

# ARA-CWT Trust Management (Cache) Limited

## As Managers of Cache Logistics Trust



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### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Cache Logistics Trust ("**Cache**") will be held on Tuesday, 19 June 2012 at 2.00 p.m. at InterContinental Singapore, 80 Middle Road, Singapore 188966, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

#### ORDINARY RESOLUTION 1

##### (1) THE PROPOSED ACQUISITION OF PANDAN LOGISTICS HUB

That subject to and contingent upon the passing of Resolution 2:

- (i) approval be and is hereby given for the acquisition of Pandan Logistics Hub which is located at 49 Pandan Road, Singapore 609290 ("**Pandan Logistics Hub**"), and the acquisition of Pandan Logistics Hub, the "**Acquisition**", from 49 Pandan Pte. Ltd. (the "**Vendor**") for a purchase consideration of S\$66.0 million (the "**Purchase Consideration**"), on the terms and conditions set out in the sale and purchase agreement dated 7 May 2012 (the "**Sale and Purchase Agreement**") (as described in the circular dated 31 May 2012 ("**Circular**")) made between HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Cache (the "**Trustee**"), and the Vendor;
- (ii) the entry into of the Sale and Purchase Agreement be and is hereby approved and ratified;
- (iii) approval be and is hereby given for the entry into of the master lease agreement (the "**Master Lease Agreement**") (as described in the Circular) between the Trustee and CWT Limited pursuant to which CWT Limited will take a lease of the whole of Pandan Logistics Hub (the "**Master Lease**");
- (iv) approval be and is hereby given for the payment of all fees and expenses relating to the Acquisition; and
- (v) the Manager, any director of the 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 Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Cache to give effect to the Acquisition and the entry into of the Master Lease Agreement and all transactions in connection therewith.

## ORDINARY RESOLUTION 2

### (2) THE PROPOSED AGREEMENT FOR LEASE AND ESCROW LEASES IN RELATION TO PANDAN LOGISTICS HUB

That subject to and contingent upon the passing of Resolution 1:

- (i) approval be and is hereby given for the entry into of the agreement for lease (the “**AFL**”) between the Trustee and CWT Limited in respect of (a) the entire first storey warehouse and first storey mezzanine office of Pandan Logistics Hub (the “**First Storey Premises**”) and (b) the entire fifth storey warehouse and fifth storey mezzanine office of Pandan Logistics Hub (the “**Fifth Storey Premises**”) and the signing of the leases by the Trustee and CWT Limited in respect of the First Storey Premises and the Fifth Storey Premises which will be held in escrow (as described in the Circular) (the “**Escrow Leases**”); and
- (ii) the Manager, any 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 Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Cache to give effect to the AFL and the Escrow Leases and all transactions in connection therewith).

By Order of the Board  
ARA-CWT Trust Management (Cache) Limited (as manager of Cache Logistics Trust)  
(Company registration no. 200919331H)

Daniel Cerf  
Chief Executive Officer  
31 May 2012

#### Important Notice:

- (1) A unitholder of Cache entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a unitholder of Cache.
- (2) Where a unitholder of Cache appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) The instrument appointing a proxy must be lodged at the Unit Registrar’s office at M & C Services Private Limited, 138 Robinson Road #17-00, The Corporate Office, Singapore 068906 not less than 48 hours before the time appointed for the Extraordinary General Meeting.

### **Important Notice**

The value of the 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 or any of its affiliates.

An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the main board of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

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

### **ABOUT CACHE**

Cache is a real estate investment trust (“**REIT**”) constituted on 11 February 2010. Cache was listed on the main board of SGX-ST and commenced operations on 12 April 2010. Cache principally invests in income-producing real estate used for logistics purposes in Asia-Pacific<sup>1</sup>, as well as real estate-related assets. Cache presently holds a portfolio of high quality logistics warehouse properties strategically located in established logistics clusters in Asia-Pacific. Cache is managed by ARA-CWT Trust Management (Cache) Limited. For more details, please visit [www.cache-reit.com](http://www.cache-reit.com).

### **ABOUT ARA-CWT TRUST MANAGEMENT (CACHE) LIMITED**

ARA-CWT Trust Management (Cache) Limited, is a joint-venture REIT management company between ARA Asset Management Limited (“**ARA**”) and CWT Limited (“**CWT**”).

ARA, an affiliate of the Cheung Kong group, is a real estate fund management company listed on the main board of the Singapore Exchange. ARA currently manages REITs listed in Singapore, Hong Kong and Malaysia with a diversified portfolio spanning the office, retail, industrial/office and logistics sectors; private funds investing in real estate and real estate-related securities in Asia; and provides real estate management services, including property management services and convention & exhibition services; and corporate finance advisory services. For more details, please visit [www.ara-asia.com](http://www.ara-asia.com).

CWT Limited was set up in 1970 and listed on the Singapore Exchange in 1993. CWT has since grown and the principal businesses of CWT currently comprise integrated logistics solutions and engineering maintenance and facilities management services. Being the largest listed logistics company in Southeast Asia, CWT offers integrated logistics solutions to some of the world’s leading brands in the chemical, commodities, automotive, marine, oil & gas, defence and industrial sectors. Through its global network, the CWT Group is able to connect customers to 120 ports and 1,200 destinations seamlessly around the world. For more information please visit [www.cwtlimited.com](http://www.cwtlimited.com).

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1 For the purposes of the investment mandate of Cache, “Asia-Pacific” is defined as Singapore, Malaysia, Indonesia, Philippines, Thailand, Vietnam, China, India, Hong Kong, Macau, Taiwan, Japan, Korea, Australia and New Zealand.