



**Daiwa House**  
Logistics Trust

(a real estate investment trust constituted on 2 November 2021 under the laws of the Republic of Singapore)  
managed by

Daiwa House Asset Management Asia Pte. Ltd.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of the holders of units of Daiwa House Logistics Trust (“DHLT”, and holders of units in DHLT, the “Unitholders”) will be convened and held wholly by way of electronic means on **Thursday, 1 December 2022 at 2.00 p.m. (Singapore time)**, for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions (capitalised terms not otherwise defined herein shall have the meanings ascribed to them in the circular to Unitholders dated 16 November 2022 (the “Circular”)):

### **ORDINARY RESOLUTION 1**

#### **PROPOSED ACQUISITION OF TWO FREEHOLD LOGISTICS PROPERTIES AND UNDERLYING FREEHOLD LAND OF D PROJECT IRUMA S LOCATED IN JAPAN, AS AN INTERESTED PERSON TRANSACTION**

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

- (i) approval be and is hereby given for the proposed acquisition of the properties known as DPL Iwakuni 1 & 2, D Project Matsuyama S and the D Project Iruma S Land from the Seller on the terms and conditions set out in the DHI TBI SPA (as described in the Circular) and the entry into the DHI TBI SPA be and is hereby approved and ratified;
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Acquisition;
- (iii) approval be and is hereby given for the entry by DHLT (whether directly or indirectly through its subsidiaries) into all agreements and transactions in connection with the Proposed Acquisition and all ancillary agreements contemplated thereby or incidental thereto, or which are necessary to give effect to the Proposed Acquisition; and
- (iv) the Manager, any Director of the Manager and the Trustee, be and are hereby severally authorised to complete and do all such acts and things (including approving, modifying and 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 DHLT to give effect to the Proposed Acquisition and the entry into the DHI TBI SPA and all transactions in connection therewith.

### **ORDINARY RESOLUTION 2**

#### **PROPOSED SPONSOR SUBSCRIPTION**

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

- (i) approval be and is hereby given for the Proposed Sponsor Subscription; and
- (ii) the Manager, the Directors of the Manager, the Trustee and each of them be and are hereby authorised to do all such things and execute all such documents as they or he may consider necessary or appropriate to give effect to this resolution as they or he may think fit with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority and to issue or enter into any confirmations, agreements or arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Sponsor Subscription.

**Unitholders should note that Resolutions 1 and 2 are inter-conditional and DHLT will only proceed with the Proposed Acquisition and the Proposed Sponsor Subscription if both of the Resolutions are approved. In the event that Resolution 1 or Resolution 2 is not approved, DHLT will not proceed with the Proposed Acquisition and/or the Proposed Sponsor Subscription.**

**Unitholders should also note that even in the event that both Resolutions 1 and 2 are approved, there is no assurance that both the Proposed Acquisition and the Proposed Sponsor Subscription will complete. The Proposed Acquisition and the Proposed Sponsor Subscription each remains subject to the terms of the DHI TBI SPA and the Subscription Agreement respectively.**

## **BY ORDER OF THE BOARD**

Daiwa House Asset Management Asia Pte. Ltd.  
(as Manager of Daiwa House Logistics Trust)  
(Company Registration No. 202037636H)

Josephine Toh  
Company Secretary  
16 November 2022

### **Important Notice:**

1. The EGM is being convened and will be held wholly 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 on **Thursday, 1 December 2022 at 2.00 p.m. (Singapore time)**. Any reference to a time of day is made by reference to Singapore time.

**As a precautionary measure due to the evolving COVID-19 situation in Singapore, a Unitholder will not be able to attend the EGM physically.** Alternative arrangements relating to conduct and 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 in advance of, or live at, the EGM, addressing of substantial and relevant questions in advance of, or live at, the EGM and voting at the EGM (i) live by the Unitholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on the Unitholder's behalf at the EGM, are set out below and in the Circular dated 16 November 2022.

This Notice of EGM, the Proxy Form, the Request Form and the Circular will be sent to Unitholders by electronic means via publication on DHLT's website at the URL <https://www.daiwahouse-logisticstrust.com> and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

Printed copies of this Notice of EGM, the Proxy Form and the Request Form will be sent to Unitholders.

However, printed copies of the Circular will **not** be sent to Unitholders. Any Unitholder who wishes to receive printed copies of the Circular should submit his/her/its completed Request Form to the Unit Registrar by **2.00 p.m. (Singapore time) on Wednesday, 23 November 2022**.

## 2. Pre-registration

Unitholders, including CPF and SRS investors, 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, including CPF and SRS investors, or, where applicable, their appointed proxy(ies), must pre-register at DHLT's pre-registration website at <https://www.daiwahouse-logisticstrust.com>, from **Wednesday, 16 November 2022 up to 2.00 p.m. (Singapore time) on Monday, 28 November 2022** to enable the Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies) who have (or have been) pre-registered, will receive a confirmation email, which will contain unique login credentials and 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 **2.00 p.m. (Singapore time) on Wednesday, 30 November 2022**. Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies), who have (or have been) pre-registered by the 28 November 2022 deadline but have not received the confirmation email by **2.00 p.m. (Singapore time) on Wednesday, 30 November 2022** should contact DHLT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [+65 6536 5355](tel:+6565365355) (during office hours) or via email at [DHLT-EGM2022@boardroomlimited.com](mailto:DHLT-EGM2022@boardroomlimited.com).

## 3. Question and answer and EGM minutes

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies), can submit questions in advance of, or at, the EGM.

### Submission of questions in advance of the EGM

Unitholders, including CPF and SRS investors, can submit substantial and relevant questions related to the Resolutions in advance of the EGM. Such questions must be received by the Manager no later than **2.00 p.m. (Singapore time) on Monday, 28 November 2022**, and can be submitted in the following manner:

- (a) if submitted by post, be deposited at the office of DHLT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically, be submitted via (i) email to the Manager, at [ir@daiwahouse-lt.com](mailto:ir@daiwahouse-lt.com) or (ii) the pre-registration website at <https://www.daiwahouse-logisticstrust.com>.

Unitholders, including CPF and SRS investors, who submit questions by post to the Unit Registrar, or via email to the Manager, must provide the following information:

- (i) the Unitholder's full name;
- (ii) the Unitholder's address; and
- (iii) the manner in which the Unitholder holds Units in DHLT (e.g., via CDP, CPF or SRS).

In view of the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit their questions via the pre-registration website or by email.

The Manager will endeavour to address all substantial and relevant questions (which are related to the Resolutions), received in advance of the EGM from Unitholders, prior to or during the EGM. The Manager will publish the responses to the substantial and relevant questions on DHLT's website and on SGXNET. Unitholders are encouraged to submit their questions promptly so that they may be addressed by the Manager. Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed.

### Ask questions at the EGM

At the EGM, Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) can also ask substantial and relevant questions related to the Resolutions by typing in and submitting their questions through the live chat function via the audio-visual webcast platform. To do so, Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies), must be pre-registered and authenticated.

The Chairman of the EGM will conduct the proceedings of the EGM and, together with the remaining directors and senior management of the Manager, will endeavour to address the substantial and relevant questions raised prior to or during the EGM which are related to the Resolutions.

The Manager will publish the minutes of the EGM on DHLT's website at the URL <https://www.daiwahouse-logisticstrust.com> and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> within one month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions received from Unitholders which are addressed during the EGM.

#### 4. Vote, or appoint proxy(ies) to vote, at the EGM

Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies) who have (or have been) pre-registered, will be required to log-in to the live webcast using the unique login credentials provided in the confirmation email.

Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies) who have (or have been) pre-registered must access the EGM proceedings via the live audio-visual webcast in order to vote live at the EGM, and will not be able to do so via the audio-only stream of the EGM proceedings.

A Unitholder who wishes to exercise his/her/its voting rights at the EGM may:

- (a) vote live at the EGM;
- (b) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM; or
- (c) appoint a proxy(ies) to vote at the EGM on their behalf at the EGM.

### Appointment of proxy(ies)

Unitholders who wish to appoint a proxy(ies), including the Chairman of the EGM, must submit an instrument of proxy by post or via email in the manner stated below.

A Unitholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such Unitholder's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of his/her/its unitholding concerned to be represented by each proxy must be specified in the instrument appointing a proxy(ies).

A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of Units held in relation to which each proxy has been appointed must be specified in the instrument appointing a proxy(ies).

**“Relevant intermediary”** means:

- (i) a banking corporation licensed under the Banking Act 1970, 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 2001 and who holds Units in that capacity; or
- (iii) (if applicable) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Central Provident Fund Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Printed copies of the Proxy Form will be sent to Unitholders. The Proxy Form can also be downloaded from DHLT’s website at the URL <https://www.daiwahouse-logisticstrust.com> and from the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

A Unitholder who wishes to submit an instrument of proxy must do so in the following manner:

- (a) if submitted by post, by completing and signing the Proxy Form, before lodging it at the office of DHLT’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically via email, by completing and signing the Proxy Form, before attaching and sending a clear PDF copy of it to DHLT’s Unit Registrar, Boardroom Corporate Advisory Services Pte. Ltd., at [DHLT-EGM2022@boardroomlimited.com](mailto:DHLT-EGM2022@boardroomlimited.com),

in each case, by **2.00 p.m. (Singapore time) on Monday, 28 November 2022**, being 72 hours before the time fixed for the EGM.

**In view of the evolving COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit their completed Proxy Forms electronically via email.**

5. Persons who hold Units through relevant intermediaries (other than CPF and SRS investors)

Persons who hold Units through relevant intermediaries, other than CPF and SRS investors, and who wish to participate in the EGM by (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (ii) submitting questions in advance of, or live at, the EGM; and/or (iii) voting at the EGM (a) live via electronic means by being appointed as proxy by their relevant intermediary; or (b) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, should contact their relevant intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

## 6. CPF and SRS investors

CPF and SRS investors may (a) vote live via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (b) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators by **2.00 p.m. (Singapore time) on Monday, 21 November 2022**, being at least seven (7) working days before the date of the EGM, to ensure their votes are submitted. For the avoidance of doubt, while CPF and SRS investors may themselves be appointed as proxies by their respective CPF Agent Bank or SRS Operator, CPF and SRS investors will not be able to appoint third-party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote live at the EGM on their behalf.

## 7. Other information

- (a) A proxy need not be a Unitholder.
- (b) The Circular dated 16 November 2022 (in relation to the Proposed Acquisition and the Proposed Sponsor Subscription) and its related documents (including this Notice of EGM, the Proxy Form and the Request Form) have been published on DHLT's website and may be accessed at the URL <https://www.daiwahouse-logisticstrust.com> and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
- (c) 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 DHLT's website at the URL <https://www.daiwahouse-logisticstrust.com> and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the EGM.

## **PERSONAL DATA PRIVACY:**

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof; (b) submitting the pre-registration for the EGM in accordance with this Notice of EGM and/or (c) submitting any question in advance of, or at, the EGM, a Unitholder:

- (i) consents to the collection, use and disclosure of the Unitholder's personal data by DHLT, the Manager and the Trustee (and their respective agents or service providers) for the following purposes:
  - (1) the processing, administration and analysis by DHLT, the Manager and the Trustee (and their respective agents or service providers) of instruments appointing a proxy(ies) and/or representative(s) for the EGM (including any adjournment thereof);
  - (2) the processing of the pre-registration for purposes of verifying the status of Unitholders, granting access to Unitholders (or their appointed proxy(ies)) to the EGM and providing them with any technical assistance where necessary;
  - (3) the addressing of relevant and substantial questions received from Unitholders in advance of or at the EGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;

- (4) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (5) in order for DHLT, the Manager and the Trustee (or their respective agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines,

(collectively, “**Purposes**”);

- (ii) warrants that where the Unitholder discloses the personal data of the Unitholder’s proxy(ies) and/or representative(s) to DHLT, the Manager and the Trustee (or their respective agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by DHLT, the Manager and the Trustee (or their respective agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
- (iii) agrees to provide DHLT, the Manager and the Trustee with written evidence of such prior consent upon reasonable request; and
- (iv) agrees that the Unitholder will indemnify DHLT, the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder’s breach of warranty.

