

NO.REMS023/2018 – EN

9 April 2018

Subject : Invitation to Annual General Meeting for the Year 2018

To : Trust Unit Holders of WHA Premium Growth Real Estate Investment Trust

- Enclosures:
1. Minutes of Extraordinary General Meeting of Trust unitholders No.1/2018
 2. Summary of the operating result and Annual Report for the year 2017 (in the form of CD-ROM)
 3. Procedure for registration, attending the meeting and giving proxy
 4. Proxy form
 5. Map of Venue of Meeting

The Meeting of the Board of Directors of WHA Real Estate Management Company Limited Company Limited as the REIT Manager (“REIT Manager”) of WHA Premium Growth Real Estate Investment Trust (“WHART Trust”), held on 26 February 2018, passed a resolution to hold the Annual General Meeting of the Trust Unit Holders for the Year 2018 on 23 April 2018 at 10.00 a.m., at the Grand Fortune Room, 3rd Floor, The Grand Mercure Bangkok Fortune Hotel, 1 Ratchadaphisek Road, Dindaeng, Bangkok 10400 with the following agenda:

Agenda 1 To adopt the minutes of the previous meeting

Objective and Rationale

The REIT Manager held the Extraordinary General Meeting of the Trust Unit Holders No. 1/2018 on 27 February 2018 at 2.00 p.m. at the Grand Fortune Room, 3rd Floor, The Grand Mercure Bangkok Fortune Hotel, 1 Ratchadaphisek Road, Dindaeng, Bangkok 10400, details of which appear in Enclosure 1.

Opinion of the REIT Manager

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unit Holders to consider and adopt the Minutes of the Extraordinary General Meeting of the Trust Unit No. 1/2017 details of which appear in Enclosure 1.

Agenda 2 To report the performance of WHART Trust for the year 2017

Objective and Rationale

The REIT Manager will present the summary of operating results of the year 2017 which appeared in the annual report for the year 2017 in Enclosure 2.

Opinion of the REIT Manager

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unit Holders to acknowledge the operating results of the Company for the year 2017.

Agenda 3 To report the financial statements of WHART Trust for the year 2017

Objective and Rationale

The REIT Manager prepared WHART Trust's financial statements for the fiscal year 2017 ended 31 December 2017 which were audited and certified by the auditors and which appeared in the annual report for the year 2017 in Enclosure 2 with the following summary:

Balance Sheet as of 31 December 2017

WHART Trust has total assets in the amount of approximately Baht 27,814.46 million and total liabilities in the amount of approximately Baht 8,715.14 million. The net asset value is Baht 19,099.32 million. The net asset value consists of the equity from Trust Unitholders and the accrued profit in the amount of Baht 18,927.08 million and Baht 172.24 million respectively.

Income Statement for the period from 1 January 2017 to 31 December 2017

WHART Trust has total income in the amount of approximately Baht 1,080.21 million and total expenses in the amount of Baht 176.24 million. Therefore, WHART Trust has the net income before financial costs and net gain (loss) from investment in the amount of Baht 903.97 million. After deducting financial costs in the amount of approximately Baht 176.31 million and net loss from investments in the amount of Baht 49.15 million (out of which Baht 49.50 million is the net unrealized loss from investment valuation), WHART Trust has increase in net assets from operations during the year (net profit) in the amount of approximately Baht 678.51 million.

Opinion of the REIT Manager

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unit Holders to acknowledge the financial statements for the fiscal year 2017.

Agenda 4 To report the appointment of auditors of WHART Trust for the year 2018

Objective and Rationale

The REIT Manager considered appointing the auditors of WHART Trust for the year 2018 from Pricewaterhousecoopers ABAS Ltd. ("**Pricewaterhouse**"), namely:

1. Miss Nopanut Apichatsatien, C.P.A. (Thailand) No. 5266 and/or
2. Mr. Chanchai Chairasit, C.P.A. (Thailand) No. 3760, and/or
3. Mr. Boonrueng Lerdwisewit, C.P.A. (Thailand) No. 6552

Whereby, one of the aforementioned persons shall review and give their opinions to WHART Trust's financial statements. In case such auditors cannot perform the work as WHART Trust's auditors, the audit firm shall provide other certified public accountants to carry out the work.

Remuneration of the auditors for the year 2018 is Baht 1,130,000 (exclusion of expenses).

Opinion of the REIT Manager

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unit Holders to acknowledge the appointment of the auditors for the year 2018 as named above.

Agenda 5 Other matters (if any)

The Trust Unit Holders are hereby invited to attend the Meeting on 23 April 2018 at 10.00 a.m. at the Grand Fortune Room, 3rd Floor, The Grand Mercure Bangkok Fortune Hotel, 1 Ratchadaphisek Road, Dindaeng, Bangkok 10400. The trust unit holders who are entitled to attend the Annual General Meeting for the Year 2018 will be prescribed on 2 April 2018 (Record Date) for the preparation of the list of Trust unitholders entitled to attend Annual General Meeting for the year 2018 of Trust Unit Holders.

The Trust Unit Holders may read the registration method, meeting attendance and proxy as shown in Enclosure 3. In case the Trust Unit Holders are unable to attend the Meeting by themselves and wish to appoint proxies to attend the meeting and vote on their behalf, please complete and execute the Proxy Form in Enclosure 4 or download the Proxy Form from www.whareit.com. The Trust Unit Holders may appoint the Company's Independent Director, namely Mr. Ratachai Teratanavat or other persons to attend the meeting and vote on their behalf. The REIT Manager would like the Trust Unit Holders to bring the documents and evidence of giving proxy as detailed in Enclosure 4 to the registration officer on the date of the meeting.

In this regard, since the Stock Exchange of Thailand provides an alternative to listed companies to prepare annual report in form of CD-ROM. The Company, therefore, has prepared and delivered the annual report for the year 2017 in form of CD-ROM to the Trust Unit Holders. Nonetheless, any Trust Unit Holders who would like the annual report for the year 2017 in form of hard copy may contact Khun Piyawan Laokosakul or Khun Manassawee Pringproh, WHA Real Estate Management Company Limited at 1121 Moo 3, Theparak Road, Tambon Theparak, Amphoe Muang, Samutprakarn Province Tel no. 02-753-3159 Fax no. 02-753-3572 Email: piyawan@wha-rem.co.th; manassawee@wha-rem.co.th

Yours sincerely



(Piyapong Pinthuprapa)
Director
WHA Real Estate Management Co., Ltd.
REIT Manager