

No. PFRD 005/2566

15 March 2023

Re: Notification of the Date of the 2023 Annual General Meeting of Unitholders of Trinity Freehold and Leasehold Property Fund (TNPF) and the Record Date

To: The President
Stock Exchange of Thailand

Reference is made to clause 70 of the Notification of Capital Market Supervisory Board No. TorNor. 36/2562 Re: Property Fund Management, dated 25 April 2019, prescribing that the management company shall cause an annual general meeting of unitholders to be held within four months from the last date of the accounting period of such property fund.

Principal Asset Management Company Limited (“Management Company”), as management company of Trinity Freehold and Leasehold Property Fund, abbreviated as “TNPF” (“Fund”), hereby informs the scheduled date of the 2023 Annual General Meeting of Unitholders of the Fund on 28 April 2023 at 9:30 hrs. at Eastin Grand Hotel Sathorn Bangkok, Surasak 1 Ballroom, 11th Floor, 33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok 10120, to consider matters in the meeting agenda as detailed below.

Agenda 1 Matters to be informed by the chairman to the Meeting (for acknowledgement)

1.1 Bidding process to seek a lessee and result thereof

Reference is made to the Management Company carrying out a bidding process to seek a lessee of the Fund on 18 July 2022, with the offer submission deadline scheduled on 17 October 2022. It appears that after the lapse of such offer submission period on 17 October 2022, no offers had been made to the Fund.

The details and course of action will be further discussed in the meeting with respect to Agenda 3.4: Guidelines for future fund management.

Agenda 2 To adopt the minutes of the 2022 Annual General Meeting of Unitholders of the Fund (for consideration)

After the Management Company had caused the 2022 Annual General Meeting of Unitholders of the Fund to be held on 27 April 2022, the Management Company prepared and disclosed the minutes of the 2022 Annual General Meeting of Unitholders of the Fund as required by law. The Management Company deems it expedient to propose that the Unitholders' Meeting consider and adopt the minutes of the 2022 Annual General Meeting of Unitholders of the Fund.

Management Company's opinion

The Management Company deems it appropriate for the Unitholders to adopt the minutes of the 2022 Annual General Meeting of Unitholders of the Fund, held on 27 April 2022, as proposed above, as the record of the said minutes has been correctly prepared.

Resolution

This agenda item requires a resolution passed by a majority of votes out of the total number of investment units held by the Unitholders present at the meeting and entitled to vote.

Agenda 3 To acknowledge the report on the Fund's operations and guidelines for management of the Fund in the future (for acknowledgement)

3.1 Procurement of benefits from real property

The Fund procures benefits from the real property by offering a turn-key lease with a contractual term of three years from 1 May 2019 to 30 April 2022. Due to the outbreak of coronavirus disease 2019 (COVID-19) from 2019 to 2022, assessment of the near future situation results in uncertainty. To prevent the shortage of rental income which would damage the Fund, the Management Company considered it and temporarily extended the turn-key lease period for Silomall Company Limited ("Lessee") with a contractual term of one year from 1 May 2022 to 30 April 2023 and a monthly rate of THB 200,000 (excluding VAT) (the same rate according the Unitholders' resolution to reduce rental rate until expiration of the current contract in April 2022).

Subsequently, Principal Asset Management Company Limited, as the Fund's Management Company, carried out the seeking of a buyer or lessee of the Fund's property for the period from 18 July to 31 August 2022, with the offer submission deadline on 17 October 2022. However, after the offer submission period had lapsed on 17 October 2022, no offers were made to rent the Fund's property.

The Management Company will present the course of action for the Unitholders' acknowledgement under Agenda 3.4: Guidelines for future fund management.

3.2 Condition of real estate market

Condition of the Thai economy in 2022 and outlook for 2023¹

The Thai economy in Q4 of 2022 grew by 1.4 percent in comparison to the same period of previous year, a decrease of 4.6 percent from growth in Q3 of 2022. For the whole year of 2022, the Thai economy expanded by 2.6 percent, an increase of 1.5 percent from the expansion in 2021 corresponding to the recovery of tourism sector and continuous increase in domestic demand, both consumption and private investment. The inflation rate in general was at an average of 6.1 percent, and the current account deficit stood at 3.4 percent of the gross domestic product (GDP).

The Thai economy in 2023 is expected to expand by 2.7 – 3.7 percent, with support from key factors including recovery of tourism sector, expansion of private and government investment, continuous growth of domestic consumption, and good level of growth of agricultural sector. It is expected that private consumption will expand by 3.2 percent, and private and government investment will expand by 2.1 percent and 2.7 percent, respectively. The exports in US dollars will decrease by 1.6 percent. The inflation rate in general will be at an average of 2.5 – 3.5 percent, and the current account surplus will stand at 1.5 percent of the GDP.

Retail space market in Bangkok²

According to CBRE (Thailand) Company Limited ("CBRE")'s report on real estate market condition with respect to retail space as of Q4 of 2022, major retail space developers are aiming to develop mega projects that are now under construction. The future growth in supply will put pressure on old department stores, requiring them to renovate in order to maintain competitiveness.

¹ Thai Economic Performance in Q4 of 2022 and the Outlook for 2023. Office of the National Economic and Social Development Council. www.nesdc.go.th

² <https://www.cbre.co.th/insights/figures/bangkok-retail-figures-q4-2022>

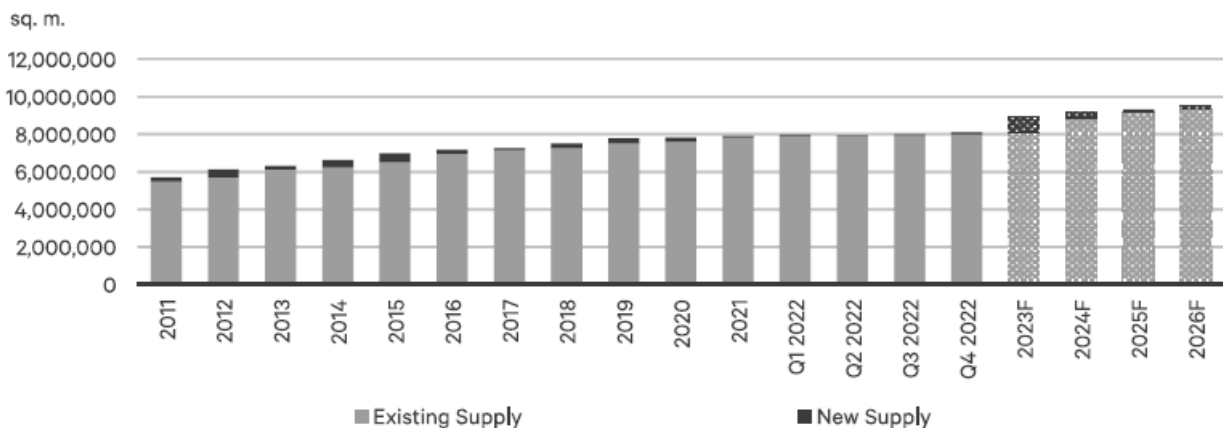
TABLE 1: Total Supply, Demand and Vacancy by Area, Q4 2022

| | Total Market | Downtown | Midtown | Suburbs |
|---------------|--------------|-------------|-------------|-------------|
| Total Supply | 8.1 million | 1.9 million | 2.2 million | 4.1 million |
| Total Take-up | 7.7 million | 1.7 million | 2.0 million | 4.0 million |
| Total Vacancy | 0.4 million | 0.1 million | 0.1 million | 0.1 million |
| % Vacant | 4.4% | 6.0% | 5.9% | 2.9% |

Source: CBRE Research, Q4 2022

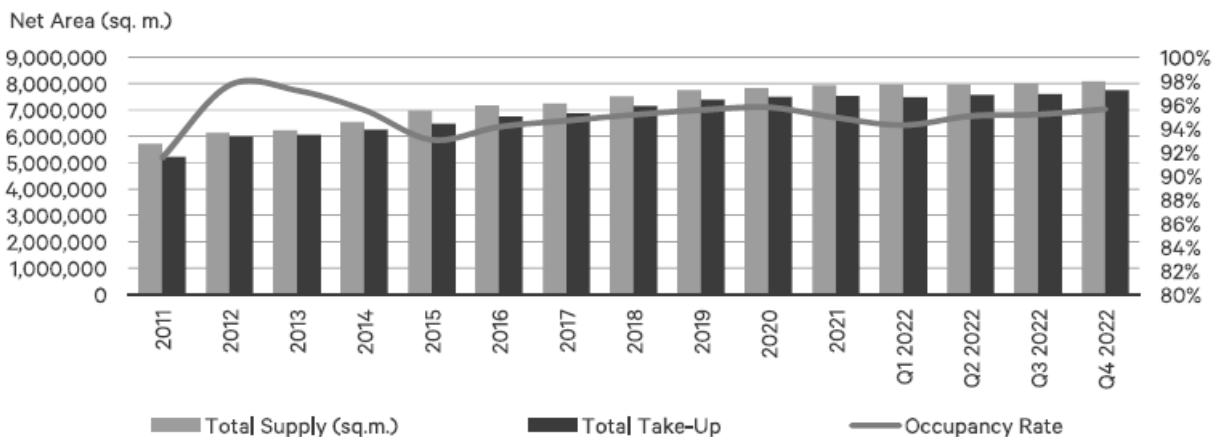
CBRE believes that we will see significant increase in the number of new retail space projects in 2023, both in downtown and suburbs, as the major retail space developers have announced their future plans.

FIGURE 1: Bangkok Existing and Future Retail Supply by Format



Source: CBRE Research, Q4 2022

FIGURE 2: Bangkok Retail Supply, Take-up and Occupancy Rate



Source: CBRE Research, Q4 2022

With respect to the future outlook, CBRE believes that during New Year and Chinese New Year festivals in the beginning of 2023 will stimulate more spending by Thai people and foreign tourists, which will help the recovery of operators.

Hotel and serviced apartment market in Bangkok

Condition of Thailand's tourism market in 2022 and outlook for in 2023

As a result of the outbreak of coronavirus disease 2019 (COVID-19) in China since the end of 2019 and its rapid spread to different countries throughout the world, many countries, including Thailand, have implemented strict prevention measures where Thailand declared an emergency on 25 March 2020, effective from 26 March 2020 onwards, and later on 26 May 2020, extended the period of declaration of emergency to 30 June 2020. Under the said emergency declaration, the government issued various measures, including travel ban and closure of businesses and activities posing a risk of spread of the disease.

International travel restrictions, including entry ban for travellers from certain countries or areas, determination of traveller's eligibility to enter the country, for example, vaccination requirement and mandatory 14-day self-quarantine upon arrival, caused a significant decrease in international travels for tourism purposes across the globe.

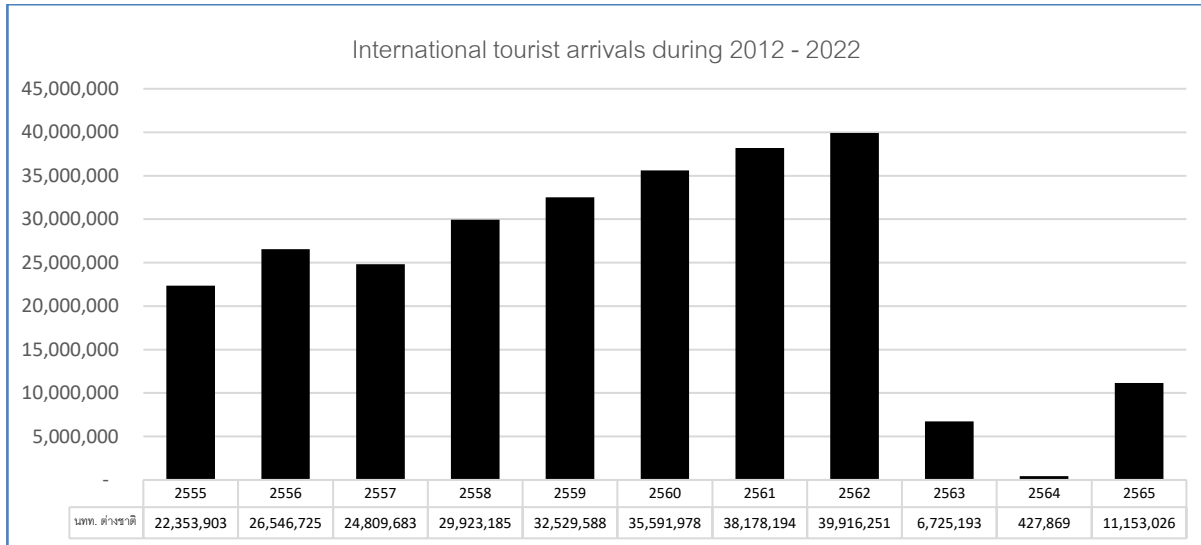
³Accommodation and food service activities sector continued to increase for the 4th consecutive quarter at a high growth of 30.6 percent, with supporting factors being high growth in the number of foreign tourists and continuous growth in domestic tourism. The total tourism receipts this quarter amounted to THB 425 billion or increasing by 213.9 percent.

For the whole year of 2022, the accommodation and food service activities sector grew by 39.3 percent, recovering from the decrease of 15 percent in the previous year. The number of foreign tourists stood at 11.153 million tourists or increased 25 times. The total revenue from tourism equaled THB 1.2075 trillion, increased by 217 percent, and the average occupancy rate stood at 47.93 percent, higher than the 14.03 percent in the previous year.

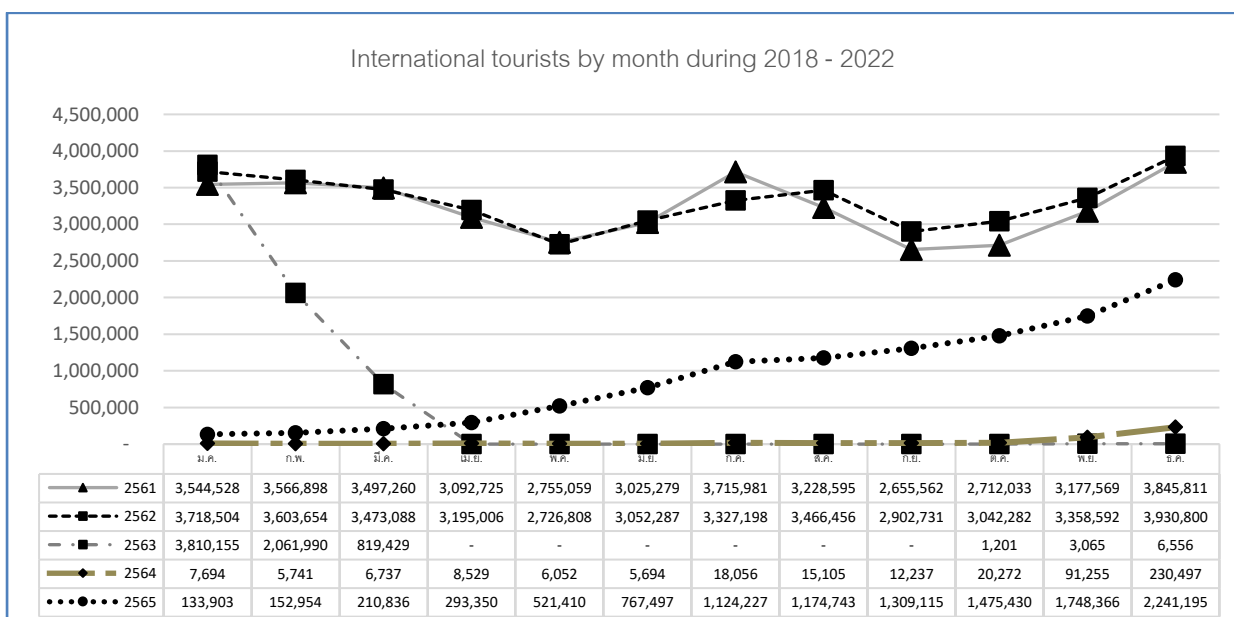
According to information from the Tourism Authority of Thailand, the number of inbound tourists decreased from 39,916,251 tourists in 2019 to 6,692,000 tourists in 2020 and continued to decrease

³ Thai Economic Performance in Q4 of 2022 and the Outlook for 2023. Office of the National Economic and Social Development Council.

to a total of 427,869 tourists in 2021. The average number of tourists during 2017 – 2019, which was pre-COVID-19, stood at approximately 37.89 million per year.

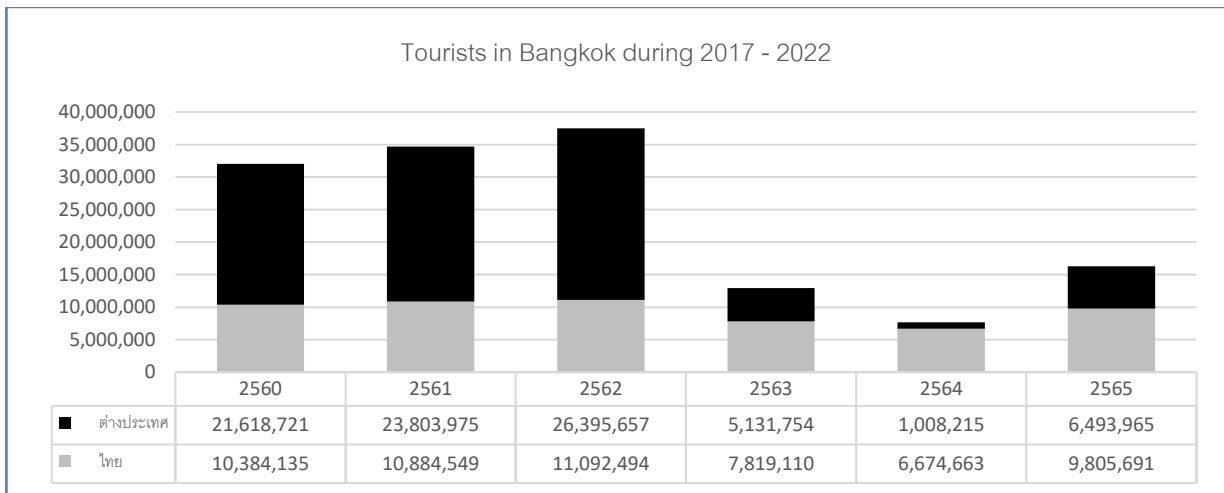


Thorough vaccination covering all provinces, implementation of tourism stimulus packages, and relaxation of the government’s control measures for the outbreak, respectively, and from country opening policy without quarantine requirement and area restrictions (Test & Go) to full country opening, that is cancellation of the Test & Go scheme in July 2022, are significant factors helping the tourism sector recover, which is evident in the second half of the year. In 2022, the number of foreign tourist arrivals stood at 11,153,026 tourists in total, increased from 427,869 tourists in 2021.



Nonetheless, China reopened on 8 January 2023, allowing Chinese people to travel abroad for tourism purposes, and recovery of the Thai tourism market should become more evident in Q2 of 2023 as tourists from China are the primary market which will directly affect Thai tourism.

Tourism market in Bangkok



The tourism market in Bangkok goes in the same direction as the country's overall tourism market, that is, it has been affected by the outbreak, causing the number of foreign tourists to decrease from 26.39 million tourists/time in 2019 to merely 5.13 million tourists/time in 2020 and continue to decrease to only 1 million tourists/time, before going up to 6.49 million tourists/time in 2022.

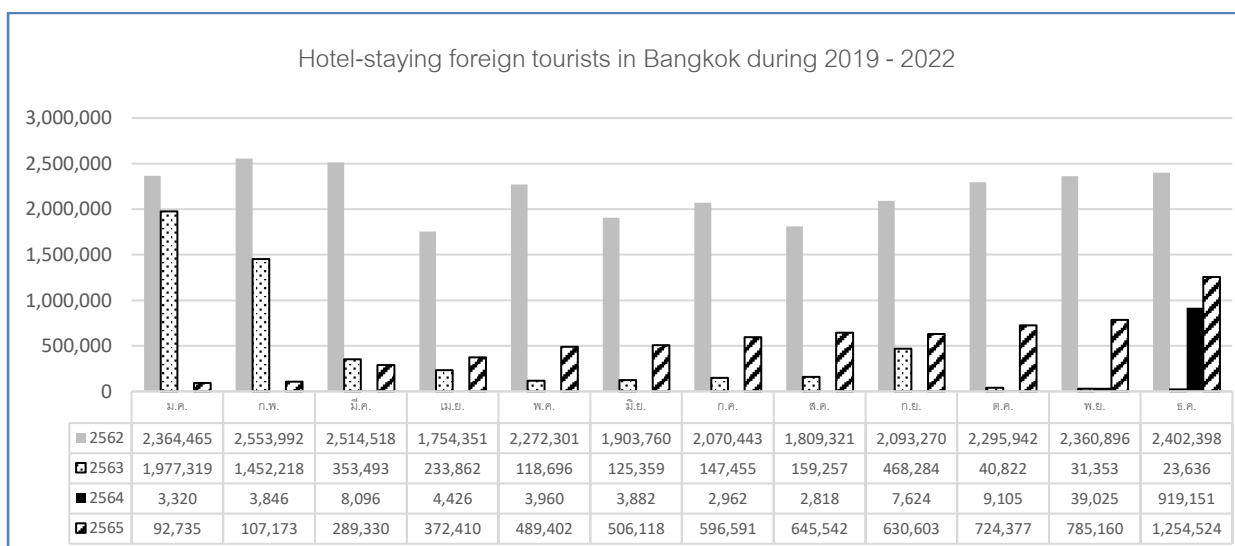
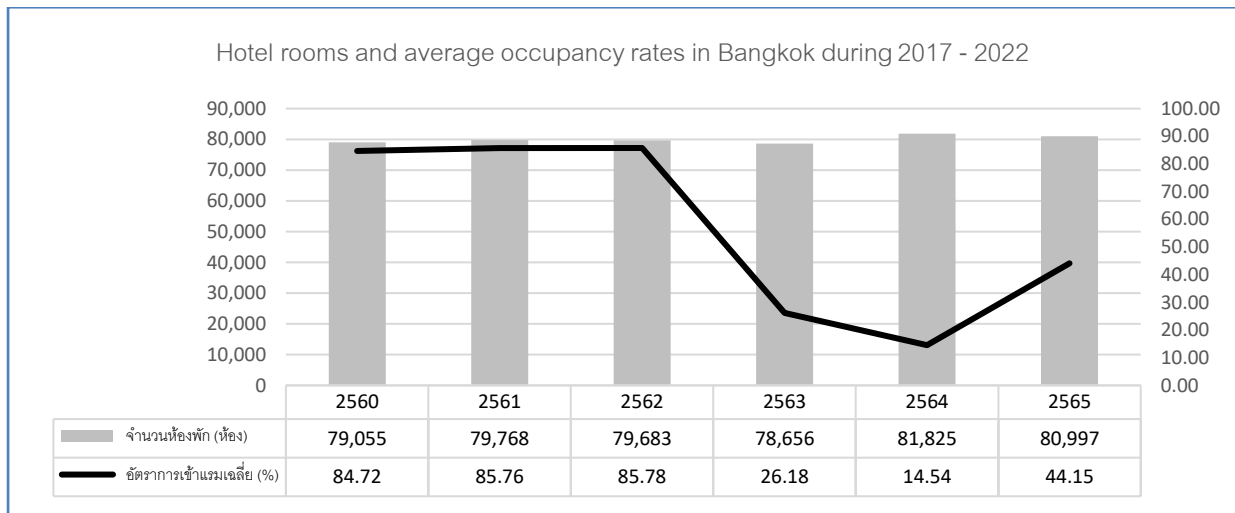
Even though the number of Thai tourists decreased in 2020 and 2021 to 7.89 million and 6.67 million tourists/time, such decreases are not as significant in comparison to the number of foreign tourists of 11.09 million tourists/time in 2019, and it improved to 9.8 million tourists/time in 2022.



The numbers of tourists staying in hotels in Bangkok also go in the same direction. What is noteworthy is the number of Thai tourists staying in hotels in 2020 decreased from the pre-pandemic period by approximately 1.2-1.6 million tourists, but in 2022, the number of hotel-staying Thai tourists increased to as much as 7.5 million tourists, which was approximately 1.7 million tourists more than that in the pre-COVID-19 period in 2019. This shows a significant increase in domestic tourism as a result of Thai people's limitations with respect to international travel for tourism purposes.

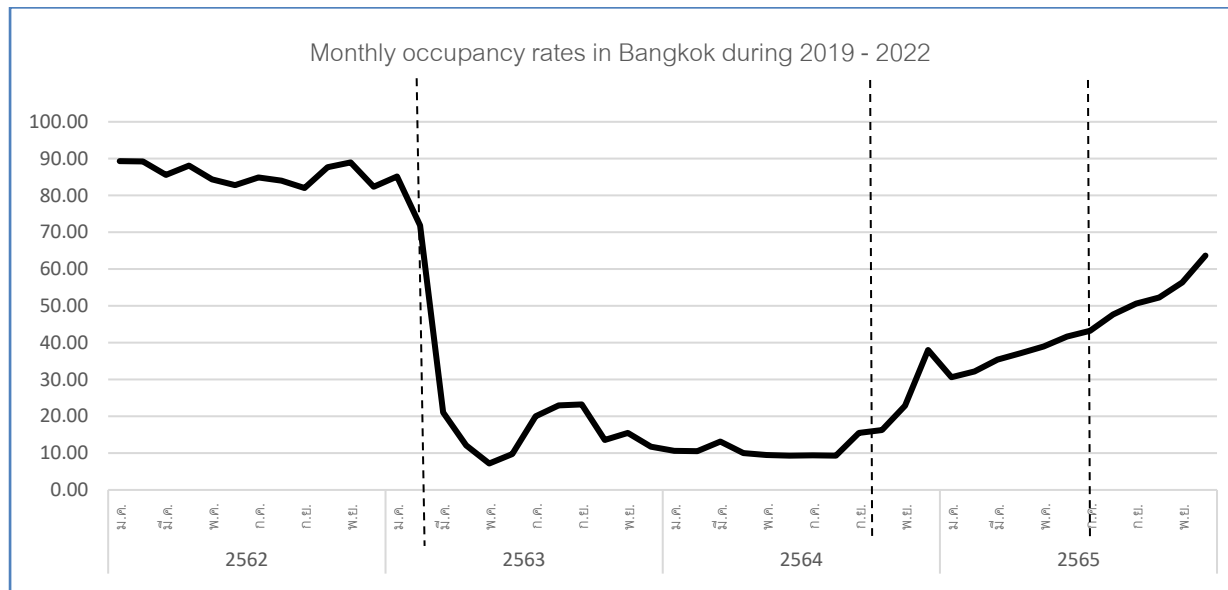
The overall number of hotel rooms in Bangkok equals approximately 80,000 rooms in total, which may be considered unchanged for the past six years.

However, the lowest average occupancy rate which stood at merely 14.54 percent in 2021 increased to 44.15 percent in 2022.



Despite the numbers of hotel-staying foreign tourists by month consecutively improving, they are still far less than those in the pre-pandemic era.

The adjustment in the better direction results in the average monthly occupancy rate consequently rebounding from the lowest point at 7.18 percent in May 2020 to 63.7 percent in December 2022.



In conclusion, part of the reason why tourism and hotel market have been improving since the beginning of 2022 is because of Thai people’s travel for tourism purposes, and the other significant part is because of the opening of the country to welcome foreign tourists in a more relaxed manner, as well as cancellation of different restrictions.

It is anticipated that China allowing Chinese tourists to travel out of the country as of 8 January 2023 will be a key factor in the recovery of the tourism and hotel markets, the results of which will be apparent in Q2 of 2023 onwards.

The Office of the National Economic and Social Development Council expects that, in 2023, the total revenue from foreign tourists will stand at THB 1.31 trillion, and the total number of foreign tourists will equal 28 million tourists.

With respect to serviced apartments⁴ as at the end of Q3 of 2022, CBRE (Thailand) Company Limited (“CBRE”) discloses that the occupancy rate increased by 4 percent to 74.9 percent, compared to the previous quarter, or increased by 18.1 percent from the same period of 2021, as a result of increase both in short-term and long-term occupancies. This increase in demand is due to significant increase in the numbers of foreign tourists and foreigners working in Thailand.

With respect to total supply, the total number of serviced apartments increased by 625 units as a result of completion of construction of two Grade A serviced apartments, namely, Ascott Embassy Sathorn and Oakwood Studios Sukhumvit, making the total supply amounting to 19,771 units this quarter.

For Sukhumvit area, the number of serviced apartments is equivalent to 66.7 percent of the urban supply and the average occupancy rate in the area increased significantly to 75.2 percent.

The average rental rate of the long-term rental for grade A serviced apartments has increased to 1,114 baht per square meter per month, an increase of 4.2 percent compared to the previous quarter and equivalent to 49.3 percent compared to the same period of the previous year.

The type of the rooms that were popular in this quarter is one-bedroom units which is equivalent to for 44 percent of the number of serviced apartments rented through CBRE and followed by two-bedroom units which is equivalent to 30 percent.

3.3 Condition of Properties

From the inspection of the property conditions that the Management Company carried out jointly with the Trustee and Lessee on 14 December 2022, the conditions of the properties are as follows.

- 1) The general condition of the properties is normal. The properties have deteriorated from normal use and should be renovated based on their service lives.
- 2) The hotel has deteriorated from use and should be renovated to be in good condition and available to guests when the market condition improves.

⁴ <https://www.cbre.co.th/insights/figures/bangkok-overall-figures-q3-2022>

3) For the serviced apartment, some rooms are out of service due to the impact of the COVID-19 outbreak. The serviced apartment is in the same condition as the hotel and should be renovated to be in good condition and available to guests.

4) The ground floor of Mall 1 is closed due to the impact of the COVID-19 outbreak, save for the Villa Supermarket.

5) Mall 3 has deteriorated from normal use.

3.4 Guidelines for management of the Fund in the future

According to the results of the selection of property lessee of the Fund on 18 July 2022, by submitting proposal within 17 October 2022, it appears that at the end of the proposal submission period on 17 October 2022, there is no proposal submission for rent the assets of the Fund.

In this regard, The Management Company has received inquiries from Unitholders regarding the possibility for conversion from a property fund to a trust investing real estate in order to increase business opportunities. The Management Company has therefore considered the management guidelines in two parts which are the possibility and the guidelines for converting a property fund to a trust investing real estate and the extending of the temporary contract with the current lessee for 1 year since there is no offer to rent the property in the past lessee recruitment which the details will be discussed with the meeting in Agenda 6 and during the process.

As the extended temporary lease agreement will expire on 30 April 2023, the current lessee and the Management Company have agreed to extend the temporary lease term for 1 year with rental fee details as follows:

| Month/Year | Rental Fee (Exclude Vat) |
|----------------|--------------------------|
| May 2023 | THB 500,000 |
| June 2023 | THB 500,000 |
| July 2023 | THB 500,000 |
| August 2023 | THB 800,000 |
| September 2023 | THB 800,000 |

| Month/Year | Rental Fee (Exclude Vat) |
|---------------|--------------------------|
| October 2023 | THB 800,000 |
| November 2023 | THB 1,000,000 |
| December 2023 | THB 1,000,000 |
| January 2024 | THB 1,000,000 |
| February 2024 | THB 1,000,000 |
| March 2024 | THB 1,000,000 |
| April 2024 | THB 1,000,000 |

*Remark: During the preparation of this Notification, The Management Company has sent the agreement to the lessee for signing. Currently, it is pending for the lessee to sign according to the conditions as above agreed and return to the Management Company for further action.

Resolution

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

Agenda 4 To acknowledge the Fund’s financial position, operating results, and financial statements for the accounting year ending on 31 December 2022 as audited and opined by the auditor (for acknowledgement)

The Fund’s financial position and operating results shown in the financial statements for the accounting year ending on 31 December 2022 as audited and opined by the auditor of the Fund can be summarized as follows.

4.1 Based on the financial statements for the accounting year ending on 31 December 2022 as audited and opined by the auditor of the Fund, the Fund’s total assets were 872,747,569 baht, the total liabilities were 1,276,585 baht and net assets were 871,470,984 baht. The Fund’s accumulated deficit was 516,635,776 baht and net asset value per unit was 5.9512 baht The Fund’s gross income equaled 2,406,774 baht comprising rental income of 2,400,000 baht, the interest income of 6,774 baht and no other income. The Fund’s net investment loss equaled 3,083,843 baht and net increase in net operating assets equaled 21,916,157 baht.

4.2 Material financial information

4.2.1 Securities price as of 31 December 2022 ⁵

| | | |
|-----------------------|-------------|---------------------|
| Closing Price | 1.81 | THB/Investment Unit |
| Market Price | 265,045,540 | THB |
| Trading Price | 1,290 | THB/Day |
| Investment Unit Value | 5.9512 | THB/Investment Unit |
| Net Asset Value (NAV) | 871,470,984 | THB |

4.2.2 History of Dividend payments

| Performance Period | Book Closing Date | Payment Date | THB/Unit |
|----------------------|-------------------|--------------|----------|
| 24 Feb – 30 Jun 2011 | 31 Aug 2011 | 15 Sep 2011 | 0.2650 |
| 1 Jul – 30 Sep 2011 | 30 Nov 2011 | 16 Dec 2011 | 0.1890 |
| 1 Oct – 31 Dec 2011 | 29 Feb 2012 | 15 Mar 2012 | 0.1890 |
| 1 Jan – 31 Mar 2012 | 31 May 2012 | 15 Jun 2012 | 0.1870 |
| 1 Apr – 30 Jun 2012 | 3 Sep 2012 | 14 Sep 2012 | 0.1890 |
| 1 Jul – 30 Sep 2012 | 7 Dec 2012 | 21 Dec 2012 | 0.0895 |
| 1 Oct – 31 Jan 2012 | 15 Mar 2013 | 29 Mar 2013 | 0.1900 |
| 1 Jan – 31 Mar 2013 | 29 May 2013 | 12 Jun 2013 | 0.1900 |
| 1 Apr – 30 Jun 2013 | 8 Aug 2013 | 22 Aug 2013 | 0.1903 |
| 1 Jul – 30 Sep 2013 | 28 Nov 2013 | 12 Dec 2013 | 0.1900 |
| 1 Oct – 31 Dec 2013 | 14 Mar 2014 | 28 Mar 2014 | 0.1910 |
| 1 Jan – 31 Mar 2014 | 29 May 2014 | 12 Jun 2014 | 0.1885 |
| 1 Apr – 30 Jun 2014 | 10 Sep 2014 | 24 Sep 2014 | 0.1875 |
| 1 Jul – 30 Sep 2014 | 27 Jan 2015 | 10 Feb 2015 | 0.1350 |
| 1 Jan – 31 May 2018 | 13 Jul 2018 | 26 Jul 2018 | 0.5000 |
| 1 Jul – 31 Dec 2018 | 21 Mar 2019 | 29 Mar 2019 | 0.1200 |
| 1 Jan – 31 May 2019 | 18 Sep 2019 | 27 Sep 2019 | 0.1150 |

⁵ Most recent trade information as at 30 December 2022.

| Performance Period | Book Closing Date | Payment Date | THB/Unit |
|--------------------|-------------------|--------------|----------|
| 1 Jul – Dec 2019 | 18 Mar 2020 | 27 Mar 2020 | 0.1080 |

According to the performance between 1 January 2022 – 31 December 2022, the Fund's net assets from operations increased in the amount of THB 21.92 million, with unrealized net profits from investments in the amount of THB 25.00 million due to an increase in real estate appraisal prices. However, since the SEC's guidelines states that the Funds can take unrealized gains from real estate appraisals out of the net profit of the Fund. Therefore, when taking the unrealized gains from real estate appraisal out from the net profits from operating results between 1 January 2022 - 31 December 2022, the Fund will have a net loss from investments of THB 3.08 million and there is accumulated losses in the amount of THB 516.64 million.

As such reason The Management Company therefore deems it appropriate to omit dividend payment from the operating results between 1 January 2022 - 31 December 2022.

4.2.3 History of authorized capital reduction

| No | Book Closing Date | Date of Payment as a Result of Reduction of Value of Investment Units | Authorized Capital Before Reduction of Value of Investment Units | | Reduced Value | | Amount of Authorized Capital After Reduction of Value of Investment Units | |
|----|-------------------|---|--|----------------------|--------------------------|----------------------|---|----------------------|
| | | | Authorized Capital (THB) | Value Per Unit (THB) | Authorized Capital (THB) | Value Per Unit (THB) | Authorized Capital (THB) | Value Per Unit (THB) |
| 1 | 7 Dec 55 | 21 Dec 55 | 710,000,000 | 10.00 | 7,100,000 | 0.10 | 702,900,000 | 9.90 |
| 2 | 18 Sep 62 | 27 Sep 62 | 1,396,892,000 | 9.90 | 8,786,040 | 0.06 | 1,388,106,760 | 9.84 |

4.2.4 Expenses charged to the Fund (1 January – 31 December 2022)

| Expenses Charged to the Fund* | Amount Unit: THB Thousand | Percentage of Net Asset Value |
|-------------------------------|------------------------------|----------------------------------|
| Management Fee | 1,851.15 | 0.217 |
| Fund Trustee Fee | 178.85 | 0.021 |
| Registrar Fee | 474.16 | 0.056 |
| Legal Fee | 309.54 | 0.036 |

| Expenses Charged to the Fund* | Amount Unit: THB Thousand | Percentage of Net Asset Value |
|---|--------------------------------------|--|
| Costs of Advertising, Public Relations and Sale Promotion | | |
| - During Initial Public Offering | | |
| - After Initial Public Offering | 74.20 | 0.009 |
| Audit Fee | 474.34 | 0.056 |
| Fee of Listing in SET - Annual Basis | 94.98 | 0.011 |
| Appraisal Fee | 220.71 | 0.026 |
| Insurance Premium | 334.58 | 0.039 |
| Common Expenses | 480.00 | 0.056 |
| Hotel License Fee | 790.57 | 0.093 |
| Cost of printed materials | 25.73 | 0.003 |
| Unitholder meeting Fee | 180.20 | 0.021 |
| Other Expenses | 1.61 | 0.000 |
| Total Expenses ** | 5,490.62 | 0.644 |

Remark * Fees and charges will be added to VAT, specific business tax or any other similar tax (if any)

** Excluding brokerage fees and other fees arising from securities trading and exclude loss
Credit - Accrued Rent Receivable

Resolution

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

Agenda 5 To consider and acknowledge the appointment of the Fund's auditors and audit fees and expenses for the accounting year ending on 31 December 2023 (for acknowledgement)

The Management Company has appointed the auditors of ASV & Associates Limited to be the Fund's auditors for the accounting year ending on 31 December 2023. The details of the auditors and audit expenses are as follows.

| | | |
|----------------|---|---------------------------|
| Auditors | Mr. Anusorn Kiatkangwanklai | CPA Registration No. 2109 |
| | Mrs. Khawnjai Kaitkangwanklai | CPA Registration No. 5875 |
| | Mr. Sathit Kaitkangwanklai | CPA Registration No. 9760 |
| | Mr. Prasitporn Kesema | CPA Registration No. 9910 |
| Location | 47 Soi Chok Chai Chong Chamroen, Rama 3 Road, Bang Phongphang Sub-district, Yannawa District, Bangkok 10120 | |
| Remuneration | THB 450,000 per year | |
| Other expenses | As actually paid | |

Resolution

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

Agenda 6 To consider the guideline for the conversion of property fund to Real Estate Investment Trust (REIT) and to approve the expenses which may cause for the preparation of the REIT conversion (for approval)

6.1 The summary of the comparison of the significant matters and differences between property fund and REIT and the characteristics which may change due to the conversion

Preliminarily, the Management Company would like to inform the information regarding the REIT to the Unitholders for the purpose of understanding as follows:

Real Estate Investment Trust : REIT is an asset fund in which a Trustee is the owner of the asset. REIT is not a juristic person, and the founder of the REIT is REIT Manager. The trust deed will stipulate the duties of the REIT manager to be the management of the REIT and the trustee will monitor and control the performance of the REIT manager and be a custodian.

REIT is under the governance of 2 main regulations. The matters relating to the operation of REIT and trustee will be subject to the Trust for Transactions in Capital Market Act B.E. 2550, while the trust certificate will be deemed as securities under the Securities and Exchange Act. B.E. 2535 (1992) (Securities ACT.) The significant matters of REIT are detailed in the below table.

| | |
|-------------------------------------|---|
| Establishment | Trust Deed is in accordance with the Trust for Transactions in Capital Market Act B.E. 2550 (2007) and the relevant notifications of the SEC Office |
| Name | Its name must reflect the important characteristic and investment policy |
| Size | The paid-up capital after the public offering is not less than THB 500 Million. |
| Trading of Trust Units | Trust Units must be listed in SET |
| Category of Trust Units (tranche) | Trust Units are divided into many tranches according to the stipulated criteria. |
| Invested Properties | <ul style="list-style-type: none"> Trust can invest in all kinds of real property with an objective for seeking interest in form of rental except in a business which violate moral or laws. Trust can invest in real property located in foreign countries. Trust can invest in real property which is ready for utilization not less than 75 percent of the value of the offered units including the loan (if any). Trust can invest the remaining in other properties, for instance, government bond, deposit at bank, etc. Trust can invest in the real property under construction (Green Field Project) not exceeding 10 percent of the total assets. |
| Form of investment in real property | <ul style="list-style-type: none"> Direct investment – Trust directly invests in real property Indirect investment – Trust invests in the company whose shares are held by Trust not less than 99 percent of total shares. |
| Utilization of the Property | <ul style="list-style-type: none"> Trust can lease its real property without operating other business, for instance, hotel, hospital, etc. The lessee must not use the real property for operating business which violates moral or is illegal. In case Trust lease its real property for operating other business, the rental depending on the lessee’s operating result must not exceed 50 percent of the fixed rental. |

| | |
|---|---|
| Loan and Burden | <ul style="list-style-type: none"> • Must not exceed 35 percent of its total assets, in case where there is the Investment Grade Rating, the loan must not exceed 60 percent of its total assets. • Must be in accordance with the Trust Deed • Trust's assets may be used as security. • Creation of other burdens must be in the ordinary course of business or in the ordinary course of such transaction. |
| Manager | REIT Manager |
| Public Offering and Allocation of REIT Units | <ul style="list-style-type: none"> • Trust Units will be offered via the Underwriter. • There must be at least 250 Trust Unitholders. • Trust Units must be allocated to minor Trust Unitholders according to the • criteria for accepting the Trust to be listed in SET (not less than 20 percent of total number of Trust Units and of each tranche (if any)). |
| Limit of Holding of REIT Units of any person or same group of persons | Not exceed 50 percent of total number of Trust Units and of each tranche (if any). |

Summary of the Comparison of the Significant Matters and Differences between property fund and REIT

| Description | Property Fund | REIT |
|---------------------|---|--|
| Legal Establishment | Laws relating to the Securities and Exchange. | Laws relating to the Trust for Transactions in Capital Market. |
| Legal Structure | Mutual Fund | Trust |
| Status | Juristic Person | Trust |
| Minimum Size | Not less than Baht 500 Million. | Not less than Baht 500 Million (the total value of immovable properties acquired shall not be than Baht 500 Million) |

| Description | Property Fund | REIT |
|---|--|--|
| Number of Unitholders | Establishment period: not less than 250. Post-Establishment: not less than 35. | Establishment period: not less than 250. Post-Establishment: not less than 35. |
| Registration for Listing in Stock Exchange of Thailand | Investment units must be registered for listing. | Trust units must be registered for listing. |
| Settlor | Management Company | REIT Manager |
| Responsible Person for Management | Management Company | REIT Manager delegated by Trustee |
| Name of Owner of Properties | Property Fund | Trustee of REIT |
| Name of Investment Contractual Party | Property Fund | Trustee of REIT However, the REIT Manager may enter into the management agreements as assigned. |
| Custodian of Properties | Fund Supervisor | Trustee of REIT |
| Registrar | The Management Company | Thailand Securities Depository Company Limited |
| Type of Invested Assets | Positive Lists according to SEC criteria. | Not prescribed, but the immovable properties shall not be used as part of illegal or immoral business operations. |
| Investment in Overseas Immovable Properties | Unable to invest | Able to invest |
| Investment in Immovable Properties that the Construction is not Completed | Able to invest (whereby the construction must be finished at the rate of not less than 80% of the investment value). | Able to invest (whereby the investment value for the acquisition and development of the immovable properties until its completion for the procurement of benefits must not exceed 10% of total asset value of REIT (after the offering for sale of trust units). |
| Insolvency as a Result of Fund Management | Can become insolvent due to its juristic person status. | Being ring-fenced from insolvent. |

| Description | Property Fund | REIT |
|--|--|--|
| Limitation of Unit Holding for Person or the Same Group of Persons | Not allowed to hold more than 1/ 3 of the total number of investment units. | Not allowed to hold more than 50% of the total number of trust units sold /number of trust units in each tranche sold (if any). |
| Annual General Meeting of Unitholders | Held annually within 4 months from the end of each fiscal year. | Held annually within 4 months from the end of each fiscal year. |
| Tax | -Property Fund is not subject to corporate income tax but is subject to VAT, specific business tax and stamp duty from 24 May 2017 onwards, according to the Royal Decree Issued under the Revenue Code No.608, No. 609 and No.610 dated 24 May 2016 and Clarification of Revenue Department dated 28 March 2017. - The investment unitholders are subject to different tax burden from dividend depending on types and qualifications of the Unitholders | - REIT is not subject to corporate income tax, but is subject to VAT, specific business tax and stamp duty. - Every type of trust unitholder is subject to income tax from distribution. |
| Project Type | Close-end property fund. | Close-end real estate investment trust |
| Project Characteristics | Particularly Identified. | Particularly Identified. |
| Investment Type | Investment in freehold and/ or leasehold and/ or sub-leasehold rights of immovable properties. | Investment in freehold and/ or leasehold and/ or sub-leasehold rights of immovable properties. |

6.2 Conversion Plan, Dissolution of Property Fund, Liquidation, and Tentative Timeline of Each Procedure and Ste

The Conversion of REIT is a transfer of all assets and obligations of the property fund to trust in order to swap with the newly issued trust units of the trust. After the property fund receives the newly issued trust units, the property fund will be dissolved and liquidated to generate the newly issued trust units

to the Investment Unitholders of the property fund on the pro rata basis. By doing so, the trust fund will obtain all assets, rights, obligations, and liabilities of the property fund and the Investment Unitholders of the property fund will eventually be the Trust Unitholders of the trust.

After the Investment Unitholders' Meeting of the property fund have passed resolutions approving the conversion of REIT, the REIT Manager will submit an application to the SEC Office for approval of the offering of trust units to property fund to support the conversion of REI. After obtaining an approval from the SEC Office, the REIT Manager will determine the date of sale offering of trust units to the property fund and the property fund will subscribe such trust units. In this regard, the Management Company will prepare the summary of the details of the trust deed and deliver to the Investment Unitholders, together with the invitation letter of this Investment Unitholders' Meeting.

The Management Company and the REIT Manager will mutually determine the assets and obligations transfer date ("the date of assets and obligations transfer"). The assets and obligations which will be transferred to the trust including all assets, debts, and liabilities that the property fund has as of the date of assets and obligations transfer, excluding (1) asset or cash for debt payment (2) dividend or the repayment cash from the decrease of registered capital of the property fund which has not been paid to the Investment Unitholders or a person entitled to receive. (3) the expenses relating to the conversion and (4) the fees and expenses for liquidation ("assets and obligations of property fund") or otherwise agreed.

However, the conversion of the REIT will not include the redemption of the investment units from the Unitholders who attend the Meeting and object and the conversion of REIT.

6.3 The Management Company's procedures and steps for conversion

The Management Company's procedures and steps for conversion are detailed as follows:

1. Appoint advisors in related fields such as an appraiser, legal advisor, and independent financial advisor to study the proposal and appropriate guidelines;
2. Analyze the result of the studies in relevant matters
3. Determine guidelines and condition of conversion
4. Negotiate with the REIT Manager regarding the condition of conversion
5. Summarize the impacts on the Investment Unitholders; and
6. Hold the Extraordinary General of Investment Unitholders' Meeting to consider approving the conversion

In this regard, the Management Company has separated into two considering issues.

1. Whether the conversion to REIT will benefit the Investment Unitholders, the Management Company has considered the following matters:
 - 1.1 The business opportunities in current period and in the future
 - 1.2 The financial remuneration to the Investment Unitholders of the property fund
2. The appropriateness of the swap ratio of the fair investment unit

Nevertheless, certain expenses relating to the REIT conversion to be proposed to the Investment Unitholders such as independent financial advisor and appraiser (apart from the annual appraisal of the assets) are the expenses mentioned apart from the prospectus, but those expenses are necessary to process before proposing to the Investment Unitholders.

Therefore, the Management Company would like to propose the Investment Unitholders to consider approving certain expenses related to the studies of the conversion to be proposed to the Investment Unitholders such as independent financial advisor and appraiser including other related expenses which are necessary to process.

Management Company's opinion

The Management Company has an opinion that the Investment Unitholders shall approve the certain expenses related to the studies of the conversion to be proposed to the Investment Unitholders such as independent financial advisor and appraiser including other related expenses which are necessary to process in order to further propose the appropriateness of the REIT conversion to the Investment Unitholders in the future.

Resolution

This agenda item requires a resolution passed by a majority of votes out of the total number of investment units held by the Unitholders present at the meeting and entitled to vote.

Agenda 7 Other matters (if any)

The Management Company will send out the invitation to the 2023 Annual General Meeting of Unitholders of the Fund and supporting documents regarding matters for consideration no less than 14 days prior to the date of the Unitholders' Meeting. In addition, the Management Company has scheduled the record date on 29 March 2023.

Please be informed accordingly.

Your Sincerely,



(Mr. Suttipan Kreemaha)

Senior Vice President

Head of the Property Fund and
Real Estate Investment Trust Department

Property Fund and Real Estate Investment Trust Department

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