

### 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 seven (7) days prior the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (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 one (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 twenty-five (25) unitholders or not less than one-half of total number of unitholders, holding in aggregate not less than one-third (1/3) of total number of unit sold.

If, after one (1) 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 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 seven (7) days prior the date of meeting. In the latter meeting, a quorum is not enforced.

Furthermore, under the Trust Act and related notifications, 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 trustee or the REIT manager and their representatives has no voting right on such agenda (in case the trustee or the REIT manager and their representatives 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.

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 notifications, 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 (1) voting right per one (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 (3/4) 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 thirty percent (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 Twenty (20,000,000) Million or more than three (3) percent of net tangible asset of the Trust, whichever is higher;
  - (5) To amend the distribution policy and return capital to the trust 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.

\*\*\*In case where the trustee deems it is necessary or appropriate to propose the meeting of unitholders for considering and having resolved, the REIT manager shall summon the meeting of unitholders.\*\*\*