



REMS006/2019 – EN

1 February 2019

Subject Issuance of Debentures

Dear President  
The Stock Exchange of Thailand

Reference is made to the resolution of the Extraordinary Trust Unitholders' Meeting No.1/2018 of WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust (“**WHART Trust**”) to offer and issue the debentures in the amount of Baht 8,000 Million. WHART Trust has issued the debentures for one time relying on such resolution in the amount of Baht 4,200 Million.

WHART Trust issued debentures pursuant to the said resolution for the second time in the amount of Baht 2,300 Million on 1 February 2019. The summary of the debentures appears as attached.

Please be informed accordingly.

Yours sincerely,

(Mr. Piyapong Pinthuprapa)  
Director  
WHA Real Estate Management Company Limited  
REIT Manager of  
WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust



**Summary of Debentures issued by WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust pursuant to the approval of the Extraordinary Trust Unitholders' Meeting No.1/2019**

**(Baht 2,300 Million)**

Name of Offeror and Issuer of Debenture	WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust (by the Trustee)
Underwriter	Kasikorn Bank Public Company Limited
Registrar of Debenture	Bank of Ayudhya Public Company Limited
Debentureholders' representative	Bank of Ayudhya Public Company Limited
Specific Name of Debenture	There are three tranches of Debentures as follows:  1. Debentures of WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust No. 1/2562 Series 1 Due B.E. 2564  2. Debentures of WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust No. 1/2562 Series 2 Due B.E. 2565  3. Debentures of WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust No. 1/2562 Series 3 Due B.E. 2567
Type of Debenture	The Debenture entered in name, unsubordinated and unsecured with a debentureholder's representative
Amount of Offered Debenture	2,300,000 (Two thousand and three hundred thousand) units  Dividing into three series as follows:  Series 1: 500,000 (Five hundred thousand) units  Series 2: 950,000 (Nine thousand and fifty hundred thousand) units  Series 3: 850,000 (Eight thousand and fifty hundred thousand) units
Par value	1,000 (One Thousand) Baht
Offering Price per Unit	1,000 (One Thousand) Baht
Value of Offered Debenture	2,300,000,000 (Two thousand and three hundred million) Baht  Dividing into three series as follows:  Series 1: 500,000,000 (Five hundred million) Baht  Series 2: 950,000,000 (Nine hundred and fifty million) Baht  Series 3: 850,000,000 (Eight hundred and fifty million) Baht

Term of Debenture	Series 1: 2 (Two) years from the issuing date Series 2: 3 (Three) years from the issuing date Series 3: 5 (Five) years from the issuing date
Issuing Date	1 February 2019
Maturity Date	Series 1: 1 February 2021 Series 2: 1 February 2022 Series 3: 1 February 2024
Interest Rate	Series 1: Fixed rate at 2.69 (Two point six nine) percent per year for the entire term of the Debenture Series 2: Fixed rate at 2.88 (Two point eight eight) percent per year for the entire term of the Debenture Series 3: Fixed rate at 3.33 (Three point three three) percent per year for the entire term of the Debenture
Payment of Interest	Payment will be made every 3 (three) months on 1 February, 1 May, 1 August and 1 November during the terms of the Debentures. The first date of interest payment will be made on 1 May 2019. The last date of interest payment is the maturity date of each series of the Debentures.
Calculation of Interest	The interest to be paid under each tranche of the Debentures is calculated by multiplying (a) the product of the outstanding principal of each unit of such tranche of the Debentures and the interest rate with (b) the number of days for the interest period and divided by 365. The decimal number of the interest shall not exceed 6 digits. (If the seventh digit is equal or more than 5, the sixth digit shall be rounded up).
Repayment of Principal	One time repayment on the maturity date
Right of holders of Debentures to redeem the Debentures prior to the maturity date	None
Right of WHART to redeem Debentures prior to the maturity date	None
Repurchase of Debentures	WHART has the right to repurchase the Debentures from the secondary market at any time. But, if WHART makes a tender offer of the repurchase of the Debentures, WHART shall tender its offer of repurchase of the Debentures to every holder of the Debentures and shall equally repurchase the Debentures from all the holders who wish to sell back the Debentures proportionately to the number offered by WHART. Upon repurchase of the Debentures, the obligations under the Debentures shall be extinguished due to the merge by the operation of law. WHART may no longer offer such Debenture for sale.

Status of Debentures	The Debentures are WHART's indebtedness having the same status for every unit. The holders of the Debentures have the right to receive payment not inferior to the right to receive payment of the ordinary and unsubordinated creditors of WHART, whether presently or in the future except for the debts protected by law to have priority to receive payment.
Registration of Debentures	The Debentures issued this time shall be listed with The Thai Bond Market Association by the issuing date of and shall be maintained as listed securities with The Thai Bond Market Association during the term of the Debentures.