

(Translation)

SCCPR-620014

1 March 2019

- Subject: Invitation to the 2019 Annual General Meeting of Trust Unitholders  
Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME)
- Attention: Trust Unitholders of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust  
("TPRIME")
- Attachment: 1. Copy of The Extraordinary General Meeting of Trust Unitholders no.1/2018;  
2. Annual Report 2018 (in CD-ROM format);  
3. Procedure on Registration to Attend the Meeting and Proxy Granting;  
4. Information of the Independent Director of SCCP REIT Company Limited to be considered with  
the proxy granting of the Trust Unitholders;  
5. Proxy A, B and C;  
6. Map of the meeting venue;

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 Thursday, 21 February 2019 has passed resolutions to schedule of the 2019 Annual General Meeting of Trust Unitholders to be held on Thursday, 25 April 2019, at 9.30 a.m. at Jamjuree 1 room, M Floor, Pathumwan Princess Hotel, Bangkok. The agenda of 2019 Annual General Meeting of Trust Unitholders is as follows;

**Agenda No. 1: To adopt and certify The Extraordinary General Meeting of Trust Unitholders no.1/2018**

Objectives and Rationale:

The REIT held The Extraordinary General Meeting of Trust Unitholders no.1/2018 on Wednesday, 18 July 2018, at 9.30 a.m. at Sukhumvit 6 Room, 3rd Floor, The Landmark Hotel Bangkok. The copy of the Meeting is attached herein as detailed in Attachment 1.

Opinion of the REIT Manager:

The REIT Manager considered it appropriate to propose the Minute to the Meeting of Trust Unitholders for adopting, as detailed in Attachment 1.

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

## Agenda No. 2: To Acknowledge the operating results for the year 2018

### Objectives and Rationale:

The REIT Manager summarized the report on the operating results of the year 2018 which shown in the summary of the operating results and annual report for the year 2018 in Attachment 2.

### 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 2018.

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

## Agenda No. 3: To Acknowledge the Financial Statement for the year 2018

### Objectives and Rationale:

TPRIME prepared the Report and consolidated financial statements for the year ended 31 December 2018, which were audited and certified by the auditors and which appeared in the annual report for the year 2018 in Attachment 2 which the following summary:

Details	Consolidated Financial statement (Units: THB)		Separate Financial statement (Units: THB)	
	2018	2017	2018	2017
<b>Balance Sheet</b>				
Total assets	8,721,422,123	8,356,766,506	8,324,053,909	8,004,416,599
Long-term loans	2,034,063,664	2,028,765,220	2,034,063,664	2,028,765,220
Other liabilities	527,237,576	471,668,267	177,908,052	152,694,724
Net assets	6,160,120,883	5,856,333,019	6,112,082,193	5,822,956,655
Net assets per unit	11.2513	10.6965	11.1636	10.6355
<b>Statement of Income</b>				
Total income	932,191,597	831,336,015	606,710,295	510,935,547
Total expenses	550,936,560	530,580,171	336,967,456	307,199,495
Net investment income	381,255,037	300,755,844	269,742,839	203,736,052
Total gain or loss on investments	307,986,948	366,630,320	404,986,949	453,173,165
Increase in net assets from operations	689,241,985	667,386,164	674,729,788	656,909,217

Details	Consolidated Financial statement (Units: THB)		Separate Financial statement (Units: THB)	
Earnings per share	1.2589	1.2190	1.2324	1.1998
<b>Statement of cash flows</b>				
Net cash flows from operating activities	543,459,430	352,092,291	492,519,608	280,262,076
Net cash used in financing activities	(461,246,442)	(413,385,527)	(461,246,442)	(413,385,527)
Cash and cash at banks at the end of year	571,417,328	489,204,340	190,329,124	159,055,958

Opinion of the REIT Manager:

The REIT Manager considered it appropriate to propose the financial statement for the year 2018 to the Meeting of the Trust Unitholders for acknowledgment.

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

**Agenda No. 4: To Acknowledge the appointment of auditors and the determination of the remuneration of auditors for the year 2019**

Objectives and Rationale:

The REIT Manager considered appointing the auditors of TPRIME for the year 2019 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 2019 is Baht 1,100,000.

Opinion of the REIT Manager:

The REIT Manager considered it appropriate to propose the appointment of the auditors for the year 2019 as named above to the Meeting of the Trust Unitholders for acknowledgment.

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



**Agenda No. 5: To consider other matters (if any)**

The Trust Unitholders are hereby invited to attend the 2019 Annual General Meeting of Trust Unitholders to be held on Thursday, 25 April 2019, at 9.30 a.m. at Jamjuree 1 room, M Floor, Pathumwan Princess Hotel Bangkok. The record date for entitlements to attend the meeting shall be pronounced on 7 March 2019.

The Trust Unitholders may read the registration method, meeting attendance and proxy as shown in Attachment 3. In case the Trust Unitholders are unable to attend the Meeting 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 independent director or other persons to attend the meeting and vote on their behalves 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

A handwritten signature in blue ink, appearing to be "Sivaporn Chomsuwan", written over a horizontal line.

(Mr. Sivaporn Chomsuwan)

Director