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**Information Memorandum on HREIT's Related Party Transactions  
(Persons Related to the Trustee)**

Obtaining of Loan of HREIT from Persons Related to the Trustee

1. Transaction date : After obtaining the approval from the trust unitholders' meeting and the Office of the Securities and Exchange Commission ("**Office of the SEC**") for the related issues, and all additional trust units have already been issued and offered for sale, and the parties to the agreements in relation to the obtaining of loan of HREIT have already satisfied all of the condition precedents of such agreements.
2. Counterparty and relationship with HREIT : Persons related to the Trustee, which may be securities companies, commercial banks, financial institutions, and/or insurance companies that are related to the Trustee pursuant to relevant laws and regulations.
3. Interest of persons related to the Trustee : Persons related to the Trustee, as persons whom HREIT wishes to obtain a loan for acquisition of the Additional Investment Assets, and as persons whom HREIT wishes to appoint as financial adviser, lead underwriter and/or underwriter for the additional trust units to be issued and offered for sale, have special interest in the transaction.
4. General characteristics of the transaction : HREIT will obtain a secured loan from a person related to the Trustee and will invest such amount in the Additional Investment Assets.
5. Conditions for the loan : Total loan amount of not exceeding Baht 700,000,000, with the conditions and material details as specified in the invitation for the trust unitholders' meeting.
6. Size of the transaction and consideration : A total loan amount of not exceeding Baht 700,000,000, with the interest rate, the interest payment and the collaterals for the loan as agreed upon by HREIT and lenders and as specified in the information disclosure form for the offer for sale of trust units and the prospectus for the capital increase of HREIT.

7. Criteria for determining the value of the consideration : The conditions of the loan, including the interest rate, the interest payment and the collaterals for the loan will be reasonable and will not prejudice the interest of HREIT. The transaction will be conducted on an arm's length basis, and the transaction costs imposed on HREIT will be fair and reasonable, in comparison to the interest rate / consideration paid by HREIT in the past, and the rate charged on other borrowers. Parties with a special interest in the transaction shall not be involved in the decision to enter into such transaction. The entry into such transactions will primarily take into account the benefits of HREIT and trust unitholders, such as the consideration, amount of the loan, interest rate, and term of the loan, etc.
8. Benefits from loan : Obtaining a loan as a part of the sources of funds for investment in the Additional Investment Assets will be beneficial to the trust unitholders of HREIT, since its cost of debt is lower than its cost of equity and will not cause burden to the trust unitholders for the additional investment. Therefore, the trust unitholders of HREIT will not be affected from decrease of trust unitholding ratio (Control Dilution), nor will it affected from decrease of return (Return Dilution), when comparing to utilization of source of fund merely by issuance and offering for sale of additional trust units.
9. Approval of the Transaction : The entering into the transaction requires the approval from the trust unitholders' meeting with a vote of not less than majority vote which is more than one-half of the total of the trust unitholders attending the meeting and having the right to vote. This transaction may be considered as the act of conflict of interest of HREIT. Therefore, the resolution of the unitholders' meeting must not have the objective vote of more than one-fourth of the total issued and sold trust units. The vote counting of the trust unitholders who have the right to vote will not include the vote from the trust unitholders with a special interest in the transaction. The details of trust unitholders with a special interest in the transaction will be specified in the invitation for the trust unitholders' meeting to be rendered to the trust unitholders for consideration.

10. Opinion of the Board of Directors of the Company regarding the entry into the transaction and comparison of rationale of the related party transaction : The Board of Directors of the Company is of the opinion that obtaining a loan for an investment in the Additional Investment Assets will be beneficial to the trust unitholders of HREIT, as it will help HREIT to have more efficient financial management structure with lower cost of investment when comparing to merely offering for sale of additional trust units, and it will cause a better return to trust unitholders of HREIT. Nonetheless, the Board of Directors of the Company take into account the management of liquidity risk of HREIT as well. In the meanwhile, the interest rate that HREIT expects to pay for the loan from the related party will be at the rate similar to the lending rates that most commercial banks offer to their prime customers in the similar industries and under similar terms (i.e. rights between lenders and shareholders / trust unitholders and other risk factors), which is significantly lower than the cost of equity of HREIT, and the Board of Director of the Company is of the opinion that obtaining a loan from the person related to the Trustee will not cause any conflict of interest nor will it affect the benefit of the HREIT, as it will be conducted on an arm's length basis, and it will be beneficial to the trust unitholders of HREIT.
11. Opinion of the audit committee and/or other directors which is different from opinion of the Board of Directors of the Company : None.
12. Previous Related Transaction : 1. Trustee related person grant the loan for HREIT first investment for a long term loan in total amount of Baht Million 2,325  
2. Trustee related person was an underwriter of the initial issuing and offering of trust unit
13. Executive and Top 10 Trust Unitholders as of the book closing date 1. Executives  
Executives of HRM (a REIT manager of HREIT) consist of :  
1. Paopitaaya Smutrakalin Senior Managing Director  
2. Kanchana Ouaoborn Managing Director  
3. Jarucha Satimanont Senior Manager-Finance & Accountancy and supporting  
4. Chittisa Charoenphanich Manager-Marketing & Investor Relations  
5. Nateekarn Vongpipopmongkol Risk Management and Compliance Assistant Manager  
2. Top 10 Trust Unitholders as of the book closing date on 31 May 2017 are listed under List of Trust Unitholders appears in Annex 15.
14. Summary of financial Information Please consider details per annex below.

(Annex)  
Summary on Financial Information of HREIT

For the year ended 31 December 2016 and the three-month period ended 31 March 2017

Balance Sheet (unit: Baht)	As at 31 December 2016	As at 31 March 2017
<b>Assets</b>		
Investments at fair value	7,974,991,417	7,974,991,417
Cash and cash equivalents	193,036,872	282,867,783
Accounts receivable and other receivables	18,832,657	27,846,571
Prepaid expenses	1,463,097	2,114,895
Deferred expenses	3,663,881	3,479,148
Accrued income from operating lease agreement	9,244,838	995,163
Refundable VAT	136,372	218,316
Other assets	16,537	230,172
<b>Total assets</b>	<b>8,201,385,671</b>	<b>8,292,743,465</b>
<b>Liabilities</b>		
Unearned rental and service income	-	8,843,485
Deposits received from customers	149,660,670	138,959,525
Borrowing from financial institution - net	2,286,224,232	2,287,989,452
Accrued expenses	17,040,873	11,282,340
Other liabilities	10,476,078	1,344,501
<b>Total liabilities</b>	<b>2,463,401,853</b>	<b>2,448,419,303</b>
<b>Net assets</b>	<b>5,737,983,818</b>	<b>5,844,324,162</b>
<b>Net assets represented by</b>		
Capital received from unitholders	5,693,600,000	5,693,600,000
Retained earnings	44,383,818	150,724,162
Net assets value	5,737,983,818	5,844,324,162
Net assets value per unit (Baht)	10.0779	10.2647
Units outstanding at the end of period (Units)	569,360,000	569,360,000

Income Statement (Unit: Baht)	Fiscal Year 2016*	Jan – Mar 2017
<b>Investment Income</b>		
Rental and service income	52,774,213	118,274,093
Rooftop rental income	456,399	1,080,945
Compensate rental income	8,793,136	24,600,420
Interest income	302,011	218,635
<b>Total Income</b>	<b>62,325,759</b>	<b>144,174,093</b>
<b>Expenses</b>		
Management fee	1,455,440	3,194,953
Trustee fee	1,455,440	3,194,953
Registrar fee	268,944	494,994
Property management fee	1,234,127	2,499,903
Other expenses	3,028,090	3,649,266
<b>Total Expenses</b>	<b>7,442,041</b>	<b>13,034,069</b>
<b>Net investment income before financial costs</b>	<b>54,883,718</b>	<b>131,140,024</b>
Interest expenses	10,499,900	24,799,680
<b>Net investment income</b>	<b>44,383,818</b>	<b>106,340,344</b>
Increase in net assets from operations period	44,383,818	106,340,344

\*From November 21<sup>st</sup> to 31 December 2016

Cash Flow Statement (Unit: Baht)	Fiscal Year 2016*	Jan – Mar 2017
Cash flows from operating activities	(7,772,539,423)	112,865,371
Cash flows from financing activities	7,965,576,295	(23,034,460)
Net increase in cash and cash equivalents	193,036,872	89,830,911

\*From November 21<sup>st</sup> to 31 December 2016

Key Financial Ratios and Additional Information (Unit: Baht)	Fiscal Year 2016*	Jan – Mar 2017
Beginning net asset value per unit (Baht)	10.0000	10.0779
Increase in net assets from operations period per unit (Baht)	0.0779	0.1868
EBITDA to total assets (%)	0.67	1.58
Debt to total assets (%)	30.04	29.52
Debt to net asset value (times)	0.43	0.42
Interest coverage ratio (times)	5.23	5.29

\*From November 21<sup>st</sup> to 31 December 2016

**(Annex)**  
**Summary of Appraisal Report**

Two appraisers namely 15 Business Advisory Limited and TAP Valuation Co., Ltd. have appraised the value of the Additional Investment Assets by HREIT which are a real property totaling 5 projects, approximate building lease area 55,131 sq.m. and approximate rooftop area 29,881 sq.m. under the area of 5 rai 1 ngan 45.916 sq. wah.

Summary of details of the appraised price are as follows:

Projects	Land area (rai-ngan- sq.wah.)	Usable area (sq.m.)		Appraised values by income approach (THB million) <sup>1</sup>	
		Building Area	Rooftop Area	15 Business Advisory Limited	TAP Valuation Co., Ltd.
1. Eastern Seaboard Industrial Estate (Rayong) (ESIE)	5-1-45.916	55,131	29,881	1,537.00	1,545.07
2. Hemaraj Eastern Seaboard Industrial Estate (HESIE)					
3. Hemaraj Saraburi Industrial Land (HSIL)					
4. Hemaraj Chonburi Industrial Estate (HCIE)					
5. Hemaraj Logistics Park 4 (HLP4)					

<sup>1</sup> Appraised values as of January 1st, 2018, which is the expected investment date