



**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.

## **MINUTES OF EXTRAORDINARY GENERAL MEETING HELD ON 1 DECEMBER 2022 WHOLLY BY ELECTRONIC MEANS**

---

TIME : 2.00 p.m.

PRESENT : **BOARD OF DIRECTORS**

Tan Jeh Wuan	Chairman and Independent Director
Tan Juay Hiang	Independent Director and Chairman of the Audit and Risk Committee
Takashi Suzuki	Independent Director
Yoshiyuki Takagi	Non-Independent Non-Executive Director
Eiichi Shibata	Non-Independent Non-Executive Director
Takeshi Fujita	Non-Independent Executive Director and Chief Executive Officer

IN ATTENDANCE : Unitholders, the Trustee and other professionals who attended via “live” audio-visual webcast or “live” audio-only stream as set out in the attendance records maintained by the Manager

CHAIRMAN OF THE MEETING : Mr Tan Jeh Wuan

### **INTRODUCTION**

The emcee welcomed the Unitholders to the virtual Extraordinary General Meeting of Daiwa House Logistics Trust (“**DHLT**” or the “**REIT**”) (the “**Meeting**”) which was conducted virtually as permitted under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Units Trusts and Debenture Holders) Order 2020. The emcee introduced the below present at the Meeting:

- the Board of Directors of Daiwa House Asset Management Asia Pte. Ltd., the manager of DHLT (the “**Manager**” and the Board of Directors of the Manager, the “**Board**”);
- the Chief Financial Officer of the Manager;
- representatives from HSBC Institutional Trust Services (Singapore) Limited, the trustee of the REIT (the “**Trustee**”);
- representatives from RHB Bank Berhad (Singapore Branch), the independent financial adviser to the independent directors of the Manager, the Audit and Risk Committee of the Manager and the Trustee;
- representatives from Allen & Gledhill LLP, legal adviser to the Manager;
- representatives from Mori Hamada & Matsumoto, legal adviser as to Japanese law to the Manager; and

- representatives from Boardroom Corporate & Advisory Services Pte. Ltd., the Unit Registrar of the REIT.

The emcee informed Unitholders that Mr Tan Jeh Wuan, the chairman of the Board, had been nominated by the Trustee to preside as chairman of the Meeting (the “**Chairman**”) in accordance with the Trust Deed constituting DHLT.

As a quorum was present, the Chairman declared the Meeting open.

## **CONDUCT OF THE MEETING AND VOTING**

Unitholders were informed that there would be a “live” Q&A session for the Meeting to address the substantial and relevant questions related to the resolutions tabled at the Meeting.

In accordance with the applicable requirements, all resolutions at the Meeting will be put to vote by way of a poll undertaken in real time via electronic means.

The Chairman informed Unitholders that, in his capacity as Chairman of the Meeting, he had been appointed as proxy by a number of Unitholders and will be voting in accordance with their instructions.

Unitholders were further informed that DrewCorp Services Pte Ltd and Boardroom Corporate & Advisory Services Pte. Ltd. have been appointed as scrutineer and polling agent respectively.

The validity of the proxies submitted by Unitholders before the submission deadline of 2.00 p.m. on Monday, 28 November 2022 had been reviewed, counted and verified.

A short video explaining the “live” Q&A and “live” voting was played.

## **PRESENTATION BY THE CHIEF EXECUTIVE OFFICER**

Mr Takeshi Fujita, the Executive Director and Chief Executive Officer of the Manager (the “**CEO**”), gave a brief presentation on the proposed resolutions to be put to vote at the Meeting. Copies of the presentation slides had also been released via SGXNet and uploaded to the Manager’s corporate website on 1 December 2022.

Unitholders were informed that responses to Unitholders’ questions received in advance of the Meeting, had also been published on SGXNet and on the Manager’s corporate website on 29 November 2022.

## **QUESTIONS AND ANSWERS**

After the presentation, Unitholders were invited to ask any questions relating to the proposed resolutions through the live Q&A web-chat function.

Queries from Unitholders were dealt with as per **Annexure A**.

## **NOTICE**

With the consent of Unitholders, the Notice convening the Meeting was taken as read.

The Chairman informed Unitholders that he would be proposing all motions on the agenda in his capacity as Chairman of the Meeting.

Unitholders were reminded that Resolutions 1 and 2 of the Notice of Extraordinary General Meeting dated 16 November 2022 are inter-conditional. The REIT would only proceed with the Proposed Acquisition and the Proposed Sponsor Subscription if both Resolutions 1 and 2 are carried.

The Chairman further informed Unitholders that as set out in paragraph 11 of the circular to Unitholders dated 16 November 2022 (the “**Circular**”), Daiwa House Industry Co., Ltd., the sponsor of the REIT (the “**Sponsor**” or “**DHI**”), and the Sponsor’s associates, including the Manager, would abstain from voting on Resolutions 1 and 2.

For good corporate governance, Mr Yoshiyuki Takagi and Mr Eiichi Shibata, the Non-Independent Non-Executive Directors of the Manager; and Mr Takeshi Fujita, Non-Independent Executive Director and CEO of the Manager, would voluntarily abstain from voting on Resolutions 1 and 2 in respect of DHLT units (if any) held by them.

The Chairman then proceeded with the business of the Meeting.

**1. THE PROPOSED ACQUISITION OF TWO FREEHOLD LOGISTICS PROPERTIES AND UNDERLYING FREEHOLD LAND OF D PROJECT IRUMA S LOCATED IN JAPAN, AS AN INTERESTED PERSON TRANSACTION – ORDINARY RESOLUTION 1**

1.1 The motion was proposed by the Chairman.

**2. THE PROPOSED SPONSOR SUBSCRIPTION – ORDINARY RESOLUTION 2**

2.1 The motion was proposed by the Chairman.

**RESULTS OF THE POLL**

Following the tabulation of votes, the results of the poll (percentage rounded to the nearest two decimal places) were read:

Resolution Number and Details	Total number of Units represented by votes for and against the relevant resolution	For		Against	
		Number of Units	As a percentage of total number of votes for and against the relevant resolution (%)	Number of Units	As a percentage of total number of votes for and against the relevant resolution (%)
<p><b><u>Ordinary Resolution 1</u></b> To approve the Proposed Acquisition, as an interested person transaction (conditional upon Resolution 2 being passed)</p>	215,679,939	214,814,939	99.60	865,000	0.40
<p><b><u>Ordinary Resolution 2</u></b> To approve the Proposed Sponsor Subscription (conditional upon Resolution 1 being passed)</p>	215,667,539	214,801,539	99.60	866,000	0.40

Based on the results of the poll, the Chairman declared Resolutions 1 and 2 carried and it was RESOLVED that:

**“ORDINARY RESOLUTION 1**

- (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**

- (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.”

### **CONCLUSION**

There being no other business to transact, the Chairman declared the Meeting of DHLT closed at 2.45 p.m. and thanked everyone for their attendance.

**Confirmed As True Record of Proceedings Held**

---

**Tan Jeh Wuan**  
**Chairman**

**QUESTIONS AND ANSWERS RAISED AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF DAIWA HOUSE LOGISTICS TRUST (“DHLT”) HELD ON 1 DECEMBER 2022**

*Unless otherwise defined in this Annexure A or in this above minutes, all capitalised terms used shall have the meaning ascribed to them in the Circular. Some questions and answers have also been edited for clarity.*

<b>Questions relating to the EGM resolutions</b>	
1.	<p><b>Following the Proposed Acquisition, the projected increase in distribution per unit (“DPU”) to 3.13 cents is meant for half year or full year?</b></p> <p><i>Answer (CFO):</i> As DHLT was only listed on 26 November 2021, there are no audited financial statements that can be used for the purpose of preparing pro forma financial effects. Hence, the pro forma DPU of 3.13 cents and the pro forma financial effects were based on the unaudited financial statements of DHLT for the financial period from 26 November 2021 (being the date of Listing) to 30 June 2022 (“<b>FP2022</b>”).</p>
2.	<p><b>What will be the projected full year DPU?</b></p> <p><i>Answer (CFO):</i> As explained earlier, the DPU was estimated to increase to 3.13 cents for FP2022 on a pro forma basis and the annualised DPU would be approximately 5.26 cents based on 365 days. However, it should be noted that the aforementioned figure of 3.13 cents was not a forecast, but rather a pro forma DPU number based on the announced results for FP2022.</p>
3.	<p><b>Why is the price of DHLT depressed given the optimistic outlook of logistics sector?</b></p> <p><i>Answer (CEO):</i> Since the initial public offering of DHLT (“<b>IPO</b>”), the global financial market has faced multiple challenges, such as inflation and rising interest rates. These factors have affected the unit price of Singapore-listed real estate investment trusts in general including DHLT. Further, DHLT is affected by the weakening of JPY exchange rate against SGD.</p> <p>Notwithstanding the factors above, the business and performance of DHLT’s portfolio remains stable and has shown resilience. DHLT’s portfolio has maintained a high occupancy rate at 98.6% as at 30 September 2022 with 100% lease renewal rate since its IPO.</p> <p>The Manager will continue to grow DHLT through acquisitions and assets performance by building credible track records.</p> <p>During the roadshows in relation to the IPO of DHLT, certain investors had concerns on whether DHLT’s portfolio will be revalued upwards from the acquisition consideration, whether the consumption tax paid in relation to the initial portfolio can be successfully refunded and also DHLT’s ability to acquire. The Manager believed that it has addressed such concerns throughout the course of year and hopes to continue building investors’ confidence towards DHLT and the Manager.</p>
4.	<p><b>Is DHLT committed not to issue any new equity below net asset value (“NAV”), as is the case in this Proposed Acquisition?</b></p> <p><i>Answer (CEO):</i> The Manager will be mindful of the various factors including the market conditions and the NAV of the portfolio; and seek to make accretive acquisitions.</p>

<b>Questions relating to the EGM resolutions</b>	
5.	<p><b>With US federal risk-free rates expected to reach 5%, what impact do you assess on capitalisation rate of warehouse assets going forward?</b></p> <p><i>Answer (CFO):</i> In terms of the capitalisation rate, the valuation of Japan assets has been relatively resilient throughout this period.</p> <p>However, the capitalisation rate will be based on, among others, demand and supply dynamics in the Japan logistics market.</p>
6.	<p><b>The following questions were in relation to the proposed acquisition of D Project Iruma S Land:</b></p> <p><b>(i) Based on the rationale given, why was the acquisition of Iruma S on freehold-basis not considered and priced in at IPO, which was only about one year ago?</b></p> <p><b>(ii) Must this acquisition be done now and not at a time when the capitalisation rate is more attractive given that interest rates have increased substantially over the past 6 months and is likely to continue to increase or stay high for a while?</b></p> <p><b>(iii) Do we expect to see more of this “conversion” to the portfolio?</b></p> <p><i>Answer (CEO):</i> The proposed acquisition of D Project Iruma S Land demonstrates DHLT’s active asset management to mitigate risk of leasehold land depreciation.</p> <p>The seller’s intention to sell D Project Iruma S Land was only brought to DHLT’s knowledge shortly prior to its listing on Singapore Exchange Securities Trading Limited and not in time for the IPO. As such, the Sponsor had stepped in to purchase D Project Iruma S Land and hold it for DHLT until DHLT was ready to acquire D Project Iruma S Land after the IPO. This also illustrated the support of the Sponsor towards DHLT’s growth.</p>
7.	<p><b>Post-acquisition, what will be the Sponsor's percentage unitholding in the Trust?</b></p> <p><i>Answer (CEO):</i> The Sponsor's unitholding taking into account the Proposed Sponsor Subscription is estimated to be approximately 12.5%.</p>
8.	<p><b>Are the Target Properties located in earthquake-prone areas?</b></p> <p><i>Answer (CEO):</i> It is difficult to predict earthquakes. The Probable Maximum Loss for DPL Iwakuni 1 &amp; 2 and D Project Matsuyama S is about 0.6% and 2.3% respectively, which is relatively low. Based on this assessment, it means that the impact is not estimated to be severe in the event of any earthquakes in the vicinity of these properties.</p>