



22 October 2013

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

Dear Sir

Goodman Group (Goodman) Notice of Annual General Meetings

We enclose the Goodman Notice of Annual General Meetings.

This year's Annual General Meeting is to be held on Friday 22 November 2013 at 10.00am (Sydney time) at the Westin, Ballroom 1, No 1 Martin Place, Sydney, NSW.

Please do not hesitate to contact the undersigned if you require further information.

Yours faithfully

Carl Bicego
Company Secretary

enc

Goodman Group

Goodman Limited | ABN 69 000 123 071

Goodman Funds Management Limited | ABN 48 067 796 641 | AFSL Number 223621

as responsible entity of 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

Notice of Annual General Meetings+



2013

Notice is hereby given that the Annual General Meetings (AGMs or each an AGM) of the shareholders of Goodman Limited (GL), the sole shareholder of Goodman Logistics (HK) Limited (GLHK) and the unitholders of Goodman Industrial Trust (GIT) will be held at:

The Westin Sydney, Ballroom 1
No 1 Martin Place, Sydney, NSW

On Friday, 22 November 2013
at 10:00 am (Sydney time).

Important Notice: To vote in respect of Goodman Logistics (HK) Limited resolutions you must complete and lodge the Voting and Proxy Form prior to the AGM – see page 5. You cannot vote in person at the meeting.

Goodman Group comprising of:
Goodman Limited (ABN 69 000 123 071)
Goodman Industrial Trust (ARSN 091 213 839)
Goodman Logistics (HK) Limited
(Company Registration No. 1700359; ARBN 155 911 149)
– a Hong Kong company with limited liability

Business

Item A – Annual Report of Goodman Group

To consider the financial report, directors' report and auditor's report of Goodman Limited and its consolidated entities for the year ended 30 June 2013.

Item B – Accounts of Goodman Logistics (HK) Limited

Resolution 1: To receive and adopt the Audited Financial Statements of Goodman Logistics (HK) Limited for the year ended 30 June 2013

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

"That the Audited Financial Statements of Goodman Logistics (HK) Limited for the year ended 30 June 2013, the Directors' Report and the Auditor's Report be received and adopted."

Resolution 2: 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."

Item C – General Business

Resolution 3: Re-election of Mr Phillip Pryke 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 Phillip Pryke, 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: Election of Mr Philip Pearce 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 Philip Pearce, a Director of Goodman Limited, retiring in accordance with the Constitution and the Listing Rules, be elected as a Director of Goodman Limited."

Resolution 5: Election of Mr Danny Peeters 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 Danny Peeters, a Director of Goodman Limited, retiring in accordance with the Constitution and the Listing Rules, be elected as a Director of Goodman Limited."

Resolution 6: Election of Mr Anthony Rozic 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 Anthony Rozic, a Director of Goodman Limited, retiring in accordance with the Constitution and the Listing Rules, be elected as a Director of Goodman Limited."

Resolution 7: 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 2013 be adopted."

The vote on this resolution is advisory and does not bind the Directors. However, there are additional consequences where 25% or more of votes cast are against the resolution at consecutive AGMs as set out in the Explanatory Memorandum.

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

Item D – Special Business

Resolution 8: 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 section 200B of the Corporations Act and the Listing Rules) for the grant of 947,368 Performance Rights to Mr Gregory Goodman as described in the Explanatory Memorandum."

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

Resolution 9: Issue of Performance Rights under the Long Term Incentive Plan to Mr Philip Pearce

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 section 200B of the Corporations Act and the Listing Rules) for the grant of 394,737 Performance Rights to Mr Philip Pearce as described in the Explanatory Memorandum."

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

Resolution 10: 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 section 200B of the Corporations Act and the Listing Rules) for the grant of 421,053 Performance Rights to Mr Danny Peeters as described in the Explanatory Memorandum.”

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

Resolution 11: Issue of Performance Rights under the Long Term Incentive Plan to Mr 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 section 200B of the Corporations Act and the Listing Rules) for the grant of 421,053 Performance Rights to Mr Anthony Rozic as described in the Explanatory Memorandum.”

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

Resolution 12: Approval of amendments to the Goodman Industrial Trust Constitution

To consider and, if thought fit, pass the following resolution as a special resolution of Goodman Industrial Trust:

“That the constitution of Goodman Industrial Trust be amended to provide greater flexibility in the setting of the issue price of interests in accordance with the provisions of the Supplemental Deed in the form tabled at the meeting and initialled by the Chairman of the meeting for the purpose of identification, and that Goodman Funds Management Limited is authorised to execute the Supplemental Deed and lodge it with the Australian Securities and Investments Commission to give effect to these amendments to the constitution of Goodman Industrial Trust.”

Voting exclusion statements

Resolutions 1 to 6, and 12

No voting exclusions apply in relation to Resolutions 1 to 6, or 12.

Resolution 7: Adoption of the Remuneration Report

In accordance with the Corporations Act, a vote on Resolution 7 must not be cast (in any capacity) by or on behalf of any member of the key management personnel for the Company, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member.

However, such a person described above may cast a vote on Resolution 7 if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 7; or
- (b) the person is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Resolutions 8, 9, 10 and 11: Issue of Performance Rights under the Long Term Incentive Plan to Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic

A vote must not be cast on Resolutions 8 to 11 by a member of the Company's key management personnel or a closely related party of such a person, acting as proxy, if their appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, this voting exclusion does not apply if the key management personnel is the Chairman of the Meeting acting as proxy and their appointment expressly authorises the Chairman of the Meeting to exercise the proxy, even if that item or resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

Goodman will disregard any votes cast on Resolutions 8, 9, 10 or 11 by Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters, Mr Anthony Rozic and any other Director (except one who is ineligible to participate in any employee incentive scheme in relation to Goodman) and any associate of those persons.

Business Continued

However, a vote need not be disregarded only because:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the instructions on the Voting and Proxy Form; or
- (b) it is cast by the Chairman of the Meetings as proxy for a person who is entitled to vote in accordance with the instructions on the Voting and Proxy Form to vote as the proxy decides.

In addition, a vote on Resolutions 8, 9, 10 or 11 must not be cast (in any capacity) by or on behalf of Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters or Mr Anthony Rozic or an associate of them (a "relevant person"). However, a relevant person is entitled to cast a vote on Resolution 8, 9, 10 or 11 if:

- + they act as a proxy, appointed in writing that specifies how the proxy is to vote on the resolution; and
- + the vote is not cast on behalf of a relevant person.

The Chairman of the Meetings intends to vote undirected proxies in favour of all Resolutions.

Defined terms used in this Notice of Meetings are set out at the end of this document.

Combined Meetings

The Meetings will be held and conducted as combined meetings of the shareholders of GL, unitholders of GIT and the sole shareholder of GLHK. All Resolutions at each AGM will be determined on a poll.

Where a Resolution is to be considered by the members of more than one Goodman entity, the poll will be taken at the same time, but the result separately taken and recorded. The Resolution will not be effective unless passed by the required majority by the members of each relevant Goodman entity.

Rights of Securityholders as a GLHK CDI holder in relation to Goodman Logistics (HK) Limited

Securityholders are entitled:

- (a) to attend and speak at the GLHK AGM; and
- (b) to cause the GLHK shares referenced by the CHES Depositary Interests (GLHK CDIs) stapled to their Goodman stapled securities to be voted at the AGM by directing Chess Depositary Nominees Pty Limited (Nominee) as the legal holder of those shares to vote those shares in the manner directed in the Voting and Proxy Form.

To cause the GLHK shares referenced by the GLHK CDIs forming part of your Goodman Securities to be voted on your behalf at the AGM, you will need to complete and lodge the voting instruction component of the Voting and Proxy Form prior to the AGM, in accordance with the instructions below (whether or not you wish to appoint a proxy or vote directly in respect of the GL and GIT AGMs).

The Nominee will then appoint two proxies, one to vote in favour and one against each Resolution to be considered at the GLHK AGM, in accordance with the voting instructions. GLHK will allow the Nominee to lodge those proxies at any time up to 5:00pm on the day prior to the Meeting.

All actions of the Nominee will be undertaken by Computershare Investor Services Pty Limited as the agent of the Nominee exercising its power of attorney under ASX Settlement Operating Rule 13.5.8.

This directed voting by way of lodgement of the Voting and Proxy Form **prior to the AGM** is the only way Securityholders will be entitled to vote at the GLHK AGM. In particular, Securityholders will not be entitled to vote personally (whether by person, proxy, representative or attorney) at the GLHK AGM, as they are not the legal holder of the GLHK shares, nor will they be able to change their voting instructions after 10:00am (Sydney time) on 20 November 2013, or if the Meetings are adjourned, at least 48 hours before its resumption in relation to the adjourned part of the Meetings.

Securityholders should note that unlike for the GLHK AGM, they will be able to vote personally in respect of the GL and GIT AGMs, either by attending and voting at the meeting or, by appointing a proxy to vote on their behalf by completing and lodging the Voting and Proxy Form prior to the AGMs.

Annual Report

The Annual Report is available for download from Goodman's website at <http://investors.goodman.com> and was provided to Securityholders on 27 September 2013.

Required vote and majority

Aside from Resolution 12, the Resolutions will be passed as ordinary resolutions of GL, GIT and GLHK (as applicable) for all purposes under the Listing Rules and the Corporations Act or Companies Ordinance (as applicable) if they are approved by the majority of votes cast by members (being the Nominee in the case of GLHK) present and voting (including by proxy) at the Meetings.

Resolution 12 will require a special resolution of the unitholders of GIT and will be approved if 75% or more of the votes cast on that Resolution at the Meetings on behalf of its Securityholders are in favour of the Resolution.

Each resolution is to be considered separately, and the approval or otherwise of a resolution will not be conditional on the outcome of another, (except where a particular resolution must be approved by the members of more than one Goodman entity).

Voting entitlements

The Directors have determined (pursuant to regulation 7.11.37 of the Corporations Regulations 2001 in the case of GL and GIT) that the holding of each Securityholder for the purposes of ascertaining the voting entitlements for the Meetings will be as it appears in the Register at 7:00 pm (Sydney time) on 20 November 2013.

Voting in person at the Meetings of GL and GIT – individuals and corporate representatives

Securityholders who plan to attend the Meetings are asked to arrive at the venue 30 minutes prior to the time designated for the Meetings, if possible, so that their Securityholding may be checked against the security register and attendance noted. Securityholders attending in person must register their attendance upon arrival.

Where more than one joint Securityholder votes or provides a voting instruction (as the case requires), the vote or voting instruction of the Securityholder whose name appears first in Goodman Group's security register shall be accepted to the exclusion of the others.

To vote in person at the Meetings of GL and GIT (but not GLHK), a body corporate that is a Securityholder may appoint an individual to act as its representative. The representative should bring to the Meetings a letter or certificate evidencing their appointment. A form of certificate may be obtained from Goodman Group's security registry at: www.investorcentre.com.

As noted above, Securityholders will not be entitled to vote personally (whether by person, proxy, representative or attorney) at the GLHK AGM as they are not the legal holder of the GLHK shares. However, they will be able to attend in their capacity as holders of GLHK CDIs comprising part of their Goodman Securities.

Voting using the Voting and Proxy Form or electronically:

Voting and Proxy Form

The Voting and Proxy Form serves two purposes:

- (a) firstly, it enables Securityholders to direct the Nominee how to vote in respect of their GLHK shares referenced by the GLHK CDIs forming part of their Goodman Securities at the GLHK AGM (as noted above, Securityholders cannot vote in person at the GLHK AGM); and
- (b) secondly, it enables Securityholders to appoint any person as their proxy to vote on their behalf at the GL and GIT AGMs if they do not wish to vote in person at the GL and GIT AGMs.

Meeting of Goodman Logistics (HK) Limited

(a) How is the Nominee to vote?

To cause the GLHK shares referenced by the GLHK CDIs to be voted at its AGM, you must complete the voting instruction comprised in the Voting and Proxy Form prior to 10:00am (Sydney time) on 20 November 2013 (whether or not you wish to appoint a proxy or vote directly in respect of the GL and GIT AGMs) in accordance with the instructions below.

The Nominee will then appoint two proxies, one to vote in favour and one against each Resolution to be considered at the GLHK AGM in accordance with the voting instructions. This process means you are not able to directly appoint a person to attend and vote as your proxy at the Meeting of GLHK.

(b) Giving more than one voting instruction

A Securityholder may give two voting instructions in respect of GLHK CDIs held by them and specify the proportion or number of votes in respect of each such instruction.

If the Securityholder gives two voting instructions and does not specify the proportion or number of votes in respect of each such instruction, then each instruction is taken to be an instruction in respect of half of the votes.

Meetings of Goodman Limited and Goodman Industrial Trust

(a) How is the proxy to vote?

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business.

If the appointment of proxy:

- + directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed; or
- + does not direct the proxy to vote on an item of business in any particular way, the proxy may vote on that item as the proxy sees fit.

If the appointment of a proxy does specify the way a proxy is to vote:

- + the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote on that item as directed; and
- + if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- + if the proxy is the Chairman of the Meetings at which the resolution is voted on, the proxy must vote on a poll, and must vote on that item as directed; and
- + if the proxy is not the Chairman, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote on that item as directed.

Business Continued

If the appointment of a proxy does specify the way a proxy is to vote and the proxy is not recorded as attending the Meetings or does not vote on the resolution, the Chairman of the Meetings is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meetings of GL and GIT (but not GLHK) even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

(b) Appointing more than one proxy

A Securityholder entitled to cast two or more votes at the Meetings of GL and GIT (but not GLHK) may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise.

If the Securityholder appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes.

(c) Custodian voting

For Intermediary Online subscribers (custodians) only please visit www.intermediaryonline.com to submit your voting intentions.

(d) Chairman's intention

If you return your Voting and Proxy Form but do not nominate a representative, the Chairman of the Meetings of GL and GIT (but not GLHK) will be your proxy and will vote on your behalf as you direct on the Voting and Proxy Form. If your nominated representative does not attend the Meetings of GL and GIT (but not GLHK) then your proxy vote will revert to the Chairman of the Meetings. The Chairman intends to vote all proxies granted to the Chairman of the Meetings in favour of the Proposed Resolutions set out in the Notice of Meetings (unless you have provided a contrary voting instruction in your Voting and Proxy Form).

Lodging your Voting and Proxy Form

A Voting and Proxy Form is attached to this Notice of Meetings. To be valid:

1. Voting and Proxy Forms must be received at the office of Computershare Investor Services Pty Limited (on behalf of Goodman Group) or at the registered office of Goodman Limited, being the places designated by Goodman Group for that purpose or at the facsimile number of Computershare Investor Services Pty Limited or Goodman Limited, by no later than 10:00 am (Sydney time) on 20 November 2013, or if the Meetings are adjourned, at least 48 hours before its resumption in relation to the adjourned part of the Meetings

You may appoint any person to attend and vote as your proxy at the Meetings of GL and GIT (but not GLHK), including the Chairman of the Meetings. A proxy is not required to be a Securityholder. To appoint a proxy for the GL and GIT Meetings, complete and lodge the Voting and Proxy Form.

2. The authority under which any Voting and Proxy Form is signed or a certified copy of that authority, must be received at the office or facsimile number of Computershare Investor Services Pty Limited (on behalf of Goodman Group) or Goodman Group by no later than 10:00 am (Sydney time) on 20 November 2013, or if the Meetings are adjourned, at least 48 hours before its resumption in relation to the adjourned part of the Meetings.

The office of Computershare Investor Services Pty Limited is Level 5, 115 Grenfell Street, Adelaide, SA, 5000 (GPO Box 242, Melbourne, VIC, 3001) and the facsimile number is 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia). A reply paid envelope is enclosed.

The registered office of Goodman Limited is Level 17, 60 Castlereagh Street, Sydney, NSW, 2000 and the facsimile number is +61 2 9230 7444.

Alternatively, you can lodge your Voting and Proxy Form online by visiting www.investorvote.com.au. To use the online lodgements facility, Securityholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

However, please note that the online proxy facility is not suitable for Securityholders wishing to appoint two proxies.

Voting by corporate representative

In order to vote in person at the Meetings of GL or GIT (but not GLHK), a body corporate which is a Securityholder may appoint an individual to act as its representative. The appointment must comply with the requirements of sections 250D and 253B of the Corporations Act. The representative should bring to the Meetings evidence of their appointment, including any authority under which it is signed.

Questions and comments from Securityholders at the Meetings

A reasonable opportunity will be given to Securityholders as a whole to ask questions about, or make comments at, the Meetings on the management of Goodman and the Remuneration Report.

Similarly, a reasonable opportunity will be given to Securityholders as a whole to ask Goodman's external auditor, KPMG, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the audit reports;
- (c) the accounting policies adopted by GL, GMFL and GLHK in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Securityholders may also submit a written question to KPMG if the question is relevant to the content of KPMG's audit reports or the conduct of its audit of GL's, GIT's or GLHK's financial report for the financial year ended 30 June 2013.

Relevant written questions for KPMG must be received by no later than 5:00 pm (Sydney time) on 15 November 2013. A list of those relevant written questions will be made available to Securityholders attending the Meetings. KPMG will either answer the questions at the Meetings or table written answers to them at the Meetings. If written answers are tabled at the Meetings, they will be made available to Securityholders as soon as practicable after the Meetings.

Please send any written questions for KPMG:

- (a) to Computershare Investor Services Pty Limited in the enclosed reply paid envelope;
- (b) by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (c) to Goodman Limited's registered office at Level 17, 60 Castlereagh Street, Sydney, NSW, 2000.

By order of the Boards of Goodman Limited and Goodman Funds Management Limited as responsible entity of Goodman Industrial Trust



Carl Bicego
Secretary

By order of the Board of Goodman Logistics (HK) Limited



Gregory Goodman
Director

22 October 2013

Explanatory memorandum

Item A – Annual Report of Goodman Group

As required by section 317 of the Corporations Act, the Annual Report will be laid before the Meetings. Securityholders will be provided with the opportunity to ask questions about the reports of Goodman generally, but there will be no formal resolution put to the Meetings.

Item B – Accounts of Goodman Logistics (HK) Limited

Resolutions 1 and 2: Accounts and appointment of auditors for Goodman Logistics (HK) Limited

As required by section 122 of the Companies Ordinance, the Directors of GLHK are required to have laid before the AGM its financial statements consisting of a profit and loss account for the relevant period and the balance sheet as at the relevant date. Securityholders will be provided with the opportunity to ask questions about the financial statements.

In addition, Hong Kong law requires that members approve the appointment of the auditors of GLHK. Securityholders have been asked to consider the reappointment of KPMG as the auditors for GLHK.

Recommendation in respect of Resolutions 1 and 2

The Directors unanimously recommend that Securityholders vote in favour of Resolutions 1 and 2.

Item C – General Business

Resolution 3: Re-election of Director of Goodman Limited – Mr Phillip Pryke

Listing Rule 14.4 and Clause 10.3 of GL's Constitution require that at the AGM, a Director who has held office beyond the third AGM following their appointment or for the last three years, whichever is the longer, must retire. A retiring Director is eligible for re-election.

Mr Phillip Pryke was last elected as a Director at the AGM held in 2010. Mr Pryke retires by rotation in accordance with GL's Constitution and offers himself for re-election.

Mr Phillip Pryke – Independent Director

Appointed 13 October 2010.
Chairman of Remuneration and Nomination Committee and Member of Audit Committee.

Phillip was appointed to the Board on 13 October 2010. Phillip is a director of Co-Investor Group and Tru-Test Corporation Limited and the Deputy Chairman and Lead Independent Director of New Zealand Exchange listed Contact Energy Limited. He is also a director of Goodman (NZ) Limited, the manager of the New Zealand Exchange listed Goodman Property Trust. Phillip was formerly the Chairman of ASX listed Digital Performance Group Ltd (from January 2009 to August 2012).

Phillip has wide experience in the fishing, energy, financial services, and health and technology industries and holds a Bachelor of Economics Degree.

Resolutions 4, 5 and 6: Election of Directors of Goodman Limited – Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic

Listing Rule 14.4 and Clause 10.8 of GL's Constitution require that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without election) past the next annual general meeting without election. A retiring Director appointed to fill a casual vacancy is eligible for election.

Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic were all elected to the Board of Goodman Limited with effect from 1 January 2013. Each Director retires in accordance with GL's Constitution and offers himself for election.

Mr Philip Pearce – Executive Director

Appointed as an Executive Director on 1 January 2013.

Philip is Managing Director Greater China and is responsible for the strategic development and continued expansion of Goodman Group's business in the Greater China region. He joined the Group in 2002 and has over 16 years of experience in real estate investment in the Asia Pacific region, including four years in Singapore with Ascendas-MGM Funds Management Limited, the manager of Ascendas Real Estate Investment Trust. Prior to joining Goodman, he was at AMP Henderson Global Investors in Sydney where he worked in various roles within the AMP Henderson Property Group including valuation, asset management and fund management.

Philip is also a Director of Goodman Logistics (HK) Limited (appointed in February 2012). Philip holds a Bachelor of Commerce and Graduate Diploma in Finance and Investment.

Mr Danny Peeters – Executive Director

Appointed as an Executive Director on 1 January 2013.

Danny oversees Goodman's European and Brazilian operations and is responsible for the management, strategy and development of Goodman's property business. Danny has been with Goodman Group since 2006 and has 17 years of experience in the property and logistics sectors. Danny was responsible for establishing Goodman Group's investment into Brazil.

During his career Danny has built up extensive experience in the design, implementation and outsourcing of pan-European supply chain and real estate strategies for various multinationals. Danny was Chief Executive Officer of Eurinpro, a developer of tailor made logistics property solutions in Europe, acquired by Goodman in May 2006.

Mr Anthony Rozic – Executive Director

Appointed as an Executive Director on 1 January 2013.

Anthony is the Deputy Group Chief Executive Officer and his responsibilities for Goodman Group include assisting in setting and managing strategy, business performance, corporate transactions and related operational projects with direct line management of Marketing, Information Technology (IT), Human Resources, Legal and Compliance. Anthony joined Goodman in 2004 and until February 2009, was Group Chief Financial Officer where his responsibilities also included financial reporting, management reporting, forecasting and budgeting, tax, and capital and financial risk management. Anthony is a qualified Chartered Accountant and has held a number of senior roles in the property funds management industry and chartered accountancy profession.

Anthony was recently responsible for establishing Goodman Group's investment into the United States.

Recommendation in respect of Resolutions 3 to 6

The Directors (other than where they have a direct interest in the outcome of the resolution) unanimously recommend that Securityholders vote in favour of Resolutions 3 to 6.

Resolution 7: Adoption of the Remuneration Report

The Remuneration Report on pages 33 to 47 of the Annual Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors and senior executives within Goodman;
- (b) discusses the link between the Board's policies and Goodman's performance;
- (c) provides a detailed summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- (d) sets out remuneration details for each Director and for each relevant member of Goodman's senior executive team; and
- (e) makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives, including Executive Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meetings.

The vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Securityholders on the Remuneration Report when reviewing Goodman's remuneration policies. If a company's remuneration report receives votes against of 25% or more at two consecutive AGMs, a resolution must then be put to GL shareholders at the second annual general meeting as to whether another meeting should be held within 90 days at which all directors (other than a managing director) who were in office at the date of approval of the applicable directors' report must stand for re-election.

Recommendation in respect of Resolution 7

Noting that each Director has a personal interest in their own remuneration from the Goodman Group, as described in the Remuneration Report, the Directors unanimously recommend that Securityholders vote in favour of Resolution 7.

Item D – Special Business

Resolutions 8, 9, 10 and 11: Issue of Performance Rights under the Long Term Incentive Plan (LTIP) to Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic

Subject to Securityholder approval, the Board proposes to make the following grants of Performance Rights to the Executive Directors:

	Proposed Grant
Mr Gregory Goodman	947,368
Mr Philip Pearce	394,737
Mr Danny Peeters	421,053
Mr Anthony Rozic	421,053

Executive Directors' remuneration

The Executive Directors' remuneration and that of other executives comprises three key components:

- (a) Fixed remuneration: Based on marketplace benchmarks and calculated on a total cost basis which includes the value of non-cash components;
- (b) Short Term Incentive (STI): The value of any amount of bonus is correlated with Goodman Group performance and individual performance; and
- (c) Long Term Incentive (LTI): Allocation of Performance Rights as noted above and as further outlined below.

The Executive Directors' remuneration for the 2013 financial year is detailed on pages 42 and 43 of the Annual Report.

Explanatory memorandum

Continued

Summary of Performance Rights terms

Each Performance Right is a right to acquire one Security ranking equally in all respects with all existing Securities, without payment. The Performance Rights will be granted for no consideration.

A grant of Performance Rights under the LTIP is subject to both the rules of the LTIP and the terms of the specific grant.

The vesting dates and hurdles applying to the proposed grants of Performance Rights to Executive Directors are the same as those applying to other participants under the LTIP.

Tranches and Vesting Dates

To ensure further long-term alignment and retention, vesting is in three tranches in years three, four and five, assuming that the performance hurdles have been achieved. The three Vesting Dates applicable to the grant of Performance Rights are:

- + 1 September 2016 for Tranche 1;
- + 1 September 2017 for Tranche 2; and
- + 3 September 2018 for Tranche 3.

On each of the three Vesting Dates, the Executive Director will receive Securities equal to 1/3 of the total number of Performance Rights granted subject to Goodman Group meeting the applicable Performance Hurdles described below and the Executive Director remaining an Employee of Goodman Group on the relevant Vesting Date (as further described below).

Upon vesting, the Executive Director will automatically become entitled to receive Securities on the applicable Vesting Date at no cost.

Performance Hurdles

Under the LTIP, 75% of each grant will be tested against an EPS Hurdle and 25% of each grant will be tested against a relative TSR Hurdle. The Performance Hurdles in respect of each grant will be tested in respect of the performance testing period 1 July 2013 to 30 June 2016 (the Performance Testing Period).

(a) EPS Hurdle

This hurdle measures the direct contribution of employees to the financial performance of Goodman.

In respect of the 75% portion of each tranche tested against EPS, nil will vest unless the cumulative Operating EPS achieved by Goodman over the Performance Testing Period exceeds the Operating EPS Targets established for each year by the Board. If the cumulative Target is met or exceeded, 100% of this portion will vest at the end of the Performance Testing Period.

The Board has determined that the Target Operating EPS for FY2014 is \$0.343 per Stapled Security. The Target EPS for FY2015 and FY2016 will be advised around the commencement of each of those financial years with the release of the prior year results.

(b) Relative TSR Hurdle

This hurdle aligns the vesting outcomes for employees with the returns to Securityholders.

Vesting of 25% of each tranche of Performance Rights will be based upon the TSR achieved by Goodman over the Performance Testing Period as compared to the TSR achieved by companies in the S&P/ASX 100 for that same period. As set out above, nil vests at less than the 51st percentile, 50% vests at the 51st percentile and then an additional 2% vests for every 1% increase in percentile rank until 100% vests at the 76th percentile.

For LTIP grants made in the 2014 financial year, the TSR comparator group has been changed from the S&P/ASX 200 index to the S&P/ASX 100 index. Consistent with prior years, the Board is of the view that this comparator group is sufficiently broad to include a sample of businesses with geographic diversity and business complexity, with Goodman competing for investment capital against this comparator group. The Board considers the change to the S&P/ASX 100 index is appropriate given Goodman's market capitalisation and its overall ranking by size within the top 100 ASX listed entities.

In the Board's view, the Performance Hurdles that must be satisfied before Performance Rights vest link the ultimate value of the Performance Rights to the continued growth of Goodman's earnings and Securityholder returns and therefore provide a strong incentive.

Vesting Conditions – continued employment

In addition to the Performance Hurdles, it is a Vesting Condition that the Executive Director remains an employee of Goodman Group on the relevant Vesting Date or having ceased as an employee of Goodman Group before one or any of the relevant Vesting Dates in "Special Circumstances" (unless the Board determines otherwise, as discussed below).

Special Circumstances are defined in the LTIP rules and would apply in the event of an Executive Director's death or cessation of employment due to retirement, total or permanent disablement, redundancy or other circumstances determined by the Board.

In accordance with the terms of the LTIP, vesting of a tranche will still occur if cessation of employment is within one month of the relevant Vesting Date.

Early vesting of the proposed grant under the LTIP rules

In the event of an Executive Director's cessation of employment due to Special Circumstances, prior to the date nominated as the first possible time for the Performance Rights to be exercised, some or all of any unvested Performance Rights may vest as determined by the Board in its discretion.

or continue as if they were still employed. In exercising its discretion, the Board may take into account a range of matters including the:

- (a) elapsed performance period as at the date of cessation; and
- (b) extent to which the performance conditions have been satisfied as at the date of cessation.

Where an Executive Director ceases employment in circumstances other than those described above, all unvested Performance Rights will lapse unless otherwise determined by the Board.

In addition to early vesting as a result of Special Circumstances, the Board may, at its discretion, accelerate the vesting of all or part of any unvested Performance Rights, in circumstances such as a takeover bid resulting in a change in control, a scheme of arrangement, winding up or delisting of Goodman or a change in the composition of a Security.

In the event that an Executive Director's Performance Rights vest early upon the termination of their employment, the value of the benefit they may receive as a result of the early vesting for the purposes of the retirement benefit provisions of the Corporations Act cannot be ascertained at the date of this Notice as it will be necessarily determined by the number of Performance Rights vesting and the market value of the Securities at the date of vesting.

Additional terms and restrictions

In the event of any capital reorganisation by Goodman (including bonus issues, other pro rata issues or reorganisations), the participant's Performance Rights, and the Securities allocated to the participant on vesting of the Performance Rights, will be adjusted, as set out in the LTIP rules. In general, it is intended that the participant will not receive any advantage or disadvantage from such an adjustment not received by holders of Securities and any adjustment must be consistent with the Listing Rules and Corporations Act.

Performance Rights will not attract dividends or distributions and voting rights in respect of Securities until the Performance Rights vest and Securities are allocated, whether or not the Securities are subject to disposal restrictions. Income tax will be the responsibility of the participants.

A participant may not sell, assign, transfer or otherwise deal with, or grant a security interest over Performance Rights without the prior written approval of the Board. Performance Rights may lapse immediately on any purported sale, assignment, transfer, dealing or grant of security interest. In addition, it is contrary to the Group's securities trading policy and the law for directors or senior executives to seek or enter into derivative contracts that hedge their exposure to movements in the price of Goodman Related Securities that have not vested.

Following vesting, disposal of Securities allocated under the LTIP will be subject to Goodman's security trading policy.

Other prescribed information

Of the Directors, only the Executive Directors (Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters, and Mr Anthony Rozic) are eligible to participate in the issue of performance rights under the LTIP. The non-executive directors (Mr Ian Ferrier, Ms Anne Keating, Mr Jim Sloman, Mr John Harkness, Mr Philip Fan, Mr Phillip Pryke, and Ms Rebecca McGrath) are not eligible to participate and no other Performance Rights have been issued to any other Director.

Following the approval of the grant of Performance Rights under the LTIP to Mr Gregory Goodman and Mr Philip Pearce at the 2012 AGM, Mr Gregory Goodman was granted 927,152 Performance Rights and Mr Philip Pearce was granted 298,013 Performance Rights in December 2012. Mr Danny Peeters and Mr Anthony Rozic each received a grant of 463,576 Performance Rights in October 2012 as their grants were not subject to securityholder approval at the 2012 AGM. These Performance Rights were each granted for no consideration.

Performance Rights are used by Goodman for employee remuneration and incentive and do not raise any issue proceeds. The Performance Rights will be granted, and if vested, Securities will be issued or delivered, at no cost to Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters, and Mr Anthony Rozic.

If Securityholders approve Resolutions 8, 9, 10, and 11 the Performance Rights will be issued to Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic shortly after the passing of this Resolution (and in any event within 12 months).

The Directors other than Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic:

- (a) do not believe that Goodman will incur any material opportunity cost or forego any material benefit by issuing Performance Rights under the LTIP to Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic for which it will not be adequately compensated if the performance hurdles described above are met;
- (b) believe that the issue of the Performance Rights under the LTIP to Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters, and Mr Anthony Rozic as part of their remuneration is reasonable in the circumstances of Goodman Group; and
- (c) believe that the dilutionary effect of the issue of 2,184,211 Performance Rights to the Executive Directors will be immaterial as they represent less than 0.13% of the 1,718,742,809 Securities currently on issue.

Explanatory memorandum

Continued

Reasons for seeking approval

Securityholder approval of the offer to each of Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic as Directors of Goodman to participate in the LTIP is sought for all purposes under the Corporations Act and the Listing Rules. If approval is given, the following consequences will ensue:

- (a) any benefits received by Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic under the LTIP upon cessation of employment will not be prohibited under the retirement benefit provisions of section 200B of the Corporations Act. Benefits may include the early vesting of Performance Rights approved by the Board in limited circumstances as set out in the LTIP rules and as described; and
- (b) under Listing Rule 10.14, an entity must not issue securities to a related party (such as a Director or a company controlled by a Director) under an employee incentive scheme without the approval of its members. Accordingly, approval of Securityholders is sought for the purposes of Listing Rule 10.14 to enable Goodman to make grants of Performance Rights, and subsequently issue or transfer Securities to Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters, and Mr Anthony Rozic.

Recommendation in respect of Resolutions 8, 9, 10 and 11

The Directors (other than the Executive Directors who have a direct interest and abstained from consideration of the matter) believe that the issue of Performance Rights under the LTIP on the terms above is an appropriate equity-based incentive for each Executive Director, having regard to their performance, responsibilities and commitment.

Accordingly, the Directors (other than the Executive Directors who have a direct interest in the outcome of the resolution as outlined) unanimously recommend that Securityholders vote in favour of Resolutions 8, 9, 10 and 11.

Resolution 12: Approval of amendments to the Goodman Industrial Trust Constitution

The Board of GFML as responsible entity of GIT has undertaken a review of the Constitution of GIT. Following that review, the Board has determined to propose the following changes to ensure the Constitution continues to allow appropriate flexibility in setting the issue price of the GIT Unit component of Securities.

These Constitution changes relate to the new ASIC Class Order on issue price provisions in registered scheme constitutions and are proposed in conjunction with GFML seeking to opt-in to that new Class Order regime.

Background

Under the Corporations Act, the GIT Constitution must make adequate provision for the issue price of interests in GIT. This requires the Constitution to set out prescriptive pricing provisions for the issue of Units. There is no equivalent requirement for the issue price of shares in GL or GLHK. Under ASIC Class Order 05/26 (2005 Class Order), on which GIT has previously relied, these requirements were relaxed to allow GFML to exercise limited discretions in setting the issue price of GIT Units as a component of Securities, provided certain pricing restrictions and other conditions were met. The GIT Constitution contained provisions consistent with these restrictions and conditions.

In June 2013, ASIC issued Class Order 13/655 (2013 Class Order) which affords responsible entities of registered managed investment schemes (such as GIT) greater flexibility when setting the price at which interests in the scheme may be issued. However, the 2013 Class Order imposes increased compliance requirements when exercising these discretions.

The 2013 Class Order arose from a review by ASIC of the existing issue price restrictions in constitutions. ASIC has stated "The purpose of this class order is to update and provide certainty for responsible entities while providing appropriate flexibility for responsible entities in relation to the provisions of the constitution for a registered managed investment scheme." (Explanatory Memorandum to 2013 Class Order).

The 2013 Class Order mandatorily applies to all managed investment schemes registered from 1 October 2013. For existing registered schemes, such as GIT, the new provisions are not automatically imposed and the responsible entity must opt-in to operate under the 2013 Class Order.

The 2013 Class Order requires the responsible entity to exercise its pricing discretions consistently with, among other things, market practice for working out the market price of interests of the same kind in relation to an issue of the interest and producing a value or price that is reasonably current at the time of the issue of the relevant interest in the Trust. The exercise of the discretion must also be documented.

Proposed amendments to the Goodman Industrial Trust Constitution

The Board proposes to opt-in to the 2013 Class Order regime as the Board considers that the flexibility in setting the issue price of Securities allowed by the 2013 Class Order is more appropriate for Goodman Group as a listed stapled group comprising a trust and two companies, recognising there are no restrictions on setting the issue price of shares under each company Constitution.

The amendments to the GIT Constitution have the effect of removing certain restrictions on GFML in setting the issue price of Securities. In particular, the effect of these amendments on GFML's ability to set the issue price of Securities is as follows:

Issue	Current Provision	New Provision
Placements	GFML may determine the issue price.	GFML may determine the issue price.
Rights issues	Issue price must be not less than 50% of the weighted average price of Securities traded on the ASX during a 10 trading day period.	GFML may determine the issue price.
Distribution Reinvestment Plan	Issue price must be the average of the daily volume weighted average of the selling prices of Securities on each of the 20 trading days following the ASX trading day after the record date in respect of the relevant distribution, or such other period GFML determines, less such discount if any, not exceeding 10% as GFML may determine.	GFML may determine the issue price.
Options	The issue price of a Unit on exercise of an option must not be less than a discount of 50% of the price which would otherwise apply.	The issue price of a Unit on exercise of an Option may be determined by GFML.

A copy of the proposed amendments to the GIT Constitution showing the proposed changes in mark-up can be viewed prior to the meetings on Goodman Group's website: www.goodman.com.

Defined terms

In this Notice and the Explanatory Memorandum:

AGMs or Meetings means the Annual General Meetings of each of GL, GIT and GLHK to be held at The Westin Sydney, Heritage Ballroom 1, No 1 Martin Place, Sydney, NSW at 10:00 am (Sydney time) on 22 November 2013 (or prior Annual General Meetings where specified)

Annual Report means the Annual Report of Goodman as provided to Securityholders on 27 September 2013 that includes the Directors' report, the financial report and the independent auditor's report for the year ended 30 June 2013

ASIC means Australian Securities and Investments Commission

ASX means ASX Limited, or the market operated by it as the context requires

Board means the boards of Directors of GL, GFML and GLHK (as the case requires)

Closely related party has the meaning given to it in Section 9 of the Corporations Act

Companies Ordinance means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong

Constitution means the Constitutions of GL and GIT and the GLHK Articles of Association, or any of them, as appropriate
Corporations Act means the Corporations Act 2001 (Cth)

Director means a director of Goodman

Employees means employees of Goodman and certain contractors as defined in the LTIP

Executive Directors means Mr Gregory Goodman, Mr Philip Pearce, Mr Danny Peeters and Mr Anthony Rozic

Explanatory Memorandum means the explanatory memorandum that accompanies this Notice of Meetings

GFML means Goodman Funds Management Limited (ABN 48 067 796 641), as the responsible entity for GIT

GIT means Goodman Industrial Trust (ARSN 091 213 839), an Australian registered managed investment scheme

GL or Company means Goodman Limited (ABN 69 000 123 071), an Australian company with limited liability

GLHK means Goodman Logistics (HK) Limited (Company Registration No. 1700359; ARBN 155 911 149), a Hong Kong company incorporated under the laws of Hong Kong with limited liability

GLHK Articles of Association means the articles of association of GLHK

GLHK CDI means a CHESS Depository Interest referenced over a share in GLHK

Goodman or Goodman Group means GL, GFML as responsible entity for GIT, and GLHK and, where the context requires, their respective controlled entities

Hong Kong means the Hong Kong Special Administrative Region of the People's Republic of China

Listing Rules mean the listing rules of ASX

Nominee means CHESS Depository Nominees Pty Limited, a wholly owned subsidiary of ASX

LTIP means the Goodman Group Long Term Incentive Plan

Notice of Meetings and **Notice** mean this Notice of the Meetings and any notice of any adjournment of the Meetings

Operating EPS means the operating profit attributable to Securityholders adjusted for property valuations, non-property impairment losses, derivative and foreign currency mark to market and other non-cash or non-recurring items divided by the weighted average number of Securities on issue during the year

Performance Right means a right to acquire a Security without payment of an exercise price granted under the LTIP

Proposed Resolutions means the resolutions to be considered, and if thought fit, passed at the AGM, as set out in this Notice

Related Body Corporate has the meaning given in Section 50 of the Corporations Act

Remuneration Report means the remuneration report on pages 33 to 47 of the Annual Report

Securityholder means a registered holder of a Security

Security means a GL share, a GIT unit and a GLHK CDI, stapled together

Shareholder means a registered holder of a GL share

Voting and Proxy Form means the voting and proxy form accompanying this Notice

VWAP means volume weighted average market price

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+ 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 091 213 839
Goodman Logistics (HK) Limited
Company No. 1700359; ARBN 155 911 149
A Hong Kong company with limited liability

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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1300 723 040 (within Australia)
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Voting and Proxy Form (comprising a proxy form for the Annual General Meetings of Goodman Limited and Goodman Industrial Trust and a voting instruction for the Annual General Meeting of Goodman Logistics (HK) Limited)



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (Sydney time) on Wednesday 20 November 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy for Goodman Limited and Goodman Industrial Trust Meetings

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

A proxy need not be a Securityholder of Goodman Group.

Voting Instructions for CDIs representing shares in Goodman Logistics (HK) Limited

Important Notice: To vote in respect of Goodman Logistics (HK) Limited resolutions you must complete and lodge this Voting and Proxy Form prior to the AGM. You cannot vote on the Goodman Logistics (HK) Limited resolutions in person at the meeting. This is because, the underlying ordinary shares in Goodman Logistics (HK) Limited are registered in the name of CHESS Depository Nominees Pty Ltd (CDN). As holders of CHESS Depository Interests (CDIs) are not the legal owners of the ordinary shares in Goodman Logistics (HK) Limited, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDIs. For voting purposes each CDI is equivalent to one ordinary share in Goodman Logistics (HK) Limited.

This Voting and Proxy Form gives your voting instructions to CDN, which will vote the underlying shares in Goodman Logistics (HK) Limited on your behalf. You need to return this Voting and Proxy Form no later than the time and date shown above to give CDN enough time to tabulate all CDI votes and to vote on the underlying shares.

Giving Multiple Voting and Proxy Forms

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Giving a Second Voting and Proxy Form: You are entitled to give up to two Voting and Proxy Forms. If you wish to give a second Voting and Proxy Form, an additional Voting and Proxy Form may be obtained by telephoning the Security Registrar or you may copy this form. To give a second Voting and Proxy Form you must indicate that you wish to give a second proxy and voting instruction by marking the box. If you give two Voting and Proxy Forms you must specify the percentage of votes or number of securities for each proxy and voting instruction, otherwise each Voting and Proxy Form relates to half the votes.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the Securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the Securityholders must sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meetings

Bring this form to assist registration. If a representative of a corporate Securityholder is to attend the meetings of Goodman Limited and Goodman Industrial Trust you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms". It will not be possible to appoint a corporate representative for the meeting of Goodman Logistics (HK) Limited.

Attending the meetings of Goodman Limited and Goodman Industrial Trust, whether in person or by corporate representative, will revoke your appointment of proxy for those meetings given in any Voting and Proxy Form but importantly it will not override or revoke your voting instructions to CDN in relation to the meeting of Goodman Logistics (HK) Limited. As you are not a registered holder of Goodman Logistics (HK) Limited shares, you will need to lodge a Voting and Proxy Form if you want the shares underlying your CDIs to be voted at the general meeting of Goodman Logistics (HK) Limited.

Accordingly you are encouraged to lodge and submit a Voting and Proxy Form (whether or not you intend to attend the meetings of Goodman Limited and Goodman Industrial Trust in person or by corporate representative) in order to give effect to your voting instructions in relation to Goodman Logistics (HK) Limited.

**GO ONLINE TO VOTE,
or turn over to complete the form →**



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Voting and Proxy Form

Please mark **X** to indicate your directions

STEP 1 I/We being a member/s of Goodman:

A. Appoint a Proxy to Vote on Our Behalf at meetings of Goodman Limited and Goodman Industrial Trust

XX

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meetings of Goodman Limited and Goodman Industrial Trust. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meetings, as my/our proxy to act generally at the meetings on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meetings of the shareholders of Goodman Limited and the unitholders of Goodman Industrial Trust to be held at The Westin Sydney, Ballroom 1, No 1 Martin Place, Sydney, NSW 2000 at 10:00 am (Sydney time) on Friday, 22 November 2013 and at any adjournment of these meetings. Unless directed otherwise, the Chairman of the Meetings intends to vote undirected proxies in favour of each item of business.

Important Items for 7, 8, 9, 10 and 11 - If the Chairman of the Meetings is your proxy or is appointed as your proxy by default

If you do not mark any of the boxes in step 2 below on Items 7, 8, 9, 10 and 11, you are expressly authorising the Chairman of the Meetings to vote in accordance with the Chairman's voting intentions as set out below and in the Notice of Meetings even though Items 7, 8, 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel. Please note you can direct the Chairman of the Meetings to vote For, Against, or Abstain from voting on Items 7, 8, 9, 10 and 11 by marking the appropriate boxes in step 2 below.

B. Instruct CDN to vote the shares in Goodman Logistics (HK) Limited underlying my/our holding

at the Annual General Meeting of Goodman Logistics (HK) Limited to be held at The Westin Sydney, Ballroom 1, No 1 Martin Place, Sydney, NSW 2000 at 10:00 am (Sydney time) on Friday, 22 November 2013 and at any adjournment of that meeting in the manner set out below. By execution of this form the undersigned hereby authorises CDN (or its agent and attorney) to appoint such proxies or their substitutes to vote in the manner instructed on such business as may properly come before the meeting.

Proxies and voting instructions will only be valid and accepted by Goodman Group if they are signed and received no later than 48 hours before the meeting, being 10:00am (Sydney time) on Wednesday, 20 November 2013.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy or CDN (as the case requires) not to vote on your behalf and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

		For	Against	Abstain
Item 1	To receive and adopt the Audited Financial Statements of Goodman Logistics (HK) Limited for the year ended 30 June 2013	☐	☐	☐
Item 2	To appoint Auditors of Goodman Logistics (HK) Limited	☐	☐	☐
Item 3	Re-election of Mr Phillip Pryke as a Director of Goodman Limited	☐	☐	☐
Item 4	Election of Mr Philip Pearce as a Director of Goodman Limited	☐	☐	☐
Item 5	Election of Mr Danny Peeters as a Director of Goodman Limited	☐	☐	☐
Item 6	Election of Mr Anthony Rozic as a Director of Goodman Limited	☐	☐	☐

		For	Against	Abstain
Item 7	Adoption of the Remuneration Report	☐	☐	☐

SPECIAL BUSINESS

Item 8	Issue of Performance Rights under the Long Term Incentive Plan to Mr Gregory Goodman	☐	☐	☐
Item 9	Issue of Performance Rights under the Long Term Incentive Plan to Mr Philip Pearce	☐	☐	☐
Item 10	Issue of Performance Rights under the Long Term Incentive Plan to Mr Danny Peeters	☐	☐	☐
Item 11	Issue of Performance Rights under the Long Term Incentive Plan to Mr Anthony Rozic	☐	☐	☐
Item 12	Approval of amendments to Goodman Industrial Trust Constitution	☐	☐	☐

Appointing a second proxy and voting instruction for meetings of Goodman Group

I/we wish to appoint a second proxy and voting instruction

☐ Mark with an 'X' if you wish to appoint a second proxy and give a second voting instruction **AND** % **OR** State the percentage of your voting rights or the number of securities for this proxy and voting instruction form

The Chairman of the Meetings of Goodman Limited and Goodman Industrial Trust intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact Daytime
Telephone

Date