



20 November 2014

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 Ian Ferrier as a Director of Goodman Limited and Goodman Logistics (HK) Limited

(a) The following ordinary resolution of Goodman Limited:

“That Mr Ian Ferrier, a Director of Goodman Limited be re-elected as a Director of Goodman Limited.”

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

“That Mr Ian Ferrier, 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: Re-election of Mr Philip Fan as a Director of Goodman Limited and Goodman Logistics (HK) Limited

(a) The following ordinary resolution of Goodman Limited:

“That Mr Philip Fan, a Director of Goodman Limited be re-elected as a Director of Goodman Limited.”

(b) The following 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

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“That Mr Philip Fan, 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 4: Re-election of Mr John Harkness as a Director of Goodman Limited

The following ordinary resolution of Goodman Limited:

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

Resolution 5: Re-election of Ms Anne Keating as a Director of Goodman Limited

The following ordinary resolution of Goodman Limited:

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

Resolution 6: Adoption of the Remuneration Report

The following ordinary resolution of Goodman Limited:

“That the Remuneration Report for the year ended 30 June 2014 be adopted.”

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

The following 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 995,476 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 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 497,738 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 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 497,738 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 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 542,987 Performance Rights to Mr Anthony Rozic as described in the Explanatory Memorandum."

Resolution 11: Adoption of the New GLHK Articles of Association

The following 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 Meetings for the purpose of identification, be adopted as the Goodman Logistics (HK) Limited articles of association in substitution for, and to the exclusion of, the memorandum and articles of association of Goodman Logistics (HK) Limited and in particular approval is given for the inclusion to articles 2.10 and 12.2(b) of the new Goodman Logistics (HK) Limited Articles of Association in relation to the consents required for variation of class rights and the quorum required for a variation of class rights meeting."

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, appearing to read "Carl Bicego".

Carl Bicego

Company Secretary

Appendix 1 – Goodman Limited

Resolution 2 (a) : Re-election of Ian Ferrier as a Director of Goodman Limited	Number of Votes*	Total %
Proxy Votes		
Proxy votes cast in favour of the resolution	1,398,259,398	98.01%
Proxy votes open to be voted at the proxy's discretion	1,691,269	0.12%
Proxy votes cast against the resolution	26,723,963	1.87%
Proxy votes abstained on the resolution	14,590,293	
Poll Votes		
Poll votes cast in favour of the resolution	1,403,820,043	98.13%
Poll votes cast against the resolution	26,724,963	1.87%
Poll votes abstained on the resolution	14,590,293	

Resolution 3 (a): Re-election of Mr Philip Fan as a Director of Goodman Limited	Number of Votes*	Total %
Proxy Votes		
Proxy votes cast in favour of the resolution	1,384,851,620	96.78%
Proxy votes open to be voted at the proxy's discretion	1,701,038	0.12%
Proxy votes cast against the resolution	44,346,204	3.10%
Proxy votes abstained on the resolution	10,366,061	
Poll Votes		
Poll votes cast in favour of the resolution	1,390,423,034	96.91%
Poll votes cast against the resolution	44,346,204	3.09%
Poll votes abstained on the resolution	10,366,061	

Resolution 4: Re-election of Mr John Harkness as a Director of Goodman Limited	Number of Votes*	Total %
Proxy Votes		
Proxy votes cast in favour of the resolution	1,430,656,239	99.49%
Proxy votes open to be voted at the proxy's discretion	1,718,961	0.12%
Proxy votes cast against the resolution	5,680,339	0.39%
Proxy votes abstained on the resolution	3,195,984	
Poll Votes		
Poll votes cast in favour of the resolution	1,436,245,576	99.61%
Poll votes cast against the resolution	5,680,339	0.39%
Poll votes abstained on the resolution	3,195,984	

Resolution 5: Re-election of Ms Anne Keating as a Director of Goodman Limited	Number of Votes*	Total %
Proxy Votes		
Proxy votes cast in favour of the resolution	1,431,675,065	99.58%
Proxy votes open to be voted at the proxy's discretion	1,747,813	0.12%
Proxy votes cast against the resolution	4,272,077	0.30%
Proxy votes abstained on the resolution	3,563,499	
Poll Votes		
Poll votes cast in favour of the resolution	1,437,229,221	99.70%
Poll votes cast against the resolution	4,272,077	0.30%
Poll votes abstained on the resolution	3,627,532	

Resolution 6: Adoption of the Remuneration Report	Number of Votes*	Total %
Proxy Votes		
Proxy votes cast in favour of the resolution	1,200,090,646	87.22%
Proxy votes open to be voted at the proxy's discretion	2,167,034	0.15%
Proxy votes cast against the resolution	173,847,421	12.63%
Proxy votes abstained on the resolution	22,940,117	
Poll Votes		
Poll votes cast in favour of the resolution	1,202,197,965	87.31%
Poll votes cast against the resolution	174,716,759	12.69%
Poll votes abstained on the resolution	23,506,168	

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	1,171,964,986	87.24%
Proxy votes open to be voted at the proxy's discretion	2,042,003	0.15%
Proxy votes cast against the resolution	169,341,136	12.61%
Proxy votes abstained on the resolution	56,266,264	
Poll Votes		
Poll votes cast in favour of the resolution	1,175,148,157	87.35%
Poll votes cast against the resolution	170,194,975	12.65%
Poll votes abstained on the resolution	56,272,315	

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	1,172,510,630	87.25%
Proxy votes open to be voted at the proxy's discretion	2,043,852	0.15%
Proxy votes cast against the resolution	169,319,856	12.60%
Proxy votes abstained on the resolution	55,740,051	
Poll Votes		
Poll votes cast in favour of the resolution	1,175,698,591	87.36%
Poll votes cast against the resolution	170,170,754	12.64%
Poll votes abstained on the resolution	55,746,102	

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	1,172,518,831	87.25%
Proxy votes open to be voted at the proxy's discretion	2,045,220	0.15%
Proxy votes cast against the resolution	169,310,287	12.60%
Proxy votes abstained on the resolution	55,740,051	
Poll Votes		
Poll votes cast in favour of the resolution	1,175,708,160	87.36%
Poll votes cast against the resolution	170,161,185	12.64%
Poll votes abstained on the resolution	55,746,102	

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	1,172,418,155	87.25%
Proxy votes open to be voted at the proxy's discretion	2,081,329	0.15%
Proxy votes cast against the resolution	169,376,054	12.60%
Proxy votes abstained on the resolution	55,738,851	
Poll Votes		
Poll votes cast in favour of the resolution	1,175,627,317	87.35%
Poll votes cast against the resolution	170,243,228	12.65%
Poll votes abstained on the resolution	55,744,902	

*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 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	1,171,964,986	5,027,729,789	87.24%
Proxy votes open to be voted at the proxy's discretion	2,042,003	8,760,192	0.15%
Proxy votes cast against the resolution	169,341,136	726,473,473	12.61%
Proxy votes abstained on the resolution	56,266,264		
Poll Votes			
Poll votes cast in favour of the resolution	1,175,148,157	5,041,385,593	87.35%
Poll votes cast against the resolution	170,194,975	730,136,442	12.65%
Poll votes abstained on the resolution	56,272,315		

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	1,172,510,630	5,030,070,602	87.25%
Proxy votes open to be voted at the proxy's discretion	2,043,852	8,768,125	0.15%
Proxy votes cast against the resolution	169,319,856	726,382,182	12.60%
Proxy votes abstained on the resolution	55,740,051		
Poll Votes			
Poll votes cast in favour of the resolution	1,175,698,591	5,043,746,955	87.36%
Poll votes cast against the resolution	170,170,754	730,032,534	12.64%
Poll votes abstained on the resolution	55,746,102		

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	1,172,518,831	5,030,105,784	87.25%
Proxy votes open to be voted at the proxy's discretion	2,045,220	8,773,993	0.15%
Proxy votes cast against the resolution	169,310,287	726,341,131	12.60%
Proxy votes abstained on the resolution	55,740,051		
Poll Votes			
Poll votes cast in favour of the resolution	1,175,708,160	5,043,788,006	87.36%
Poll votes cast against the resolution	170,161,185	729,991,483	12.64%
Poll votes abstained on the resolution	55,746,102		

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	1,172,418,155	5,029,673,884	87.25%
Proxy votes open to be voted at the proxy's discretion	2,081,329	8,928,901	0.15%
Proxy votes cast against the resolution	169,376,054	726,623,271	12.60%
Proxy votes abstained on the resolution	55,738,851		
Poll Votes			
Poll votes cast in favour of the resolution	1,175,627,317	5,043,441,189	87.35%
Poll votes cast against the resolution	170,243,228	730,343,448	12.65%
Poll votes abstained on the resolution	55,744,902		

* 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 \$5.52 and the amount allocated to component unit of Goodman Industrial Trust was \$4.29. 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 CHESD 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	1,433,456,700	99.82%
Poll votes cast against the resolution	2,564,992	0.18%

Resolution 2(b): Re-election of Ian Ferrier as a Director of Goodman Logistics (HK) Limited	Number of Votes	Total %
Poll Votes		
Poll votes cast in favour of the resolution	1,398,500,032	98.14%
Poll votes cast against the resolution	26,471,237	1.86%

Resolution 3(b): Re-election of Mr Philip Fan as a Director and Goodman Logistics (HK) Limited	Number of Votes	Total %
Poll Votes		
Poll votes cast in favour of the resolution	1,384,881,918	96.90%
Poll votes cast against the resolution	44,306,544	3.10%

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	1,171,964,986	87.37%
Poll votes cast against the resolution	169,341,136	12.63%

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	1,172,510,630	87.38%
Poll votes cast against the resolution	169,319,856	12.62%

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	1,172,518,831	87.38%
Poll votes cast against the resolution	169,310,287	12.62%

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	1,172,418,155	87.38%
Poll votes cast against the resolution	169,376,054	12.62%

Resolution 11: Adoption of the New GLHK Articles of Association	Number of Votes	Total %
Poll Votes		
Poll votes cast in favour of the resolution	1,390,819,756	97.49%
Poll votes cast against the resolution	35,808,109	2.51%