

Minutes of the 2025 Two-way Communication
CPN Commercial Growth Leasehold Property Fund (CPNCG)

Convened on 24 April 2025 at 9.30 p.m. at The Gallery I

The ATHENEE Hotel (Electronic Meeting)

Prior to the commencement of the Two-way Communication, the Moderator provided basic information about the Meeting by clarifying the rules and conditions as announced under the Notification of the Capital Market Supervisory Board No. TorJor. 33/2566 Re: Rules, Conditions and Procedures for Disclosure of Mutual Funds and Real Estate Investment Trusts or Infrastructure Trusts, which cancel the convocation of Annual General Meetings (AGM) of the unitholders and require the Fund to arrange communication channels with the unitholders in the form of Two-way Communication, whether by convening a meeting directly with the unitholders in person or by any other means, allowing the unitholders to inquire about additional information. In addition, should the unitholders have inquiries about relevant information, a summary of key issues thereof shall be prepared in the form of questions and answers and also disclosed for acknowledgment by other unitholders within 14 days from the date of the Two-way Communication.

For ease of understanding, the Moderator shall refer to this Two-Way Communication as the “Meeting” as usual. This Meeting was held at the Gallery I Room, the ATHENEE Hotel in electronic format (Electronic Meeting). In addition, the Moderator informed about the video recording in this Meeting that the video recording shall be made during the Meeting in order to record the information for preparing the minutes of the unitholders’ meeting. The information so recorded shall include photos or moving images from video recordings during the Meeting, as well as the content, questions, answers, and comments from the attendees. In any case, the unitholders can find the details of the Privacy Notice on regarding the Two-way Communication meeting as notified in Attachment 4 of the Invitation to the Meeting.

The Moderator introduced the related parties’ representative who attended the meeting, as follows:

The Management Team and Telecom Asset Manager

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|----|----------------------------|--|
| 1) | Mrs.Tipaphan Puttarawigorm | Executive Director, Property and Infrastructure Investment Group
SCB Asset Management Company Limited (the “Management Company”)
The Chairman of the Meeting |
| 2) | Mr. Navabool Thongongarj | Associate Director, Property and Infrastructure Investment Group
SCB Asset Management Company Limited
The Moderator |

The Moderator then explained the meeting rules to the Meeting as follows:

1. In each topic, the attendees will be given an opportunity to inquire or share their opinions on issues relevant to such topic as appropriate.
2. The Fund reserves the right to consider eliminating any questions or comments which are impolite, defaming others, violating any law, or interfering with the Meeting, and causing trouble to other attendees; and
3. In case of a large number of questions related to that topic being asked, the Fund shall consider and select questions as appropriate for the purpose of timekeeping of the Meeting.

If there are any outstanding questions, the Management Company shall explain and disseminate answers through the website of the Stock Exchange of Thailand and its website along with the dissemination of the minutes of this Meeting, which will be notified through the information disclosure system of the Stock Exchange of Thailand within 14 days from the Meeting date or within 7 May 2025.

The Chairman proceeded the Meeting according to the topics of the Meeting as follows.

Before proceeding with the Topic 1, the Chairman asked Mr. Navabool, to present overview of the office space for rent industry, investment structure, and details about the Fund's investment assets.

Mr. Navabool presented information about the industrial outlook of the office building industry from the Research and Development Department of CBRE Thailand Company Limited that the supply totaled 9.85 million square meters, increased from previous year 0.35 million sqm, equivalent to an occupancy rate of 81%. In addition, there is incoming additional supply, consisting of 0.59 million square meters of constructed office space, which is expected to be completed by 2028, and 0.48 million square meters expected to complete within 2025.

In terms of demand, the total demand was 8.00 million square meters, or an increased of 0.1 million sqm in 2024. For year 2025, expecting of 0.09 million sqm, resulting in the trend of occupancy rate drop to lower than 80%.

For the Average rental rate has been stable as follow

CBD area	Grade A+ Office rental rate at 1,195 Baht/sq.m.
	Grade A Office rental rate at 900 Baht/sq.m.
	Grade B Office rental rate at 695 Baht/sq.m.
Non-CBD area	Grade A Office rental rate at 740 Baht/sq.m.
	Grade B Office rental rate at 545 Baht/sq.m.

The trend of increased competition in the office building for rent market is expected due to the incoming supply of new office building space. As tenants are looking to move into better office space, therefore the older office buildings will need to be more flexible in terms of rent, as well as competitive in terms of quality and price.

Subsequently, Mr. Navabool provided information about the Fund's investment structure by reporting that the Fund has invested in the CentralWorld Offices, a 45-story Grade A office building with a leasable area of approximately 82,000 square meters, in the form of leasehold rights, which has a remaining term of approximately 8 years and will expire in 2032. The balance of the Fund's borrowings at the end of 2024 was Baht 88.45 million. Major tenants of the Fund include Agoda, Nestle, and Central Pattana Public Company Limited. In terms of the performance of the building at the end of 2024, the occupancy rate was 96 percent and the average growth rate of the rental income in 2024 was 3 percent. There would be only 55 percent of lease contracts expiring in Q4'2025.

After that, the Chairman invited the Property Manager to present information on building management and ESG-related policies. Mr. Nakul provided information that after the building renovation, the management team focused on the development thereof.

Mr. Nakul provided information concerning the building's administrative management and improvements that the Property Manager focuses on creating fast communication and engagement, not just at the tenant representative level, but also including tenant employees, visitors, contractors, etc. Including the operation according to the LEED Gold and WiredScore certification standards that the building has received earlier.

Also, Property Manager has launched a promotion to grant special privileges to office building tenants and organized various activities in the building's At Work conference room and events. For the building's weaknesses, since it is an old building, there will be a ceiling that is not as high as modern buildings, or some parts of the building that have not been renovated, which will be planned for further action.

In terms of tenant procurement guidelines, further studies will be conducted on other standards that promote business operations and the occupancy of tenants, tenant employees, and other building users in order to be competitive, e.g. WELL, FitWel. Also looking for opportunities to send buildings profile to compete in international events, along with taking care of tenants and meeting tenants to listen to feedback. In order to improve the service and build good relationships with business partners, the building has received LEED GOLD standards, which are related to energy conservation, and Smart Score, which is related to building network connectivity technology.

For earthquake incidents, the Company has conducted a comprehensive site investigation in collaboration with 1. Ampersand ACE, a structural and earthquake specialist. 2. Profile Inspector Co., Ltd., an independent auditor certified by Bangkok, has issued a green certificate (the building can be used normally). 3. Pathumwan District Officers, the building has opened for service from 31 March 2025.

For ESG policy, it is in line with CPN's NET Zero approach by 2050, focusing on energy conservation.

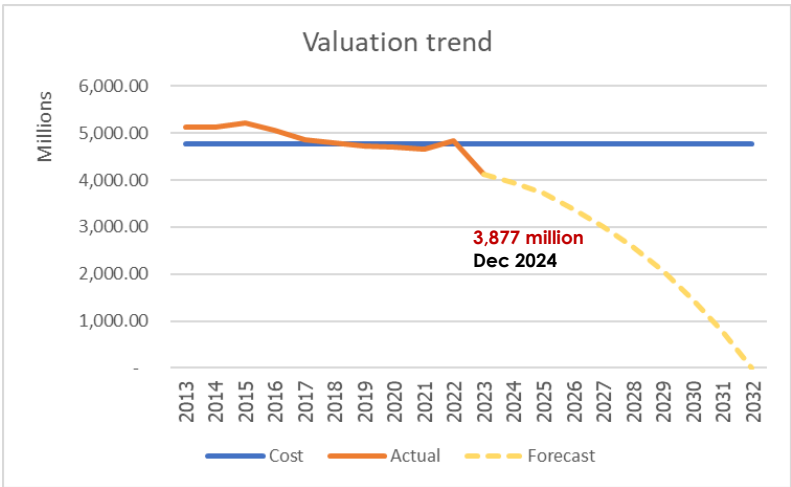
The Chairman proceeded with the Meeting in the following order:

Topic 1: To acknowledge the Fund management regarding key issues and future management plan

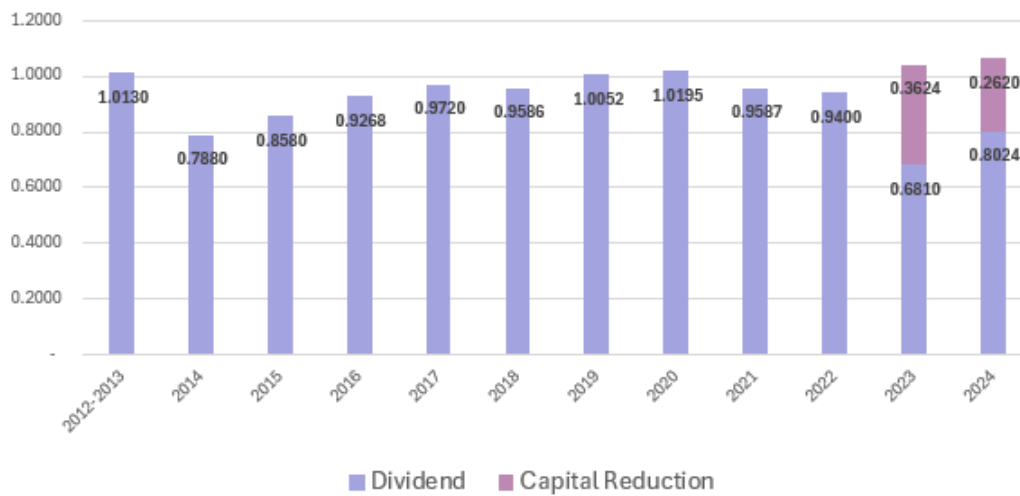
The Moderator presented the details as follows:

The Fund management regarding key issues

The fair value on investments in the Fund's leasehold rights in immovable property as of 2024 decreased by Baht 254 million, which was merely an accounting loss on financial statements without actual cash outflow, incurred as a result of the decrease in the term of sub leasehold rights, whereby the Fund's remaining term of the sub leasehold rights in the CentralWorld Offices as at 31 December 2024 was approximately 8 years. The Management Company has prepared a graph exhibiting the trend of appraisal value in accordance with the estimation based on the appraiser's valuation assumptions as of 31 December 2024, whereby the appraisal trend is as illustrated by the yellow dotted line and will be decreased to nil in 2032 upon the expiration of leasehold right.



Historical Distribution Baht/unit



Throughout the period since the Fund's establishment, it can be seen that the trend of distribution payments has been growing continuously in totaled the Fund considered and made a distribution payment at Baht 11.2936 per unit. Consisted of dividend payment of 10.9232 Baht per unit and Capital reduction of 0.6244 Baht per unit.

In addition to the decreased term of leasehold rights, in 2024, the Fund has engaged the same appraiser from last year, in accordance with the rules of the Office of the SEC that the change is needed once every 2 years. As a result, certain valuation assumptions were amended, and the main assumptions can be summarized as follows:

Assumptions	31 December 2024	31 December 2023
Appraiser	Grand Asset Advisory Co., Ltd.	Grand Asset Advisory Co., Ltd.
1. Investments in leasehold property (Baht)	3,877,000,000	4,131,000,000
2. Remaining leasehold (years)	7.97	8.97
3. Discount rate (%)	10.0%	10.0%
4. Rental rate for new tenant for the first year	917 Baht/sq.m.	889 Baht/sq.m.
5. Rental growth rate (%)	4.0%	4.0%
6. Occupancy rate	98.0%	98.0%

The main reason for the decrease in the appraisal value was the decrease in the remaining lease term from 9 years to 8 years.

Future management plan

- The Fund considers making distribution payments to the Unitholders in accordance with the operating results, exclusive of the effect of such accounting items.
- Distribution payments may be made in two forms i.e. dividends and capital reduction. The Fund shall first consider the retained earnings available for making dividend payments, and in case of excess liquidity, distribution shall be made in the form of proceeds from capital reduction to the Unitholders. Considering the history of distribution payments (both the dividends and capital reduction)

The Chairman then allowed the Unitholders to raise any questions.

Question 1 As the year ended 2024, the Occupancy rate was 96%. how much the current rental rate is and whether the rental rate by the end of this year will still be over 90% or not?

Answer Mr. Navabool explained that the current occupancy rate still at 96% and most contracts due in 2025 will expire in the fourth quarter. Mr. Nakul explained that the contract, which is due to expire in late December, is currently under renewal negotiations, and if it is not renewed, it will affect the following year.

Question 2 What is the estimated dividend in 2025? and will the existing tenants whose contracts will expire in Q4 2025 have a tendency to renew their contracts? How many are expected? Will there be new customers coming in to replace them in time for Q1 2026?

Answer Ms. Tipaphan explained that currently, up until Q3, there are not many contracts that are about to expire, so the first 3 quarters have a chance that the operating results will be very similar to Q1. The operating results in the fourth quarter will depend on the contract renewal. If the contract is not renewed, the main impact will occur in 2026. As for the contract renewal trend, it is currently under negotiation.

Question 3 The fund expects that in 2026, the number of rentals will remain the same as in 2024 or increase?

Answer Mr. Nakul explained that Market competition from 2024 is expected to see relatively stable demand, given both supply and demand increases.

Question 4 Will the discount rate be fixed at 10% along the remaining contract?

Answer Ms. Tipaphan explained that the discount rate is derived from the appraiser's perspective, taking into account the riskiness of the asset over the future period. The assessor will consider factors such as the lease term, building performance, demand, supply, and rental rate adjustments. The fund discloses its valuation assumptions every quarter on the website of the asset management company and discloses the finalized value every quarter on the website of the Stock Exchange of Thailand.

Question 5 Is it possible for the fund to renew the lease with the property owner?

Answer Ms. Tipaphan explained that According to the criteria of the SEC, in order for a real estate mutual fund to be able to invest further, it must first be converted into a real estate investment trust (Reits). Currently, the fund focuses on maintaining tenant satisfaction and maintaining the competitiveness of the building in a situation where office buildings are in high supply. Including the study of additional investment. However, at present, it may not be the right time to expand investment in office buildings. If in the future the fund studies and reaches an agreement that is beneficial to unitholders, it will be presented to unitholders for consideration and approval.

There were no questions from the Unitholders. Then the chairman procced meeting to the next topic.

Topic 2: To acknowledge the Financial Position and Fund's 2024 operating performance

The Moderator presented the details as follows:

Balance Sheet	31 December 2024	31 December 2023	Change
1. Total Assets	5,442,464,986	5,775,041,599	-5.8%
2. Total Liabilities	1,200,941,708	1,421,797,707	-15.5%
2.1 Loan	88,450,000	106,450,000	-16.9%
3. Net Asset value	4,241,523,278	4,353,243,892	-2.6%
4. Net Asset Value per unit	9.9417	10.2035	-2.6%

Performance	2024	2023	Change
Number of tenants (at year ended)	79 tenants	73 tenants	+6
Net Leasable Area	82,404 sqm	82,354 sqm	0.1%
Occupancy rate	96%	99%	-4.0%
Average rental rate	824 Baht	802 Baht	2.7%

Operation results	2024	2023	Change	Management Discussion and Analysis
5. Total Income	796,495,781	793,382,358	0.4%	Income increase from high occupancy rate and rental and service income reflect, renew of tenants in year 2023 and 2024
5.1 Rent and Service income	786,715,486	785,554,936	0.1%	
5.2 Interest income	8,749,491	6,333,826	38.1%	
5.3 Other income	1,030,804	1,493,596	-31.0%	
6. Total Expenses	134,985,097	143,055,986	-5.6%	Expenses decrease mainly for financial cost and other expenses due to the doubtful account in 2023 while cost of rental and services increase from property taxes and maintenance cost
6.1 Cost of rental and services	32,703,055	28,482,473	14.8%	
6.2 Fees	54,699,140	56,945,509	-3.3%	
6.3 Financial costs	37,283,400	40,145,067	-7.1%	
6.4 Other expenses	9,920,330	17,482,937	-43.3%	
7. Net profit on investment	661,510,684	650,326,372	1.7%	Resulting from higher income and lower expenses
8. Total net loss on investment	(319,202,072)	(789,933,762)	-59.6%	Total net loss on change in fair value reflect the decrease in remaining leasehold and assumptions
8.1 Net gain on investment	163,190	-	-	
8.2 Net (loss) on change in fair value of investments	(319,365,262)	(789,933,762)	-59.6%	
9. Net increase (decrease) in net Asset resulting from operation	342,308,612	(139,607,390)	-345.2%	

Distribution payment for the year 2024

According to the distribution payment policy of the Fund, the distribution shall be paid to the Unitholders not less than 90 percent of the adjusted net profits and the payment shall be made not less than twice a year, in accordance with the following details:

Operating period	Dividend	Capital reduction	Total	Payment date
1 Jan – 31 Mar 2024	0.0778	0.1883	0.2661	4 Jun 2024
1 Apr – 30 Jun 2024	0.2467	0.0194	0.2661	2 Sep 2024
1 Jul – 30 Sep 2024	0.2508	0.0153	0.2661	4 Dec 2024
1 Oct – 31 Dec 2024	0.2271	0.0390	0.2661	5 Mar 2025
Total	0.8024	0.2620	1.0644	

Operating results	2024	2023
1. Adjusted Net Profit	324,308,612	(157,607,391)
2. Number of units	426,639,000	426,639,000
3. Dividend payment per unit	0.8024	0.6810
4. Dividend payment	342,335,134	290,541,159
5. Proportion of dividend payment to adjusted net profit (%)	106	N/A*

In year 2024, the proportion of dividend payment compared to adjusted profit was 106% which the adjusted net profit considers the reserve for loan repayment of 18 million Baht.

Regarding the calculation of adjusted net profit for operating results in 2025, the Fund has the policy to reserve cash for loan repayment totaling THB 18 million which the Fund has already specified in the Fund operation information (56-REIT Form) and the 2025's Annual Report.

Opinion of Management Company

The Management Company considers that the financial statement and performance of the mutual fund according to the financial statements for the year ending on December 31, 2024. Including the payment of dividends and capital returns for the year 2024, which are correct, appropriate and in accordance with what is specified in the Fund scheme, and it is deemed appropriate to report to unitholders for acknowledgement.

The Chairman then allowed the Unitholders to raise any questions which were as follows:

Question 6 Is it possible that after 2032, the fund will be able to renew its investment contract with the CPN Group?

Answer Ms. Tipaphan explained that the process of making additional investment requires a resolution from unitholders to convert from a real estate mutual fund to a trust which must consider the returns for unitholders that will continue to grow in the future, as the conversion will incur operating expenses. The mutual fund has 8 years of remaining lease term, during which the fund and CPN will consider the feasibility. If it is considered beneficial to unitholders, the fund will propose it for unitholders' consideration.

Question 7 Has the Fund consider considered reducing the interest burden each year or not? And how much impact will it have on DPU? Including how much is the retained earnings according to the latest report and what percentage of net profit is reserved for building improvements?

Answer Mr. Navabool explained that the fund's accumulated profit in 2024 is approximately 96 million baht, which the fund considers paying as dividends to all unitholders. For the long-term building renovation reserve, it will be reserved at least 1-2 percent of net profit. As for the loan burden at the end of 2024, it is 88.45 million Baht and the principal will be repaid every year at 18 million baht per year until it is due in 2029.

The fund has not negotiated any further interest rate reductions after the fund refinanced its loans 2-3 years ago, which resulted in lower interest rates and an extension of the principal repayment period.

Ms. Tipaphan explained that the interest rate trend is downward, which the fund will benefit from if interest rate cuts are announced. For the building renovation reserves, Since the establishment of the fund, the fund has continuously had reserves. For the building renovation project in 2022, the fund used the reserves without borrowing additional money. Currently, there will be continuous reserves for the future.

There were no other questions from the Unitholders. Then the chairman procced meeting to the next topic.

Topic 3: To acknowledge the appointment of auditors and the determination of audit fee for the year 2025

The Moderator presented the details as follows:

The Management Company has considered and proposed that the auditors from KPMG Poomchai Audit Co., Ltd. be appointed as the auditors of the Fund for the year 2025 with the remuneration of THB 358,000. The names of auditors are as follows:

NAME	No. of year(s) being an auditor of the Fund	Certified Public Account No.
1. Ms. Chanarat Chanwa	5 years (2020 - 2024)	Certified Public Account No. 9052 and/or
2. Mr. Buyarit Thanormcharoen	-	Certified Public Account No. 7900and/or
3. Ms. Thanyalux Keadkeaw	-	Certified Public Account No. 8179and/or
4. Ms. Orawan Chunhakitpaisan	-	Certified Public Account No. 6105 and/or
5. Mr. Teerawat Witthayaphalert	-	Certified Public Account No. 11464

Auditor fee from KPMG Poomchai Audit Co., Ltd.

Year 2024	Year 2023	Change
THB 358,000	THB 358,000	-

Opinion of Management Company

The Management Company is of the view that the auditor from KPMG Poomchai Audit Co., Ltd . have duly preformed their duties and have no relationship or conflict of interest with the Fund which can independently perform the duties. Therefore, it is deemed appropriate to appoint the auditors from KPMG Poomchai Audit Co., Ltd

The Chairman then allowed the Unitholders to raise any questions:

There were no other questions from the Unitholders. Then the chairman procced meeting to the next topic.

Topic 4: Other matters (if any)

There are advance questions that the fund received from allowing unitholders to inquire before the meeting, which are different from what was previously explained as follows:

Question 8 **This year, more than 56 percent of lease contracts have expired. What is the renewal rate?**

Answer Ms. Tipaphan explained that the property manager is currently in talks with the tenant, and it is expected to be clearer near the end of the lease in Q4.

Question 9 **What are the investment plans of the mutual fund in its main assets? What is the budget?**

Answer Mr. Navabool explained that Currently, there will be minor improvements as reported in Issue 1, which are improvements to the bathrooms, elevator lobbies and corridors. The budget will not exceed 65 million baht, which will come from the funds reserved by the fund.

Question 10 **What are the plans for the mutual fund to borrow money and issue bonds?**

Answer Ms. Tipaphan explained that currently, the Fund's Building Renovation Fund is operated using the Fund's reserve fund without any additional borrowing. The fund has 8 years remaining lease term, and the fund will have continuous reserves. The fund expects that after the major renovation, there will be no significant expenses that require additional loans.

Question 11 **The CPNCG mutual fund has 8 years remaining and the market value of the securities has been low for a long time. Is there a chance that CPN will come in to buy shares or that CPNREIT will come in to merge with the fund?**

Answer Ms. Tipaphan explained that If CPNREIT is interested, there will be discussions and presentations to unitholders for further approval.

Question 12 **Will the information disclosed today be disclosed via any channel?**

Answer Ms. Tipaphan explained that the information disclosed today is in the annual report that the fund has released. If unitholders have any further questions, they can contact the asset management company.

The Chairman provided additional information to the Unitholders that The Fund will participate in the provision of information at the SET Opportunity Day event, which is organized together with the CPN. In addition, the Fund has improved its newsletter to a format that is easier to understand since the previous year and has been sent to the Unitholders along with the dividend payment envelopes. Furthermore, the Unitholders may view previous newsletters at the Management Company's website or www.scbpropertyfund.com.

Since there were no additional questions, opinions, or suggestions, the Chairman declared the Meeting adjourned at 10.36 a.m. and thanked all participants for attending the Meeting today.

The Meeting was closed at 10.36 a.m.

Signed



(Mrs. Tipaphan Puttarawigorn)

Chairman of the Meeting

CPN Commercial Growth Leasehold Property Fund

By SCB Asset Management Company Limited