



No. TR.620918

30 September 2019

Re: Trustee's opinion in support of the Extraordinary General Meeting of Trust Unitholders No. 1/2019 of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust

To: Trust Unitholders of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust

The meeting of Board of Directors of SCCP REIT Company Limited, acting as REIT manager (the "Company" and/or "REIT Manager") of Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust ("TPRIME"), held on 19 September 2019, resolved to hold the Extraordinary General Meeting of Trust Unitholders No.1/2019 of TPRIME on 29 October 2019 at 09.30 a.m. at Ballroom 1, 2<sup>nd</sup> Floor, The Sheraton Grande Sukhumvit Hotel, Bangkok to consider various matters as set out in the agendas, details of which have been disclosed to the Stock Exchange of Thailand.

Kasikorn Asset Management Company Limited, acting as trustee of TPRIME (the "Trustee"), has an obligation imposed by the Trust Deed and applicable notifications of the Securities and Exchange Commission to attend any general meeting of Trust Uniholders in order to answer questions and provide opinions as to whether the conduct of any activity or any proposed transaction relating to TPRIME adheres to the Trust Deed and other applicable laws, and to forewarn and inform the Trust Unitholders that such conduct or proposed transaction is not permitted if it does not comply with the Trust Deed or any applicable laws.

Therefore, the Trustee would like to provide opinions to the Trust Unitholders for the purpose of the Extraordinary General Meeting of Trust Unitholders No. 1/2019 as follows:

Agenda No. 1: To consider and certify the Minutes of the 2019 Annual General Meeting of Trust Unitholders

After reviewing the Minutes of the 2019 Annual General Meeting of Trust Unitholders of TPRIME, held on 25 April 2019, the Trustee has no further disagreement or comment. All those activities and transactions reported in the Minutes comply with the Trust Deed and all other relevant applicable laws and notifications.



หลักทรัพย์จัดการกองทุนสิทธิไทย  
开泰基金管理 KASIKORN ASSET MANAGEMENT



Agenda No. 2: To consider and approve the issuance and offering of bonds for the purpose of prepaying/repaying loans owed by the TPRIME

In relation to the issuance and offering of bonds as proposed by the REIT Manager, the main purpose of the initial offering is to prepay/repay loans owed by TPRIME, as proposed by the REIT Manager. The Trustee is of the opinion that this bond offering does not contradict to the Trust Deed and all other relevant applicable laws and notifications.

If any Trust Unitholder wishes to seek further clarifications about any conduct or proposed transaction as mentioned in the agendas, he/she can ask the Trustee questions during discussion before the time of voting on the relevant matter in certain agenda at the Extraordinary General Meeting of Trust Unitholders No.1/2019.

Yours respectfully,

(Mr. Vittawat Ajchariyavanich)

Executive Vice President

Kasikorn Asset Management Co., Ltd.

Acting as Trustee of

Thailand Prime Property Freehold and Leasehold Real Estate Investment Trust