

ประชุมผู้ถือหุ้นยทรัสต์ สามัญประจำปี 2562

หนังสือเชิญประชุมผู้ถือหุ้นยทรัสต์
ทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์ อิมแพ็ค โกรท

วันพฤหัสบดี ที่ 18 กรกฎาคม 2562 เวลา 10.00 น.
ณ แกรนด์ ไดมอนด์ บอลรูม อาคารอิมแพ็คฟอรั่ม
อิมแพ็ค เมืองทองธานี

2019 Annual General meeting of Trust unitholders

**Invitation to Trust unitholders IMPACT Growth
Real Estate Investment Trust**

Thursday, July 18, 2019, 10.00hrs.

Grand Diamond Ballroom, IMPACT Forum
IMPACT Muang Thong Thani

No. RMI 011/2019

Layout Showing Construction Route for Ramp leading onto Udon Ratthaya Expressway

Layout Showing Location of the Project Land

Subject: Invitation to Attend the 2019 Annual General Meeting of Trust Unitholders

Attention: Unitholders of IMPACT Growth Real Estate Investment Trust

- Attachments:
1. Copy of Minutes of 2018 Annual General Meeting of Trust Unitholders
 2. Annual Report as of March 31, 2019 (CD-ROM)
 3. Biography of the Trust's Auditors for the Year of 2019/2020
 4. Layout Showing Location of the Project Land
 5. Layout Showing Construction Route for Ramp leading onto Udon Ratthaya Expressway
 6. Trust Deed regarding Trust Unitholders' Meeting and Voting
 7. Profile of Independent Director as Proxy to Attend the 2019 Annual General Meeting
 8. Proxy Forms
 9. Map of the Meeting Venue
 10. Registration Form (Must Be Brought at the Meeting Date)

The Board of Directors of RMI Co., Ltd.("**Company**") as the REIT Manager of IMPACT Growth Real Estate Investment Trust ("**Trust**") summoned the 2019 Annual General Meeting of Trust Unitholders to be held on Thursday, July 18, 2019, 10.00 hrs at Grand Diamond Ballroom, IMPACT Forum, IMPACT Muang Thong Thani, Chaengwattana Road, Tumbol Ban Mai, Amphur Pakkred, Nonthaburi.

The Company had invited unitholders to propose the agenda regarding the 2019 Annual General Meeting of Trust Unitholders in advance from February 18, 2019 to May 16, 2019, but there was no such proposal, therefore the Board of Directors had set the agendas and details related to the meeting on the Trust's website: www.impactgrowthreit.com/IR, to consider the agenda as detailed below:

Agenda Item 1: To consider and acknowledge the minutes of 2018 Annual General Meeting of Trust Unitholders

Objectives and Reasons: The Company had prepared and sent the minutes of 2018 Annual General Meeting of Trust Unitholders that was held on July 16, 2018 to the Stock Exchange of Thailand ("SET") within the prescribed time frame and also was uploaded on the Trust's website and attached here with this letter as detailed in the ([Attachment No.1](#)) for enabling the unitholders to consider and acknowledge such minutes.

Opinion of the REIT Manager: The minutes of 2018 Annual General Meeting of Trust Unitholders that was held on July 16, 2018 was correctly and completely prepared thus it should be presented for acknowledgement at the 2019 Annual General Meeting of Trust Unitholders.

Resolution: This agenda shall not require any vote since it is a matter for acknowledgement of the unitholders.

Agenda Item 2: To consider and acknowledge the Trust's 2018/2019 operational performance

Objectives and Reasons: To comply with the Trust Deed, the Trust shall inform the Trust unitholders regarding the Trust's operational performance ended on March 31, 2019, which showed the Trust's performance in the previous year as detailed in the Annual Report as of March 31, 2019 ([Attachment No.2](#)). The operational performance could be summarized as detailed below:

Operational performance for the period of April 1, 2018 – March 31, 2019

Performance (Baht Million)	April 1, 2018 - March 31, 2019	April 1, 2017 - March 31, 2018
1. Total investment income	2,445.35	2,223.86
1.1 Service income	2,433.72	2,215.88
1.2 Interest income	3.69	1.67
1.3 Other income	7.94	6.30
2. Total expenses	1,165.59	1,030.51
3. Net investment income	1,279.76	1,193.35
4. Hall area (sq.m.)	122,165	122,165
5. Occupancy Rate (%)	51%	50%
6. Average Rental Rate (Baht/sq.m./day)	75	70

Opinion of the REIT Manager: The Trust's performance report for the year of 2018/2019 as showed in the Annual Report as of March 31, 2019 was correctly prepared and it should be presented for acknowledgement at the 2019 Annual General Meeting of Trust Unitholders.

Resolution: This agenda shall not require any vote since it is a matter for acknowledgement of the unitholders.

Agenda Item 3: To consider and acknowledge the Statement of Financial Position as well as Profit and Loss Statements for the fiscal year ended March 31, 2019 of the Trust

Objectives and Reasons: The Trust's statement of financial position and the profit and loss statements for the year ended on March 31, 2019 had been audited and certified by Ms. Wanwilai Phetsang , CPA No.5315 of EY Office Limited. The Board of Directors had considered that they were correctly and completely prepared in accordance with general accounting standards. On May 27, 2019, the Board of Directors had therefore approved the said statement of financial position and the profit and loss statements and also considered them to be proposed to the 2019 Annual General Meeting of Trust Unitholders for its consideration and acknowledgement. The details of the statement of financial position and the profit and loss statements are shown in the Annual Report as of March 31, 2019 ([Attachment No.2](#)).

The details of the financial information could be summarized as follows:

Particulars (Baht Million)	April 1, 2018 - March 31, 2019	April 1, 2017 - March 31, 2018
Balance sheet		
Total assets	20,737.81	20,618.10
Total liabilities	4,548.99	4,501.71
Net asset	16,188.82	16,116.39
Net asset value per unit (baht)	10.9199	10.8710
Statement of income		
Total investment income	2,445.35	2,223.86
Total expenses	1,165.59	1,030.51
Net investment income	1,279.76	1,193.35
Total realized and unrealized gains on investments	37.87	10.17
Net profit	1,317.63	1,203.51
Earning per unit (baht)	0.89	0.81
Statement of cash flows		
Net cash flows provided by operating activities	1,368.75	1,357.70
Net cash flows used in by financing activities	(1,412.26)	(1,279.47)
Net increase (decrease) in cash and cash at banks	(43.51)	78.22
Cash and cash at banks at beginning of the year	284.25	206.03
Cash and cash at banks at end of the year	240.74	284.25

Opinion of the REIT Manager: The Trust's statement of financial position and the profit and loss statements for the year ended March 31, 2019 were correctly prepared and audited and certified by CPA thus it should be presented for acknowledgement at the 2019 Annual General Meeting of Trust Unitholders.

Resolution: This agenda shall not require any vote since it is a matter for acknowledgement of the unitholders.

Agenda Item 4: To consider and acknowledge the 2018/2019 Distribution

Objectives and Reasons: The Trust had announced the distribution to the Trust Unitholders in order to comply with the Trust Deed, as specified that the REIT manager shall pay the distribution to unitholders not less than 90% of adjusted net profit and not over 4 times a year.

During 2018/2019 performance, the Trust had reported the net profit of Baht 1,317.63 million. The REIT manager had announced the 2018/2019 distribution at the rate of Baht 0.85 per one unit from the operation period of April 1, 2018- March 31, 2019.

The details of distributions are summarized below:

Performance	April 1, 2018 - June 30, 2018	July 1, 2018 - September 30, 2018	October 1, 2018 - December 31, 2018	January 1, 2019 - March 31, 2019	Total
Net profit (Baht million)	322.42	373.02	412.35	209.83	1,317.63
Number of unit trust (million units)	1,482.50	1,482.50	1,482.50	1,482.50	1,482.50
Distribution per unit (Baht)	0.20	0.22	0.24	0.19	0.85
Distribution payout	93%	89%	87%	161%	99%
Payment Date	September 6, 2018	December 12, 2018	March 7, 2019	June 27, 2019	

Opinion of the REIT Manager: The 2018/2019 distribution payments were complied with the distribution policy as specified on the Trust Deed thus it should be presented for acknowledgement at the 2019 Annual General Meeting of Trust Unitholders.

Resolution: This agenda shall not require any vote since it is a matter for acknowledgement of the unitholders.

Agenda Item 5: To consider and acknowledge the appointment of auditor and determination of remuneration

Objectives and Reasons: the REIT manager had considered and appointed the auditor of EY Office Limited as the Trust's auditor for 2019/2020 with remuneration of Baht 2,410,000. The names and CPA license numbers as follows:

1. Ms. Ratana Jala, Certified Public Accountant (Thailand) No. 3734 and/ or
2. Ms. Somjai Khunapasut, Certified Public Accountant (Thailand) No. 4499 and/ or
3. Ms. Wanwilai Phetsang Certified Public Accountant (Thailand) No. 5315

Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Trust. In the event that any of the above auditors are not available, EY Office Limited is authorized to identify any auditor of EY Office Limited who qualifies as a Certified Public Accountant to carry out the work instead of her.

The biography of the auditors as the (Attachment No.3)

Opinion of the REIT Manager: The REIT Manager had considered that the auditor of EY Office Limited had properly performed the duties, having knowledge and skill on the Trust's auditing and has no conflict of interest with the Trust whereby she can independently perform the duties. Thus the REIT Manager deemed to appoint EY

Office Limited, previously also was the 2018/2019 auditor, to be the Trust's auditor in the FY2019/2020 with remuneration of Baht 2,410,000 which same the last year and the fee for reviewing of the annual report is included, to the Trust. Thus it should be presented for acknowledgement at the 2019 Annual General Meeting of Trust Unitholders.

Resolution: This agenda shall not require any vote since it is a matter for acknowledgement of the unitholders.

Agenda Item 6: Any Other Matters (if any)

Agenda 6.1 To consider and approve the Project for the Construction of Additional Expressways to increase Downtown Expressway Channels

Objective and rationale: The REIT Manager considers it appropriate to propose to the unitholders to consider approving the IMPACT Growth REIT to undertake project for the construction of additional expressways from the area of the trust to Udon Rattaya Expressway leading to downtown, through the Easy Pass toll collection system, which constitutes disposal of asset and investment without return. In this regard, the assets to be disposed of are land and the investment budget for the construction of ramp leading onto Udon Rattaya Expressway as well as system work for two Easy Pass machines and other related equipment whereby the ownership in the completed project shall be transferred to the Expressway Authority of Thailand. The details of the assets to be disposed of and the investment budget are as follows:

1. Disposal of / transfer of ownership in certain part of the land represented by the title deed no. 30994 with the approximate area of 150 square wah (as per Attachment 4: Layout Showing Location of the Project Land) and the value pursuant to the asset valuation report as of 1 April 2019 of Baht 100,000 per square wah, with the total value of the land to be transferred being Baht 15,000,000.
2. The investment budget for the construction of system work for Easy Pass machines and other equipment as well as the engagement of law firm to participate in the negotiation for the purpose of executing relevant agreements to ensure maximum benefit to the trust amounts to approximately Baht 55,000,000 (excluding VAT, registration fee, and specific business tax, as well as other relating fees and expenses of which are under the REIT's responsibility (If any))
3. Transfer of the ownership in the construction of route as well as system and equipment work for such project to the Expressway Authority of Thailand (Attachment 5: Layout Showing Construction Route for Ramp leading onto Udon Rattaya Expressway)

In this regard, the disposal of assets of the trust without return shall be pursuant to the following conditions:

- (1) The trustee have confirmed that the process for the disposal of the trust's assets and investment in such project conform to the trust deed as well as the relevant laws, notifications, rules and regulations; and
- (2) The trustee have advised that the trust should obtain approval from the meeting of unitholders prior to the disposal of assets without return and taking any other relevant actions for the purpose of investment in the project for the

construction of additional expressways from the area of the trust to Udon Rattaya Expressway leading to downtown, through the Easy Pass toll collection system.

On this basis, the REIT Manager hereby proposes the unitholders to approve the disposal of assets without return and any other relevant actions for the purpose of investment in the project for the construction of additional expressways from the area of the trust to Udon Rattaya Expressway leading to downtown, through the Easy Pass toll collection system, with the details as proposed, and to approve the authorization of the REIT Manager and/or trustee to take the following actions

- (1) Determine the form of the asset disposal, the details of the assets, asset valuation method as well as appropriate amount of investment in the project for the construction of additional expressways from the area of the trust to Udon Rattaya Expressway leading to downtown, through the Easy Pass toll collection system, on this occasion as proposed.
- (2) Negotiate, execute, sign, submit and/or amend the agreements or obligations concerning the right to transfer the ownership in the land, procurement of equipment, engagement of contractors for the construction and system work as well as engagement of legal experts to proceed with the performance of agreements, mortgage agreements, documents and/or any other agreements related to these undertakings when the trust has received approval from the unitholders to dispose of the assets and invest in the project, including coordinating with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, government authorities or organizations, or any persons for such purpose etc.

The opinion of the REIT Manager: The IMPACT Arena, Exhibition and Convention Center, Muang Thong Thani, which is the trust's main asset and is a leading center in the exhibition and convention center market, holding several large-scale exhibitions with a huge number of audience and accommodating more than 40,000 vehicles per day. Whenever an event with a huge number of audience is organized such as large-scale exhibitions, large-scale conventions, concerts and shows and whenever an event is organized over an entire area, the traffic around the center and the exit from the center's main parking area i.e. Indoor Parking 1 and Indoor Parking 2 will become congested thereby causing significantly longer travelling time for vehicle users and dissatisfaction among vehicle users and customers who organize the event. The REIT Manager and Property Manager have undertaken the study, analyzed the problem and considered options for the solution of such problem, whereby the main problem is caused by the following main factors:

- (1) Simultaneously entry – exit from the area in huge number from the center's two parking areas of more than 8,000 vehicles per hour at the end of the exhibitions or concerts as well as continuous use of expressways as exit from the center by 2,000 vehicles per hour.
- (2) The vehicles leaving Indoor Parking 1 and Indoor Parking 2 and using the expressway all share the same route around the path leading up to the expressway at the Muang Thong Thani turnpike.
- (3) Out of the 4 accesses to the expressway, only one access has the Easy Pass system.

- (4) The traffic becomes congested at the traffic light intersection at IMPACT Forum thereby causing congestion in the areas surrounding the trust.

Therefore, the REIT Manager entrusts the Property Manager with the task of coordinating with Northern Bangkok Expressway Co., Ltd. and the Expressway Authority of Thailand and found the best solution to the traffic problem as follows:

- (1) Reduce the number of vehicles which use the expressway to prevent congestion at the Muang Thong Thani turnpike and mitigate consequent congestion in other areas.
- (2) Allow vehicles leaving Indoor Parking 1 under IMPACT Challenger to access the expressway directly from the area of the trust upon leaving the parking area.
- (3) Install two Easy Pass Machines to allow vehicles to promptly make an exit.

In order to achieve the above, the trust must comply with the following conditions:

- (1) Transfer the ownership in the land to the Expressway Authority of Thailand pursuant to the Expressway Authority of Thailand Act B.E. 2550 (2007) Chapter 3 Construction, Maintenance and Operation of the Expressway.
- (2) Invest in the construction of ramp leading onto Udon Rattaya Expressway as well as two Easy Pass machines.
- (3) Transfer the ownership in the route and equipment related to the expressway in this project after completion to the Expressway Authority of Thailand pursuant to the Expressway Authority of Thailand Act B.E. 2550 (2007) Chapter 3 Construction, Maintenance and Operation of the Expressway, whereby the Expressway Authority of Thailand shall itself be responsible for the maintenance and expenses in managing this expressway after receiving such asset.

Benefits to the trust and unitholders

- (1) Reduce traffic problem which is the main problem in managing the area of the trust at present with the tendency to increase in the future.
- (2) Increase the number of audience for customers who organize the event due to the decrease in traffic.
- (3) Provide convenience for the trust's customers who use the expressway thereby enhancing customers experience.
- (4) Develop facilities in the IMPACT Arena, Exhibition and Convention Center, Muang Thong Thani, which is the trust's main asset, in order to maintain the reputation and standard of service as the number one international exhibition and convention center in the country.

Nonetheless, the REIT Manager has also considered the impact to the trust, whereby the issues to be taken into account are as follows:

- (1) The transfer of the land to the Expressway Authority of Thailand thereby reducing the assets value (cost approach) at around Baht 15,000,000.
- (2) The construction may affect the use of the road in certain area but will not affect the area used to generate income whereby the REIT Manager will cooperate with the Property Manager in managing the use of such area to cause as least impact as possible to the trust's customers.
- (3) To ensure that the project is promptly completed, the trust will invest in the construction of the project and will deliver the project to the Expressway Authority of Thailand. In this regard, the expenses that may arise may cause certain small impact to the value of dividend that the trust will be able to pay to the unitholders. However, the impact will depend on the actual performance of the trust.

The REIT Manager opines that such transaction complies with the trust deed and relevant laws, and the disposal of the trust's assets and this investment in the project would be in the best interest of the trust according to the reasons stated above.

Moreover, the land to be disposed of with the value of Baht 15,000,000, the investment budget for the construction and procurement of equipment including expenses for the operation totaling Baht 55,000,000 (excluding VAT, registration fee, and specific business tax, as well as other relating fees and expenses of which are under the REIT's responsibility (If any)) are of the appropriate rate when compared with the benefit the unitholders will receive from the growth rate of the profit from the trust's future operation. The REIT Manager, the trustee and the Property Manager will negotiate with all the authorities, organizations or persons related to the project in order to generate maximum benefit and achieve a fair result for the trust.

In conducting this transaction, the REIT Manager will act in the trust's best interest. After considering the project, the Expressway Authority of Thailand will directly receive the benefit in assets related to this project under circumstances where it is not a person related to the trust. When considering other benefits, there are no any other persons connected or related to the trust who will receive benefit from this project.

In order to ensure the smooth operation of the above, the REIT Manager opined that the unitholders should approve the authorization of the REIT Manager and/or the trustee to take actions as proposed above.

The opinion of the trustee: For this matter, the trustee would like to offer the following opinion to the unitholders:-

1. The project for the construction of additional expressway entrances to increase downtown expressway channels as proposed by the REIT Manager constitutes disposal of partial of the main assets, for which the REIT Manager has undertaken the processes pursuant to the criteria of main asset disposal stipulated in the trust deed and relevant laws. Nevertheless, the investment on construction of this project will be an investment without direct return.

2. The project for the construction of additional expressway entrances to increase downtown expressway channels as proposed by the REIT Manager may affect the value of the asset appraisal evaluated via cost approach method in the approximate amount of Baht 15,000,000 due to the reduced land area. There may be potential impact during the construction to the traffic route which may need to be blocked off. In addition, distributions that the unitholders will receive may reduce because the trust will incur expenses in the project construction. Nonetheless, such expressway construction project may reduce the traffic congestion of the current downtown expressway entrances. Moreover, the faster vehicles' turnover in the main parking area, i.e. Indoor Parking 1, will be facilitated thereby allowing the trust's parking area to accommodate incoming vehicles more quickly.
3. The asset to be disposed of is the land, which the trust will transfer to the Expressway Authority of Thailand, has been fully appraised by an appraiser company approved by the Office of the Securities and Exchange Commission.
4. The Expressway Authority of Thailand, which will benefit from the assets to be disposed of, is not a related person of the trust or the REIT Manager. When considering other benefits, there are no any other persons related to the trust who will receive special benefit from this project.

Nevertheless, the trustee requests the unitholders to consider additional information from the opinion of the REIT Manager in the meeting invitation delivered to the trust's unitholders who are entitled to attend this meeting. In case that the unitholders have any queries in relation to the operation or any agenda for the trustee in the Annual General Meeting of the Impact Growth REIT Unitholders, the unitholders may raise such queries prior to the passing of the resolution in such agenda.

Resolution : This agenda must be approved by the majority of the unitholders who attend the meeting and is entitled to vote pursuant to the trust deed regarding the unitholders' meetings and resolutions since the trustee deems that such matter should be proposed to the meeting of unitholders for approval (pursuant to Attachment 6), whereby the unitholders who are voting in this agenda must not possess any special interest in such transaction.

The Company determined the list of unitholders being entitled to attend the 2019 Annual General Meeting of Trust Unitholders by setting the Trust Unitholders register book record date for suspension from the Trust unit transfer on June 25, 2019.


In this regard, to ensure that unitholder/proxy has convenient and fast service, please bring along the registration form as ([Attachment No.10](#)), or/and the proxy form (with Baht 20 duty stamp affixed) with identification document as indicated on the ([Attachment No.8](#)) to present at the registration desk at the meeting date.

And if the unitholder wishes to grant the proxy to the Independent Director of the Company, the unitholder could appoint Mr. Chirakhachorn Chaturabatara, an independent director, as proxy, his profile is detailed in the [Attachment No.7](#).

The Company must receive the proxy along with the proxy's documents by July 12, 2019 addressed to Investor Relation Dept. RMI Co., Ltd., 47/569-576, 10th Floor, New Geneva Building, Popular 3 Road, Tambon Ban Mai, Amphur Pakkred , Nontaburi Province 11120.

The unitholders of IMPACT Growth Real Estate Investment Trust are cordially invited to attend the meeting as time, date and venue stated above.

Sincerely yours,



(Colonel Phichai Namsirikul)

Chairman

IMPACT GROWTH REIT

Minutes of the Annual General Meeting of Trust Unitholders 2018

Date, time, and venue

The meeting was held on Monday July 16, 2018 starting at 10.00hrs. at Grand Diamond Ballroom, IMPACT Forum, IMPACT Muang Thong Thani.

Board of Directors of RMI Co., Ltd. as REIT Manager attending the meeting

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|------------------------------------|----------------------|
| 1. Colonel Phichai Namsirikul | Chairman |
| 2. Mr. Naputt Assakul | Director |
| 3. Mr. Chirakhachorn Chaturabatana | Independent Director |

Management of RMI Co., Ltd. as REIT Manager attending the meeting

- | | |
|----------------------------------|---|
| 1. Ms. Wanphen Mungpiensakul | Managing Director |
| 2. Mrs. Varin Rachakij | Internal Audit and Risk Management Director |
| 3. Mr. Chiradej Somprasong | Marketing and Business Development Director |
| 4. Mr. Anucha Prapatanaporn | Senior Accounting and Finance Manager |
| 5. Mr. Prasong Phadungkiatwatana | Senior Risk Management Manager |
| 6. Mrs. Anyanee Kerrick | Senior Investor Relations Manager |

Representatives of Property Manager, IMPACT Exhibition Management Co., Ltd

- | | |
|------------------------------|--------------------|
| 1. Mr. Shuipang Kanjanapas | Managing Director |
| 2. Ms. Kunwadee Jintavorn | Executive Director |
| 3. Mrs. Acharawan Suparngrat | Director of Sales |

Representative of Trustee, Kasikorn Asset Management Co., Ltd.

- | | |
|---------------------------------|---|
| 1. Mr. Vittawat Ajchariyavanich | Executive Vice President |
| 2. Mr. Kemachart Suwanagul | First Senior Vice President |
| 3. Ms. Sasan Siravich | Head of Trustee for Real Estate Investment Trust Department |

Auditors of EY Office Limited

- | | |
|-------------------------------------|---------------|
| 1. Ms. Sirikorn Plernpissiri | Partner |
| 2. Ms. Wanwilai Phetsang | Partner |
| 3. Ms. Chalermjai Wattanaweerangkul | Audit Manager |

Legal Consultants of Siam Premier International Law Office Limited

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|-----------------------------------|-----------|
| 1. Ms. Kulkanist Khamsirivatchara | Partner |
| 2. Miss Pornpilai Kosolprapha | Associate |

Ms. Romrumpha Rermru, master of the ceremony to the meeting, clarified that RMI Company Limited as REIT Manager made a trust unitholder register book closing on June 22, 2018 to allow attendance of 2018 Annual General Meeting of the Trust Unitholders (AGM) with 6,415 unitholders and distributed 1,482,500,000 trust units in total. In this regard, The Company had provided opportunity for unitholders to submit items on the agenda for this meeting in advance as stated from March 20 - May 18, 2018. However none of unitholders had proposed an item. Thus the director had appointed the item agenda of this meeting, which the Company had disclosed the information and detail in advance via the Trust's website, www.impactgrowthreit.com/IR, June 21, 2018 and had distributed the meeting notification on June 29, 2018 or 18 days prior the meeting date.

There were 412 unitholders presented in person and by proxy occupying 1,108,616,212 trust units or 74.7802 % of entirely distributed trust units. The quorum to constitute the meeting was sufficient in accordance with Trust Deed which required a minimum of 25 total unitholders and one-third trust units, from the entire distributed trust units, presented in the Trust meeting.

Then, the master of ceremony introduced the board of directors, REIT Manager's management, representative of Property Manager of IMPACT Exhibition Management Co., Ltd., representative of trustee of Kasikorn Asset Management Co., Ltd., representative of auditor of EY Office Limited, and legal consultant of Siam Premier International Law Office Limited.

Colonel Phichai Namsirikul, Chairman, called the meeting to order, and assigned the master of ceremony to proceed with the meeting including clarification on meeting regulations, casting vote, and counting vote to the unitholders.

Clarification to the unitholders prior to the meeting

In this meeting, all of agendas in the meeting were for acknowledgement. There was no agenda for approval. Therefore, there was no casting vote. However the principal of the casting vote and counting vote shall be informed as details below:

1. In terms of casting vote, based on the Trust Deed, the unitholders hold 1 vote per 1 trust unit. The unitholder who is eligible to cast the vote must not be a stakeholder involving in special interest on a matter under consideration. In any resolution approval, trust would not count the votes cast from unitholders or same group of persons with those unitholders having special interest on the matter requested for resolution.

2. In any resolution of agenda, the Chairman would ask whether there is any disagreement or abstention of unitholder. The unitholder who disagreed or abstained were required to put a cross in a box as wished together with giving his/her signature on a ballot and raised his/her hand as a sign for an officer to take his/her ballot to count votes. The unitholder who did not have any objection or abstention would be considered as giving approval to an agenda proposed without casting his/her vote in the ballot.

A proxy whose grantor identified his/her votes as approval, objection, or abstention in a power of attorney for any agenda, the proxy should not cast any vote in the ballot. The Trust would count the votes from the power of attorney. However, in a case that the grantor did not identify his/her votes in the power of attorney, the proxy is required to cast a vote in each agenda on behalf of the unitholder.

3. The votes would be counted by deducting the votes of objection and abstention from the total votes in the meeting. Any unitholder who did not raise his/her hand for objection or abstention, or deliver the ballot, such action would be considered approval of agenda as proposed. The Chairman would announce a number of votes of each agenda after casting votes in each agenda was completed.

4. In a case that the unitholder or proxy had any inquiry or intended to give any opinion in relation to any agenda, he/she could pose questions for that agenda. Nonetheless, if he/she had any question or opinion in other matters, the question or opinion should be informed in the last agenda of meeting. He/she was required to use microphone arranged by the Company together with identifying his/her name and surname, and his/her status as unitholder or proxy to be useful for minutes of meeting. He/she should pose question or give opinion briefly and accurately to give an opportunity to other unitholders to exercise their rights.

The meeting was commenced.

Agenda Item 1: Acknowledgment of the minutes of 2017 Annual General Meeting of Trust Unitholders

The master of ceremony reported that the Company sent the minutes of 2017 Annual General Meeting of Trust Unitholders that was held on July 17, 2017 to the Stock Exchange of Thailand ("SET") within the prescribed time frame and also was uploaded on the Trust's website and distributed with the meeting notice as the attachment no.1 to all unitholders for consideration prior the meeting

The master of ceremony asked the unitholders whether they had any opinions/questions relevant to the minute of 2017 Annual General Meeting of Trust Unitholders or not.

There was none

Resolution: This agenda was not require any vote since it was a matter for acknowledgement of the unitholders.

Agenda Item 2: Acknowledgement of the Trust's 2017/2018 operational performance

Ms. Wanphen Mungpiensakul, Managing Director of RMI Co.,Ltd. as REIT Manager reported the Trust's operational performance for year 2016/2017 as summarized below:

Performance ((Baht Million)	April 1, 2017 – March 31, 2018	April1, 2016 – March 31,2017
1. Total Investment Income	2,223.86	1,911.78
1.1 Service Income	2,215.88	1,902.50
1.2 Interest Income	1.68	1.23
1.3 Other Income	6.30	8.05
2. Total Expenses	1,030.51	919.59
3. Net Investment Income	1,193.35	992.19
4. Hall Area (Square meter)	122,165	122,165
5. Occupancy rate	50%	46%
6. Average Rental Rate (Baht/sq.m./Day)	70	64

The Trust's revenue structure composed of 5 sources of services incomes;

1) Exhibition Venue Service 82% 2) Catering Right Fee 7.5% 3) Long - Term Rental 7% 4) Parking Services 3% and 5) Media Rights Fee 0.5%

The master of ceremony asked the unitholders whether they had any opinions/questions relevant to Trust's 2016/2017 operational performance or not.

There was none

Resolution: This agenda was not require any vote since it was a matter for acknowledgement of the unitholders.

Agenda Item 3: Acknowledgement of the Statement of Financial Position as well as Profit and Loss Statements for the fiscal year ended March 31, 2018 of the Trust

Ms. Wanphen Mungpiensakul, Managing Director of RMI Co.,Ltd. as REIT Manager reported the Trust's financial statement for the year April 1, 2017 - March 31, 2018 had been audited and certified by by Ms. Ratana Jala , CPA no. 3734 from EY Office Limited. The Board of Directors had considered that they were correctly and completely prepared in accordance with general accounting standards.

On May 24, 2018, the Board of Directors had therefore approved the said statement of financial position and the profit and loss statements and also considered them to be proposed to the 2018 Annual General Meeting of Trust Unitholders for its consideration and acknowledgement.

The details of the financial information could be summarized as follows

Particulars (Baht Million)	April 1, 2017 - March 31, 2018	April 1, 2016 - March 31, 2017
Balance sheet		
Total assets	20,618.10	20,471.96
Total liabilities	4,501.71	4,447.31
Net asset	16,116.39	16,024.66
Net asset value per unit (baht)	10.8710	10.8092
Statement of income		
Total investment income	2,223.86	1,911.78
Total expenses	1,030.51	919.59
Net investment income	1,193.35	992.19
Total realized and unrealized gains on investments	10.16	6.47
Net profit	1,203.51	998.66
Earning per unit (baht)	0.81	0.67
Statement of cash flows		
Net cash flows provided by operating activities	1,357.69	1,205.47
Net cash flows used in by financing activities	(1,279.47)	(1,254.08)
Net increase (decrease) in cash and cash at banks	78.22	(48.60)
Cash and cash at banks at beginning of the year	206.03	254.63
Cash and cash at banks at end of the year	284.25	206.03

The master of ceremony asked the unitholders whether they had any opinions/questions relevant to the Trust's financial statement or not. There was none

Resolution: This agenda was not require any vote since it was a matter for acknowledgement of the unitholders.

Agenda Item 4: Acknowledgement of 2017/2018 Distribution

Ms. Wanphen Mungpiensakul, Managing Director of RMI Co., Ltd. as REIT Manager reported that in ordered to comply with the Trust Deed, as specified that the REIT manager shall pay the distribution to unitholders not less than 90% of adjusted net profit and not over 4 times a year.

During 2017/2018 performance, the Trust had reported the net profit of Baht 1,203.51 million. The REIT manager had announced the 2017/2018 distribution at the rate of Baht 0.78 per one unit from the operation period of April 1, 2017- March 31, 2018.

It was considered to be acknowledged at the 2018 Annual General Meeting of Trust Unitholders as details below:

Performance	April 1, 2017 - June 30, 2017	July 1, 2017 - September 30, 2017	October 1, 2017 - December 31, 2017	January 1, 2018 - March 31, 2018	Total
Net profit (Baht million)	316.59	328.20	342.55	216.17	1,203.51
Number of unit trust (million units)	1,482.50	1,482.50	1,482.50	1,482.50	1,482.50
Distribution per unit (Baht)	0.19	0.20	0.21	0.18	0.78
Distribution payout	90%	92%	91%	127%	97%
Payment Date	September 7, 2017	December 8, 2017	March 8, 2018	June 21, 2018	

The master of ceremony asked the unitholders whether they had any opinions/questions relevant to the Trust's distribution payment or not

There was none

Resolution: This agenda was not require any vote since it was a matter for acknowledgement of the unitholders.

Agenda Item 5: Acknowledgement of the appointment of auditor and determination of remuneration

Ms. Wanphen Mungpiensakul, Managing Director of RMI Co.,Ltd. as REIT Manager reported that REIT Manager had considered and appointed EY office limited (Formerly known as Ernst & Young Office Limited) as the Trust's auditor for 2018/2019. The names and CPA license numbers as follows:

1. Ms. Ratana Jala, Certified Public Accountant (Thailand) No. 3734 and/ or
2. Ms. Somjai Khunapasut, Certified Public Accountant (Thailand) No. 4499 and/ or
3. Ms. Wanwilai Phetsang Certified Public Accountant (Thailand) No. 5315

Any of the above auditors could conduct the audit and express an opinion on the financial statements of the Trust. In the event that any of the above auditors are not available, EY Office Limited is authorized to identify any auditor of EY Office Limited who qualifies as a Certified Public Accountant to carry out the work instead of her.

The REIT Manager had considered that the EY office Limited had properly performed the duties, having knowledge and skill on the trust's auditing and had no conflict of interest with the Trust whereby she could independently performed the duties. Thus the REIT Manager had considered to appoint EY Office Limited, previously also was the 2017/2018 auditor, to be the Trust's auditor for the year 2018/2019 with remuneration of Baht 2,410,000 which lower than last year and the fee for reviewing of the annual report was included. Thus it was considered to be acknowledged at the 2018 Annual General meeting of Trust Unitholders.

The master of ceremony asked the unitholders whether they had any opinions/questions relevant to the of appointment of auditor and determination of remuneration or not

There was none

Resolution: This agenda was not require any vote since it was a matter for acknowledgement of the unitholders.

Agenda Item 6: Other matters

The master of ceremony informed the meeting that the trust unitholders would receive opportunities to raise questions and to give recommendations regarding other matters in the next agenda.

<p>1.Mr.Sahatong Teerachotemongkol Trust unitholder</p>	<ul style="list-style-type: none"> — What was the maximum occupancy rate? — If used maximum occupancy rate as 100%, how much left for occupancy rate growth? — From Queen Sirikit National Center (QSNCC) would be closed for 3 years. Some of their exhibitors moved to IMPACT Exhibition Center but after QSNCC would be back for operation, the exhibitors had a high potential to relocation back to QSNCC as its location suited with their client base more than IMPACT Exhibition Center. — Was there any chance that REIT's clients would move to QSNCC as its hall area would be expanded? How the management team had prepared with this treat?
<p>Ms. Wanphen Mungpiensakul: Managing Director of RMI Company Limited REIT Manager</p>	<ul style="list-style-type: none"> — Maximum occupancy rate in the exhibition business is 70% — If used maximum occupancy rate at 70% calculated as 100%, the current occupancy at 50% would be at 70% of maximum occupancy rate. — During QSNCC closed for renovation, only partial of their exhibitions moved to the Trust's area as the limitation of the vacancy in each period. — When QSNCC completed their renovation, would exhibitors move back to QSNCC? However Trust would not take the entire exhibitors from QSNCC as each exhibitor was familiar with the location and local visitors. — For relocation, this would brought the public relation and advertising expenses in order to inform the visitors about the relocation, which it was a high cost thus we expected that the exhibitors had a successful event and received a good service from the Trust, would not relocated to the new exhibition center. — For QSNCC's hall area, it would be announced in the future, it was expected to be smaller than the Trust's area, as the result, the big events could not be relocated.

1.Mr.Sahatong Teerachotemongkol Trust unitholder	<ul style="list-style-type: none"> For the rest 30%, what was the plan to increase more clientss or what was the policy to obtain new clientss? For existing clientss, would they consider to increase the rental space?
Mr. Shuipang Kanjanapas: Managing Director IMPACT Exhibition Management Co., Ltd. Property manager	<ul style="list-style-type: none"> When QSNCC came back on operation, it was expected to be bigger than it was. For the big events and they were the Trust's client and satisfied, we expected the clients would not cancel to organized the events at the Trust, but instead they would organized additional events at QSNCC. For the example, Home and Garden event, previously held the event annually. Recently, it was held additionally at BITEC Center. For exhibitors, they would like to hold the event as many as they could, not only in Bangkok, but expanded to up country. The exhibitors organized the events for revenue and net profit thus it shall not restrict to hold the event only once a year, if they found there was an opportunity. For property manager, we always encouraged the exhibitors to increase number of holding event. To increase occupancy rate from 70% to 100% depends on time and vacancy period, there were some existing client that would like to hold the event more or new clients that never been the Trust's client, would like to hold event during occupied period. The Trust was similar to hotel business in the sense of the high demand during weekend or long holidays, for the Trust, there was a high demand during some certain period such as end of the month. During these period the Trust's area always occupied. The Property manager tried to arrange area and facilitate the clients as much as we could. For acquire new clients, the property manager had launched Marketing campaign or Promotion such as complimentary items, but not the price discount as once we gave price discount , increasing rental rate in 2nd and 3rd year would be difficult , so rather the property manager gave complimentary items for the example Microphone, projector or extra hours. During QSNCC closed for renovation, the events moved to the Trust's area would be informed by Sale Director, as the Property Manager in the next session.
2. Mr.Boobruen JangBua Trust unitholder	<ul style="list-style-type: none"> For the extension line of Pink Line Monorail to IMPACT Muang Thong Thani, what would it be impact to the Trust?
Ms. Wanphen Mungpiensakul: Managing Director of RMI Company Limited REIT Manager	<ul style="list-style-type: none"> For the extension line , there would be 2 sub-staion; 1st station would be near IMPACT Challenger Building , expected to build the linking bridge between IMPACT Challenger building to the 1st sub-station so that the visitors have more convenient to commute to the exhibition

	<p>area. Another station would be near the lake. The Trust would gain benefit from both stations, to both car driving visitors and mass transit visitors as monorails could facilitate car driving visitors by transport them from parking lot at the lake in to the exhibition area. The monorail could support the exhibition show of the Trust as some visitors would not like to drive such as concert visitors but for not for Consumer show event as visitors tend purchase item in bulk amount. Additionally, land surrounded the Trust's area would be developed, the residents nearby would gain benefit and the number of residents would be increased and the appraisal value of the Trust's land would be increased accordingly.</p>
<p>Mr. Direk Koonnawutwanij Trust unitholder</p>	<ul style="list-style-type: none"> — Admiring the management team and directors that could increased the revenue and net profit, thank you to EY Office Limited as to decrease the auditor fee or it could be from the ability of the management team that could negotiate the fee and it could be decreased in the following years. — The Trust had cash approximately 270 million baht carried interest rate at 0.62%. Could it be possible to invest it so that would increased interest income? — During the monorail construction, Chaengwattana Road would had a severe traffic jam. What was the measurements to relieve the difficulty of visitors commuting and willing to visit the event? — The problem that unitholder had, it was during 9.00hrs. – 10.00hrs. the officer tried to relief the traffic by let the drivers drove detour before direct in to the car park, in his opinion to relief the traffic, it rather let the car directed in to car park so that the visitors would have more convenient
<p>Ms. Wanphen Mungpiensakul: Managing Director of RMI Company Limited REIT Manager</p>	<ul style="list-style-type: none"> — Cash approximately 270 million Baht, the Trust had invested in low risk investment, partially invested in debt instrument and the rest would be used for working capital and paid the distribution. At the end of each quarter, there was some big amount of cash position on balance sheet but afterward it would be paid out for the distribution. Anyhow, investment of excess cash would be considered by REIT Manager regularly. — At the present, monorail construction was started, and the Trust had aware all these problems. The Trust would implemented the public relation program to inform visitors to avoiding Chaengwattana Road via using Express way, exit at IMPACT Exhibition Center or exit at

	<p>Srisaman and turn back to IMPACT Exhibition Center Muang Thong Thani, in order to facilitate visitors with easy access to the event.</p> <ul style="list-style-type: none"> — The Trust had department unit, was in charge of area administration, which was under Property Manager, it was name “City Management” Department. The department would take care of overall area, security, and safety and traffic control. The traffic principle was retain fewer cars on the road. For the period that Trust unitholder had experienced, could not cross the road. The city management's officer, was not neglect, but looked at overall and made a consideration. In each week and each event, Property manager would plan that which event would be a significant impact to the visitors and adjusted the plan according to the situation. For Trust unitholder would be the case that first plan the drivers must drive straight detour to relief road, after the car was reduced, the officers would change the plan in concurrent. During the Trust unitholders had the problem, it may caused from in the transition period of traffic plan adjustment.
<p>4.Ms. Bussakorn Ngamsuthadol</p> <p>Trust unitholder</p>	<ul style="list-style-type: none"> — Thank you to the Trust, every time that the Trust unitholder attended the meeting, the Trust always had a good improvement and good business trend. — What was the 2019 business plan? And how much revenue growth? — At the present, the Trust's market share approximately was at 60% and QSNCC's market share was approximately at 10% but the Trust's occupancy rate was at 50% which was already full capacity. — In the next 2-3 years, would there be any growth? Or any significant treat that should be concerned? — For rental management, would it be booking in advance? — For rental rate, would it be an adjustment according to inflation? — Was it possible to increase the rental rate every year or adjusted according to interest rate that would be increased?
<p>Ms. Wanphen Mungpiensakul:</p> <p>Managing Director of RMI Company Limited</p> <p>REIT Manager</p>	<ul style="list-style-type: none"> — The Trust's business plan in 2019, expected growth was at 4-5% from last year. — For occupancy rate at 50%, the Trust could grow more. — For rental rate that recognized in advance, the policy would be answered by the Property manager.
<p>Mrs. Acharawan Suparngkarat</p> <p>Director of Sales Department</p> <p>IMPACT Exhibition Management Co., Ltd. as the</p> <p>Property Manager</p>	<ul style="list-style-type: none"> — The rental rate would be adjusted every 2-3 years, depends on the customer's type. For market share, at the present, the occupancy rate was at 50% and the maximum capacity was at 70% which there were some rooms for Property Manager to increase more customers but it

	<p>also depends on whether would be duplicate on the customer's profile, which could not be held simultaneously. But latterly, there were new customers' profile consequently the Trust could utilized the rental area to maximized the highest utility, by held new profile events in to all the Trust's halls simultaneously.</p>
<p>5. Mr.Hangchai Akkawasakul Proxy of Mr.Kittiwat Sujarijpong and Mr. Supoj Aeorchailerjkul</p>	<ul style="list-style-type: none"> — The Trust unitholders concerned on traffic matters.He is the resident in Muang Thong Thani Soi C4, found out that it would be a traffic problem during the exhibition show date, affecting to the charming of holding the event in Muang Thong Thani, thus the Trust should solve the traffic problem. — The Trust unitholder suggested that the ทางเดินของคนไปมา to be the additional entrance and exit ways, this would be benefit to the Trust. This problem, also was a major problems to the visitors, should be rectified. Next year, there would be a monorail's consrruction affecting to the traffic problem to be worsen. Trust unitholder recommended using lake side area to be a paking lot. — QSNCC would be closed, how much would benefit to the Trust?
<p>Ms. Wanphen Mungpiensakul: Managing Director of RMI Company Limited REIT Manager</p>	<ul style="list-style-type: none"> — Thank you so much for all of your suggestions, the executive team already informed the meeting on traffic management plan and the matter of QSNCC closure.
<p>6.Ms. Naree Saelee Trust Unitholder</p>	<ul style="list-style-type: none"> — In the morning the trust unitholder used the shuttle bus service to transport from Chaengwattana road in to IMPACT Forum. Was this service for trust unitholder to attend AGM? If this service was a regular basis, it need to be informed in the invitation letter so that it would be transportation option for unitholder.
<p>Ms. Wanphen Mungpiensakul: Managing Director of RMI Company Limited REIT Manager</p>	<ul style="list-style-type: none"> — Thank you so much, trust will public this matter further.
<p>7.Mr.Sakchai Sakulsrimontri Trust unitholder</p>	<ul style="list-style-type: none"> — As QSNCC would be closed, their customers would scattered to 2 centers; BITEC and IMPACT. But in the future, after QSNCC expanded their space and came back operatedbusiness as normal. Trust may could not obtain the lessee which would be a disadvantage. Please consider the utilization rate and the politic risk that would occur during election period. — Comparing Trust's hall area and BITEC, which one is bigger?
<p>Ms. Wanphen Mungpiensakul: Managing Director of RMI Company Limited</p>	<ul style="list-style-type: none"> — As this matters already be informed the meeting earlier, the exhibitors would like to increase holding the events. If the exhibitors that moved

REIT Manager	from QSNCC had a successful feedback with IMPACT Exhibition Centre. They would preferred to organize the events in both places. Thus the Trust would not lost customer except in case there was an economic slowdown.
Mr. Shuipang Kanjanapas: Managing Director IMPACT Exhibition Management Co., Ltd. Property manager	– For this matter, rather let Director of Sales, IMPACT Exhibition Management Co., Ltd informed the meeting on Performance Highlight.

The master of ceremony invited Director of Sales Department of IMPACT Exhibition Management Co., Ltd. as the Property Manager to provide the information on Performance Hilight as detailed below;

- For overall in this year, IMPACT Exhibition Center Muang Thong Thani , after QSNCC announced to be closed for renovation in the early of 2019, there were some events would moved to exhibit in IMPACT Exhibition Center Muang Thong Thani, totally 3 events which were the result from Property manager had approach the organizers in advance.
- For 1st event was BBB... Baby and Kids Best Buy no.31, was held during 5-8 July 2018 at IMPACT Challenger Hall 3. This event has expanded the show area from 12,000 sq.m. to 20,000 sq.m. The event organier had very good feedback from exhibitors and visitors; especially on the the parking space and service such as shopping cart service. Hence, this event would continue to be held the 2nd time in September 2019.
- 2nd event was Thai national Book Fair no. 49 would move to held at IMPACT exhibiton Center Muang Thong Thani for the fist time in October 2019, IMPACT Challenger with total area of 20,000 sq.m.
- 3rd event was Thailand Coffee Fest, held in March 2019 at IMPACT exhibition Center Muang Thong Thani, also increased the show are from 6,243 sq.m. to 10,000 sq.m. It was expected to receive a good feedback therefore **the** show area could be expanded recurrently which it was a good tendency to the Trust.
- Property manager had contacted the QSNCC's customer, encouraged them to hold events at IMPACT Exhibition Centers. Currently there were some event still on negotiation process.
- Not only the Trust had some events that moved from from QSNCC but also had gain the new event types, from both private and public sector. Consequently, the new events increased 155% from last year. And there was also existing event with area expansion which was THAIFEX World of Food Asia. It's area was at IMPACT Challenger Hall 1-3 with 60,000 sq.m. and IMPACT Exhibition Center Hall 1-8 with 47,000 sq.m. total show area was 107,000 sq.m. or 14% show area growth.
- Number of consumer product events (B to C) grew at 27% compared with the same period of last year. In addition from some events moved from QSNCC, also the Trust had the new government event, BIOFACH Southeast Asia 2018 and Natutal Expo Southeast Asia 2018 , the organics product fair. Also there were new events from private sector such as food and tourism events.

- Trade Exhibition (B to B), increased 20% compared with same period of last year. For the example; SILMO Bangkok 2018, eye glasses fair was held during 19-21 June 2018 . And another event was Medical Devices ASEAN 2018 , the Global Medical innovation event, it was held during 11-13 July 2018 at IMPACT Exhibition Center Hall 1-2
- For Convention or International meeting from the public association or the s a gathering of individuals who meet at an arranged in order to discuss or engage in some common interest, based upon industry and profession. In this year, The Trust gain new event from Convention category, in term of revenue, grew at 33%.
- Incentive or meeting and travel rewards to the organization. In this year, The Trust receive demand from China and India, consequently, incentive revenue increased 110%
- Concert, this year, the Trust received concert booking from both domestic and international , thus the concert revenue increased 37%
- Overall for this year , the Trust gained area booking increased at 11% from last year, the Property Manager target 1,000 events

The master of ceremony asked the meeting if there were any recommendations/questions concerning other matters.

The trust unitholders provided opinions and raised questions additionally as the summary below.

<p>1. Mr.Huan Pintupan Trust Unitholder</p>	<ul style="list-style-type: none"> - The Trust unitholder is in Muang Thong Thani Project 2 and found that there were some problems as there were buildings construction and shopping centres. In the future the trouble in Muang Thong Thani would be magnified. The trust should invested some project to relieve the problem as detail below ; - 1st problem: flood, wastewater and polluted water. Especially when there was a heavy rain, it would be difficult to be drained out. 2nd problem: garbage. This problem would be increased as the number of population increased 3rd problem: environment and wasteland 4th problem: traffic. When there were exhibition shows, the number of car increased significantly, the trust unitholder live in Muang Thong Thani, in – out traveling time from Muang Thong Thani took 1hr each time. - The Trust unitholder suggested that for the 1st problem, flood and wastewater, the Trust should have wastewater treatment plant. For the 2nd problem, garbage, was it possible for Muang Thong Thani to provide waste disposal plant rather wait for the municipal and for the 3rd problem , environment, the Trust unitholder had inform on the overgrown grass near the pond, as there were only a few officers , thus after 4-5 month the grass were never be taken care of. The trust unitholder suggested that should increase number of office. And the 4th problem, for traffic
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	<p>problem there should be some investment to releieve the traffic problem.</p>
<p>2.Miss Hathaporn Foongsakorn Trust Unitholder</p>	<ul style="list-style-type: none"> What is the Trust's par value? Is the current market price affected by the market volatility? And how much the affected and what would affect to the price change? What is the price trend? How much of increasement of the new unitholder's proportion?
<p>Mr. Shuipang Kanjanapas: Managing Director IMPACT Exhibition Management Co., Ltd. Property manager</p>	<ul style="list-style-type: none"> For the environment surround Muang Thong Thani , 1st problem , traffic , this issue had a regulary rectification . The property manager had planned to expand the exit road so that the visitor could travel in and out more convenient. This problem is always be considered, but sometime the visitors did not know which building they should entered , so they always stopped and asked the security guard , the Property manager instructed the guard that this should only a short period as there were cars line down . In other casem the visitor drove around just to search for special parking area or closest to the building. The Property manager attempted to communicate with visitor via application and cooperate with Google so that the visitor could enter into the building quickly. Also ecourage visitors downloaded IMPACT application so that the Property manager could inform the data, along with Facebook, JorSor100 and other social media to keep visitor update. For the flood problem, this is the issue that always be rectified. Found out that the resident owners dump their garbage through the pipe without the strainer thus the garbage clog up the pipe. Whenever it was a heavy rain, the drainage took longer time. The Property manager always rectified this issue and may continue to do so.
<p>Ms. Wanphen Mungpiensakul: Managing Director of RMI Company Limited REIT Manager</p>	<ul style="list-style-type: none"> The Trust's par value at the offered price at 10.60 Baht, the present market price at today was around 17.20 Baht. The Trust's price whether would be increasd or not, The REIT Manager could not answer that, but depends on the confident of investor that would like to buy the unit trust, if so, the Trust's price would have a chance to be increased. The proportion of institution trust unitholder had increased while the retail trust unitholder had decreased.
	<ul style="list-style-type: none"> For sale offering to foreign customers, Could it be possitbe for the Trust to use some technology such as online broadcast as if the visitor came to visit the show by themselves? If the Trust could provide that , it could be more motivatation for foreign customers to use the Trust's service as

	there would be 2 Channels which are 1) enter to the event by themselves and 2) watch the event online . This could increase the efficiency of event visiting.
Mrs. Acharawan Suparnngkarat Director of Sales Department IMPACT Exhibition Management Co., Ltd. as the Property Manager	— There were many customers live their own event as the exhibitor would like the visitor could watch live event such as Motor Expo. The Property Manager also provided this service, we would inform the customers that the Property manager also helped to public the show as well.
4. Mr. Huan Pintupan Trust unitholder	— In case of polluted water, there should be a water treatment plant. And from the flood problem, it occurred as the result of pipe clog up thus there should drain the pipe more often. Sometime to drain the pipe could not perform often, there should be more frequently.
5. Mr. Hangchai Akkawasakul Proxy of Mr. Kittiwat Sujarijpong and Mr. Supoj Aeorchailerjkul	<ul style="list-style-type: none"> — For drain the pipe, it should be informed to the juristic of each building of your own resident. Or it should be done by informed letter to the municipal office to drain the pipe. This procedure should be cooperative together with all buildings. — Flood problem, there should be more water pump as nowadays, the rain more heavy than it used to be, short period of rain could flood inside the car. The property manager could prepare the mobile water pump unit, if there was flood during events holding, it should be a severe damage to the Trust's image. And when the image had damaged , it would be more difficult to regain it.
Mr. Shuipang Kanjanapas: Managing Director IMPACT Exhibition Management Co., Ltd. Property manager	— He understood all of the problems and he had duty in charge of the Juristic. But as not to waste time for whom that interested in the Trust. These problems should be discussed at Bangkok Land Plc's AGM at the end of July. So he decided that the answers and discussion of these problem shall be carried to the Bangkok Land Plc's AGM.
7. Mr. Maythee Rangsiwong Trust Unitholder	<ul style="list-style-type: none"> — When is the extension line of Pink line monorail in to Muang Thong Thani would operate? — Total hall area of 122,165 sq.m. with occupancy rate of 50%, would there be any area expansion in the future? If yes, would there be any capital increase of borrowing? — In 2018, average rental rate increased from 64 Baht per sq.m. per day to 70 Baht sq.m. per day. In the future, would there be any increase adjustment? — Would there be any increase the average rental rate of the event that moved from QSNCC? — How much the Property tax would affect to the Trust? — What was the 3 years tendency of repair and maintenance cost?

<p>Ms. Wanphen Mungpiensakul: Managing Director of RMI Company Limited REIT Manager</p>	<ul style="list-style-type: none"> For the extension line, it was expected to operate simultaneously with the main line, which was in 2023. For the hall area of 122,165 sq.m. would it be area expansion or not, depend on sponsor : the property manager, Bangkok Land Plc. and IMPACT Exhibition Management Co., Ltd. to expand the area, as the Trust could not operate the construction. After the development from the sponsor, the Trust could acquire the asset in to the Trust. For the capital structure, whether it would be borrowing or capital increase, the benefit of trust unitholder would be a key consideration. The average rental rate of 4 buildings would be adjusted every 2-3 years upon the adjustment period and customer segment. Thus this would effect to the adjustment of average rental rate. For the property tax, the REIT Manager had studied and expected that if it calculated from the appraisal value of land and building, the Trust would had the cost increased but would not net profit much. Repair and maintenance would be specified in the yearly budget, in the long term, there could be increase in some year that would be a proactive maintenance, this should affect to the expense, but it would be reduced in the following year.
<p>8. Mrs. Kwanhathai Kaewpuang-ngam Trust unitholder</p>	<ul style="list-style-type: none"> For the extension line, it was a joint investment between BTS and IMPACT. Was Bangkok Land Plc. also jointed invested? And would the Trust had revenue sharing from the fare?
<p>Mr. Shuipang Kanjanapas: Managing Director IMPACT Exhibition Management Co., Ltd. Property manager</p>	<ul style="list-style-type: none"> The extension line, it was a joint investment between BTS and Bangkok Land Plc, thus it was not relevant to the Trust.

The Chairman extended his sincere thanks to the unitholders for attending the meeting and declared the meeting adjourned at 12.30 hrs.

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(Colonel Pichai Namsirikul)

Chairman

RMI Company Limited

Biography of the Trust's auditor

Name	:	Ms. Ratana Jala Certified Auditor No. 3734
Age	:	54
Education	:	Master of Accounting, Thammasat University
Position in the Audit Firm	:	Partner
Auditing Experiences:	-	TISCO Bank Public Company Limited Thanachart Bank Public Company Limited TISCO Financial Group Public Company Limited Thai Reinsurance Public Company Limited Maybank Kim Eng Securities (Thailand) Public Company Limited Capital Nomura Securities Public Company Limited



Biography of the Trust's auditor

Name : Ms. Somjai Khunapasut
Certified Auditor No. 4499

Age : 49

Education : Master of Accounting, Thammasat University

Position in the Audit Firm : Partner

Auditing Experiences:

- Ratchthani Leasing Public Company Limited
- The Thai Insurance Public Company Limited
- Thanachart Insurance Public Company Limited
- Thanachart Securities Public Company Limited
- Thanachart Fund Management Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Bank Public Company Limited
- Muang Thai Insurance Public Company Limited
- Thaivivat Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- Syn Mun Kong Insurance Public Company Limited
- Muangthai Leasing Public Company Limited
- S 11 Group Public Company Limited
- TISCO Bank Public Company Limited
- TISCO Financial Group Public Company Limited



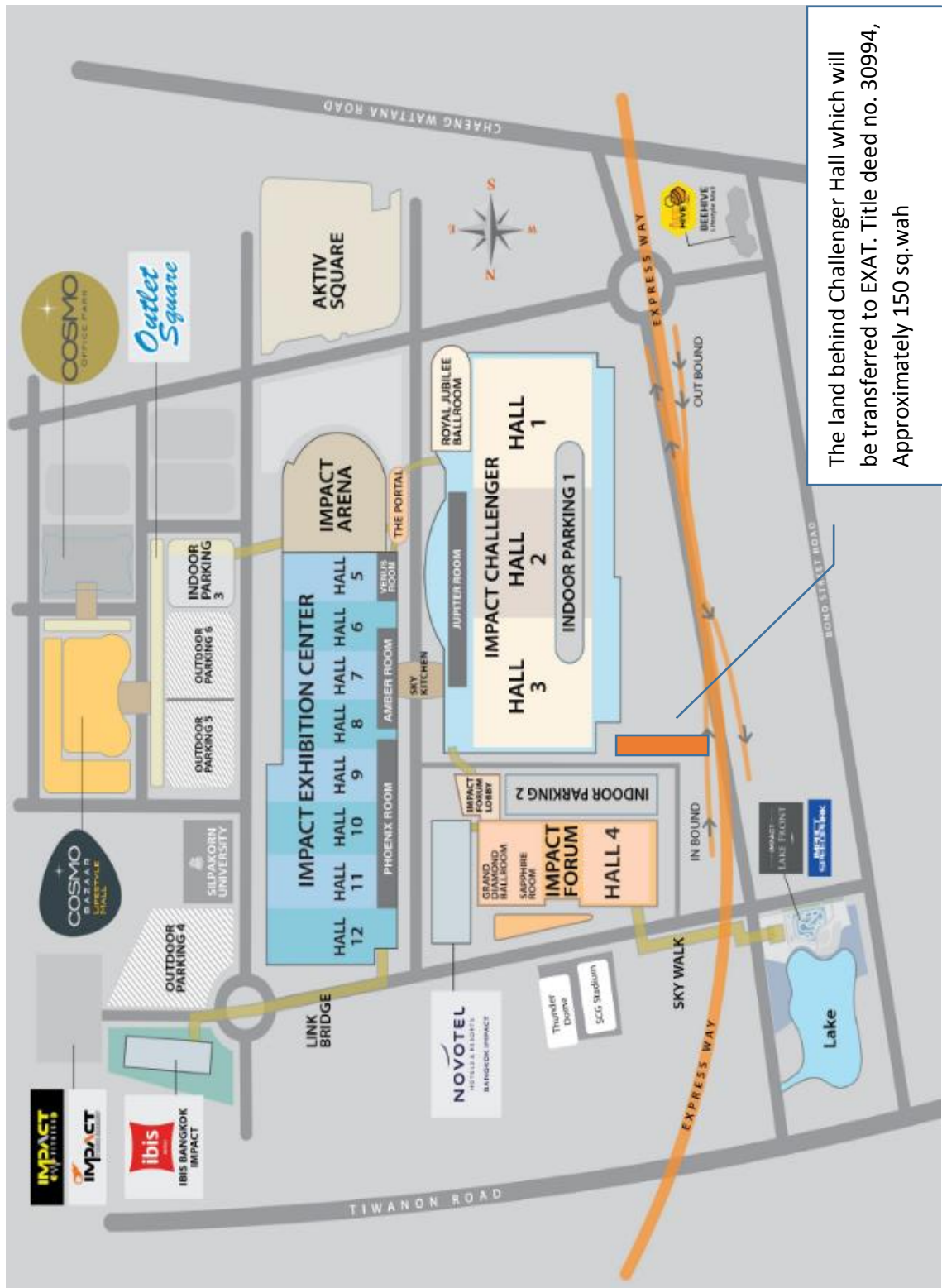
Biography of the Trust's auditor

Name : Ms. Wanwilai Phetsang
 Certified Public Accountant (Thailand) No. 5315
Age : 48
Education: Master of Business Administration, Thammasat University
Position in the Audit Firm : Partner
Auditing Experience :

- Designee for ETA Contract
- JMT Network Services Public Company Limited
- SCIB Services Co., Ltd.
- Thanachart Training & Development Company Limited
- Thanachart Management & Services Company Limited
- National Leasing Company Limited
- Tablamu Resort Developments Limited
- Mai Khao Resort Developments Limited
- Sattahip Developments Limited
- Mae Phim Resort Developments Limited



Attachment 4: Layout Showing Location of the Project Land



The site plan illustrates the proposed 'Easy Pass' toll plaza (Easy Pass ดัดตั้งใหม่ 2 ตู้) located on the main road leading to the IMPACT Forum. The plan includes the IMPACT Forum building, the Challenger building, and the Challenger Indoor Parking 1. Key features include the 'UP TO EXPRESSWAY' ramp, the 'OFFICE (4740)' building, and the 'LANDSCAPE' area. The plan also shows the 'POPULAR 1 ROAD' and the 'ไปถนนมิตรภาพ' (To Mittrapha Road) direction. A legend indicates the 'เส้นทางเดินรถออกจากลานจอดรถ P1' (Vehicle exit route from P1 parking lot) and the 'เส้นทางเดินรถออกจากอาคารจอดรถ P2' (Vehicle exit route from P2 parking lot).

The Trust Deed regarding Trust unitholders meeting and voting

1) Assemble the Trust unitholders 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 approval, or for consideration, including the opinion of the REIT Manager on the said matters regarding the consequential affect to the Trust unitholders on the voting's result. And the REIT Manager shall send the notice to the trust unitholders 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

Unitholders 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 manger has not summoned the Trust unitholders meeting within 1 month after receiving the letter from the Trust unitholders or/and trustee. The trustee shall convene the Trust unitholders meeting as indicated on the first paragraph *mutatis mutandis*. The trustee shall be reimbursed for actual expenses (if any) from convening the Trust unitholders meeting on behalf of the REIT Manager.

2) Meeting and Chairman in the Trust Unitholders meeting

To constitute a quorum in the Trust unitholders 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 unitholders meeting, the number of trust unitholders is insufficient to form a quorum as specified, if such trust unitholders meeting is convened as specified in 15.3.2(1) of the Trust's deed, it shall be cancelled. If such the trust unitholders meeting is not convened at the unitholders 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 unitholders meeting shall be sent to the trust unitholders 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 a person to act as the chairman of the Trust unitholders meeting. However, if, in any agenda, the chairman of the meeting has a conflict of interest , the chairman shall leave the meeting room in such agenda and the REIT manager shall propose the Trust unitholders meeting to consider and appoint another person to act as the chairman of the Trust unitholder meeting in such agenda.

If there is an agenda for consideration regarding conflict of interest of the trustee and the REIT manager, the trusteeor the REIT manager and their proxy has no voting right on such agenda (in case the trustee or the REIT Manager and their proxy are the Trust unitholder). In case the trustee has conflict of interest in any agenda, the REIT Manager shall propose the Trust unitholders meeting to consider and appoint another person to act as the Chairman of Trust unitholders meeting in such agenda.

In case the trustee and the REIT manager both have conflict of interest in any agenda, the Trust unitholders meeting shall consider and appoint another person to act as the chairman.

Additionally, the Chairman of the Trust unitholders meeting has authority as detailed below:

- (1) To control and perform the Trust unitholders meeting to be in order.
- (2) To specify any other method to proceed the Trust unitholders meeting as the Chairman deemed appropriate or necessary with the purpose of orderly and efficiently proceeding the Trust unitholders meeting and consideration and voting procedure.
- (3) To ensure that the Trust unitholders meeting is in order under the Trust Act and related laws, the chairman may cease the discussion or consideration of any matter in the Trust unitholders meeting.

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

3) Proxy grant

In the Trust unitholders meeting, the Trust unitholder could appoint other person to attend the Trust unitholders meeting and vote on behalf of such unitholder. The REIT manager shall send the proxy form as determined by the trustee, to the Trust unitholder along with the meeting notice.

The Proxy form shall be submitted to the chairman of the meeting or a person designated before commencement of the meeting.

4) Counting vote

The Trust unitholder has one voting right per 1 unit of trust holding. The Trust unitholder who is entitled to vote must not have a special conflict of interest in such agenda.

5) Resolution

Unless otherwise specified in the Trust Deed, the resolution of the Trust unitholders meeting shall comprise of the following vote:

- I. In normal case, a resolution shall be passed by a majority of the votes of the Trust unitholders 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 the unitholders who attend the meeting and have the right to vote:
 - (1) To acquire or dispose 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 specified in advance 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 Baht Two Million (20,000,000) or more than 3% of net tangible asset of the Trust, whichever is higher;

- (5) To amend the distribution policy and return capital to the Trust's unitholders;
- (6) To change the trustee or the REIT Manager, however, the change of the REIT Manager shall be comply with Clause 18.5 of the Trust Deed;
- (7) To amend the Trust Deed which have material effect to the right of the Trust unitholders;
- (8) Dissolution of the Trust.

However, the resolution of the Trust unitholders 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 and Exchange Act or the Trust for Transaction in Capital Market Act shall be deemed unenforceable.

Profile of the Independent director as proxy to attend the meeting

Mr. Chirakhachorn Chaturabatara

Age 43 years old

Position Independent Director

Education



- Master's Degree Sasin Graduate School of Business Administration of Chulalongkorn University
- BA. Business Studies Accounting & Finance Major, University of Westminster, London, United Kingdom

Experience

- Southeast Group Company Limited (Member of TCC Holdings) *Global Equities Investment Manager*
- Southeast Group Company Limited (Member of TCC Holdings) *Assistant Vice President, Executive Assistant to CEO*
- Bangkok Bank PCL. *Senior Dealer, Treasury Division,*
- Bangkok Bank PCL. *Analyst, Corporate Finance*
- Bangkok Bank PCL. *Assistant Marketing Officer*
- Phillip Securities (Thailand) PCL. *Business Development Officer*
- Acorn Marketing & Research Consultants Co., Ltd. Thailand *Research Executive*
- Financial Sector Restructuring Authority *Asset Realization Officer*

Possession of the Trust's unit 0%

Qualification

1. No record on the criminal offences regarding the fraudulent act against property
2. No conflict of interest related to the Company

Address 270/40, Royal park view Ramkhamheng 65, Bangkok 10310

หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A.)

ติดอากรแสตมป์
20 บาท
Stamp Duty 20
Baht

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____
I/We
อยู่บ้านเลขที่ _____ สัญชาติ _____
Residing at Nationality
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Aumthur/Khet Province Postal Code

(2) เป็นผู้ถือหน่วยทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์ อิมแพค โกรท ("กองทรัสต์")
Being a unitholder of IMPACT Growth Real Estate Investment Trust (IMPACT)
โดยถือหน่วยลงทุนจำนวนทั้งสิ้นรวม _____ หน่วย และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
holding the total number of trust units, and having the right to vote equal to votes.

(3) ขอมอบฉันทะให้
Hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Aumthur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province postal code

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Aumthur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province postal code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นหน่วยทรัสต์ ประจำปี 2562 ในวันพฤหัสบดีที่ 18 กรกฎาคม 2562 เวลา 10.00 น. ณ ห้องแกรนด์ ไดมอนด์ บอลรูม, อาคารอิมแพค ฟอรั่ม อิมแพคเมืองทองธานี หรือที่พึงจะเลื่อนไปในวันเวลา และสถานที่อื่น
ด้วย

As my sole proxy to attend and vote on my/our behalf of the Annual General Meeting of Trust unitholders 2019 on Thursday 18th, July 2019, at 10.00hrs. at Grand Diamond Ballroom, IMPACT Forum, IMPACT Muang Thong Thani or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy has not voting as I/we specified in the proxy shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/ Signed _____ ผู้มอบฉันทะ/ Grantor
(_____)

ลงนาม/ Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ: ผู้ถือหน่วยลงทุนที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหน่วยลงทุนให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Note: The unitholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of unit to many proxies for splitting votes





หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

ติดอากรแสตมป์

20 บาท

Stamp Duty 20 Baht

เลขทะเบียนผู้ถือหุ้นหน่วยทรัสต์
Unitholder's Registration No.

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____
I/We _____
อยู่บ้านเลขที่ _____ สัญชาติ _____
Residing at _____ Nationality _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Aumphur/Khet _____ Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นหน่วยทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์ อิมแพ็ค โกรท ("กองทรัสต์ฯ")
Being a unit holder of IMPACT Growth Real Estate Investment Trust (IMPACT)
โดยถือหน่วยลงทุนจำนวนทั้งสิ้นรวม _____ หน่วย และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Holding the total number of investment units, _____ and having the right to vote equal to _____ votes.

(3) ขอมอบฉันทะให้

Hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Aumphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือทรัสต์ _____
Province postal code or Trustee, namely

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Aumphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province postal code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นหน่วยทรัสต์ ประจำปี 2562 ในวันพฤหัสบดีที่ 18 กรกฎาคม 2562 เวลา 10.00 น. ณ ห้องแกรนด์ โดมอนด์ บอลรูม อาคาร อิมแพ็คฟอรัม อิมแพ็ค เมืองทองธานี หรือที่พึงจะเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

As my sole proxy to attend and vote on my/our behalf of the Annual General Meeting of Trust unitholders 2019 on Thursday 18th July 2019, 10.00 hrs. at the Grand Diamond Ballroom, IMPACT Forum, IMPACT Muang Thong Thani or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy has not voting as I/we specified in the proxy shall be deemed to be the actions performed by myself/ourselves.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

วาระที่ 1: พิจารณาและรับทราบรายงานการประชุมผู้ถือหุ้นหน่วยทรัสต์สามัญประจำปี 2561

Agenda Item 1: To consider and acknowledge the Minutes of 2018 Annual General Meeting of Trust unitholders

วาระที่ 2: พิจารณาและรับทราบผลการดำเนินงานประจำปี 2561/2562

Agenda Item 2: To consider and acknowledge the 2018/2019 operational performance



วาระที่ 3: พิจารณาและรับทราบงบแสดงฐานะทางการเงินและงบกำไรขาดทุนสำหรับรอบปีสิ้นสุดวันที่ 31 มีนาคม 2562 ของกองทรัสต์ฯ
Agenda Item 3: To consider and acknowledge the Statement of Financial Position as well as Profit and Loss Statements for the fiscal year ended 31st March 2019 of the Trust

วาระที่ 4: พิจารณาและรับทราบเรื่องการจ่ายประโยชน์ตอบแทน ประจำปี 2561/2562
Agenda Item 4: To consider and acknowledge the 2018/2019 Distribution

วาระที่ 5: พิจารณาและรับทราบการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชี
Agenda Item 5: To consider and acknowledge the appointment of Auditor and determination of remuneration

หมายเหตุ วาระที่ 1-5 ข้างต้นเป็นวาระเพื่อพิจารณาและรับทราบ ไม่ต้องมีการลงมติ
Remark Agenda Item 1-5 are for acknowledgement thus shall not be determined by votes.

วาระที่ 6: พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda Item 6 Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
 Favor Against Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหน่วยลงทุน

The votes in each agenda by the proxy did not be in the line with that specified in this proxy shall not be deemed to be the votes performed by myself/ourselves in the position of unit holders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote my/our behalf as he/she may deemed appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy has not voting as I/we specified in the proxy shall be deemed to be the actions performed by myself/ourselves

ลงนาม/ Signed _____ ผู้มอบฉันทะ/ Grantor
 ()

ลงนาม/ Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

หมายเหตุ:

ผู้ถือหน่วยลงทุนที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหน่วยลงทุนให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks:

The unitholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of units to many proxies for splitting votes



หนังสือมอบฉันทะ (แบบ ค.)

ใช้เฉพาะกรณีที่ผู้ถือหน่วยลงทุนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหน่วยลงทุน

Proxy Form C

Only foreign unit holders as registered in the registration book who have custodian in Thailand

เลขทะเบียนผู้ถือหน่วยทรัสต์
UnitHolder's Registration No.

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____
I/We
อยู่บ้านเลขที่ _____ สัญชาติ _____
Residing at Nationality
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Aumthur/Khet Province Postal Code

(2) เป็นผู้ถือหน่วยทรัสต์ของทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์อิมแพคโกรท (IMPACT)
Being a unitholder of IMPACT Growth Real Estate Investment Trust (IMPACT)
โดยถือหน่วยลงทุนจำนวนทั้งสิ้นรวม _____ หน่วย และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Holding the total number of investment units, and having the right to vote equal to votes.

(3) ขอมอบฉันทะให้
Hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Aumthur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือทรัสต์
Province postal code or the trustee, namely

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Aumthur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province postal code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหน่วยทรัสต์ ประจำปี 2562 ในวันพฤหัสบดีที่ 18 กรกฎาคม 2562 เวลา 10.00 น. ณ ห้องแกรนด์ ไดมอนด์ บอลรูม อาคารอิมแพค ฟอรั่ม อิมแพค เมืองทองธานี หรือที่ฟังจะเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

As my sole proxy to attend and vote on my/our behalf at the Annual General Meeting of Trust Unitholders 2019 on Thursday 18th July 2019, at 10.00 hrs. at Grand Diamond Ballroom, IMPACT Forum, IMPACT Muang Thong Thani, or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy has not voting as I/we specified in the proxy shall be deemed to be the actions performed by myself/ourselves.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณาและรับทราบรายงานการประชุมผู้ถือหน่วยทรัสต์สามัญประจำปี 2561

Agenda Item 1: To consider and acknowledge the Minutes of 2018 Annual General Meeting of Unitholders

ติดอากรแสตมป์
20 บาท
Stamp Duty 20
Baht



วาระที่ 2: พิจารณาและรับทราบผลการดำเนินงานประจำปี 2561/2562

Agenda Item 2: To consider and acknowledge the 2018/2019 operational performance

วาระที่ 3: พิจารณาและรับทราบงบแสดงฐานะทางการเงินและงบกำไรขาดทุนสำหรับรอบปีสิ้นสุดวันที่ 31 มีนาคม 2562 ของกองทรัสต์ฯ

Agenda Item 3: To consider and acknowledge the Statement of Financial Position as well as Profit and Loss Statements for the fiscal year ended 31st March 2019 of the Trust

วาระที่ 4: พิจารณาและรับทราบเรื่องการจ่ายประโยชน์ตอบแทน ประจำปี 2561/2562

Agenda Item 4: To consider and acknowledge the 2018/2019 distribution

วาระที่ 5: พิจารณาและรับทราบการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชี

Agenda Item 5: To consider and acknowledge the appointment of auditor and determination of remuneration

หมายเหตุ วาระที่ 1-5 ข้างต้นเป็นวาระเพื่อพิจารณาและรับทราบ ไม่ต้องการลงมติ

Remark Agenda Item 1-5 are for acknowledgement thus shall not be determined by votes.

วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 6: Other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Favor	Vote(s)	Against
		Vote(s)
		Abstain
		Vote(s)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหน่วยลงทุน

The votes in each agenda by the proxy did not be in the line with that specified in this proxy shall not be deemed to be the votes performed by myself/ourselves in the position of unit holders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting except in case the proxy has not voting as I/we specified in the proxy shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/ Signed _____ ผู้มอบฉันทะ/ Grantor
(_____)

ลงนาม/ Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)



หมายเหตุ/Remarks:

1. หนังสือมอบฉันทะแบบ ค นี้ ใช้เฉพาะกรณีที่ผู้ถือหน่วยทรัสต์ที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form is only used for the foreign unitholders who has appointed Thai custodian to be his/her/its trustee
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences showing with Proxy Form are
 - (1) หนังสือมอบอำนาจจากผู้ถือหน่วยทรัสต์ให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Letter of Attorney from unitholder that grant custodian to sign the proxy form
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Confirmation letter that authorized person is granted to operate the custodian business.
3. ผู้ถือหน่วยทรัสต์ที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหน่วยลงทุนให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนได้
The Unitholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of unit to many proxies for splitting votes.



Registration, Attendance and Proxy Procedure

2019 Annual General Meeting of Trust Unitholders of IMPACT Growth Real Estate Investment Trust

Thursday, July 18, 2019 at 10.00 hrs.

1. Registration

Trust Unitholder or proxy may register and submit documents or evidences for verification at the meeting venue from 8.00 hrs. of July 18, 2019.

2. Documents or Evidence Showing an Identity of the Trust unitholder or Representative of the Trust unitholder Entitled to Attend the Meeting

1) Natural Person

- Thai Nationality
 - (a) Identification card of the Trust unitholder (personal identification or identification card of government officer or identification card of state enterprise officer);
 - (b) In case of proxy, identification card of the Trust unitholder or Identification card or passport (in case of a foreigner) of the proxy.
- Non-Thai nationality
 - (a) Passport of the Trust unitholder;
 - (b) In case of proxy, passport of the Trust unitholder and identification card or passport (in case of a foreigner) of the proxy

2) Juristic Person

- Juristic person registered in Thailand
 - (a) Corporate affidavit, issued within 180 days by Commercial Registration Department, Ministry of Commerce; and
 - (b) Identification card or passport (in case of foreigner) of the authorized director (s) who sign(s) the proxy form including identification card or passport (in case of foreigner) of the proxy.
- Juristic person registered outside of Thailand
 - (a) Company affidavit; and
 - (b) identification card or passport (in case of foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of documents must be a certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

18 July 2019 at Grand Diamond Ballroom, IMPACT Forum Building (IMPACT Muang Thong Thani)
96 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120



