



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

Electronic Despatch of Scheme Document and Alternative Arrangements relating to the Extraordinary General Meeting and Scheme Meeting to be held on 27 January 2022

1. BACKGROUND

The Board of Directors of ARA LOGOS Logistics Trust Management Limited, as manager of ARA LOGOS Logistics Trust ("**ALOG**", and the manager of ALOG, the "**ALOG Manager**"), refers to:

- (a) the joint announcement dated 15 October 2021 (the "**Joint Announcement**") issued by the ALOG Manager and ESR Funds Management (S) Limited (the "**ESR-REIT Manager**") in relation to the proposed merger (the "**Merger**") of ESR-REIT and ALOG through the acquisition by RBC Investor Services Trust Singapore Limited (the "**ESR-REIT Trustee**") of all the ALOG Units by way of a trust scheme of arrangement in accordance with the Singapore Code on Take-overs and Mergers and the ALOG Trust Deed;
- (b) the announcement by ESR Cayman Limited ("**ESR Cayman**" or the "**Sponsor**") on 4 August 2021 in relation to the proposed acquisition of 100% of the issued share capital and voting power in ARA Asset Management Limited ("**ARA**") (the "**Proposed ARA Acquisition**");
- (c) the announcement dated 3 November 2021 issued by the ALOG Manager in relation to the Proposed ARA Acquisition and the duly passed ordinary resolutions passed by the shareholders at the extraordinary general meeting (the "**EGM**") of ESR Cayman;
- (d) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 (as amended) which enables the Minister for Law by order to prescribe alternative arrangements for listed entities in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (e) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**COVID-19 Alternative Meetings Order**") which was gazetted on 13 April 2020 (as amended), and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts; and
- (f) the order of the Court dated 6 December 2021 convening the Scheme Meeting (the "**Scheme Meeting Court Order**");

Unless otherwise defined, all capitalised terms in this Announcement shall bear the same meaning as set out in the Scheme Document (as defined below).

2. ELECTRONIC DESPATCH OF THE SCHEME DOCUMENT

2.1 Scheme Document

The ALOG Manager wishes to announce that it has today despatched to ALOG Unitholders a scheme document (the “**Scheme Document**”) dated 5 January 2022 by electronic means via publication on the website of the SGX-ST at www.sgx.com/securities/company-announcements and the website of ALOG at <https://investor.aralogos-reit.com/proposed-merger-with-esr-reit.html>.

The Scheme Document contains, *inter alia*, the following:

- (a) details of the ALOG Trust Deed Amendments;
- (b) details of the Merger and the Scheme, including the recommendation of the ALOG Independent Directors and the advice of the ALOG IFA in relation to the Scheme;
- (c) the notice of the EGM of ALOG Unitholders to be convened and held by way of electronic means on **Thursday, 27 January 2022, at 3.00 p.m. (Singapore time)** (the “**Notice of EGM**”), for the purpose of considering, and if thought fit, passing with or without modifications, the ALOG Trust Deed Amendments Resolution; and
- (d) the notice of the Scheme Meeting, to be convened and held by way of electronic means on **Thursday, 27 January 2022, at 3.30 p.m. (Singapore time)** (or as soon thereafter following the conclusion of the EGM, whichever is later) (the “**Notice of Scheme Meeting**”), for the purpose of considering and, if thought fit, passing the Scheme Resolution.

2.2 Electronic Copies of the Scheme Document

Pursuant to the Public Statement on the Extension of the Temporary Measures to Allow for Electronic Despatch of Take-Over Documents under the Code issued by the Securities Industry Council on 29 June 2021 (the “**SIC Public Statement on Electronic Despatch**”), documents related to a take-over or merger transaction under the Code may be despatched electronically to the ALOG Unitholder through publication on SGXNET and on the website of ALOG. **No printed copies of the Scheme Document will be despatched to ALOG Unitholders unless requested for.**

Printed copies of the Notice of EGM, the Notice of Scheme Meeting, the proxy form for the EGM (the “**Proxy Form A (EGM)**”) and the proxy form for the Scheme Meeting (the “**Proxy Form B (Scheme Meeting)**”) (collectively, the “**Notices and Proxy Forms**”) and the request form accompanying the Notices and Proxy Forms will still be despatched to ALOG Unitholders.

Electronic copies of the Scheme Document (enclosing the Notice of EGM and the Notice of Scheme Meeting), the Proxy Form A (EGM) and the Proxy Form B (Scheme Meeting) are available on:

- (a) the website of the SGX-ST at www.sgx.com/securities/company-announcements; and
- (b) 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.

2.3 Request for Printed Copies of Scheme Document

ALOG Unitholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying the Notices and Proxy Forms by post, which should reach the ALOG Manager by no later than **Thursday, 13 January 2022, at 3.30 p.m. (Singapore time)**. A printed copy of the Scheme Document will then be sent to the address in Singapore specified by the ALOG Unitholder at his/her own risk.

2.4 Overseas ALOG Unitholders

ALOG Unitholders whose registered addresses (as recorded on the register of ALOG Unitholders or in the records maintained by The Central Depository (Pte) Limited for the service of notice and documents) are outside of Singapore (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 copies of the 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 EGM and the Scheme Meeting.

It is the responsibility of any Overseas ALOG Unitholder who wishes to request for the Scheme Document and any related documents or participate in the Scheme to satisfy himself/herself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Scheme Document and any related documents or participating in the Merger and the Scheme, the Overseas ALOG Unitholder represents and warrants to the ALOG Manager and the ESR-REIT Manager that he/she is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she is in full compliance with all necessary formalities or legal requirements.

If any Overseas ALOG Unitholder is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction.

3. DATE, TIME AND CONDUCT OF THE EGM

The ALOG Manager wishes to announce that pursuant to the COVID-19 Alternative Meetings Order, the EGM will be convened and held by way of electronic means on **Thursday, 27 January 2022, at 3.00 p.m. (Singapore time)**. ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries must pre-register via ALOG’s pre-registration website at <https://aralogos-egm.listedcompany.com/ara-logos-2022-egm/> from **5 January 2022 to 25 January 2022 at 3.30 p.m. (Singapore time)** 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 relevant intermediaries.

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 EGM as they will not be able to raise questions live at the EGM. All ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries may submit any relevant questions they have in respect of the EGM in the following manner by **Wednesday, 19 January 2022, at 3.30 p.m. (Singapore time)** being at least seven (7) days after the date of the Notice of EGM:

- (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 deposited at the office of the ALOG Manager at 50 Collyer Quay #05-05 OUE Bayfront Singapore 049321.

The ALOG Manager's Chairman, Mr Lim How Teck, or failing him, any director of the ALOG Manager, shall act as Chairman of the EGM. The ALOG Manager will endeavour to publish the responses to such questions received by **3.30 p.m. on Wednesday, 19 January 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 EGM. The ALOG Manager will also respond to all substantial and relevant questions which have not already been addressed prior to the EGM during the EGM through the live-audio-visual webcast and live-audio-only stream of the EGM 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 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.

4. DATE, TIME AND CONDUCT OF THE SCHEME MEETING

The ALOG Manager wishes to announce that pursuant to the Scheme Meeting Court Order, the Scheme Meeting will be convened and held by way of electronic means on **Thursday, 27 January 2022, at 3.30 p.m. (Singapore time)**, or as soon thereafter following the conclusion of the EGM, whichever is later. ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries must pre-register via ALOG's pre-registration website at <https://aralogos-egm.listedcompany.com/ara-logos-2022-egm/> from **5 January 2022 to 25 January 2022 at 3.30 p.m. (Singapore time)** 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 relevant intermediaries.

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 19 January 2022** being at least seven (7) days after the date of the Notice of Scheme Meeting (**5 January 2022**).

Pursuant to the Scheme Meeting Court Order, 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.

The ALOG Manager will endeavour to publish the responses to such questions received **by 3.30 p.m. on 19 January 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.

5. NOTICES AND PROXY FORMS

Printed copies of the Notices and Proxy Forms will be despatched to ALOG Unitholders. The Notices and Proxy Forms are also available on the website of the SGX-ST at www.sgx.com/securities/company-announcements and on the website of ALOG at <https://investor.aralogos-reit.com/proposed-merger-with-esr-reit.html>.

ALOG Unitholders can also scan the QR Code below to access the Proxy Form A (EGM) and the Proxy Form B (Scheme Meeting):



6. NO PERSONAL ATTENDANCE AT THE EGM AND SCHEME MEETING

Due to the current COVID-19 situation, **ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries will not be able to physically attend the EGM and the Scheme Meeting in person.**

7. ARRANGEMENTS FOR PARTICIPATION IN THE EGM AND THE SCHEME MEETING

Arrangements relating to the attendance at the EGM and the Scheme Meeting (pursuant to the Scheme Meeting Court Order) 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 and/or the Chairman of the Scheme Meeting in advance of and by no later than at least seven (7) days after the date of the Notice of EGM and the Notice of the Scheme Meeting, addressing of such substantial and relevant questions and voting by appointing the Chairman of the EGM and/or the Chairman of the Scheme Meeting as proxy at the EGM and Scheme Meeting (as the case may be), are set out below and in the Notice of EGM and Notice of Scheme Meeting.

ALOG Unitholders may participate in the EGM and/or the Scheme Meeting by:

- (a) observing and/or listening to the EGM proceedings and/or the Scheme Meeting proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of the EGM and/or the Scheme Meeting; and/or
- (c) appointing the Chairman of the EGM and/or the Scheme Meeting (as the case may be) as proxy to vote on their behalf at the EGM and/or the Scheme Meeting (as the case may be).

Persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries may participate in the EGM and/or the Scheme Meeting by:

- (a) observing and/or listening to the EGM proceedings and/or the Scheme Meeting proceedings via live audio-visual webcast or live audio-only stream; and/or
- (b) submitting questions in advance of the EGM and/or the Scheme Meeting.

Persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries who wish to vote at the EGM and/or the Scheme Meeting should not use the Proxy Form A (EGM) and/or Proxy Form B (Scheme Meeting) and should instead approach their respective relevant intermediaries as soon as possible to specify voting instructions. CPFIS Investors and SRS Investors who wish to vote at the EGM and/or the Scheme Meeting should approach their respective CPF Agent Banks or SRS Agent Banks as soon as possible by **Tuesday, 18 January 2022, by 5.00 p.m. (Singapore time)**, being seven (7) Business Days before the date of the Scheme Meeting.

8. KEY DATES/DEADLINES

The table below sets out the key dates/deadlines for ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries to note. All references to time below are to Singapore time.

Key dates	Actions
5 January 2022 (Wednesday)	ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries must begin to pre-register at https://aralogos-egm.listedcompany.com/ara-logos-2022-egm/ for a live audio-visual webcast or live audio-only stream of the EGM proceedings and the Scheme Meeting proceedings.
5.00 p.m. on 18 January 2022 (Tuesday)	Deadline for CPFIS Investors and SRS Investors who wish to vote at the EGM and/or the Scheme Meeting (as the case may be) to approach their respective CPF Agent Banks or SRS Agent Banks.

Key dates	Actions
3.30 p.m. on 19 January 2022 (Wednesday)	Deadline for ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries to submit all substantial and relevant questions related to the ALOG Trust Deed Amendments Resolution and the Scheme Resolution to be tabled for approval at the EGM and the Scheme Meeting respectively (either via ALOG's pre-registration website at https://aralogos-egm.listedcompany.com/ara-logos-2022-egm/ or by post to the address provided in the Notice of EGM and the Notice of Scheme Meeting).
3.00 p.m. on 25 January 2022 (Tuesday)	Deadline for ALOG Unitholders to submit the Proxy Form A (EGM) (via email at proxyform@trustedservices.com.sg or by post to the address provided in the Notice of EGM).
3.30 p.m. on 25 January 2022 (Tuesday)	Deadline for ALOG Unitholders to submit the Proxy Form B (Scheme Meeting) (via email at proxyform@trustedservices.com.sg or by post to the address provided in the Notice of Scheme Meeting).
3.30 p.m. on 25 January 2022 (Tuesday)	Deadline for ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries to pre-register for live audio-visual webcast or live audio-only stream of the EGM proceedings and the Scheme Meeting.
12.00 p.m. on 26 January 2022 (Wednesday)	<p>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 or live audio-only stream of the EGM proceedings and the Scheme Meeting proceedings (the "Confirmation Email").</p> <p>ALOG Unitholders and persons (including CPFIS Investors and SRS Investors) who hold ALOG Units through relevant intermediaries who do not receive the Confirmation Email by 12.00 p.m. on Wednesday, 26 January 2022 but have registered by the 3.30 p.m. deadline on 25 January 2022 should contact ALOG's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6230 9580/(65) 6230 9586 during office hours.</p>
<p>3.00 p.m. on 27 January 2022 (Thursday) (EGM)</p> <p>3.30 p.m. on 27 January 2022 (Thursday) (or as soon thereafter following the conclusion of the EGM, whichever is later)</p>	<p>Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the EGM proceedings and the Scheme Meeting proceedings. The link in the Confirmation Email can be used to access the live audio-visual webcast of both the EGM proceedings and the Scheme Meeting proceedings; or</p> <p>Call the telephone number in the Confirmation Email to access the live audio-only stream of the EGM proceedings and the Scheme Meeting proceedings.</p>

Key dates	Actions
(Scheme Meeting)	

An indicative timetable for the events which are scheduled to take place after the EGM and the Scheme Meeting is set out in the Scheme Document.

9. FURTHER INFORMATION

For more information, ALOG Unitholders can refer to ALOG's website at <https://investor.aralogos-reit.com/agm-egm.html>

10. IMPORTANT REMINDER

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

The ALOG Manager would like to thank all ALOG Unitholders for their patience and co-operation in enabling ALOG to hold the EGM and the Scheme Meeting with the optimal safe distancing measures amidst the current COVID-19 situation.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the ALOG Manager (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to ESR-REIT and/or the ESR-REIT Manager) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the ALOG Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including the announcement dated 4 August 2021 released by the Sponsor in relation to the Proposed ARA Acquisition) or obtained from a named source (including ESR-REIT and the ESR-REIT Manager), the sole responsibility of the directors of the ALOG Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the ALOG Manager do not accept any responsibility for any information relating to ESR-REIT and/or the ESR-REIT Manager or any opinion expressed by ESR-REIT and/or the ESR-REIT Manager.

By Order of the Board

ARA LOGOS Logistics Trust Management Limited
As Manager of ARA LOGOS Logistics Trust
(Company Registration No. 200919331H)

Karen Lee
Chief Executive Officer
5 January 2022

For enquiries, please contact:

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Important Notice

The value of units in ALOG and the income derived from them may fall as well as rise. ALOG Units are not obligations of, deposits in, or guaranteed by, the ALOG Manager, HSBC Institutional Trust Services (Singapore) Limited, as trustee of ALOG, or any of their respective affiliates.

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