



16 November 2017

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**

To consider and, if thought fit, pass the following resolution as an 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 Mr Ian Ferrier, AM, as a Director of Goodman Limited and Director of Goodman Logistics (HK) Limited**

(a) To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Limited:

“That Mr Ian Ferrier, AM, 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.”

(b) To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Logistics (HK) Limited:

“That Mr Ian Ferrier, AM, a Director of Goodman Logistics (HK) Limited, retiring by rotation in accordance with the Constitution and the Listing Rules, be re-elected as a Director of Goodman Logistics (HK) Limited.”

#### **Resolution 3: Election of Mr Stephen Johns as a Director of Goodman Limited**

To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Limited:

“That Mr Stephen Johns, a Director of Goodman Limited, appointed since the last AGM and retiring in accordance with the Constitution and the Listing Rules, be elected as a Director of Goodman 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 901, 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

**Resolution 4: Adoption of the Remuneration Report**

To consider and, if thought fit, pass the following resolution as an ordinary resolution of Goodman Limited:

“That the Remuneration Report for the year ended 30 June 2017 be adopted.”

**Resolution 5: Issue of Performance Rights under the Long Term Incentive Plan to Mr Gregory Goodman**

To consider and, if thought fit, pass 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 1,600,000 Performance Rights to, and the acquisition of Goodman Group stapled securities by, Mr Gregory Goodman as described in the Explanatory Memorandum to this Notice of Meetings.”

**Resolution 6: Issue of Performance Rights under the Long Term Incentive Plan to Mr Danny Peeters**

To consider and, if thought fit, pass 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 550,000 Performance Rights to, and the acquisition of Goodman Group stapled securities by, Mr Danny Peeters as described in the Explanatory Memorandum to this Notice of Meetings.”

**Resolution 7: Issue of Performance Rights under the Long Term Incentive Plan to Anthony Rozic**

To consider and, if thought fit, pass 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, and the acquisition of Goodman Group stapled securities by, Mr Anthony Rozic as described in the Explanatory Memorandum to this Notice of Meetings.”

A voting exclusion applies to this resolution as set out at the end of this section.

**Resolution 8: Amendment of the GLHK Articles of Association**

To consider and, if thought fit, pass the following resolution as a special resolution of Goodman Logistics (HK) Limited:

“That the new Goodman Logistics (HK) Limited articles of association, in the form produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be approved and adopted as the Goodman Logistics (HK) Limited articles of association in substitution for, and to the exclusion of, the existing articles of association of Goodman Logistics (HK) Limited with effect from the date of the passing of this resolution.”

Due to the result on Resolution 4, Resolution 9 (Spill Resolution) was not put to the meeting.



The Poll Report and Proxy and Poll Summary in relation to each resolution of Goodman Limited, Goodman Industrial Trust and Goodman Logistics (HK) Limited are attached.

Yours faithfully

A handwritten signature in black ink that reads "Carl Bicego". The signature is written in a cursive style with a large initial 'C'.

Carl Bicego  
**Company Secretary**

16 November 2017



The Chairman  
GOODMAN GROUP  
Level 17  
60 Castlereagh Street  
Sydney NSW 2000

Computershare Investor Services Pty Limited  
ABN 48 078 279 277  
Level Four 60 Carrington Street  
Sydney NSW 2000 Australia  
GPO Box 7045  
Sydney NSW 2001 Australia  
Telephone 61 2 8234 5000  
Facsimile 61 2 8235 8150  
www.computershare.com

## Poll Report

I, Doris Grave, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Annual General Meetings of the shareholders of Goodman Limited, the unitholders of Goodman Industrial Trust and the sole shareholder of Goodman Logistics (HK) Limited held at Sofitel Wentworth Hotel, Wentworth Ballroom (Perth & Sydney Room), 3rd Floor, 61-101 Phillip Street, Sydney NSW on 16 November 2017 at 10:00 am, report as follows:

### 1) APPOINT AUDITORS OF GOODMAN LOGISTICS (HK) LIMITED

	Number	%
Votes cast 'FOR' the motion	1,483,476,012	99.19
Votes cast 'AGAINST' the motion	12,120,292	0.81
TOTAL VOTES CAST	<u>1,495,596,304</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution.

### 2a) RE-ELECT MR IAN FERRIER, AM, AS A DIRECTOR OF GOODMAN LIMITED

	Number	%
Votes cast 'FOR' the motion	1,169,011,085	78.22
Votes cast 'AGAINST' the motion	325,481,383	21.78
TOTAL VOTES CAST	<u>1,494,492,468</u>	<u>100.00</u>
Votes "Abstained"	11,538,901	

The resolution was carried as an ordinary resolution.

### 2b) RE-ELECT MR IAN FERRIER, AM, AS A DIRECTOR OF GOODMAN LOGISTICS (HK) LIMITED

	Number	%
Votes cast 'FOR' the motion	1,164,766,874	78.19
Votes cast 'AGAINST' the motion	324,940,139	21.81
TOTAL VOTES CAST	<u>1,489,707,013</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution.

### 3) ELECTION OF MR STEPHEN JOHNS AS A DIRECTOR OF GOODMAN LIMITED

	Number	%
Votes cast 'FOR' the motion	1,478,739,531	98.41
Votes cast 'AGAINST' the motion	23,922,823	1.59
TOTAL VOTES CAST	<u>1,502,662,354</u>	<u>100.00</u>
Votes "Abstained"	3,369,015	

The resolution was carried as an ordinary resolution.

#### 4) ADOPTION OF REMUNERATION REPORT

	Number	%
Votes cast 'FOR' the motion	1,097,833,819	75.76
Votes cast 'AGAINST' the motion	351,225,027	24.24
TOTAL VOTES CAST	<u>1,449,058,846</u>	<u>100.00</u>
Votes "Abstained"	14,491,179	

The resolution was carried as an ordinary resolution.

#### 5) ISSUE OF PERFORMANCE RIGHTS TO GREGORY GOODMAN

##### • Goodman Limited and Goodman Industrial Trust

	Goodman Limited Number	%	Goodman Industrial Trust Number*
Votes cast 'FOR' the motion	1,181,445,278	81.37	7,419,476,345
Votes cast 'AGAINST' the motion	270,463,547	18.63	1,698,511,075
TOTAL VOTES CAST	<u>1,451,908,825</u>	<u>100.00</u>	<u>9,117,987,420</u>
Votes "Abstained"	13,964,558		

##### • Goodman Logistics (HK) Limited

	Number	%
Votes cast 'FOR' the motion	1,179,575,101	81.38
Votes cast 'AGAINST' the motion	269,859,142	18.62
TOTAL VOTES CAST	<u>1,449,434,243</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution.

#### 6) ISSUE OF PERFORMANCE RIGHTS TO DANNY PEETERS

##### • Goodman Limited and Goodman Industrial Trust

	Goodman Limited Number	%	Goodman Industrial Trust Number*
Votes cast 'FOR' the motion	1,185,118,657	81.57	7,442,545,165
Votes cast 'AGAINST' the motion	267,764,801	18.43	1,681,562,950
TOTAL VOTES CAST	<u>1,452,883,458</u>	<u>100.00</u>	<u>9,124,108,115.00</u>
Votes "Abstained"	12,989,925		

##### • Goodman Logistics (HK) Limited

	Number	%
Votes cast 'FOR' the motion	1,183,246,245	81.58
Votes cast 'AGAINST' the motion	267,160,396	18.42
TOTAL VOTES CAST	<u>1,450,406,641</u>	<u>100.00</u>

The resolution was carried as an ordinary resolution.

## 7) ISSUE OF PERFORMANCE RIGHTS TO ANTHONY ROZIC

### • Goodman Limited and Goodman Industrial Trust

	<b>Goodman Limited</b>		<b>Goodman Industrial Trust</b>
	<b>Number</b>	<b>%</b>	<b>Number*</b>
Votes cast 'FOR' the motion	1,185,132,903	81.57	7,442,634,630
Votes cast 'AGAINST' the motion	267,750,882	18.43	1,681,475,538
<b>TOTAL VOTES CAST</b>	<b>1,452,883,785</b>	<b>100.00</b>	<b>9,124,110,168</b>
Votes "Abstained"	12,990,048		

### • Goodman Logistics (HK) Limited

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	1,183,255,151	81.58
Votes cast 'AGAINST' the motion	267,146,477	18.42
<b>TOTAL VOTES CAST</b>	<b>1,450,401,628</b>	<b>100.00</b>

The resolution was carried as an ordinary resolution.

## 8) AMENDMENT OF THE GLHK ARTICLES OF ASSOCIATION

	<b>Number</b>	<b>%</b>
Votes cast 'FOR' the motion	1,494,172,023	99.90
Votes cast 'AGAINST' the motion	1,446,765	0.10
<b>TOTAL VOTES CAST</b>	<b>1,495,618,788</b>	<b>100.00</b>

The resolution was carried as a special resolution.

\* For Goodman Industrial Trust the number of votes is determined by multiplying the number of units by the dollar value of each unit. The dollar value of each unit equals \$6.28 based on the value attributable to the GIT Unit as a component of GMG stapled securities at the closing price of GMG securities on 15 November 2017

Yours faithfully,



**Doris Grave**

Returning Officer

*Computershare Investor Services Pty Limited*

**1) APPOINT AUDITORS OF GOODMAN LOGISTICS (HK) LIMITED**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>
1,483,476,012	12,120,292

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>
1,483,476,012	12,120,292

**2a) RE-ELECT MR IAN FERRIER, AM, AS A DIRECTOR OF GOODMAN LIMITED**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
1,164,824,129	324,870,528	11,347,468	1,873,069

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,169,011,085	325,481,383	11,538,901

**2b) RE-ELECT MR IAN FERRIER, AM, AS A DIRECTOR OF GOODMAN LOGISTICS (HK) LIMITED**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>
1,164,766,874	324,940,139

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>
1,164,766,874	324,940,139

**3) ELECTION OF MR STEPHEN JOHNS AS A DIRECTOR OF GOODMAN LIMITED**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
1,474,347,500	23,311,968	3,369,015	1,886,711

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,478,739,531	23,922,823	3,369,015

#### 4) **ADOPTION OF REMUNERATION REPORT**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
1,096,599,381	350,491,135	14,491,179	1,772,704

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,097,833,819	351,225,027	14,491,179

#### 5) **ISSUE OF PERFORMANCE RIGHTS TO GREGORY GOODMAN**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

• **Goodman Limited and Goodman Industrial Trust \***

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
1,179,575,101	269,859,142	13,958,507	1,661,048

• **Goodman Logistics (HK) Limited**

<b>For</b>	<b>Against</b>
1,179,575,101	269,859,142

The motions were each carried as an ordinary resolution on a poll the details of which are:

• **Goodman Limited and Goodman Industrial Trust \***

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,181,445,278	270,463,547	13,964,558

• **Goodman Logistics (HK) Limited**

<b>For</b>	<b>Against</b>
1,179,575,101	269,859,142



**6) ISSUE OF PERFORMANCE RIGHTS TO DANNY PEETERS**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

• **Goodman Limited and Goodman Industrial Trust \***

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
1,183,246,245	267,160,396	12,983,874	1,663,283

• **Goodman Logistics (HK) Limited**

<b>For</b>	<b>Against</b>
1,183,246,245	267,160,396

The motions were each carried as an ordinary resolution on a poll the details of which are:

• **Goodman Limited and Goodman Industrial Trust \***

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,185,118,657	267,764,801	12,989,925

• **Goodman Logistics (HK) Limited**

<b>For</b>	<b>Against</b>
1,183,246,245	267,160,396

**7) ISSUE OF PERFORMANCE RIGHTS TO ANTHONY ROZIC**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

• **Goodman Limited and Goodman Industrial Trust \***

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
1,183,255,151	267,146,477	12,983,997	1,668,623

• **Goodman Logistics (HK) Limited**

<b>For</b>	<b>Against</b>
1,183,255,151	267,146,477

The motions were each carried as an ordinary resolution on a poll the details of which are:

• **Goodman Limited and Goodman Industrial Trust \***

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,185,132,903	267,750,882	12,990,048

• **Goodman Logistics (HK) Limited**

<b>For</b>	<b>Against</b>
1,183,255,151	267,146,477

**8) AMENDMENT OF THE GLHK ARTICLES OF ASSOCIATION**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>
1,494,172,023	1,446,765

The motion was carried as a special resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>
1,494,172,023	1,446,765

\* For Goodman Industrial Trust the number of votes is determined by multiplying the number of units by the dollar value of each unit. The dollar value of each unit equals \$6.28 based on the value attributable to the GIT Unit as a component of GMG stapled securities at the closing price of GMG securities on 15 November 2017