

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL
SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN**

FORM

3

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

Frasers Logistics & Commercial Trust ("FLCT")

2. Type of Listed Issuer:

- ☐ Company/Corporation
☐ Registered/Recognised Business Trust
☒ Real Estate Investment Trust

Name of Trustee-Manager/Responsible Person:

Frasers Logistics & Commercial Asset Management Pte. Ltd.

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- ☒ No *(Please proceed to complete Part II)*
☐ Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

18-Feb-2022

Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

1. Name of Substantial Shareholder/Unitholder:

MM Group Limited

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

Transaction A

1. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☐ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☒ Ceasing to be a Substantial Shareholder/Unitholder

2. Date of acquisition of or change in interest:

17-Feb-2022

3. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 2 above, please specify the date):

17-Feb-2022

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

5. Type of securities which are the subject of the transaction (more than one option may be chosen):

☒ Voting shares/units

☐ Rights/Options/Warrants over voting shares/units

☐ Convertible debentures over voting shares/units (conversion price known)

☒ Others (please specify):

Deemed interests in voting units in FLCT.

6. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholder/Unitholder:

N.A. See Item 10 below.

7. Amount of consideration paid or received by Substantial Shareholder/Unitholder (excluding brokerage and stamp duties):

N.A.

8. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- ☐ Securities via market transaction
- ☐ Securities via off-market transaction (*e.g. married deals*)
- ☐ Securities via physical settlement of derivatives or other securities
- ☐ Securities pursuant to rights issue
- ☐ Securities via a placement
- ☐ Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- ☐ Securities via market transaction
- ☐ Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- ☐ Acceptance of take-over offer for the Listed Issuer
- ☐ Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (*please specify*):

☒ Others (*please specify*):

Please refer to Item 10 below.

9. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	794,796,914	794,796,914
As a percentage of total no. of voting shares/units: ⓘ	0	21.53	21.53
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares/units: ⓘ	0	0	0

10. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Thai Beverage Public Company Limited ("ThaiBev") holds a 100% direct interest in International Beverage Holdings Limited ("IBHL"). IBHL holds a 100% direct interest in InterBev Investment Limited ("IBIL"), which has a direct interest of 28.78% in the shareholdings of Frasers Property Limited ("FPL"). FPL holds a 100% direct interest in each of Frasers Logistics & Commercial Asset Management Pte. Ltd. ("FLCAM") and Frasers Property Industrial Trust Holdings Pte. Ltd. ("FPITH"). FLCAM and FPITH directly hold an aggregate of 794,796,914 units in FLCT ("Units"). Accordingly, each of ThaiBev, IBHL, IBIL and FPL is deemed to have an interest in the aggregate of 794,796,914 Units collectively held by FLCAM and FPITH, by virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore ("SFA").

MM Group Limited ("MM Group") owns a 100% direct interest in each of Maxtop Management Corp. ("Maxtop"), Golden Capital (Singapore) Limited ("Golden Capital") and Risen Mark Enterprise Ltd ("RM"). Prior to 8 December 2021, each of Maxtop, Golden Capital and RM had a direct interest of 17.23%, 0.06% and 3.32% in the shareholdings of ThaiBev, respectively. Accordingly, each of MM Group, Maxtop, Golden Capital and RM was deemed to be interested in all the Units in which ThaiBev, IBHL, IBIL and FPL have an interest, by virtue of Section 4 of the SFA.

On 8 December 2021, pursuant to an internal restructuring, RM disposed its entire 3.32% interest in ThaiBev to Golden Capital, and Golden Capital also acquired a 2.47% interest in ThaiBev from Maxtop. Following this, RM ceased to hold any interest in ThaiBev shares, Golden Capital's interest in ThaiBev increased from 0.06% to 5.85%, and Maxtop's interest in ThaiBev decreased from 17.23% to 14.76%. Accordingly, RM also ceased to hold any interest in Units.

On 13 December 2021, as part of the aforesaid internal restructuring, Golden Capital entered into a conditional sale and purchase agreement ("SPA") with Siriwanan Co., Ltd ("Siriwanan") to dispose its entire 5.85% interest in ThaiBev (the "Transaction"). Completion of the Transaction took place on 17 February 2022. Following this, Golden Capital ceased to hold any interest in ThaiBev, and MM Group's remaining interest in ThaiBev is held through Maxtop's 14.76% direct interest therein. As such, each of MM Group, Maxtop and Golden Capital is no longer deemed to be interested in the Units in which ThaiBev, IBHL, IBIL and FPL have an interest.

11. Attachments (if any): ⓘ



(The total file size for all attachment(s) should not exceed 1MB.)

12. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

- (b) Date of the Initial Announcement:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

13. Remarks (*if any*):

The percentage of unitholding "immediately before the transaction" was computed based on 3,691,122,428 Units in issue as at 17 February 2022.

Transaction Reference Number (auto-generated):

2	1	7	1	1	6	6	4	4	0	5	1	3	6	1
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Item 14 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholder/Unitholder.

14. Particulars of Individual submitting this notification form to the Listed Issuer:

- (a) Name of Individual:

Ms. Man Kit Yee

- (b) Designation (*if applicable*):

Director

- (c) Name of entity (*if applicable*):

MM Group Limited
