



(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 11 February 2010 as amended and restated)

**LAUNCH OF PREFERENTIAL OFFERING TO RAISE GROSS PROCEEDS OF APPROXIMATELY S\$50 MILLION**

Principal Terms of the Issue	Description
<b>Issue Price</b>	S\$0.5525 for each New Unit pursuant to the Preferential Offering (each as defined herein)
<b>Discount</b>	The Preferential Offering Issue Price (as defined herein) represents a discount (“ <b>Preferential Offering Issue Price Discount</b> ”) of approximately 8.0% to the volume weighted average price (“ <b>VWAP</b> ”) of S\$0.6008 per unit in ALOG (“ <b>Unit</b> ”) of all trades in the Units on Singapore Exchange Securities Trading Limited (the “ <b>SGX-ST</b> ”) for the preceding Market Day <sup>1</sup> on 22 December 2020, up to the time the Preferential Offering is announced.  The Preferential Offering Issue Price and the Preferential Offering Issue Price Discount have been determined after taking into account precedent transactions and the transaction size.
<b>Allotment Ratio</b>	77 Preferential Offering Units for every 1,000 existing Units, fractional entitlements to be disregarded
<b>Use of Proceeds</b>	The proceeds would be used to partially finance the total acquisition outlay for the Proposed Acquisitions and Fund Investments (as defined herein) and the estimated professional and other fees and expenses incurred or to be incurred by ALOG in connection with the Preferential Offering.
<b>Purpose of the Preferential Offering</b>	To raise proceeds to finance the matters as described above in the Use of Proceeds.

**1. INTRODUCTION**

ARA LOGOS Logistics Trust Management Limited, as manager of ARA LOGOS Logistics Trust (“**ALOG**”, and the manager of ALOG, the “**Manager**”), is proposing a pro rata and non-renounceable preferential offering (the “**Preferential Offering**”) of 91,112,930 new Units (“**New Units**”, and the New Units to be issued pursuant to the Preferential Offering, the “**Preferential Offering Units**”) to Eligible Unitholders (as defined below) at an issue price of S\$0.5525 per New Unit (the “**Preferential Offering Issue Price**”) (fractions of a New Unit to be disregarded) to raise gross proceeds of approximately S\$50 million.

The Preferential Offering Issue Price represents a discount of approximately 8.0% to the VWAP of S\$0.6008 per Unit of all trades in the Units on the SGX-ST for the preceding Market Day on 22 December 2020, up to the time the Preferential Offering is announced.

<sup>1</sup> “**Market Day**” refers to a day on which the SGX-ST is open for securities trading.

In relation to the Preferential Offering, LOGOS Units No. 1 Ltd (“**LOGOS Units No. 1**”), a wholly-owned subsidiary of LOGOS Property Group Limited (“**LOGOS**”) and a key strategic investor of ALOG, has provided an irrevocable undertaking (“**Undertaking**”) to the Manager, the details of which are set out in paragraph 7 below. The provision of the Undertaking from LOGOS Units No. 1 will result in the subscription of all unsubscribed Preferential Offering Units remaining after the fulfilment of valid excess Preferential Offering Units applications by other unitholders of ALOG (“**Unitholders**”) for the same under the terms of the Preferential Offering, and accordingly, the Preferential Offering will not be underwritten by a financial institution. No commission or fee will be paid to LOGOS Units No. 1 in consideration of the Undertaking.

## **2. RATIONALE FOR THE PREFERENTIAL OFFERING**

The Manager intends to use the net proceeds from the Preferential Offering to partially finance the proposed acquisition of five logistics properties in Australia and investment in 49.5% interest in the New LAIVS Trust and 40.0% interest in the Oxford Property Fund (the “**Proposed Acquisitions and Fund Investments**”). The Manager believes that the Proposed Acquisitions and Fund Investments will bring the following key benefits to Unitholders:

- (i) Maiden acquisition since rebranding as ARA LOGOS Logistics Trust;
- (ii) Deepens strategic presence in Australia’s attractive logistics market;
- (iii) New Property and Fund Portfolio comprises prime assets located in critical economic hubs;
- (iv) Good quality portfolio underpinned by reputable tenants;
- (v) Deepens presence in the defensive cold storage sector;
- (vi) Transformational acquisition to propel ALOG into the next stage of growth; and
- (vii) Strong support from LOGOS through its participation in the Equity Fund Raising.

Please refer to the announcement of ALOG dated 26 October 2020 (the “**Acquisition Announcement**”) for further details, including the rationale of the Proposed Acquisitions and Fund Investments.

The Manager believes that the Preferential Offering is an overall efficient and beneficial method of raising funds to partially finance the Proposed Acquisitions and Fund Investments.

## **3. USE OF PROCEEDS**

Subject to relevant laws and regulations, the Manager intends to use the gross proceeds of approximately S\$50 million from the Preferential Offering in the following manner:

- (i) approximately S\$49.75 million (which is equivalent to approximately 99.5% of the gross proceeds of the Preferential Offering) to partially finance the total acquisition outlay for the Proposed Acquisitions and Fund Investments; and

- (ii) approximately S\$0.25 million (which is equivalent to approximately 0.5% of the gross proceeds of the Preferential Offering) to pay the estimated professional and other fees and expenses incurred or to be incurred by ALOG in connection with the Preferential Offering.

Notwithstanding its current intention, the Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Preferential Offering at its absolute discretion for other purposes, including without limitation, the repayment of existing indebtedness and for funding capital expenditures.

The Manager will make periodic announcements on the utilisation of the proceeds from the Preferential Offering via SGXNET as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in ALOG's announcements on the use of proceeds and in ALOG's annual report and where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

Pending the deployment of the proceeds from the Preferential Offering, the proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or be used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

#### **4. AUTHORITY TO ISSUE NEW UNITS**

The New Units will be issued pursuant to the specific mandate given by Unitholders in the extraordinary general meeting of Unitholders held on 23 December 2020, pursuant to which the Manager may issue up to 100,000,000 New Units under the Preferential Offering.

#### **5. DETAILS OF THE PREFERENTIAL OFFERING**

In connection with the Preferential Offering, the Manager intends to issue 91,112,930 New Units at the Preferential Offering Issue Price to Eligible Unitholders (as defined herein) in order to raise gross proceeds of approximately S\$50 million.

As the Preferential Offering is made on a non-renounceable basis, the provisional allotment of New Units cannot be renounced in favour of a third party or traded on the SGX-ST. Each Eligible Unitholder will be provisionally allotted the New Units under the Preferential Offering on the basis of their unitholdings in ALOG as at 5.00 p.m. on 4 January 2021 (the "**Record Date**"). In this regard, fractions of a New Unit will be disregarded.

Eligible Unitholders are at liberty to accept or decline their provisional allotments of New Units and are eligible to apply for additional New Units in excess of their provisional allotments under the Preferential Offering ("**Excess New Units**"). Eligible Unitholders are prohibited from trading, transferring, assigning or otherwise dealing with (in full or in part) their (a) provisional allotments of New Units or (b) eligibility to apply for Excess New Units.

The New Units under the Preferential Offering represented by (i) the provisional allotments

of Eligible Unitholders who decline or do not accept, in full or in part, their provisional allotments of New Units under the Preferential Offering, (ii) the provisional allotments of ineligible Unitholders, and/or (iii) the aggregate of fractional entitlements, may be issued to satisfy applications for Excess New Units as the Manager may, in its absolute discretion, deem fit. In the allotment of Excess New Units, preference will be given to the rounding of odd lots. Directors of the Manager (the “**Directors**”) and Substantial Unitholders<sup>2</sup> who have control or influence over ALOG or the Manager in connection with the day-to-day affairs of ALOG or the Manager or the terms of the Preferential Offering, or have representation (direct or through a nominee) on the board of the Directors will rank last in priority for the rounding of odd lots and allotment of Excess New Units.

## 6. ELIGIBILITY TO PARTICIPATE IN THE PREFERENTIAL OFFERING

**Eligible Unitholders.** Only Eligible Depositors (as defined below) and Eligible QIBs (as defined below) are eligible to participate in the Preferential Offering.

**Eligible Depositors.** “**Eligible Depositors**” are Unitholders with Units standing to the credit of their respective securities accounts with The Central Depository (Pte) Limited (“**CDP**”) as at the Record Date and (a) whose registered addresses with CDP are in Singapore as at the Record Date; or (b) who have at least three Market Days prior to the Record Date provided CDP with addresses in Singapore for the service of notices and documents, but exclude, subject to certain exceptions, Unitholders located, resident or with a registered address outside of Singapore.

**Eligible QIBs.** “**Eligible QIBs**” are qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act) that meet certain requirements which will be specified in the Instruction Booklet (as defined below).

**Foreign Unitholders.** The making of the Preferential Offering may be prohibited or restricted in certain jurisdictions under their relevant securities laws. Thus, for practical reasons and in order to avoid any violation of the securities legislation in jurisdictions outside of Singapore, the Preferential Offering will not be extended to Unitholders whose registered addresses with CDP are outside Singapore as at the Record Date, and who have not, at least three Market Days prior to the Record Date, provided CDP or the Unit Registrar (as the case may be) with addresses in Singapore for the service of notices and documents. Unitholders whose registered addresses with CDP are outside Singapore and who wish to participate in the Preferential Offering will have to provide CDP with addresses in Singapore for the service of notices and documents at least three Market Days prior to the Record Date.

Details of the Preferential Offering and procedures for acceptance of and payment for provisional allocations of New Units under the Preferential Offering by Unitholders whose registered addresses with CDP are in Singapore will be set out in an instruction booklet to be despatched to Eligible Unitholders in due course (the “**Instruction Booklet**”). A further announcement on the despatch will be made by the Manager at the appropriate time.

For the avoidance of doubt, even if a Unitholder has provided a Singapore address as aforesaid, the offer of New Units under the Preferential Offering to him will be subject to

---

<sup>2</sup> “**Substantial Unitholders**” refers to Unitholders with interests in not less than 5.0% of all Units in issue.

compliance with applicable securities laws outside Singapore. The Manager reserves the absolute discretion whether to allow such participation as well as the persons who may be allowed to do so.

Notwithstanding the foregoing, the Manager may in its sole discretion determine whether to allow the participation in the Preferential Offering by Unitholders who are located, resident or with a registered address outside of Singapore, subject to and in compliance with the applicable securities and other laws of the relevant jurisdiction.

The New Units to be offered under the Preferential Offering have not been and will not be registered under the U.S. Securities Act or the securities laws of any state or jurisdiction of the United States, or under the securities laws of any other jurisdiction, and may not be offered, sold, resold, granted, delivered, allotted, taken up or transferred, directly or indirectly, in the United States or any other jurisdiction, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with applicable laws.

## 7. UNDERTAKING BY LOGOS UNITS NO. 1

As stated in the Acquisition Announcement, to demonstrate its support for ALOG and the Preferential Offering, LOGOS Units No. 1, a wholly-owned subsidiary of LOGOS and a key strategic investor of ALOG, which respectively owns an aggregate direct interest in 126,602,773 Units, representing approximately 10.7% of the total number of Units in issue<sup>3</sup> as at the date of this announcement, has provided the Undertaking to the Manager on 26 October 2020 (as amended by a supplemental agreement dated 11 November 2020) that, among other things:

- (i) in accordance with the terms and conditions of the Preferential Offering, it will by no later than the last day for acceptance and payment of the Preferential Offering Units, accept, subscribe and pay in full for its total provisional allotment of the Preferential Offering Units corresponding to its direct interest in ALOG (such provisional allotment of the Preferential Offering Units of LOGOS Units No. 1, the “**Pro Rata Units**”); and
- (ii) it will, in addition to paragraph (i) above, accept, subscribe and pay in full for such number of additional Preferential Offering Units in excess of the Pro Rata Units amounting to approximately S\$44.65 million of excess New Units, it being understood that LOGOS Units No. 1 will be allotted such excess New Units only to the extent that there remains any New Units unsubscribed after satisfaction of all applications by other eligible Unitholders for New Units (if any).

---

<sup>3</sup> Based on the total number of 1,183,284,817 Units in issue as at the date of this announcement.

## 8. STATUS OF PREFERENTIAL OFFERING UNITS

The Preferential Offering Units will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the Preferential Offering Units are issued.

## 9. STATEMENT BY THE BOARD

As at the date of this announcement, the Directors are of the opinion that, after taking into consideration ALOG's internal resources and its available loan facilities, the working capital available to ALOG is not sufficient to meet its present requirements given that the Manager intends to partially fund the Proposed Acquisitions and Fund Investments with the net proceeds from the Preferential Offering.

As at the date of this announcement, the Directors are of the opinion that, after taking into consideration ALOG's internal resources, its available loan facilities and the estimated net proceeds from the Preferential Offering, the working capital available to ALOG is sufficient to meet its present requirements, including the Proposed Acquisitions and Fund Investments which will be funded in part by the net proceeds of the Preferential Offering. Accordingly, the Directors are proposing the Preferential Offering to partially fund the Proposed Acquisitions and Fund Investments.

After taking into consideration, *inter alia*, the rationale for the Proposed Acquisitions and Fund Investments as set out in paragraph 2 above, as well as ALOG's current aggregate leverage and its objective of maintaining a prudent capital structure, the Directors believe that the Preferential Offering is an overall efficient and beneficial method of raising funds to finance the Proposed Acquisitions and Fund Investments and it allows existing Unitholders to participate in the capital raising. Accordingly, for the reasons set out in this paragraph, including the factors taken into account in arriving at the Preferential Offering Issue Price Discount, the Directors believe that the Preferential Offering would be beneficial to, and is in the interests of, ALOG and its minority Unitholders.

## 10. PREVIOUS EQUITY FUND RAISING

### 10.1 Private Placement

On 11 November 2020, ALOG issued 90,498,000 Units at an issue price of S\$0.5525 per Unit as part of a private placement undertaken by ALOG which raised gross proceeds and net proceeds of approximately S\$50 million and S\$49.25 million respectively (the "**Private Placement**").

As announced by the Manager on 23 November 2020, S\$21.0 million of the gross proceeds from the Private Placement (which is equivalent to 42.0% of the gross proceeds of the Private Placement) has been utilised to partially finance the Proposed Acquisitions and Fund Investments by way of:

- (i) repayment of the loan amount of S\$14.6 million (approximately A\$15.0 million<sup>4</sup>), which was previously drawn down from ALOG's revolving credit facility for the purpose of paying part of the deposit of approximately S\$21.0 million (approximately A\$21.6 million<sup>4</sup>) payable in relation to the Proposed Acquisitions and Fund Investments ("**Deposit**"); and
- (i) replenishment of the amount of S\$6.4 million (approximately A\$6.6 million<sup>4</sup>), which was previously drawn down from ALOG's internal cash resources for the purpose of paying the balance of the Deposit.

The Manager will make further announcements via SGXNET as and when the remaining proceeds of the Private Placement are materially disbursed.

## 10.2 Ivanhoé Subscription Agreement and the LOGOS Subscription Agreement

As announced by the Manager on 26 October 2020, ALOG had, through the Manager, entered into separate subscription agreements with Ivanhoé Cambridge China Inc. ("**Ivanhoé**") and LOGOS Units No. 1, under which Ivanhoé and LOGOS Units No. 1 will subscribe for up to approximately S\$70.0 million New Units<sup>5</sup> and up to approximately S\$18.7 million New Units, respectively<sup>6</sup>.

The total amount of proceeds of up to approximately S\$88.7 million raised from the subscription of New Units ("**Subscription Units**") by Ivanhoé and LOGOS Units No. 1 will be fully utilised to fund the Proposed Acquisitions and Fund Investments.

The Subscription Units have not been issued and a further announcement on the advanced distribution to be declared in respect of the Subscription Units will be made by the Manager in due course. For the avoidance of doubt, the Subscription Units are not eligible to participate in the Preferential Offering.

## 11. APPROVAL IN-PRINCIPLE

As announced on 7 December 2020, approval in-principle for the New Units has been obtained from the SGX-ST.

The SGX-ST's approval in-principle is subject to the following:

- (i) compliance with the SGX-ST's listing requirements;
- (ii) Unitholders' approval of the Preferential Offering at a general meeting to be convened;
- (iii) submission of:
  - (a) a written undertaking from the Manager that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual of the SGX-ST (the "**Listing**");

<sup>4</sup> Based on the exchange rate of S\$1.00 = A\$1.024.

<sup>5</sup> See paragraph 7.5 of the circular to Unitholders dated 8 December 2020 ("**Circular**") for the situations in which the total subscription amount by Ivanhoé may be reduced.

<sup>6</sup> See paragraphs 7.6 and 7.7 of the Circular for the principal terms of the subscription agreements with Ivanhoé and LOGOS Units No. 1, respectively.

- Manual**) in relation to the use of the proceeds from the Preferential Offering and where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in ALOG's announcements on use of proceeds and in the annual report;
- (b) a written undertaking from the Manager that it will comply with Rule 877(10) of the Listing Manual with regard to the allotment of any excess New Units; and
  - (c) a written confirmation from the financial institution(s) as required under Rule 877(9) of the Listing Manual that LOGOS Units No. 1, who has given the Undertaking, has sufficient resources to fulfil its obligations under the Undertaking.

The SGX-ST's approval in-principle is not to be taken as an indication of the merits of the Preferential Offering, the New Units, ALOG and/or its subsidiaries. The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained and opinions expressed in this announcement.

## 12. INDICATIVE TIMETABLE

Event	Indicative Date
Record Date for eligibility to participate in the Preferential Offering	4 January 2021 at 5.00 p.m.
Despatch of Instruction Booklet (together with ARE) to Eligible Unitholders	7 January 2021
Opening date and time for the Preferential Offering	7 January 2021 at 9.00 a.m. (9.00 a.m. for Electronic Applications)
Last date and time for acceptance, application (if applicable) and payment for provisional allotments of New Units and Excess New Units pursuant to the Preferential Offering	15 January 2021 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Listing of New Units pursuant to the Preferential Offering	25 January 2021 at 9.00 a.m.

BY ORDER OF THE BOARD

ARA LOGOS Logistics Trust Management Limited  
(Registration Number: 200919331H)  
As manager of ARA LOGOS Logistics Trust

Karen Lee  
Chief Executive Officer

23 December 2020

**Important Notice:**

This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of ALOG in Singapore, the United States or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, the Trustee, or any of their respective affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. The past performance of ALOG is not necessarily indicative of the future performance of ALOG.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income and occupancy, changes in operating expenses, including employee wages, benefits and training, property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward looking statements, which are based on the Manager's current view of future events.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units in the United States or any other jurisdiction. The past performance of ALOG and the Manager is not necessarily indicative of the future performance of ALOG and the Manager.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, the United Kingdom, Canada, Japan or Australia, and

should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The Units have not been and will not be registered under the U.S. Securities Act and may not be offered or sold in the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable laws. There will be no public offering of the securities referred to herein in the United States.

This publication has not been reviewed by the Monetary Authority of Singapore.

**Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:**

The Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).