

NOTICE OF SCHEME MEETING

**IN THE GENERAL DIVISION OF THE HIGH COURT
OF THE REPUBLIC OF SINGAPORE**

HC/OS 1219/2021

In the Matter of Order 80 of the Rules of Court (Cap. 322, R5, 2014 Rev Ed)

And

In the Matter of ARA LOGOS LOGISTICS TRUST (a real estate investment trust constituted on 11 February 2010 under the laws of the Republic of Singapore)

1. **ARA LOGOS LOGISTICS TRUST MANAGEMENT LIMITED** (in its capacity as manager of ARA LOGOS Logistics Trust) (Singapore UEN No. 200919331H)
2. **HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LIMITED** (in its capacity as trustee of ARA LOGOS Logistics Trust) (Singapore UEN No. 194900022R)

... Applicants

TRUST SCHEME OF ARRANGEMENT

Between

ARA LOGOS Logistics Trust Management Limited
(in its capacity as manager of ARA LOGOS Logistics Trust)

HSBC Institutional Trust Services (Singapore) Limited
(in its capacity as trustee of ARA LOGOS Logistics Trust)

And

ALOG Unitholders (as defined herein)

And

ESR Funds Management (S) Limited
(in its capacity as manager of ESR-REIT)

RBC Investor Services Trust Singapore Limited
(in its capacity as trustee of ESR-REIT)

NOTICE IS HEREBY GIVEN that by Orders of the Court (as defined below) made in the above matter, the High Court of the Republic of Singapore (the “**Court**”) has directed a meeting (the “**Scheme Meeting**”) of unitholders (“**ALOG Unitholders**”) of ARA LOGOS Logistics Trust (“**ALOG**”) to be convened. Such Scheme Meeting shall be convened and held by way of electronic means on **Monday, 21 March 2022 at 3.30 p.m.** (Singapore Time) (or as soon thereafter following the conclusion of the Extraordinary General Meeting, whichever is later), for the purpose of considering and, if thought fit, passing the following resolution (all capitalised terms used in this Notice which are not otherwise defined herein shall bear the meanings ascribed to them in the revised scheme document dated 25 February 2022 issued by the ALOG Manager to ALOG Unitholders (the “**Revised Scheme Document**”)):

THE SCHEME RESOLUTION

That:

- (a) subject to and contingent upon the passing of the ALOG Trust Deed Amendments Resolution at the Extraordinary General Meeting, the trust scheme of arrangement dated 25 February 2022 proposed to be made in accordance with the ALOG Trust Deed (as amended pursuant to the ALOG Trust Deed Amendments Resolution at the Extraordinary General Meeting) and in compliance with the Code, between (i) the ALOG Manager, (ii) the ALOG Trustee, (iii) ALOG Unitholders, (iv) the ESR-REIT Manager and (v) the ESR-REIT Trustee, a copy of which has been circulated with the Notice convening this Scheme Meeting, be and is hereby approved; and
- (b) the ALOG Manager and the ALOG 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 ALOG Manager and/or the ALOG Trustee may consider expedient or necessary or in the interests of ALOG to give effect to the Scheme.

Important Notice from the ALOG Manager

The Scheme Meeting is being convened, and will be held, by electronic means pursuant to the orders of the Court dated 6 December 2021 and 21 February 2022 convening the Scheme Meeting ("**Orders of the Court**") adopting the arrangements set out in the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold units in ALOG ("ALOG Units") through a Relevant Intermediary (as defined herein) will not be able to physically attend the Scheme Meeting in person.** Alternative arrangements relating to attendance at the Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Scheme Meeting in advance of the Scheme Meeting, addressing of such substantial and relevant questions and voting by appointing the Chairman of the Scheme Meeting as proxy at the Scheme Meeting, are set out below. Any reference to a time of day is made by reference to Singapore time.

All ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through a Relevant Intermediary will be able to observe and/or listen to the Scheme Meeting proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through a Relevant Intermediary must pre-register via ALOG's pre-registration website at <https://aralogos-egm.listedcompany.com/ara-logos-2022-egm/> from **25 February 2022 to 19 March 2022, 3.30 p.m.** to enable the ALOG Manager to verify their status as ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through a Relevant Intermediary.

Following the verification, all authenticated ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through Relevant Intermediaries will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the Scheme Meeting proceedings, by **12.00 p.m. on 20 March 2022**. ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through a Relevant Intermediary who do not receive an email by **12.00 p.m. on 20 March 2022** but have registered by the **3.30 p.m. deadline on 19 March 2022** should contact ALOG's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6230 9580/(65) 6230 9586 during office hours or email to SRS.TeamD@boardroomlimited.com.

All ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through Relevant Intermediaries are encouraged to raise their questions (if any) as early as possible in advance of the Scheme Meeting, as they will not be able to raise questions live at the Scheme Meeting. All ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through Relevant Intermediaries are strongly encouraged to submit any relevant questions they have in respect of the Scheme Meeting in the following manner: (a) via ALOG's pre-registration website at <https://aralogos-egm.listedcompany.com/ara-logos-2022-egm/>; or (b) by post to the office of the ALOG Manager at 50 Collyer Quay #05-05 OUE Bayfront Singapore 049321 as early as possible and by no later than **3.30 p.m. on 13 March 2022** being at least seven (7) days after the date of the Notice of Scheme Meeting (25 February 2022).

Printed copies of this Notice of Scheme Meeting, along with the Proxy Form B (Scheme Meeting), will be sent to ALOG Unitholders. In addition, this Notice of Scheme Meeting and the Proxy Form B (Scheme Meeting) will be made available to ALOG Unitholders by electronic means via publication on ALOG's website at <https://investor.aralogos-reit.com/proposed-merger-with-esr-reit.html>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

ALOG Unitholders can also scan the QR Code below to access the Proxy Form B (Scheme Meeting).



ALOG Unitholders may obtain printed copies of the Revised Scheme Document by completing and returning the request form accompanying the Notices and Proxy Forms to the ALOG Manager by no later than **3.30 p.m. on 16 March 2022**. A printed copy of the Revised Scheme Document will be sent to the address in Singapore specified by the ALOG Unitholder at his/her own risk.

An overseas ALOG Unitholder may write in to the ALOG Manager at 50 Collyer Quay #05-05 OUE Bayfront Singapore 049321, or contact the ALOG Manager at +65 6491 0088 or via email at alog-enquiry@ara-logos.com, to request for the Revised Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

Electronic copies of the Revised Scheme Document (enclosing the Notice of the Extraordinary General Meeting and the Notice of the Scheme Meeting), the Proxy Form A (EGM) and the Proxy Form B (Scheme Meeting) are also available on the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> and on the website of ALOG at <https://investor.aralogos-reit.com/proposed-merger-with-esr-reit.html>. An ALOG Unitholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and ALOG.

Notes:

- (1) A copy of the said Scheme is incorporated in the Revised Scheme Document of which this Notice forms part.
- (2) By the Orders of the Court, the ALOG Manager has been granted liberty to convene and hold the Scheme Meeting by way of electronic means.
- (3) All ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through Relevant Intermediaries may submit questions related to the resolution to be tabled for approval at the Scheme Meeting to the Chairman of the Scheme Meeting, in advance of the Scheme Meeting. In order to do so, their questions must be submitted in the following manner by **3.30 p.m. on 13 March 2022** being at least seven (7) days after the date of the Notice of Scheme Meeting (25 February 2022):
 - (a) if submitted electronically, be submitted via ALOG's pre-registration website at <https://aralogos-egm.listedcompany.com/ara-logos-2022-egm/>; or
 - (b) if submitted by post, be lodged at the office of the ALOG Manager at 50 Collyer Quay #05-05 OUE Bayfront Singapore 049321.

All ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through Relevant Intermediaries who submit questions via ALOG's pre-registration website at <https://aralogos-egm.listedcompany.com/ara-logos-2022-egm/> or by post to the ALOG Manager must provide the following information:

- (i) the full name;
- (ii) the NRIC/FIN/Passport/Company's Registration number;
- (iii) the address; and
- (iv) the manner in which he/she/it holds the ALOG Units (e.g., via CDP, CPF or SRS).

The ALOG Manager will endeavour to publish the responses to all substantial and relevant questions received by **3.30 p.m. on 13 March 2022** on ALOG's website at <https://investor.aralogos-reit.com/proposed-merger-with-esr-reit.html> and on SGXNet at least 72 hours before the deadline for ALOG Unitholders to deposit their proxy forms to vote at the Scheme Meeting. The ALOG Manager will also address any substantial and relevant questions which have not already been addressed prior to the Scheme Meeting during the Scheme Meeting through the live audio-visual webcast and live audio-only stream of the Scheme Meeting proceedings. Where substantially similar questions are received, the ALOG Manager will consolidate such questions and consequently, not all questions may be individually addressed. The ALOG Manager will publish the minutes of the Scheme Meeting on its website and on SGXNet, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Scheme Meeting.

Please note that ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through Relevant Intermediaries will not be able to raise questions during the Scheme Meeting and therefore it is important for ALOG Unitholders, CPFIS Investors and SRS Investors who wish to ask questions to submit their questions as early as possible in advance of the Scheme Meeting.

- (4) If an ALOG Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the Scheme Meeting, he/she/it must appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting, PROVIDED THAT if the ALOG Unitholder is a depositor, the ALOG Manager shall be entitled and bound to reject any Proxy Form B (Scheme Meeting) lodged if the ALOG Unitholder, being the appointor, is not shown to have any ALOG Units entered against the ALOG Unitholder's name in the Depository Register as at 48 hours before the time of the Scheme Meeting, as certified by CDP to the ALOG Manager. The Proxy Form B (Scheme Meeting) is available on the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> and on the website of ALOG at <https://investor.aralogos-reit.com/proposed-merger-with-esr-reit.html>. Printed copies of the Proxy Form B (Scheme Meeting) will also be sent to ALOG Unitholders.

In appointing the Chairman of the Scheme Meeting as proxy, an ALOG Unitholder must give specific instructions as to voting, or abstentions from voting, in respect of the Scheme Resolution in the form of Proxy Form B (Scheme Meeting), failing which the appointment of the Chairman of the Scheme Meeting as proxy for the Scheme Resolution will be treated as invalid.

- (5) The Proxy Form B (Scheme Meeting) must be submitted to the ALOG Manager c/o Trusted Services Pte. Ltd., in the following manner:
 - (a) if submitted by post, be lodged at the office of Trusted Services Pte. Ltd. at 456 Alexandra Road, #14-01, Fragrance Empire Building, Singapore 119962; or
 - (b) if submitted electronically, be submitted via email to proxyform@trustedservices.com.sg,

in either case, by **3.30 p.m. on 19 March 2022**, being 48 hours before the time fixed for the Scheme Meeting.

An ALOG Unitholder who wishes to submit a Proxy Form B (Scheme Meeting) must first download, complete and sign the Proxy Form B (Scheme Meeting), before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

ALOG Unitholders are strongly encouraged to submit completed Proxy Forms B (Scheme Meeting) electronically via email.

- (6) Pursuant to the Orders of the Court, each ALOG Unitholder (other than a Relevant Intermediary) may only cast all the votes it uses at the Scheme Meeting in one way. ALOG Unitholders who are Relevant Intermediaries need not cast all the votes they use in the same way provided that each vote is exercised in relation to a different ALOG Unit.
- (7) Pursuant to the Orders of the Court, Mr Lim How Teck, or failing him, any director of the ALOG Manager, shall act as Chairman of the Scheme Meeting and the Court has further directed the Chairman of the Scheme Meeting to report the results thereof to the Court.
- (8) The said Scheme will be subject to, inter alia, the subsequent approval of the Court.
- (9) Persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through Relevant Intermediaries who wish to vote at the Scheme Meeting should not use the Proxy Form B (Scheme Meeting) and should instead approach their respective Relevant Intermediary as soon as possible to specify voting instructions.

CPFIS Investors and SRS Investors who wish to vote at the Scheme Meeting should approach their respective CPF Agent Banks or SRS Agent Banks as soon as possible by **5.00 p.m. on 10 March 2022**, being seven (7) Business Days before the date of the Scheme Meeting (**21 March 2022**).

“Relevant Intermediary” means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds ALOG Units in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 who holds ALOG Units in that capacity; or
 - (c) the Central Provident Fund Board (**“CPF Board”**) established by the Central Provident Fund Act 1953, in respect of ALOG Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those ALOG Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (10) The Chairman of the Scheme Meeting, as proxy, need not be an ALOG Unitholder.

Due to the evolving COVID-19 situation in Singapore, the ALOG Manager may be required to change the arrangements for the Scheme Meeting at short notice. ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through a Relevant Intermediary should check ALOG’s website at <https://investor.aralogos-reit.com/agm-egm.html> for the latest updates on the status of the Scheme Meeting.

Personal Data Privacy:

By submitting an instrument to appoint the Chairman of the Scheme Meeting as proxy to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, an ALOG Unitholder consents to the collection, use and disclosure of the ALOG Unitholder’s personal data by ALOG, the ALOG Trustee or the ALOG Manager (or their respective agents) for the purpose of processing and administration by ALOG, the ALOG Trustee or the ALOG Manager (or their respective agents) of the appointment of the Chairman of the Scheme Meeting as proxy for the Scheme Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof), and in order for ALOG, the ALOG Trustee or the ALOG Manager (or their respective agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Dated this 25 February 2022

By Order of the Court

ARA LOGOS Logistics Trust Management Limited
(in its capacity as manager of ARA LOGOS Logistics Trust)
50 Collyer Quay
#05-05 OUE Bayfront
Singapore 049321

HSBC Institutional Trust Services (Singapore) Limited
(in its capacity as trustee of ARA LOGOS Logistics Trust)
10 Marina Boulevard
Marina Bay Financial Centre
Tower 2 #48-01
Singapore 018983