

WHA026/2017

13 November 2017

Subject Notification of Resolution of Board of Director to Disposal of Assets to WHA Premium Growth
Freehold and Leasehold Real Estate Investment Trust

Dear President
The Stock Exchange of Thailand

The Meeting of the Board of Directors of WHA Corporation Public Company Limited (“Company”) No. 6/2017 held on 10 November 2017 passed resolutions relating to the sale of and lease out assets to WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust (“WHART Trust”) for the third disposal of assets to WHART Trust as summarized as follows:

1. Details of Assets to Sold and Leased to WHART Trust

(1) To lease out for a long term basis to WHART Trust the assets in WHA Mega Logistics Centre Project Chonlaharnpichit Km. 3 (72 Rais) owned by the Company for a period of 30 years. The Company will give promise the extend the lease term for another 30 years. If WHART Trust exercises the right under the promise upon the expiration of the first 30 years, the total lease term is 60 years. In order to guarantee that the Company will extend the lease term to WHART Trust when WHART Trust exercises the right under the promise, the it shall mortgage the leased assets to WHART Trust in the amount of Baht 890,761,000. In addition, the Company will sell tools, equipment, systems and other assets relevant and necessary for utilizing the land, warehouses and offices in such project to WHART Trust.

(2) To the assets in the following project to WHART Trust

(2.1) WHA Mega Logistics Centre Project Km. 19 Building C and M
owned by the Company

(2.2) WHA Mega Logistics Centre Project Lamlukka
owned by WHA Venture Holding Co., Ltd.

(2.3) Omada Aerospace Factory Rayong
owned by Warehouse Asia Alliance Co., Ltd.

The assets' details appear in Annex 1.

2. Price of Selling Assets to WHART Trust

The price for selling assets to WHART Trust is proposed as follows:

- (1) rental fee and sale price in the total amount of Baht 3,090,000,000
- (2) remuneration for exercise of the right under the promise in the amount of Baht 100,000,000

The said price does not include the value added tax, fee and expense for ownership transfer, lease registration fee, stamp duty to be posted on the lease agreement. WHART Trust shall be responsible for fee and expense for ownership transfer, lease registration fee, mortgage registration fee and value added tax as well as stamp duty to be posted on the lease agreement. The asset owner shall be responsible for corporate income tax and specific business tax for such disposal.

The proposed price is fixed from reference to the appraised value of the four items of the assets appraised by two appraisers e.g. Bangkok Property Appraisal Co., Ltd. pursuant to its appraisal report on 15 May 2017 and Grand Asset Advisory Co., Ltd. pursuant to its appraisal report on 15 May 2017. The summary of the appraisal value of the two appraisers appears in Annex 2.

The proposed price may be increased or decreased in accordance with the negotiation between the WHART Trust and the Company taking into account of reasonableness on the date of ownership transfer and registration of lease of the first period and depending on the negotiation with financial creditors as well as the adjustment of the appraisal value and conditions of the disposal assets at that time including negotiation result with WHART Trust.

3. Undertaking Agreement in Connection with Disposal of Assets

For disposal of the assets to WHART Trust mentioned above, the Company shall give undertaking to WHART Trust, the significant terms of which appear in Annex 3.

4. Appointment to be Property Manager for Assets Sold to WHART Trust

After the disposal of the assets to WHART mentioned above, the Company will be appointed as the property manager for the assets sold to WHART Trust for a period of 30 years with the property management fee at the rate of not exceeding 3.00 percent of WHART Trust's net asset value

5. Authority Given to Chief Executive Officer or Person Assigned by Chief Executive Officer in relation to Asset Disposal to WHART Trust

The Chief Executive Officer or the person assigned by the Chief Executive Officer is authorized as follows:

(1) To negotiate with WHART Trust and to determine the form of asset disposal and mortgage and other details and conditions on asset disposal and mortgage to WHART Trust and entering into the agreements with WHART Trust as well as to amend the terms and conditions in the summary of the Undertaking Agreement as appropriate such as the period for the Company to hold the Trust Units, non-competition with WHART Trust, the rental amount and period for paying the rental to WHART Trust for the unoccupied areas.

(2) To negotiate with WHART Trust to fix the final price which may be increased or decreased from the proposed price to fix the final price to WHART Trust taking into account of reasonableness on the date of ownership transfer and registration of lease of the first period and depending on the negotiation with financial creditors as well as the adjustment of the appraisal value and conditions of the assets to be sold at that time including negotiation result with WHART Trust.

(3) To consider whether to dispose or not dispose or mortgage or not mortgage any items of assets if the conditions or the result of negotiations with WHART Trust show that such disposal or mortgage will not benefit to the Company and/or its shareholders or may cause unreasonable obligations for the Company.

(4) To prepare, sign, deliver and/or revise agreements or commitment in relation to the asset disposal and mortgage to WHART Trust.

(5) To negotiate, determine conditions and details, prepare, sign and deliver the new property manager appointment agreement for the assets sold to WHART Trust.

(6) To approve any matters necessary or relevant to the performance or actions to be taken including to sign agreements or relevant documents in order that the asset disposal and mortgage to WHART Trust are successful.

5. Assets remaining after Asset Disposal to WHART Trust

After the Company disposes the assets to WHART Trust, the remaining projects of the Company are as in Annex 4.

6. Calculation of Transaction Size

The transaction size of the asset disposal to WHART Trust is approximately 4.17 percent pursuant to the value of consideration rule calculated from the consolidated financial statement of the Company as of 30 September 2017. During the past six months, there was no asset disposal. The detail of calculation appears in Annex 5. This is not regarded as a disposal transaction under the Notification of the Capital Market Supervisory Board No. Tor Jor 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of The Board of Governors of The Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547). The Company is not required to prepare an information memorandum to be disclosed to the SET. This transaction does not fall within the related transaction.

Please be informed accordingly.

Yours sincerely,

(Miss Jareeporn Jarukornsakun)
Group Chief Executive Officer

Annex 1

Third additional details of assets to be sold to WHART Trust

1. WHA Mega Logistics Centre Project Chonlaharnpichit Km. 3

Assets to be sold to WHART Trust in this project are long-term leasing rights of the assets as detailed in table below.

Subject	Details of assets
Owner of properties and freehold rights of the land and buildings	WHA Corporation Public Company Limited
Location	Bang Pla sub-district, Bang Plee district, Samutprakarn.
Title Deed No.	106329 (Partial) and 140154
Land area	Title Deed No.106329 in total amount of 15 rai 3 ngan 9.05 square wah Title Deed No.140154 in total amount of 34 rai 1 ngan 37.20 square wah
Leasable areas	<ul style="list-style-type: none"> - Total leasable area of building is approximately 47,253.00 square meters - Total leasable area of rooftop is approximately 37,303.80 square meters - Total leasable area of car parking is approximately 2,340.00 square meters
Leasable buildings	<ul style="list-style-type: none"> - Warehouse and office buildings at the amount of 5 buildings - Leasable area of car parking - Ownership of tools, equipment, and utility systems of the buildings and other assets relating to, in connection with, and necessary for the use of the land, warehouses and office buildings of WHA Mega Logistics Center (Chonlaharnpichit Km. 3)
Average rate of leasing area (Information as at 1 December 2017)	<ul style="list-style-type: none"> - The warehouse and office building area has an occupancy rate at 76.28 percent - The rooftop area still has no tenant. - Currently, the areas of warehouses and office buildings of WHA Mega Logistics Center (Chonlaharnpichit Km. 3) are not entirely leased by the lessees. - In this regards, WHART Trust will request WHA to pay the rent to WHART Trust for the unoccupied leasable areas of warehouses and office buildings, as at the date WHART Trust conducts its investment, for a period of 3 years (Except E1 Building (partially with the approximate leasable area of 1,598 square meters) and for the leasable rooftop for a period of 25 years, or until there are lessees during that period. - For the E1 Building (partially with the approximate leasable area of 1,598 square meters) in the WHA Mega Logistics Center (Chonlaharnpichit Km. 3) , which is currently occupied by a lessee, there is a lease agreement that will expire on 31 December 2017. If the lease term expires on 31 December 2017 but the lessee in E1 Building does not continue to rent the E1 Building or is in the process of agreement negotiating for the renewal of the lease term but the lessee has not yet

Subject	Details of assets
	paid for the rent, WHA will pay the rent for the period after the lease term expires until there is a lessee or the lessee has paid for the rent (as the case may be) but not more than 3 years from the date WHART Trust conducts its investment. Provided that the terms and conditions shall be in accordance with the Undertaking Agreements that WHART Trust made with WHA.
Age of the buildings (Information as at 1 December 2017)	<ul style="list-style-type: none"> - Building A1 and A2 ; age of the building: 1 year 8 months - Building B1 and B2 ; age of the building: 2 years 5 months - Building C1 and C2 ; age of the building: 2 years 4 months - Building D1 ; age of the building: 2 years 10 months - Building D2 ; age of the building: 1 year 11 months (Building D1 and D2 together as 1 one building) - Building E1 and E2 ; age of the building: 1 year 2 months
Encumbrance	None

2. WHA Mega Logistics Centre Project Km. 19 Building C and M

Assets to be sold to WHART Trust in this project are the ownership of 2 buildings which are building C and building M. The 2 buildings are detailed in table below.

Subject	Details of assets
Owner of properties and freehold rights of the land and buildings	WHA Corporation Public Company Limited
Location	Bang Chalong sub-district, Bang Plee district, Samutprakarn
Title Deed No.	694 (Partial) and 6415 (Partial)
Land area	None as this is to transfer the ownership of 2 buildings* <i>Note</i> * Sublease rights of this land will be transferred from WHAPF to WHART from the conversion before additional investment in WHA Mega Logistics Centre Project Km. 19 Building C and M
Leasable areas	- Total leasable area of building is approximately 14,099.56 square meters
Building	<ul style="list-style-type: none"> - Warehouse and office buildings at the amount of 2 buildings - Ownership of tools, equipment, and utility systems of the buildings and other assets relating to, in connection with, and necessary for the use of the land, warehouses and office buildings of WHA Mega Logistics Center Project Km. 19 Building C and M
Average rate of leasing area (Information as at 1 December 2017)	- Currently, the warehouse and office building area has an occupancy rate at 100 percent
Age of the buildings (Information)	<ul style="list-style-type: none"> - Building C ; age of the building: 4 years 11 months - Building M ; age of the building: 4 years 11 months

Subject	Details of assets
as at 1 December 2017)	
Encumbrance	None

3. WHA Mega Logistics Centre Project Lamlukka

Assets to be sold to WHART Trust in this project are the ownership of land and building in WHA Mega Logistics Centre Project Lamlukka as detailed in table below.

Subject	Details of assets
Owner of properties and freehold rights of the land and buildings	WHA Ventures Holding co. ltd
Location	Lumlukka sub-district, Lumlukka district, Pathum Thani
Title Deed No.	1346
Land area	12 rai 2 ngan 50.50 square wah
Leasable areas	<ul style="list-style-type: none"> - Total leaseable area of building is approximately 8,045.64 square meters - Total leaseable area of car parking is approximately 4,124.00 square meters.
Building	<ul style="list-style-type: none"> - Factory, cold storage, and office building at the amount of 1 building. - Leaseable area of car parking - Ownership of tools, equipment, and utility systems of the buildings and other assets relating to, in connection with, and necessary for the use of the land, warehouses and office buildings of WHA Mega Logistics Center Project Lamlukka
Average rate of leasing area (Information as at 1 December 2017)	<ul style="list-style-type: none"> - The office building area has an occupancy rate at 100% - The car parking area has an occupancy rate at 100%
Age of the buildings (Information as at 1 December 2017)	age of the building: 1 year 9 months
Encumbrance	None

4. Omada Aerospace Factory Rayong

Assets to be sold to WHART Trust in this project are the ownership of land and building in Omada Aerospace Factory Rayong as detailed in table below.

Subject	Details of assets
Owner of properties and freehold rights of the land and buildings	Warehouse Asia Alliance co. ltd
Location	Amata City Rayong Industrial Estate, Map Yang Phon sub-district, Pluak Daeng district, Rayong Province
Title Deed No.	34269 and 39798
Land area	25 rai 3 ngan 32.40 square wah
Leasable areas	- approximate total leasable area of 16,469.00 square meters
Building	<ul style="list-style-type: none"> - Factory and office building at the amount of 1 building - Ownership of tools, equipment, and utility systems of the buildings and other assets relating to, in connection with, and necessary for the use of the land, warehouses and office buildings of Omada Aerospace Factory Rayong
Average rate of leasing area (Information as at 1 December 2017)	- 100% of the factory and office building is leased out.
Age of the buildings (Information as at 1 December 2017)	Age of the building : 1 year 6 months
Encumbrance	None

Annex 2

The appraised value and benchmark price of the third additional assets to be sold to WHART Trust

The assets to be sold to WHART Trust were appraised by two independent appraisers, namely, Bangkok Property Appraisal Company Limited and Grand Asset Advisory Co., Ltd. using the income approach-discounted cashflow, of which details are as follows:

Project	Benchmark price (THB million) ¹	The appraised value based on WHART Trust structure using the income approach (THB million)	
		Bangkok Property Appraisal Co., Ltd. ²	Grand Asset Advisory Co., Ltd. ³
WHA Mega Logistics Centre Project Chonlahampichit Km. 3	1,222	1,111	1,209
WHA Mega Logistics Centre Project Km. 19 Building C and M	312	284	286
WHA Mega Logistics Centre Project Lam Lukka	587	585	534
Omada Aerospace Factory Rayong	969	881	889
Toal	3,090	2,861	2,918

Note: ¹ Exclusive of VAT, fee and expense for ownership transfer, leasehold registration fee, revenue stamp and consideration of using the pledge rights in the amount of Baht 100,000,00 in case that WHART Trust extend the lease period.

² Cost estimate of the assets value of Bangkok Property Appraisal Company Limited according to the Property Appraisal Report dated 15th May 2017 (the price as at 1st December 2017 which is expected to be the date on which WHART Trust will make its investment).

³ Cost estimate of the assets value of Grand Asset Advisory Company Limited according to the Property Appraisal Report dated 15th May 2017 (the price as at 1st December 2017 which is expected to be the date on which WHART Trust will make its investment).

Annex 3

Summary of Undertaking Agreement from the third additional asset disposal to WHART Trust

Subject	Description
The Promisor	WHA Corporation (PCL) (the “Company”)
The Promisee	Kasikorn Asset Management Co., Ltd. as the Trustee of WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust (the “WHART Trust”)
Effective Date	This Agreement shall be effective from the date of transfer of ownership over assets to be purchased and sold under Land and Building Sale Purchase Agreement and the date of lease registration under the lease Agreement.
Non-Competition Clauses	The Company agrees with WHART Trust that if the Company wishes to offer the other types of property to the clients or agents for rent and/or transfer of the leasehold right of warehouse, product distribution centre and/or factories (logistics facilities) of the Company which is located within 20 kilometres of the property of WHART Trust, the Company agrees to offer the property of WHART Trust to the clients or agents as a priority. Provided that other terms and conditions shall be in accordance with the Undertaking Agreements that WHART Trust made with WHA.
The Company’s covenants with regard to the payment of the unoccupied leasable areas.	<p>The Company agrees to pay rent to WHART Trust for the unoccupied leasable areas of warehouses and office buildings, as at the date WHART Trust makes its third additional investment for the following areas:</p> <ol style="list-style-type: none"> 1. Buildings’ areas in WHA Mega Logistics Centre Project (Chonlaharnpichit Km. 3) 2. Buildings’ areas in WHA Mega Logistics Centre Project (Bangna-Trad Km. 19 Building C and M) 3. Buildings’ areas in WHA Mega Logistics Centre Project (Lamlukka) and Omada Aerospace Factory (Rayong) <p>until there are lessees but not more than 3 years from the date WHART Trust conducts its investment provided that other terms and conditions shall be agreed upon by both parties.</p>
The Company’s covenants with regard to WHA Mega Logistics Center	The Company agrees to pay rent for the areas of warehouses in WHA Mega Logistics Center (Chonlaharnpichit Km. 3) and E1 Building (partially, with the approximate leasable area of 1,598 square meters) (“E1 Building (Area of 1,598 Square Meters”)),

Subject	Description
(Chonlaharnpichit Km. 3)	which is currently occupied by a lessee whose lease agreement will expire on 31 December 2017. If the lease term expires on 31 December 2017 but the lessee in E1 Building (Areas of 1,598 Square Meters) does not continue to rent the E1 Building (Areas of 1,598 Square Meters) or is in the process of negotiating the renewal of the lease term but the lessee has not yet paid for the rent, the Company will pay rent for the period after the lease term expires until there is a lessee or the lessee has paid the rent (as the case may be) but not more than 3 years from the date WHART Trust conducts its investment. Provided that other terms and conditions shall be agreed upon by both parties.
The Company's covenants with regard to the lease of the rooftop area in WHA Mega Logistics Center (Chonlaharnpichit Km. 3) Project	The Company agrees to pay rent for the leasable rooftop of WHA Mega Logistics Center (Chonlaharnpichit Km. 3) until there are lessees but not more than 25 years from the date WHART Trust conducts its investment. Provided that the terms and conditions shall be agreed upon by both parties.
The Company's covenants with regard to the rights for Building E in WHA Mega Logistics Center (Chonlaharnpichit Km. 3) Project.	<p>In case that WHART Trust enforces the mortgage on Building E, regardless whether it partially or entirely enforces the remaining mortgaged assets, the Company, as the property owner of WHA Mega Logistics Center (Chonlaharnpichit Km. 3) Project, agrees to grant the following rights to the buyer of Building E from the mortgage enforcement of Building E pursuant to the Land and Building Mortgage Agreement:</p> <ol style="list-style-type: none"> 1. Right of superficies on the land where Building E is located and which is the mortgaged asset under Land and Building Mortgage Agreement. 2. Charge on immovable property in relation to right of way used for entering into and exiting Building E in case that the Company is still the owner of the land, the part of which is used as entrance to and exit from WHA Mega Logistics Center (Chonlaharnpichit Km. 3) and allows the buyer of Building E to transfer the right of superficies and charge on immovable property to the next buyer.
The Company's covenants with regard to the lease of forklift trucks for	The Company agrees to pay rent in accordance with the forklift trucks lease agreement with BT Midland Co., Ltd., which will be transferred to WHART Trust, for the whole period of such agreement. The said forklift trucks are used in Building M in WHA Mega Logistics Centre Project (Bangna-Trad Km. 19 Building C and M)

Subject	Description
using in Building M in WHA Mega Logistics Centre Project (Bangna- Trad Km. 19 Building C and M)	
The Company's covenants with regard to the payment in consideration of using the filled land of adjacent property of WHA Mega Logistics Centre Project (Lamlukka).	<p>The Company will, and/or causes WHA Venture Holding Co., Ltd. to, make the payment in consideration that WHA Venture Holding Co., Ltd. filled land on the land adjacent to WHA Mega Logistics Centre Project (Lamlukka) to the owner of such land as agreed with the owner in exchange that the owner will not move, destroy or damage the said filled land.</p> <p>In case that the Company or WHA Venture Holding Co., Ltd. breaches the contract, causing damage to the walls of WHA Mega Logistics Centre Project (Lamlukka), the Company agrees to be responsible for expense of repairing the walls to WHART Trust.</p>

Annex 4

The Company's remaining projects after asset disposal to WHART Trust

1. Completed Project (Revenue Recognition)

Project Name	Location
WHA - Dena	Amata City Industrial Estate, Tambol Marbyangporn, Amphur Pluakdang, Rayong
WHA Rama III	Rama III Road, Bangpongpan, Yannawa, Bangkok
WHA Mega Logistics Center Rama II km.35	Rama II Road km.35, Tambol Bangkrajao, Amphur Muang Samutsakorn, Samusakorn
WHA Mega Logistics Center Leamchabang Phase I	Tambol Nongkham, Amphur Srisacha, Chonburi
WHA Central Mega Logistics Center Wangnoi 63	Tambol Botalo, Amphur Wangnoi, Pranakhon Sri Ayuddhaya

2. Completed Project (Revenue Recognition/ Building Available)

Project Name	Location
WHA Mega Logistics Center Chonlaharnpichit km.3 Phase II	Chonlaharnpichit km.3, Tambol Bangpla, Amphur Bangplee, Samutprakarn (74 Rais)
WHA-KPN Mega Logistics Center Bangna-Trad km.23	Bangna-Trad Road km.23, Tambol Bang Sao Thong, Amphur Bang Sao Thong, Samutprakarn

3. Under Construction Project (No Tenants)

Project Name	Location
WHA Central Mega Logistics Center Wangnoi 62	Tambol Botalo, Amphur Wangnoi, Pranakhon Sri Ayuddhaya

4. Non-developed Land

Project Name	Location
WHA - Khon Kaen	Amphur Muang, Khon Kaen Province
WHA Kabinburi DC.	Amphur Kabinburi, Pra
WHA - Panthong (120 rais)	Amphur Panthong, Chonburi Province
WHA - Surat Thani	Amphur Phunphin, Surat Thani Province

WHA - Lampoon	Amphur Muang, Lampoon Province
WHA Central Mega Logistics Center Wangnoi 63 (Land)	Tambol Botalo, Amphur Wangnoi, Pranakhon Sri Ayudhdhaya
WHA-KPN Mega Logistics Center Bangna-Trad km.23 (Land)	Bangna-Trad Road km.23, Tambol Bang Sao Thong, Amphur Bang Sao Thong, Samutprakarn
WHA Mega Logistics Center Leamchabang Phase II (Land)	Tambol Nongkham, Amphur Srisacha, Chonburi
WHA Mega Logistics Center Rama II km.35 (Land)	Rama II Road km.35, Tambol Bangkrajao, Amphur Muang Samutsakorn, Samusakorn

5. Industrial Estate Development Projects and Logistics Park

Types of Business	Site Location	Unit
Hemaraj Chonburi Industrial Estate	Sriracha District, Chonburi Province	8
Eastern Seaboard Industrial Estate (Rayong)	Pluak Daeng District, Rayong Province	20
Hemaraj Eastern Seaboard Industrial Estate	Pluak Daeng District, Rayong Province	15
Hemaraj Saraburi Industrial Land	Nong Khae District, Saraburi Province	27
Hemaraj Rayong Industrial Land	Ban Khai District, Rayong Province	1
Ready Built Factories Park 1 at Hi-Tech Kabin Industrial Estate	Kabinburi District, Prachinburi Province	10
Hemaraj Logistics Park Warehouse		
Hemaraj Logistics Park 1	Sriracha District, Chonburi Province	8
Hemaraj Logistics Park 2	Pluak Daeng District, Rayong Province	-
Hemaraj Logistics Park 3	Pluak Daeng District, Rayong Province	4
Hemaraj Logistics Park 4	Pluak Daeng District, Rayong Province	4

Annex 5

Details of the transaction size of the third additional asset disposal to WHART Trust

1. The transaction size of the third additional asset disposal to WHART Trust is calculated as follows:

Rules	Formula	Transaction Size
1. Net Tangible Asset	Not be able to be calculated.	
2. Net Profit	Not be able to be calculated because the transaction is to dispose the assets and the Company will receive cash from the sale.	
3. Total value of consideration	$\frac{\text{Disposal Price}}{\text{Book value of total assets}} \times 100$	$\frac{3,090,000,000^*}{74,147,482,096} \times 100 = 4.17\% ^*$
4. Total value of securities	Not be able to be calculated because the transaction is to dispose and the assets and the Company and will receive cash from the sale without issuing shares.	

*The said price is the estimation and may be increased or decreased. The percentage is therefore only the estimation.

2. The transaction size of the asset disposal in the past 6 months since 10 November 2016 (11 May 2017 – 10 November 2017)

-None-

3. Total transaction size of the asset disposal combined from Clauses 1. and 2.

The combined transaction size of Clauses 1. and 2. is 4.17% of the total assets value.