

NO.REMS013/2019 – EN

4 April 2019

Subject : Invitation to Annual General Meeting for the Year 2019

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

- Enclosures:
1. Minutes of Extraordinary General Meeting of Trust unitholders No.2/2018
  2. Summary of the operating result and Annual Report for the year 2018 (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 25 February 2019, passed a resolution to hold the Annual General Meeting of the Trust Unit Holders for the Year 2019 on 18 April 2019 at 10.00 a.m., at the Grand Fortune Room, 3<sup>rd</sup> 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. 2/2018 on 14 June 2018 at 2.00 p.m. at the Grand Fortune Room, 3<sup>rd</sup> 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. 2/2018 details of which appear in Enclosure 1.

Vote for Resolution

Simple majority of total number of votes of the Trust Unit Holders present at the meeting and eligible to vote

**Agenda 2 To report the performance of WHART Trust for the year 2018**

Objective and Rationale

The REIT Manager will present the summary of operating results of the year 2018 which appeared in the annual report for the year 2018 and 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 2018.

Vote for Resolution

This agenda item is for acknowledgement only; therefore, voting is not required.

**Agenda 3 To report the financial statements of WHART Trust for the year 2018**

Objective and Rationale

The REIT Manager prepared WHART Trust's financial statements for the fiscal year 2018 ended 31 December 2018 which were audited and certified by the auditors and which appeared in the annual report for the year 2018 and Enclosure 2 with the following summary:

Balance Sheet as of 31 December 2018

WHART Trust has total assets in the amount of approximately Baht 32,651.32 million and total liabilities in the amount of approximately Baht 10,667.99 million. The net asset value is Baht 21,983.33 million. The net asset value consists of the equity from Trust Unitholders and the accrued profit in the amount of Baht 21,624.47 million and Baht 358.86 million respectively.

Income Statement for the period from 1 January 2018 to 31 December 2018

WHART Trust has total income in the amount of approximately Baht 1,979.93 million and total expenses in the amount of Baht 335.82 million. Therefore, WHART Trust has the net income before financial costs and net gain (loss) from investment in the amount of Baht 1,644.11 million. After deducting financial costs in the amount of approximately Baht 334.42 million and adding back net gain from investments in the amount of Baht 163.32 million (out of which Baht 160.52 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 1,473.01 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 2018.

Vote for Resolution

This agenda item is for acknowledgement only; therefore, voting is not required.

**Agenda 4 To report the appointment of auditors of WHART Trust for the year 2019**

Objective and Rationale

The REIT Manager considered appointing the auditors of WHART Trust for the year 2019 from Pricewaterhousecoopers ABAS Ltd. ("**Pricewaterhouse**"), namely:

1. Mr.Chanchai Chaiprasit, C.P.A. (Thailand) No. 3760 and/or
2. Mr. Paiboon Tunkoon, C.P.A. (Thailand) No.4298, and/or
3. Mr. Boonrueng Lerdwiseswit, 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 2019 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 2019 as named above.

Vote for Resolution

This agenda item is for acknowledgement only; therefore, voting is not required.

**Agenda 5      Other matters (if any)**

The Trust Unit Holders are hereby invited to attend the Meeting on 18 April 2019 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 2019 will be prescribed on 20 March 2019 (Record Date) for the preparation of the list of Trust unitholders entitled to attend Annual General Meeting for the year 2019 of Trust Unit Holders. The commencement for registration to attend the meeting will be from 9.00 a.m.

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](http://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 behalves. 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 2018 in form of CD-ROM to the Trust Unit Holders. Nonetheless, any Trust Unit Holders who would like the annual report for the year 2018 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](mailto:piyawan@wha-rem.co.th); [manassawee@wha-rem.co.th](mailto:manassawee@wha-rem.co.th)

Yours sincerely



(Piyapong Pintahprapa)  
Director

WHA Real Estate Management Co., Ltd.  
REIT Manager