

**Trust Deed of the**  
**Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust,**  
**dated 11 October 2016, in respect of the meeting of trust unitholders and vote casting**

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**1. Calling the meeting of trust unitholders**

The REIT Manager shall prepare an invitation letter stating the venue, date, time, agenda item and matters to be presented at the meeting, together with reasonable details, clearly specifying which matters will be presented for acknowledgment, for approval or for consideration, as the case may be, and containing the opinion of the REIT Manager on such matters including the potential impacts on the unitholders after the resolutions on the matters have been passed. And, the invitation letter must be delivered to unitholders according to follows;

- (1) Fourteen (14) days in case of the meeting have any agenda which require the affirmative vote of not less than 3/4 (three-fourths) of the total votes of unitholders attending the meeting and having the voting right.
- (2) seven (7) days in case of any others have mentioned on (1).

The calling for the meeting shall be published in at least one (1) local daily newspaper no less than three (3) days before the meeting date.

The meeting venue must be in the locality in which the office of the Trustee or the REIT Manager is located, or a nearby province.

If the REIT Manager fails to call for the meeting of trust unitholders within forty-five (45) days from the date of receipt of the letter from the unitholders and/or the Trustee, the Trustee shall call for the meeting of trust unitholders by complying with the procedures for calling for the meeting provided in paragraph one mutatis mutandis. The REIT Manager shall have the duty to cooperate in delivering relevant and necessary information for calling for and conducting the meeting of trust unitholders by the Trustee within seven (7) days from the date of receipt of the request from the Trustee, to enable the Trustee to call for and conduct the meeting without delay. The Trustee shall have the right to be reimbursed by the REIT for expenses (if any) incurred from convening the meeting of trust unitholders on behalf of the REIT Manager.

**2. Quorum and chairman of the meeting of trust unitholders**

The meeting of trust unitholders requires attendance of no less than twenty-five (25) unitholders or half of the total number of unitholders, and the unitholders must hold in aggregate no less than one-third (1/3) of the total issued trust units to constitute a quorum.

If it appears that a quorum of any meeting of trust unitholders is not met after 1 (one) hour from the scheduled meeting time because the number of unitholders attending the meeting is less than that required in paragraph one, if the meeting of trust unitholders is called for by the request of the unitholders, the meeting shall be cancelled. If the meeting of trust unitholders is not called for by the request of the unitholders, the meeting shall be rescheduled, and the invitation letter shall be delivered to the unitholders no less than seven (7) days before the meeting date. In this subsequent meeting, a quorum is not required.

Subject to the provisions of the Trust for Transactions in Capital Market, Act B.E. 2550 (as amended) (the "Trust Act") and relevant notifications, the Trustee shall appoint one person to act as chairman of the meeting of trust unitholders.

If any agenda item to be considered by the meeting of trust unitholders is a matter in which the Trustee or REIT Manager has an interest, the Trustee or the REIT Manager, and the representative of the Trustee or REIT Manager shall not have a voting right for that agenda item (if the Trustee or the REIT Manager, and representative of the Trustee or REIT Manager, is a unitholder). If the Trustee has an interest in any agenda item, the REIT Manager shall propose a list of nominees to the meeting of trust unitholders for consideration of the appointment as the chairman of the meeting of trust unitholders for that agenda item. If both the Trustee and REIT Manager have an interest in any agenda item, the meeting of trust unitholders shall consider appointing any person to be the chairman of the meeting.

The chairman of the meeting of trust unitholders shall have the following powers and duties:

- (1) to ensure orderly conduct of the meeting;
- (2) to determine any other procedure to be used for conducting the meeting of trust unitholders as the chairman deems appropriate or necessary, so that the meeting of trust unitholders, as well as procedures for consideration and passing of resolutions, are orderly and efficient;
- (3) to end the discussion or consideration of any matter, for orderly conduct of the meeting of trust unitholders according to the Trust Act and relevant notifications to have a casting vote

in the case of a tied vote on any resolution; the chairman's exercise of decisive power at the meeting of trust unitholders in the case of a tied vote shall be final.

if any agenda item to be considered by the meeting of trust unitholders is a matter in which the chairman of the meeting has an interest, the chairman shall leave the meeting room for that agenda item, and the REIT Manager shall propose a list of nominees to the meeting of trust unitholders for consideration of the appointment as the chairman of the meeting of trust unitholders for that agenda item.

### **3. The Meeting of Trust Unitholders**

Meeting of trust unitholders shall comply with the following rules:

- (1) The meeting of trust unitholders shall be in line with agendas as prescribed in the invitation for meeting, except the shareholders having the resolution not less than two third (2/3) of the unitholders who attend the meeting to alternate agendas.
- (2) After the meeting considers all agendas under (1), unitholders with the trust units in aggregate of not less than one third (1/3) of the total issued units are entitled to request the meeting to consider other matter(s) which are not specified in the invitation.
- (3) In case the meeting cannot consider and resolve all agendas under (1) or any agenda(s) which is/are presented by unitholders under (2), the meeting shall prescribe place, date and time for the next meeting, and the REIT Manager shall send the invitation prescribing the place, date and time and agendas to unitholders not less than seven (7) days before the meeting date. In this regard, the REIT Manager shall announce the invitation in the newspapers not less than three (3) consecutive days before the meeting date.

### **4. Proxy granting method**

At the meeting of trust unitholders, a unitholder may grant a proxy to another person to attend and vote on the unitholder's behalf. The proxy form (in the form specified by the Trustee), together with the invitation letter, shall be delivered by the REIT Manager to the unitholders.

This proxy form must be given to the chairman of the meeting or the person assigned by the chairman of the meeting, at the meeting place, before the meeting commences.

### **5. Vote counting method**

A unitholder shall have 1 (one) vote for 1 (one) unit held, and a unitholder who has a voting right shall not have special interest in a matter being considered.

### **6. Resolution of unitholders**

Unless otherwise provided by the Trust Deed, a resolution of the meeting of trust unitholders shall require the following votes:

- 6.1 In a general case, the majority vote of unitholders attending the meeting and having the voting right.
- 6.2 In any of the following cases, the affirmative vote of not less than three-fourth (3/4) of the total votes of unitholders attending the meeting and having the voting right:

- (1) acquisition or disposal of principal assets worth thirty percent (30%) of the total asset value of the REIT or more;
- (2) capital increase or reduction of paid-up capital of the REIT that is not specified in advance in the Trust Deed;
- (3) capital increase under a general mandate of the REIT;
- (4) transactions with the REIT Manager or related party of the REIT Manager with a value of Baht 20,000,000 (twenty million baht) or more, or exceeding three percent (3%) of the net asset value of the REIT, whichever value is higher;
- (5) change of distribution and return of investment to the unitholders;
- (6) change or removal of the Trustee or REIT Manager; the change of the REIT Manager shall be in accordance with the Trust Deed;
- (7) amendment to the Trust Deed on matters materially affecting the rights of the unitholders;  
or
- (8) dissolution of the REIT.

A resolution of unitholders resulting in the REIT or management of the REIT being contrary to, or inconsistent with, the regulations prescribed in Notification of the Office of the Securities and Exchange Commission No. SorRor. 26/2555 Re: Provisions relating to Particulars, Terms and Conditions in a Trust Instrument of Real Estate Investment Trust, or other regulations under the Securities and Exchange Act B.E. 2535 (as amended) or the Trust Act, shall be considered as ineffective