



## **RULES GOVERNING UNITHOLDERS' RIGHTS TO PROPOSE AGENDA AND QUESTION FOR THE 2019 ANNUAL GENERAL MEETING OF UNITHOLDERS**

### **Objective**

Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust ("the Trust") would like to promote good corporate governance and to foster equitable treatment to all unitholders.

Prior to the 2019 Annual General Meeting of Unitholders, SCCP REIT Company Limited ("the Company") as the REIT Manager offers opportunities for its unitholders to propose any additional meeting agenda items and questions which they deem to be important and beneficial to the Trust. The Company shall consider the unitholders' rights to propose agenda items and questions in advance of the 2019 Annual General Meeting of Unitholders ("AGM") date according to its prescribed rules.

### **Rules**

1. Qualifications of unitholders who are entitled to propose agenda items and questions in AGM

The unitholders or group of unitholders who wish to propose any agenda items to the AGM must have held the unit no less than 2% of the total issued and paid up unit of the Trust for at least 6 months prior to the date of submission of the proposal.

2. Procedures for proposing agenda items to the AGM

The unitholders who are qualified according to the conditions as stipulated in Rule No. 1 are entitled to propose their suggested agenda items and question in advance by completing the "Agenda and Question Proposal Form for the 2019 Annual General Meeting" as attached to these Rules or may informally inform the Company via facsimile at Fax No. 0-2258-4519 or Email Address: tprime\_rm@sccpreit.com, prior to submitting the original copy of the "Agenda and Question Proposal Form for the 2019 Annual General Meeting" to the Company thereafter.

The unitholders must submit the duly signed original of such "Agenda and Question Proposal Form for the 2019 Annual General Meeting" together with all the relevant documents and evidence to the Company by February 5, 2019 at the following address:

To: SCCP REIT Company Limited

No. 388 Exchange Tower, Unit 1701-2 17<sup>th</sup> Floor,

Sukhumvit Road, Klongteoy, Klongteoy, Bangkok 10110

(Agenda and Question Proposal Form for the 2019 Annual General Meeting)



In case of several unitholders combined propose an agenda, each of them must fill out the “Agenda and Question Proposal Form for the 2019 Annual General Meeting” and sign their name as evidence separately and gather to submit into one set. The unitholders have to fill out a name of contact person in form. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all unitholders.

Investor Relations Department will gather all documents proposing to the Board of Directors to consider according to the following criteria:

1. In case the information provided is incomplete or incorrect, Investor Relations Department will notify the unitholder via official letter that their proposed agenda item will not be considered by the Board of Director.
2. In case the unitholders are not considered fully qualified according to criteria, Investor Relations Department shall notify the unitholder via official letter that their proposed agenda item will not be considered by the Board of Director.

The Board of Directors will consider the agenda proposal. The agenda proposals approved by the Board of Directors will be included in the Agenda of the AGM invitation. For the agenda proposal not approved by the Board of the Directors, the REIT Manager will notify the unitholder after the next day of the meeting date with the reason via the Trust's website at [www.TPrimeReit.com](http://www.TPrimeReit.com) and notify will report on the AGM's date.

3. To ensure efficient conduct of the meeting, the Company shall reserve the right not to place the following agenda items on the meeting agenda:
  1. An agenda item that violates the law, rules and regulations of government agencies or the Trust's regulations and the Trust's deed.
  2. An item that shall be for the benefit of any particular individual, or any specific group of people.
  3. An item that is under the Company's management authority, except for the matters that cause material damages or losses to all unitholders.
  4. An item with matter that have been completed
  5. An item that concerns matters which are beyond the Company's power of control.
  6. Issues proposed by unitholders who aren't fulfilling the criteria, or does not provide adequate documentation, or proposals to the agenda outside of the proposal period.
  7. A proposal that contains incomplete information or documentation, or a proposal that is submitted after the prescribed deadline, or a proposal whereby the proposer cannot be contacted.
  8. A proposal proposed by unitholders who are not qualified according to the prescribed qualification criteria.





**Part 3 Required documents/evidence to be attached to this proposal form**

- Unitholding evidence such as
  - [ ] Certified letter from securities companies, or other evidence from Thailand Securities Depository Company Limited or the Securities Exchange of Thailand or relevant custodians, or certified copies of the original share certificates
- Personal identification
  - [ ] An individual unitholder is required to attach a certified true copy of his/her identification card or passport that is not expired (if such individual unitholder is a foreigner)
  - [ ] A corporate or juristic unitholder is required to attach a certified true copy of its Affidavit or Certificate of Incorporation together with a certified true copy of the identification card or passport that is not expired (if such individual unitholder is a foreigner) of its authorized director who is the undersigned of this proposal form
  - [ ] In case unitholder change their title, name, or surname, the copy of evidence of those changes shall be enclosed and certified true copy.

**Part 4 Confirmation**

I hereby appoint Mr./Mrs./Miss.....to be the contact person with the Company under part 2.

I hereby certify that the information and evidence attached is accurate and complete and that the Company has my permission to disclose such information, or such documents and evidence.

Signature.....Unitholder

( )

Date .....

**Remark**

1. The unitholders are able to send proposal unofficial in advance via the Trust's email address at [tprime\\_rm@sccpreit.com](mailto:tprime_rm@sccpreit.com) or facsimile 0-2258-4519 before sending the original to the Trust by February 5, 2019.
2. In the case of group of unitholders propose agenda. Each unitholder must individual fill in and sign the form as evidence and gather supporting documents in to one set.
3. REIT manager will revoke the rights of unitholders to propose agenda if it is found that the information provided is incomplete, incorrect, unitholder cannot be contacted or do not meet criteria.