



25 November 2015

The Manager
Company Notices Section
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir

GOODMAN GROUP (GOODMAN) – RESULTS OF ANNUAL GENERAL MEETINGS

The Annual General Meetings of Goodman were held today and we are pleased to advise that the following resolutions were approved on a poll:

Resolution 1: To appoint Auditors of Goodman Logistics (HK) Limited

The following ordinary resolution of Goodman Logistics (HK) Limited:

“That Messrs KPMG, the retiring Auditors, be re-appointed as Auditors of Goodman Logistics (HK) Limited to hold office until the next Annual General Meeting of Goodman Logistics (HK) Limited and that Goodman Logistics (HK) Limited’s Directors be authorised to fix the Auditor’s remuneration.

Resolution 2: Re-election of Rebecca McGrath as a Director of Goodman Limited and Goodman Logistics (HK) Limited

The following ordinary resolution of Goodman Limited:

“That Ms Rebecca McGrath, a Director of Goodman Limited, retiring by rotation in accordance with the Constitution and the Listing Rules, be re-elected as a Director of Goodman Limited.”

Resolution 3: Re-election of Mr James Sloman as a Director of Goodman Limited

The following resolution as an ordinary resolution of Goodman Limited:

“That Mr James Sloman, a Director of Goodman Limited, retiring by rotation in accordance with the Constitution and the Listing Rules, be re-elected as a Director of Goodman Limited.”

Resolution 4: Re-election of Mr Philip Pearce as a Director of Goodman Limited and Goodman Logistics (HK) Limited

(a) The following resolution as an ordinary resolution of Goodman Limited:

“That Mr Philip Pearce, a Director of Goodman Limited, retiring in accordance with the Constitution and the Listing Rules, be re-elected as a Director of Goodman Limited.”

(b) The following resolution as an ordinary resolution of Goodman Logistics (HK) Limited:

Goodman Group

Goodman Limited | ABN 69 000 123 071
Goodman Funds Management Limited | ABN 48 067 796 641 | AFSL Number 223621
as responsible entity for Goodman Industrial Trust | ARSN 091213 839

Level 17, 60 Castlereagh Street, Sydney NSW 2000 | GPO Box 4703, Sydney NSW 2001 Australia
Tel +61 2 9230 7400 | Fax +61 2 9230 7444

Goodman Logistics (HK) Limited | Company No. 1700359 | ARBN 155 911 149 | a Hong Kong company with limited liability
Suite 2008, Three Pacific Place, 1 Queen’s Road East, Hong Kong | Tel +852 2249 3100 | Fax +852 2525 2070

info-au@goodman.com | www.goodman.com



“That Mr Philip Pearce, a Director of Goodman Logistics (HK) Limited, retiring by rotation in accordance with the GLHK Articles of Association and the Listing Rules, be re-elected as a Director of Goodman Logistics (HK) Limited.”

Resolution 5: Adoption of the Remuneration Report

The following resolution as an ordinary resolution of Goodman Limited:

“That the Remuneration Report for the year ended 30 June 2015 be adopted.”

Resolution 6: Approval of Long Term Incentive Plan

The following resolution as an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval be given for all purposes (including under Listing Rule 7.2 and section 200B of the Corporations Act) for approval of the Long Term Incentive Plan (LTIP) for a period of three years from the date of this approval.”

Resolution 7: Issue of Performance Rights under the Long Term Incentive Plan to Gregory Goodman

The following resolution as an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 2,000,000 Performance Rights to Mr Gregory Goodman as described in the Explanatory Memorandum.”

Resolution 8: Issue of Performance Rights under the Long Term Incentive Plan to Philip Pearce

The following resolution as an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 450,000 Performance Rights to Mr Philip Pearce as described in the Explanatory Memorandum.”

Resolution 9: Issue of Performance Rights under the Long Term Incentive Plan to Danny Peeters

The following resolution as an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 450,000 Performance Rights to Mr Danny Peeters as described in the Explanatory Memorandum.”

Resolution 10: Issue of Performance Rights under the Long Term Incentive Plan to Anthony Rozic

The following resolution as an ordinary resolution of each of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited:

“That approval is given for all purposes (including under Listing Rule 10.14 and section 200B of the Corporations Act) for the grant of 600,000 Performance Rights to Mr Anthony Rozic as described in the Explanatory Memorandum.”



The poll results and proxy summary in relation to each resolution of Goodman Limited are set out in Appendix 1.

The poll results and proxy summary in relation to each resolution of Goodman Industrial Trust are set out in Appendix 2.

The poll results and proxy summary in relation to each resolution of Goodman Logistics (HK) Limited are set out in Appendix 3.

Yours faithfully

A handwritten signature in black ink that reads "Carl Bicego".

Carl Bicego

Company Secretary

Appendix 1 – Goodman Limited

| Resolution 2: Re-election of Ms Rebecca McGrath as a Director of Goodman Limited | Number of Votes* | Total % |
|---|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 1,441,404,920 | 99.69% |
| Proxy votes open to be voted at the proxy's discretion | 1,270,408 | 0.09% |
| Proxy votes cast against the resolution | 3,210,963 | 0.22% |
| Proxy votes abstained on the resolution | 5,644,836 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 1,445,801,901 | 99.78% |
| Poll votes cast against the resolution | 3,210,963 | 0.22% |
| Poll votes abstained on the resolution | 5,644,836 | |

| Resolution 3: Re-election of Mr James Sloman as a Director of Goodman Limited | Number of Votes* | Total % |
|--|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 1,440,754,315 | 99.66% |
| Proxy votes open to be voted at the proxy's discretion | 3,603,974 | 0.25% |
| Proxy votes cast against the resolution | 1,264,137 | 0.09% |
| Proxy votes abstained on the resolution | 5,907,432 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 1,445,136,768 | 99.75% |
| Poll votes cast against the resolution | 3,603,974 | 0.25% |
| Poll votes abstained on the resolution | 5,915,689 | |

| Resolution 4 (a) : Re-election of Mr Philip Pearce as a Director of Goodman Limited | Number of Votes* | Total % |
|--|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 1,430,843,498 | 98.96% |
| Proxy votes open to be voted at the proxy's discretion | 1,267,760 | 0.09% |
| Proxy votes cast against the resolution | 13,737,681 | 0.95% |
| Proxy votes abstained on the resolution | 5,682,188 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 1,435,230,100 | 99.05% |
| Poll votes cast against the resolution | 13,737,681 | 0.95% |
| Poll votes abstained on the resolution | 5,689,919 | |

| Resolution 5: Adoption of the Remuneration Report | Number of Votes* | Total % |
|--|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 1,258,352,015 | 89.98% |
| Proxy votes open to be voted at the proxy's discretion | 1,259,231 | 0.09% |
| Proxy votes cast against the resolution | 138,764,321 | 9.93% |
| Proxy votes abstained on the resolution | 14,598,007 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 1,259,890,758 | 90.08% |
| Poll votes cast against the resolution | 138,776,993 | 9.92% |
| Poll votes abstained on the resolution | 14,598,007 | |

| Resolution 6: Approval of Long Term Incentive Plan | Number of Votes* | Total % |
|---|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 1,265,928,625 | 90.05% |
| Proxy votes open to be voted at the proxy's discretion | 1,189,068 | 0.08% |
| Proxy votes cast against the resolution | 138,779,033 | 9.87% |
| Proxy votes abstained on the resolution | 6,336,641 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 1,267,912,252 | 90.13% |
| Poll votes cast against the resolution | 138,791,705 | 9.87% |
| Poll votes abstained on the resolution | 6,336,641 | |

| Resolution 7: Issue of Performance Rights under the Long Term Incentive Plan to Gregory Goodman | Number of Votes* | Total % |
|--|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 825,028,993 | 60.14% |
| Proxy votes open to be voted at the proxy's discretion | 1,202,438 | 0.09% |
| Proxy votes cast against the resolution | 545,393,595 | 39.77% |
| Proxy votes abstained on the resolution | 41,929,178 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 827,017,733 | 60.26% |
| Poll votes cast against the resolution | 545,406,267 | 39.74% |
| Poll votes abstained on the resolution | 41,937,435 | |

| Resolution 8: Issue of Performance Rights under the Long Term Incentive Plan to Philip Pearce | Number of Votes* | Total % |
|--|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 945,492,949 | 68.88% |
| Proxy votes open to be voted at the proxy's discretion | 1,202,438 | 0.09% |
| Proxy votes cast against the resolution | 425,793,959 | 31.03% |
| Proxy votes abstained on the resolution | 41,064,858 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 947,481,689 | 68.99% |
| Poll votes cast against the resolution | 425,806,631 | 31.01% |
| Poll votes abstained on the resolution | 41,073,115 | |

| Resolution 9: Issue of Performance Rights under the Long Term Incentive Plan to Danny Peeters | Number of Votes* | Total % |
|--|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 950,112,325 | 69.22% |
| Proxy votes open to be voted at the proxy's discretion | 1,198,830 | 0.09% |
| Proxy votes cast against the resolution | 421,166,299 | 30.69% |
| Proxy votes abstained on the resolution | 41,076,750 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 952,097,457 | 69.33% |
| Poll votes cast against the resolution | 421,178,971 | 30.67% |
| Poll votes abstained on the resolution | 41,085,007 | |

| Resolution 10: Issue of Performance Rights under the Long Term Incentive Plan to Anthony Rozic | Number of Votes* | Total % |
|---|-------------------------|----------------|
| Proxy Votes | | |
| Proxy votes cast in favour of the resolution | 948,548,898 | 69.11% |
| Proxy votes open to be voted at the proxy's discretion | 1,200,253 | 0.09% |
| Proxy votes cast against the resolution | 422,728,832 | 30.80% |
| Proxy votes abstained on the resolution | 41,076,221 | |
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 950,535,453 | 69.22% |
| Poll votes cast against the resolution | 422,741,504 | 30.78% |
| Poll votes abstained on the resolution | 41,084,478 | |

*Number of votes relates to Goodman Limited where each member present (in person or by proxy, representative or attorney) has one vote for each fully paid share.

Appendix 2 – Goodman Industrial Trust

| Resolution 6: Approval of Long Term Incentive Plan | Number of Securities* | Number of votes | Total % |
|---|------------------------------|------------------------|----------------|
| Proxy Votes | | | |
| Proxy votes cast in favour of the resolution | 1,265,928,625 | \$6,051,138,827.50 | 90.05% |
| Proxy votes open to be voted at the proxy's discretion | 1,189,068 | \$5,683,745.04 | 0.08% |
| Proxy votes cast against the resolution | 138,779,033 | \$663,363,777.74 | 9.87% |
| Proxy votes abstained on the resolution | 6,336,641 | | |
| Poll Votes | | | |
| Poll votes cast in favour of the resolution | 1,267,912,252 | \$6,060,620,564.56 | 90.13% |
| Poll votes cast against the resolution | 138,791,705 | \$663,424,349.90 | 9.87% |
| Poll votes abstained on the resolution | 6,336,641 | | |

| Resolution 7: Issue of Performance Rights under the Long Term Incentive Plan to Gregory Goodman | Number of Securities* | Number of votes | Total % |
|--|------------------------------|------------------------|----------------|
| Proxy Votes | | | |
| Proxy votes cast in favour of the resolution | 825,028,993 | \$3,943,638,586.54 | 60.14% |
| Proxy votes open to be voted at the proxy's discretion | 1,202,438 | \$5,747,653.64 | 0.09% |
| Proxy votes cast against the resolution | 545,393,595 | \$2,606,981,384.10 | 39.77% |
| Proxy votes abstained on the resolution | 41,929,178 | | |
| Poll Votes | | | |
| Poll votes cast in favour of the resolution | 827,017,733 | \$3,953,144,763.74 | 60.26% |
| Poll votes cast against the resolution | 545,406,267 | \$2,607,041,956.26 | 39.74% |
| Poll votes abstained on the resolution | 41,937,435 | | |

| Resolution 8: Issue of Performance Rights under the Long Term Incentive Plan to Philip Pearce | Number of Securities* | Number of votes | Total % |
|--|------------------------------|------------------------|----------------|
| Proxy Votes | | | |
| Proxy votes cast in favour of the resolution | 945,492,949 | \$4,519,456,296.22 | 68.88% |
| Proxy votes open to be voted at the proxy's discretion | 1,202,438 | \$5,747,653.64 | 0.09% |
| Proxy votes cast against the resolution | 425,793,959 | \$2,035,295,124.02 | 31.03% |
| Proxy votes abstained on the resolution | 41,064,858 | | |
| Poll Votes | | | |
| Poll votes cast in favour of the resolution | 947,481,689 | \$4,528,962,473.42 | 68.99% |
| Poll votes cast against the resolution | 425,806,631 | \$2,035,355,696.18 | 31.01% |
| Poll votes abstained on the resolution | 41,073,115 | | |

| Resolution 9: Issue of Performance Rights under the Long Term Incentive Plan to Danny Peeters | Number of Securities* | Number of votes | Total % |
|--|------------------------------|------------------------|----------------|
| Proxy Votes | | | |
| Proxy votes cast in favour of the resolution | 950,112,325 | \$4,541,536,913.50 | 69.22% |
| Proxy votes open to be voted at the proxy's discretion | 1,198,830 | \$5,730,407.40 | 0.09% |
| Proxy votes cast against the resolution | 421,166,299 | 2,013,174,909.22 | 30.69% |
| Proxy votes abstained on the resolution | 41,076,750 | | |
| Poll Votes | | | |
| Poll votes cast in favour of the resolution | 952,097,457 | \$4,551,025,844.46 | 69.33% |
| Poll votes cast against the resolution | 421,178,971 | \$2,013,235,481.38 | 30.67% |
| Poll votes abstained on the resolution | 41,085,007 | | |

| Resolution 10: Issue of Performance Rights under the Long Term Incentive Plan to Anthony Rozic | Number of Securities* | Number of votes | Total % |
|---|------------------------------|------------------------|----------------|
| Proxy Votes | | | |
| Proxy votes cast in favour of the resolution | 948,548,898 | \$4,534,063,732.44 | 69.11% |
| Proxy votes open to be voted at the proxy's discretion | 1,200,253 | \$5,737,209.34 | 0.09% |
| Proxy votes cast against the resolution | 422,728,832 | \$2,020,643,816.96 | 30.80% |
| Proxy votes abstained on the resolution | 41,076,221 | | |
| Poll Votes | | | |
| Poll votes cast in favour of the resolution | 950,535,453 | \$4,543,559,465.34 | 69.22% |
| Poll votes cast against the resolution | 422,741,504 | \$2,020,704,389.12 | 30.78% |
| Poll votes abstained on the resolution | 41,084,478 | | |

* In respect of Goodman Industrial Trust each member present (in person or by proxy, representative or attorney) has one vote for each one dollar of the value of the units held by the member. Under s253F(a) of the Corporations Act, this is that value attributable to the unit value in the closing price of the stapled security on the day prior to the meeting. The closing price of a GMG security was \$6.19 and the amount allocated to component unit of Goodman Industrial Trust was \$4.78. The number of votes equals the number of securities multiplied by this value.

Appendix 3 – Goodman Logistics (HK) Limited

Summary of Poll Votes cast by CHESSE Depository Nominees Pty Limited's proxy in accordance with voting instructions given by CDI holders on the basis of one vote for each CDI held. The number of proxy votes equals the number of Poll Votes.

| Resolution 1: To appoint Auditors of Goodman Logistics (HK) Limited | Number of Votes | Total % |
|--|------------------------|----------------|
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 1,440,720,165 | 99.76% |
| Poll votes cast against the resolution | 3,449,597 | 0.24% |

| Resolution 4(b): Re-election of Philip Pearce as a Director of Goodman Logistics (HK) Limited | Number of Votes | Total % |
|--|------------------------|----------------|
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 1,437,576,839 | 99.52% |
| Poll votes cast against the resolution | 7,003,976 | 0.48% |

| Resolution 6: Approval of Long Term Incentive Plan | Number of Votes* | Total % |
|---|-------------------------|----------------|
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 1,265,928,625 | 90.12% |
| Poll votes cast against the resolution | 138,779,033 | 9.88% |

| Resolution 7: Issue of Performance Rights under the Long Term Incentive Plan to Gregory Goodman | Number of Votes | Total % |
|--|------------------------|----------------|
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 825,028,993 | 60.20% |
| Poll votes cast against the resolution | 545,393,595 | 39.80% |

| Resolution 8: Issue of Performance Rights under the Long Term Incentive Plan to Philip Pearce | Number of Votes | Total % |
|--|------------------------|----------------|
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 945,492,949 | 68.95% |
| Poll votes cast against the resolution | 425,793,959 | 31.05% |

| Resolution 9: Issue of Performance Rights under the Long Term Incentive Plan to Danny Peeters | Number of Votes | Total % |
|--|------------------------|----------------|
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 950,112,325 | 69.29% |
| Poll votes cast against the resolution | 421,166,299 | 30.71% |

| Resolution 10: Issue of Performance Rights under the Long Term Incentive Plan to Anthony Rozic | Number of Votes | Total % |
|---|------------------------|----------------|
| Poll Votes | | |
| Poll votes cast in favour of the resolution | 948,548,898 | 69.17% |
| Poll votes cast against the resolution | 422,728,832 | 30.83% |