Regulatory

Save for the Regulatory Approvals, the Antitrust Approvals and the CFIUS Approval, all authorisations from, and notices or filings with, any Governmental Agency or other relevant authority that are necessary to enable the Offeror to execute, deliver and perform its obligations under the Implementation Agreement have been obtained or made (as the case may be) and are in full force and effect and all conditions of each such authorisation have been complied with.

6. Binding Obligation

The Offeror's obligations under the Implementation Agreement are valid, legally binding and enforceable in accordance with its terms.

7. No Breach

Save for the Regulatory Approvals, the Antitrust Approvals and the CFIUS Approval, the execution and delivery by the Offeror of the Implementation Agreement and the performance of the obligations of it under the Implementation Agreement do not and will not conflict with or constitute a breach or default under any provision of:

7.1 any agreement or instrument to which it is a party;

7.2 its Constitutional Documents; or

7.3 any law, order, judgment, award, injunction, decree, ordinance or regulation by which it is bound.

8. No Insolvency

The Offeror is not insolvent nor has it been declared insolvent, and no action or request is pending or threatened to declare it insolvent, wind it up or to make it subject to any proceeding contemplated by any applicable insolvency law.

9. Sufficiency of Financial Resources

The Offeror has and will have sufficient financial resources to satisfy in full the aggregate Scheme Consideration payable for all of the Shares held by all Shareholders as at the Books Closure Date pursuant to the Scheme (excluding the Waived Amount), and shall procure that an unconditional cash confirmation is furnished by an appropriate third party in compliance with the Code and included in the Joint Announcement and the Scheme Document.

10. Financing

10.1 All information (including all information relating to the Acquisition Financing) provided by or on behalf of the Offeror to the Company on or prior to the date of the Implementation Agreement in relation to the sufficiency of the Offeror's financial resources for the purposes of satisfying in full the aggregate Scheme Consideration payable for all of the Shares held by all Shareholders as at the Books Closure Date pursuant to the Scheme (excluding the Waived Amount) is true and accurate in all material respects.

10.2 The Offeror and the directors of the Offeror are not aware of any events or circumstances which would reasonably be expected to result in the insufficiency of the Offeror's financial resources to satisfy in full the aggregate Scheme Consideration payable for all of the Shares held by all Shareholders as at the Books Closure Date pursuant to the Scheme (excluding the Waived Amount).

10.3 The Acquisition Loan is a committed facility. Each of the Acquisition Financing constitutes valid, legally binding and enforceable obligations of the Offeror and parties thereto, except as enforceability may be limited or affected by applicable bankruptcy, insolvency, reorganisation or other laws of general application relating to or affecting the rights of creditors and except as enforceability may be limited by rules of law governing specific performance, injunctive relief or other equitable remedies, and:

10.3.1 the Offeror and the directors of the Offeror are not aware of any events or circumstances which would reasonably be expected to result in the Acquisition Financing being revoked, terminated or cancelled or otherwise result in any delay in the drawdown of the Acquisition Financing; and

10.3.2 all of the conditions precedent to the drawdown of the Acquisition Financing have been satisfied, are in an agreed form or are capable of being so satisfied by the Record Date.

11. Anti-Money Laundering

11.1 Each of the Offeror and the Consortium Partners has not violated or committed an offence under any Anti-Money Laundering Law.

11.2 Each of the Offeror and the Consortium Partners is not or has not been the subject of any investigation, inquiry or litigation, administrative or enforcement proceedings by any relevant authority regarding any offence or alleged offence under the Anti-Money Laundering Law, and so far as the Offeror is aware, no such investigation, inquiry or proceedings have been threatened or are pending.

12. Sanctions

12.1 Each of the Offeror and the Consortium Partners is not, or is not owned or controlled by, a Sanctioned Person, and none of the officers, directors, or holders of equity interests of the Offeror or the Consortium Partners is a Sanctioned Person.

12.2 Each of the Offeror and the Consortium Partners has not in the past two (2) years knowingly engaged in, is now not knowingly engaged in, and will not knowingly engage in, any dealings or transactions with any individual or entity that at the time of the dealing or transaction is or was a Sanctioned Person, or in any country or territory that at the time of the dealing or transaction is or was a Sanctioned Territory, in each case, in violation of applicable Economic Sanctions Law.

13. Anti-Terrorism, etc.

So far as the Offeror is aware, none of the Offeror or the Consortium Partners is an entity that has violated any laws in relation to, or otherwise engages in or supports, terrorism, incent political unrest or is involved in drug or human trafficking.

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All capitalised terms used and not defined in this Appendix shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection at the registered office of the Company during normal business hours from the date of this Scheme Document up until the Effective Date. Any person who wishes to inspect the aforesaid documents should contact J.P. Morgan at +65 6882 8342 to make an appointment to inspect the documents.

The Company represents and warrants to the Offeror on the terms set out in Clause 6.2 of the Implementation Agreement that:

1. General

1.1 Power

The Company has all necessary corporate power and authority to enter into and perform its obligations under the Implementation Agreement and to carry out the transactions contemplated by the Implementation Agreement.

1.2 Authority

Save for the Shareholders' Approval, the Company has taken all necessary corporate action and obtained all necessary corporate approval and internal consents to authorise entry into the Implementation Agreement and the performance of the Implementation Agreement and to carry out the transactions contemplated by the Implementation Agreement.

1.3 Binding Obligation

The Company's obligations under the Implementation Agreement are valid, legally binding and enforceable in accordance with its terms.

1.4 No Breach

Save for the Regulatory Approvals, the Antitrust Approvals and the CFIUS Approval, the execution and delivery of, and the performance by the Company of its obligations under the Implementation Agreement do not and will not conflict with or constitute a breach or default under any provision of:

1.4.1 the Constitutional Documents of any Group Entity; or

1.4.2 any law, order, judgment, award, injunction, decree, ordinance or regulation by which it or any other Group Entity is bound.

1.5 Disclosure

1.5.1 Subject to **paragraphs 1.5.2** and **1.5.3** below and to any Withheld Information, as far as the Company is aware:

(i) the information contained in the Implementation Agreement and the Data Room Information (other than the Third Party Documents) was true and accurate in all material respects as at the date that it was provided; and

(ii) as at the date of the Implementation Agreement, the Company is not aware of any fact or matter which renders any such information untrue or inaccurate in any material respect.

1.5.2 With respect to any information, reports or documents not prepared by any Group Entity or the Company Advisers (the "**Third Party Documents**"), including without limitation:

(i) all valuation reports and desktop valuation;

(ii) all legal, financial and environmental due diligence reports;

(iii) all engineering reports; and

(iv) all property survey reports,

the Company confirms that (a) the copy of the Third Party Documents provided in the Data Room Information is the final form and a genuine copy of the Third Party Documents and (b) as far as the Company is aware, all information relating to the Company or any other Group Entity contained in the Third Party Documents was true and accurate in all material respects as at the date of the Third Party Documents.

1.5.3 No warranty or representation shall be given by the Company in relation to:

(i) any forecast, estimate, projection or forward-looking statement which has been made by or on behalf of the Company or any other Group Entity or which may be contained in the Data Room Information; and

(ii) any information in the Data Room Information containing an express disclaimer that no representation or warranty shall be given in respect of any such information.

1.5.4 The Company is in compliance with its continuing disclosure requirements in the Listing Manual (including the disclosure of any material information relating to the Group) and the information disclosed in the Company's announcements on the SGXNET is true, accurate and not misleading in any material respect at the time of the making of the relevant announcements.

2. Company and Principal Group Companies

2.1 Incorporation of the Company

The Company is a company duly incorporated and validly existing under its law of incorporation.

2.2 Incorporation of the Principal Group Companies

2.2.1 Each of the Principal Group Companies is a company duly incorporated and validly existing under its law of incorporation.

2.2.2 The Company or a Group Entity, as the case may be, is the legal and beneficial owner of the equity interest in each of the Principal Group Companies as disclosed in the annual report of the Company for FY2017 and the Data Room Information and holds such equity interest free from any Encumbrances (other than the Permitted Encumbrances).

2.3 Shares

All of the issued Shares have been duly authorised and validly issued, are fully paid-up and rank *pari passu* in all respects with each other.

2.4 Share Capital and other securities

As at the date of the Implementation Agreement:

2.4.1 the issued share capital of the Company is S$8,619,175,080.86 comprising 4,844,365,222 Shares (including treasury Shares);

2.4.2 the Company has 147,049,032 treasury Shares;

2.4.3 the Company has 39,428,300 outstanding Awards granted under the Share Plans, pursuant to which up to a maximum of 61,706,200 Shares may be issued and/or transferred to the eligible employees of the Group (subject to the fulfilment of the terms and conditions set out in the Share Plans and, in the case of the Awards granted under the PSP, the achievement of the performance conditions prescribed by the Company); and

2.4.4 the Company is not subject to any actual or contingent obligation to issue or convert securities except as required or contemplated by the Implementation Agreement or in accordance with the terms of the Share Plans.

Save for the above, as at the date of the Implementation Agreement, there are no outstanding warrants, options or other securities convertible into Shares or rights to acquire (whether by purchase, grant, conversion, exchange, exercise or otherwise) any securities convertible into Shares in the Company issued by the Company.

3. Principal Group Funds

3.1 Each of the Principal Group Funds Entities is an entity duly established or incorporated (as the case may be) and validly existing under its law of establishment or incorporation (as the case may be).

3.2 Each of the Principal Group Funds is managed or advised by one or more Principal Group Funds Entities. Such Principal Group Funds Entity has and will continue to maintain the necessary and material licences to perform the requisite management services for the relevant Principal Group Fund(s).

3.3 As at the date of the Implementation Agreement, no Principal Group Funds Entity which advises or manages a Principal Group Fund is in default in the performance of any obligation, agreement or condition contained in the Constitutional Documents or Material Contracts of such Principal Group Fund.

4. Accounts

4.1 Accounts

The Accounts have been properly drawn up in accordance with the provisions of the Companies Act and the Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and the Company as at the Accounts Date and the financial performance, changes in equity and cash flows of the Group for the year ended the Accounts Date. Save for any changes in accounting policies that have been adopted by the Company, the Accounts have been prepared on a basis consistent with that adopted in preparing the audited accounts for FY2016.

4.2 Changes since the Accounts Date up to the Record Date

Since the Accounts Date, save as otherwise disclosed in the Accounts and/or the public announcements and releases made by or on behalf of the Company:

4.2.1 except as may be affected by actions contemplated, required or permitted by the Implementation Agreement, the business of the Group has been carried on in the ordinary and usual course, without any interruption or alteration in its nature, scope or manner, and so as to maintain the same as a going concern, save and except for events that may occur as a result of an act of God;

4.2.2 the Principal Group Entities have not entered into any transaction or assumed or made any payment or given any guarantee, indemnity or suretyship not provided for in the Accounts except in the ordinary and usual course of business;

4.2.3 its cash and bank balances have not been affected by transactions of an abnormal or unusual nature or entered into otherwise than on normal commercial terms and in the ordinary and usual course of business;

4.2.4 the profits of the Group have not been affected by changes or inconsistencies in accounting treatment, by any non-recurring items of income or expenditure, by transactions of an abnormal or unusual nature or entered into otherwise than on normal commercial terms or in the ordinary and usual course of business;

4.2.5 the Principal Group Entities have not entered into any unusual and unduly onerous commitments or contracts;

4.2.6 none of the Principal Group Entities has entered into or proposed to enter into any capital, operating lease or contingent commitment except in the ordinary and usual course of business; and

4.2.7 save for the FY2017 Dividend, no dividend or other distribution has been declared, made or paid by the Company to its members.

4.3 Absence of Undisclosed Liabilities

There are no liabilities (including contingent liabilities) of any of the Group Entities which are outstanding on the part of each Group Entity, other than (i) liabilities disclosed or provided for in the Accounts or (ii) liabilities incurred after the Accounts Date in the ordinary and usual course of business.

5. Legal Matters

5.1 Compliance with Laws

5.1.1 (i) There are no subsisting (and there have not been in the past two (2) years any) breaches in any material respect by any Principal Group Entity of applicable laws, regulations, by-laws and/or rules (including all applicable reporting and disclosure obligations, anti-bribery, anti-corruption and environmental health and safety laws) in each country in which its business and operations are carried on; and

(ii) no notices or complaints have been received from any Governmental Agency having jurisdiction over the Principal Group Entity with regard to any material breach of such laws, regulations, by-laws and/or rules by any Principal Group Entity,

except, in each case, that where any breach arises by reason only of any law, regulation, by-law and/or rule having been enacted between the date of the Implementation Agreement and the Record Date which has retrospective effect, such Principal Group Entity shall not be regarded as having been in breach of this **paragraph 5.1.1** if such Principal Group Entity takes all reasonable steps to comply with such law, regulation, by-law and/or rule as soon as reasonably practicable thereafter.

5.1.2 There are no subsisting (and there have not been in the past two (2) years any) breaches by any Principal Group Entity of its Constitutional Documents and any breach by any Principal Group Entity of its Constitutional Documents in the past two (2) years has been remedied.

5.2 Licences

5.2.1 All statutory, municipal and other licences, consents, approvals and permissions which are necessary and material for the carrying on of the businesses and operations of each of the Principal Group Entities as now carried on (the "**Licences**") have been obtained and are in full force and effect and all conditions applicable to such Licences have been and are being complied with in all material respects.

5.2.2 So far as the Company is aware, there is no investigation, enquiry or proceeding outstanding or threatened which is likely to result in the suspension, cancellation, modification or revocation of any of the Licences.

5.3 Litigation, Arbitration or Investigation

Other than any litigation, arbitration or administrative proceeding or any enquiry by any Governmental Agency that arises or may arise as a result of or in connection with any matters or transactions contemplated under the Implementation Agreement, the Scheme and/or the Acquisition (including any litigation, arbitration or administrative proceedings or any enquiry by any Governmental Agency that arise or may arise in connection with the Other Approvals, the CFIUS Approval, the Third Party Consents and the Fund Management Consents):

5.3.1 no litigation, arbitration or administrative proceeding is current, pending or (so far as the Company is aware) threatened against the Company which could restrain the entry into, exercise of the Company's rights under and/or performance or enforcement of or compliance with its obligations under the Implementation Agreement;

5.3.2 no litigation, arbitration or administrative proceeding against the Principal Group Entity is current, pending or (so far as the Company is aware) threatened; and

5.3.3 there is no outstanding or (so far as the Company is aware) anticipated investigation or enquiry by any court, tribunal, arbitrator, Governmental Agency having jurisdiction over the Principal Group Entity against such Principal Group Entity.

5.4 Insolvency

No order has been made or petition presented or resolution passed for the winding-up or administration or for the appointment of a provisional liquidator of any Principal Group Entity, nor, so far as the Company is aware, are there any grounds on which any person would be entitled to have any Principal Group Entity wound up or placed in administration, nor, so far as the Company is aware, has any person threatened to present such a petition or convened or threatened to convene a meeting of any Principal Group Entity to consider a resolution to wind up such Principal Group Entity.

6. Contractual Matters

6.1 As far as the Company is aware, all of the Material Contracts are valid, binding and enforceable obligations of the relevant Group Entity.

6.2 As far as the Company is aware, there are no subsisting breaches by the relevant Group Entity of the terms of the Material Contracts, other than any breach of the Material Contracts that arises or may arise as a result of or in connection with any matters or transactions contemplated under the Implementation Agreement, the Scheme and/or the Acquisition.

6.3 Save as disclosed in the Accounts, since the Accounts Date, there is no interested person transaction (as defined in the Listing Manual) between any Group Entity and an interested person (as defined in the Listing Manual) of the Company otherwise than in the ordinary and usual course of business or on an arm's length basis.

6.4 No Principal Group Entity is, or has been, a party to any contract or transaction with a third party which is:

6.4.1 outside the ordinary and usual course of business;

6.4.2 not wholly on an arm's length basis; and

6.4.3 of a loss-making nature.

6.5 Major Leases

6.5.1 For the purposes of this **paragraph 6.5**, a "**Lease**" means a lease entered into between a Group Entity and a customer; and "**Major Lease**" means a Lease which contributes one (1) per cent. or more to the total consolidated revenue of the Group as disclosed and reflected in the Accounts.

6.5.2 The loss of any single Lease would not result in a material adverse effect on the Group as a whole.

6.5.3 In respect of the Major Leases:

(i) they are valid, binding and enforceable and, as far as the Company is aware, have been duly complied with by the parties thereto in all material respects;

(ii) no notice of termination of such leases has been received from any tenant of such Major Leases or served by any Group Entity and so far as the Company is aware, no tenant intends to (i) terminate any such lease prior to its expiration or (ii) vacate its leased premises prior to the expiration of any such lease, and no agreement exists with any tenant with respect to any of the foregoing, except where such tenant has entered into replacement lease(s) with any Group Entity; and

(iii) there are no grounds for termination, rescission, avoidance, repudiation or a material variation of any of such leases.

7. Taxation Matters

7.1 All material returns, computations, notices and information which are or have been required to be made, given or delivered by any Principal Group Entity to any Taxation Authority for any Taxation purpose (the "**Tax Returns**") (i) have been made, given or delivered within the requisite periods or within permitted extensions of such periods; (ii) are up-to-date, complete and accurate in all material respects and made on a proper basis; and (iii) none of them is the subject of any dispute with any Taxation Authority.

7.2 All material Taxes that have been assessed or imposed by any Taxation Authority upon the Principal Group Entities which are due and payable on or before the Record Date and which are not subject to any contest or dispute have been or will be paid on or before the relevant due date for payment.

7.3 Since the Accounts Date, no single Claim for Taxation has been made:

(i) in respect of or arising from any transaction effected or deemed to have been effected on or before the Effective Date; or

(ii) by reference to any income, profits or gains earned, accrued or received on or before the Effective Date,

except:

(a) to the extent that Taxation was paid, provided for or accrued in respect thereof in the Accounts or to the extent that Taxation was paid, provided for or accrued in respect thereof in any of the audited accounts or unaudited accounts or management accounts of a Principal Group Entity on a consolidated basis up to the Effective Date; or

(b) to the extent that such Claim arises as a result only of any provision or reserve in respect thereof being insufficient by reason of any increase in rates of Taxation made after the date hereof with retrospective effect.

"**Claim**" means any notice, demand, assessment, letter or other document issued or action taken by the Taxation Authority or other statutory or governmental authority, body or official whosoever whereby a Principal Group Entity is placed under a liability to make a payment on any Taxation or deprived of any relief, allowance, credit or repayment otherwise available for Taxation purposes, such liability or deprivation not being subject to any contest or dispute by the Principal Group Entity.

7.4 (i) So far as the Company is aware (a) all of the tax incentives enjoyed by the Principal Group Entities as at the date of the Implementation Agreement will not be varied, withdrawn or revoked solely as a result of the Acquisition and/or the Scheme; and (b) each Principal Group Entity has complied in all material respects with all of the conditions subject to which tax incentives have been granted to such Principal Group Entity.

(ii) So far as the Company is aware, no relief (whether by way of deduction, reduction, set-off, exemption, postponement, roll-over, repayment or allowance or otherwise) from, against or in respect of any Taxation has been claimed and/or given to any Principal Group Entity which could be effectively withdrawn, postponed, restricted, clawed back or otherwise lost as a result of any act or omission by any Principal Group Entity or, so far as the Company is aware, as a result of the Scheme.

7.5 So far as the Company is aware, there is no on-going investigation by any Taxation Authority in process or pending with respect to any Tax Returns of any Principal Group Entity pursuant to which liability to Taxation for a Principal Group Entity has been deemed to be probable by the Principal Group Entity in consultation with its external professional advisers (other than queries raised by a Taxation Authority in its usual review of such Tax Returns of a Principal Group Entity).

8. Properties

8.1 For the purposes of this **paragraph 8**:

8.1.1 "**Properties**" means real properties owned or leased by the Significant Subsidiaries and the Principal Group Funds as disclosed in the Data Room Information; and

8.1.2 "**PRC Title Certificates**" means the title certificates in relation to the Properties situated in the PRC which include: (i) the "**Land Use Right Certificates**" and the "**Real Property Ownership Certificates**" in respect of those Properties that have been granted land use rights and real property ownership under separate certificates; and (ii) the "**Real Estate Ownership Certificates**" in respect of those Properties that have been granted land use rights and real property ownership in one unified certificate.

8.2 In respect of the Properties situated outside the PRC, save as disclosed in the Data Room Information, the relevant Group Entities have:

8.2.1 good, valid and marketable title to each Property; or

8.2.2 valid, subsisting and enforceable rights to lease or otherwise use each Property and no default or cause for termination of any such lease exists,

in each case free and clear of all liens, Encumbrances (other than the Permitted Encumbrances), claims and defects or imperfections of title of any kind that would affect the value thereof or interfere with the use made or to be made by them, except for (i) any Encumbrances arising by way of operation of law or in the ordinary and usual course of business or (ii) any liens, Encumbrances, claims and defects or imperfections which would not be material in respect of any construction, development or management of the relevant Properties.

8.3 As far as the Company is aware, in respect of the Properties situated in the PRC, the relevant Group Entities:

8.3.1 in respect of completed Properties (including any completed building(s) thereon): (i) have obtained the PRC Title Certificates, or are otherwise not subject to any legal impediments to obtaining the PRC Title Certificates; (ii) are in compliance in all material respects with the provisions, terms and conditions of the relevant land grant or acquisition contracts and/or the PRC Title Certificates, as well as all applicable laws and regulations; (iii) are not subject to any material pending or threatened action, claim, demand, suit, arbitration, administrative procedures, investigation or other legal proceeding in respect thereof; and (iv) have not received from any Governmental Agency any notice on requisition or confiscation of the Properties or any part thereof (compulsory or otherwise);

8.3.2 in respect of other Property interests (being properties, land or buildings under development, being repositioned or being held for future development, as the case may be): (i) have obtained the PRC Title Certificates, or are otherwise not subject to any legal impediments to obtaining the PRC Title Certificates; (ii) are in compliance in all material respects with the provisions, terms and conditions of the relevant land grant or acquisition contracts and/or the PRC Title Certificates, as well as all applicable laws and regulations; (iii) are not subject to any material pending or threatened action, claim, demand, suit, arbitration, administrative procedures, investigation or other legal proceeding in respect thereof; and (iv) have not received from any Governmental Agency any notice on requisition or confiscation of the Property interests or any part thereof (compulsory or otherwise); and

8.3.3 in respect of any Property under Encumbrance, are not aware of any event or circumstance that would entitle the relevant creditor(s) to enforce such Encumbrance,

in each case, except where (i) the failure to obtain the relevant PRC Title Certificates or enter into the relevant land grant or acquisition contracts or the existence of any legal impediments to obtaining such certificates or entering to such contracts, (ii) the non-compliance with the relevant provisions, terms and conditions of the relevant certificates or land grant or acquisition contracts or applicable laws and regulations, (iii) the relevant action, claim, demand, suit, arbitration, administrative procedures, investigation or other legal proceeding, (iv) the relevant notice on acquisition or confiscation of the Property or (v) the relevant event or circumstance entitling enforcement of the relevant Encumbrance would not be material in respect of any construction, development or management of the relevant Properties.

9. Insurance

9.1 As at the date of the Implementation Agreement, the current insurance and indemnity policies of the Principal Group Companies disclosed in the Data Room Information which are material in the context of the business of the Group as a whole (the "**Policies**") are valid and enforceable.

9.2 In respect of all Policies, all premiums have been duly paid to date other than any non-payment which would not result in a material reduction in the insurance coverage of the Group (taken as a whole).

9.3 No material claims are outstanding in respect of any of the Policies, and so far as the Company is aware, no fact or circumstance exists which might give rise to a material claim under any of the Policies.

10. Employment

10.1 So far as the Company is aware, the Principal Group Entities are, in relation to its employees, in compliance in all material respects with:

10.1.1 all obligations imposed on it by all legislations, regulations and codes of conduct relevant to the relations between it and its employees, including making deductions and payments in respect of the contributions (including employer's contributions) to any relevant competent authority;

10.1.2 all collective agreements for the time being dealing with such relations or the conditions of service of its employees; and

10.1.3 all relevant orders made under any relevant legislation, regulation or code of conduct affecting the conditions of service of its employees.

10.2 All material information relating to the Key Managers' employment terms and conditions and copies of all equity incentive schemes of the Company have been provided to the Offeror and its advisors.

10.3 Save as provided under the Employee Programme, no payment or benefit will become due or payable to any employee of any Group Entity as a consequence of the Acquisition or the Scheme becoming effective.

10.4 Since the Accounts Date, there has been no strike, work stoppage or industrial action by any employee of any Principal Group Entity, on-going or, so far as the Company is aware, threatened.

11. Intellectual Property

11.1 For the purposes of this **paragraph 11**, "**Intellectual Property Rights**" means any trademark, pending trademark application, patent, pending patent application, know-how, registered and unregistered design, copyright, trade secret, licence relating to any of the above or other similar industrial or commercial right.

11.2 So far as the Company is aware, each of the Intellectual Property Rights used or required by each Principal Group Entity in connection with its business is:

11.2.1 in full force and effect and valid and enforceable;

11.2.2 legally and beneficially owned by or validly granted or licenced to, each Principal Group Entity alone, free from any Encumbrance; and

11.2.3 not the subject of a claim or opposition from a person (including an employee of each Principal Group Entity) as to title, validity or enforceability.

12. Hazardous Substance

As far as the Company is aware, no waste or substance (which is prescribed as "petroleum", "toxic" or "hazardous" in any applicable environmental laws, regulations and by-laws) is or has been present at, on, in, under, or emanating from the real properties currently and formerly owned, leased or occupied, including locations acquired by any acquisition of other entities, by any Group Entity, except where such discharge or disposal is made by the Group Entities in compliance with the applicable laws and regulations.

13. Anti-Money Laundering

13.1 No Principal Group Entity has violated or committed an offence under any Anti-Money Laundering Law.

13.2 No Principal Group Entity is or has been the subject of any investigation, inquiry or litigation, administrative or enforcement proceedings by any relevant authority regarding any offence or alleged offence under the Anti-Money Laundering Law, and so far as the Company is aware, no such investigation, inquiry or proceedings have been threatened or are pending.

14. Sanctions

14.1 No Principal Group Entity is, or is owned or controlled by, a Sanctioned Person, and none of the officers or directors of any Principal Group Entity or holders of equity interests of any Principal Group Entity (other than the Company) is a Sanctioned Person.

14.2 Each Principal Group Entity has not in the past two (2) years knowingly engaged in, is now not knowingly engaged in, and will not knowingly engage in, any dealings or transactions with any individual or entity that at the time of the dealing or transaction is or was a Sanctioned Person, or in any country or territory that at the time of the dealing or transaction is or was a Sanctioned Territory, in each case, in violation of applicable Economic Sanctions Law.

15. Anti-Terrorism, etc.

So far as the Company is aware, no Principal Group Entity has violated any laws in relation to, or otherwise engages in or supports, terrorism, incent political unrest or is involved in drug or human trafficking.

Part I – Valuation of Properties in PRC

Property portfolio held under Iowa China Offshore Holdings (Hong Kong) Limited

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
1.	GLP Park Beijing Capital Airport	18 April 2017	1,378.0	Income Capitalisation & DCF Analysis	JLL
2.	GLP Park Beijing Airport, Beijing	18 April 2017	124.1	Income Capitalisation & DCF Analysis	JLL
3.	GLP Park Beijing Airport ACQ1, Beijing	18 April 2017	82.4	Income Capitalisation & DCF Analysis	JLL
4.	GLP Park Tongzhou, Beijing	18 April 2017	26.3	Income Capitalisation & DCF Analysis	JLL
5.	GLP Park Daxing, Beijing	18 April 2017	81.6	Income Capitalisation & DCF Analysis	JLL
6.	GLP Park Tongzhou OIP, Beijing	18 April 2017	36.7	Income Capitalisation & DCF Analysis	JLL
7.	GLP Park Huoxian, Beijing	18 April 2017	10.5	Direct Comparison & Residual Methods	JLL
8.	GLP I-Park•SHUNYI	18 April 2017	93.2	Cost & Residual Methods	JLL
9.	GLP Park TEDA, Tianjin	18 April 2017	83.5	Income Capitalisation & DCF Analysis	JLL
10.	GLP Park Tianjin AIP, Tianjin	18 April 2017	41.8	Income Capitalisation & DCF Analysis	JLL
11.	GLP Park Xiqing, Tianjin	18 April 2017	48.3	Income Capitalisation & DCF Analysis	JLL
12.	GLP Park Wuqing, Tianjin	18 April 2017	94.2	Income Capitalisation & DCF Analysis	JLL
13.	GLP Park Pujia, Tianjin	18 April 2017	29.5	Income Capitalisation & DCF Analysis	JLL
14.	GLP Park THIP, Tianjin	18 April 2017	47.0	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
15.	GLP Park Pujin I, Tianjin	18 April 2017	26.1	Income Capitalisation & DCF Analysis	JLL
16.	GLP Park Pujin II-B, Tianjin	18 April 2017	12.3	Direct Comparison & Residual Methods	JLL
17.	GLP I-Park•BEICHEN	18 April 2017	31.8	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
18.	GLP Park Langfang, Langfang	18 April 2017	82.1	Income Capitalisation & DCF Analysis	JLL
19.	GLP Park Langfang Xianghe, Langfang	18 April 2017	13.2	Cost & Residual Methods	JLL
20.	GLP Park Tangshan, Tangshan	18 April 2017	23.2	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
21.	GLP Park Zhuozhou, Baoding	18 April 2017	21.5	Cost & Residual Methods	JLL
22.	GLP Park SEDA, Shenyang	18 April 2017	29.8	Income Capitalisation & DCF Analysis	JLL
23.	GLP Park Hunnan I, II & III, Shenyang	18 April 2017	60.7	Income Capitalisation & DCF Analysis	JLL
24.	GLP Park Hunnan IIP, Shenyang	18 April 2017	38.9	Income Capitalisation & DCF Analysis	JLL
25.	GLP Park Shenxi, Shenyang	18 April 2017	65.3	Income Capitalisation & DCF Analysis, Direct Comparison, Cost & Residual Methods	JLL
26.	GLP Park Teixi West, Shenyang	18 April 2017	34.7	Direct Comparison & Residual Methods	JLL
27.	GLP Park Yuhong West, Shenyang	18 April 2017	8.7	Income Capitalisation & DCF Analysis	JLL
28.	GLP I-Park•SHENYANG	18 April 2017	61.9	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
29.	GLP Park Dalian Port, Dalian	18 April 2017	119.5	Income Capitalisation & DCF Analysis	JLL
30.	GLP Park Dayaowan, Dalian	18 April 2017	14.7	Income Capitalisation & DCF Analysis	JLL
31.	GLP I-Park•DALIAN	18 April 2017	16.1	Income Capitalisation & DCF Analysis	JLL
32.	GLP Park Harbin, Harbin	18 April 2017	52.5	Income Capitalisation & DCF Analysis	JLL
33.	GLP Park Changchun Auto, Changchun	18 April 2017	37.9	Income Capitalisation & DCF Analysis	JLL
34.	GLP Park Northwest, Putuo	18 April 2017	94.2	Income Capitalisation & DCF Analysis	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
35.	GLP Park Songjiang Phase I & II, Songjiang	18 April 2017	90.1	Income Capitalisation & DCF Analysis	JLL
36.	GLP Park Minhang, Minhang	18 April 2017	56.5	Income Capitalisation & DCF Analysis	JLL
37.	GLP Park Pudong Airport, Pudong	18 April 2017	89.7	Income Capitalisation & DCF Analysis	JLL
38.	GLP Park Fengcheng, Fengxian	18 April 2017	33.8	Cost & Residual Methods	JLL
39.	GLP Park Hongqiao West, Qingpu	18 April 2017	108.0	Income Capitalisation & DCF Analysis	JLL
40.	GLP Park Hongqiao North, Minhang	18 April 2017	53.4	Income Capitalisation & DCF Analysis	JLL
41.	GLP Park Pujiang, Pudong	18 April 2017	54.4	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
42.	GLP Park Pudong Heqing, Pudong	18 April 2017	128.8	Income Capitalisation & DCF Analysis	JLL
43.	GLP Park Meilong, Minhang	18 April 2017	33.1	Income Capitalisation & DCF Analysis	JLL
44.	GLP Park Laogang, Pudong	18 April 2017	14.8	Income Capitalisation & DCF Analysis	JLL
45.	GLP Park Jinqiao, Pudong	18 April 2017	111.2	Income Capitalisation & DCF Analysis	JLL
46.	GLP Park Shenjiang, Pudong	18 April 2017	68.2	Income Capitalisation & DCF Analysis	JLL
47.	Various Lots Non-Bonded Warehouses, GLP Park Lingang, Pudong	18 April 2017	578.0	Income Capitalisation & DCF Analysis, Cost, Direct Comparison & Residual Methods	JLL
48.	GLP Park Lingang Bonded, Pudong	18 April 2017	19.7	Income Capitalisation & DCF Analysis	JLL
49.	GLP Park Dongjing, Songjiang	18 April 2017	115.1	Income Capitalisation & DCF Analysis	JLL
50.	GLP Park Jiading, Jiading	18 April 2017	39.0	Income Capitalisation & DCF Analysis	JLL
51.	GLP Park Anting, Jiading	18 April 2017	54.4	Income Capitalisation & DCF Analysis	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
52.	GLP Park Shihudang, Songjiang	18 April 2017	54.0	Income Capitalisation & DCF Analysis	JLL
53.	GLP Park Lingang West, Pudong	18 April 2017	31.1	Income Capitalisation & DCF Analysis	JLL
54.	GLP Park Liantang, Qingpu	18 April 2017	43.1	Income Capitalisation & DCF Analysis	JLL
55.	GLP Park Waigaoqiao, Pudong	18 April 2017	77.4	DCF Analysis & Residual Methods	JLL
56.	GLP Park Fengxian Seaport, Fengxian	18 April 2017	28.3	Income Capitalisation & DCF Analysis	JLL
57.	GLP Park Zhuqiao, Pudong	18 April 2017	40.6	Cost & Residual Methods	JLL
58.	GLP Park Zhuqiao South, Pudong	18 April 2017	37.5	Income Capitalisation & DCF Analysis	JLL
59.	GLP Park Lingang Fengxian, Fengxian	18 April 2017	72.3	Cost & Residual Methods	JLL
60.	GLP Park Waigaoqiao BLZ, Pudong	18 April 2017	210.9	Income Capitalisation & DCF Analysis	JLL
61.	GLP I-Park Shanghai Wansong [4]	18 January 2017	15.8	Income Capitalisation & DCF Analysis	JLL
62.	GLP I-Park Shanghai Wanzhu [4]	18 January 2017	17.0	Income Capitalisation & DCF Analysis	JLL
63.	GLP Park Suzhou, Suzhou Industrial Park, Suzhou	18 April 2017	458.4	Income Capitalisation & DCF Analysis	JLL
64.	GLP I-Park•SUZHOU	18 April 2017	378.5	Income Capitalisation & DCF Analysis, Direct Comparison, Cost & Residual Methods	JLL
65.	GLP Park Wuzhong, Wuzhong District, Suzhou	18 April 2017	7.0	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
66.	GLP Park Wangting, Xiangcheng District, Suzhou	18 April 2017	53.6	Income Capitalisation & DCF Analysis	JLL
67.	GLP Park Dianshanhu I, Kunshan	18 April 2017	34.4	Income Capitalisation & DCF Analysis	JLL
68.	GLP Park Kunshan, Kunshan	18 April 2017	15.4	Income Capitalisation & DCF Analysis	JLL
69.	GLP Park Qiandeng, Kunshan	18 April 2017	57.2	Income Capitalisation & DCF Analysis	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
70.	GLP Park Wuzhong West, Wuzhong District, Suzhou	18 April 2017	31.9	Income Capitalisation & DCF Analysis	JLL
71.	GLP Park SND, Suzhou New District, Suzhou	18 April 2017	65.3	Income Capitalisation & DCF Analysis	JLL
72.	GLP Park Dianshanhu II & III, Kunshan	18 April 2017	81.4	Income Capitalisation & DCF Analysis	JLL
73.	GLP Park Qiandeng Shipu, Kunshan	18 April 2017	19.9	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
74.	GLP Park Kunshan Wusongjiang, Kunshan	18 April 2017	29.3	Income Capitalisation & DCF Analysis	JLL
75.	GLP Park Changshu Meili, Changshu	18 April 2017	24.2	Income Capitalisation & DCF Analysis	JLL
76.	GLP Park Kunshan EDZ, Kunshan	18 April 2017	22.5	Income Capitalisation & DCF Analysis	JLL
77.	GLP Park Wujiang Pingwang, Suzhou	18 April 2017	7.3	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
78.	GLP Park Jiangning, Nanjing	18 April 2017	39.5	Income Capitalisation & DCF Analysis	JLL
79.	GLP Park Jiangning South, Nanjing	18 April 2017	48.0	Income Capitalisation & DCF Analysis	JLL
80.	GLP Park Jiangning Nanhua, Nanjing	18 April 2017	26.1	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
81.	GLP Park Qixia, Nanjing	18 April 2017	25.0	Income Capitalisation & DCF Analysis	JLL
82.	GLP Park Huai'an ETDZ, Huai'an	18 April 2017	22.8	Income Capitalisation & DCF Analysis	JLL
83.	GLP Park WND, Wuxi	18 April 2017	21.8	Income Capitalisation & DCF Analysis	JLL
84.	GLP Park Wuxi Airport East, Wuxi	18 April 2017	7.3	Direct Comparison & Residual Methods	JLL
85.	GLP I-Park WND III & IV, Wuxi	18 April 2017	198.6	Income Capitalisation, DCF Analysis & Direct Comparison Methods	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
86.	GLP I-Park Wuxi Shuma [4]	18 January 2017	89.3	Income Capitalisation, DCF Analysis & Direct Comparison Methods	JLL
87.	GLP I-Park Wuxi Wanlian [4]	18 January 2017	20.5	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
88.	GLP I-Park WND Pucheng, Wuxi	18 April 2017	11.9	Direct Comparison & Residual Methods	JLL
89.	GLP Park CND I & II, Changzhou	18 April 2017	35.1	Income Capitalisation & DCF Analysis	JLL
90.	GLP Park Changzhou Tianning, Changzhou	18 April 2017	31.2	Income Capitalisation, DCF Analysis, Cost & Residual Methods	JLL
91.	GLP Park Yangzhou, Yangzhou	18 April 2017	20.2	Income Capitalisation, DCF Analysis, Direct Comparison & Residual Methods	JLL
92.	GLP Park Nantong ETDA, Nantong	18 April 2017	28.0	Income Capitalisation & DCF Analysis	JLL
93.	GLP Park Nantong ETDA South, Nantong	18 April 2017	6.5	Cost & Residual Methods	JLL
94.	GLP Park Nantong Sutong, Nantong	18 April 2017	42.7	Income Capitalisation & DCF Analysis	JLL
95.	GLP Park HEDA, Hangzhou	18 April 2017	67.8	Income Capitalisation & DCF Analysis	JLL
96.	GLP Park Linjiang, Hangzhou	18 April 2017	29.9	Income Capitalisation & DCF Analysis	JLL
97.	GLP Park Linjiang South, Hangzhou	18 April 2017	39.3	Cost & Residual Methods	JLL
98.	GLP I-Park Hangzhou Guangde [4]	18 January 2017	33.5	Income Capitalisation, DCF Analysis & Direct Comparison Methods	JLL
99.	GLP Park Deqing Xin'an, Huzhou	18 April 2017	15.7	Income Capitalisation & DCF Analysis	JLL
100.	GLP Park Beilun, Ningbo	18 April 2017	79.7	Income Capitalisation & DCF Analysis	JLL
101.	GLP Park Haining, Jiaxing	18 April 2017	32.5	Income Capitalisation & DCF Analysis	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
102.	GLP Park Haining Jianshan, Jiaxing	18 April 2017	42.1	Income Capitalisation & DCF Analysis	JLL
103.	GLP Park Tongxiang, Jiaxing	18 April 2017	15.7	Cost, Direct Comparison & Residual Methods	JLL
104.	GLP Park Jiashan, Jiaxing	18 April 2017	35.0	Income Capitalisation & DCF Analysis	JLL
105.	GLP I-Park•SHAOXING	18 April 2017	42.1	Income Capitalisation & DCF Analysis, Cost, Direct Comparison & Residual Methods	JLL
106.	GLP Park Yiwu, Jinhua	18 April 2017	62.3	Income Capitalisation, DCF Analysis & Direct Comparison Methods	JLL
107.	GLP Park Licheng Jiqing, Ji'nan	18 April 2017	26.7	Income Capitalisation & DCF Analysis	JLL
108.	GLP Park Qihe, Dezhou	18 April 2017	69.0	Income Capitalisation & DCF Analysis, Cost, Direct Comparison & Residual Methods	JLL
109.	GLP Park Qingdao Airport East, Qingdao	18 April 2017	29.5	Income Capitalisation & DCF Analysis	JLL
110.	GLP Park Qianwan Port, Qingdao	18 April 2017	42.2	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
111.	GLP Park Jiaonan, Qingdao	18 April 2017	15.8	Income Capitalisation & DCF Analysis	JLL
112.	GLP Park Qingdao Airport West, Qingdao	18 April 2017	58.2	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
113.	GLP Park Sanshan, Foshan	18 April 2017	93.2	Income Capitalisation & DCF Analysis	JLL
114.	GLP Park Shunde, Foshan	18 April 2017	66.8	Income Capitalisation & DCF Analysis	JLL
115.	GLP Park Shunde Chencun, Foshan	18 April 2017	100.0	Income Capitalisation, DCF Analysis, Cost & Residual Methods	JLL
116.	GLP Park Danzao, Foshan	18 April 2017	30.5	Cost & Residual Methods	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
117.	GLP Park Danzao North, Foshan	18 April 2017	31.1	Income Capitalisation & DCF Analysis	JLL
118.	GLP Park Yunpu, Guangzhou	18 April 2017	129.2	Income Capitalisation & DCF Analysis	JLL
119.	GLP Park Guangzhou Bonded, Guangzhou	18 April 2017	19.3	Income Capitalisation & DCF Analysis	JLL
120.	GLP Park Zengcheng, Guangzhou	18 April 2017	85.5	Income Capitalisation & DCF Analysis	JLL
121.	GLP Park Nangang, Guangzhou	18 April 2017	57.6	Income Capitalisation & DCF Analysis	JLL
122.	GLP Park Nansha Xinken, Guangzhou	18 April 2017	9.3	Residual Methods	JLL
123.	GLP Park Longgang, Shenzhen	18 April 2017	66.6	Income Capitalisation, DCF Analysis, Direct Comparison & Residual Methods	JLL
124.	GLP Park Yantian, Shenzhen	18 April 2017	126.9	Income Capitalisation & DCF Analysis	JLL
125.	GLP Park Futian, Shenzhen	18 April 2017	47.2	Income Capitalisation & DCF Analysis	JLL
126.	GLP Park Humen Port, Dongguan	18 April 2017	51.1	Income Capitalisation & DCF Analysis	JLL
127.	GLP Park Shipai, Dongguan	18 April 2017	43.5	Income Capitalisation, DCF Analysis, Direct Comparison & Residual Methods	JLL
128.	GLP Park Xiegang East, Dongguan	18 April 2017	17.9	Cost, Direct Comparison & Residual Methods	JLL
129.	GLP Park Zhuhai, Zhuhai	18 April 2017	38.0	Cost, Direct Comparison & Residual Methods	JLL
130.	GLP Park Zhongshan, Zhongshan	18 April 2017	36.6	Income Capitalisation, DCF Analysis, Direct Comparison & Residual Methods	JLL
131.	GLP Park Jiangmen Heshan, Jiangmen	18 April 2017	28.4	Cost, Direct Comparison & Residual Methods	JLL
132.	GLP Park Xiang'an, Xiamen	18 April 2017	30.3	Income Capitalisation & DCF Analysis	JLL
133.	GLP Park Xiamen Jimei, Xiamen	18 April 2017	7.8	Cost & Residual Methods	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
134.	GLP Park Jinjiang, Quanzhou	18 April 2017	37.5	Income Capitalisation & DCF Analysis	JLL
135.	GLP Park Nanning Airport, Nanning	18 April 2017	5.7	Direct Comparison & Residual Methods	JLL
136.	GLP Park Chongqing, Chongqing	18 April 2017	57.0	Income Capitalisation & DCF Analysis	JLL
137.	GLP Park Chongqing Banan, Chongqing	18 April 2017	95.5	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
138.	GLP Park Liangjiang LIP, Chongqing	18 April 2017	29.0	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
139.	GLP Park Chongqing Airport, Chongqing	18 April 2017	46.6	Income Capitalisation & DCF Analysis	JLL
140.	GLP Park Bishan, Chongqing	18 April 2017	28.7	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
141.	GLP Park Chongqing Airport North, Chongqing	18 April 2017	14.7	Cost & Residual Methods	JLL
142.	GLP Park Luohuang, Chongqing	18 April 2017	11.3	Direct Comparison & Residual Methods	JLL
143.	GLP Park CDHT, Chengdu	18 April 2017	48.3	Income Capitalisation & DCF Analysis	JLL
144.	GLP Park Longquanyi, Chengdu	18 April 2017	33.0	Income Capitalisation & DCF Analysis	JLL
145.	GLP Park Xindu, Chengdu	18 April 2017	89.9	Income Capitalisation & DCF Analysis	JLL
146.	GLP Park Xinjin, Chengdu	18 April 2017	76.8	Income Capitalisation & DCF Analysis	JLL
147.	GLP Park Chengdu Jintang, Chengdu	18 April 2017	11.0	Direct Comparison & Residual Methods	JLL
148.	GLP I-Park Chengdu Qinheng[4]	18 January 2017	17.4	Income Capitalisation & DCF Analysis	JLL
149.	GLP I-Park Chengdu Jurun[4]	18 January 2017	45.3	Income Capitalisation & DCF Analysis, Cost, Direct Comparison & Residual Methods	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
150.	GLP Park Qinglong, Meishan	18 April 2017	31.5	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
151.	GLP Park Huangpi, Wuhan	18 April 2017	40.1	Income Capitalisation & DCF Analysis	JLL
152.	GLP Park Jiangxia, Wuhan	18 April 2017	90.0	Income Capitalisation & DCF Analysis	JLL
153.	GLP Park Jiangxia Jingang, Wuhan	18 April 2017	14.2	Cost & Residual Methods	JLL
154.	GLP Park Hannan Xingfu, Wuhan	18 April 2017	28.5	Income Capitalisation & DCF Analysis	JLL
155.	GLP Park Caidian Changfu, Wuhan	18 April 2017	22.8	Cost, Direct Comparison & Residual Methods	JLL
156.	GLP Park Gedian, Ezhou	18 April 2017	43.0	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
157.	GLP Park Hefei Hi-Tech, Hefei	18 April 2017	36.3	Income Capitalisation & DCF Analysis	JLL
158.	GLP Park Feidong, Hefei	18 April 2017	49.2	Income Capitalisation & DCF Analysis	JLL
159.	GLP Park Xi'an Hi-Tech, Xi'an	18 April 2017	89.4	Income Capitalisation & DCF Analysis	JLL
160.	GLP Park Xi'an ETDZ, Xi'an	18 April 2017	20.2	Income Capitalisation & DCF Analysis	JLL
161.	GLP I-Park•XI'AN	18 April 2017	276.1	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
162.	GLP Park Xi'an Heshao, Xi'an	18 April 2017	11.3	Direct Comparison & Residual Methods	JLL
163.	GLP Park Xi'an Fengdong, Xi'an	18 April 2017	13.6	Cost, Direct Comparison & Residual Methods	JLL
164.	GLP Park Xi'an Airport West, Xi'an	18 April 2017	13.1	Cost & Residual Methods	JLL
165.	GLP Park Qinhan, Xianyang	18 April 2017	12.2	Cost, Direct Comparison & Residual Methods	JLL
166.	GLP Park Jinzhou, Changsha	18 April 2017	55.5	Income Capitalisation & DCF Analysis	JLL

No.	Property[1]	Date of Valuation Report[2]	Valuation as of 31 March 2017 (US$ million)[3]	Valuation methodology	Independent Valuer
167.	GLP Park Wangcheng, Changsha	18 April 2017	34.5	Income Capitalisation & DCF Analysis	JLL
168.	GLP Park Wangcheng EDZ, Changsha	18 April 2017	9.7	Cost & Residual Methods	JLL
169.	GLP Park Jinxia, Changsha	18 April 2017	20.8	Income Capitalisation & DCF Analysis	JLL
170.	GLP Park Yunlong, Zhuzhou	18 April 2017	4.2	Direct Comparison & Residual Methods	JLL
171.	GLP Park Zhengzhou, Zhengzhou	18 April 2017	145.3	Income Capitalisation & DCF Analysis	JLL
172.	GLP Park Zhengzhou Xuedian, Zhengzhou	18 April 2017	25.1	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
173.	GLP Park Wuhu Jiujiang, Wuhu	18 April 2017	48.2	Income Capitalisation & DCF Analysis	JLL
174.	Road-Port Suzhou	18 April 2017	98.1	Income Capitalisation & DCF Analysis	JLL
175.	Road-Port Chengdu	18 April 2017	159.6	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
176.	Road-Port Qingdao	18 April 2017	23.2	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
177.	Road-Port Tianjin	18 April 2017	51.2	Income Capitalisation & DCF Analysis	JLL
178.	Road-port Chongqing & GLP Park Chongqing HLB	18 April 2017	13.8	Direct Comparison & Residual Methods	JLL
179.	Road-port Guiyang	18 April 2017	71.9	Income Capitalisation, DCF Analysis & Residual Methods	JLL
		Total	**11,313.3** [2]		

Notes:

(1) Properties in which the Group has an interest as at 30 June 2017. JLL did not conduct valuations or desktop reviews of the construction-in-progress ("**CIP**") projects between 1 April 2017 to 30 June 2017. As the CIP projects constitute only an insignificant portion of the entire portfolio by value, JLL is of the view that had a valuation as at 30 June 2017 been conducted for these CIP properties, the change in values in the period will not constitute a material impact to the overall value of the entire portfolio.

(2) Four (4) assets were entirely/partially acquired during the period between 1 April 2017 and 30 June 2017. The aggregate value of the new assets was assessed at USD 104.7 million as at 30 June 2017.

(3) The valuations were conducted in local currency, i.e. CNY. JLL has adopted the exchange rate of USD 1: CNY 6.945 and USD 1:CNY 6.889, which were the closing mid-market rate at 16:00 GMT 31 December 2016 and 16:00 GMT 31 March 2017 respectively, to convert the local currency into US Dollars. The closing mid-market rate at 16:00 GMT 30 June 2017 was 6.781 (Source: XE.com).

(4) The date of valuation of the property was 31 December 2016. Based on the information available to JLL as of the Latest Practicable Date, had a valuation as at 30 June 2017 been conducted in respect of the property (applying the same bases and assumptions set out in the Valuation Reports), JLL is of the view that the capital value of the property based on the updated valuations would not be materially different from the capital value of the property based on the valuations.

Property portfolio held under CLF Fund I, LP

No.	Property(1)	Date of Valuation Report	Valuation as of 31 March 2017 (US$ million)(2)	Valuation methodology	Independent Valuer
1.	GLP Park Baoshan Yuepu	18 April 2017	210.8	Income Capitalisation & DCF Analysis	JLL
2.	GLP Park Nanhui Yuanzhong	18 April 2017	83.2	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
3.	GLP Park Changshu	18 April 2017	30.8	Income Capitalisation & DCF Analysis	JLL
4.	GLP Park Lujia	18 April 2017	67.3	Income Capitalisation & DCF Analysis	JLL
5.	GLP Park Zhangjiagang	18 April 2017	36.3	Income Capitalisation & DCF Analysis	JLL
6.	GLP Park Taicang	18 April 2017	54.3	Income Capitalisation & DCF Analysis	JLL
7.	GLP Park Kunshan Yushan	18 April 2017	80.8	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
8.	GLP Park Changshu EDZ	18 April 2017	48.6	Income Capitalisation & DCF Analysis	JLL
9.	GLP Park Bacheng	18 April 2017	20.9	Income Capitalisation & DCF Analysis	JLL
10.	GLP Park Wujiang Tongli	18 April 2017	13.6	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
11.	GLP Park Lishui	18 April 2017	17.6	Income Capitalisation & DCF Analysis	JLL

No.	Property[1]	Date of Valuation Report	Valuation as of 31 March 2017 (US$ million)[2]	Valuation methodology	Independent Valuer
12.	GLP Park Longtan	18 April 2017	39.8	Income Capitalisation & DCF Analysis	JLL
13.	GLP Park Xishan Ehu	18 April 2017	106.4	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
14.	GLP Park Jiangyin	18 April 2017	34.5	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
15.	GLP Park Wuxi Meicun	18 April 2017	7.5	Direct Comparison & Residual Methods	JLL
16.	GLP Park Yangzhou ETDZ	18 April 2017	30.6	Income Capitalisation & DCF Analysis	JLL
17.	GLP Park Cidong	18 April 2017	10.2	Cost & Residual Methods	JLL
18.	GLP Park Zhili	18 April 2017	24.4	Income Capitalisation & DCF Analysis	JLL
19.	GLP Park Rui'an	18 April 2017	27.3	Income Capitalisation & DCF Analysis	JLL
20.	GLP Park Shangyu	18 April 2017	28.5	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
21.	GLP Park Licheng	18 April 2017	44.3	Income Capitalisation & DCF Analysis	JLL
22.	GLP Park Jiaozhou	18 April 2017	16.0	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
23.	GLP Park Pinggu	18 April 2017	60.1	Income Capitalisation & DCF Analysis	JLL
24.	GLP Park Pujin II	18 April 2017	44.8	Income Capitalisation & DCF Analysis	JLL
25.	GLP Park Beichen	18 April 2017	44.7	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
26.	GLP Park Ninghe	18 April 2017	37.0	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL

No.	Property[1]	Date of Valuation Report	Valuation as of 31 March 2017 (US$ million)[2]	Valuation methodology	Independent Valuer
27.	GLP Park Jinnan	18 April 2017	38.5	Income Capitalisation & DCF Analysis	JLL
28.	GLP Park Xiqing Xinkou	18 April 2017	19.5	Direct Comparison & Residual Methods	JLL
29.	GLP Park Hunnan South	18 April 2017	31.4	Cost & Residual Methods	JLL
30.	GLP Park Yuhong	18 April 2017	3.8	Direct Comparison & Residual Methods	JLL
31.	GLP Park Dalian Auto	18 April 2017	22.8	Income Capitalisation & DCF Analysis	JLL
32.	GLP Park Changchun ETDZ	18 April 2017	30.9	Income Capitalisation & DCF Analysis	JLL
33.	GLP Park Changchun Hi-Tech	18 April 2017	17.4	Cost & Residual Methods	JLL
34.	GLP Park Sanshui Lubao	18 April 2017	52.0	Income Capitalisation, DCF Analysis, Cost & Residual Methods	JLL
35.	GLP Park Huizhou Yonghu	18 April 2017	26.7	Income Capitalisation & DCF Analysis	JLL
36.	GLP Park Zhaoqing Dawang	18 April 2017	37.7	Income Capitalisation, DCF Analysis, Direct Comparison & Residual Methods	JLL
37.	GLP Park Minhou	18 April 2017	21.3	Cost & Residual Methods	JLL
38.	GLP Park Fuzhou Lianjiang	18 April 2017	12.4	Cost & Residual Methods	JLL
39.	GLP Park Quanzhou Hui'an	18 April 2017	22.8	Cost & Residual Methods	JLL
40.	GLP Park Putian Hi-Tech	18 April 2017	23.8	Income Capitalisation & DCF Analysis	JLL
41.	GLP Park Nanning EDA	18 April 2017	32.8	Income Capitalisation & DCF Analysis	JLL
42.	GLP Park Dazu	18 April 2017	26.3	Income Capitalisation & DCF Analysis, Direct Comparison & Residual Methods	JLL
43.	GLP Park Chongqing Nan'an	18 April 2017	22.1	Cost & Residual Methods	JLL
44.	GLP Park Shuangliu	18 April 2017	47.7	Cost & Residual Methods	JLL
45.	GLP Park Chongzhou	18 April 2017	44.6	Income Capitalisation & DCF Analysis	JLL

No.	Property[1]	Date of Valuation Report	Valuation as of 31 March 2017 (US$ million)[2]	Valuation methodology	Independent Valuer
46.	GLP Park Guanghan	18 April 2017	52.8	Income Capitalisation & DCF Analysis	JLL
47.	GLP Park Caidian	18 April 2017	26.6	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
48.	GLP Park Yangluo	18 April 2017	8.1	Direct Comparison & Residual Methods	JLL
49.	GLP Park Huangpi Hengtian	18 April 2017	32.7	Income Capitalisation & DCF Analysis	JLL
50.	GLP Park Xiaogan	18 April 2017	25.1	Income Capitalisation & DCF Analysis, Cost, Direct Comparison & Residual Methods	JLL
51.	GLP Park Xi'an Airport South	18 April 2017	81.9	Income Capitalisation & DCF Analysis, Cost & Residual Methods	JLL
52.	GLP Park Xi'an Airport North	18 April 2017	43.8	Income Capitalisation & DCF Analysis	JLL
53.	GLP Park Liuyang	18 April 2017	35.8	Income Capitalisation & DCF Analysis	JLL
54.	GLP Park Changsha Airport	18 April 2017	5.6	Direct Comparison & Residual Methods	JLL
55.	GLP Park Kunming Yanglin	18 April 2017	51.5	Cost, Direct Comparison & Residual Methods	JLL
		Total	**2,118.7**[3]		

Notes:

(1) Properties in which the Group has an interest as at 30 June 2017.

(2) The valuations were conducted in local currency, i.e. CNY. JLL has adopted the exchange rate of USD 1:CNY 6.889, which was the closing mid-market rate at 16:00 GMT 31 March 2017, to convert the local currency into US Dollars. The closing mid-market rate at 16:00 GMT 30 June 2017 was 6.781 (Source: XE.com).

(3) JLL was advised that the total expended development cost of the entire portfolio during the period between 31 March 2017 and 30 June 2017 was approximately USD 109.3 million. Save for the uplift in value due to cost expended, JLL is of the view that the aggregate value of the portfolio based on the valuation as of 30 June 2017 would not be materially different from the sum of the aggregate value of the portfolio based on the relevant valuations.

Property portfolio held under CLF Fund II, LP

No.	Property[1]	Date of Valuation Report	Valuation as of 31 March 2017 (US$ million)[2]	Valuation methodology	Independent Valuer
1.	GLP Park Kunshan Hi-Speed Rail	18 April 2017	24.5	Cost & Residual Methods	JLL
2.	GLP Park Qiandeng North	18 April 2017	36.0	Income Capitalisation & DCF Analysis, Cost, Direct Comparison & Residual Methods	JLL
3.	GLP Park Luhe	18 April 2017	6.7	Direct Comparison & Residual Methods	JLL
4.	GLP Park Luhe Changlu	18 April 2017	18.0	Cost & Residual Methods	JLL
5.	GLP Park Ji'nan Airport	18 April 2017	6.3	Direct Comparison & Residual Methods	JLL
6.	GLP Park Ji'nan Hi-tech	18 April 2017	11.5	Direct Comparison & Residual Methods	JLL
7.	GLP Park Nanhu Xinfeng	18 April 2017	10.8	Direct Comparison & Residual Methods	JLL
8.	GLP Park Shunyi Tech	18 April 2017	24.8	Direct Comparison & Residual Methods	JLL
9.	GLP Park Wuqing Sicundian	18 April 2017	7.8	Direct Comparison & Residual Methods	JLL
10.	GLP Park Dadong	18 April 2017	7.5	Cost & Residual Methods	JLL
11.	GLP Park Mawei Chang'an	18 April 2017	15.2	Direct Comparison & Residual Methods	JLL
12.	GLP Park Zhangzhou Guokeng	18 April 2017	3.8	Cost & Residual Methods	JLL
13.	GLP Park Changsha Yuhua	18 April 2017	18.6	Cost & Residual Methods	JLL
14.	GLP Park Caidian Gaoqiao	18 April 2017	16.5	Direct Comparison & Residual Methods	JLL
15.	GLP Park Zhengzhou Airport East	18 April 2017	8.6	Direct Comparison & Residual Methods	JLL
		Total	**216.6**[3][4]		

Notes:

(1) Properties in which the Group has an interest as at 30 June 2017.

(2) The valuations were conducted in local currency, i.e. CNY. JLL has adopted the exchange rate of USD 1:CNY 6.889, which was the closing mid-market rate at 16:00 GMT 31 March 2017, to convert the local currency into US Dollars. The closing mid-market rate at 16:00 GMT 30 June 2017 was 6.781 (Source: XE.com).

(3) JLL was advised that the total expended development cost of the entire portfolio during the period between 31 March 2017 and 30 June 2017 was approximately USD 24.6 million. JLL is of the view that the aggregate value of the portfolio based on the valuation as of 30 June 2017 would not be materially different from the sum of the aggregate value of the portfolio based on the relevant valuations and the total expended development cost in the period.

(4) Two assets were entirely/partially acquired during the period between 1 April and 30 June 2017. The aggregate value of the new assets was assessed at USD 18.4 million as at 30 June 2017.

Part II – Valuation of Properties in Japan

Properties with Valuations as of 31 March 2017

No.	Property[1]	Date of Valuation Report	Valuation as of 31 March 2017 (JPY million)	Valuation methodology	Independent Valuer
1.	GLP Misato III	31 March 2017	24,900	DCF Analysis	Cushman & Wakefield K.K.
2.	GLP Soja	31 March 2017	11,500	DCF Analysis	Cushman & Wakefield K.K.
3.	GLP Atsugi	31 March 2017	22,800	DCF Analysis	Cushman & Wakefield K.K.
4.	GLP Ayase	31 March 2017	16,400	DCF Analysis	Cushman & Wakefield K.K.
5.	GLP Kuki Shiraoka	31 March 2017	3,270	DCF Analysis	Cushman & Wakefield K.K.
6.	GLP Zama	31 March 2017	32,100	DCF Analysis	Cushman & Wakefield K.K.
7.	GLP Naruohama	31 March 2017	25,600	DCF Analysis	Cushman & Wakefield K.K.
8.	GLP Yachiyo	31 March 2017	14,800	DCF Analysis	Cushman & Wakefield K.K.
9.	GLP Sayama Hidaka I	31 March 2017	9,040	DCF Analysis	Cushman & Wakefield K.K.
10.	GLP Soja II	31 March 2017	10,800	DCF Analysis	Cushman & Wakefield K.K.
11.	GLP Sayama Hidaka II	31 March 2017	15,700	DCF Analysis	Cushman & Wakefield K.K.
12.	GLP Kashiwa II	31 March 2017	6,230	DCF Analysis	Cushman & Wakefield K.K.
13.	GLP Kawajima	31 March 2017	9,050	DCF Analysis	Cushman & Wakefield K.K.
14.	GLP Osaka	31 March 2017	35,030	Income Capitalisation & DCF Analysis	CBRE
15.	GLP Urayasu II	31 March 2017	5,690	Income Capitalisation & DCF Analysis	CBRE
16.	GLP Yokohama	31 March 2017	33,580	Income Capitalisation & DCF Analysis	CBRE
17.	GLP Shinsuna	31 March 2017	17,450	Income Capitalisation & DCF Analysis	CBRE
18.	GLP Urayasu	31 March 2017	7,160	Income Capitalisation & DCF Analysis	CBRE
19.	GLP Sapporo	31 March 2017	1,930	Income Capitalisation & DCF Analysis	CBRE
20.	GLP Settsu	31 March 2017	7,120	Income Capitalisation & DCF Analysis	CBRE

No.	Property(1)	Date of Valuation Report	Valuation as of 31 March 2017 (JPY million)	Valuation methodology	Independent Valuer
21.	GLP Shiga	31 March 2017	3,890	Income Capitalisation & DCF Analysis	CBRE
22.	GLP Shonan	31 March 2017	5,560	Income Capitalisation & DCF Analysis	CBRE
23.	GLP Soka	31 March 2017	20,260	Income Capitalisation & DCF Analysis	CBRE
24.	GLP Urayasu IV	31 March 2017	15,420	Income Capitalisation & DCF Analysis	CBRE
25.	GLP Fujimae	31 March 2017	1,900	Income Capitalisation & DCF Analysis	CBRE
26.	GLP Nishinomiya	31 March 2017	2,850	Income Capitalisation & DCF Analysis	CBRE
27.	GLP Funabashi II	31 March 2017	7,530	Income Capitalisation & DCF Analysis	CBRE
28.	GLP Maishima I	31 March 2017	18,630	Income Capitalisation & DCF Analysis	CBRE
29.	GLP Misato	31 March 2017	16,060	Income Capitalisation & DCF Analysis	CBRE
		Total	**402,250**		

Note:

(1) Properties in which the Group has an interest as at 30 June 2017.

Properties with Valuations as of 30 June 2017

No.	Property(1)	Date of Valuation Report	Valuation as of 30 June 2017 (JPY million)	Valuation methodology	Independent Valuer
1.	GLP Wakasu	30 June 2017	9,400	DCF Analysis	CBRE K.K.
2.	GLP Kawasaki	30 June 2017	41,400	DCF Analysis	CBRE K.K.
3.	GLP Osaka II	30 June 2017	29,000	DCF Analysis	CBRE K.K.
4.	GLP Kashiwa	30 June 2017	28,000	DCF Analysis	CBRE K.K.
5.	GLP Ichikawa	30 June 2017	20,700	DCF Analysis	CBRE K.K.
6.	GLP Nagareyama I	30 June 2017	16,580	Direct and non-direct method and Income approach	Nihonbashi Real Estate
7.	GLP Nagareyama II	30 June 2017	6,520	Direct and non-direct method and Income approach	Nihonbashi Real Estate
8.	GLP Nagareyama III	30 June 2017	3,270	Direct and non-direct method and Income approach	Nihonbashi Real Estate

No.	Property[1]	Date of Valuation Report	Valuation as of 30 June 2017 (JPY million)	Valuation methodology	Independent Valuer
9.	GLP Suita	30 June 2017	31,500	Direct and non-direct method and Income approach	Nihonbashi Real Estate
10.	GLP Komaki II	30 June 2017	3,130	Direct and non-direct method and Income approach	Nihonbashi Real Estate
11.	GLP Hirakata III	30 June 2017	6,720	Direct and non-direct method and Income approach	Nihonbashi Real Estate
12.	GLP Goka	30 June 2017	5,767	Direct and non-direct method and Income approach	Nihonbashi Real Estate
13.	GLP Kobe Nishi II	30 June 2017	6,410	Direct and non-direct method and Income approach	Nihonbashi Real Estate
14.	GLP Sagamihara I	30 June 2017	18,000	Direct and non-direct method and Income approach	Nihonbashi Real Estate
15.	GLP Sagamihara II	30 June 2017	9,510	Direct and non-direct method and Income approach	Nihonbashi Real Estate
16.	GLP Sagamihara III	30 June 2017	6,670	Direct and non-direct method and Income approach	Nihonbashi Real Estate
17.	GLP Sagamihara IV	30 June 2017	2,950	Direct and non-direct method and Income approach	Nihonbashi Real Estate
18.	GLP Sagamihara V	30 June 2017	3,110	Direct and non-direct method and Income approach	Nihonbashi Real Estate
19.	GLP Neyagawa	30 June 2017	1,060	Direct and non-direct method and Income approach	Nihonbashi Real Estate
		Total	**249,697**		

Note:

(1) Properties in which the Group has an interest as at 30 June 2017.

Part III – Valuation of Properties in Brazil

Property portfolio held under Brazil Investment Partners I

No.	Fund	Property[1]	Valuation as of 31 March 2017 (R$)	Valuation as of 31 March 2017 (US$)	Valuation methodology	Independent Valuer
1.	BIP I	GLP Americana	213,079,000	68,054,620	Discounted Cash Flow	Cushman & Wakefield
2.	BIP I	GLP Aracaju	151,727,000	48,459,600	Discounted Cash Flow	Cushman & Wakefield
3.	BIP I	GLP Araçatuba	59,602,000	19,036,090	Discounted Cash Flow	Cushman & Wakefield
4.	BIP I	GLP Brasilia	23,538,000	7,517,730	Discounted Cash Flow	Cushman & Wakefield
5.	BIP I	GLP Caçapava	89,929,000	28,722,130	Discounted Cash Flow	Cushman & Wakefield
6.	BIP I	GLP Cachoeirinha	66,531,000	21,249,120	Discounted Cash Flow	Cushman & Wakefield
7.	BIP I	GLP Campo Grande	251,454,000	80,311,080	Discounted Cash Flow	Cushman & Wakefield
8.	BIP I	GLP Cariacica	42,346,000	13,524,750	Discounted Cash Flow	Cushman & Wakefield
9.	BIP I	GLP Castelo Branco I	81,312,000	25,969,980	Discounted Cash Flow	Cushman & Wakefield
10.	BIP I	GLP Castelo Branco II	64,930,000	20,737,780	Discounted Cash Flow	Cushman & Wakefield
11.	BIP I	GLP Confins	54,306,000	17,344,620	Discounted Cash Flow	Cushman & Wakefield
12.	BIP I	GLP Dutra I	175,995,000	56,210,480	Discounted Cash Flow	Cushman & Wakefield
13.	BIP I	GLP Dutra II	22,030,000	7,036,090	Discounted Cash Flow	Cushman & Wakefield
14.	BIP I	GLP Dutra III	92,938,000	29,683,170	Discounted Cash Flow	Cushman & Wakefield
15.	BIP I	GLP Goiania	6,532,000	2,086,230	Discounted Cash Flow	Cushman & Wakefield
16.	BIP I	GLP Hortolandia I	27,759,000	8,865,860	Discounted Cash Flow	Cushman & Wakefield
17.	BIP I	GLP Hortolândia II	16,786,000	5,361,230	Discounted Cash Flow	Cushman & Wakefield
18.	BIP I	GLP Hortolandia III (Mabe I)	68,418,000	21,851,800	Discounted Cash Flow	Cushman & Wakefield
19.	BIP I	GLP Hortolandia III (Mabe II)	41,405,000	13,224,210	Discounted Cash Flow	Cushman & Wakefield
20.	BIP I	GLP Irajá (Development)	49,270,000	15,736,190	Comparison Approach	Cushman & Wakefield
21.	BIP I	GLP Irajá (Land)	72,261,000	23,079,210	Comparison Approach	Cushman & Wakefield
22.	BIP I	GLP Irajá (PF)	79,898,000	25,518,360	Discounted Cash Flow	Cushman & Wakefield
23.	BIP I	GLP Itatiaia	263,160,000	84,049,820	Discounted Cash Flow	Cushman & Wakefield

No.	Fund	Property(1)	Valuation as of 31 March 2017 (R$)	Valuation as of 31 March 2017 (US$)	Valuation methodology	Independent Valuer
24.	BIP I	GLP Park Campina Grande	25,551,000	8,160,650	Discounted Cash Flow	Cushman & Wakefield
25.	BIP I	GLP Park Eldorado do Sul	42,246,000	13,492,810	Discounted Cash Flow	Cushman & Wakefield
26.	BIP I	GLP Pavuna	186,691,000	59,626,640	Discounted Cash Flow	Cushman & Wakefield
27.	BIP I	GLP São Bernardo I	129,307,000	41,298,950	Discounted Cash Flow	Cushman & Wakefield
28.	BIP I	GLP São Bernardo II	51,109,000	16,323,540	Discounted Cash Flow	Cushman & Wakefield
29.	BIP I	GLP Vinhedo	234,074,000	74,760,140	Discounted Cash Flow	Cushman & Wakefield
30.	BIP I (@50%)	GLP Imigrantes Colgate	328,472,000	104,909,610	Discounted Cash Flow	Cushman & Wakefield
31.	BIP I (@50%)	GLP Imigrantes Elog 1	58,393,000	18,649,950	Discounted Cash Flow	Cushman & Wakefield
32.	BIP I (@50%)	GLP Imigrantes Elog 2	49,948,000	15,952,730	Comparison Approach	Cushman & Wakefield
		Total	**3,120,997,000**	**996,805,170**		

Note:

(1) Properties in which the Group has an interest as at 30 June 2017.

Property portfolio held under Brazil Investment Partners II

No.	Fund	Property(1)	Valuation as of 31 March 2017 (R$)	Valuation as of 31 March 2017 (US$)	Valuation methodology	Independent Valuer
1.	BIP II	GLP Araucária I	120,064,000	38,346,850	Discounted Cash Flow	Cushman & Wakefield
2.	BIP II	GLP Araucária II	9,122,000	2,913,450	Discounted Cash Flow	Cushman & Wakefield
3.	BIP II	GLP BBP Beethoven	7,219,000	2,305,650	Discounted Cash Flow	Cushman & Wakefield
4.	BIP II	GLP BBP Brahms	12,095,000	3,862,980	Discounted Cash Flow	Cushman & Wakefield
5.	BIP II	GLP BBP Cristal	20,403,000	6,516,450	Discounted Cash Flow	Cushman & Wakefield
6.	BIP II	GLP BBP Mozart	32,417,000	10,353,560	Discounted Cash Flow	Cushman & Wakefield
7.	BIP II	GLP BBP Topázio	23,803,000	7,602,360	Discounted Cash Flow	Cushman & Wakefield
8.	BIP II	GLP Itapevi I	82,138,000	26,233,790	Discounted Cash Flow	Cushman & Wakefield
9.	BIP II	GLP Itapevi II	241,057,000	76,990,420	Discounted Cash Flow	Cushman & Wakefield
10.	BIP II	GLP Itapevi III	38,208,000	12,203,130	Discounted Cash Flow	Cushman & Wakefield
11.	BIP II	GLP Jandira I	97,582,000	31,166,400	Discounted Cash Flow	Cushman & Wakefield
12.	BIP II	GLP Jandira II	50,137,000	16,013,090	Discounted Cash Flow	Cushman & Wakefield

No.	Fund	Property[1]	Valuation as of 31 March 2017 (R$)	Valuation as of 31 March 2017 (US$)	Valuation methodology	Independent Valuer
13.	BIP II	GLP Jarinu	92,300,000	29,479,400	Discounted Cash Flow	Cushman & Wakefield
14.	BIP II	GLP Jundiai I	118,882,000	37,969,340	Discounted Cash Flow	Cushman & Wakefield
15.	BIP II	GLP Jundiaí II	101,939,000	32,557,970	Discounted Cash Flow	Cushman & Wakefield
16.	BIP II	GLP Jundiaí III	61,929,000	19,779,300	Comparison Approach	Cushman & Wakefield
17.	BIP II	GLP Louveira 1	343,131,000	109,591,500	Discounted Cash Flow	Cushman & Wakefield
18.	BIP II	GLP Louveira 2	13,077,000	4,176,620	Discounted Cash Flow	Cushman & Wakefield
19.	BIP II	GLP Louveira 3	88,853,000	28,378,470	Discounted Cash Flow	Cushman & Wakefield
20.	BIP II	GLP Louveira 4	44,188,000	14,113,060	Discounted Cash Flow	Cushman & Wakefield
21.	BIP II	GLP Louveira 5, 6	144,962,000	46,298,950	Discounted Cash Flow	Cushman & Wakefield
22.	BIP II	GLP Louveira 7	78,531,000	25,081,760	Discounted Cash Flow	Cushman & Wakefield
23.	BIP II	GLP Louveira 8	177,437,000	56,671,030	Discounted Cash Flow	Cushman & Wakefield
24.	BIP II	GLP Louveira 9	20,126,000	6,427,980	Discounted Cash Flow	Cushman & Wakefield
25.	BIP II	GLP Pirituba	63,209,000	20,188,120	Discounted Cash Flow	Cushman & Wakefield
26.	BIP II	GLP Queimados	56,920,000	18,179,500	Discounted Cash Flow	Cushman & Wakefield
27.	BIP II	GLP Resende	48,665,000	15,542,960	Discounted Cash Flow	Cushman & Wakefield
28.	BIP II	GLP São Bernardo III	158,685,000	50,681,890	Discounted Cash Flow	Cushman & Wakefield
29.	BIP II	GLP Suape I	7,461,000	2,382,940	Discounted Cash Flow	Cushman & Wakefield
30.	BIP II	GLP Suape II	75,223,000	24,025,230	Discounted Cash Flow	Cushman & Wakefield
31.	BIP II	GLP Washington Luiz	132,569,000	42,340,790	Discounted Cash Flow	Cushman & Wakefield
		Total	**2,562,332,000**	**818,374,940**		

Note:

(1) Properties in which the Group has an interest as at 30 June 2017.

Property portfolio wholly-owned, directly or indirectly, by the Company

No.	Fund	Property[1]	Valuation as of 31 March 2017 (R$)	Valuation as of 31 March 2017 (US$)	Valuation methodology	Independent Valuer
1.	100% GLP	GLP Embu II	162,259,000	51,823,380	Discounted Cash Flow	Cushman & Wakefield
2.	100% GLP	GLP Cajamar (Land)	120,652,000	38,534,650	Comparison Approach	Cushman & Wakefield
		Total	**282,911,000**	**90,358,030**		

Note:

(1) Properties in which the Group has an interest as at 30 June 2017.

Property portfolio held under Brazil Development Partners I

No.	Fund	Property[1]	Valuation as of 31 March 2017 (R$)	Valuation as of 31 March 2017 (US$)	Valuation methodology	Independent Valuer
1.	BDP I	GLP Cajamar - DC 10	81,127,000	25,910,890	Discounted Cash Flow	Cushman & Wakefield
2.	BDP I	GLP Cajamar - DC 20	112,600,000	35,962,950	Discounted Cash Flow	Cushman & Wakefield
3.	BDP I	GLP Campinas - DC 1	43,960,000	14,040,240	Discounted Cash Flow	Cushman & Wakefield
4.	BDP I	GLP Campinas - DC 2	40,601,000	12,967,420	Discounted Cash Flow	Cushman & Wakefield
5.	BDP I	GLP Campinas - DC 3	46,075,000	14,715,750	Discounted Cash Flow	Cushman & Wakefield
6.	BDP I	GLP Campinas - DC 4	44,118,000	14,090,710	Discounted Cash Flow	Cushman & Wakefield
7.	BDP I	GLP Campinas - DC 5	8,203,000	2,619,930	Discounted Cash Flow	Cushman & Wakefield
8.	BDP I	GLP Campinas - DC 6	13,679,000	4,368,890	Discounted Cash Flow	Cushman & Wakefield
9.	BDP I	GLP Campinas - DC 7	30,972,000	9,892,050	Discounted Cash Flow	Cushman & Wakefield
10.	BDP I	GLP Duque de Caxias (Land)	147,098,000	46,981,160	Comparison Approach	Cushman & Wakefield
11.	BDP I	GLP Embú	193,910,000	61,932,290	Discounted Cash Flow	Cushman & Wakefield
12.	BDP I	GLP Gravataí - DC 1	37,194,000	11,879,270	Discounted Cash Flow	Cushman & Wakefield
13.	BDP I	GLP Gravataí - DC 2	26,665,000	8,516,450	Discounted Cash Flow	Cushman & Wakefield
14.	BDP I	GLP Gravataí - DC 3	31,626,000	10,100,930	Discounted Cash Flow	Cushman & Wakefield
15.	BDP I	GLP Gravataí - DC 4	10,782,000	3,443,630	Discounted Cash Flow	Cushman & Wakefield

No.	Fund	Property[1]	Valuation as of 31 March 2017 (R$)	Valuation as of 31 March 2017 (US$)	Valuation methodology	Independent Valuer
16.	BDP I	GLP Gravataí - DC 5	10,194,000	3,255,830	Discounted Cash Flow	Cushman & Wakefield
17.	BDP I	GLP Guarulhos - DC 1	117,160,000	37,419,350	Discounted Cash Flow	Cushman & Wakefield
18.	BDP I	GLP Guarulhos - DC 10	45,210,000	14,439,480	Discounted Cash Flow	Cushman & Wakefield
19.	BDP I	GLP Guarulhos - DC 2	246,986,000	78,884,060	Discounted Cash Flow	Cushman & Wakefield
20.	BDP I	GLP Guarulhos - DC 3A	19,719,000	6,297,990	Discounted Cash Flow	Cushman & Wakefield
21.	BDP I	GLP Guarulhos - DC 3B	88,011,000	28,109,550	Discounted Cash Flow	Cushman & Wakefield
22.	BDP I	GLP Guarulhos - DC 4	61,845,000	19,752,480	Discounted Cash Flow	Cushman & Wakefield
23.	BDP I	GLP Guarulhos - DC 5	105,612,000	33,731,080	Discounted Cash Flow	Cushman & Wakefield
24.	BDP I	GLP Guarulhos - DC 5 expansão	6,691,000	2,137,020	Discounted Cash Flow	Cushman & Wakefield
25.	BDP I	GLP Guarulhos - DC 6	40,136,000	12,818,910	Discounted Cash Flow	Cushman & Wakefield
26.	BDP I	GLP Guarulhos - DC 7	25,917,000	8,277,550	Discounted Cash Flow	Cushman & Wakefield
27.	BDP I	GLP Guarulhos - DC 8	10,274,000	3,281,380	Discounted Cash Flow	Cushman & Wakefield
28.	BDP I	GLP Guarulhos - DC 9	9,531,000	3,044,080	Discounted Cash Flow	Cushman & Wakefield
29.	BDP I	GLP Guarulhos - DC T100	285,084,000	91,052,060	Discounted Cash Flow	Cushman & Wakefield
30.	BDP I	GLP Guarulhos - DC T200	179,796,000	57,424,470	Discounted Cash Flow	Cushman & Wakefield
31.	BDP I	GLP Guarulhos - DC T300	91,523,000	29,231,240	Discounted Cash Flow	Cushman & Wakefield
32.	BDP I	GLP Guarulhos - DC T400	24,808,000	7,923,350	Discounted Cash Flow	Cushman & Wakefield
33.	BDP I	GLP Ribeirão Preto - DC A1	25,885,000	8,267,330	Discounted Cash Flow	Cushman & Wakefield

No.	Fund	Property[1]	Valuation as of 31 March 2017 (R$)	Valuation as of 31 March 2017 (US$)	Valuation methodology	Independent Valuer
34.	BDP I	GLP Ribeirão Preto - DC A2	23,653,000	7,554,460	Discounted Cash Flow	Cushman & Wakefield
35.	BDP I	GLP Ribeirão Preto - DC B1	64,417,000	20,573,940	Discounted Cash Flow	Cushman & Wakefield
36.	BDP I	GLP Ribeirão Preto - DC B3	29,931,000	9,559,570	Discounted Cash Flow	Cushman & Wakefield
37.	BDP I (@50%)	GLP Imigrantes Colgate	328,472,000	104,909,610	Discounted Cash Flow	Cushman & Wakefield
38.	BDP I (@50%)	GLP Imigrantes Elog 1	58,393,000	18,649,950	Discounted Cash Flow	Cushman & Wakefield
39.	BDP I (@50%)	GLP Imigrantes Elog 2	49,948,000	15,952,730	Comparison Approach	Cushman & Wakefield
		Total	**2,817,806,000**	**899,970,030**		

Note:

(1) Properties in which the Group has an interest as at 30 June 2017.

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IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 1149/2017

IN THE MATTER OF SECTION 210 OF THE COMPANIES ACT, CHAPTER 50

And

IN THE MATTER OF GLOBAL LOGISTIC PROPERTIES LIMITED

(Company Registration No. 200715832Z)

...Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between

Global Logistic Properties Limited

And

Shareholders (as defined herein)

And

Nesta Investment Holdings Limited

PRELIMINARY

In this Scheme, except to the extent that the context requires otherwise, the following expressions shall bear the following respective meanings:

"**Books Closure Date**"	:	A date to be announced (before the Effective Date) by the Company on which the Transfer Books and the Register of Members will be closed in order to determine the entitlements of the Shareholders under this Scheme
"**Business Day**"	:	A day (other than Saturday, Sunday or a gazetted public holiday) on which commercial banks in Singapore are open for business
"**CDP**"	:	The Central Depository (Pte) Limited
"**Companies Act**"	:	The Companies Act, Chapter 50 of Singapore
"**Company**"	:	Global Logistic Properties Limited
"**Court**"	:	The High Court of the Republic of Singapore, or where applicable on appeal, the Court of Appeal of the Republic of Singapore
"**Effective Date**"	:	The date on which this Scheme, if approved and sanctioned by the Court, becomes effective and binding in accordance with its terms
"**Encumbrances**"	:	Any charges, mortgages, security, pledges, liens, options, equities, powers of sale, hypothecations, retention of title, rights of pre-emption, rights of first refusal or security interests of any kind
"**Entitled Shareholders**"	:	Shareholders as at 5.00 p.m. on the Books Closure Date
"**FY2017 Dividend**"	:	The cash dividend of S$0.06 per Share announced by the Company on 19 May 2017 and paid by the Company on 22 August 2017
"**Implementation Agreement**"	:	The implementation agreement dated 14 July 2017 entered into between the Company and the Offeror setting out the terms and conditions on which the Company and the Offeror will implement this Scheme
"**Joint Announcement Date**"	:	14 July 2017, being the date of the joint announcement by the Company and the Offeror in relation to, *inter alia*, this Scheme
"**Latest Practicable Date**"	:	20 October 2017, being the latest practicable date prior to the printing of the Scheme Document
"**Long Stop Date**"	:	14 April 2018, being the date falling nine (9) months from the date of the Implementation Agreement (or such other date as the Company and the Offeror may agree in writing)
"**Offeror**"	:	Nesta Investment Holdings Limited
"**Register of Members**"	:	The register of members of the Company

"**Relevant Shareholders**"	:	The Shareholders who have provided the Relevant Shareholders' Irrevocable Undertakings, namely Khangai Company Limited, HOPU Fund Management Company Limited, Gaoling Fund, L.P., YHG Investment, L.P. and Mr. Ming Z. Mei
"**Relevant Shareholders' Irrevocable Undertakings**"	:	The irrevocable undertakings provided by the Relevant Shareholders in favour of the Offeror to, *inter alia*, waive all rights under the terms of this Scheme and Rule 30 of the Singapore Code on Take-overs and Mergers to receive the Scheme Consideration for the transfer of the Relevant Shares
"**Relevant Shares**"	:	All of the Shares held by the Relevant Shareholders, including any other Shares which they may acquire (directly or indirectly) or which may be issued or unconditionally allotted to them whether pursuant to any bonus issue, rights issue or distribution of Shares or otherwise, on or after the date of their respective Relevant Shareholders' Irrevocable Undertakings. For the avoidance of doubt, this does not include Mr. Ming Z. Mei's deemed interest in 6,750,000 Shares which he has transferred to a counterparty pursuant to a financing transaction, in respect of which he will continue to retain financial exposure subject to certain specified cap and floor levels in respect of up to 6,750,000 Shares. Mr. Ming is not able to exercise the voting rights in respect of these 6,750,000 Shares and does not have any right to repurchase these 6,750,000 Shares
"**Scheme**"	:	This scheme of arrangement in its present form or with or subject to any modification thereof or amendment or addition thereto in accordance with its terms or condition(s) approved or imposed by the Court
"**Scheme Consideration**"	:	The cash amount of S$3.38 for each Share to be paid by the Offeror to each Entitled Shareholder (not being a Relevant Shareholder) in accordance with the terms of this Scheme
"**Scheme Document**"	:	The document dated 27 October 2017 containing this Scheme and any other document(s) which may be issued by or on behalf of the Company to amend, revise, supplement or update the document(s) from time to time
"**Securities Account**"	:	The relevant securities account maintained by a Depositor with CDP but does not include a securities sub-account
"**SFA**"	:	The Securities and Futures Act, Chapter 289 of Singapore
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Share Registrar**"	:	Boardroom Corporate & Advisory Services Pte. Ltd., the share registrar of the Company
"**Shareholders**"	:	(i) Persons who are registered as holders of Shares in the Register of Members (other than CDP); and (ii) where CDP is registered in the Register of Members as the holder of Shares, Depositors who have Shares entered against their names in the Depository Register

"**Shares**"	:	Issued and paid-up ordinary shares in the capital of the Company
"**S$**" or "**SGD**"	:	Singapore dollars, being the lawful currency of Singapore
"**Transfer Books**"	:	The transfer books of the Company
"**Waived Amount**"	:	The aggregate amount of Scheme Consideration that would, but for the Relevant Shareholders' Irrevocable Undertakings, be payable by the Offeror as consideration to the Relevant Shareholders, for the transfer of the Relevant Shares held by them to the Offeror

The expressions "**Depositor**" and "**Depository Register**" shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The term "**Shareholder**", in relation to any Share, includes a person entitled to that Share by transmission.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words indicating a specific gender shall, where applicable, include the other genders (male, female or neuter). References to persons shall, where applicable, include corporations.

A reference to an enactment or statutory provision shall include a reference to any subordinate legislation and any regulation made under the relevant enactment or statutory provision and is a reference to that enactment, statutory provision, subordinate legislation or regulation as from time to time amended, consolidated, modified, re-enacted or replaced, whether before or after the date of this Scheme.

Any reference to a time of day and date shall be a reference to Singapore time and date respectively, unless otherwise specified.

RECITALS

(A) The Company was incorporated in Singapore on 28 August 2007 and was listed on the Mainboard of the SGX-ST on 18 October 2010. As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S$8,619,175,080.86 comprising 4,844,365,222 Shares (including 147,043,032 treasury Shares).

(B) The primary purpose of this Scheme is the acquisition by the Offeror of all the Shares (excluding treasury Shares).

(C) The Company and the Offeror have entered into the Implementation Agreement to set out their respective rights and obligations with respect to this Scheme.

(D) The Offeror has agreed to appear by legal counsel at the hearing of the Originating Summons to sanction this Scheme, and to consent thereto, and to undertake to the Court to be bound thereby and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

PART I

CONDITIONS PRECEDENT

1. This Scheme is conditional upon each condition precedent set out in Clause 3.1 of the Implementation Agreement (as reproduced in **Appendix 7** to the Scheme Document) being satisfied or, subject to the terms of the Implementation Agreement, being waived by the Long Stop Date.

PART II

TRANSFER OF THE SHARES

2. With effect from the Effective Date, all of the Shares (excluding treasury Shares) will be transferred to the Offeror fully paid-up, free from all Encumbrances and 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 dividends, rights and other distributions (if any) declared, paid or made by the Company to the Shareholders on or after the Joint Announcement Date (except for the FY2017 Dividend).

3. For the purpose of giving effect to the transfer of the Shares (excluding treasury Shares) provided for in **Clause 2** of this Scheme:

   (a) in the case of the Entitled Shareholders (not being Depositors), the Company shall authorise any person to execute or effect on behalf of all such Entitled Shareholders an instrument or instruction of transfer of all the Shares held by such Entitled Shareholders and every such instrument or instruction of transfer so executed shall be effective as if it had been executed by the relevant Entitled Shareholder; and

   (b) in the case of the Entitled Shareholders (being Depositors), the Company shall instruct CDP, for and on behalf of such Entitled Shareholders, to debit, not later than seven (7) Business Days after the Effective Date, all the Shares standing to the credit of the Securities Account of such Entitled Shareholders and credit all of such Shares to the Securities Account of the Offeror or such Securities Account(s) as directed by the Offeror.

PART III

PAYMENT OF SCHEME CONSIDERATION

4. In consideration for the transfer of the Shares to the Offeror under **Clause 2** of this Scheme and subject to **Clause 1** of this Scheme, the Offeror shall pay or procure that there shall be paid to each Entitled Shareholder (not being a Relevant Shareholder) the Scheme Consideration, being S$3.38 in cash for each Share transferred pursuant to this Scheme.

5. The Offeror shall, not later than seven (7) Business Days after the Effective Date, and against the transfer of the Shares set out in **Clause 2** of this Scheme, make payment of the aggregate Scheme Consideration payable on the transfer of the Shares (other than the Waived Amount) pursuant to the Scheme to:

   (a) each Entitled Shareholder (not being a Depositor or a Relevant Shareholder) by sending a cheque for the Scheme Consideration payable to and made out in favour of such Entitled Shareholder by ordinary post to his or its address as appearing in the Register of Members at the close of business on the Books Closure Date, at the sole risk of such Entitled Shareholder, or in the case of joint Entitled Shareholders (not being Depositors or Relevant Shareholders), to the first named Entitled Shareholder made out in favour of such Entitled Shareholder by ordinary post to his or its address as appearing in the Register of Members at the close of business on the Books Closure Date, at the sole risk of such joint Entitled Shareholders; and

(b) each Entitled Shareholder (being a Depositor but not being a Relevant Shareholder) by making payment of the aggregate Scheme Consideration payable to such Entitled Shareholder to CDP. CDP shall:

(i) in the case of an Entitled Shareholder (being a Depositor but not being a Relevant Shareholder) who has registered for CDP's direct crediting service, credit the Scheme Consideration payable to such Entitled Shareholder, to the designated bank account of such Entitled Shareholder; and

(ii) in the case of an Entitled Shareholder (being a Depositor but not being a Relevant Shareholder) who has not registered for CDP's direct crediting service, send to such Entitled Shareholder, by ordinary post to his or its address as appearing in the Depository Register at the close of business on the Books Closure Date at the sole risk of such Entitled Shareholder, or in the case of joint Entitled Shareholders, to the first named Entitled Shareholder by ordinary post to his or its address as appearing in the Depository Register at the close of business on the Books Closure Date, at the sole risk of such joint Entitled Shareholders, a cheque for the payment of such aggregate Scheme Consideration made out in favour of such Entitled Shareholder(s).

6. The encashment of any cheque or the crediting by CDP of the aggregate Scheme Consideration in such other manner as the Entitled Shareholder may have agreed with CDP for payment of any cash distributions as referred to in **Clause 5** of this Scheme shall be deemed as good discharge to the Offeror, the Company and CDP for the moneys represented thereby.

7. (a) On and after the day being six (6) calendar months after the posting of such cheques relating to the Scheme Consideration, the Offeror shall have the right to cancel or countermand payment of any such cheque which has not been cashed (or has been returned uncashed) and shall place all such moneys in a bank account in the Company's name with a licensed bank in Singapore selected by the Company.

(b) The Company or its successor entity shall hold such moneys until the expiration of six (6) years from the Effective Date and shall prior to such date make payments therefrom of the sums payable pursuant to **Clause 5** of this Scheme to persons who satisfy the Company or its successor entity that they are respectively entitled thereto and that the cheques referred to in **Clause 5** of this Scheme for which they are payees have not been cashed. Any such determination shall be conclusive and binding upon all persons claiming an interest in the relevant moneys, and any payments made by the Company hereunder shall not include any interest accrued on the sums to which the respective persons are entitled pursuant to **Clause 4** of this Scheme.

(c) On the expiry of six (6) years from the Effective Date, each of the Company and the Offeror shall be released from any further obligation to make any payments of the Scheme Consideration under this Scheme and the Company or its successor entity shall transfer to the Offeror the balance (if any) of the sums then standing to the credit of the bank account referred to in **Clause 7(a)** of this Scheme including accrued interest, subject, if applicable, to the deduction of interest, tax or any withholding tax or any other deduction required by law and subject to the deduction of any expenses.

(d) **Clause 7(c)** of this Scheme shall take effect subject to any prohibition or condition imposed by law.

8. From the Effective Date, each existing share certificate representing a former holding of Shares by the Entitled Shareholders (not being Depositors) will cease to be evidence of title of the Shares represented thereby. The Entitled Shareholders (not being Depositors) shall be required to forward their existing share certificates relating to their Shares to the Share Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 as soon as possible, but not later than seven (7) Business Days after the Effective Date for cancellation.

PART IV

EFFECTIVE DATE

9. Subject to the satisfaction (or, where applicable, waiver) of the conditions precedent set out in **Clause 1** of this Scheme, this Scheme shall become effective and binding upon a copy of the order of the Court sanctioning this Scheme under Section 210 of the Companies Act being duly lodged with the Accounting and Corporate Regulatory Authority of Singapore for registration.

10. Unless this Scheme shall have become effective and binding as aforesaid on or before the Long Stop Date (or such other date as the Court on the application of the Company or the Offeror may allow), this Scheme shall lapse.

11. The Company and the Offeror may jointly consent, for and on behalf of all concerned, to any modification of, or amendment to, this Scheme or to any condition which the Court may think fit to approve or impose.

12. In the event that this Scheme does not become effective and binding for any reason, the costs and expenses incurred by the Company in connection with this Scheme will be borne by the Company.

13. This Scheme shall be governed by, and construed in accordance with, the laws of Singapore, and the Company, the Offeror and Shareholders submit to the non-exclusive jurisdiction of the courts of Singapore. A person who is not a party to this Scheme has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term or provision of this Scheme.

Dated this 27th day of October 2017

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IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 1149/2017

IN THE MATTER OF SECTION 210 OF THE COMPANIES ACT, CHAPTER 50

And

IN THE MATTER OF GLOBAL LOGISTIC PROPERTIES LIMITED

(Company Registration No. 200715832Z)

...Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between

Global Logistic Properties Limited

And

Shareholders (as defined herein)

And

Nesta Investment Holdings Limited

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that by an Order of Court dated 16 October 2017 made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Scheme Meeting**") of Shareholders (as defined in the Schedule hereto) of Global Logistic Properties Limited (the "**Company**") to be convened and such Scheme Meeting shall be held at **Hall 405, Level 4, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593** on **30 November 2017** at **10.00 a.m.**, for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution (the "**Scheme Resolution**"):

> "That the Scheme of Arrangement dated 27 October 2017 (the "**Scheme**") proposed to be made pursuant to Section 210 of the Companies Act, Chapter 50 of Singapore, between (i) the Company, (ii) Shareholders and (iii) Nesta Investment Holdings Limited, a copy of which has been circulated with the Notice convening this Scheme Meeting, be and is hereby approved."

A copy of the said Scheme and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act are incorporated in the Scheme Document (as defined in the Schedule hereto) of which this Notice forms part. Capitalised terms used but not defined herein shall bear the same meanings ascribed to them in the Scheme Document.

Shareholders (including Overseas Shareholders (as defined in the Schedule hereto)) may obtain copies of the Scheme Document and any related documents during normal business hours and up to the date of the Scheme Meeting from the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. Alternatively, an Overseas Shareholder may write in to the Share Registrar at the same address to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) Market Days (as defined in the Schedule hereto) prior to the date of the Scheme Meeting.

A Shareholder entitled to attend and vote at the Scheme Meeting may vote in person at the Scheme Meeting or may appoint one (and not more than one) person, whether a member of the Company or not, as his proxy to attend and vote in his stead.

A form of proxy applicable for the Scheme Meeting (the "**Proxy Form**") is enclosed with the Scheme Document of which this Notice forms part.

It is requested that Proxy Forms be lodged with the Share Registrar at the same address not less than 72 hours before the time fixed for holding the Scheme Meeting.

Each Shareholder entitled to attend and vote at the Scheme Meeting, and who votes in person or by proxy at the Scheme Meeting, may only cast all the votes it uses at the Scheme Meeting in one way, namely, either for or against the Scheme Resolution.

Each Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be either executed under its common seal or signed by its attorney.

A corporation which is a Shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Scheme Meeting, in accordance with Section 179 of the Companies Act.

In the case of joint holders of Shares (as defined in the Schedule hereto), any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members (as defined in the Schedule hereto) or, as the case may be, the Depository Register (as defined in Section 81SF of the SFA (as defined in the Schedule hereto)) shall alone be entitled to vote.

By the said Order of Court, the Court has appointed Dr. Seek Ngee Huat, or failing him, any director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme will be subject to, *inter alia*, the subsequent approval of the Court.

THE SCHEDULE

Expression	Meaning
"**Companies Act**"	The Companies Act, Chapter 50 of Singapore
"**Market Day**"	A day on which the Singapore Exchange Securities Trading Limited is open for the trading of securities
"**Overseas Shareholders**"	Shareholders whose addresses are outside Singapore, as shown on the Register of Members or, as the case may be, in the records of The Central Depository (Pte) Limited
"**Register of Members**"	The register of members of the Company
"**Scheme Document**"	The document dated 27 October 2017 containing the said Scheme of Arrangement and any other document(s) which may be issued by or on behalf of the Company to amend, revise, supplement or update the document(s) from time to time
"**SFA**"	The Securities and Futures Act, Chapter 289 of Singapore
"**Shareholders**"	(i) Persons who are registered as holders of Shares in the Register of Members (other than The Central Depository (Pte) Limited); and (ii) where The Central Depository (Pte) Limited is registered in the Register of Members as the holder of Shares, Depositors (as defined in Section 81SF of the SFA) who have Shares entered against their names in the Depository Register (as defined in Section 81SF of the SFA), and includes persons entitled to those Shares by transmission
"**Shares**"	Issued and paid-up ordinary shares in the capital of the Company

Personal data privacy:

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

Dated this 27th day of October 2017

Allen & Gledhill LLP
One Marina Boulevard #28-00
Singapore 018989

Solicitors for
Global Logistic Properties Limited

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