

No. REM050/2019 – EN

18 October 2019

Re Notification of Effectiveness of Registration Statement for the Offering of Additional Trust Units and the Prospectus for the Fourth Capital Increase and the Additional Material Information in relation to the Offering of the Additional Trust Units for the Fourth Capital Increase (Additional)

To Managing Director
The Stock Exchange of Thailand

Reference is made to the news dissemination of WHA Real Estate Management Co., Ltd. (the “Company”) in its capacity of the REIT Manager of WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust (“WHART”) on 15 October 2019 in relation to the record date for determining the right of existing trust unitholders to subscribe for additional trust units for the fourth capital increase of WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust.

The registration statement for the offering of trust units and the prospectus for the offering of additional trust units for the fourth capital increase has become effective on 18 October 2019. The Company hereby informs the trust unitholders of the additional material information in relation to the offering of additional trust units for the fourth capital increase of WHART pursuant to the effective registration statement as follows:

1. The total number of additional trust units issued for the fourth capital increase of WHART does not exceed 323,780,000 units consisting of the following:
 - 1.1. The portion offered to the existing trust unitholders (Rights Offering) at approximately 100 percent of all trust units issued for the fourth capital increase or not exceed 323,780,000 units, which will be offered on a pro rata basis based on shareholding percentage of each unitholder.

In this regards, the existing trust unitholders may express their intention to subscribe to the issued and offered additional trust units in accordance with their subscription rights, or in excess of their subscription rights, or less than their subscription rights, or waive their rights to subscribe to additional trust units of this issuance and offering.

However, after the allotment of trust units to the existing trust unitholders under this Portion 1.1 on a pro rata basis, the Company reserves the rights to allot the remaining trust units to the existing trust unitholders who express their intention to purchase trust units in excess of

their subscription rights as the Company may deem appropriate, which could be at the same time or after the allotment of trust units per Portion 1.3 below.

- 1.2. The portion offered to WHA Corporation Public Company Limited (“WHA”) and/or WHA’s associated persons. The number of trust units to be allocated to WHA and/or WHA’s associated persons, when combined with the number of trust units to be allocated to WHA and/or WHA’s associated persons in the portion in 1.1, shall not exceed 15 percent of all trust units to be issued and offered for sale this fourth capital increase.
- 1.3. The portion offered to (1) specific investors (Private Placement) including institutional investors and special investors who are not existing trust unitholders of WHART, pursuant to notifications of the Office of the Securities and Exchange Commission, and is not a related person to the property owner under related notifications of the Office of the Securities and Exchange Commission and/or (2) general public (Public Offering) as deemed appropriate under the Notification of Capital Market Supervisory Board No. TorThor. 27/2559 Re: Rules, Conditions, and Procedures for Securities Underwriting and any other related notification, which is the outstanding additional trust units after the offering for sale to the existing trust unitholders in 1.1 and to WHA and/or WHA’s associated persons in 1.2 above.
2. The ratio of the existing trust units per new units is 1 existing trust unit per not exceeding 0.1440 new trust units. The fraction of trust units from the calculation will be rounded down to the closest integer amount.

In this regards, the Company will announce the final rights ratio prior to the subscription period of the trust units through the website of The Stock Exchange of Thailand.
3. The maximum offering price not exceeding THB 16.90 per trust unit.

In this regards, the Company will announce the actual subscription price prior to the subscription period of the trust units through the website of The Stock Exchange of Thailand. The subscriber shall pay the amount based on the actual offering price as announced on such date.

4. Subscription period of the additional trust units:

4.1 The existing trust unitholders entitled to subscribe for additional trust units

The existing trust unitholders may subscribe on 12 – 15 and 18 November 2019.

From 9.00 am – 16.00 pm or based on the operating hours of the office and branches of the Lead Underwriter

4.2 General public i.e. persons according to the discretion of the Lead Underwriter and the Underwriter

The general public may subscribe on 19 – 22 and 25 November 2019.

From 9.00 am – 16.00 pm or based on the operating hours of the office and branches of the Lead Underwriter and the Underwriter

5. Channels to pick up the subscription forms and places for subscription of the additional trust units during the subscription period:

5.1 The existing trust unitholders entitled to subscribe for additional trust units

- The existing trust unitholders who are not institutional investors

Pick up the subscription forms and subscribe at branches of Kasikornbank PCL

- The existing trust unitholders who are institutional investors

Pick up the subscription forms and subscribe at the office of Kasikornbank PCL

400/22, Kasikornbank Public Company Limited, Phahon Yothin Building,

Sam Sen Nai Sub-district, Phaya Thai District, Bangkok 10400

5.2 General public, such as, persons according to the discretion of the Lead Underwriter and the Underwriter

- General public who are not the institutional investors

Pick up the subscription forms and subscribe at branches of Kasikornbank PCL and Krungsri Securities PCL

- General public who are institutional investors

Pick up the subscription forms and subscribe at Kasikornbank PCL

400/22, Kasikornbank Public Company Limited, Phahon Yothin Building,

Sam Sen Nai Sub-district, Phaya Thai District, Bangkok 10400

6. To protect the benefits of WHART, the trust unitholders and the future reputation or legal responsibilities of the Lead Underwriter, the Lead Underwriter reserves the right to refuse the subscription of additional trust units in certain events as the Lead Underwriter deems fit, which include (a) an event which the Lead Underwriter considers will be beneficial to WHART or the trust unitholders, (b) an event where the subscription of the additional trust units may cause problems to the management of WHART or



may cause damage to WHART, or (c) an event where it is found that a subscriber is a United States citizen, United States resident, person who is normally domiciled in the United States, including the estates of such person and a company or partnership which is established and operates in the United States, trust unitholder of Japanese, Canada, country of European Economic Area nationality, or other non-Thai nationality.

The Company will send the subscription forms and information of subscription for additional trust units in the fourth capital increase of WHART to the entitled existing trust unitholders by post without sending to United States citizen, United States resident, person who is domiciled in the United States and a company or partnership which is established and operates in the United States, trust unitholder of Japanese, Canada, country of European Economic Area nationality, or other non-Thai nationality.

Please be informed accordingly.

Yours respectfully,

(Miss Narumol Tantayawit)

Chief Executive Officer

as authorized person of

WHA Real Estate Management Company Limited

REIT Manager of WHA Premium Growth

Freehold and Leasehold Real Estate Investment Trust