

Minutes of Annual General Meeting of Trust Unit Holders for the Year 2017

Of

Hemaraj Leasehold Real Estate Investment Trust

The meeting was held on 24 April 2017 at 10.55 a.m.¹ at Wassana Room, Golden Tulip Sovereign Hotel Bangkok, 92 Soi Saengcham, Rama 9 road, Huay Kwang District, Bangkok.

Preliminary proceedings before meeting

The host welcomed the trust unit holders and introduced the Board of Directors of Hemaraj REIT Management Company Limited (“**Company**”), as the REIT Manager of Hemaraj Leasehold Real Estate Investment Trust (“**HREIT Trust**”), the legal advisor, trustee of HREIT Trust from Siam Commercial Bank Asset Management (“**SCBAM**”), and the Company’s executives attending today meeting as follows:

1. The Board of Directors of Hemaraj REIT Management Company Limited

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| 1. | Mr. Somyos Anantaprayoon | Chairman of the Board of Directors |
| 2. | Mr. Krailuck Asawachatroj | Director |
| 3. | Mr. Phorntep Rattanataipop | Independent Director |

2. Trustee of HREIT Trust

Ms. Pijitra	Trirattanathada	Executive Vice President
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3. Legal advisor who also acted as the Meeting’s secretary

Mr. Kasamsi	Sakunchaisiriwit
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4. Executive of Hemaraj REIT Management Company Limited

Mr. Paopitaya	Smutrakalin	Senior Managing Director
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Thereafter, the host invited Mr. Somyos Anantaprayoon, the Chairman of the Board of Directors, to start the Meeting.

Mr. Somyos Anantaprayoon, the Chairman of the Board of Directors, welcomed all Trust Unit Holders and asked Mr. Kasamsi Sakunchaisiriwit, the legal advisor, to explain the meeting procedures. Mr. Kasamsi explained the meeting procedures and the method of vote counting as follows:

¹The meeting started at 10.55 a.m. which was after the scheduled meeting time (10.00 a.m.) since, at 10.00 a.m, the quorum was not met. The quorum was met at 10.55 a.m.

All agendas to be considered in this Annual General Meeting of Trust Unit Holders were to inform the Trust Unit Holders for acknowledgment; therefore, there was neither voting nor submission of the ballots of each agenda item.

No Trust Unit Holder objected or disagreed with the method of vote counting as aforementioned. It was therefore deemed that the Meeting agreed with the said process of the Meeting.

Proceedings

The Chairman stated to the Meeting that there were 67 Trust Unit Holders present in the Meeting in person or by proxy, representing 205,939,596 units (Two Hundred Five Million Nine Hundred Thirty-Nine Thousand Five Hundred and Ninety-Six units), equivalent to 36.1704 percent of total unit trusts sold, *i.e.* 569,360,000 trust units (Five Hundred Sixty-Nine Million Three Hundred and Sixty Thousand units), thus constituting the quorum. He then declared the Meeting was opened in accordance with the agendas as informed.

The Chairman started the meeting in accordance with the following agendas:

Agenda 1 To report the operating results of HREIT Trust for the year 2016

The Chairman asked Mr. Paopitaya Smutrakalin, Senior Managing Director, to propose the details of this agenda to the Meeting.

Mr. Paopitaya informed to the Meeting that HREIT Trust was incorporated on 21 November 2016, first invested in real estate property on 23 November 2016, and then listed in the Stock Exchange of Thailand on 28 November 2016. HREIT Trust consists of 596,360,000 trust units. It mainly invests in leasehold right on real estate properties, such as lands, factories and warehouses located in the following industrial estates in the Eastern Region of Thailand which is the materially strategic hub for economic development of Thailand, and near deep sea ports, airports and main transportation routes.

- 1) Factories in Eastern Seaboard Industrial Estate
- 2) Factories in Hemaraj Eastern Seaboard Industrial Estate
- 3) Factories in Hemaraj Chonburi Industrial Estate
- 4) Warehouses in Hemaraj Logistics Park 1
- 5) Warehouses in Hemaraj Logistics Park 2
- 6) Warehouse in Hemaraj Logistics Park 4

Total lease area was 261,314 square meters.

The operating results of HREIT Trust for the year 2016 were as follows:

- 1) Total income was 62,330,000 Baht
- 2) Total expenses were 7,440,000 Baht
- 3) Net income before financial costs was 54,880,000 Baht
- 4) Financial costs were 10,500,000 Baht
- 5) Total investment income was 44,380,000 Baht
- 6) Total assets of HREIT Trust were 8,201,390,000 Baht
- 7) Total debts were 2,463,400,000 Baht and Net assets were 5,737,980,000 Baht

Key financial ratios of HREIT Trust were as follows:

- 1) Net operation assets per unit was increased at 0.079 Baht
- 2) Net assets per unit was 10.0779 Baht
- 3) Total Debt to Total Assets Ratio was 30.04 percent
- 4) Total Debt to Net Assets Ratio was 0.43 times
- 5) Interest Coverage Ratio was 5.23 times

The occupancy rate as of 31 December 2016 was 82.73 percent

HREIT Trust has raised fund from the trust unit offering in the total amount of 5,694,000,000 Baht, divided into 15.00 percent of the fund raised from WHA companies group and 85.00 percent of the fund raised from other investors. HREIT Trust has also borrowed money in the amount of 2,325,000,000 Baht.

The lessees of HREIT Trust's assets can be categorized based on their nationalities as follows: Japanese 24.67 percent, Australian 15.58 percent, Chinese 14.85 percent, German 13.23 percent, American 6.07 percent, British 3.44 percent, and others 22.16 percent.

The lessees of HREIT Trust's assets can be categorized based on the types of business as follows: automotive 54.70 percent, logistics 19.10 percent, electronics 8.40 percent, consumption 7.50 percent, construction materials 4.50 percent, and others 5.90 percent.

Ages of the buildings which were the assets of HREIT Trust were as follows: age of less than 3 years 21.60 percent, age of 3 – 5 years 65.50 percent, and age of 5 years or more 12.90 percent.

The expiration years of the lease agreements made with the lessees of HREIT Trust's assets were as follows:
B.E. 2560 (2018) at 33.60 percent, B.E. 2561 (2019) at 26.70 percent, B.E. 2562 (2020) at 19.90 percent, and after B.E. 2563 (2021) at 19.80 percent.

Thereafter, the Chairman asked the Meeting whether there were any questions. The Trust Unit Holders raised questions as follows:

1. Mr. Mano Panthumwanich inquired why the price per unit trust of HREIT Trust decreased; and how the dividend would be paid.

The Chairman explained that the price of unit trust mainly depends on the selling and bidding in the Stock Exchange. HREIT Trust has policy to pay dividend more than 90.00 percent of net profit, and estimated return for the Trust Unit Holders about 7.75 percent approximately.

2. Mr. Supoj Pongkidakarn inquired why the dividend distribution of the Trust Unit Holder in the year 2016 was not 7.75 percent as estimated by HREIT Trust.

Mr. Paopitaya explained that since HREIT Trust operated for the period of 41 days in total and had many expense items which were lump sum payment made upon establishment of trust, i.e. expense for shareholder registrar, expense for website preparation, expense for asset inspection and fixed expenses. Generally, these expenses would be averaged in accordance with the fiscal year period which was 12 months, but for the fiscal year 2016, as the first operating year, it was calculated for the period of 41 days only.

3. Mr. Anuwat Chinpiriya inquired whether or not the operating results of HREIT Trust would be affected by the fact that the industrial estates invested by the HREIT Trust was in the area of the Eastern Economic Corridor.

Mr. Paopitaya explained that the government's policy on investment promotion and economic stimulus would be advantageous for the operating results of HREIT Trust. However, it would take some implement period to be able to concretely evaluate the results. Comparing to the year 2016, there were many factors indicating that in general, the domestic investment increased and consumers were more confident which would lead to manufacturing sectors and the lease of HREIT Trust's assets.

Mr. Anuwat Chinpiriya further inquired that, based on such trend, would the leasing area of HREIT Trust's assets have been fully rented? And whether or not the investment would expand to other areas under the Eastern Economic Corridor.

The Chairman explained that it might take reasonable time for concrete evaluation as informed by Mr. Paopitaya. Assets of HREIT Trust have already located in the Eastern Economic Corridor and the following up and evaluation of the operating results of HREIT Trust were conducted every month.

4. Mr. Somchai Jensatitpan inquired whether or not the occupancy rate at 82.00 percent was calculated at the time of establishment of the trust; whether or not the estimated return for Trust Unit Holders at 7.75 percent was calculated on such occupancy rate, or higher rate; what was the plan to ensure that the remuneration for Trust Unit Holder would be 7.75 percent; and after expiration of the lease period, how the leasable area would be managed; the lessees whose the lease expires would renew the lease or not; and how the rent for the renewed period would be calculated.

Mr. Paopitaya explained that the occupancy rate at the time of establishment of the trust was 84.00 percent approximately which was slightly decreased. The ratio of renewal of the lease would be around 80.00 percent, and the rent would be increased in accordance with the terms of the lease agreement. Estimated return for Trust Unit Holders at the rate of 7.75 percent depends on various factors, i.e. rent income, HREIT Trust's expenses, etc. In respect of income, in case of vacant premises, Hemaraj Land Development Pcl would compensate such income which would be at averaged rate of the rent for each asset type of HREIT Trust.

Mr. Somchai Janesatitpan further inquired that how long such compensation for rent would be.

Mr. Paopitaya clarified that the rent compensation would be for the period of 3 year, provided that the rate of compensation for rent would be: 200 Baht per square meter for Detached factories, 190 Baht per square meter for Attached factories, 155 Baht per square meter for warehouses.

No inquiry was raised by any Trust Unit Holder, the Chairman then asked the Meeting to acknowledge.

This agenda was for acknowledgment; therefore, no voting was required.

Agenda 2 To report the financial statements of HREIT Trust for the period from 21 November to 31 December 2016

The Chairman asked Mr. Paopitaya Smutrakalin, Senior Managing Director, to propose the details of this agenda to the Meeting.

Mr. Paopitaya informed to the Meeting that the Company prepared HREIT Trust's financial statements for the year 2016 ended on 31 December 2016 which was audited by the licensed auditor. The details of which appeared in the annual report for the year 2016, Enclosure 2. The significant details were summarized as follows:

Profit and Loss Statement from 21 November 2016 to 31 December 2016 was as follows:

Total income	approximately	62,330,000	Baht
Total expenses	approximately	7,440,000	Baht
Interest expenses	approximately	10,500,000	Baht
Net investment income	approximately	44,380,000	Baht
Increase of net assets from operations for this year	approximately	44,380,000	Baht

Balance Sheet as of 31 December 2016 was as follows:

Net assets value	approximately	8,201,390,000	Baht
Total liabilities	approximately	2,463,400,000	Baht
Net assets	approximately	5,737,980,000	Baht

Thereafter, the Chairman asked the Meeting whether there were any questions. The Trust Unit Holders raised questions as follows:

1. Mr. Somchai Jensatitpan inquired whether or not the loan of 2,300,000,000 Baht was fully borrowed by HREIT Trust; how the interest rate was; how the lender was chosen; whether or not HREIT Trust has supporting plan in the event that the interest is increased or not; and how the situation of increased interest would affect HREIT Trust.

The Chairman explained that HREIT could borrow money not exceeding 35.00 percent of net assets value of the trust, or not exceeding 60.00 percent of net assets value if credit rating is arranged. Upon calculation, the loan borrowed by HREIT Trust is currently at 29.00 percent of net assets value.

Mr. Paopitaya further explained that HREIT Trust has borrowed money from financial institute for the period of 5 years, provided that the loan interest for the first 4 years would not exceed MLR minus 2.35 per annum.

HREIT Trust is currently studying on other financial instruments. The Chairman further clarified that in terms of loan, we considered interest rate appropriate for HREIT Trust. In addition, in the future, other interesting financial instruments, i.e. issuance of debentures would help to control the interest rate in long term which might be used for repayment of the loan.

Mr. Somchai Jensatitpan inquired that in respect of the money borrowing, whether or not the lender considered the whole WHA companies group; and how to set credit rating.

Mr. Krailuck explained that WHA companies group would be considered by the lender wholly or severally depending on appropriation of each loan agreement and details thereof. It is not limited to only one lender for the highest benefits of the investors.

The Chairman explained that WHA Corporation Public Company Limited has been affirmed in the credit rating at BBB+.

The Chairman then asked the Meeting if there were any questions. No further inquiry was raised by any Trust Unit Holders, the Chairman then asked the Meeting to acknowledge.

This agenda was for acknowledgment; therefore, no voting was required.

Agenda 3 To report the appointment of auditors of HERIT Trust for the year 2017

The Chairman asked Mr. Paopitaya Smutrakalin, Senior Managing Director, to propose the details of this agenda to the Meeting.

Mr. Paopitaya then declared to the Meeting that the Company considered to appointing the auditors of HREIT Trust for the year 2017 from Pricewaterhousecoopers ABAS Ltd (“Pricewaterhouse”), namely:

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| 1. Mr. Chanchai | Chaiprasit, | Certified Public Accountant No. 3760; and/or |
| 2. Mr. Paiboon | Tunkoon, | Certified Public Accountant No. 4298; and/or |
| 3. Ms. Sinsiri | Thangsombat, | Certified Public Accountant No. 7352. |

Whereby, one of the aforementioned persons shall review and give their opinions to HREIT Trust’s financial statements. In case such auditors cannot perform the work, Pricewaterhouse shall provide other certified public accountants in Pricewaterhouse to carry out the work.

The remuneration of the auditors for the year 2017 is Baht 1,100,000.

The Chairman then asked the Meeting if there were any questions. No further inquiry was raised by any Trust Unit Holders, the Chairman then asked the Meeting to acknowledge.

This agenda was for acknowledgment; therefore, no voting was required.

Agenda 4 Other matters (if any)

Thereafter, the Chairman then asked the Meeting if there were any questions. The following Trust Unit Holders inquired:

Mr. Somchai Jensatitpan inquired would there be consideration on dividend payment of HREIT Trust? And would the capital be increased?

Mr. Paopitaya explained that HREIT Trust is currently studying on the possibility on capital increase. The dividend payment would be considered after completion of the audit of the operation results of the 1st quarter for the year 2017. The dividend payment would be considered based on the operating results for the period from the date of establishment of HREIT Trust until the end of the 1st quarter for the year 2017.

No further inquiry was raised by any Trust Unit Holders. The Chairman therefore adjourned the Meeting at 12.30 p.m.

Signed 

(Mr. Somyos Anantaprayoon)

Chairman of the Meeting