

Notice of Annual General Meeting



(Constituted in the Republic of Singapore pursuant to a trust deed dated
30 November 2015
(as amended, restated and supplemented))

NOTICE IS HEREBY GIVEN that the 5th Annual General Meeting ("**AGM**") of the unitholders of FRASERS LOGISTICS & COMMERCIAL TRUST ("**FLCT**", and the unitholders of FLCT, "**Unitholders**") will be held by way of electronic means on Thursday, 20 January 2022 at 10:00 a.m. for the following purposes:

(A) ROUTINE BUSINESS

Ordinary Resolution (1)

1. To receive and adopt the Report of the Trustee of FLCT issued by Perpetual (Asia) Limited, the trustee of FLCT (the "**Trustee**"), the Statement by the Manager issued by Frasers Logistics & Commercial Asset Management Pte. Ltd., the manager of FLCT (the "**REIT Manager**"), the Audited Financial Statements of FLCT for the financial year ended 30 September 2021 and the Auditors' Report thereon.

Ordinary Resolution (2)

2. To re-appoint KPMG LLP ("**KPMG**") as Auditors of FLCT to hold office until the conclusion of the next AGM of FLCT, and to authorise the REIT Manager to fix their remuneration.

(B) SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, Ordinary Resolution (3) which is proposed as an Ordinary Resolution:

Ordinary Resolution (3)

3. That authority be and is hereby given to the REIT Manager, to:
 - (a) (i) issue units in FLCT ("**Units**") whether by way of rights, bonus or otherwise; and/or

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- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the REIT Manager may in its absolute discretion deem fit; and

- (b) issue Units in pursuance of any Instrument made or granted by the REIT Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the number of issued Units (excluding treasury Units, if any) at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;

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- (3) in exercising the authority conferred by this Resolution, the REIT Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed constituting FLCT (as amended, restated and supplemented) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) unless revoked or varied by Unitholders in a general meeting, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM or (ii) the date by which the next AGM is required by the applicable law or regulations to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the REIT Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the REIT Manager, any director of the REIT Manager (“**Director**”) and the Trustee, be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the REIT Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interest of FLCT to give effect to the authority conferred by this Resolution.

Frasers Logistics & Commercial Asset Management Pte. Ltd.

(Company Registration No: 201528178Z)

as manager of Frasers Logistics & Commercial Trust

Catherine Yeo
Company Secretary

Singapore
23 December 2021

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NOTES:

- (1) The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will be sent to Unitholders and will also be made available via publication on FLCT's website at the URL www.frasersproperty.com/reits/flct and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

- (2) Alternative arrangements relating to:

- (a) attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream);
- (b) submission of questions to the Chairman of the AGM in advance of, or "live" at, the AGM, and addressing of substantial and relevant questions in advance of, or "live" at, the AGM; and
- (c) voting by appointing the Chairman of the AGM as proxy to vote on the Unitholder's behalf at the AGM,

are set out in the accompanying FLCT announcement dated 23 December 2021. This announcement may be accessed at FLCT's website at the URL www.frasersproperty.com/reits/flct and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

- (3) **As a precautionary measure due to the current COVID-19 situation in Singapore, a Unitholder will not be able to attend the AGM in person.** A Unitholder who wishes to exercise his/her/its voting rights at the AGM must (whether the Unitholder is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.

The accompanying proxy form for the AGM ("**Proxy Form**") may be downloaded from FLCT's website at the URL www.frasersproperty.com/reits/flct and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of the Proxy Form will also be sent by post to Unitholders. Additional printed copies of the Proxy Form, if required, can be requested from Boardroom Corporate & Advisory Services Pte. Ltd. by calling +65 6536 5355 (during office hours). Requests for printed copies of the proxy form should be made by 10 January 2022. A Unitholder may also appoint the Chairman as a proxy via the online process through the pre-registration website accessible from the URL www.frasersproperty.com/reits/flct.

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A Unitholder (whether individual or corporate) who appoints the Chairman of the AGM as his/her/its proxy must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form appointing the Chairman of the AGM as a proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

- (4) The Proxy Form must be submitted to the REIT Manager c/o the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
- (a) if submitted by post, be lodged at the office of the Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted:
 - (i) via email to the Unit Registrar at flctagm2022@boardroomlimited.com; or
 - (ii) via the online process through the pre-registration website accessible from the URL www.frasersproperty.com/reits/flct,

in any case, by 10.00 a.m. on 17 January 2022, being 72 hours before the time fixed for the AGM.

A Unitholder who wishes to submit a Proxy Form by post or via email can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from FLCT's website or the SGX website, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. A Unitholder may also appoint the Chairman of the AGM as a proxy via the online process through the pre-registration website accessible from the URL www.frasersproperty.com/reits/flct.

Due to the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email or appoint the Chairman of the AGM as a proxy via the online process through the pre-registration website accessible from the URL www.frasersproperty.com/reits/flct.

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- (5) CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 10 January 2022.
- (6) The Chairman of the AGM, as proxy, need not be a Unitholder of FLCT.
- (7) The Annual Report for the financial year ended 30 September 2021 may be accessed at FLCT's website at the URL <https://flct.frasersproperty.com/publications.html>.
- (8) Due to the constantly evolving COVID-19 situation in Singapore, the REIT Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check FLCT's website at the URL www.frasersproperty.com/reits/flct for the latest updates on the status of the AGM.

EXPLANATORY NOTE:

Ordinary Resolution 3

Ordinary Resolution 3 above, if passed, will empower the REIT Manager from the date of this AGM until the earliest of (i) the conclusion of the next AGM of FLCT or (ii) the date by which the next AGM of FLCT is required by the applicable laws and regulations or the Trust Deed to be held, whichever is earlier, or (iii) the date on which such authority is revoked or varied by the Unitholders in a general meeting, to issue Units and to make or grant instruments (such as securities, warrants or debentures) convertible into Units and issue Units pursuant to such instruments, up to a number not exceeding 50% of the total number of issued Units (excluding treasury Units, if any), with a sub-limit of 20% for issues other than on a *pro rata* basis to Unitholders.

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For the purpose of determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the total number of issued Units at the time Ordinary Resolution 3 above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time Ordinary Resolution 3 above is passed and any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the REIT Manager will then obtain the approval of Unitholders accordingly.

PERSONAL DATA PRIVACY:

By submitting a Proxy Form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the REIT Manager and the Trustee (or their agents or service providers) for the purpose of the processing and administration by the REIT Manager and the Trustee (or their agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the REIT Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

IMPORTANT NOTICE

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the REIT Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they have no right to request the REIT Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of FLCT is not necessarily indicative of the future performance of FLCT.