



No. REM-BT010/2023 – EN

26 June 2023

Subject : Invitation to Annual General Meeting for the Year 2023 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 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
  6. Trustee's Opinion
  7. Minutes of Annual General Meeting for the Year 2022

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 2023, passed a resolution to hold the Annual General Meeting for the Year 2023 of the Trust Unit Holders of the WHABT Trust through Electronic Media (E-AGM) on 11 July 2023. 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 2022

Objective and Rationale

The REIT Manager will present the summary of operating results of the fiscal year 2022 (1 April 2022

to 31 March 2023) which appeared in the Annual Report for the year 2022 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 2022.

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 2022**

Objective and Rationale

The REIT Manager prepared WHABT Trust's financial statements for the fiscal year 2022 ended 31 March 2023 which were audited and certified by the auditors, and which appeared in the Annual Report for the year 2022 in Enclosure 1 with the following summary:

Statement of Financial Position as at 31 March 2023

WHABT Trust has total assets in the amount of Baht 2,834.25 million and total liabilities in the amount of Baht 556.65 million. The net asset value is in the amount of Baht 2,277.60 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 354.82 million respectively.

Statement of Comprehensive Income for the year from 1 April 2022 to 31 March 2023

For the financial statements for the fiscal year 2022, WHABT Trust has total income in the amount of Baht 229.08 million and total expenses in the amount of Baht 67.67 million. Therefore, WHABT Trust has the net income before interest and net gain (loss) from investments in the amount of Baht 161.41 million. However, WHABT Trust has the financial cost in the amount of Baht 15.54 million and the net gain from investments in the amount of Baht 37.70 million. It causes WHABT Trust's net assets from operations (net profit) during the year to increase in the amount of Baht 183.57 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 2022.

#### 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 2022**

#### 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 2022 to 31 March 2023, 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 183.57 million. the REIT Manager, therefore, announced the distribution of the distribution to the trust unitholders, from the operating results from 1 April 2022 to 31 March 2023, at the rate of THB 0.6745 per unit. The total distribution is THB 136.25 million, which is equivalent to 74.22 percent of the new practice adjusted for net profit from The Securities and Exchange Commission, Thailand (“SEC”) for the fiscal year 2022. 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 91.73 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
8 August 2022	2 September 2022	0.1600	32.32	1 April – 30 June 2022
14 November 2022	13 December 2022	0.1730	34.95	1 July – 30 September 2022
8 February 2023	8 March 2023	0.1730	34.95	1 October – 31 December 2022
24 May 2023	22 June 2023	0.1685	34.03	1 January – 31 March 2023

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 2023**

Objective and Rationale

The REIT Manager considered appointing the auditors of WHART Trust for the fiscal 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 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 2023 is Baht 595,000 (exclusion of expenses) which is the same rate of year 2022

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 2023 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 7 July 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 2022 (Record date) on 7 June 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, 22<sup>nd</sup> 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](mailto:jariyac@wha-rem.co.th) and [manassawee@wha-rem.co.th](mailto: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

## **Rules for attending the Trust Unitholders' meeting via electronic media (E-AGM)**

Trust Unitholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 7 July 2023. The Company shall verify the list of Trust Unitholders according to the closing information of the Trust Unitholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

### **Requesting to attend the meeting via electronic media**

Trust Unitholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

**If Trust Unitholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:**

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Enclosure 3) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

#### **2.1 Trust Unitholders who are natural persons:**

- If a Trust Unitholder wishes to attend the meeting in person via E-Meeting:
  - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, Trust Unitholders are requested to attach supporting evidence.
- If a Trust Unitholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.

- A copy of the proxy's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Trust Unitholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
  - A copy of the Trust Unitholder's juristic person registration certificate issued no later than one year before the date of the Trust Unitholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
  - The Proxy Form B (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the Trust Unitholder's juristic person registration certificate issued no later than one year before the date of the Trust Unitholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the Trust Unitholders must present an English translation of the document signed to certify the translation by the Trust Unitholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).


3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within the date 7 July 2023.

- Email channel: whabt@wha-rem.co.th
- Postal channels: 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

If a Trust Unitholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	<a href="https://whabt.thekoble.com/agm/emeeting/index/1">https://whabt.thekoble.com/agm/emeeting/index/1</a>

2. Fill in the information of Trust Unitholders:

1. Securities holder account number;
2. Name (do not include a title)
3. Last Name
4. ID card number;
5. Choose to accept the terms and consent to access to personal information;
6. Press "Confirm"

3. Check the name of the Trust Unitholder and the number of shares. If correct, please fill in Trust Unitholder information.

1. Name - Surname (English);
2. Email to receive a link to attend the meeting;
3. Mobile phone number;

Self-Attending: Trust Unitholder's mobile number.

Proxy: Proxy's mobile number. (Used to log in system).

4. Select the attendance type:
  - i. Attend the meeting in person via E-AGM;
  - ii. Authorize the natural persons to attend the meeting via E-AGM;
  - iii. Assign a proxy to an independent director;



5. Press "Next"

**In the case of Trust Unitholders attending the meeting in person:**

Prepared Trust Unitholders' identification documents

1. Attach a copy of the Trust Unitholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

**In the case of appointing the natural person to attend the meeting via E-AGM:**

Prepared Trust Unitholders' identification documents

1. Attach a copy of the Trust Unitholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. Save the proxy's information and attach supporting documents:
  - a. Name-surname of the proxy (Thai language);
  - b. Name-surname of the proxy (English);
  - c. Attach a copy of the proxy's identity document;
  - d. Attach the proxy form with complete information and signature;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

**In the case of appointing a proxy to an independent director:**

1. Attach a copy of the Trust Unitholder's identity document (Like in the case of Trust Unitholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";

4. The system will display a message “Information received successfully,” check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from 26 June 2023 to 7 July 2023 date or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the Trust Unitholders must present an English translation of the document signed to certify the translation by the Trust Unitholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

**Electronic Meeting Attendance (E-AGM):**

1. Once the Trust Unitholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 10 July 2023 date, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting  
Self-Attending: Trust Unitholder Account Number (10 digits Number) and ID Card.  
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the Trust Unitholder registration number and the Trust Unitholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

**\*\*\* This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, Trust Unitholders are requested not to come to the Company. \*\*\***

**If a Trust Unitholder wishes to appoint an independent director as a proxy:**

Suppose any Trust Unitholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 4) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within 7 July 2023 via the following channels:

- By Email: [whabt@wha-rem.co.th](mailto:whabt@wha-rem.co.th)
- By 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

Note: If the Trust Unitholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, Trust Unitholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

**In the case of a Trust Unitholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form B (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the Trust Unitholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
  - By Email: whabt@wha-rem.co.th
  - By 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

**Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:**

If Trust Unitholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
  - By Email: whabt@wha-rem.co.th
  - Telephone: 02-753-3159
  - By 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. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a Trust Unitholder attending the

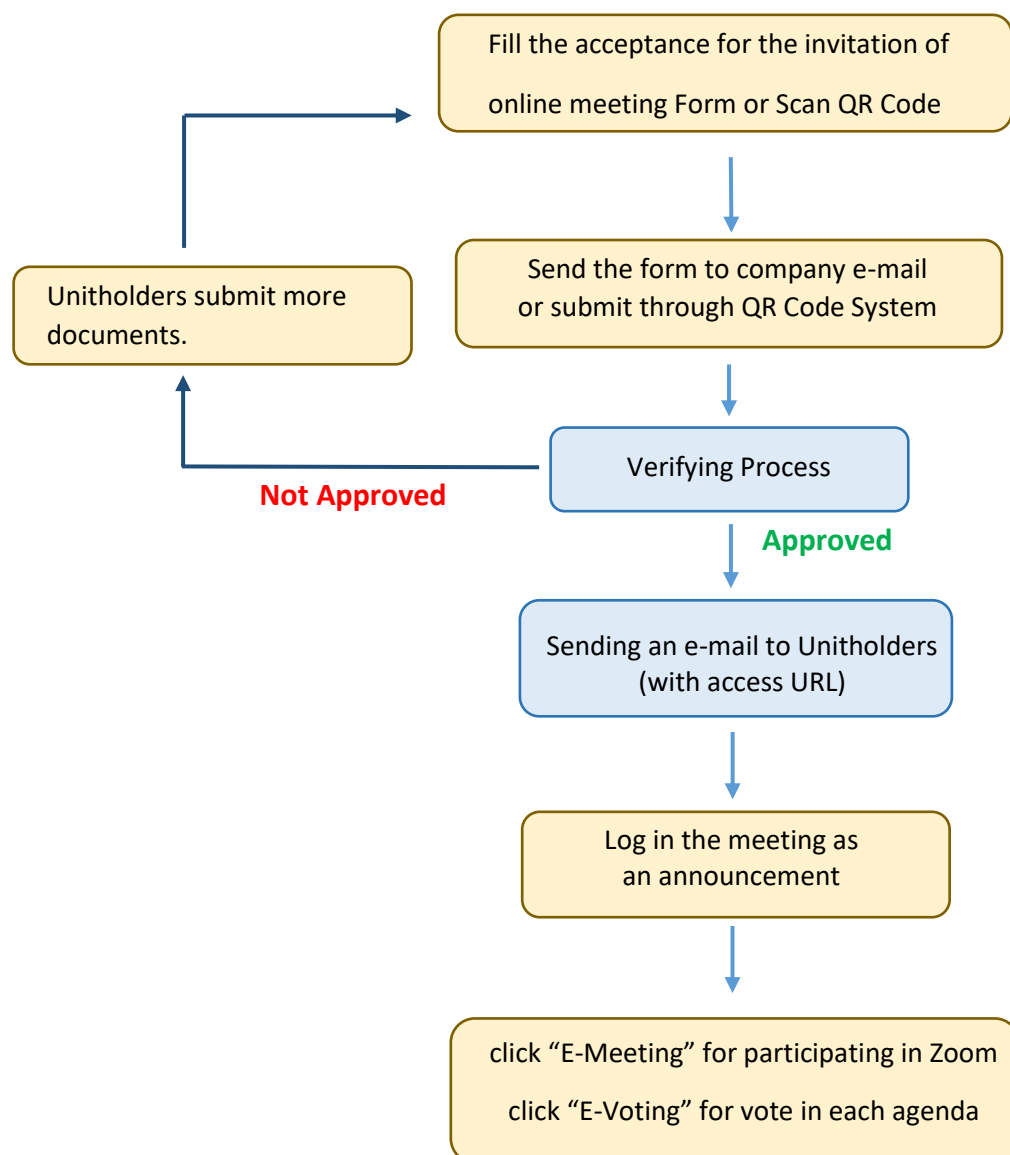
meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if Trust Unitholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the Trust Unitholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual

## E-AGM Flowchart



## 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 2023

(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 2023 (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 7 July 2023

(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 7 July 2023 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 Real Estate 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  
รวม.....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) นายรัฐชัย ธีระธนาวัฒน์.....อายุ.....49.....ปี อยู่บ้านเลขที่.....495/176.....  
Mr. Ratachai Teratanavat age 49 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นหน่วยทรัสต์ของทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์และสิทธิการเช่า ดับบลิวเอชเอ บิซิเนส คอมเพล็กซ์ ประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันที่ 11 กรกฎาคม พ.ศ. 2566 โดยจะเริ่มดำเนินการประชุมผ่านสื่ออิเล็กทรอนิกส์ในเวลา 13.30 น. ตามหลักเกณฑ์ที่กำหนดในกฎหมายที่เกี่ยวข้องกับการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลา 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 2023 on 11 July 2023. 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 2565

Agenda Item No. 1 Re: To report the performance of WHABT Trust for the fiscal year 2022



- (2) **วาระที่ 2** รายงานงบการเงินประจำปีบัญชีของกองทรัสต์ WHABT ประจำปีงบการเงิน 2565  
Agenda Item No. 2 Re: To report the financial statements of WHABT Trust for the fiscal year 2022
- (3) **วาระที่ 3** รายงานการจ่ายประโยชน์ตอบแทนแก่ผู้ถือหุ้นทรัสต์ สำหรับรอบปีงบการเงิน 2565  
Agenda Item No. 3 Re: To report the distribution to unitholders for the fiscal year 2022
- (4) **วาระที่ 4** รายงานการแต่งตั้งผู้สอบบัญชี กองทรัสต์ WHABT ประจำปีงบการเงิน 2566  
Agenda Item No. 4 Re: To report the appointment of auditors of WHABT Trust for the fiscal year 2023
- (5) **วาระที่ 5** เรื่องพิจารณาอื่นๆ (ถ้ามี)  
Agenda Item No. 5 Re: Other matters (if any)

- ☐ (n) 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"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้นทรัสต์

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 in 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 นายรัชชัย ธีระธนาวัฒน์ 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.

## หนังสือมอบฉันทะ

## PROXY

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....  
Date Month Year(1) ข้าพเจ้า.....สัญชาติ.....  
I / We Nationalityอยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Reside at Road Tambon/Khwaeng  
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Amphur/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝาก (Custodian) ให้กับ

As a Custodian for

(2) ซึ่งเป็นผู้ถือหุ้นหน่วยทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์และสิทธิการเช่า ดับบลิวเอชเอ บิซิเนส คอมเพล็กซ์ โดยถือหน่วยทรัสต์จำนวนทั้งสิ้น  
รวม.....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 atถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambol/Khwaeng Amphoe/Khet  
จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postal Code , or☐ (2) นายรัฐชัย ธีระธนาวัฒน์.....อายุ.....49.....ปี อยู่บ้านเลขที่.....495/176  
Mr. Ratachai Teratanavat age 49 years, resides at 495/176ถนน.....พระรามที่ 3.....ตำบล/แขวง.....บางโคล่.....อำเภอ/เขต.....บางคอแหลม.....  
Road Rama 3 Road Tambol/Khwaeng Bang Khlo Amphoe/Khet Bang Kho Laem  
จังหวัด.....กรุงเทพฯ.....รหัสไปรษณีย์.....10120.....  
Province Bangkok Postal Code 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นของทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์และสิทธิการเช่า ดับบลิวเอชเอ บิซิเนส คอมเพล็กซ์ ประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันที่ 11 กรกฎาคม พ.ศ. 2566 โดยจะเริ่มดำเนินการประชุมผ่านสื่ออิเล็กทรอนิกส์ในเวลา 13.30 น. ตามหลักเกณฑ์ที่กำหนดในกฎหมายที่เกี่ยวข้องกับการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลา 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 2023 on 11 July 2023. 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 2565  
Agenda Item No. 1 Re: To report the performance of WHABT Trust for the fiscal year 2022
- (2) วาระที่ 2 รายงานงบการเงินประจำรอบปีบัญชีของกองทรัสต์ WHABT ประจำปีงบการเงิน 2565  
Agenda Item No. 2 Re: To report the financial statements of WHABT Trust for the fiscal year 2022
- (3) วาระที่ 3 รายงานการจ่ายประโยชน์ตอบแทนแก่ผู้ถือหุ้นรายบุคคล สำหรับรอบปีงบการเงิน 2565  
Agenda Item No. 3 Re: To report the distribution to unitholders for the fiscal year 2022
- (4) วาระที่ 4 รายงานการแต่งตั้งผู้สอบบัญชี กองทรัสต์ WHABT ประจำปีงบการเงิน 2566  
Agenda Item No. 4 Re: To report the appointment of auditors of WHABT Trust for the fiscal year 2023
- (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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้นรายบุคคล

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 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. หนังสือมอบฉันทะแบบ ข. นี้ ใช้เฉพาะกรณีที่ผู้ถือหน่วยทรัสต์ที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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. ผู้ถือหน่วยทรัสต์ที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน 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 วีระธนาวัฒน์ 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 Unitholders' Proxy

Name	Mr. Ratachai Teratanavat
Position	Independent Director
Age	49 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-02 063/2566

21 June 2023

Re: The opinions of Trustee to General Meeting of Trust Unitholder of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust 2023

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 2023 on 11 July 2023 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 2023 for consideration as follows:

**Agenda 1** To report the performance of WHABT Trust for the fiscal year 2022

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 2022

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 2022

Acknowledge as per REIT Manager proposed.

Agenda 4      To report the appointment of auditors of WHABT Trust for the fiscal year 2023

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



**Minutes of Annual General Meeting for the Year 2022**  
**Of**  
**WHA Business Complex Freehold and Leasehold Real Estate Investment Trust**

The Meeting was held on 11 July 2022 at 13.30 hrs. via Electronic Media (E-AGM)

**Preliminary proceedings before meeting**

The host welcomed and informed the Trust Unit Holders that The Annual General Meeting of WHABRT Trust of the year 2022 was held through Electronic Media (E-AGM) under the relevant laws then introduced the Board of Directors of WHA Real Estate Management Co., Ltd (the “**Company**”), as the trust manager of WHA Business Complex Freehold and Leasehold Real Estate Investment Trust (“WHABT Trust”), the legal advisor, the trustee of WHABT Trust from Krungthai Asset Management Co., Ltd (“**KTAM**”) attending today meeting as follows:

1. The Board of Directors of the Company
  1. Ms. Jareeporn Jarukornsakul Chairman of Board of Director
  2. Mr. Somsak Boonchoyruengchai Director
  3. Mr. Rattachai Teratanavat Independent Director
2. Management Team
  1. Mr. Anuwat Jarukornsakul Chief Executive Officer
  2. Mr. Thanapatr Aanatprayoon Asset Management Director
3. Legal Advisor of WHABT Trust who also acted as the Meeting’s secretary  
  
Mr. Kasamsi Sakunchaisiriwit
4. Trustee of WHABT Trust
  1. Mr.Eakamol Na Ranong Senior Director

Thereafter, the host invited Ms. Jareeporn Jarukornsakul, the Chairman of Board of Director to start the Meeting.

The Chairman welcomed and informed the Trust Unit Holder the agendas of the Annual General Meeting for the Year 2022 including the report of the performance of WHABT Trust for the fiscal year 2021, the report of

the financial statements of WHABT Trust for the fiscal year 2021, the report the distribution to unitholders for the fiscal year 2021, the report the appointment of auditors of WHABT Trust for the fiscal year 2022. The Chairman asked Mr. Kasamsi Sakunchaisiriwit, the Meeting's secretary to explain the Meeting procedures as follows;

Mr. Kasamsi Sakunchaisiriwit explained that The Annual General Meeting of WHABT Trust of the year 2022 via Electronic Media was held through Electronic Media System from Inventech Connect of Electronic Transactions Development Agency (ETDA). If any technical difficulties occur, Trust Unit Holders can call for help as following numbers 02-931-9135. The Trust Unit Holders can join the meeting and ask any question in each agenda through Electronic Media System procedures of Inventech Connect which already sent out together with the invitation letter, and will present the video of Electronic Media System procedures. Thereafter, Mr. Kasamsi Sakunchaisiriwit explained the Meeting procedures as follows:

(A) The agenda will be presented as order as shown in the invitation letter.

(B) At the end of each agenda, Trust Unit Holders, who have questions can get into the question menu, choose agenda, type and sent the questions into the system. He will read the question the related to the agenda and the Chairman of Board of Director will assigned who will answer the question. The questions are not related to the present agenda will be answer in another agenda or answer after the Meeting in WHABT website. Company will countdown 1 minute for question. After time out, it would be considered that no question and the Meeting will continue.

(C) Due to the agenda were to inform the Trust Unit Holders for acknowledgement; therefore, deemed that the Meeting agreed with the said process of the Meeting.

Mr. Kasamsi Sa kunchaisiriwit asked the Meeting whether to object or disagree with the method of the Meeting. No Trust Unit Holder objected to or disagreed with the method as aforementioned. It is therefore deemed that the Meeting agreed with the said process of the Meeting.

### **Proceedings**

The Chairman declared to the Meeting that there were 29 Trust Unit Holders present at the opening of the Meeting in person and by proxy, holding 111,034,297 units (One Hundred Eleven million and Thirty-four Thousand Two Hundred and Ninety-seven units) representing 54.9674 percent of the total unit trust sold, thus constituting the quorum. The Chairman then declared the Meeting opened and asked the host to conduct the Meeting according to the informed agenda.

The host declared to the Meeting that there were 5 agendas as shown in the Meeting documents.

The chairman therefore started the Meeting in accordance with the following agenda:

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

The chairman asked Mr. Anuwat Jarukornsakul, Chief Executive Officer to present the details of this agenda to the Meeting.

Mr. Anuwat Jarukornsakul explained to the Meeting that as of 31 March 2022, WHABT Trust having the aggregate value of Baht 2,787.13 million. The investment properties consist of 2 projects with the total building leasable area of approximately 30,646.93 square meters. The net total assets approximately Baht 2,229.72 million.

WHABT Trust had the ratio of freehold and leasehold at 87 and 13 percent respectively. The average annual occupancy rate of the Trust as was at 79 percent. The tenants consist of 49 tenants which according to the current market situation. In addition, the WHABT Trust has loan from financial institution approximately Baht 505 million which is converted to the Loan-to-Value (LTV ratio) of 18.12 percent.

WHABT Trust has invested in the assets located in strategic areas, accessible to public transports and the expansion of CBD will increase the properties' efficiency as follow:

1. SJ Infinite One Business Complex Building., located in Northern fringe on Vibhavadi and Phaholyothin Road. WHABT Trust invest in land and building freehold, The leasable area approximately 21,726.93 square meters and
2. Bangna Business Complex, located in Eastern fringe on Bangna-Trad Road Km.7. WHABT Trust invest in land and building freehold, the leasable area approximately 8,920 square meters.

Mr. Anuwat Jarukornsakul also explained about the top 10 tenants profile. As of 31 March 2022, the proportion of the top 10 tenants is approximately 74 percent. Majority of tenants are also on well-known business and stable performance. The top 10 tenants of WHABT Trust as follow:

1. Hitachi Sales (Thailand) Ltd.
2. Deposit Protection Agency
3. MFEC Public Co., Ltd.
4. PTT Digital Solution Co., Ltd.
5. Intouch Holding Ltd.
6. Thaicom Public Co., Ltd.
7. Jetts Fitness
8. BTS Group Holding Public Co., Ltd.
9. Regus Lumpinee Centre Co., Ltd.
10. China Machine (Thailand) Ltd.

As of 31 March 2022, the average lease term of tenant contracts are approximately 1.9 years, and the average annual occupancy rate of the Trust as was at 79 percent.

For the nationality of tenants of the fiscal year 2021, Thai nationality is the main nationality of the portfolio which accounts for approximately 60 percent of total areas followed by Japan, English and others nationalities which account for approximately 28 percent, 1 percent and 11 percent of total leasable area respectively.

In terms of tenant business industry, the tenant portfolio of the WHABT Trust is well-diversified in term of business industry. The majority of tenants are from Commercial engaging approximately 37 percent of total leasable area, Telecommunication engaging approximately 29 percent of total leasable area, Government organization engaging approximately 12 percent of total leasable area. which are considered as stable and growing businesses. The tenants from these 3 industries have satisfactory performance despite the outbreak of COVID-19. The WHABT Trust is also well-diversified in term of business industry which helps stabilize the revenue generation of the Trust in long run.

In terms of diversification of tenant's leased area, tenants who leases area up to 1,000 square meters account for approximately 37 percent of total areas followed by leasable area between 801 – 1,000 square meters, between 201 – 500 square meters which account for approximately 27 percent and 15 percent of total leasable area respectively.

The host declared to the Meeting, the REIT Manager of WHABT Trust proposed to the Meeting to approve the report of the performance of WHABT Trust for the fiscal year 2021, wherewith this agenda was for acknowledgement; therefore, no vote was required.

Thereafter, the host asked the Meeting whether there were any questions. No any questions was raised; therefore, the host asked The Chairman to continue the Meeting.

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

The chairman asked Mr. Anuwat Jarukornsakul, Chief Executive Officer to present the details of this agenda to the Meeting.

Mr. Anuwat Jarukornsakul, Chief Executive Officer informed the Meeting that the financial statements of WHABT Trust as of 31 March 2022 which had been audited by an authorized auditor. The significant details were summarized as follows:

Balance Sheet as of 31 March 2022 were as follows:

Total assets	approximately Baht 2,787,133,157
Total liabilities	approximately Baht 557,366,936
Net assets	approximately Baht 2,229,766,221
Investment in immovable property	approximately Baht 2,605,000,000
NAV	approximately Baht per unit 11.0384

Profit and Loss Statement for the period from 1 April 2021 until 31 March 2022 were as follows:

Total income	approximately Baht 218,680,404
Total expenses	approximately Baht 60,356,501
Financial expenses	approximately Baht 15,843,492
Net investment	approximately Baht 142,480,411
Net investment profit (loss)	approximately Baht 36,459,689
Increase of net assets from operations for this year (net profit)	approximately Baht 178,940,100

Mr. Anuwat Jarukornsakul declared to the Meeting that the expenses of the trust declined by approximately 8.7 percent from the previous year. Wherewith in the end of year 2021, WHABT Trust also refinanced in loan agreement in order to increase a benefit of interest which affects to the expenses and Net investment.

Mr. Anuwat Jarukornsakul declared to the Meeting about the increasing of Net assets that although the outbreak of COVID-19 and economic downturn, WHABT Trust had improved performance.

The host declared to the Meeting, the REIT Manager of WHABT Trust proposed to the Meeting to approve the report of the performance of WHABT Trust for the fiscal year 2021, wherewith this agenda was for acknowledgement; therefore, no vote was required.

Thereafter, the host asked the Meeting whether there were any questions. No any questions was raised; therefore, the host asked The Chairman to continue the Meeting.

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

The chairman asked Mr. Anuwat Jarukornsakul, Chief Executive Officer to present the details of this agenda to the Meeting.

Mr. Anuwat Jarukornsakul stated to the Meeting that WHABT has paid 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, and the distribution amount was not less than of the previous year resulting from the satisfactory performance of WHABT even during the pandemic of COVID-19. The distribution payment was complied with the new practice adjusted for net profit from The Securities and Exchange Commission, Thailand ("SEC").

The host declared to the Meeting, the REIT Manager of WHABT Trust proposed to the Meeting to approve the report of the performance of WHABT Trust for the fiscal year 2021, wherewith this agenda was for acknowledgement; therefore, no vote was required.

Thereafter, the host asked the Meeting whether there were any questions. No any questions was raised; therefore, the host asked The Chairman to continue the Meeting.

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

The chairman asked Mr. Anuwat Jarukornsakul, Chief Executive Officer to present the details of this agenda to the Meeting.

Mr. Anuwat Jarukornsakul then stated to the Meeting that the Company considered appointing the auditors of WHABT Trust for the fiscal year 2022 from Pricewaterhousecoopers ABAS Ltd ("PWC"), namely:

1. Miss Wanwimol Prechawat, Certified Public Accountant No. 9548 and/or
2. Miss Rojanart Panyathananusart, Certified Public Accountant No. 8435 and/or
3. Mr. Boonrueng Lertwiseswit, Certified Public Accountant No. 6552

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

Remuneration of the auditors for the fiscal year 2022 is not more than Baht 595,000 (exclusion of expenses) which is the same rate of the last year.

The host declared to the Meeting, the REIT Manager of WHABT Trust proposed to the Meeting to approve the report of the performance of WHABT Trust for the fiscal year 2022, wherewith this agenda was for acknowledgement; therefore, no vote was required.

Thereafter, the host asked the Meeting whether there were any questions. No any questions was raised; therefore, the host asked The Chairman to continue the Meeting.

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

The chairman asked the Meeting whether there were any questions. None asking any questions. The chairman therefore adjourned the Meeting at 14.10 p.m.

Signed \_\_\_\_\_ Chairman of the Meeting

(Ms. Jareeporn Jarukornsakul)