

## Trustee's Opinion

JORTHOR.11-25630040

27 May 2020

**Re:** The Opinions of Trustee to Extraordinary General Meeting No. 1/2020 of the Trust Unitholders of Hemaraj Leasehold Real Estate Investment Trust

**To:** Trust Unitholders of Hemaraj Leasehold Real Estate Investment Trust

As WHA Industrial REIT Management Company Limited ("**REIT Manager**") in its capacity of the REIT Manager of Hemaraj Leasehold Real Estate Investment Trust ("**HREIT**") has called for the Extraordinary General Meeting No. 1/2020 of Trust Unitholders of Hemaraj Leasehold Real Estate Investment Trust on 23 June 2020 at 14.00 hrs. at SJ Infinite One Business Complex, No. 349 Phahonyothin Road, Chom Phon Sub-District, Chatuchak District, Bangkok, and the area which prepared by the Company in order to consider the following 8 Agendas, as prescribed in information memorandum disclosed to The Stock Exchange of Thailand and as per the Invitation to the Meeting that was sent to the Trust Unitholders of HREIT who have the right to attend this Meeting,

SCB Asset Management Co., Ltd. ("**Trustee**"), as the Trustee of HREIT, has duties as specified in the Trust Deed of HREIT and the Notifications of the Securities and Exchange Commission to attend the Trust Unitholders' Meeting, answer and give opinions on proceedings or matters submitted for resolutions regarding compliance with the Trust Deed and the relevant laws, including to protest and inform the Trust Unitholders about the proceedings or matters submitted for resolutions which cannot proceed in case that they do not comply with Trust Deed or relevant laws.

In this regard, the Trustee would like to give opinions on the Extraordinary General Meeting No. 1/2020 of Trust Unitholders of Hemaraj Leasehold Real Estate Investment Trust to the Trust Unitholders, in order to consider the following Agendas:

**Agenda 1 To consider and adopt the Minutes of the 2019 Annual General Meeting of the Trust Unitholders.**

Trustee has considered the Minutes of the 2019 Annual General Meeting of the Trust Unitholders as of 23 April 2019 and has no objection or any notice for such Minutes of the 2019 Annual General Meeting of the Trust Unitholders and the said proceeding complies with the Trust Deed and relevant laws.

**Agenda 2 To consider and approve the investment in the Additional Investment Assets No. 3 of HREIT.**

Trustee would like to inform that the matter proposed for a resolution of Trust Unitholders in this Agenda 2 Even if the Additional Investment Assets has a value not exceeding 30 percent of the total asset value of HREIT, however, the aforementioned transaction is considered as

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ชั้น 7-8 อาคาร 1 ไทยพาณิชย์ปาร์ค พลาซ่า เลขที่ 18 ถนนรัชดาภิเษก แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900

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a related party transaction between HREIT and persons related to the REIT Manager of a value equal to or greater than Baht 20,000,000 or exceeding 3 percent of the Net Asset Value (NAV) of HREIT. Such proceeding is prescribed by the Trust Deed to require an approval from the Trust Unitholders' Meeting by a vote of not less than three-fourths of all Trust Units of the Trust Unitholders attending the Meeting and having the right to vote, whereby the Trust Unitholders who have special interest in this transaction shall not have the right to vote in this Agenda. Nevertheless, the Additional Investment Assets have the characteristics in compliance with the investment policy, and in accordance with the types as prescribed in the Trust Deed of HREIT, and have been fully appraised with the verification of entitled rights evidence, and it is for the purpose of public use for disclosure to investors by two appraisers approved by the Office of the Securities and Exchange Commission. In addition, the Opinion Report of Independent Financial Advisor on the Acquisition of Assets and Related Party Transaction has been provided for the consideration of the Trust Unitholders' Meeting, as attached in Annex 8.

Trustee views that the aforementioned investment in the Additional Investment Assets No. 3 of HREIT is not against the Trust Deed of HREIT and relevant laws.

**Agenda 3 To consider and approve the second capital increase of HREIT by the issuance and offering for sale of the newly issued Trust Units.**

Trustee considers and views that the second capital increase of HREIT by the issuance and offering for sale of the newly issued Trust Units in order to utilize the proceeds for: (1) the investment in the Additional Investment Assets and relevant expenses as shown in agenda 2, (2) the expenses and fees related to the repayment of existing debts of HREIT and the expenses and fees for loans or issuing and offering debentures for such repayment of existing debts as mentioned in Agenda 7, and (3) the working capital of HREIT, is not against the Trust Deed of HREIT and relevant laws.

In addition, the REIT Manager shall take any actions to ensure that the capital increase of HREIT will be in accordance with the resolution of the Trust Unitholders' Meeting, Trust Deed, and rules, conditions, and procedure on the capital increase of HREIT as prescribed by laws.

**Agenda 4 To consider and approve the offering of parts of Trust Units specifically to WHA ID and/or WHA ID's Connected Persons.**

Trustee considers and views that the offering of parts of Trust Units specifically to WHA ID and/or WHA ID's Connected Persons is not against the Trust Deed of HREIT and relevant laws.

In this regard, Trustee would like to propose for a resolution from the Trust Unitholders in this Agenda 4 are considered as a related party transaction between HREIT and persons related to the REIT Manager; and the Opinion Report of the Independent Financial Advisor on Acquisition of Assets and Related Party Transaction has been prepared, the details of which are as appeared in Annex 8 for consideration.





**Agenda 5** To consider and approve the offering for sale and allocation method for additional Trust Units to be issued and offered for sale in the second capital increase and the listing of Trust Units on the Stock Exchange of Thailand.

**5.1 Option 1: The offering for sale and allocation method for additional Trust Units to be issued and offered for sale in the second capital increase and the listing of Trust Units on the Stock Exchange of Thailand in the case of the offering for sale of parts of Trust Units specifically to WHA ID and/or WHA ID's Connected Persons.**

Trustee considers and views that the offering for sale and allocation method for additional Trust Units to be issued and offered for sale in the second capital increase and the listing of Trust Units on the Stock Exchange of Thailand are not against the Trust Deed of HREIT and the relevant laws.

In this regard, Trustee would like to propose for a resolution from the Trust Unitholders in this Agenda 5.1 are considered a related party transaction between HREIT and persons related to the REIT Manager; and the Opinion Report of the Independent Financial Advisor on Acquisition of Assets and Related Party Transaction has been prepared, the details of which are as appeared in Annex 8 for consideration.

In addition, the REIT Manager shall take any actions to ensure that the offering for sale and allocation method for additional Trust Units to be issued and offered for sale in the second capital increase and the listing of Trust Units on the Stock Exchange of Thailand will be in accordance with the resolution of the Trust Unitholders' Meeting, Trust Deed, and rules, conditions, and procedure on the capital increase of HREIT as prescribed by laws.

**5.2 Option 2: The offering for sale and allocation method for additional Trust Units to be issued and offered for sale in the second capital increase and the listing of Trust Units on the Stock Exchange of Thailand in case there is no offering for sale of parts of Trust Units specifically to WHA ID and/or WHA ID's Connected Persons.**

Trustee considers and views that the offering for sale and allocation method for additional Trust Units to be issued and offered for sale in the second capital increase and the listing of Trust Units on the Stock Exchange of Thailand are not against the Trust Deed of HREIT and the relevant laws.

In addition, the REIT Manager shall take any actions to ensure that the offering for sale and allocation method for additional Trust Units to be issued and offered for sale in the second capital increase and the listing of Trust Units on the Stock Exchange of Thailand will be in accordance with the resolution of the Trust Unitholders' Meeting, Trust Deed, and rules, conditions, and procedure on the capital increase of HREIT as prescribed by laws.



**Agenda 6 To consider and approve the loans and the provision of collateral for such loans for the investment in the Additional Investment Assets and for the expenses and fees from the repayment of existing debts and/or the expenses and fees for loans for the repayment of existing debts and to be used as the working capital.**

The objectives of the loan proposed for a resolution from the Trust Unitholders in this time are for: (1) the investment in the Additional Investment Assets and relevant expenses thereof as shown in Agenda 2, (2) the expenses and fees related to the repayment of existing debts of HREIT and the expenses and fees for loans or the issuance and offering for sale of debentures for such repayment of existing debts, and (3) the working capital of HREIT. As HREIT is rated with a credit rating level in the investment grade on 14 August 2019, the aforesaid loans are compliant with relevant regulations where HREIT can leverage up 60 percent of total asset value in case the REIT has the latest credit rating level in the investment grade, determined by a credit rating agency approved by the Office of the SEC not more than 1 year before the date of applying for the loan; and compliant with Clause 10. of the Trust Deed of HREIT concerning the loan and obligation of HREIT and relevant laws.

**Agenda 7 To consider and approve the loans and the issuance and offering for sale of debentures and the provision of collateral for such loans or the issuance and offering for sale of debentures for the repayment of existing debts and the relevant expenses and to be used as the working capital.**

Trustee considers and views that the objectives of the loans from commercial bank and provide collateral to the loan and/or the issuance and offering for sale of abovementioned debentures by HREIT are for the repayment under the existing loan agreements or pursuant to any other existing debts (whether wholly or partially) and for the relevant expenses including working capital thereof as proposed for a resolution from the Trust Unitholders in this time; and are compliant with Clause 10. of the Trust Deed of HREIT concerning the loan and obligation of HREIT and relevant laws.

In addition, the REIT Manager shall take any actions to ensure that the application for loan and/or the issuance and offering for sale of debentures by HREIT will be in accordance with the resolution of the Trust Unitholders' Meeting, Trust Deed, and/or rules, conditions, and procedure on the issuance of debentures by REIT as prescribed by laws.

**Agenda 8 Other matter (if any).**

If additional agendas are proposed at this Meeting for Trust Unitholders' resolutions, Trustee will offer its opinions concerning the proposed agendas whether they are in compliance with the Trust Deed and relevant laws to the Trust Unitholders' Meeting.

Trustee would like to inform that the Trustee's opinions on compliance with the Trust Deed and relevant laws of the matters submitted for Trust Unitholders' resolutions have been provided for consideration and based on the documents which the REIT Manager disclose to the Trust Unitholders

for consideration, as prescribed in the Trust Deed and the relevant laws. Should the Trust Unitholders have any questions regarding the proceedings or matters submitted for resolutions that need Trustee's opinion as to whether they are in compliance with the Trust Deed and the relevant laws during the Extraordinary General Meeting No. 1/2020 of Trust Unitholders of HREIT, such questions may be raised before the voting of each agenda.

Yours sincerely,

SCB Asset Management Co., Ltd. On behalf the Trustee of  
Hemaraj Leasehold Real Estate Investment Trust



(Mrs. Tipaphan Puttarawigorn)

Executive Director



(Ms. Rassamee Ponsukcharoen)

Director