



**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.

**ELECTRONIC DESPATCH OF CIRCULAR AND ALTERNATIVE ARRANGEMENTS RELATING  
TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD WHOLLY VIA ELECTRONIC  
MEANS ON 1 DECEMBER 2022**

DBS Bank Ltd. was the sole financial adviser for the initial public offering of DHLT (the “Offering”). DBS Bank Ltd. and Nomura Singapore Limited were the joint issue managers for the Offering. DBS Bank Ltd. and Nomura Singapore Limited assume no responsibility for the contents of this announcement.

**1. INTRODUCTION**

Daiwa House Asset Management Asia Pte. Ltd., in its capacity as manager of Daiwa House Logistics Trust (“DHLT”, and the manager of DHLT, the “Manager”) refers to:

- (a) the announcement dated 21 September 2022 in relation to the proposed acquisition of two freehold logistics properties and the underlying freehold land of D Project Iruma S located in Japan as well as the Proposed Sponsor Subscription (the “**Acquisition Announcement**”)<sup>1</sup>;
- (b) the COVID-19 (Temporary Measures) Act 2020 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, teleconferencing or other electronic means and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”), which sets out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts;
- (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022), read together with the FAQs on “The Holding of General Meetings”

<sup>1</sup> The valuation of the Target Portfolio (including the valuation methodology and approach for D Project Iruma S Land) in the Acquisition Announcement has been further elaborated upon in the Circular (as defined herein). Unitholders are advised to refer to the Circular, particularly the paragraph entitled “Aggregate Purchase Consideration and Valuation” in the summary section of the Circular and **paragraph 2.3** of the letter to Unitholders in the Circular, for further details and accordingly, the Acquisition Announcement shall be read as supplemented by the details set out in the Circular.

dated 23 May 2022 issued by Singapore Exchange Regulation, which provides additional guidance on the conduct of general meetings; and

- (d) the article published by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) dated 23 May 2022 titled “Regulator’s Column: Live engagement and voting expected at all AGMs for FYs ending 30 June 2022 or after” requiring any general meetings on or after 1 October 2022 seeking shareholders’ approval for corporate transactions to also take into account the expectations to accord unitholders with the same full rights should they choose to hold virtual-only meetings. These rights include the right to attend, ask questions and communicate their views; and to appoint proxies or to vote at general meetings.

Unless otherwise defined, all capitalised terms used in this announcement shall have the meaning ascribed to them in the circular to Unitholders dated 16 November 2022 (the “**Circular**”).

## **2. CIRCULAR, NOTICE OF EGM, PROXY FORM AND REQUEST FORM**

The Manager wishes to announce that the Circular, the notice of extraordinary general meeting of Unitholders (the “**EGM**”, and the notice of EGM, the “**Notice of EGM**”), the proxy form for the EGM (the “**Proxy Form**”) and the request form for a printed copy of the Circular (“**Request Form**”) have been made available through electronic means via publication on DHLT’s website at the URL <https://www.daiwahouse-logisticstrust.com> and on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.

Printed copies of the 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. Pursuant to the Order, the Circular has been published electronically in the manner set out above. Any Unitholder who wishes to receive printed copies of the Circular should submit his/her/its completed Request Form to Boardroom Corporate & Advisory Services Pte. Ltd. (the “**Unit Registrar**”) no later than **2.00 p.m. (Singapore time) on Wednesday, 23 November 2022**.

## **3. ACTION TO BE TAKEN BY UNITHOLDERS**

### **3.1. Date, Time and Conduct of EGM**

The EGM will be held wholly by way of electronic means on **Thursday, 1 December 2022 at 2.00 p.m. (Singapore time)**.

Although Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies), will be able to ask questions at the EGM, Unitholders, including CPF and SRS investors, may also submit questions related to the Resolutions in advance of the EGM. To do so, all questions must be submitted by **2.00 p.m. (Singapore time) on Monday, 28 November 2022** in the manner set out in **Appendix F (Procedures for Extraordinary General Meeting)** of the Circular (see also **paragraph 5** of this announcement below).

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.

### **3.2. Alternative Arrangements for Participation at the EGM**

**As a precautionary measure due to the evolving COVID-19 situation in Singapore, a Unitholder will not be able to attend the EGM physically.** Instead, alternative arrangements have been put in place to allow Unitholders to participate in the EGM via electronic means.

Unitholders may participate at the EGM by:

- (i) observing and/or listening to the EGM proceedings via live audio-visual webcast via their mobile phones, tablets or computers or live audio-only stream via their mobile phones or telephones;
- (i) submitting questions in advance of, or live at, the EGM, and the addressing of substantial and relevant questions in advance of, or live at, the EGM; and
- (ii) voting at the EGM (a) live by the Unitholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (b) by appointing the Chairman of the EGM as proxy to vote on the Unitholder's behalf at the EGM.

A Depositor shall not be regarded as a Unitholder entitled to attend the EGM and to speak and vote unless he is shown to have Units entered against his name in the Depository Register, as certified by The Central Depository (Pte) Limited as at 72 hours before the time fixed for the EGM.

Please refer to **Appendix F (Procedures for Extraordinary General Meeting)** of the Circular, the Notice of EGM and **paragraphs 4 and 5** of this announcement for details of key actions to be taken by Unitholders if they wish to participate in the EGM (including in relation to attendance at the EGM, submission of questions and voting).

### **3.3. 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.

**“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.

### **3.4. 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<sup>2</sup> or SRS Operators<sup>3</sup>, 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.

## **4. KEY ACTIONS**

In summary, the key actions to be taken by Unitholders if they wish to participate in the EGM, based on the manner in which they hold their Units, are set out in the table below:

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<sup>2</sup> **“CPF Agent Bank”** means an agent bank appointed to maintain CPF investment accounts under the CPF Investment Scheme.

<sup>3</sup> **“SRS Operator”** means a bank appointed to operate Supplementary Retirement Scheme accounts.

	<b>If I hold Units via CDP</b>	<b>If I hold Units through CPF or SRS</b>	<b>If I hold Units through a relevant intermediary (other than through CPF or SRS)</b>
<b>I wish to attend the EGM in person via electronic means, submit questions in advance of the EGM or during the EGM and/or vote at the EGM</b>	<p><b>Submit questions in advance of the EGM,</b> via email or by post by <u>2.00 p.m. (Singapore time) on Monday, 28 November 2022</u></p> <p><b>Ask questions and/or vote at the EGM<sup>4</sup></b> by attending the EGM in person via electronic means on <u>Thursday, 1 December 2022 at 2.00 p.m. (Singapore time)</u></p>		<b>Approach your relevant intermediary as soon as possible</b>
<b>I do not wish to attend the EGM, but wish to appoint a proxy(ies) to attend, speak and vote on my behalf at the EGM</b>	<b>Submit Proxy Form</b> by <u>2.00 p.m. (Singapore time) on Monday, 28 November 2022</u>	<b>Approach your CPF Agent Bank or SRS Operator</b> by <u>2.00 p.m. (Singapore time) on Monday, 21 November 2022</u>	<b>Approach your relevant intermediary as soon as possible</b>

## 5. KEY DATES AND DEADLINES

In summary, the key dates/deadlines which Unitholders should take note of are set out in the table below:

<b>Key Dates / Timings</b>	<b>Actions</b>
Wednesday, 16 November 2022	Unitholders, including CPF and SRS investors, or where applicable, their appointed proxy(ies), may begin to pre-register at the URL <a href="https://www.daiwahouse-logisticstrust.com">https://www.daiwahouse-logisticstrust.com</a> for the live audio-visual webcast or live audio-only stream of the EGM proceedings.
2.00 p.m. on Monday, 21 November 2022	Deadline for CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.

<sup>4</sup> CPF and SRS investors may vote at the EGM if they are appointed as proxies by their respective CPF Agent Bank or SRS Operator and should contact their respective CPF Agent Bank or SRS Operator if they have any queries regarding their appointment as proxies.

Key Dates / Timings	Actions
	CPF Agent Banks and SRS Operators may also appoint CPF/SRS investors as proxies to vote at the EGM.
2.00 p.m. on Monday, 28 November 2022	Deadline to: <ul style="list-style-type: none"> <li>• pre-register at DHLT's pre-registration website at the URL <a href="https://www.daiwahouse-logisticstrust.com">https://www.daiwahouse-logisticstrust.com</a> for the live audio-visual webcast or live audio-only stream of the EGM proceedings;</li> <li>• submit questions in advance of the EGM; and</li> <li>• submit Proxy Forms.</li> </ul>
2.00 p.m. on Wednesday, 30 November 2022	<p>Authenticated Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies), who have pre-registered for the live audio-visual webcast or live audio-only stream of the EGM proceedings 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 (the "<b>Confirmation Email</b>").</p> <p>Authenticated Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies), who do not receive the Confirmation Email by <b>2.00 p.m. on Wednesday, 30 November 2022</b>, but have registered by the 28 November 2022 deadline should contact DHLT's Unit Registrar, Boardroom Corporate &amp; Advisory Services Pte. Ltd., at <a href="tel:+6565365355">+65 6536 5355</a> (during office hours) or via email at <a href="mailto:DHLT-EGM2022@boardroomlimited.com">DHLT-EGM2022@boardroomlimited.com</a>.</p>
<b>Date and time of EGM</b> 2.00 p.m. on Thursday, 1 December 2022	<ul style="list-style-type: none"> <li>• 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; or</li> <li>• Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the EGM proceedings.</li> </ul>

## 6. IMPORTANT NOTICE

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 on 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.

For and on behalf of the Board

**Daiwa House Asset Management Asia Pte. Ltd.**

(Company Registration No. 202037636H)

(as Manager of Daiwa House Logistics Trust)

Takeshi Fujita

Director and Chief Executive Officer

16 November 2022

## **Important Notice**

This announcement is for information purposes only and does not constitute or form part of an offer, solicitation or invitation of any offer, to buy or subscribe for any Units in Singapore or any other jurisdiction, nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

The value of Units and the income derived from them may fall as well as rise. The 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 the Manager to redeem their Units while the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units.

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

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation), general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, property expenses and governmental and public policy changes. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of DHLT. The forecast financial performance of DHLT is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events.