



No. REM-BT010/2022 – EN

28 June 2022

Subject : Invitation to Annual General Meeting for the Year 2022 of Trust Unit Holders of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust through electronic media (E-AGM)

To : Trust Unit Holders of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust

- Enclosures:
1. Summary of the operating result and Annual Report for the year 2021 (in the form of QR Code)
 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
 6. Trustee's Opinion

The Meeting of the Board of Directors of WHA Real Estate Management Company Limited Company Limited as the REIT Manager ("REIT Manager") of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust ("WHABT Trust"), held on 24 May 2022, passed a resolution to hold the Annual General Meeting for the Year 2022 of the Trust Unit Holders of the WHABT Trust through Electronic Media (E-AGM) on 11 July 2022. The meeting will be conducted through electronic media and will commence at 13.30 hrs. in accordance with the rule prescribed in regulations concerning on meeting through electronic media, in order to consider the following 5 Agendas:

Agenda 1 To report the performance of WHABT Trust for the fiscal year 2021

Objective and Rationale

The REIT Manager will present the summary of operating results of the fiscal year 2021 (1 April 2021

to 31 March 2022) which appeared in the Annual Report for the year 2021 in Enclosure 1

Opinion of the REIT Manager

The REIT Manager considered it appropriate to propose the Meeting of the Trust Unit Holders to acknowledge the operating results of the Company for the fiscal year 2021.

Vote for Resolution

Voting is not required for this agenda due to it is for Trust Unit Holders acknowledgement only.

Agenda 2 To report the financial statements of WHABT Trust for the fiscal year 2021

Objective and Rationale

The REIT Manager prepared WHABT Trust's financial statements for the fiscal year 2021 ended 31 March 2022 which were audited and certified by the auditors, and which appeared in the Annual Report for the year 2021 in Enclosure 1 with the following summary:

Balance Sheet as of 31 March 2022

WHABT Trust has total assets in the amount of approximately Baht 2,787.13 million and total liabilities in the amount of approximately Baht 557.37 million. The net asset value is Baht 2,229.77 million. The net asset value consists of the capital received from Trust Unitholders and the retained earnings in the amount of Baht 1,922.78 million and Baht 306.99 million respectively.

Income Statement for the period from 1 April 2021 to 31 March 2022

For the financial statements for the fiscal year 2021, WHABT Trust has total income in the amount of approximately Baht 218.68 million and total expenses in the amount of Baht 60.36 million. Therefore, WHABT Trust has the net income before interest and net gain (loss) from investments in the amount of Baht 158.32 million. However, WHABT Trust has the financial cost in the amount of Baht 15.84 million and adding back the net gain from investments in the amount of approximately Baht 36.46 million. It causes WHABT Trust's net assets from operations (net profit) during the year to increase in the amount of approximately Baht 178.94 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 of WHABT Trust for the fiscal year 2021.

Vote for Resolution

Voting is not required for this agenda due to it is for Trust Unit Holders acknowledgement only.

Agenda 3 To report the distribution to unitholders for the fiscal year 2021

Objective and Rationale

WHABT Trust has the policy to distribute the distribution to the trust unitholders at the rate of no less than 90 percent of the adjusted net profit for the fiscal year, and the frequency of the distribution of payment of dividends shall not exceed 4 times per fiscal year, except the WHABT Trust increases its capital, the WHABT Trust may pay the distribution more than 4 times for the benefits of the existing trust unitholders, in accordance to the trust deed. However, for the operating result from 1 April 2021 to 31 March 2022, the WHABT Trust has adjusted net profit in accordance with the new practice before additional adjusted due to adequate maintaining cashflow of WHABT which is equal to THB 178.94 million. the REIT Manager, therefore, announced the distribution of the distribution to the trust unitholders, from the operating results from 1 April 2021 to 31 March 2022, at the rate of THB 0.6645 per unit. The total distribution is THB 134.23 million, which is equivalent to 75.01 percent of the new practice adjusted for net profit from The Securities and Exchange Commission, Thailand (“SEC”) for the fiscal year 2021. However, the REIT Manager was considered to have an additional adjusted due to adequate maintaining cashflow of WHABT Trust following the new practice adjustment from SEC. Therefore, WHABT Trust has adjusted in 3 items, which were 1) effective interest rate (EIR) 2) cost of land rental (TFRS16), and 3) unrealized gain. Such additional adjustment made the payout ratio became 92.63 percent. Trustee has acknowledged the adjustment and details can be summarized as follows:

Date of Resolution of the Board of Directors	Date of payment of distribution	Distribution (THB per unit)	Distribution (THB Million)	Operating Results Period
5 August 2021	2 September 2021	0.1565	31.61	1 April – 30 June 2021
10 November 2021	8 December 2021	0.1710	34.54	1 July – 30 September 2021
8 February 2022	8 March 2022	0.1710	34.54	1 October – 31 December 2021
24 May 2022	22 June 2022	0.1660	33.53	1 January – 31 March 2022

Opinion of the REIT Manager

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unit Holders to acknowledge

Vote for Resolution

Voting is not required for this agenda due to it is for Trust Unit Holders acknowledgement only

Agenda 4 To report the appointment of auditors of WHABT Trust for the fiscal year 2022

Objective and Rationale

The REIT Manager considered appointing the auditors of WHART Trust for the fiscal year 2022 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 WHABT Trust's financial statements. In case any above persons may not perform his/her duties, PriceWaterHouse may provide its certified public accountants to perform the work.

Remuneration of the auditors for the year 2022 is Baht 595,000 (exclusion of expenses).

Opinion of the REIT Manager

The REIT Manager considered it appropriate to propose to the Meeting of the trust unitholders to acknowledge the appointment of the auditors for the year 2022 as named above.

Vote for Resolution

Voting is not required for this agenda due to it is for Trust Unit Holders acknowledgement only.

Agenda 5 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 11 July 2022 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 2022 (Record date) on 15 June 2022. The service provider, which is Inventech Systems (Thailand) 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 2021 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

Annual Report for the year 2021 in the form QR Code



VWPe924aLy

**Guidelines for attending meeting through electronics media (E-AGM) and the appointment of proxy
For Annual General Meeting of Trust Unitholders of WHA Business Complex Freehold and Leasehold Real Estate
Investment Trust for the Year 2022**

Trust Unitholders who intend to attend the Annual General Meeting of Trust Unitholders of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust for the Year 2022 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 to the WHA Real Estate Management Company Limited as the REIT Manager ("REIT Manager") of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust ("WHABT Trust"), within 11 July 2022 in accordance with the method and procedure specified in Enclosure 2. Once the Company has verified the name of the Trust Unitholders as the date to determine the list of Trust Unitholders having the right to attend the Annual General Meeting of the Trust Unitholders for the year 2022 on 15 June 2022. The service provider of the control system of the Meeting, which is Inventech System (Thailand) Co., Ltd., will circulate the link to access the Meeting through electronic media and the manual for Trust Unitholders have informed.

Notification of the intention to attend the Meeting through electronics media

The Trust Unitholders who wish to attend the Meeting shall notify his/her intention to attend the Meeting in methods as follows: (1) via Email or Post Mail or (2) via Website or QR Code.

The details of the method of the notification of the intention to attend the Meeting through electronic media, are as follow:

1. Notification of the intention to attend the Meeting via Email or Post Mail

1.1 Fill out an Acceptance Form for meeting attendance through electronics media (E-AGM), details of which are provided in Enclosure 3 to notify the intention to attend the Meeting through electronic media (E-AGM). Please provide your Email and mobile phone number clearly to be used for the Meeting registration.

1.2 Attach a copy of the following identification documents to confirm the right to attend the Meeting (E-AGM), as follow:

(a) In the case of natural persons

In the case where the Trust Unitholders wish to attend the Meeting by themselves through electronic media (E-AGM)

- a copy of the Trust Unitholders' unexpired identification card or government official identification card or passport duly certified correct by themselves;

In the case where the Trust Unitholders grant a proxy to other to attend the Meeting through electronic media (E-AGM)

- PROXY FORMS per Enclosure 4 duly signed by the grantor and the proxy and affixed with Bath 20 stamps.
- A copy of identification card or government official identification card or passport (in case of foreign grantors) of grantors duly certified correct by the grantors.
- A copy of identification card or government official identification card or passport (in case of foreign grantors) of proxies duly certified correct by the proxies.

(b) In the case of juristic persons

In the case where the authorized persons on behalf of the juristic persons wish to attend the Meeting in person through electronic media (E-AGM)

In case of juristic persons who are established under Thai laws

- A copy of the juristic person certificate issued by the relevant governmental authority (not more than 3 months from the issuing date) and duly certified correct by the person being authorized to sign binding upon the juristic person together with the juristic person's seal affixed (if any).
- A copy of unexpired identification card or government official identification card or passport of the authorized person of the juristic person duly certified correct.

In the case of juristic persons which are established under foreign laws

- A copy of the juristic person certificate issued by the governmental authority of the country where such juristic person is situated and duly certified correct by the person being authorized to sign binding upon the juristic person together with the juristic person's seal affixed (if any).
- A copy of unexpired identification card or government official identification card or passport of the authorized person of the juristic person duly certified correct.

As for juristic persons which are established under foreign laws, if the original documents are not in English, an English translation of such documents duly certified correct translation by the authorized persons of such juristic persons shall be provided.

In the case of granting a proxy to attend the Meeting through electronic media (E-AGM)

- PROXY FORMS per Enclosure 4 duly signed by the person being authorized to sign binding upon the juristic person pursuant to the latest juristic person certificate issued by

the governmental authority (not more than 6 months from the issuing date) together with the juristic person's seal affixed (if any) and affixed with stamp duty of Baht 20.

- In the case that grantors are juristic persons established under Thai laws, please submit a copy of the company's latest juristic person certificate issued by the governmental authority (not more than 3 months from the issuing date) duly certified correct by the person being authorized to sign binding upon the juristic person together with the juristic person's seal affixed (if any).
- In case that grantors are juristic persons established under foreign laws, please submit a copy of the juristic person certificate issued by the governmental authority of the country where such juristic person is situated and duly certified correct by the person being authorized to sign binding upon the juristic person together with the juristic person's seal affixed (if any)

As for juristic person who are established under foreign laws, if the original documents are not in English, an English translation of such documents duly certified correct translation by the authorized persons of such juristic persons shall be provided.

- A copy of unexpired identification card or government official identification card or passport (in case the proxy holders are foreigners) of proxy holders duly certified correct by the proxy holders.

1.3 Submit requested documents and an Acceptance Form for meeting attendance through electronic media (E-AGM) in accordance with Clause 1.1 and copy of identification document with supporting documents in accordance with item 1.2, by way of delivery to the Company within 11 July 2022 via following channels:

(a) Email: whabt@wha-rem.co.th

(b) Post Mail: WHA Real Estate Management Co., Ltd.

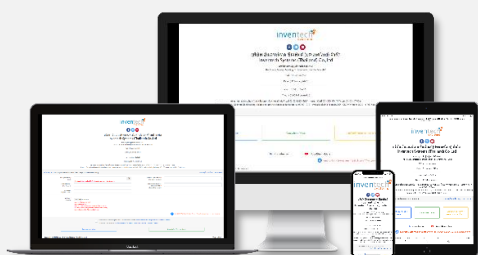
777 WHA TOWER, Room 2206, 22nd Floor, Moo 13, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakarn 10540

2. Notification of the intention to attend the Meeting via website or QR Code

Step for requesting Username & Password from via e-Request system

1. The Trust Unit Holders must submit a request to attend the Meeting by Electronic Means via Web Browser at

<https://app.inventech.co.th/WHABT131920R> or scan QR Code and follow the steps as shown in the picture



**** 1 email account per 1 unit holder ID****

- 1 Click link URL or scan QR Code in the Invitation letter.
- 2 Trust Unit Holders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 ☒ agree to the Requirements for Meeting Attendance via the Inventech Connect
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

2. For Trust Unit Holders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 30 June 2022 at 8:30 a.m. and shall be closed on 11 July 2022 Until the end of the Meeting.

3. The electronic conference system will be available on 11 July 2022 at 12:30 a.m. (1 hours before the opening of the Meeting). Trust Unit Holders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Trust Unit Holders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by 11 July 2022 at 5.00 p.m.

(a) Email : whabt@wha-rem.co.th

(b) Post Mail : WHA Real Estate Management Co., Ltd

Address: 777 WHA TOWER, Room 2206, 22nd Floor, Moo 13, Debaratna Road
(Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakarn 10540

If you have any problems with the software, please contact Inventech Call Center



02-931-9135



@inventechconnect



The system available during 30 June – 11 July 2022 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



Report a problem

Step for registration for attending the Meeting (e-Register)

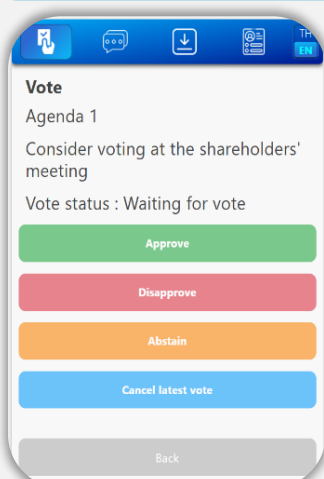



- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click "Login" button
- 4 Click "REGISTER" button the system has already registered and counted as a quorum.
- 5 Then press the "Allow" button to access the microphone and camera.
- 6 Click "Join Meeting" button to attend the Meeting

** If no picture and sound signal is found, please press the refresh button or symbol



Step voting process (e-Voting)



- 1 Click on menu "Voting" or symbol 
- 2 Select which agenda that you want to vote.
- 3 Click the voting button as you choose.
- 4 The system will display status your latest vote.


To cancel the last vote, please press the button


Cancel latest vote


(This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Trust Unit Holders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via InvenTech Connect



- Click "Ask a question" on menu or symbol 

- 1 Ask a question via send the question
 - Select which agenda that you want to ask.
 - Type the question then click "Send" 

- 2 Ask the question via video record.
 - Select which agenda that you want to ask.
 - Click "Get queue ask the question via video" button or symbol 

- Click "Get the queue" button or symbol

Get the queue

- Please wait for the signal from the officer to ask questions.

How to use Inventech Connect



1 User Manual
via e-Request



2 User Manual
Inventech Connect

Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of Trust Unit Holders or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

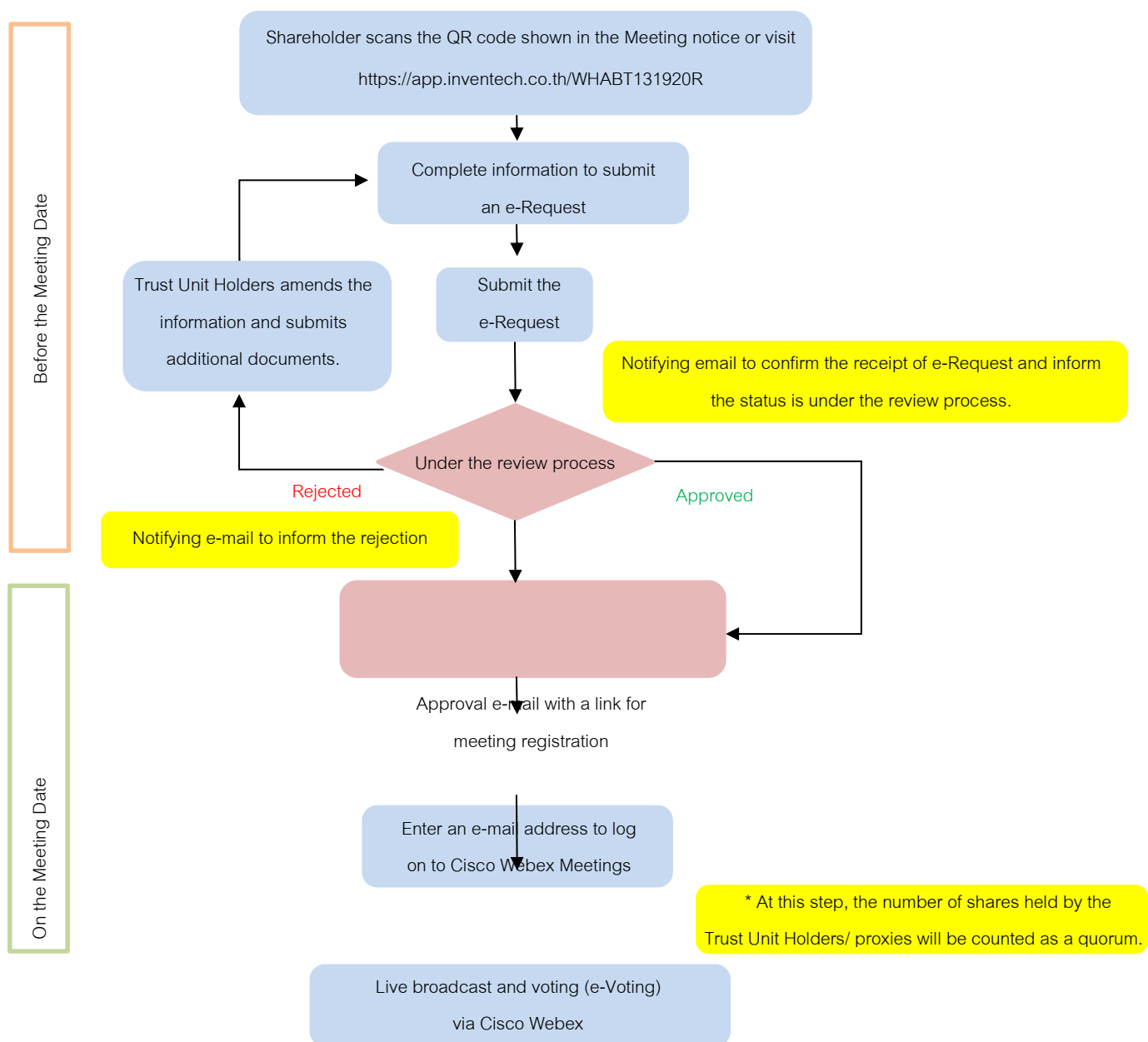
- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video : Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3 . Requirement Browser Firefox or Chrome (Recommend) or Safari ** The system does not supported Internet Explorer.

Flowchart for the Meeting Attendance via e-Meeting

**Note****1. For a proxy appointed by multiple Trust Unit Holders:**

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes in the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the Meeting

- Meeting participants may press the "Leave Meeting" button to leave the Meeting. As such, the votes of Trust Unit Holders/proxies will be annulled for the remaining agenda items that have not yet been voted on.

Acceptance Form for Attending Meeting Through Electronic Media (E-AGM)

For Annual General Meeting of Trust Unitholders of WHA Business Complex Freehold and Leasehold
Real Estate Investment Trust
for the Year 2022

(1) I am Nationality

Residing at
.....

(2) Is a Trust Unitholder of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust
holding a total number of Trust unit(s)

I hereby confirm my attendance and voting through electronic media (E-AGM) for the Annual General Meeting of Trust Unitholders of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust for the Year 2022 (E-AGM), by way of:

☐ Attending the Meeting by myself

☐ Granting a proxy to (Mr./ Mrs./ Ms.).....

Identification Number.....to attend the aforementioned meeting.

(3) Information to send the methods of attending the Meeting

Email.....(Please specify)

Phone number.....(Please specify)

(4) Please submit the identification document for verification as specified in Guidelines for attending Meeting through electronics media (E-AGM) and the appointment of proxy per Enclosure 2 within 11 July 2022

(5) Once you are verified, Inventech System (Thailand) Co., Ltd., will send the link for attending the Meeting and methods of attending the Meeting via the Email as specified above

(6) On the Meeting day, the Trust Unitholder shall prepare the Trust Unitholder's Account Number and Identification Number for attending the Meeting through electronic media.

Remark: please submit this Acceptance Form for attending the Meeting through electronic media (E-AGM), together with the copy of identification document in accordance with Guidelines for attending meeting through electronics media (E-AGM) and the appointment of proxy per Enclosure 2 to the REIT Manager within 11 July 2022 by the following channels or notify the intention to attend E-AGM by sending information via website or QR Code for verification of right to attend E-AGM

- Email : whabt@wha-rem.co.th ; or
- Post mail: WHA Industrial REIT Management Co., Ltd.
777 WHA TOWER, 22nd Floor, Room 2206,
Moo 13, Debaratna Road (Bangna-Trad) KM.7,
Bang Kaeo, Bang Phli, Samutprakarn 10540 Thailand

หนังสือมอบฉันทะ

PROXY

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I / We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Reside at Road Tambon/Khwaeng
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphur/Khet Province Postal Code

(2) ซึ่งเป็นผู้ถือหุ้นหน่วยทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์และสิทธิการเช่า ดับบลิวเอชเอ บิซิเนส คอมเพล็กซ์ โดยถือหุ้นหน่วยทรัสต์จำนวนทั้งสิ้น.....หน่วย
being a trust unitholder of WHA Business Complex Real Estate Investment Trust holding the total amount of.....units.
และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
and having the right to vote equal to..... votes

(3) ขอมอบฉันทะให้

☐ (1).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code , or

☐ (2) นายรัชชัย ธีระธนาวัฒน์.....อายุ.....48.....ปี อยู่บ้านเลขที่ 495/176
Mr.Ratachai Teratanavat age 45 years, resides at 495/176

ถนน.....พระรามที่ 3.....ตำบล/แขวง.....บางโคล่.....อำเภอ/เขต.....บางคอแหลม.....
Road Rama 3 Road Tambol/Khwaeng Bang Khlo Amphoe/Khet Bang Kho Laem
จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10120.....
Province Bangkok Postal Code 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นหน่วยทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์และสิทธิการเช่า ดับบลิวเอชเอ บิซิเนส คอมเพล็กซ์ ประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันที่ 11 กรกฎาคม พ.ศ. 2565 โดยจะเริ่มดำเนินการประชุมผ่านสื่ออิเล็กทรอนิกส์ในเวลา 13.30 น. ตามหลักเกณฑ์ที่กำหนดในกฎหมายที่เกี่ยวข้องกับการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual Meeting of Trust Unit Holders of WHA Business Complex Real Estate Investment Trust for the year 2020 on 11 July 2022. The meeting will be conducted through electronic media and will commence at 13.30 hrs. in accordance with the rule prescribed in regulations concerning on meeting through electronic media, or at any adjournment thereof on any date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting follows:

(1) วาระที่ 1 รายงานผลการดำเนินงานของกองทรัสต์ WHABT ในรอบปีงบการเงิน 2564

Agenda Item No. 1 Re: To report the performance of WHABT Trust for the fiscal year 2021

- (2) วาระที่ 2 รายงานงบการเงินประจำปีบัญชีของกองทรัสต์ WHABT ประจำปีงบการเงิน 2564

Agenda Item No. 2 Re: To report the financial statements of WHABT Trust for the fiscal year 2021

- (3) วาระที่ 3 รายงานการจ่ายประโยชน์ตอบแทนแก่ผู้ถือหุ้นทรัสต์ สำหรับรอบปีงบการเงิน 2564

Agenda Item No. 3 Re: To report the distribution to unitholders for the fiscal year 2021

- (4) วาระที่ 4 รายงานการแต่งตั้งผู้สอบบัญชี กองทรัสต์ WHABT ประจำปีงบการเงิน 2565

Agenda Item No. 4 Re: To report the appointment of auditors of WHABT Trust for the fiscal year 2022

- (5) วาระที่ 5 เรื่องพิจารณาอื่นๆ (ถ้ามี)

Agenda Item No. 5 Re: Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้ในการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้นทรัสต์

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and not my/our votes as a trust unitholder.

(6) ในกรณีที่ข้าพเจ้าแต่งตั้งให้บุคคลอื่นเป็นผู้รับมอบฉันทะของข้าพเจ้าแต่ไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have appointed a person as my/our proxy, but have not specified my/our voting instruction in any agenda or such instruction is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any Business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

1. ผู้ถือหุ้นทรัสต์ที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหน่วยทรัสต์ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The trust unitholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of trust units to several proxies for splitting votes.

2. กรุณาติดอากรแสตมป์ 20 บาท

Please affix duty stamp of Baht 20.

3. ผู้ถือหุ้นทรัสต์สามารถมอบฉันทะให้กรรมการอิสระของผู้จัดการกองทรัสต์ คือ นายรัฐชัย วีระธนาวัฒน์ เป็นผู้รับมอบฉันทะได้โดยข้อมูลของกรรมการอิสระเป็นไปตามที่ปรากฏท้ายหนังสือมอบอำนาจฉบับนี้

The trust unitholder may appoint the independent director of the REIT Manager, who is Mr. Ratachai Teratanavat, to be the proxy. Information of the independent director is as enclosed herewith.

- (1) วาระที่ 1 รายงานผลการดำเนินงานของกองทรัสต์ WHABT ในรอบปีงบการเงิน 2564
Agenda Item No. 1 Re: To report the performance of WHABT Trust for the fiscal year 2021
- (2) วาระที่ 2 รายงานงบการเงินประจำปีบัญชีของกองทรัสต์ WHABT ประจำปีงบการเงิน 2564
Agenda Item No. 2 Re: To report the financial statements of WHABT Trust for the fiscal year 2021
- (3) วาระที่ 3 รายงานการจ่ายประโยชน์ตอบแทนแก่ผู้ถือหุ้นหน่วยทรัสต์ สำหรับรอบปีงบการเงิน 2564
Agenda Item No. 3 Re: To report the distribution to unitholders for the fiscal year 2021
- (4) วาระที่ 4 รายงานการแต่งตั้งผู้สอบบัญชี กองทรัสต์ WHABT ประจำปีงบการเงิน 2565
Agenda Item No. 4 Re: To report the appointment of auditors of WHABT Trust for the fiscal year 2022
- (5) วาระที่ 5 เรื่องพิจารณาอื่นๆ (ถ้ามี)
Agenda Item No. 5 Re: Other matters (if any)
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้นหน่วยทรัสต์

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and not my/our votes as a trust unitholder.

(6) ในกรณีที่ข้าพเจ้าแต่งตั้งให้บุคคลอื่นเป็นผู้รับมอบฉันทะของข้าพเจ้าแต่ไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have appointed a person as my/our proxy, but have not specified my/our voting instruction in any agenda or such instruction is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือว่าเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any Business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ข. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นหน่วยทรัสต์ที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหน่วยทรัสต์ให้เท่านั้น

Only foreign trust unitholders whose name appears in the registration book who have a Custodian in Thailand can use the Proxy Form B.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidences to be attached with this Proxy Form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหน่วยทรัสต์ให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from trust unitholders authorizing a Custodian to sign the Proxy Form on his/her behalf.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Letter of certification to certify that a person executing in the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหน่วยทรัสต์ที่มอบฉันทะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหน่วยทรัสต์ให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The trust unitholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of trust units to several proxies for splitting votes.

4. กรุณาติดอากรแสตมป์ 20 บาท

Please affix duty stamp of Baht 20.

5. ผู้ถือหน่วยทรัสต์สามารถมอบฉันทะให้กรรมการอิสระของผู้จัดการกองทรัสต์ คือ นายรัฐชัย ชีระธนาวัฒน์ เป็นผู้รับมอบฉันทะได้โดยข้อมูลของกรรมการอิสระ เป็นไปตามที่ปรากฏท้ายหนังสือมอบอำนาจฉบับนี้

The trust unitholder may appoint the independent director of the REIT Manager, who is Mr. Ratachai Teratanavat, to be the proxy. Information of the independent director is as enclosed herewith.

Information of Independent Director of WHA Real Estate Management Co., Ltd. for Trust Unitholders' Proxy

Name	Mr. Ratachai Teratanavat
Position	Independent Director
Age	48 years
Address	495/176 Rama 3 Road, Bang Khlo Sub-District, Bang Kho Laem District, Bangkok
Education	Master's degree, Business Administration, Faculty of Finance, California State University, United States of America Bachelor of Engineering Program (Industrial Engineering), Thammasat University TLCA Executive Development Program Capital Market Academy Program (CMA21) Certificate of Financial Advisor examination, Association of THAI Securities Companies

(-Translate-)

PIT-02 070/2565

21 June 2022

Re: The opinions of Trustee to General Meeting of Trust Unitholder of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust 2022

To: Unitholders of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust

WHA Real Estate Management Co., Ltd. ("REIT Manager") as the REIT Manager of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust ("WHABT") has called the General Meeting of Trust Unitholders of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust 2022 on 11 July 2022 at 13.30 p.m. via Electronic Media (E-AGM), in order to consider the 5 Agendas, as prescribed in the invitation letter sent to WHABT's Unitholders.

KrungThai Asset Management Public Company Limited ("Trustee") as Trustee of WHABT has duties as specified in the Trust Deed and the notifications of the Office of the Securities and Exchange Commission ("Office of SEC") to attend the trust unitholder meeting, answering and give an opinion on actions or agendas as to whether they are in compliance with the Trust Deed and relevant laws, including to protest and inform the trust unitholders about the actions and agendas which cannot proceed in case they do not comply with Trust Deed or relevant laws.

In this case, Trustee would like to give opinion to Unitholders to the General of Trust Unitholder of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust 2022 for consideration as follows:

Agenda 1 To report the performance of WHABT Trust for the fiscal year 2021

The operating performance of WHABT as proposed by REIT Manager is performing as normal course of business with no skepticism over the results.

Agenda 2 To report the financial statements of WHABT Trust for the fiscal year 2021

The financial statement as proposed by REIT Manager has been audited by the accredited auditors from the Stock Exchange of Thailand. The auditor's report is issued with unqualified opinion in accordance to the regulations of the Capital Market over the topic of rule, regulations and information disclosure for Property Fund, Real Estate Investment Trust or Infrastructure Fund.



- Agenda 3 To report the distribution to the unitholders for the fiscal year 2021
Acknowledge as per REIT Manager proposed.
- Agenda 4 To report the appointment of auditors of WHABT Trust for the fiscal year 2022
The Appointment of auditors comply with the laws and regulation of the Trust.
- Agenda 5 Other matters (if any)

Yours sincerely,

KrungThai Asset Management Public Company Limited

(Mr. Piraj Migasena)

Executive Vice President