

The Trust Deed regarding Trust unitholder meeting and voting

1) Assemble the Trust unitholder meeting

To convene the trust unitholder meeting, the REIT Manager shall prepare the notice of the meeting specify the place, date, item agenda and the matter to be submitted to the meeting, together with appropriate detail stating clearly whether there will be for acknowledgement, for approve or for consideration, including the opinion of the REIT Manager on the said matters regarding the consequential affect to the Trust unitholder on the voting's result. And the REIT Manager shall send the notice to the trust unitholder not less than 7 days prior the meeting. Publication of notice of the meeting shall also be made in a newspaper at least 3 days prior the meeting

Unitholder meeting shall be convened at the province where the head office of the trustee or the REIT Manager or any nearby province.

In case the REIT manager has summoned the Trust unitholder within 1 month since received the letter from the Trust unitholder or/and trustee. The trustee shall convene the Trust unitholder meeting as indicated on the first paragraph mutatis mutandis. The trustee shall act as the REIT Manager and charge the fee as actual from convene the Trust unitholder meeting.

2) Meeting and Chairman in the Trust Unitholder meeting

To constitute a quorum in the Trust unitholder meeting, there shall not be not less than 25 unitholders, holding in aggregate not less than one-third of total number of unit sold.

If, after one hour from the scheduled for the Trust unitholder meeting, the number of trust unitholder is insufficient to form a quorum as specified, if such trust unitholder meeting is convened as specified in 15.3.2(1) of the Trust Deed, it shall be cancelled . If such the trust unitholder meeting is not convened at the unitholder requested as specified in 15.3.2(1) of the Trust Deed, the meeting shall be called again and in such case, notice calling for the trust unitholder meeting shall be sent to the trust unitholder not less than 7 days prior the date of meeting. In the latter meeting, a quorum is not enforced.

Furthermore, under the Trust Act and related laws, the Trustee shall appoint the chairman in the Trust unitholder meeting, however if in such agenda is a conflict of interested with the chairman of the meeting, the chairman shall absent the meeting room in such agenda and the REIT manager shall appoint the person to be considered to be the chairman of the Trust unitholder meeting in such agenda.

If there is an agenda for consideration regarding conflict of interest of trustee and the REIT manager, trustee , the REIT manager and their proxy has no voting right on such agenda (in case trustee or the REIT Manager or their proxy hold the Trust unit) In case the trustee has conflict of interest in any agenda, the REIT Manager shall appointed the person to be the Chairman of trust unitholder meeting in such agenda, in case both trustee and the REIT manager both have conflict of interest in any agenda, the trust unitholder meeting shall appointed person as the chairman.

Additionally, the Chairman of the Trust unitholder meeting has authority as detail below

- (1) Control and perform the Trust unitholder meeting to be in order.
- (2) Specified the method to perform the trust unitholder meeting by the consideration of the Chairman if it deemed necessary such that the consideration procedure and voting in any agenda perform in order and efficiency.
- (3) To ensure that the Trust unitholder meeting is complied with the Trust Act and related laws and perform in order, the chairman shall sojourn the debate or make any consideration of any matter related to the meeting.

In a case that the votes for resolution are equal, the Chairman is entitled to cast the vote. The vote cast by the Chairman in such agenda shall be final.

3) Proxy grant

In the Trust unitholder meeting, the Trust unitholder could grant the authority to attend the Trust unitholder meeting. The REIT manager shall send the proxy form, that specific by trustee, to the Trust unitholder along with the meeting notice.

The Proxy form shall be submitted to the chairman of them meeting before the meeting started

4) Counting vote

The Trust unitholder has one voting right equal to 1 unit of trust holding, and the trust unitholder has non - conflict of interest in such agenda.

5) Resolution

Excepting the Trust Deed indicate other, in casting vote, the resolution of the Trust's unitholder shall be

- I. In normal case, a majority of the votes of the Trust unitholder who attend the meeting and have the right to vote.
- II. In the following cases, a resolution shall be passed by affirmative votes of not less than three – fourths of the total number of votes of unitholder who attend the meeting and have the right to vote
 - (1) To acquire or sale the main assets with value from 30% of total asset of the Trust
 - (2) To increase or reduce of the paid up capital of the Trust that is not indicated prior on the Trust Deed
 - (3) To increase the Trust's capital by General Mandate
 - (4) To transact business with the REIT Manager or related parties with the REIT Manager with the transaction value from (20,000,000) baht or more than 3 percent of Net Tangible asset of the Trust or which one is higher
 - (5) To amend the distribution policy and return capital to the Trust's unitholder
 - (6) To alter the trustee or the REIT Manager , however to alter the REIT Manager shall be comply with the no. 18.5 Of the Trust Deed
 - (7) To amend the Trust Deed regarding significant effect to the trust unitholder's right
 - (8) Dissolution of the Trust

However, the resolution of the Trust unitholder that would result in conflict of the Trust or the Trust's management with the Announcement of Sor Ror 26/2555 or related rules from the Securities Act or the Trust Act shall be deemed unenforceable.