



No. REMS021/2023 – EN

10 April 2023

Subject : Invitation to Annual General Meeting for the Year 2023

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

Enclosures:

1. Annual Report for the year 2022
2. Guidelines for attending meeting through electronics media (E-AGM) and the appointment of proxy
3. Acceptance form for attending meeting through electronics media (E-AGM)
4. Proxy Forms
5. Information on Independent Directors of WHA Real Estate Management Co., Ltd. for Trust Unitholders' Proxy

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 16 March 2023, passed a resolution to hold the Annual General Meeting of the Trust Unit Holders for the Year 2023 Through Electronic Media (E-AGM) on 25 April 2023, the meeting will be conducted through electronic media and will commence at 2.00 p.m. in accordance with the rule prescribed in regulations concerning on meeting through electronic media, in order to consider the following 4 Agendas:

Agenda 1 To report the performance of WHART Trust for the year 2022

Objective and Rationale

The REIT Manager will present the summary of operating results of the year 2022 which appeared in the annual report for the year 2022 (Enclosure 1).

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 2022.

Vote for Resolution

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

Agenda 2 To report the financial statements of WHART Trust for the year 2022

Objective and Rationale

The REIT Manager prepared WHART Trust's financial statements for the fiscal year 2022 ended 31 December 2022 which were audited and certified by the auditors and which appeared in the annual report for the year 2022 (Enclosure 1) with the following summary:

Statement of Financial Position as at 31 December 2022

WHART Trust has total assets in the amount of approximately Baht 51,815.28 million and total liabilities in the amount of approximately Baht 15,896.73 million. The net asset value is Baht 35,918.55 million. The net asset value consists of the equity from Trust Unitholders and the accrued profit in the amount of Baht 34,639.95 million and Baht 1,278.60 million respectively.

Statement of Comprehensive Income for the period from 1 January 2022 to 31 December 2022

WHART Trust has total income in the amount of approximately Baht 3,178.99 million and total expenses in the amount of Baht 363.07 million. Therefore, WHART Trust has the net income before financial costs and net gain (loss) from investment in the amount of Baht 2,815.92 million. After deducting financial costs in the amount of approximately Baht 324.97 million and net loss from investments in the amount of Baht 173.24 million, WHART Trust has increase in net assets from operations during the year (net profit) in the amount of approximately Baht 2,317.71 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 2022.

Vote for Resolution

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

Agenda 3 To report the appointment of auditors of WHART Trust for the year 2023

Objective and Rationale

The REIT Manager considered appointing the auditors of WHART Trust for the year 2023 from Pricewaterhousecoopers ABAS Ltd. (“**Pricewaterhouse**”), namely:

1. Ms. Wanvimol Preechawat, C.P.A. (Thailand) No. 9548 and/or
2. Ms. Rodjanart Banyatananusard, C.P.A. (Thailand) No. 8435, 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 2023 is Baht 961,000 (exclusion of expenses).

Remuneration of the auditors for the year 2022 was Baht 961,000 (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 2023 as named above.

Vote for Resolution

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

Agenda 4 Other matters (if any)

The trust unitholders are hereby invited to attend the meeting on the date and at the time specified in this invitation. The trust unitholders are required to consider Guidelines for attending meeting through electronics media (E-AGM) and the appointment of proxy, having details as appeared in Enclosure 2.

In this regard, trust unitholders who intend to attend the meeting through electronic media (E-AGM) is requested to submit an acceptance form for meeting attendance through electronic media (E-AGM), details of which are provided in Enclosure 3, or send the information through website or QR code with a copy of

identification documents as per the details provided in Enclosure 2 to the Company within 20 April 2023 in accordance with the method and procedure specified in Enclosure 2. Once the Company has verified the name of the trust unitholders as of the date to determine the list of trust unitholders having the right to attend the General Meeting of Trust Unitholders for the year 2023 on 30 March 2023. The service provider, which is OJ International Co., Ltd. will circulate the link to access the meeting through electronic media and the manual for trust unitholders via email that the trust unitholders have informed.

If the trust unitholders are unable to attend the meeting and wish to give proxy to attend the meeting and vote on their behalf in this meeting, please complete and execute the Proxy Form in Enclosure 4. The trust unitholders may give proxy to the Independent Director of the Company: Mr. Rattachai Teeratanawat to attend the meeting and vote on their behalf in this meeting. The Information on Independent Directors for Trust Unitholders' Proxy is appeared in Enclosure 5.

In case the unitholders who would like the annual report for the year 2022 in form of hard copy may contact Khun Jariya Charnprecha or Khun Manassawee Pringproh, WHA Real Estate Management Company Limited at 777 WHA Tower, 22nd Floor, Room 2206, Moo 13, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samutprakarn 10540 Tel no. 02- 753- 3159 Fax no. 02- 753- 3572 Email: jariyac@wha-rem.co.th and manassawee@wha-rem.co.th

Please be informed accordingly,

Yours respectfully,



(Miss Jareeporn Jarukornsakul)

Chairman of the Board

WHA Real Estate Management Company Limited,
REIT Manager of WHA Premium Growth Freehold and
Leasehold Real Estate Investment Trust