

(Translation)

Minutes of the 2023 Annual General Meeting of Trust Unitholders of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust (TPRIME)

The meeting was held on Wednesday 26th April 2023, at 9.30 a.m. by Electronic Meeting (E-AGM). In this regard, Mr. Sivaporn Chomsuwan, Director of SCCP REIT Company Limited as the REIT Manager, acts as the Chairman of the Meeting ("Chairman").

The moderator introduced the Director and Executive Management of REIT Manager, Trustee, and Auditor of TPRIME as follows;

1. Mr. Sivaporn Chomsuwan Director of REIT Manager and Chairman of the Meeting

2. Ms. Piangdao Wattanayakorn Independent Director

3. Dr. Patima Jeerapaet Independent Director for Giving Proxy of Trust Unit Holders

Mr. Chaiwat Mahatdetkul REIT Manager
 Mr. Sukawat Pavasant REIT Manager
 Ms. Wannapat Nomklom REIT Manager

Ms. Sasanan Siravich Trustee
 Ms. Ratana Jala Auditor

The Chairman welcomed and expressed his appreciation to all unitholders, proxies, and other attendees, and informed the Meeting that the 2023 Annual General Meeting of Unitholders conducted through electronic means (E-AGM) had been convened by virtue of the resolution passed by the Board of Directors Meeting of the Company, convened on 22nd February 2023. The meeting is conducted through the E-AGM Conference System of OJ International Co., Ltd., who is a conference control system provider that operates in accordance with the security requirements related to the relevant electronic conferencing by assessing the conformity of the meeting control system with the Standards for Maintaining Security of Meetings Via Electronic Means B.E. 2563 (2020) (in the case of self-assessment of conformity) and to be in line with the rules of Electronic Transactions Development Agency (ETDA). In this regard, 10th March 2023 was scheduled as the date to record the names of the unitholders who were entitled to attend the 2023 Annual General Meeting of Unitholders (Record Date). According to the unitholders register book, there were 1,126 unitholders who were entitled to attend the Meeting, representing a total of 547,500,000 issued trust units. The Chairman informed the Meeting that there was a total of 83 unitholders or 228,146,988 trust units attending



the Meeting in person and by proxy, which is equivalent to 41.67% of the total offered 547,500,000 trust units. A quorum was thus constituted in accordance with the Trust Deed, which provides that, in a unitholders meeting, there shall be no less than a total of twenty-five (25) unitholders or no less than half of the total number of unitholders attending the meeting representing the trust units of no less than one-third of the total offered trust units. The Chairman, therefore, declared the 2023 Annual General Meeting of Unitholders conducted through electronic means to be duly convened. Before considering the agenda items, the Chairman authorized Ms.Thananya Pipitwanichakarn to act as the Moderator (the "Moderator") of this Meeting.

The Moderator informed the Meeting that in order to promote good corporate governance principles and to achieve equality in the treatment of unitholders, prior to this 2023 Annual General Meeting of Unitholders conducted through electronic means, the Company had given the unitholders an opportunity to propose agenda items to be discussed in this Meeting via the Stock Exchange of Thailand's website and the REIT's website during the period from 6th December 2022 to 6th January 2023. However, there were no unitholders proposing any agenda items. In addition, the Company also disseminated the Notice calling the 2023 Annual General Meeting of Unitholders and supporting documents on the TPRIME's website, and disclosed the information on the dissemination on the Stock Exchange of Thailand's website beginning on 23rd March 2023 in order for the unitholders to be able to consider the details with respect to the 2023 Annual General Meeting of Unitholders beforehand. For the agenda of the 2023 Annual General Meeting of Unitholders as follows;

Agenda item 1 To consider and acknowledge the Minute of the 2022 Annual General Meeting of Unitholders

Agenda item 2 To consider and acknowledge the operating results for the year 2022

Agenda item 3 To consider and acknowledge the Financial Statements for the year ended 31 December 2022

Agenda item 4 To consider and acknowledge the distribution payment to the unitholders for the year

ended 31 December 2022

Agenda item 5 To consider and acknowledge the appointment of auditors and the determination of the

remuneration of auditors for the year 2023

Agenda item 6 To consider other matters (if any)

The Moderator informed the Meeting that this meeting is conducted through electronic means, the unitholders attending the meeting can view the live broadcast throughout the Meeting. All agenda items to be discussed in this Meeting are for consideration and acknowledgment only, so there shall be no vote casing. Furthermore, the Moderator will give the unitholders or proxies an opportunity to express opinions or ask questions on the issues regarding the agenda item under discussion by typing any questions or comments to be sent through the prepared meeting system. The unitholder or proxies wishes to ask any questions or express opinions must go to the Chat menu in the E – meeting (Zoom) window to submit an inquiry by choosing "Enter" and then type the message and send it to the system. If not selected as stated, the questions will not be sent to the Company.



In asking questions or expressing an opinion each time, a unitholder or a proxy is requested to state, by typing, his/her first and last name, including specifying whether he/she is a unitholder attending the Meeting in person or is a proxy for the purposes of the recording of the Minutes. The Moderator will collect comments and questions and calls the name of a unitholder or a proxy whose comments or questions sent to the system for clarification to the Meeting.

In case where a unitholder or a proxy wishes to ask any questions or express opinions that are not relevant to the agenda item under discussion, the unitholder or the proxy is requested to ask such questions or express such opinions regarding other matters during the last agenda item of the Meeting. In this regard, the unitholders or the proxies are also requested to ask questions or express opinions in brief and refrain from asking questions or expressing opinions regarding redundant issues in order for other unitholders to be able to exercise their rights as well.

Further, the Chairman of the meeting asked the trust unitholders if they had any questions about how to express their opinions or make inquiries through electronic means. Then, there were no further questions or comments from the trust unitholders, the Chairman began to conduct the meeting according to the agenda as announced by assigning the Moderator to report on the agenda to the meeting as follows:

Agenda item 1 To consider and acknowledge the Minute of the 2022 Annual General Meeting of Unitholders

The moderator informed the meeting regarding the Minutes of the 2022 Annual General Meeting of Unitholders. TPRIME also attached the Minutes of the Meeting 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 to the Notice of this meeting which has been delivered to all unitholders for consideration.

Then, the Moderator gave the unitholders attending the Meeting an opportunity to ask questions or express opinions regarding this agenda item.

There were no other unitholders asking additional questions and/or opinions. The Moderator informed the meeting regarding this agenda item is for acknowledgement; therefore, no voting is required for this agenda as it is to report to the trust unitholders only. Therefore, it is considered the meeting acknowledged the Minutes of the 2022 Annual General Meeting of Unitholders as proposed.

Agenda item 2 To consider and acknowledge the operating results for the year 2022

The moderator informed the meeting regarding the operating results for the year 2022 as follows;

- Investment structure of the TPRIME, the proportion of direct and indirect investment through the subsidiary's shareholding divided into direct investment 20%, while the other 80% are indirect investments through the shareholding of subsidiaries. The proportion of investment in real estate of the TPRIME is divided into 63% freehold and 37% leasehold rights.
- For the structure of investment at the end of 2022, TPRIME has a total asset of Baht 9,488 million, debt to total asset is 21.59%, and Rating of A- with Negative outlook. WALES of assets is 2.93 years.



- For Exchange Tower, the occupancy rate at the end of 2022 for office space was 80.8% while the occupancy rate for retail space at the end of 2022 was 92.8%. In this regard, the occupancy rate of the office space at Mercury Tower at the end of 2022, was 83.4% while the occupancy rate of the retail space at the end of 2022 was 76.1%.
- As for the average rental rates, it can be seen that both projects have average rental rates that are close to the current market rental rates. The compound annual growth rate (CAGR) of Rental Rates of Exchange Tower has a growth rate of 2.6%, while the Mercury Tower has the compound annual growth rate of 1.8% approximately.
- From the consolidated financial statements for the year ended December 31, 2022, total revenue has the compound annual growth rate (CAGR) at -1.3% from 2017 to 2022, while earnings before finance costs, taxes, depreciation and amortization have the compound annual growth rate of 0.3% from 2020 to 2022, mainly due to being affected by the COVID-19 epidemic situation.

Then, the Moderator gave the unitholders attending the Meeting an opportunity to ask questions or express opinions regarding this agenda item.

Mr.Panachai Korsawatworakun, a unitholder attending the meeting in person, asked that why the Occupancy Rate had decrease in 2022? How about the goal of occupancy rate at the end of 2023?

Mr.Sukawat Pavasant, answered that once compare the occupancy rate between 2022 and 2021, it would be indicate rising trend which shown the opposite side with the occupancy rate before the COVID pandemic situation. Due to the COVID pandemic situation, it made the economic decline and decreasing in occupancy rate as well. After that there would be the rising trend then we think that the occupancy rate at the end of this year would be better at 90%.

Mr.Athit Siripan, a unitholder attending the meeting by proxy from Saha Pathana Inter-Holding Public Company
Limited, asked that how does TPRIME find more tenants? What is the current rental rate
and whether the 2 buildings will be renovated soon or not? if so, where is the source of
fund for the renovation?

Mr.Sukawat Pavasant, answered that currently, we have divided 2 ways to procure tenants. The first method is that we have a marketing team to procure tenants directly and another method is to procure tenants through agents who are well-known in the market. For the renovation, it could be found from the financial statements that in the past 2 years, there has been an increase. Mostly, it was the building improvement in order to be able to compete with new supply but has no any taken from finding additional sources of fund.



Ms.Piangdao Wattanayakorn, answered that regarding to the renovation. TPRIME has no policy to make a big renovation but try to maintenance and minor renovation or replace as capital expenditure to maintain the good condition of assets and diversify the capital expenditures which comply with SEC' regulation/proposal that would like to distribute the benefit to unitholders. So, TPRIME will have no any big renovation in this year. And, the source of fund for any maintenance or minor renovation would spend by the reserved cash. However, we can still compete for the rental rate, it is at a competitive rate which the current market condition where competition is quite high while we have both prime locations.

Mr.Panjawut Ajarasingh, a unitholder attending the meeting in person, asked that when the occupancy rate will be equal to the occupancy rate in 2019?

Mr.Sivaporn Chomsuwan, answered that the occupancy rate is getting better and better. We have set a target that by the end of 2023, we will try to get the occupancy rate around 90%.

Mr.Athit Siripan, a unitholder attending the meeting by proxy from Saha Pathana Inter-Holding Public Company

Limited, asked that if One Bangkok is completed, what is the impact of our project?

Mr.Sivaporn Chomsuwan, answered that we believe that it is not only the One Bangkok that will affect us, but many projects will affect us. Moreover, many projects have been affected by the COVID-19 pandemic situation causing to be postponed to completion. However, we have formulated various strategies to support this competition, for example, improving the project to be able to compete with new supply or formulating strategies to contact both existing and new tenants in order to be more aware of the requirement of tenants. And, before the contract expires, we will take 3-7 months to negotiate with the tenants in order to have time to consider in case the existing tenants do not renew the contract or make a short list of potential clients who are interested in renting space by working closely get in touch with the agents so we have enough time to know the tenants' requirements. In addition, the location of both buildings is still an advantage in terms of initial investment and enabling us to compete in the market easily.

Mr. Panjawut Ajarasingh, a unitholder attending the meeting in person, asked that how many years of the normally leasing term? What is the strategy for contacting new tenants? Does Exchange Tower freehold?

Mr.Sivaporn Chomsuwan, answered that most of the lease term are 3 years, the normal tenants making 3-year contracts, but have to informed that most of the tenants who invest in office furnishings want to make more than 3-year contracts, then we will consider extending the contract to 3+3+3 years instead. For new tenants, we use a proactive strategy by making a short list



of tenants who are interested in our rental space, both personally and through agents. Furthermore, we often to update the short list all the time. For Exchange Tower, there is Freehold.

There were no other unitholders asking additional questions and/or opinions. The Moderator informed the meeting regarding this agenda item is for acknowledgement; therefore, no voting is required for this agenda as it is to report to the trust unitholders only. Therefore, it is considered the meeting acknowledged the operating results for the year 2022 as proposed.

Agenda item 3 To consider and acknowledge the Financial Statements for the year ended 31 December 2022

The moderator informed the meeting regarding the Financial Statements for the year ended 31 December 2022.

The summary of the REIT's operating of the auditor's report on an audit for the previous fiscal period

• The auditor's report has expressed an unqualified opinion. The REIT's financial statements show the financial position and details of investments of Thailand Prime Property and Leasehold Real Estate Investment Trust as of December 31, 2022 and the results of operations. Changes in net assets, cash flows, and key financial ratios for the year ended December 31, 2022, in a materially correct manner in accordance with Thai Financial Reporting Standards.

Statement of Financial Position

• For the consolidated financial statement for the year ended 31 December 2022, TPRIME had a total asset of THB 9,487.9 million, which decreased by approximately THB 40.1 million or 0.4%, mostly from a decreasing in Investments in properties and leasehold rights over properties at fair value which compared with the previous year at THB 47.9 million. TPRIME had total liabilities THB 2,736.6 million, which decreased by THB 3.1 million or 0.1%, mostly from a decreasing in lease liabilities approximately THB 8.5 million or 2.9%. Consequently, TPRIME had net asset value THB 6,751.3 million which decreased by THB 37.0 million or 0.5% compared with the previous year.

Profit and Lost Statement

• From the consolidated financial statement for the year ended 31st December 2022 as compared with the same period of the previous year, TPRIME had a total income of THB 770.1 million which decreased by THB 41.3 million or 5.1%, mostly from decreased by rental and services income which decreased by THB 35.5 million or 4.4%. TPRIME had total expenses of THB 416.3 million decreased by THB 24.2 million or 5.5%, mostly there has no any amortization of deferred expenses by THB 29.7 million and income tax expenses decreased by THB 11.1 million or 17.0%



respectively. As a result, TPRIME had net investment income from the consolidated financial statement for the year ended 31th December 2022 of THB 353.7 million which decreased by THB 17.1 million or 4.6% when compared with the same period of the previous year. Furthermore, TPRIME had total losses on investments of THB 47.9 million which decreased by THB 6.7 million or 12.3% from the same period of the previous year. Consequently, the increase in net assets from operations was THB 305.8 million which decreased by THB 10.4 million or 3.3% from the same period of the previous year.

Cashflow Statement

From the consolidated financial statements for the year ended 2022, the REIT's net cash flow from operating activities increased approximately THB 5.1 million or equivalent to 1.2% and net cash flow used in financing activities decreased approximately THB 22.2 million equivalent to 5.2%, cash and bank deposits at the end of the year decreased by THB 17.3 million or 2.5% compared to the previous year.

Then, the Moderator gave the unitholders attending the Meeting an opportunity to ask questions or express opinions regarding this agenda item.

There were no other unitholders asking additional questions and/or opinions. The Moderator informed the meeting regarding this agenda item is for acknowledgement; therefore, no voting is required for this agenda as it is to report to the trust unitholders only. Therefore, it is considered the meeting acknowledged the Financial Statements for the year ended 31 December 2022 as proposed.

Agenda item 4 To consider and acknowledge the distribution payment to the unitholders for the year ended 31 December 2022

The moderator informed the meeting regarding the distribution payment to the unitholders for the year ended 31 December 2022.

The distribution payment policy of TPRIME shall comply with the following rules:

1. The REIT Manager shall make the distribution payment to the Trust Unitholders not less than 90% of the adjusted net profit of the accounting period whereby the distribution payment to be made to the Trust Unitholders comprises the distribution payment of the accounting period and the interim distribution (if any). The REIT Manager will make the distribution payment to the Trust Unitholders not exceeding 4 times per an accounting period, except for the case of capital increase where TPRIME may make the distribution payment more than 4 times per an accounting period for the interest of the Trust Unitholders holding the Trust Units prior to the capital increase.



The adjusted net profit hereunder refers to the net profit with the following adjustments:

- the deduction of reserves for the repair and maintenance or renovation made in accordance with the plan as prescribed in the prospectus, annual registration statement (56-REIT), annual report or the REIT Manager shall issue a notification thereof to the Trust Unitholders in advance;
- 2) the deduction of reserves for the repayment of loan obligations or encumbrances from loans by TPRIME in the amount as specified in the information disclosure form, the prospectus or the annual information disclosure form, or the REIT Manager shall issue a notification thereof to the Trust Unitholders in advance, as the case may be;
- 3) the deduction of reserves for the distribution payment to the Trust Unitholders who shall be entitled to priority receive the said beneficial interest or capital reduction (if any)
- 2. As for the indirect investment by shareholding by TPRIME, the REIT Manager shall procure the companies which TPRIME invested in to make a dividend payment to TPRIME at the rate of not less than 90% of the adjusted net profit of the accounting period of the companies which TPRIME invested in, without any contradictions to the Civil and Commercial Code. The REIT Manager may consider for the companies which TPRIME invested in to make an interim dividend in order for the distribution payment by TPRIME as appropriate.
- 3. For the distribution payment, the REIT Manager shall define as the necessary reservation with reference to its cash position of TPRIME whereby made in accordance with the guidelines that prescribed by the Securities and Exchange Commission.
- 4. In case of any accumulated loss in TPRIME, the REIT Manager shall not make the distribution payment to the Trust Unitholders.
- 5. Criteria for distributing benefits and unitholders who are entitled to receive benefits Remuneration from the REIT is as stipulated in the Trust Deed.

Since the adjusted net profit of the operating results from 1 January 2022 to 31 December 2022 was THB 300.07 million, the REIT Manager, therefore, announced the distribution of dividends to the unitholders, from the operating results from 1 January 2022 to 31 December 2022, at the rate of THB 0.4320 per unit. The total distribution of dividends is THB 236.52 million, which is equivalent to 78.82% of the adjusted for net profit for the fiscal period of 2022. However, the REIT Manager and Trustee were considered together to have an additional adjustment due to adequate maintaining cashflow of TPRIME following new practice adjustment from The Securities and Exchange Commission of Thailand. Therefore, TPRIME was additional adjustment in unrealized gain on investments at the amount THB 40.09 million. As the result the adjusted net profit of the operating results from 1 January 2022 to 31 December 2022 was THB 259.98 million, the Such additional adjustment made the payout ratio became 90.98%.



Then, the Moderator gave the unitholders attending the Meeting an opportunity to ask questions or express opinions regarding this agenda item.

Mr. Chaiyapruek Aimdilokwong, a unitholder attending the meeting in person, asked that what is the plan for cash management the huge amount of cash?

Mr.Sukawat Pavasant, answered that we have the policy of cash management as follows;

- 1. Liquidity management by short term investment
- 2. to improve the project to support competition in the market.
- 3. to reserve for long-term contingency or emergency case
- 4. to reserve for refinance and additional injection

Mr. Chaiyapruek Aimdilokwong, a unitholder attending the meeting in person, asked that why the benefits of the year 2022 decreased by quarterly and how about the payment in the year of 2023?

Mr.Sukawat Pavasant, answered that TPRIME paid at the rate approximately 90% that comply with the SEC's regulation. Moreover, TPRIME have reserved some kind of profit to liquidity management such capital expenditure to serve the competition with the new supply and we hope that we will pay not less than the previous year.

Mr.Sivaporn Chomsuwan, answered that for the benefits, the dividend payment from the impact of COVID in the past 3 years, It can be seen that TPRIME is still trying to pay dividends not less than 90% as we announced. However, in 2023, we will try to pay no less than 2022 as well.

There were no other unitholders asking additional questions and/or opinions. The Moderator informed the meeting regarding this agenda item is for acknowledgement; therefore, no voting is required for this agenda as it is to report to the trust unitholders only. Therefore, it is considered the meeting acknowledged the distribution payment to the unitholders for the year ended 31 December 2022 as proposed.

Agenda item 5 To consider and acknowledge the appointment of auditors and the determination of the remuneration of auditors for the year 2023

The moderator informed the meeting regarding the appointment of auditors and the determination of the remuneration of auditors for the year 2023,

Since EY Office Co., Ltd. has been the auditor of the REIT since 2016 to 2022 for 7 consecutive years, in order to comply with the relevant criteria, the REIT Manager has considered and approved that PricewaterhouseCoopers ABAS Ltd. that is approved by the Securities and Exchange Commission and its auditors has proper performance, knowledge and expertise in auditing and expressing opinions on the financial statements. It has no relationship or interest with the REIT, REIT Manager, major unit holders or related persons in a manner that



will affect the independent performance of its duties. Therefore, PricewaterhouseCoopers ABAS Ltd.be appointed as the auditor for the fiscal year ending 31 December 2023, in accordance with the details below:

Ms. Svasvadi Anumanrajdhon Certified Public Accountant (Thailand) No.4400 and/or;
 Ms. Tithinun Vankeo Certified Public Accountant (Thailand) No.9432 and/or;
 Ms. Nuntika Limviriyalers Certified Public Accountant (Thailand) No.7358 and/or;

4. Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No.4095

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, PricewaterhouseCoopers ABAS Ltd. be appointed as the Company's auditors, any one of them being authorised to conduct the audit and express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorised to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work. Accordingly, the details of the profiles, experience, and professional background of the auditors listed above are set out as detailed in Attachment 3.

Then, the Moderator gave the unitholders attending the Meeting an opportunity to ask questions or express opinions regarding this agenda item.

There were no other unitholders asking additional questions and/or opinions. The Moderator informed the meeting regarding this agenda item is for acknowledgement; therefore, no voting is required for this agenda as it is to report to the trust unitholders only. Therefore, it is considered the meeting acknowledged the appointment of auditors and the determination of the remuneration of auditors for the year 2023 as proposed.

Agenda item 6 To consider other matters (if any)

The Moderator gave the unitholders attending the Meeting an opportunity to ask questions or express opinions regarding this agenda item.

Mr. Chaiyapruek Aimdilokwong, a unitholder attending the meeting in person, asked that Exchange Tower has occupancy rate that tends to continue to decline. How about the plan of The Management's to solve them and increasing the occupancy rate?

Mr.Chaiwat Mahatdetkul, answered that when compare the occupancy rate of Exchange Tower with the year of 2021 and 2022, the occupancy rate in the year of 2022 in both of Office and Retail space have increased. The occupancy rate of Office space in 2022 has increased from 79.9% to 80.8% and the occupancy rate of retail space has increased from 70.5% to 92.8%. Thus, there proved that there has trend to increase and during this 1st quarter, it would be better as the COVID situation had alleviated. In addition, there has more potential client who interested in renting space and our marketing team which hard to marketed continuously



all the time, including dealing with agents, make a short list of potential clients, and make an appointment to negotiating with existing tenants who will expire.

Mr. Chaiyapruek Aimdilokwong, a unitholder attending the meeting in person, asked that how about the plan of new asset injection?

Mr.Chaiwat Mahatdetkul, answered that for the plan of new asset injection, we would like to informed that we never hold to find out the potential asset. During the period of time, we found that there have no any potential assets to inject in TPRIME as well. By the way, we will still to find out potential assets that have good opportunities, it's just that it's not good enough to bring in now.

Mr.Athit Siripan, a unitholder attending the meeting by proxy from Saha Pathana Inter-Holding Public Company

Limited, asked that how about the refinancing for expired debenture and how about the interest rate do they have?

Mr.Sukawat Pavasant, answered that TPRIME have refinanced by bank loan at the interest rate referring to THOR+ not more than 2%.

Ms.Piangdao Wattanayakorn, answered that there was concern about the tendency of interest rates to rise earlier.

Currently, those concern quite be drop down; some kind of debentures would be issue in long-term such 7-10 years then 3-5 years debentures will be slow down. So, don't worry about rising interest rates in any way.

Mr.Panachai Korsawatworakun, a unitholder attending the meeting in person, asked that The Mercury Retail has quite a bit traffic and many stores gradually closed. How do you solve them?

Mr.Sukawat Pavasant, answered that there has new 3 tenants in 1st quarter that will take into account around 3rd – 4th quarter due to they need to take more time for decoration. For the traffic, we think that there would be better once the new tenant have launch.

After that, the meeting had no other additional matters. Chairman, therefore, expressed his appreciation to all unitholders for their attendance, and then declared the meeting adjourned.

The meeting was adjourned at 10.24 hrs.

Yours sincerely,

SCCP REIT Company Limited

as REIT Manager

- Mr.Sivaporn Chomsuwan -

(Mr. Sivaporn Chomsuwan)

Chairman of the Meeting