



(Translation)

SCCPR-650018

23<sup>rd</sup> March 2022

Subject: Invitation to the 2022 Annual General Meeting of Trust Unitholders by Electronic Meeting (E-AGM)

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

- Attachment:
1. Copy of the Summary of questions and answers from inquiries of Trust Unitholders from the Additional Information provided in lieu of holding the 2021 Annual General Meeting of Unitholders related to the 2020 Performance Report of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME) ended 31 December 2020;
  2. Annual Report for the fiscal year ending 31 December 2021 (in QR-CODE format);
  3. Profiles, experience, and work experience of the auditors of TPRIME for the year ending 31 December 2022;
  4. Trust Deed of the Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME), dated 11 October 2016, in respect of the meeting of unitholders and vote casting;
  5. Documentation and evidence required to be presented before attending the meeting, procedures for the appointment of a proxy, registration, and voting at the meeting of unitholders by electronic meeting;
  6. Profile of the independent director available for appointment as proxy at the 2022 Annual General Meeting of Unitholders;
  7. Proxy Form;
  8. Instruction for Using Electronic Meeting System (E-AGM);
  9. Registration Form for Electronic Meeting (E-AGM)

The Board of Directors Meeting of SCCP REIT Company Limited ("Company" or "REIT Manager") as the REIT Manager of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME) held on 18<sup>th</sup> February 2022 has passed resolutions to schedule of the 2022 Annual General Meeting of Trust Unitholders to be held on Wednesday 27<sup>th</sup> April 2022, at 9.30 a.m. by electronic meeting (E-AGM) following Emergency Decree on Electronic Meetings B.E. 2563 and other related laws and regulations.

In this regard, TPRIME gave the unitholders an opportunity to exercise their rights to propose agenda items for the consideration of the 2022 Annual General Meeting of Unitholders in advance from 20 December 2021 to 20 January 2022, there were no matters proposed by the unitholders. Therefore, the REIT Manager determined the agenda items and published the information and details of the meeting on TPRIME's website at



www.tprimereit.com prior to the meeting date, from 29<sup>th</sup> March 2022, in order for the unitholders to consider the matters in accordance with the following agenda items:

**Agenda No. 1: To consider and acknowledge the Summary of questions and answers from inquiries of Trust Unitholders from the Additional Information provided in lieu of holding the 2021 Annual General Meeting of Unitholders related to the 2020 Performance Report of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME) ended 31 December 2020**

Objectives and Rationale:

As a new wave of the Coronavirus disease (COVID-19) epidemic has begun to spread as well as intensify and expand to a wider range in many areas, the government sector has therefore issued laws to control the epidemic. On 3 January 2021, a Regulation was issued under Section 9 of the Emergency Decree on Public Administration in Emergency Situations B.E. 2548 (2005) (No. 16) and the Order of the Centre for the Administration of the Situation due to the Outbreak of the Coronavirus disease (COVID-19) epidemic No. 1/2564 (2021) Re: Maximum Control Zone based on Regulations Issued under Section 9 of the Emergency Decree on Public Administration in Emergency Situations B.E. 2548 (2005), which designated Bangkok as a Maximum Control Zone and prohibited activities with risk of disease transmission, including the prohibition of organizing meetings. Therefore, the REIT Manager is unable to hold the 2021 Annual General Meeting of Unitholders as scheduled date, time and place as previously specified. In this regard, the REIT Manager is proceeding in accordance with the Announcement of the Office of the Securities and Exchange Commission No. SorRor. 27/2563 (2020) Re: Actions for Holding Annual General Meeting for the Year 2020 of Trust Unitholders of Real Estate Investment Trust due to Situation of Outbreak of Coronavirus Disease 2019 (COVID-19) by changed the form of the 2021 Annual General Meeting of Unitholders by using the method of disseminating the details of the meeting agenda for acknowledgment instead.

Thus, TPRIME acknowledge the Summary of questions and answers from inquiries of Trust Unitholders from the Additional Information provided in lieu of holding the 2021 Annual General Meeting of Unitholders related to the 2020 Performance Report of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME) ended 31<sup>st</sup> December 2020, and have been disclosed the Summary Report to the Stock Exchange of Thailand since 29<sup>th</sup> April 2021; it also published the same on the website of the TPRIME. TPRIME also attached the Summary Report to the

notice calling this Meeting in order for the unitholders to consider and acknowledge such Minutes of the Meeting, as detailed in Attachment 1.

Opinion of the REIT Manager:

the Summary of questions and answers from inquiries of Trust Unitholders from the Additional Information provided in lieu of holding the 2021 Annual General Meeting of Unitholders related to the 2020 Performance Report of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME) ended 31st December 2020 were recorded accurately and correctly following the related regulations. The REIT Manager, therefore, deemed it appropriate to present the Summary Report to the 2022 Annual General Meeting of Unitholders for consideration and acknowledgment.

Resolution:

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

**Agenda No. 2: To acknowledge the operating results for the year 2021**

Objectives and Rationale:

To comply with the terms of the Trust Deed, TPRIME is required to report the operating results for the year ended 31 December 2021, which shows the performance of TPRIME in the preceding year, as detailed in the Annual Report for the year ended 31 December 2021 (in QR-CODE format), as detailed in Attachment 2. The key details relating to the operating results are summarized as follows;

Operating results for the period from 1 January 2021 to 31 December 2021, with the period from 1 January 2020 to 31 December 2020 as the comparative period:

<b>Operating results (Units: THB)</b>	<b>1 January 2021 to 31 December 2021</b>	<b>1 January 2020 to 31 December 2020</b>
Total Income	811,319,694	924,034,839
Rental and services income	802,941,537	912,321,793
Interest income	753,141	1,235,847
Dividend income	-	-
Other income	7,625,016	10,477,199

Operating results (Units: THB)	1 January 2021 to 31 December 2021	1 January 2020 to 31 December 2020
Total expenses	440,497,268	447,009,204
Net investment income	370,822,426	477,025,635

Opinion of the REIT Manager:

The report on the operating results for the year 2021 as set out in the Annual Report for the year ended 31 December 2021 was accurately prepared and is in accordance with the terms of the Trust Deed of the Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME), dated 11 October 2016 (the “Trust Deed”). The REIT Manager, therefore, deemed it appropriate to present the report to the 2022 Annual General Meeting of Unitholders for consideration and acknowledgment.

Resolution:

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

**Agenda No. 3: To consider and acknowledge the Financial Statements for the year ended 31 December 2021**

Objectives and Rationale:

The financial statements for the year ended 31 December 2021 were prepared in accordance with the standards specified by the Federation of Accounting Professions with respect to each type of transaction and were audited and certified by Ms. Ratana Jala, Certified Public Accountant No. 3734 of EY Office Limited. The details of the financial statements are set out in the Annual Report for the year ended 31 December 2021, as detailed in Attachment 2.

The financial information in the Financial Statements can be summarized as follows:

Operating results (Units: THB)	1 January 2021 to 31 December 2021	1 January 2020 to 31 December 2020
<b>Statements of financial position</b>		
Total Assets	9,528,022,412	9,478,017,765
Total liabilities	2,739,744,253	2,639,088,407
Deposit received from customers	247,283,706	278,060,643

<b>Operating results</b> <b>(Units: THB)</b>	<b>1 January 2021 to</b> <b>31 December 2021</b>	<b>1 January 2020 to</b> <b>31 December 2020</b>
Debentures	2,047,287,485	2,046,145,872
Net Assets	6,788,278,159	6,838,929,358
Net asset value per unit	12.3986	12.4912
<b>Statement of comprehensive income</b>		
Total income	811,319,694	924,034,839
Total expenses	440,497,268	447,009,204
Net investment income	370,822,426	477,025,635
Total gains (losses) on investments	(54,630,901)	371,159,366
Increase in net assets from operations	316,191,525	848,185,001
Earning per unit	0.5775	1.5492
<b>Statement of cash flows</b>		
Net cash provided by operating activities	421,068,031	633,654,712
Net cash used in financing activities	(431,149,750)	(478,479,729)
Net increase (decrease) in cash and cash equivalents	(10,081,719)	155,174,983
Cash and cash equivalents at the beginning of the year	702,941,481	547,766,498
Cash and cash equivalents at the end of the year (Note 8)	692,859,762	702,941,481

Opinion of the REIT Manager:

The financial statements for the year ended 31 December 2021 of TPRIME were accurately and completely prepared in accordance with generally accepted accounting principles and were audited and certified by a certified public accountant. The REIT Manager, therefore, approved the financial statements on 18<sup>th</sup> February 2022 and deemed it appropriate to present the same to the 2022 Annual General Meeting of Unitholders for consideration and acknowledgment.

Resolution:

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

**Agenda No. 4: To consider and acknowledge the distribution payment to the unitholders for the year ended 31 December 2021**

Objectives and Rationale:

TPRIME has the policy to distribute dividends to the unitholders at the rate of no less than 90 percent of the adjusted net profit for the fiscal period, and the frequency of the distribution payment of dividends shall not exceed 4 times per fiscal period, in accordance with the criteria prescribed in the Trust Deed. Since the REIT Manager, therefore, announced the distribution payment to the unitholders, the details for the year 2021 can be summarized as follows:

Board Resolution Date	Payment Date	Dividend (Baht/Unit)	Operating period	Paid by
18-02-21	25-03-21	0.1968	1 January – 31 December 20	Adjusted profit*
06-05-21	07-06-21	0.0885	1 January – 31 March 21	Adjusted profit*
04-08-21	03-09-21	0.1158	1 April – 30 June 21	Adjusted profit*
03-11-21	03-12-21	0.0951	1 July – 30 September 21	Adjusted profit*

Remark: \*adjusted profit following to SEC's regulation.

Board Resolution Date	Payment Date	Capital Reduction (Baht/Unit)	Reason of capital reduction
06-05-21	07-06-21	0.0715	Liquidity of REIT*
04-08-21	03-09-21	0.0442	Liquidity of REIT*
03-11-21	03-12-21	0.0582	Liquidity of REIT*

Remark: \*liquidity of the REIT referring to no. 5.2.1, 5.2.4, and 5.2.6 have been stated in Trust Deed.

Opinion of the REIT Manager:

The distribution payment to the unitholders for the year 2021 was in accordance with the distribution policy prescribed in the Trust Deed and related practices from SEC. The REIT Manager, therefore, deemed it appropriate to present the distribution to the 2022 Annual General Meeting of Unitholders for consideration and acknowledgment.

Resolution:

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

**Agenda No. 5: To consider and acknowledge the appointment of auditors and the determination of the remuneration of auditors for the year 2022**

Objectives and Rationale:

The REIT Manager has considered and approved that EY Office Limited, which was the auditor for TPRIME for the fiscal year ending 31 December 2021, be appointed as the auditor for the fiscal year ending 31 December 2022, with remuneration of THB 1,048,500 (excluded Out-of-Pocket) in accordance with the details below:

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

In this regard, any of the aforementioned auditors can audit and render opinions on the financial statements of TPRIME. In the event that any one of these auditors is unable to perform his or her duties, EY Office Limited will procure that one of its other certified public accountants will perform the audit and render opinions on the financial statements of TPRIME. Accordingly, the details of the profiles, experience, and professional background of the auditors listed above are set out as detailed in Attachment 3.

Opinion of the REIT Manager:

EY Office Limited is approved by the Office of the Securities and Exchange Commission. The auditors of EY Office Limited have performed their duties appropriately and possess the required knowledge and expertise to audit and give opinions on the financial statements of TPRIME. They have neither a relationship with nor an interest in the REIT, the REIT Manager, major unitholders, or related persons in a manner which could affect their independence. It is, therefore, appropriate to appoint EY Office Limited, which was the auditor for the REIT for the fiscal year ended

31 December 2021, as the auditor for the REIT for the fiscal year ending 31 December 2022, with remuneration of THB 1,048,500 (excluded Out-of-Pocket), and to present the appointment of auditors to the 2022 Annual General Meeting of Unitholders for consideration and acknowledgment.

*Comparison of Audit Fee*

(Units: THB)	the Fiscal Year Ending 31 December 2022	the Fiscal Year Ending 31 December 2021	Change
Auditor's Remuneration	1,048,500	1,048,500	-

Resolution:

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

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

The Trust Unitholders are hereby invited to attend the 2022 Annual General Meeting of Trust Unitholders to be held on Wednesday 27<sup>th</sup> April 2022, at 9.30 a.m. The record date to determine the Trust Unitholders who are entitled to attend the 2022 Annual General Meeting of Trust Unitholders shall be pronounced on Tuesday 29<sup>th</sup> March 2022 (Record Date). The unitholders of TPRIME are cordially invited to attend the meeting on the aforementioned date. In this regard, to ensure the safety of all unitholders with respect to the spread of COVID-19, the REIT Manager will convene the AGM via electronic meeting (E-AGM) only which are in accordance with the electronic meetings laws. The REIT manager has not arranged an additional place/meeting venue to support the unitholders. The registration, vote casting (if any), and vote counting (if any) of the meeting will carried out via electronic means only. The REIT Manager required the unitholders or proxies who intend to attend the meeting via electronic means to comply with the guidelines from meeting registration, proxy appointment, vote casting (if any) and counting (if any), as detailed in Attachment 5, and the Instruction for Using Electronic Meeting System, as detailed in Attachment 8.

In the event that a unitholder is unable to attend the meeting and wishes to appoint another person to attend the meeting and cast votes on his or her behalf, please fill out and execute the Proxy Form as detailed in Attachment 7. If an unitholder wishes to appoint the independent director of the REIT Manager as his or her proxy, please indicate the name of the independent director as the proxy. The details of the profile of the independent director are set out as detailed in Attachment 6. For the purpose of convenience and efficiency, the REIT Manager would like to request the unitholders or proxies of the unitholders to send the Proxy Form in Attachment 7 (affixed with the THB 20 stamp duty) and Registration Form for Electronic Meeting as detailed in Attachment 9 to;





To:

SCCP REIT Company Limited  
388 Exchange Tower, 17<sup>th</sup> Floor, unit 1701-2, Sukhumvit Road,  
Klongteoy, Klongteoy, Bangkok 10110  
(For the Annual General Meeting of Trust Unitholders 2022)

Moreover, the unitholders can send the documents to the REIT Manager via electronic mail (E-mail), [info@sccpreit.com](mailto:info@sccpreit.com), before send the registered mail to the REIT Manager within Wednesday 20<sup>th</sup> April 2022.

The REIT Manager hereby informs the Meeting that the REIT Manager has determined the list of unitholders entitled to attend the 2022 Annual General Meeting of Unitholders on Tuesday 29<sup>th</sup> March 2022 (Record Date). Once the REIT Manager has verified the list, the correctness, and completeness of the documents of the unitholders or proxies who intend to attend the meeting, the REIT Manager will send Username, Password, and Weblink for access to the e-meeting system from OJ International Co., Ltd., which is an electronic conference control system service provider that has been assessed the compliance with the information security standards of the conference control system B.E. 2563 from Electronic Transactions Development Agency (ETDA) to each unitholder via the email address that the unitholders provided.

Yours sincerely,

SCCP REIT Company Limited

as REIT Manager

A handwritten signature in blue ink, consisting of a large, stylized 'S' followed by a series of loops and a final flourish, positioned above a horizontal line.

(Mr. Sivaporn Chomsuwan)

Director