

18 June 2025

## ASX Announcement

**Wiseway Group Limited**  
ABN 26 624 909 682

**Registered office:**  
39-43 Warren Avenue  
BANKSTOWN NSW 2200  
T: +61 2 9790 7888

### Requirement to Obtain ASX Listing Rule 10.1 Approval for Related Party Leases

Wiseway Group Limited (ASX: WWG) (**Company**) refers to a number of lease arrangements with RFT Investment Management Pty Limited (**RFT**), a related party for the purposes of ASX Listing Rule 10.1. These arrangements include leases that were disclosed in the Company's IPO prospectus in October 2018, as well as leases announced to the market in 2019 in connection with the Company's expansion into South Australia and Western Australia.

The Company did not seek shareholder approval at the relevant times in relation to:

1. The exercise of renewal options under the IPO-disclosed leases (**Initial Leases**) in September 2023 (**Renewal of Initial Leases**); and
2. The entry into (and subsequent exercise of options) for the Western Australian lease, which was originally announced on 15 April 2019 (**WA Lease**); and
3. The entry into (and subsequent exercise of options) for the South Australian lease, which was originally announced on 23 May 2019 (**SA Lease**).

These leases have formed a key part of the Group's warehousing and logistics operations and have been consistently disclosed to shareholders in the Company's financial reporting via its annual reports and half year reports across those periods.

### Background and ASX Listing Rule 10.1

ASX Listing Rule 10.1 requires listed entities to obtain shareholder approval before acquiring a substantial asset from a related party. An asset is deemed "substantial" if its value exceeds 5% of the equity interests of the entity based on its most recent financial statements.

In September 2023, the Company exercised options to renew the Initial Leases, details of which were originally disclosed in the IPO prospectus. The Company formed the view at the time that shareholder approval was not required for the Renewal of Initial Leases, as they had been fully disclosed in the IPO prospectus and that the ASX waiver (in relation to the Initial Leases) would have applied to the Renewal of the Initial Leases as it was not a new contract.

In April and May 2019, in connection with the Company's expansion, the Company entered into lease arrangements for WA and SA with RFT. The Company formed the view at the time that these arrangements did not meet the materiality threshold which would require shareholder approval. All leases have consistently been disclosed in the Company's financial reports on the basis of full lease terms, including options, since FY2020. In addition, independent market rental assessments were obtained to ensure the arrangements were on arm's length and commercial terms with a further rental assessment done in 2022.

Following consultation with the ASX, ASX has formed the view that the Renewal of Initial Leases, WA Lease and SA Lease, each (taking into account the original term plus possible renewal option terms), exceeded the 5% equity interests threshold. The ASX has therefore determined that the

Company should have satisfied the requirements of Listing Rule 10.1 and obtained shareholder approval prior to the Renewal of Initial Leases, and entry into the WA Lease and SA Lease.

### **Proposed Remedy**

To resolve this matter, Wiseway will seek shareholder approval pursuant to ASX Listing Rule 10.1 for the Renewal of Initial Leases, and entry into the WA Lease and SA Lease (including any options for renewal under the WA Lease and SA Lease), and for all past payments and future payments under those leases, at a general meeting to be convened as soon as practicable, and if possible, before the AGM.

The Company will not make any further payments pursuant to the Renewal of Initial Leases, WA Lease or SA Lease until it has obtained shareholder approval.

In connection with this process, the Company will also commission an Independent Expert's Report to assess whether the transactions are fair and reasonable to non-associated shareholders, as required under Listing Rule 10.5.10.

The Company confirms that this matter has no impact on current operations.

**ENDS**

**This announcement has been authorised for release by the Board of Directors.**

For further information, please contact:

#### **Investor enquiries**

Ken Tong  
Chief Operating Officer  
[investors@wiseway.com.au](mailto:investors@wiseway.com.au)

#### **Media enquiries**

Ken Tong  
Chief Operating Officer  
[media@wiseway.com.au](mailto:media@wiseway.com.au)

#### **About Wiseway Group Limited (the Company)**

WiseWay (ASX: WWG) is a leading provider of integrated logistics solutions, with a global network of strategically located warehouses and facilities and a large modern fleet of trucks, aircraft and delivery vehicles.

Established in 2005 to serve the growing Australia-Asia Pacific trade industry, Wiseway has grown to become one of the top three outbound air freight logistics providers in Australia. With multiple strategically located operation hubs in Australia, the US, and the Asia Pacific, the Company provides its large base of domestic and international customers with specialist cross-border logistics services including air freight, sea freight, import, domestic transportation, warehousing, and customs clearance.

For more information, please visit [www.wiseway.com.au](http://www.wiseway.com.au)