

## Minutes of the Meeting of Unitholders of KPN Property Fund No. 1/2024

The meeting was held on 8 March 2024 at 14.00 – 17.07 hours at Jamjuree Ballroom A, M floor, Pathumwan Princess Hotel, No. 444 Phaya Thai Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330 whereby the meeting was recorded in the form of video media.

### **Introduction Prior to the Meeting**

Khun Sorawan Phromsen the master of ceremonies (“MC”), welcomed the unitholders and attendees of the meeting and introduced the representatives of Kasikorn Asset Management Company Limited (the “Management Company”), as the management company of KPN Property Fund (the “Property Fund”) and attendees of the meeting of unitholders of the Property Fund No. 1/2024 as follows:

### **Management Company**

1. Ms. Sunida Meechookul Assistant Managing Director
2. Mr. Kantasiti Yongkitmook Head, Property Business Management Department # 3
3. Mr. Paravut Sombat Head of Unit, Property Business Management Department # 3  
Kasikorn Asset Management Company Limited

### **Fund Supervisor of the Property Fund**

1. Mr. Wichien Saengbusarakhamchot Head of Securities and Fund Audit Supervisor  
TMB Thanachart Bank Public Company Limited

### **Legal Advisor of the Property Fund**

1. Mr. Charin Satchayan Partner  
Charin & Partners Co., Ltd.

### **Plan Proposer**

1. Mr. Rungyos Chantapasa Chief Executive Officer
2. Ms. Natcha Seehabutr Director of Business Development and Investment  
Blue Whale Assets Company Limited

### **Legal Advisor of the Plan Proposer**

1. Ms. Duangkamon Amkaew Partner
2. Ms. Tonpan Pokhew Associate  
Baker & Mckenzie Ltd.

For the meeting this time, Online Asset Co., Ltd. was responsible for the registration, the record of the number of attendees, the record and summary of the voting results and the record of still images and videos with sound.

Prior to the consideration of the meeting agendas, the MC declared to the meeting that at 14.00 hours of 8 March 2024, there were 37 unitholders attending the meeting in person, representing the investment unit of 8,232,659 units and 40 unitholders attending the meeting by proxy, representing the investment unit of 84,851,961 units. In total, there were 77 unitholders attending the meeting in person and by proxy at the commencement of the meeting, representing the total investment unit of 93,084,620 units or equivalent to 51.7137 percent of the total issued and sold investment units of the Property Fund, which constituted a quorum pursuant to Section 129/2 of the Securities and Exchange Act B.E. 2535 (as amended) which states that the quorum of the meeting of unitholders shall constitute of at least 25 unitholders or not less than half of the total number of unitholders and the total investment units of the attending unitholders shall not be less than 1/3 of the total investment units sold of the property fund.

Subsequently, the MC invited Ms. Sunida Meechookul, Assistant Managing Director of Kasikorn Asset Management Company Limited, the chairman of the meeting (“**Chairman**”) to give the opening remarks.

The Chairman welcomed the unitholders and assigned the MC to explain the agendas of the meeting, the procedures and method for conducting the meeting and the procedures for voting and counting of votes for this meeting to the meeting.

Accordingly, the MC explained the details of the 4 agendas of the meeting as follows:

- Agenda 1 To consider and approve the guidelines for the conversion of property fund into REIT and the determination of appropriate timeline for the conversion to be completed by the end of December 2024 in order to receive the benefits from the exemption of fees and taxes in relation to the conversion
- Agenda 2 To consider and approve the determination of roles and responsibilities after the conversion
- Agenda 3 To consider and approve the expenses in relation to the preparation for the presentation to the unitholders for consideration and approval of the conversion
- Agenda 4 To consider other matters (if any)

Then, the MC explained the procedures and method for conducting the meeting with the details as follows to the meeting.

1. The meeting agendas will be presented one agenda at a time according to the meeting agendas.
2. There will be a questions and answers session after each agenda has been presented. Should any unitholders have any questions or want to express their opinions on issues related to that agenda, the unitholders can ask questions or express opinions as appropriate by raising their hand and informing their name and surname, along with informing whether they are a unitholder attending the meeting in person or a proxy.

3. The fund manager will answer the questions or assign a responsible person to answer them.
4. In answering the said question, the fund manager reserves the right to consider answering only the questions related to the proposed agenda. If such questions are matters related to another agenda, the fund manager will consider answering such questions in the relevant agenda. In case the questions are not related to the agenda presented this time, the fund manager will provide further clarifications after the meeting concludes through the website of the Property Fund.
5. The fund manager will provide a time period of 1 minute for asking questions and expressing opinions. Should no unitholders ask any questions or express any opinions within such period, it will be deemed that there are no additional questions or inquiries from the unitholders and the meeting will proceed with the voting and vote counting session.

Subsequently, the MC explained the procedures for voting and counting of votes with the details as follows to the meeting.

1. For the voting in each agenda, the unitholders and proxies can vote according to the number of investment units they have or according to the number of investment units assigned to the proxy, whereby 1 unit is equal to 1 vote. The unitholders and proxies can only choose to either vote to approve, disapprove, or abstain from voting in each agenda, with 1 minute to vote on the voting ballot and are requested to vote and sign to certify the vote for each agenda on the voting ballot prepared by the Management Company.
2. In case the unitholders have granted a proxy and voted in the proxy form, the Management Company has collected and recorded the votes as intended in the proxy form in the system at the time of registration. Those who were granted the proxy to attend the meeting will not receive the voting ballot.
3. After the voting period lapsed, the officials will collect all of the voting ballots and count the votes of the unitholders who have voted to approve, disapprove or abstained from voting, including the void ballots, and summarize the voting results prior to commencing the next meeting agenda.
4. In the following cases, the voting ballots will be considered void and not counted as a vote:
  - The voting ballots with no voting specified or not signed by the unitholders or proxies attending the meeting.
  - The voting ballots that have been crossed out or with the edition of the vote or text entered without a signature certifying the edition.
  - The voting ballots with more than one type of voting on such agenda.

5. In case the unitholders and proxies wish to change the vote, please cross out the vote, revoke and sign to certify the edition every time. Any other crossing, deleting or scratching of the voting ballot will be considered a voided ballot.
6. The resolution of Agenda 1, Agenda 2 and Agenda 3 must be approved by a vote of no less than the majority votes of the total number of investment units of the unitholders attending the meeting and having the right to vote. In this regard, as the matters for consideration in Agenda 1, Agenda 2 and Agenda 3 are related matters and conditional upon each other, should the meeting of unitholders resolve to approve some of the agenda but disapprove some of the agenda, it shall be deemed that the resolution of the meeting approving such agenda be canceled and there shall not be any further consideration of the remaining agenda.
7. For the counting of votes, there will be a representative of the fund supervisor of the Property Fund who serves as the witness together with the official of the Management Company.

When no unitholders have any questions on the procedures and method for conducting the meeting and the procedures for voting and counting of votes as aforementioned, it is deemed that the meeting agreed with such meeting procedures and voting and votes counting procedures.

Prior to the commencement of the meeting, the Chairman assigned Mr. Kantasiti Yongkitmook, the fund manager, to present the purpose and rationale for the convening of this meeting to the meeting. Mr. Kantasiti Yongkitmook informed the meeting of the purpose and rationale for the convening of this meeting, details as appear on page 2 – 3 of the invitation letter which can be summarized as follows:

On 11 January 2024, the Management Company received a letter from the major unitholder (No. 1) requesting the Management Company to convene a meeting of unitholders for the consideration of the guidelines for the feasibility study and preparation for the conversion of the Property Fund into real estate investment trust (“REIT”) (the “Conversion”). Thereafter, on 15 January 2024, the Management Company issued a letter in reply to such unitholder.

Later, on 17 January 2024, the Management Company, along with the legal advisor of the Management Company and the plan proposer, along with the legal advisor of the plan proposer attended the meeting to jointly discuss the process of convening the meeting, the time required to prepare the meeting documents and the related actions of the Management Company and the plan proposer, as well as the steps need to be taken to comply with the relevant regulations; whereby on 18 January 2024, the Management Company received a letter from the unitholder (No. 2) requesting the Management Company to convene a meeting of unitholders of the Property Fund within 8 March 2024 to consider the matters relating to the guidelines for the feasibility study and preparation for the Conversion of the Property Fund into REIT of 3 agenda items.

Therefore, the reason behind the convening of the meeting of unitholders by the Management Company is for the complete and accurate execution of the duties of the fund manager.

#### Commencement of the Meeting

**Agenda 1** To consider and approve the guidelines for the conversion of property fund into REIT and the determination of appropriate timeline for the conversion to be completed by the end of December 2024 in order to receive the benefits from the exemption of fees and taxes in relation to the conversion

The Chairman assigned Mr. Kantasiti Yongkitmook, the fund manager, to present the details of this agenda to the meeting.

Mr. Kantasiti Yongkitmook informed the meeting of the purpose and rationale for the proposal to the unitholders to consider and approve the guidelines for the Conversion of Property Fund into REIT and the determination of appropriate timeline for the Conversion to be completed by the end of December 2024 in order to receive the benefits from the exemption of fees and taxes in relation to the Conversion that Pursuant to which the Management Company has received a letter from the unitholder in request for the Management Company to convene the meeting of unitholders to consider the guidelines for the feasibility study and preparation for the Conversion and pursuant to which the Plan Proposer has presented the relevant information for the consideration and approval of this agenda in relation to the guidelines for the Conversion of Property Fund into REIT and the determination of the appropriate timeline for the Conversion to be completed by the end of December 2024 in order to receive the benefits from the exemption of fees and taxes in relation to the Conversion, the Management Company deemed it appropriate to propose the meeting of unitholders to consider and approve the matters in relation to the guidelines for the Conversion of the Property Fund into REIT and the determination of the appropriate timeline for the Conversion to be completed by the end of December 2024 in order to receive the benefits from the exemption of fees and taxes in relation to the Conversion.

Thereafter, Mr. Kantasiti Yongkitmook invited the representatives of Blue Whale Assets Company Limited, the plan proposer ("**Plan Proposer**"), to propose the details to the meeting. In this regard, the details to be presented by Blue Whale Assets Company Limited shall be as appear in Clause 1. of Enclosure 4 Preliminary Study Report and Proposal of Blue Whale Assets Company Limited, which has been delivered to the unitholders together with the invitation letter.

Mr. Rungyos Chantapasa, Chief Executive Officer of Blue Whale Assets Company Limited, as the Plan Proposer, presented the details of the guidelines for the Conversion of Property Fund into REIT and the determination of the appropriate timeline for the Conversion to be completed by the end of December 2024 in order to receive the benefits from the exemption of fees and taxes in

relation to the Conversion to the meeting. The details shall be as shown in Attachment 1 (Presentation document of Blue Whale Assets Company Limited) of the minutes of this meeting which can be summarized as follows.

**1) Why must the conversion into a real estate investment trust be put in place now?**

Currently, the cabinet has resolved to approve tax benefits in relation to the conversion of property funds into real estate investment trusts. This policy of tax benefit aims to reduce cost related to the Conversion as one of the incentives provided to investors. The cabinet previously approved similar benefits in the year 2016, and brought back the policy supporting the Conversion in 2023. The incentives this time would last until the end of 2024.

The Plan Proposer has recognized the comprehensive benefits accruing to the unitholders of the Property Fund through the proposed Conversion. This Conversion is expected to grant tax advantages and fee exemptions, with an estimated savings of approximately THB 63,006,410, if the Conversion is completed by 31 December 2024. The details of the tax expenses and fees saved from the Conversion within 31 December 2024 are set out in the below table.

	Tax and Fee Benefits / Expense Type	Tax Rate / Fee	
		In case of Conversion within 31 December 2024	In case of Conversion* after 31 December 2024
1	Income tax of unitholders from the Conversion	Exempt	According to the tax base of each unitholder
2	Value added tax (VAT)	Exempt	Unable to calculate
3	Special business tax (SBT)	Exempt	THB 52,800,000
4	Fees for the registration of rights and juristic acts for immovable properties	THB 100,000	THB 9,456,410
5	Fees for listing of investment trust units as listed securities	Exempt	THB 50,000
6	Initial listing fee	Exempt	THB 800,000
	<b>Total tax and fee related to the Conversion</b>	<b>THB 100,000</b>	<b>THB 63,106,410</b>

\* Remark: Pursuant to the cabinet resolution dated 15 August 2023

**2) Why convert to REIT?**

The Conversion into REIT enhances the capability to generate income from the core assets in which the REIT invests and expands the revenue base for future growth. These factors are crucial in delivering favorable long-term returns to unitholders. Blue Whale Assets Company Limited, as the Plan Proposer, has formulated a strategy and plan to increase the income

and return generating potential for unitholders, supported by strategic and investment-policy, rationales, as outlined below

- **Office market outlook and potential headwinds which affect the stability of the income from the core assets**

Key challenges that businesses must adapt to in the next 1-3 years include intensified competition driven by a surge in investments in office building projects, reaching 1.5 times the average during the period of 2023-2025 compared to the previous 5-year average. According to the forecasts by industry experts during 2021-2025, the influx of new office spaces is anticipated to be not less than 1.8 million square meters, surpassing the growth in demand.

These challenges and the aforementioned factors have a direct impact on the income-generating capabilities of office buildings. This is evident in the observed decrease in the occupancy rate over the past 1-3 years. Despite ongoing plans to upgrade buildings, there is a necessity to adjust strategies to align with the evolving competitive landscape. This involves focusing on diversifying revenue sources and targeting emerging business sectors with high growth potential.

- **Pursuing Growth Opportunities and Diversifying Revenue Sources in warehouse and factory type assets to create stability in income and reduce risks**

In pursuit of growth and revenue diversification, the strategic plan involves expanding investments in additional real estate, specifically targeting warehouses and factories. This sector is identified as an industry with growth potential, offering consistent and stable income. The strategy leverages the expanding economy and continuous government support for infrastructure development.

In alignment with the aforementioned strategic rationale and strategies, the Plan Proposer not only emphasizes the establishment of resilient income streams and enhanced returns from office property investments but also actively seeks opportunities for additional investments in new high-quality assets. This deliberate approach is aimed at fortifying the overall income stability and elevating the portfolio's net asset value through the expansion of revenue bases, as well as diversifying the investment in more diversify types of assets, contributing significantly to sustained long-term returns. In short, REIT can serve as a tool to achieve the following goals:

- (1) REIT has no restriction on investment, expanding its growth potential;  
REIT can diversify assets in which it invests;

- (2) REIT has no debt-ceiling, having more flexible access to loan which has financial expense lower than the capital; and
- (3) REIT is universally recognized and accessible by different type of investors.

**3) Analysis of return to unitholders after the Conversion**

The Plan Proposer has evaluated the potential impact of the Conversion on the unitholders by comparing the estimated distribution of benefits per unit (DPU) and the dividend yield ratio (Dividend Yield) that the unit holders will receive before and after the Conversion during the projection period from 1 January 2025 to 31 December 2025 (“2025 projection period”), as summarized below.

	Case 1 Building renovation without Conversion	Case 2 Building renovation and Conversion at the ratio of 1:1
Estimated distribution of benefits per unit (THB/unit) (DPU)	0.1685	0.1716
Distribution of benefits sharing ratio (Distribution Yield)	4.43%	4.51%

Remark: Calculated from the average market price from the past 6 months as of 26 January 2024 at Baht 3.81 per unit

From the table above, the estimated distribution of benefits per unit that unitholders will receive after the Conversion into a REIT increases compared to the case of no Conversion. Both cases are estimated based on the assumption of profit sharing and/or capital sharing after deducting the building improvement expenses expected to be incurred during the 2025 projection period, which is approximately THB 10 million.

**4) Analysis of liquidity in entering into the transaction**

The Plan Proposer recognizes the benefits of converting the Property Fund into REIT, as per the details mentioned above. However, the Plan Proposer has also considered the liquidity required to enter the transaction. If the Conversion is approved by the unitholders, in order to complete the Conversion within 31 December 2024 and ensure the benefit from tax and fee incentives, the process needs to be expedited between April and December 2024. This is the same period when building renovations are expected to be completed, having already started in November 2023. Therefore, liquidity management must be sufficient and consistent with cash outflows for both parts of the plan, which are expected to increase from the annual operating expenses of the Property Fund. The estimated expenses for the building renovation and Conversion that are expected to be incurred in 2024 can be summarized as follows.

Estimated cash outflow: an increase from the annual expenses of the fund/trust Unit: THB	Total	Year 2024	Year 2025
Total expenses related to building renovation	66,000,000	56,000,000	10,000,000
Additional expenses related to Conversion process	11,365,000	11,365,000	-
<b>Total</b>	<b>77,365,000</b>	<b>67,365,000</b>	<b>10,000,000</b>

From the estimates above, the Plan Proposer has the opinion that the Property Fund has sufficient liquidity to cover expenses that increase from the Property Fund 's annual expenses, which are 1) building renovation expenses and 2) expenses related to Conversion, totaling approximately THB 67.4 million, which is expected to occur during the 2024 projection period before the Conversion.

After deducting both expense items, remaining liquidity of the Property Fund will be sufficient to pay the distribution of benefits for the year 2024 to unitholders, together with trust units received from the Conversion into a REIT. The distribution per unit will be THB 0.1089, which amounts to THB 19.6 million compared to the distribution of benefits that unitholders received in 2023, which was THB 0.1074 per unit or amounted to THB 19.30 million, which represents a 1.3 percent increase (the total units of the Property Fund are 180,000,000 investment units).

According to the projection as of 31 December 2024, the Property Fund will have a remaining cash balance of THB 56 million. After deducting deposits received from tenants, accrued expenses and fees, and other current liabilities, the net cash balance will be approximately THB 22.1 million, of which the Property Fund can consider transferring this amount to the REIT after the Conversion as a reserve for the building renovation expenses, which are expected to incur in 2025 for approximately THB 10.0 million.

#### 5) Conversion plan

The Plan Proposer explained the process to complete the Conversion within 31 December 2024. The process is that, upon obtaining approval from the Property Fund's unitholders for the feasibility study on the Conversion and relevant expenses, the Management Company and the Plan Proposer will collaboratively study on the impact, advantages, and disadvantages of the Conversion by hiring consultants, e.g. legal consultants, independent financial advisors, financial advisors, asset appraiser, and auditors to thoroughly study the Conversion and prepare information for the presentation to the meeting of unitholders No. 2/2567, which is expected to be held by 15 June 2024 to seek the unitholders' approval on

the Conversion and related matter. This is to ensure that the Conversion is completed no later than 31 December 2024.

In addition, the Plan Proposer has deliberated upon the advantages, disadvantages, and benefits associated with the Conversion from the Property Fund to REIT. This includes a thorough analysis of the impact on financial return and on the liquidity, resulting from the proposed Conversion. In the course of this preliminary evaluation and analysis, the Plan Proposer opines that unitholders should consider passing a resolution to adopt the proposal for the comprehensive study on the Conversion of the Property Fund in the year 2024. This recommendation is based on the following considerations:

- (1) The Conversion serves as a strategic initiative to augment opportunities for business expansion and growth through additional investments in high-quality assets. This diversified portfolio and expanded income base are strategically positioned to mitigate potential volatility in future returns.
- (2) REIT's structures are recognized internationally and favored by investors across diverse countries. REIT offers a more diverse investment framework in terms of a comprehensive array of real estate investments which fosters investment diversity and optimizes returns for unitholders.
- (3) REIT's investment framework is structured to support efficient capital structure and has the potential to facilitate investment structure enhancements to accommodate the optimization of asset portfolio.
- (4) REIT provides the chance for unitholders to benefit from well-suited investment structure through lower-cost financial leverage (gearing benefits), enhancing flexibility in capital sourcing by increasing borrowing capacity. This, in turn, increases the potential for higher returns for unit holders.
- (5) The post-Conversion REIT Manager fee structure is performance-based, aligning with the profitability of the properties in which the REIT invests. This incentivizes the REIT manager to efficiently execute their duties and align with the REIT's investment policies, ultimately generating optimal long-term returns for unitholders.
- (6) The structure and compensation rates for the property manager align with the original terms stipulated in the appointment agreement between the Property Fund and KPN Land Company Limited (formerly known as KPN Group Corporation Limited). The REIT maintains its engagement with KPN Land Company Limited as the property manager for the Property Fund, following the established remuneration framework and benefit provisions for the Property Fund. Such conditions do not result in any detriment to the interests of the Property Fund.

- (7) The conditions and/or terms of agreements pertinent to the transfer and assumption of assets and liabilities from the Property Fund to the REIT strictly adhere to the Notification of the Capital Market Supervisory Board No. ThorJor. 34/2559 Re: Conversion of Property Funds into Real Estate Investment Trusts. These conditions do not entail any adverse impact on the benefits of the Property Fund
- (8) The estimated distribution per unit (DPU) in the initial year for the trust unitholders after assuming assets and liabilities from the Property Fund is estimated at THB 0.1716 per unit. This is higher than the scenario where the Property Fund undergoes no Conversion, which results in a DPU of THB 0.1685.
- (9) A thorough analysis of the liquidity and cash position of the Property Fund indicates that the Property Fund possesses adequate liquidity position to cover an increase in expenses expected to incur in the year 2024. The increase in expenses are from the building improvement and expenses related to the Conversion. The estimated cash available post-Conversion is THB 56.0 million. Net cash after deducting deposits received from tenants, outstanding expenses and fees and other revolving debts is estimated at THB 22.1 million. This remaining cash can be transferred to the REIT post-Conversion.

Nevertheless, there are inherent disadvantages and risks associated with the Conversion, it is advisable that the unitholders consider them, as detailed below.

- (1) Certain groups of unitholders will be affected by the change in tax structure.
- (2) The Property Fund incurs an estimated expense due to the Conversion.
- (3) Risks associated with deviations from the plan, that is, the risk of the operations not proceeding as planned. This is contingent upon the successful approval of the Conversion by the Securities and Exchange Commission ("SEC").
- (4) Risks associated with the boarder and higher credit limit. This might affect trust unitholders in terms of increase in loan obligation post-Conversion.
- (5) Following the Conversion, there is a risk associated with investing in additional assets in the future. As REITs have more diverse investment options, it may increase the investment risk for the REITs.

Considering the rationales, benefits that the unitholders would receive, advantages, and risks associated with the Conversion through these preliminary analysis, the Plan Proposer is of the opinion that the Conversion is reasonable and suitable to maximize returns for unitholders in the long run.

Thereafter, Mr. Kantasiti Yongkitmook informed the meeting of the opinion of the Management Company, details as appear on page 4 - 6 of the invitation letter which can be summarized as follows:

The origin behind the proposal of the Plan Proposer for the Conversion of KPN Property Fund into REIT to be completed by December 2024 in order to receive the benefits from the exemption of the related fees and taxes is the measures that the government has issued to aid property funds. This shall be considered a good opportunity if the current assets of the Property Fund are ready, and it would be more beneficial if there is certainty in the additional investment in potential assets. The Conversion with clarity and readiness in various aspects will be able to generate returns and will benefit unitholders. In this regard, the Management Company has continuously been preparing a plan and studying the guidelines for the Conversion but the Plan Proposer has presented the conversion plan first. Accordingly, the Management Company has certain points of concern which the unitholders should take into consideration as follows:

- In the case of a general conversion without the additional investment in the potential assets, it will result in increased expenses upon the conversion into REIT which will affect the distribution of returns to the unitholders in the future. Nevertheless, the Management Company is of the opinion that it is not yet able to provide the opinions to the unitholders on the short-term and long-term effect of the rate of returns distributable to the unitholders from the Conversion this time as the information proposed by the Plan Proposer is still unclear. The Management Company therefore deemed it appropriate to propose the unitholders to consider the impact of this matter in detail.
- At present, from the status and readiness for operation of the building, which is the property of the Property Fund, the Management Company is of the opinion that the renovation of the building is an important and urgent matter that should be carried out without delay and it is now time for renovation of the building in order to increase the competitiveness and increase the occupancy rate of the building. At present, the renovation process of the building has begun and is in progress by using the accumulated funds that have been prepared and gradually reserving money from the accrued net profits of the Property Fund. In this regard, the completion of the renovation of the assets of the Property Fund as planned required a large amount of money, whereby the total amount of money currently reserved is still insufficient. Moreover, the budget set for renovating a building that has a relatively long lifespan requires more money to be reserved than in normal cases. From the initially set renovation budget, upon the occurrence of the renovation, the actual expenses may differ from the reserved budget due to the price of materials, labor and bidding price for work that

increased, including other works that are beyond the expectations, which may occur from renovating the building that has been in use for a long time. Therefore, the consideration of the management of the renovation according to the priorities must happen simultaneously with the consideration of the utilization of the budget.

- The Conversion processes will incur expenses for the execution. If the Conversion happens while the Property Fund is in the process of renovating the building, the budget that the Management Company has gradually reserved will be affected by the expenses in relation to the Conversion. This may result in the building renovation not progressing as planned, both in terms of budget and time, which will then affect the preparation for the competition of the assets for the assets to be capable of competing when the economy begins to recover in the future. In addition, securing a source of loan to renovate the building after the Conversion is also subject to the market conditions and assets capability at that time.

In addition, Mr. Charin Satchayan, the legal advisor of the Property Fund, further informed the meeting that although the unitholders would have received the summary of information from both the Management Company and the Plan Proposer as presented to the meeting this time, however, the information presented is only the summary of the main points. In this regard, the unitholders are asked to consider the details presented at the meeting together with the detailed information contained in the invitation letter and the enclosures to the invitation letter. The Management Company does not guarantee the accuracy and completeness of the details presented by the Plan Proposer, whether presented at this meeting or as appears in the enclosure to the invitation letter. In addition, there is an observation which the unitholders should be informed that for the report and proposal that the Plan Proposer has prepared to accompany the invitation letter, the Plan Proposer has specified the reservations and limitations in preparing the information to be presented to the unitholders. Therefore, unitholders are asked to study the information carefully, as well as to inquire for various information from the Plan Proposer in order to have complete information for the consideration for voting at this meeting.

In case the unitholders have approved all of the 3 agendas proposed in the meeting this time, there are relevant steps which still need to be taken. In the first step, the Management Company must convene a meeting of unitholders to consider and approve the Conversion of the Property Fund into REIT and approve other related matters. Nevertheless, pursuant to which the Plan Proposer has proposed the plan to hold a meeting of unitholders No. 2/2024 to request for approval of the Conversion of Property Fund into REIT and other related matters within 15 June 2024; to be able to hold the meeting in time also depends on the completeness of the details that the Plan Proposer must prepare for the presentation to the meeting of unitholders No. 2/2024 for

the unitholders to receive correct and sufficient information to accompany the consideration for the voting. In this regard, when the unitholders have resolved to approve the Conversion of Property Fund into REIT and other related matters as proposed for approval at the meeting of unitholders No. 2/2024, the Plan Proposer will then become the REIT settler and assume the duties of the REIT manager and the relevant parties for the establishment of the REIT must proceed with the establishment of the REIT. Accordingly, SEC and various related agencies are also involved in the processes and time period for the establishment of the REIT.

In addition, even though the cabinet has passed the resolution to approve the draft ministerial regulation to reduce the fees for the registration of rights and juristic acts related to immovable properties for the conversion of property funds into real estate investment trusts, at present, the Ministry of Interior has not signed the draft ministerial regulation. Therefore, if there is no publication for the said ministerial regulations to come into legal effect, the fees for the registration of rights and juristic acts related to immovable properties and the expenses related to the conversion may not be consistent with the information that the Plan Proponent has presented to the meeting.

Thereafter, the MC has opened the opportunity for the unitholders to ask questions or express opinions in relation to the agenda. There were unitholders inquiring and expressing opinions as follows.

1. Mr. Sittisat Jeimwongpat, a unitholder attending the meeting in person, has expressed opinions toward the meeting which can be summarized that the status as a REIT or a property fund is not important, the desire of the unitholders is for the increase in the value of the investment unit and to receive higher or not lower distribution of dividend and have inquired to the meeting as follows:

- With the current status of the KPN tower, how long would the building last without the renovation?
- What is the total cost for the renovation and would the renovation improve the appearance of the building as the renovation is focused on the improvement of the internal appearance and utilities of KPN tower?
- As the improvement of the building requires a large amount of funds, how does the Management Company procure the sources of funds for the renovation? If the unitholders have to input more capital, please inquire about the willingness of the unitholders and is there any plan for the offering of bonds?
- How would the Conversion affect the increase in the occupancy rate and rent of KPN Tower and what are the ideas of the Plan Proposer going forward?

Mr. Paravut Sombat, representative of the Management Company informed the meeting which can be summarized that the trading values of the investment units are in accordance with the nature of the market mechanisms. On the other hand, regarding the occupancy rate of KPN Tower, from 2018 until the present, the occupancy rate has decreased to approximately 40 percent – 50 percent from previously at approximately 80 percent due to the increase in the competitors in the market. In this regard, the Management Company has initiated the idea to renovate the building since before the outbreak of the coronavirus disease 2019 (COVID-19), in consultation with the real estate consultants. The consultant has given the opinion that the Management Company should renovate the building as the building has worn down and deteriorated over time. In addition, the Management Company has asked the tenants in the building about their needs for the building renovation, whereby the tenants agreed that there should be improvements made to the building. As a result, the Management Company has begun renovating KPN Tower with the main objective of maintaining the base and agreement renewal rate of the existing tenants; starting with the renovation of the bathrooms on each floor, with the plan to renovate the common area, cafeteria and exterior appearance accordingly. In this regard, no loan has been obtained for the renovation but the renovation would gradually happen according to the cash flow of the Property Fund.

Mr. Kantasiti Yongkitmook, the fund manager, further informed that the Management Company may not be able to confirm how long the building would last as it is an engineering issue that requires the experts to answer. Nevertheless, without the renovation of the building, KPN Tower would deteriorate from its original state.

Mr. Paravut Sombat further informed that the Management Company has considered securing a loan. However, as KPN Tower has a relatively low occupancy rate, the financing has not been approved by the lender. Therefore, the Management Company has used the reserves that have been reserved at every distribution of returns as the budget for the building renovation without procuring additional sources of funds.

2. Mr. Somchai Jansatirapan a unitholder attending the meeting in person, has expressed opinions toward the meeting which can be summarized that from the experience of the unitholder, there has never been a case of a property fund converting into REIT without making any investment in additional assets. In terms of the tax benefits, the investment in the additional assets upon the Conversion would be more beneficial to the unitholders as it can increase the rate of the distribution of return. In addition, from the proposal of the Plan Proposer for the Conversion into REIT and to become an independent REIT manager, the unitholder was of the opinion that most REITs which can continue to operate are REITs with sponsors who are major real estate developers as there would be assets to support the

additional investment of the REIT. In this regard, the unitholder would like to propose such opinion for consideration that the REIT manager should be a subsidiary of a major real estate developer.

In addition, the unitholders have inquired to the meeting which can be summarized as follows:

- Is there a possibility of disposing of assets to the owner for renovation and development and then selling it back to the newly established REIT when the property is ready?
- From the presentation that the Property Fund has liquid cash remaining of approximately Baht 113 million, why did the Management Company not distribute any dividends to the unitholders in this recent quarter?
- Has the Management Company conducted the assessment on the value of the land and building and would the demolition of the building and selling of the land bring in higher considerations compared to the value of the Property Fund at present?

Mr. Kantasiti Yongkitmook, the fund manager, informed the meeting which can be summarized that the Management Company has had the idea to convert the Property Fund into REIT. However, as there are no potential assets with suitable qualifications for the additional investment, the Management Company viewed that it is not the right time to proceed with the Conversion. If there are potential assets to additionally invest at the time of the Conversion, the expenses for the Conversion would be compensated with the operating performance of the new asset and the distribution of dividends would not decrease. The approval of the agendas of this meeting is the approval for the feasibility study, whereby there will be another meeting of unitholders for consideration and approval of the Conversion. In this regard, the Property Fund will be responsible for the related expenses for the Conversion.

Mr. Rungyos Chantapasa, the representative of the Plan Proposer, further informed the meeting which can be summarized that the Conversion of the Property Fund into REIT can be executed regardless of whether there is an acquisition of new property post-Conversion or not. Both options are generally found in the market. In the past, Dusit Thani Freehold and Leasehold Property Fund or DTCPF was another property fund which made no investment in new property when they converted into a REIT. However, they invested in new property after conversion for REIT growth. The prominent point of being an independent REIT manager is that it can freely search for good-quality property in strategic location with a successful track record and resilient income. The asset selection process can be carried out independently, without dependency on the property owners involved.

Mr. Paravut Sombat, representative of the Management Company informed the meeting which can be summarized that the liquid cash of approximately Baht 113 million is the cash flow of

the Property Fund before the deduction of the rental security deposit and the accrued deductions of the Property Fund. Since the establishment of the Property Fund, the Management Company has been distributing dividends to the unitholders at a rate of not less than 90 percent of the adjusted net profit for each fiscal year in accordance with the rules of SEC. In this regard, the Management Company has continuously been reserving the remaining amount of not exceeding 10 percent of the adjusted net profit in each fiscal year for the renovation of KPN Tower and the related utility system. Therefore, this is the source of such liquid cash.

Mr. Kantasiti Yongkitmook, the fund manager, further informed the meeting which can be summarized that the Management Company has collected the reserve every year and has no intention of obtaining a loan as it would create a burden on the unitholders. In addition, from the facts that the Property Fund has invested in the freehold right over the KPN Tower, if the Management Company obtain a loan, there may be a chance that the property be mortgaged as security. For this reason, the Management Company is of the opinion that obtaining a loan may not be an appropriate source of funds.

Thereafter, Mr. Paravut Sombat informed the meeting which can be summarized that the appraised value of the land and building invested by the Property Fund is approximately Baht 720 million. Mr. Kantasiti Yongkitmook then further clarified that the appraised value of the land at the land office is approximately at Baht 500,000 per square wah which is lower than the market price. In this regard, the negotiation of the purchase price depends on the potential purchaser of the said land and assets. Therefore, the Management Company may not be able to give a clear answer as to how much the purchase price will be worth.

Mr. Charin Satchayan, the legal advisor of the Property Fund, further clarified to the meeting which can be summarized that the request for the resolution at this meeting is a request for the approval of the guidelines for the feasibility study and preparation for the Conversion which is correlated to Agenda 2 and Agenda 3 proposed for consideration and approval at this meeting and is not a request for the approval of the Conversion of Property Fund into REIT. Within 15 June 2024, a meeting of unitholders will be convened for the consideration and approval of the Conversion, whereby the Plan Proposer has the duty to prepare and present detailed information to the meeting for consideration.

3. Mr. Nuttapon Jongthammanurak a unitholder attending the meeting in person, has inquired the meeting which can be summarized as follows:
  - For the expenses related to the Conversion of approximately Baht 11.6 million, should the meeting resolve to approve Agenda 3 of this meeting but resolve to disapprove the

Conversion at the next meeting, would the Property Fund be responsible for all of the expenses?

- How long would the building last after the completion of the renovation of the building and what is the expected increase in the occupancy rate and would the unitholders receive higher distribution of dividends?
- If there is a renovation to the building without the Conversion of the Property Fund into REIT, what is the expected increase in the occupancy rate and would the Management Company be able to distribute more dividends from the increase in the income of the Property Fund?

Mr. Kantasiti Yongkitmook, the fund manager, further informed the meeting which can be summarized that the expenses to be proposed to the unitholders for consideration and approval in Agenda 3 of this meeting are the expenses for the feasibility study and preparation for the Conversion. Should the meeting resolve to disapprove the Conversion at the next meeting of unitholders, the Property Fund will only be responsible for the expenses related to the feasibility study and preparation for the Conversion in the amount of Baht 9.2 million and there would not be expenses related to the Conversion which are expenses that occur after the unitholders have resolved to approve the Conversion of Baht 2.4 million.

For the renovation of the building, in accordance with the standard practice, a building would constantly be renovated and not a one-time renovation of the building till completion. The purpose of this building renovation is with the expectation that it can generate better returns. In terms of creating the potential of KPN Tower, the Property Fund has consulted with the advisor on the direction it should proceed and the Property Fund would consider the suitable guideline for such renovation for the benefit of the Property Fund and the unitholders, with the objective to maintain the existing tenants and seeking new tenants.

Mr. Rungyos Chantapasa, the representative of the Plan Proposer, further informed the meeting which can be summarized that in developing the potential for growth in the occupancy rate for the rental rate of the KPN Tower, in order to receive increased income and result in the Property Fund being able to distribute increased benefits to unitholders, the Plan Proposer agrees that the building renovations may be a part of this development. However, at present, competition in the office building segment is likely to become more hostile, with investment in office building projects increasing 1.5 times during 2023-2025. New office space is likely to enter the market of no less than 1.8 million square meters, surprising the increase in demand. Therefore, the improvement of the external aesthetic is only one part which may not be sufficient for such competition. The Property Fund needs to adjust their

strategies to suit the changing competitive conditions. What must be considered is the creation of customer experience that meets the needs of the building's main target group and the captive market potential in the area surrounding the building by adjusting the image and positioning to be in line with the needs of the target group, including changes in consumer behavior after the outbreak of the coronavirus disease 2019 (COVID-19).

One important strategy is the "Incubator and Inclusivity" strategy, or the strategy for cultivating a group of anchor tenants for expansion and balancing tenants. The strategy for cultivating anchor tenants focuses on grouping tenants that are beneficial to the building and attracting new tenant groups, such as focusing on self-storage business, a business that grows in line with the expansion of the SME business, which is considered the building's main tenant group. Adjustment of the area to be a co-working space or service offices to be in line with the hybrid working behavior that is widely occurring after the outbreak of the coronavirus disease 2019 (COVID-19), including the concept of converting the area into edutainment space or providing building services to support learning and playing activities to penetrate new market segment from the increase of more than 17 international schools in the surrounding area. Such strategy will help attract more groups of students, teachers, and parents to use the space in the building, build a strong customer base to reinforce the building's strengths in being an edutainment center and is a strength that new building may not be able to provide, including to attract new target groups to use more space in the building.

In addition to the strategy aimed at expanding the tenant base to the main tenant groups as mentioned above, rebalancing of the current tenant group is required to be diverse and suitable for the changing lifestyles of building users; such as adapting more shared common areas, expanding the F&B and food court areas, increasing the areas for fitness and outdoor activities lifestyle group, including to significantly increase the importance of green space, ESG, Leed certification or efficiently allocate the building space to increase convenience for current tenants, as well as making the access to the building easier to support the orange rapid transit line that is about to be completed in 2025, in order to attract new target groups to use more space in the building.

In addition, the Chairman further clarified to the meeting which can be summarized that the unitholders can consider the details of the related expenses on page 47 of Enclosure 4 which has been delivered to the unitholders together with the invitation letter. In this regard, most of the expenses are expenses related to the feasibility study and preparations for the Conversion.

Accordingly, Mr. Paravut Sombat, the representative of the Management Company, has further clarified that the Management Company has also been studying about LEED and WELL.

In this regard, Mr. Charin Satchayan, the legal advisor of the Property Fund, informed the meeting which can be summarized that after the Conversion of the Property Fund into REIT, the management and supervision of the properties of the REIT will be the responsibility of the Plan Proposer who proposed to assume the duties of the REIT manager. In case the meeting resolved to disapprove the Conversion, the Management Company will continue to supervise and manage the properties of the REIT.

4. Mr. Nattawat Chaichanasiri a unitholder attending the meeting in person, has inquired the meeting which can be summarized as follows:
- Can the appraisal value of land and buildings be separated into the land appraisal value and the buildings appraisal value?
  - Is the occupancy rate of KPN Tower at 40 percent at present the result of the location or the status and renovation of the building and why did the occupancy rate decrease?
  - In the case of the conversion with the additional investment in the new assets, would there be a need to obtain a loan to invest in the new assets in order to increase the returns?
  - Would the occupancy rate of KPN Tower increase if the Management Company consider reducing the rent for KPN Tower and would doing so result in the increase of the dividends?

Mr. Kantasiti Yongkitmook, the fund manager, informed the meeting which can be summarized that from the appraisal of the value of the assets using the cost approach method, at present, the land appraisal value is at approximately Baht 500 million and the buildings appraisal value is at approximately Baht 900 million, totaling to approximately Baht 1,400 million. This is the appraised value that the Management Company used as a reference for the preparation of the property insurance in case of total loss which requires the construction of the substitute buildings. In this regard, the factors that affect the occupancy rate can be classified into several factors: the location, form of procurement of benefits and competitors. The Management Company expects that when the construction of the orange rapid transit line is completed, the occupancy rate of KPN Tower will increase.

Mr. Rungyos Chantapasa, the representative of the Plan Proposer, further informed the meeting which can be summarized that following the Conversion and the appointment of the Plan Proposer as REIT Manager, the development direction for the KPN Tower will focus on the captive market potential in the surrounding area. This will be based on the characteristics

and needs of the market in the vicinity of the building. For instance, as the surrounding area mainly consists of condominiums, there is a high demand for storage space. Therefore, offering self-storage services would be appropriate. Alternatively, the surrounding area includes international schools that require additional outdoor space for educational activities. Providing edutainment building services would meet this demand. Therefore, in the asset enhancement and renovation plan, it is not sufficient to only focus on changing the external structure and aesthetics. It is crucial to consider the surrounding market demand factors to appropriately formulate development strategies.

In addition, Mr. Vittawat Ajchariyavanich, the representative of the Management Company, has shared the observation that as the time of the meeting has lapsed more than expected, the unitholders are asked to consider asking the questions that are related to the matter proposed for consideration and the unitholders may further inquire after the consideration of all agendas has completed.

When none of the unitholders had any further questions or opinions, the Chairman proposed the meeting to consider and approve the guidelines for the Conversion of Property Fund into REIT and the determination of appropriate timeline for the Conversion to be completed by the end of December 2024 in order to receive the benefits from the exemption of fees and taxes in relation to the Conversion and approve the execution of the necessary and relevant preparation for the Conversion of Property Fund into REIT, including to propose the information received from such study and preparation to the meeting of unitholders of the Property Fund to approve the matters in relation to the Conversion of Property Fund into REIT once again after the feasibility study is completed. The details of which shall be as presented by the Plan Proposal to the meeting which is in accordance with Clause 1. of Enclosure 4 which has been delivered to the unitholders together with the invitation letter.

In this regard, the Chairman further informed for clarification that the consideration pursuant to the agendas of the meeting of unitholders of the Property Fund this time is not to request for the resolution of the unitholders for the Conversion but a request for the resolution to approve the matters in relation to the guidelines for the feasibility study and preparation for the Conversion.

#### **Resolution**

The meeting has considered and resolved to approve the guidelines for the Conversion of Property Fund into REIT and the determination of appropriate timeline for the Conversion to be completed by the end of December 2024 in order to receive the benefits from the exemption of fees and taxes in relation to the Conversion and approve the execution of the necessary and relevant preparation for the Conversion of Property Fund into REIT, including to propose the information received from

such study and preparation to the meeting of unitholders of the Property Fund to approve the matters in relation to the Conversion of Property Fund into REIT once again after the feasibility study is completed pursuant to the details presented to the meeting in all respects with the following votes:<sup>1</sup>

Approved	118,621,520	votes	or equivalent to	98.9029	percent
Disapproved	1,257,520	votes	or equivalent to	1.0485	percent
Abstained	20,000	votes	or equivalent to	0.0167	percent
Void Ballot	38,300	votes	or equivalent to	0.0319	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

of the total number of investment units of the unitholders attending the meeting and having the right to vote.

*Remarks:<sup>1</sup> Please consider the additional details of the voting result as appear at the end of this minutes of the meeting.*

Number of votes required to pass the resolution in this agenda: a vote of no less than the majority votes of the total investment units of the unitholders attending the meeting and having the right to vote, whereby there are no unitholders with special interest in this agenda.

**Agenda 2 To consider and approve the determination of roles and responsibilities after the conversion**

The Chairman assigned Mr. Kantasiti Yongkitmook, the fund manager, to present the details of this agenda to the meeting.

Mr. Kantasiti Yongkitmook informed the meeting of the purpose and rationale for the proposal to the unitholders to consider and approve the determination of roles and responsibilities after the Conversion, details as appear on page 6 of the invitation letter, which can be summarized that pursuant to which the unitholders have resolved to approve the execution of the feasibility study and preparation for the Conversion in accordance with Agenda 1, in this Agenda 2, the Management Company deemed it appropriate to propose the unitholders to consider and approve the determination of the roles of the relevant parties for the execution of the Conversion and after the Conversion. The details shall be as appear in Clause 2. of Enclosure 4 which has been delivered to the unitholders together with the invitation letter. In this regard, the Plan Proposer has proposed to the Management Company to undertake the role of the REIT manager after the Conversion and requested the Management Company to propose the meeting of unitholders to consider appointing the Plan Proposer to undertake the role of the REIT manager to proceed with the Conversion of the Property Fund into REIT. The details on the information of the Plan Proposer who offered to undertake the role of the REIT manager, the strategies and plans for increasing the potential to generate income and returns to unitholders and the REIT's growth plan shall be as

appear in Clause 2. of Enclosure 4 which has been delivered to the unitholders together with the invitation letter.

Thereafter, Mr. Kantasiti Yongkitmook invited the representatives of Blue Whale Assets Company Limited, the Plan Proposer, to propose the details to the meeting. In this regard, the details to be presented by Blue Whale Assets Company Limited shall be as appear in Clause 2. of Enclosure 4 Preliminary Study Report and Proposal of Blue Whale Assets Company Limited, which has been delivered to the unitholders together with the invitation letter.

Mr. Rungyos Chantapasa, Chief Executive Officer of Blue Whale Assets Company Limited, as the Plan Proposer, presented the details of the Plan Proposer who proposed to undertake the role of the REIT manager, the strategies and plans for increasing the potential to generate income and returns to unitholders and the REIT's growth plan to the meeting. The details shall be as shown in Attachment 1 (Presentation document of Blue Whale Assets Company Limited) of the minutes of this meeting which can be summarized as follows.

#### **1) Investment Policy**

After the Conversion, the REIT has the objective to invest in the freehold rights and leasehold rights (including sub leasehold rights) in real estate to generate benefits in the form of rental income, service fees, or any other income. This involves the enhancement, development, and/or sale of various properties to generate income and returns to the trust unitholders in the long term.

In addition, REIT will continually invest in additional properties to diversify its income base by adopting a strategy to diversify investments in other types of real estate to reduce reliance on any specific business type. Additional types of properties the REIT will invest in include warehouses, distribution centers, self-storage facilities, and factories, including other types of properties that are related to or support the business of leasing the aforementioned real estate types to create opportunities for the REIT's growth, expand its revenue base, and diversify sources of income to mitigate risks. Ultimately, it is beneficial for the REIT to deliver accretive returns to investors in the long term and attract more diverse and international investors.

##### **● Long-term growth and return enhancement strategy**

The Plan Proposer has outlined the strategy for development and growth enhancement over two phases following the REIT's investment. In the first year (2025), the focus is on enhancing the revenue-generating capabilities of the main asset, the KPN Tower, to establish a stable income base and increase operational flexibility. This aims to prepare

the financial readiness for additional investments in various types of potential real estate in the future.

In the second phase (2026 - 2028), the strategy shifts towards investing in additional properties, particularly in warehouses and factories, with consistent rental income and growth potential in alignment with the aforementioned policy. The Plan Proposer has set clear criteria for investment selection to select the real estate located in strategic locations with continuous government support in infrastructure development and with ongoing development plans and a history of successful operational performance. In addition, the strategy aims to reduce income volatility in the early stages of the REIT's investment portfolio and create opportunities for sustainable long-term returns. This is intended to provide favorable returns to investors in the long term. The details of which are set out below.

- Strategy for long-term growth

(1) Seeking opportunities for additional investments in assets to diversify income base, focusing on warehouse, factory, and self-storage properties, which are continuously growing industries. The Plan Proposer has set clear criteria for investment selection. The selection is based on rigorous criteria, emphasizing quality and strategic location, locating in the significant distribution and transportation centers of Thailand, particularly within the Eastern Economic Corridor (EEC). The selected assets have the potential to generate resilient income, supported by average lease-term exceeding 3 years and managed by experienced property managers with a proven track record.

(2) Managing the capital structure appropriately for additional investments in the new assets. After the Conversion, REIT's plans involve leveraging loans from banks and/or financial institutions, including commercial bank loans. The Plan Proposer will optimize the capital structure of REIT to finance investments and property enhancements, taking into account liquidity and risk associated with debt.

2) Details of REIT Manager

Mr. Rungyos Chantapasa, informed the meeting about general information of the REIT manager as follows:

REIT Manager	Blue Whale Assets Company Limited
Address	63 Athene Tower, 18th floor, unit no 1802, Wireless Road, Lumpini, Pathumwan, Bangkok, 10330

Registration Number	0105560125481
Telephone number	02 625 3166
Registered capital	THB 50,000,000
Paid-up capital	THB 50,000,000

The Plan Proposer has also presented to the meeting the experience in developing and managing real estate project, including the renovation of a mixed-used project located at the heart of Ratchaprasong followed by introducing their strong dedicated team with extensive skills and experiences in real estate sectors, including:

- **Mr. Pornthep Srisa-an**, having more than 15 years of experience in strategy consulting and investment banking across a broad spectrum of sectors including real estate, financial services, and industrials. At present, he is the chief executive officer of The Quant Group Company Limited, a leading financial advisor in Thailand.  
  
**Ms. Thitinan Kiatphaibool**, having more than 15 years of experience in legal, business consulting and investment, serving in senior executive roles across industries, including asset management, real estate development, and wealth management. In addition, Ms. Thitinan has experience practicing as a lawyer at Baker McKenzie Ltd.
- **Mr. Rungyos Chantapasa**, having more than 20 years of experience in investment, marketing, and property management spanning across asset classes, including retail, office, and residential properties. Currently, he is the chief executive officer of Blue Whale Assets Company Limited.
- **Mr. Kittipong Wongvisanupong**, having over 6 years of experience in real estate, business development and investment, and project management, including condominium, hotel and retail. He also had experience in manufacturing and government project management.
- **Ms. Natcha Seehabutr**, having more than 8 years of experience in finance and investment, primarily in the real estate and retail industry. Ms. Natcha also had extensive experience in Merger and Acquisition (M&A) of businesses

Mr. Rungyos Chantapasa then clarified the structure of the REIT management fee that the Plan Proposer does not charge a fee for the Conversion and will receive the REIT management fee after the completion of the Conversion. The structure of the REIT management fee is proposed to align with the policies and strategies for the growth of the REIT and the REIT management fee is varied to the actual generated profit. The REIT management fee consists of a base fee and

outperformance fee, which varies based on the actual generated profit. With this structure, the Plan Proposer strives to enhance the REIT to increase its efficiency and generate benefits for the unitholders in the long term.

Thereafter, Mr. Kantasiti Yongkitmook informed the meeting of the opinion of the Management Company, details as appear on page 7 of the invitation letter which can be summarized that the Management Company has planned to proceed with the Conversion at the appropriate time which the Management Company considers to be when the Property Fund has completed the renovation of the assets in order to have the potential to compete with competitors and to generate steady income. In addition, the Property Fund has sought opportunities to additionally invest in other main assets with potential and has initially considered assuming the duties of the REIT manager, as well as having discussed with other management companies to undertake the duties of the trustee after the Conversion. However, later on, the unitholder sent a letter to the Property Fund, assigning the Plan Proposer to study the Conversion of the Property Fund and to proceed with the Conversion as well as proposing the Plan Proposer to undertake the role of a REIT manager after the Conversion is completed.

In this regard, the Management Company hereby advise the unitholders to consider the roles and responsibilities of the Plan Proposer in assuming the duties as the REIT manager by evaluating the qualifications, knowledge and capabilities of the Plan Proposer pursuant to the rules and regulations stipulated by SEC and consider the feasibility of the plan proposed by the Plan Proposer in this agenda. Accordingly, once the unitholders have resolved to approve all of Agenda 1, Agenda 2 and Agenda 3, the Plan Proposer will proceed with the feasibility study of the Conversion, along with being responsible for selecting and proposing the trustee and assuming the duties as the REIT manager after the Conversion to collaboratively work with various related persons for the management of the REIT after the meeting of unitholders has resolved to approve the Conversion and the related agenda at the next meeting of unitholders.

Thereafter, the MC has opened the opportunity for the unitholders to ask questions or express opinions in relation to the agenda. There was a unitholder who asked a question and expressed an opinion as follows:

1. Mr. Krisadee Burapat a unitholder attending the meeting in person, inquired the meeting about the reason for the proposal of only Blue Whale Assets Company Limited to assume the role of the REIT manager and whether there are other offers in order to be informed of other options prior to voting.

Mr. Kantasiti Yongkitmook, the fund manager, informed the meeting that pursuant to which the convening of this meeting of unitholders is the convening of the meeting where the

unitholder has sent a letter of request to the Management Company, whereby such letter contained the proposal for Blue Whale Assets Company Limited to proceed with the Conversion and to assume the roles as the REIT manager. Accordingly, the Management Company did not propose any other option to be consistent with the objective for the convening of this meeting. Nevertheless, should the unitholders resolve to disapprove the agendas proposed in this meeting, the Management Company also planned to proceed with the Conversion when there are assets deemed suitable for the additional investment; whereas the Management Company will propose to take on the responsibility of the REIT manager.

In this regard, the unitholder has further expressed his opinion to the meeting which can be summarized that the receipt of the relevant tax benefits would be beneficial to the Property Fund and the unitholders. However, if there are no assets which are suitable and qualified for the additional investment at present, the Conversion when ready may be more beneficial to the unitholders.

When none of the unitholders had any further questions or opinions, the Chairman proposed the meeting to consider and approve the determination of roles and responsibilities after the Conversion by designating the Plan Proposer to proceed with the Conversion and assuming the duties of the REIT manager after the Conversion. The details of which shall be as presented by the Plan Proposal which is in accordance with Clause 2. of Enclosure 4 which has been delivered to the unitholders together with the invitation letter.

In this regard, the Chairman further informed for clarification that the consideration pursuant to the agendas of the meeting of unitholders of the Property Fund this time is not to request for the resolution of the unitholders for the Conversion but a request for the resolution to approve the matters in relation to the guidelines for the feasibility study and preparation for the Conversion.

**Resolution**

The meeting has considered and resolved to approve the determination of roles and responsibilities after the Conversion by designating the Plan Proposer to proceed with the Conversion and assuming the duties of the REIT manager after the Conversion pursuant to the details presented to the meeting in all respects with the following votes:<sup>7</sup>

Approved	117,924,820	votes	or equivalent to	98.3220	percent
Disapproved	824,520	votes	or equivalent to	0.6875	percent
Abstained	1,138,000	votes	or equivalent to	0.9488	percent
Void Ballot	50,000	votes	or equivalent to	0.0417	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

of the total number of investment units of the unitholders attending the meeting and having the right to vote.

*Remarks:<sup>1</sup> Please consider the additional details of the voting result as appear at the end of this minutes of the meeting.*

Number of votes required to pass the resolution in this agenda: a vote of no less than the majority votes of the total investment units of the unitholders attending the meeting and having the right to vote, whereby there are no unitholders with special interest in this agenda.

**Agenda 3 To consider and approve the expenses in relation to the preparation for the presentation to the unitholders for consideration and approval of the conversion**

The Chairman assigned Mr. Kantasiti Yongkitmook, the fund manager, to present the details of this agenda to the meeting.

Mr. Kantasiti Yongkitmook informed the meeting of the purpose and rationale for the proposal to the unitholders to consider and approve the expenses in relation to the preparation for the presentation to the unitholders for consideration and approval of the Conversion, details as appear on page 7 - 8 of the invitation letter, which can be summarized that pursuant to which the engagement in the study and preparation for the Conversion in accordance with Agenda 1 involves certain operating expenses arising from the study and preparation of information to present to the unitholders of the Property Fund and the convening of the meeting of unitholders to approve the Conversion and related matters, such as the cost of the independent property appraisers, legal advisor fees, independent financial advisor fees, document preparation costs, expenses for convening the meeting of unitholders and other related operating expenses. The Plan Proposer therefore proposed the Management Company to propose the meeting of unitholders to consider and approve the Property Fund to be responsible for the expenses in relation to such preparation, including the related and necessary expenses associated with such arrangement, details as appear in Clause 3. of Enclosure 4 which has been delivered to the unitholders together with the invitation letter. Accordingly, the Management Company deemed it appropriate to propose the meeting of unitholders to consider and approve the expenses in relation to the feasibility study and preparation for the presentation of information to the unitholders for consideration and approval of the Conversion.

Thereafter, Mr. Kantasiti Yongkitmook invited the representatives of Blue Whale Assets Company Limited, the Plan Proposer, to propose the details to the meeting. In this regard, the details to be presented by Blue Whale Assets Company Limited shall be as appear in Clause 3. of Enclosure 4 Preliminary Study Report and Proposal of Blue Whale Assets Company Limited, which has been delivered to the unitholders together with the invitation letter.

Mr. Rungyos Chantapasa, Chief Executive Officer of Blue Whale Assets Company Limited, as the Plan Proposer, presented the details of the expenses in relation to the preparation for the presentation to the unitholders for consideration and approval of the Conversion to the meeting. The details shall be as shown in Attachment 1 (Presentation document of Blue Whale Assets Company Limited) of the minutes of this meeting which can be summarized as follows.

The feasibility study and preparation for the Conversion of the Property Fund into REIT will incur associated expenses, including the preparation of a comprehensive study and information to be considered by the unitholders of the Property Fund. The unitholders' meeting will be convened in order to seek approval for the Conversion and related matters. In connection with the aforementioned, there will be expenses related to the Conversion, estimated at THB 11,665,000. These expenses include the following.

**Phase 1:** Expenses for the feasibility study for the presentation of the Conversion and seeking approval from the meeting of unitholders, including independent appraisal fees, legal and financial advisory fees, document preparation expenses, expenses related to the convention of the meeting of unitholders and others. The estimated minimum expenses incurred in this phase are approximately THB 9,265,000.

**Phase 2:** In the event that the unitholders resolved to approve the Conversion, expenses for the Conversion process include professional fees, liquidation fees, and other related expenses. The estimated expenses incurred in this phase are approximately THB 2,100,000.

**Phase 3:** Expenses related to filing application fees to SEC and the Stock Exchange of Thailand, estimated at THB 300,000, which will be the responsibility of the REIT.

Thereafter, Mr. Kantasiti Yongkitmook informed the meeting of the opinion of the Management Company, details as appear on page 8 of the invitation letter which can be summarized that according to the capital management plan of the Property Fund, the Management Company has allocated the funds for the building renovation as mentioned in Agenda 1. If the building renovation budget is affected by the expenses for the Conversion, it may result in the building renovation not progressing as planned. In addition, the Management Company is not yet able to provide opinions to the unitholders on the effect on the rate of returns distributable to the unitholders from the Conversion. The Management Company therefore advise the unitholders to thoroughly consider the details of the related expenses as proposed by the Plan Proposer. In this regard, upon the receipt of the approval from the unitholders in this agenda, the amount according to the details of the Plan Proposer will be the expenses that the Property Fund be responsible for the feasibility study and the Conversion in preparation for the presentation to the unitholders to consider and approve the Conversion at the next meeting of unitholders.

Thereafter, the MC has opened the opportunity for the unitholders to ask questions or express opinions in relation to the agenda.

When none of the unitholders had any further questions or opinions, the Chairman proposed the meeting to consider and approve the expenses in relation to the preparation for the presentation to the unitholders for consideration and approval of the Conversion. The details of which shall be as presented by the Plan Proposal which is in accordance with Clause 3. of Enclosure 4 which has been delivered to the unitholders together with the invitation letter.

In this regard, the Chairman further informed for clarification that the consideration pursuant to the agendas of the meeting of unitholders of the Property Fund this time is not to request for the resolution of the unitholders for the Conversion but a request for the resolution to approve the matters in relation to the guidelines for the feasibility study and preparation for the Conversion.

#### **Resolution**

The meeting has considered and resolved to approve the expenses in relation to the preparation for the presentation to the unitholders for consideration and approval of the Conversion pursuant to the details presented to the meeting in all respects with the following votes:<sup>1</sup>

Approved	117,614,920	votes	or equivalent to	98.0636	percent
Disapproved	1,034,520	votes	or equivalent to	0.8626	percent
Abstained	1,037,900	votes	or equivalent to	0.8654	percent
Void Ballot	250,000	votes	or equivalent to	0.2084	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

of the total number of investment units of the unitholders attending the meeting and having the right to vote.

*Remarks:<sup>1</sup> Please consider the additional details of the voting result as appear at the end of this minutes of the meeting.*

Number of votes required to pass the resolution in this agenda: a vote of no less than the majority votes of the total investment units of the unitholders attending the meeting and having the right to vote, whereby there are no unitholders with special interest in this agenda.

#### **Agenda 4 To consider other matters**

Mr. A Sachdev, the proxy of 2 unitholders, namely Mr. Krit Srichawla and Mr. Nop Narongdej, has expressed his opinion toward the meeting which can be summarized that the counting of votes in certain agenda may be inaccurate as he did not submit the voting ballots for Agenda 2 but the total number of investment units of all agendas were equal and hence, would like the Management Company to explain the facts.

Mr. A Sachdev, a unitholder attending the meeting in person, expressed his opinion toward the meeting which can be summarized that pursuant to which Mr. A Sachdev has informed the meeting that he is the proxy of the unitholders which hold units of approximately 10 percent of the total units of the Property Fund and that he did not submit the voting ballots in Agenda 2, why did all agendas have similar approval votes?

Mr.Sanchan Chantasriviroj a proxy of the Thai Investors Association, inquired about the method for the counting of votes for this meeting whether it is the counting of votes from all of the voting ballots or that all of the other types of votes be deducted from the total number of votes to form the approval votes.

Ms. Pitchaya Sopondirekrat, the legal advisor of the Property Fund, informed the meeting which can be summarized that the method for the counting of votes for this meeting is to count the votes from all of the voting ballots submitted by counting the approval votes, disapproval votes, abstained votes and the void ballots.

In this regard, Mr. Charin Satchayan further clarified to the meeting that pursuant to which the MC has explained the method for the counting of votes for this meeting at the beginning of the meeting that all of the voting ballots will be counted, due to the technical error of the vote counting system of the responsible vote counting service provider, the votes counted were not consistent with the method informed at the beginning. Accordingly, the Chairman informed the meeting that the Management Company will proceed with the recounting of the votes in all agendas.

After the recounting of the votes for all agendas from all of the voting ballots submitted by the unitholders and proxies using the method informed to the meeting was completed, the MC then informed the voting result of all agendas to the meeting. The details are as follows:

**Agenda 1**

1. Voting result counted by the system with technical error

Approved	118,721,520	votes	or equivalent to	98.9863	percent
Disapproved	1,157,520	votes	or equivalent to	0.9651	percent
Abstained	20,000	votes	or equivalent to	0.0167	percent
Void Ballot	38,300	votes	or equivalent to	0.0319	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

2. Voting result after the recounting of the votes

Approved	118,621,520	votes	or equivalent to	98.9029	percent
Disapproved	1,257,520	votes	or equivalent to	1.0485	percent
Abstained	20,000	votes	or equivalent to	0.0167	percent

Void Ballot	38,300	votes	or equivalent to	0.0319	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

**Agenda 2**

1. Voting result counted by the system with technical error

Approved	117,924,820	votes	or equivalent to	98.3220	percent
Disapproved	824,520	votes	or equivalent to	0.6875	percent
Abstained	1,138,000	votes	or equivalent to	0.9488	percent
Void Ballot	50,000	votes	or equivalent to	0.0417	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

2. Voting result after the recounting of the votes

Approved	117,924,820	votes	or equivalent to	98.3220	percent
Disapproved	824,520	votes	or equivalent to	0.6875	percent
Abstained	1,138,000	votes	or equivalent to	0.9488	percent
Void Ballot	50,000	votes	or equivalent to	0.0417	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

**Agenda 3**

1. Voting result counted by the system with technical error

Approved	117,614,920	votes	or equivalent to	98.0636	percent
Disapproved	1,034,520	votes	or equivalent to	0.8626	percent
Abstained	1,037,900	votes	or equivalent to	0.8654	percent
Void Ballot	250,000	votes	or equivalent to	0.2084	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

2. Voting result after the recounting of the votes

Approved	117,614,920	votes	or equivalent to	98.0636	percent
Disapproved	1,034,520	votes	or equivalent to	0.8626	percent
Abstained	1,037,900	votes	or equivalent to	0.8654	percent
Void Ballot	250,000	votes	or equivalent to	0.2084	percent
Total	119,937,340	votes	or equivalent to	100.0000	percent

When none of the unitholders had any further questions or opinions, the Chairman then thanked all unitholders and attendees of the meeting, as well as all of the relevant parties in attendance and declared the meeting adjourned at approximately 17.07 hours.

Yours respectfully,

(Ms. Sunida Meechookul)

Chairman of the meeting

Kasikorn Asset Management Company Limited

KPN Property Fund (KPNPF)