

ARALOGOS

LOGISTICS TRUST

ARA LOGOS LOGISTICS TRUST

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

NOTICE OF EXTRAORDINARY GENERAL MEETING OF UNITHOLDERS OF ARA LOGOS LOGISTICS TRUST

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the unitholders of ARA LOGOS Logistics Trust (formerly known as Cache Logistics Trust) (“**ALOG**”, and the holders of units of ALOG, “**Unitholders**”) will be convened and held by way of electronic means on Wednesday, 23 December 2020 at 10.00 a.m. (Singapore time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED ACQUISITION OF FOUR LOGISTICS PROPERTIES LOCATED IN AUSTRALIA FROM THE LP SELLERS, AS AN INTERESTED PERSON TRANSACTION

RESOLVED that:

- (i) approval be and is hereby given for the acquisition of four logistics properties located in Australia (the “**LP Properties**”) from (a) Perpetual Corporate Trust Limited (in its capacity as trustee of the LP Bishop Holding Trust and as trustee of the LP Bishop Operating Trust) and (b) The Trust Company (Australia) Limited (in its capacity as trustee of the LP Heron Asset Trust) (collectively, the “**LP Sellers**”), in the manner described in the circular to Unitholders dated 8 December 2020 (the “**Circular**”, and the acquisition of the LP Properties, the “**LP Property Acquisition**”);
- (ii) entry into the (a) LP Sale and Purchase Agreement, (b) the Peregrine Building Contract, (c) the Heron Building Contract (each as defined in the Circular), (d) the investment management agreement in relation to the LP Properties, (e) the property management agreements in relation to the LP Properties and (f) all documents required to be executed or assigned by the parties in order to give effect to the LP Property Acquisition is hereby approved and (as the case may be) ratified;
- (iii) approval be and is hereby given for the payment of all fees and expenses relating to the LP Property Acquisition; and
- (iv) ARA LOGOS Logistics Trust Management Limited (formerly known as ARA Trust Management (Cache) Limited) (as manager of ALOG) (the “**Manager**”), any director of the Manager (“**Director**”), and HSBC Institutional Trust Services (Singapore) Limited, as trustee of ALOG (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 (the “**LP Property Acquisition Documents**”)) as the Manager, such Director or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of ALOG to give effect to the LP Property Acquisition and all transactions contemplated under the LP Property Acquisition Documents, and in this connection, the board of directors of the Manager (the “**Board**”) be hereby authorised to delegate such authority to such persons as the Board deems fit.

ORDINARY RESOLUTION 2

THE PROPOSED (I) ACQUISITION OF THE LARAPINTA PROPERTY AND (II) INVESTMENT IN THE RESPECTIVE INTERESTS IN TWO PROPERTY FUNDS, BEING THE NEW LAIVS TRUST AND THE OXFORD PROPERTY FUND, AS INTERESTED PERSON TRANSACTIONS

RESOLVED that, subject to and contingent upon the passing of Ordinary Resolution 3, Ordinary Resolution 4 and Ordinary Resolution 5:

- (i) approval be and is hereby given for the acquisition of the property located at 47 Logistics Place, Larapinta, Queensland, Australia (the "**Larapinta Property**") in the manner described in the Circular (the "**Larapinta Property Acquisition**");
- (ii) approval be and is hereby given for the investment in a 49.5% interest in New LAIVS Trust and a 40.0% interest in Oxford Property Fund in the manner described in the Circular (the "**Proposed Fund Investments**", and together with the Larapinta Property Acquisition, the "**Proposed Larapinta Property Acquisition and Fund Investments**");
- (iii) approval be and is hereby given for the fees payable to the New LAIVS Fund Investment Manager and OP Fund Investment Manager (each as defined in the Circular) as interested person transactions, and entry into (a) the Implementation Deed, (b) the Larapinta Unit Sale and Purchase Agreement, (c) the New LAIVS Fund Unit Sale and Purchase Agreement, (d) the OP Fund Unit and Sale Purchase Agreement, (e) the New LAIVS Fund Unitholders' Agreement, (f) the OP Fund Unitholders' Agreement, (g) the New LAIVS Fund Investment Management Agreement, (h) the OP Fund Investment Management Agreement (each as defined in the Circular), (i) the investment management agreement in relation to the Larapinta Property, (j) the property management agreement in relation to the Larapinta Property and (k) all documents required to be executed or assigned by the parties in order to give effect to the Proposed Larapinta Property Acquisition and Fund Investments be and is hereby approved and ratified;
- (iv) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Larapinta Property Acquisition and Fund Investments; and
- (v) 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 (the "**Larapinta Property Acquisition and Fund Investments Documents**")) as the Manager, such Director or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of ALOG to give effect to the Proposed Larapinta Property Acquisition and Fund Investments and all transactions contemplated under the Larapinta Property Acquisition and Fund Investments Documents, and in this connection, the Board be hereby authorised to delegate such authority to such persons as the Board deems fit.

ORDINARY RESOLUTION 3

THE PROPOSED IVANHOÉ ISSUANCE AND PROPOSED LOGOS ISSUANCE PURSUANT TO RULE 812 OF THE LISTING MANUAL

RESOLVED that, subject to and contingent upon the passing of Ordinary Resolution 2, Ordinary Resolution 4 and Ordinary Resolution 5:

- (i) approval be and is hereby given for (a) the issue of new units in ALOG ("**New Units**") to Ivanhoé Cambridge China Inc. ("**Ivanhoé**"), as a restricted placee under Rule 812 of the Listing Manual, pursuant to the subscription agreement dated 26 October 2020 entered into between the Manager and Ivanhoé (the "**Proposed Ivanhoé Issuance**") and (b) the issue of

New Units to LOGOS Units No. 1 Ltd. (“**LOGOS Units No. 1**”), as a restricted placee under Rule 812 of the Listing Manual, pursuant to the subscription agreement dated 26 October 2020 entered into between the Manager and LOGOS Units No. 1 Ltd. (the “**Proposed LOGOS Issuance**”) in the manner described in the Circular; 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 ALOG to give effect to the Proposed Ivanhoé Issuance, the Proposed LOGOS Issuance and all transactions in connection therewith.

ORDINARY RESOLUTION 4

THE POTENTIAL TRANSFER OF A CONTROLLING INTEREST TO LOGOS PROPERTY GROUP LIMITED (“LOGOS”) AS A RESULT OF THE PROPOSED LOGOS ISSUANCE AND THE PREFERENTIAL OFFERING

RESOLVED that, subject to and contingent upon the passing of Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 5:

- (i) approval be and is hereby given for the transfer of a controlling interest to LOGOS as a result of the Proposed LOGOS Issuance and the Preferential Offering (as defined in the Circular), in the manner described in the Circular; 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 ALOG to give effect to the above.

ORDINARY RESOLUTION 5

THE PROPOSED ISSUANCE OF NEW UNITS UNDER THE EQUITY FUND RAISING COMPRISING (I) THE PROPOSED IVANHOÉ ISSUANCE AND PROPOSED LOGOS ISSUANCE, AND (II) THE PREFERENTIAL OFFERING

RESOLVED that, subject to and contingent upon the passing of Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 4:

- (i) approval be and is hereby given for the issue of such number of New Units under the Equity Fund Raising (as defined in the Circular), in the manner described in the Circular; 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 ALOG to give effect to the Equity Fund Raising and all transactions in connection therewith.

ORDINARY RESOLUTION 6

THE PROPOSED GENERAL MANDATE FOR THE ISSUE OF NEW UNITS AND/OR CONVERTIBLE SECURITIES

That authority be and is hereby given to the Manager to

- (i) issue New Units whether by way of rights, bonus or otherwise; and/or

- (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) 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 Manager may, in its absolute discretion deem fit; and

- (iii) issue Units in pursuance of any Instrument made or granted by the 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:

- (A) 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 (50.0%) of the total number of issued Units (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent (20.0%) of the total number of issued Units (as calculated in accordance with sub-paragraph (B) below);
- (B) 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 (A) above, the total number of issued Units shall be based on the total number of issued Units at the time this Resolution is passed, after adjusting for:
 - (1) any new Units arising from the conversion or exercise of any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding at the time this Resolution is passed; and
 - (2) any subsequent bonus issue, consolidation or subdivision of Units;
- (C) in exercising the authority conferred by this Resolution, the 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 ALOG dated 11 February 2010 (as amended) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (D) 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 of ALOG or (ii) the date by which the next AGM of ALOG is required by applicable law and regulations or the Trust Deed to be held, whichever is earlier;
- (E) 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 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

- (F) 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 ALOG to give effect to the authority conferred by this Resolution.

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

Karen Lee
Chief Executive Officer

Singapore
8 December 2020

Notes:

1. The EGM 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 the Circular will not be sent to Unitholders. Instead, the Circular will be sent to Unitholders through electronic means via publication on ALOG's website at the URL <https://www.aralogos-reit.com/>. The Circular will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/prospectus-circulars-offer-documents>. We sincerely hope that you will join our efforts to reduce costs, increase operational efficiency and reduce our carbon footprint by adopting electronic communications. However, if you still wish to receive a printed copy of the Circular, please complete the Request Form and return it to us by mail or email to alog-enquiry@ara-group.com no later than 18 December 2020.
2. **Due to the current COVID-19 situation in Singapore, a Unitholder will not be able to attend the EGM in person.** Alternative arrangements relating to attendance at the EGM 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 EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below and in the accompanying ALOG's circular dated 8 December 2020.
3. Unitholders will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers or live audio-only stream via mobile phones or telephones. In order to do so, Unitholders must pre-register at ALOG's pre-registration website at the URL <https://aralogos-reit.listedcompany.com/ara-logos-2020-egm> from now till 10.00 a.m. on 21 December 2020 to enable the Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders will receive an email, which will contain the instructions as well as the link to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the EGM proceedings, by 12.00 p.m. on 22 December 2020. Unitholders who do not receive an email by 12.00 p.m. on 22 December 2020 but have registered by the 21 December 2020 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at **+65 6230 9580 or +65 6230 9768** (during office hours) or email srs.teamd@boardroomlimited.com.

4. Unitholders may also submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 10.00 a.m. on 21 December 2020:
 - (a) if submitted electronically, be submitted:
 - (i) via ALOG's pre-registration website at the URL <https://aralogos-reit.listedcompany.com/ara-logos-2020-egm>; or
 - (ii) via email to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamd@boardroomlimited.com; or
 - (b) if submitted by post, be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

Unitholders who submit questions via email or by post to the Unit Registrar must provide the following information:

- (1) the Unitholder's full name;
- (2) the Unitholder's full NRIC/FIN/Passport Number;
- (3) the Unitholder's address; and
- (4) the manner in which the Unitholder holds the Units (e.g. via CDP, CPF or SRS).

The Manager will endeavour to address all substantial and relevant questions submitted in advance of the EGM prior to or during the EGM. The Manager will publish the responses to the substantial and relevant questions which the Manager is unable to address during the EGM, on ALOG's website and on SGXNET prior to the EGM. The Manager will publish the minutes of the EGM on ALOG's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

Unitholders will not be able to ask questions at the EGM live during the webcast or audio-stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the EGM.

5. **A Unitholder will not be able to vote online on the resolution to be tabled for approval at the EGM. A Unitholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Unitholder wishes to exercise his/her/its voting rights at the EGM. The Chairman of the EGM, as proxy, need not be a Unitholder of ALOG.** The instrument appointing the Chairman of the EGM as proxy ("**Proxy Form**") is enclosed with this Notice of EGM and may also be accessed at ALOG's website at the URL <https://investor.aralogos-reit.com/newsroom.html>, and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

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

6. The Proxy Form must be submitted to the 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 registered office of ALOG's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted via email to ALOG's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamd@boardroomlimited.com;

in either case, not later than 10.00 a.m. on 21 December 2020, being not less than 48 hours before the time fixed for holding the EGM.

A Unitholder who wishes to submit the Proxy Form by post or via email must first 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.

In view of the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email to srs.teamd@boardroomlimited.com.

Unitholders who hold their Units through a relevant intermediary (as defined below), other than CPF and SRS investors, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should approach their respective relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM. CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent bank or SRS operator to submit their votes by 5.00 p.m. on 11 December 2020 (Singapore time), being 7 clear working days before the date of the EGM.

"**relevant intermediary**" means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Units in that capacity; or
 - (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of 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 Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
7. Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check ALOG's website at the URL <https://investor.aralogos-reit.com/aggm-egm.html> for the latest updates on the status of the EGM.

PERSONAL DATA PRIVACY

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