

SGX-ST ANNOUNCEMENT

For immediate release

FRASERS LOGISTICS & COMMERCIAL TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 30 November 2015
(as amended, restated and supplemented))

RESULTS OF THE 8TH ANNUAL GENERAL MEETING

The following Resolutions (the “**Resolutions**”) were duly passed at the 8th Annual General Meeting (“**AGM**”) of Frasers Logistics & Commercial Trust (“**FLCT**”) held on 15 January 2025 at 3.00 p.m.:

ROUTINE BUSINESS

ORDINARY RESOLUTION 1

That the Report of the Trustee of FLCT issued by Perpetual (Asia) Limited, in its capacity as trustee of FLCT (the “**Trustee**”), the Statement by the Manager issued by Frasers Logistics & Commercial Asset Management Pte. Ltd., as manager of FLCT (the “**Manager**”), the Audited Financial Statements of FLCT for the financial year ended 30 September 2024 and the Auditors’ Report thereon be and are hereby received and adopted.

ORDINARY RESOLUTION 2

That KPMG LLP be and are hereby re-appointed as Auditors of FLCT to hold office until the conclusion of the next annual general meeting of FLCT, and the Manager be and is hereby authorised to fix their remuneration.

SPECIAL BUSINESS

ORDINARY RESOLUTION 3

That authority be and is hereby given to the Manager, to:

- (a) (i) issue units in FLCT (“**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) securities, 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

- (b) 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:

- (1) 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%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) 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 (1) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the number of issued Units (excluding treasury Units, if any) at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) 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 FLCT (as amended, restated and supplemented) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) 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 annual general meeting of FLCT or (ii) the date by which the next annual general meeting of FLCT is required by the applicable law or regulations to be held, whichever is earlier;
- (5) 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
- (6) the Manager, any director of the Manager (“**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 interest of FLCT to give effect to the authority conferred by this Resolution.

Extraordinary Resolution 1

That:

- (a) approval be and is hereby given to amend the provisions in the Trust Deed regarding the repurchase and redemption of the Units of FLCT (the “**Unit Buy-Back Supplement**”) in the manner set out in the Annex of the Circular to Unitholders dated 23 December 2024; and

- (b) the Manager 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 or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of FLCT to give effect to the Unit Buy-Back Supplement.

Ordinary Resolution 4

That subject to and conditional upon the passing of Extraordinary Resolution 1:

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of FLCT not exceeding in aggregate the Maximum Limit (as defined below), at such price or prices as may be determined by the Manager from time to time up to the Maximum Price (as defined below), whether by way of:
 - (a) market repurchase(s) on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted; and/or
 - (b) off-market repurchase(s) (which are not market repurchase(s)) in accordance with any equal access scheme(s) as may be determined or formulated by the Manager as it considers fit in accordance with the Trust Deed, as proposed to be supplemented by the Unit Buy-Back Supplement,

and otherwise in accordance with all applicable laws and regulations including the rules of the SGX-ST, or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, be and is hereby authorised and approved generally and unconditionally (the “**Unit Buy-Back Mandate**”);

- (b) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
 - (1) the date on which the next annual general meeting of FLCT is held;
 - (2) the date by which the next annual general meeting of FLCT is required by applicable laws and regulations or the Trust Deed to be held; or
 - (3) the date on which repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;
- (c) in this Ordinary Resolution:

“**Average Closing Price**” means the average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase;

“**date of the making of the offer**” means the date on which the Manager makes an offer for an off-market repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an off-market repurchase) for each Unit and the relevant terms of the equal access scheme for effecting the off-market repurchase;

“**Market Day**” means a day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, is open for trading in securities;

“**Maximum Limit**” means the number of Units representing 5.0% of the total number of issued Units as at the date of the passing of this Ordinary Resolution; and

“**Maximum Price**” in relation to a Unit to be repurchased, means the repurchase price, excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses, which shall not exceed 105.0% of the Average Closing Price of the Units for both a market repurchase and an off-market repurchase; and

- (d) the Manager 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 or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FLCT to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

Results of Poll Voting

Voting on the Resolutions at the AGM was conducted by poll.

CitadelCorp Services Pte. Ltd. was appointed as the scrutineer at the AGM for the purposes of the poll taken at the AGM.

The results of the poll on each of the Resolutions put to vote at the AGM are set out below:-

RESOLUTIONS	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Units	%	No. of Units	%	
ROUTINE BUSINESS					
<u>Ordinary Resolution 1</u> To receive and adopt the Trustee’s Report, the Statement by the Manager, the Audited Financial Statements of FLCT for the financial year ended 30 September 2024 and the Auditor’s Report thereon	1,800,887,121	99.88	2,100,341	0.12	1,802,987,462
<u>Ordinary Resolution 2</u> To re-appoint KPMG LLP as Auditors of FLCT to hold office until the conclusion of the next Annual General Meeting, and to authorise the Manager to fix their remuneration	1,776,841,229	98.47	27,572,554	1.53	1,804,413,783
SPECIAL BUSINESS					
<u>Ordinary Resolution 3</u> To authorise the Manager to issue Units and to make or grant convertible instruments	1,715,379,603	95.07	89,008,127	4.93	1,804,387,730
<u>Extraordinary Resolution 1</u> To approve the Unit Buy-Back Supplement	1,803,210,831	99.91	1,599,953	0.09	1,804,810,784

Ordinary Resolution 4					
To approve the adoption of the Unit Buy-Back Mandate	1,803,511,818	99.90	1,857,582	0.10	1,805,369,400

BY ORDER OF THE BOARD

Frasers Logistics & Commercial Asset Management Pte. Ltd.

As Manager of Frasers Logistics & Commercial Trust

Company Registration No: 201528178Z

Catherine Yeo

Company Secretary

15 January 2025

For further information, kindly contact:

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IMPORTANT NOTICE

This announcement (“**Announcement**”) may contain forward-looking statements that involve assumptions, 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, (including employee wages, benefits and training costs), property expenses, governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager’s current view on future events.

The value of Units and the income derived from them, if any, may fall or rise. 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 should note that they have no right to request the Manager to redeem or purchase their Units for so long as 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. The 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 or form part of an offer for sale or an invitation or offer to acquire, purchase or subscribe for Units. The past performance of FLCT and the Manager, in its capacity as manager of FLCT, is not necessarily indicative of the future performance of FLCT and the Manager.

This Announcement is for information purposes only and does not constitute an offer for sale or an invitation or offer to acquire, purchase or subscribe for Units in the United States. This Announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada or Japan. The Units referred to herein have not been, and will not be, registered under the Securities Act, or the securities laws of any state of the United States or other jurisdiction, and the Units may not be offered or sold in the United States, absent registration or an exemption from, the registration requirements under the Securities Act and applicable state or local securities laws. No public offering of securities is being made in the United States.

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This Announcement has not been reviewed by the Monetary Authority of Singapore.