



(Translation)

No. SCCPR-600020

9 March 2017

Subject: Invitation to the 2017 Annual General Meeting of Trust Unitholders

Attention: Trust Unitholders of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust ("TPRIME")

- Attachment
1. Annual Report 2016 (in CD-ROM format);
  2. Trust Deed in respect of the meeting of unitholders and vote casting;
  3. Article of Association in respect of the meeting of unitholders and vote casting;
  4. Procedure on Registration to Attend the Meeting and Proxy Granting;
  5. Proxy A and B;
  6. Map of the meeting venue;
  7. Registration Form (to be presented at the meeting).

The Board of Directors Meeting of SCCP REIT Company Limited ("Company") as the REIT Manager of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust ("TPRIME") held on February 27, 2017 has passed resolutions to schedule of the 2017 Annual General Meeting of Trust Unitholders to be held on Monday, 3 April 2017, at 9.30 a.m. at Surasak 2-3 Room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok. The agenda of 2017 Annual General Meeting of Trust Unitholders is as follows;

Agenda No. 1: To Acknowledge the operating results for the year 2016

Objectives and Rationale:

The REIT Manager summarized the report on the operating results of the year 2016 which shown in the summary of the operating results and annual report for the year 2016 in Attachment 1.

Opinion of the REIT Manager:

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unitholders to acknowledge the operating results for the year 2016.

Resolution: This agenda item is for acknowledgement; therefore, no voting is required.

Agenda No. 2: To Acknowledge the Financial Statement for the year 2016

Objectives and Rationale:

The REIT Manager prepared the Financial Statement for the year 2016 which were audited and certified by the auditors and which appeared in the annual report for the year 2016 in Attachment 1 which the following summary:

Details	Consolidated Financial statement (Units: THB)	Separate Financial statement (Units: THB)
Balance Sheet		
Total assets	8,106,091,910	7,827,568,545
Total liabilities	542,610,436	287,335,738
Long-term loans	2,023,675,869	2,023,675,869
Net assets	5,539,805,605	5,516,556,938
Net assets per unit	10.1183	10.0759
Statement of Income		
Total Income	163,790,962	101,839,326
Total expenses	99,096,828	60,282,388
Net investment income	64,694,134	41,556,938
Net investment income per unit	0.1183	0.0759
Statement of cash flows		
Net cash flows used in operating activities	(6,466,897,902)	(7,193,873,502)
Net cash from financing activities	7,017,395,478	7,486,052,911
Net increase in cash and cash at banks	550,497,576	292,179,409
Cash and cash at banks at the beginning of period	-	-
Cash and cash at banks at the end of period	550,497,576	292,179,409

Opinion of the REIT Manager:

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unitholders to acknowledge the financial statements for the year 2016.

Resolution: This agenda item is for acknowledgement; therefore, no voting is required.

Agenda No. 3: To Acknowledge the appointment of auditors and the determination of the remuneration of auditors

Objectives and Rationale:

The REIT Manager considered appointing the auditors of TPRIME for the year 2017 from EY Office Limited, namely:

1. Ms.Ratana Jala Certified Public Accountant (Thailand) No. 3734 and/or
2. Ms.Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499 and/or
3. Ms. Rachada Yongsawadvanich Certified Public Accountant (Thailand) No. 4951

Whereby, one of the aforementioned persons shall review and give their opinions to TPRIME's financial statements. In case such auditors cannot perform the work as the Company's auditors, the audit firm shall provide other certified public accounts to carry out the work.

The remuneration of the auditors for the year 2016 is Baht 1,000,000 (exclusion of out of pocket)

Opinion of the REIT Manager:

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unitholders to appointment of the auditors for the year 2016 as named above.

Resolution: This agenda item is for acknowledgement; therefore, no voting is required.

Agenda No. 4: To consider and approve the Amendment to Trust Deed

Objectives and Rationale:

The REIT Manager considered the return of benefits to the trust unitholders, the capital can be reduced in case of excess liquidity. The item cannot be calculated for net profit, it is considered as excess liquidity arising from operations as the same as deferred income and/or non-cash expenses items. However, it can be considered to pay benefits to the trust unitholders in cases where the Trust has retained earning, there can be repaid as retained earnings. But, if it does not have retained earnings, there must be paid in the form of capital reduction only. The details are as Attachment 2.

Opinion of the REIT Manager:

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unitholders to approve the Amendment to Trust Deed for the accuracy information and update.

Resolution: The amendment in the Trust Deed in accordance with the Proposed Amendment as shown in Attachment 2 requires a resolution of the meeting of the Trust Unitholders of not less than three-fourths (3/4) of total trust units of the Trust Unitholders who attend the meeting and have the right to vote.

Agenda No. 5: To consider and approve the proposal to amend the subsidiary's Articles of Association and acknowledge the amendment to the Articles of Association of the subsidiary

Objectives and Rationale:

The REIT Manager considered regarding to the problem of day-to-day operation as a general practice including guidelines for corrective plan to make clear completely accurate and consistent with the current information as details as shown in Attachment 3.

Opinion of the REIT Manager:

The REIT Manager considered it appropriate to propose to the Meeting of the Trust Unitholders to consider and approve the proposal to amend the subsidiary's Articles of Association and acknowledge the amendment to the Articles of Association of the subsidiary for accurate and more consistent with the current information.

Resolution: The amendment in the Articles of Association in accordance with the Proposed Amendment as shown in part 1 of Attachment 3 requires a resolution of the meeting of the Trust Unitholders of not less than three-fourths (3/4) of total trust units of the Trust Unitholders who attend the meeting and have the right to vote.

Agenda No. 6: To consider other matters (if any)

The Trust Unitholders are hereby invited to attend the 2017 Annual General Meeting of Trust Unitholders to be held on Monday, 3 April 2017, at 9.30 a.m. at Surasak 2-3 Room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok. The record date for entitlements to attend the meeting is March 13, 2017 and the book closing date for unitholders' name collection under Section 225 of the Securities and Exchange Act B.E. 2535 is March 14, 2017.

The Trust Unitholders may read the registration method, meeting attendance and proxy as shown in Attachment 4. In case the Trust Unitholders are unable to attend the Meeting by themselves and wish to appoint proxies to attend the meeting and vote on their behalf, please complete and execute the Proxy Form in Attachment 5. The Trust Unitholders may appoint the Trustee, namely Miss Sasanan Siravich or other persons to attend the meeting and vote on their behalves.

The REIT Manager would like the Trust Unitholders to bring the documents and evidence of giving proxy as details in Attachment 5 to the registration officer on the date of the meeting.

Yours sincerely,

SCCP REIT Company Limited

as REIT Manager



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(Krit Chantaworakit)

Authorized Person