

Minutes of the 2024 Two-way Communication
CPN Commercial Growth Leasehold Property Fund (CPNCG)

Convened on 26 April 2024 at 2.00 p.m. at SOLA Room

The Okura Prestige Bangkok (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 SOLA Room, the Okura Prestige Bangkok 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

- | | | |
|----|-----------------------------|--|
| 1) | Mrs. Tipaphan Puttarawigorn | 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 |

- 3) Mr.Ratakorn Kiatikajornthada Chief Commercial Officer – Office Business
Central Pattana public company limited
As a Property Manager
- 4) Mr.Nakul Thinaphong Head of Office Commercial

Fund Supervisor, representative from Kasikornbank Public Company Limited

- 1) Ms. Alisa Wangjit Assistant Vice President, Securities Services Department
- 2) Ms. Sukatorn Tongchai Assistant Manager, Securities Services Department

Auditors from KPMG Poomchai Audit Co., Ltd.

- 1) Ms Chanarat Chanwa Partner

The Meeting started

The Meeting commenced at 2:00 p.m. Mrs. Tipaphan Puttarawigorm, acting as the chairman of the Meeting (the “**Chairman**”), welcomed the unitholders and declared that as today's Meeting is a Two-way Communication, not the Annual General Meeting of unitholders, therefore, a quorum was not required. Thereafter, the Chairman gave opening remarks to the 2024 Two-way Communication of the **CPN Commercial Growth Leasehold Property Fund** (the “**Fund**” or “**CPNCG**”), there were 18 unitholders attended, and asked Mr. Navabool Thongongarj, the moderator of the Meeting (the “**Moderator**”) to explain the meeting rules and procedures to the unitholders for acknowledgment.

The Moderator informed the unitholders that in order to encourage good corporate governance and to foster equitable treatment to all unitholders, prior to the 2024 Two-way Communication, the Management Company had offered an opportunity for the unitholders to propose topics for the 2024 Two-way Communication via the website of the Stock Exchange of Thailand and the Management Company's website between 27 December 2023 and 31 January 2024.

However, there were no topics proposed by the unitholders. In addition, the Management Company has disseminated the Invitation to the 2024 Two-way Communication along with the attachments on the Management Company's website as well as notifying the news regarding the dissemination thereof on the website of the Stock Exchange of Thailand from 8 April 2024 onwards for unitholders' consideration of the details concerning the 2024 Meeting in advance.

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.

In case problems in using system is founded, please contact Quidlab co. ltd. Tel 02-0134322 or other numbers appear in attachment 3 of invitation letter. 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 9 May 2024.

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 for the 4th quarter of 2023 from the Research and Development Department of CBRE Thailand Company Limited that the supply totaled 9.52 million square meters, with areas in the Central Business District (CBD) of 4.89 million square meters, accounting for approximately 51 percent of the total area, being Grade A Plus and Grade A offices equivalent to 5 percent and 10 percent, respectively. In addition, there is incoming additional supply, consisting of 0.86 million square meters of constructed office space, which is expected to be completed by 2025, and 0.77 million square meters of office space under the planning stage, which is expected to be completed between 2025-2029.

In terms of demand, the total demand was 7.93 million square meters, equivalent to an occupancy rate of 83 percent, and the occupancy rate in the CBD area was 82 percent; while considering only Grade A Plus and Grade A office buildings, the occupancy rates thereof were 61 percent and 79 percent, respectively.

The trend of increased competition in the office building for rent market is expected, in terms of both the rental rate and the building quality thanks to the incoming supply of new office building space as well as a more flexible leasing model in accordance with the Hybrid working policy.

For the Average rental rate has been stable as follow

| | |
|--------------|---|
| CBD area | Grade A+ Office rental rate at 1,125 Baht/sq.m. |
| | Grade A Office rental rate at 925 Baht/sq.m. |
| | Grade B Office rental rate at 721 Baht/sq.m. |
| Non-CBD area | Grade A Office rental rate at 750 Baht/sq.m. |
| | Grade B Office rental rate at 552 Baht/sq.m. |

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 9 years and will expire in 2032. The balance of the Fund's borrowings at the end of 2023 was Baht 106.45 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 2023, the occupancy rate was 99 percent and the average growth rate of the rental income in 2023 was 7 percent. There would be only 17 percent of lease contracts expiring in 2024, while more than 56 percent of lease contracts will be due in 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 has launched a promotion to grant special privileges to office building tenants and organized various activities in the building's At Work conference room, for example, blood donation events, floral design events, talk shows, and exercise activities, which were well-received. In addition, services in the lobby area have been improved in a more hotel-style to develop and enhance user experience.

In terms of tenant procurement guidelines, even though the building's space available for rent is small, the sales team has been continuously networking with agents and prospective customers by making regular contact and granting privileges to use meeting rooms to create business opportunities. The strength of the Offices at CentralWorld is its mixed-used nature surrounded by hotels, shopping centers, and several facilities, including shower rooms, bicycle parking, meeting rooms, or mobile applications, which facilitate convenience for its tenants.

The building's weak points as an old building are that the ceiling height is not as high as modern buildings or that renovation of some parts has yet to be made, while the planning of which will be made in due course.

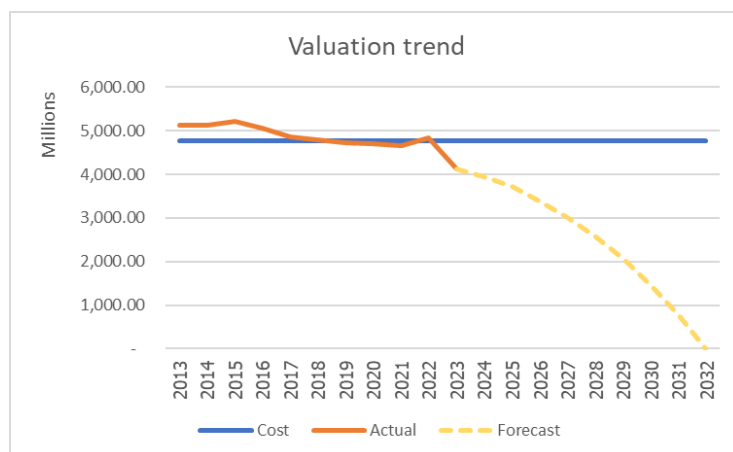
The Chairman proceeded with the Meeting in the following order:

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 2023 decreased by Baht 708 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 subleasehold rights, whereby the Fund's remaining term of the subleasehold rights in the CentralWorld Offices as at 31 December 2023 was approximately 9 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 2023, 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.



| Year | Dividend | Capital reduction | Total |
|-------|----------|-------------------|---------|
| 2013 | 1.0130 | - | 1.0130 |
| 2014 | 0.7880 | - | 0.7880 |
| 2015 | 0.8580 | - | 0.8580 |
| 2016 | 0.9268 | - | 0.9268 |
| 2017 | 0.9720 | - | 0.9720 |
| 2018 | 0.9586 | - | 0.9586 |
| 2019 | 1.0052 | - | 1.0052 |
| 2020 | 1.0195 | - | 1.0195 |
| 2021 | 0.9587 | - | 0.9587 |
| 2022 | 0.9400 | - | 0.9400 |
| 2023 | 0.6810 | 0.3624 | 1.0434 |
| Total | 10.1208 | 0.3624 | 10.4832 |

Throughout the period since the Fund's establishment, it can be seen that the trend of distribution payments has been growing continuously, except for the slight decrease in the distribution payment rate between 2021-2022 due to the impact of the COVID-19 crisis on the Fund as discounts were given to support the tenants and building renovations were made using the Fund's capital without seeking additional borrowings. After the situation recovered in 2023, the Fund considered and made a distribution payment at Baht 1.0434 per unit. In total, the Fund has made a total distribution payment of Baht 10.4832 per unit since its establishment.

In addition to the decreased term of leasehold rights, in 2023, the Fund has changed its appraiser 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 2023 | 31 December 2022 |
|--|--------------------------------|---------------------------|
| Appraiser | Grand Asset Advisory Co., Ltd. | CBRE (Thailand) Co., Ltd. |
| 1. Investments in leasehold property (Baht) | 4,131,000,000 | 4,839,000,000 |
| 2. Remaining leasehold (years) | 9.97 | 8.98 |
| 3. Discount rate (%) | 10.0% | 10.0% |
| 4. Rental rate for new tenant for the first year | 889 Baht/sq.m. | 910 Baht/sq.m. |
| 5. Rental growth rate (%) | 4.0% | 4.0% - 5.5% |
| 6. Occupancy rate | 98.0% | 94.0% - 99.5% |

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) throughout the period since the Fund's establishment, it can be seen that the trend of distribution payments has been growing continuously, except for the slight decrease in the distribution payment rate between 2021-2022 due to the impact of the COVID-19 crisis on the Fund as discounts were given to support the tenants and building renovations were made using the Fund's capital without seeking additional borrowings. After the situation recovered in 2023, the Fund had considered and made a distribution payment at Baht 1.0434 per unit. In total, the Fund has made a total distribution payment of Baht 10.4832 per unit since its establishment.

The Chairman then allowed the Unitholders to raise any questions.

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

Topic 2: To acknowledge the Financial Position and Fund's 2023 operating performance

The Moderator presented the details as follows:

| Balance Sheet | 31 December 2023 | 31 December 2022 | Change |
|------------------------------------|----------------------|----------------------|---------------|
| 1. Total Assets | 5,775,041,599 | 6,378,471,296 | -9.5% |
| 2. Total Liabilities | 1,421,797,707 | 1,451,514,831 | -2.05% |
| 2.1 Loan | 106,450,000 | 124,450,000 | -14.5% |
| 3. Net Asset Value | 4,353,243,892 | 4,926,956,465 | -11.6% |
| 4. Net Asset Value per unit | 10.2035 | 11.5483 | -11.6% |

| Performance | 1 Jan – 31 Dec 2023 | 1 Jan – 31 Dec 2022 | Change |
|--|---------------------|---------------------|-------------|
| Number of tenants (at the year end) | 73 tenants | 68 tenants | +5 |
| Net Leasable Area | 82,354 sq.m | 82,335 sq.m | 0.0% |
| Occupancy rate | 99% | 99% | 0.0% |
| Average rental rate | 802 Baht | 751 Baht | 6.9% |

| Operating results | 1 Jan – 31 Dec 2023 | 1 Jan – 31 Dec 2022 | Change | Management Discussion and Analysis |
|---|----------------------|---------------------|----------------|---|
| 5. Total Income | 793,382,358 | 725,962,320 | 9.3% | Income increased from the high occupancy rate and rental and service income reflect renew of anchor tenants in ending of year 2022 and mid of year 2023 |
| 5.1 Rent and service income | 785,554,936 | 723,063,553 | 8.6% | |
| 5.2 Interest Income | 6,333,826 | 2,311,477 | 174.0% | |
| 5.3 Other Income | 1,493,596 | 587,290 | 154.3% | |
| 6. Total Expenses | 143,055,986 | 150,628,525 | -5.0% | Expenses decrease mainly from the cost of rental and services which decreased from the area preparation expenses and property tax, while other expenses increased from doubtful account |
| 6.1 Cost of rental and services | 28,482,473 | 40,714,608 | -30.0% | |
| 6.2 Fees | 56,945,509 | 62,971,488 | -9.6% | |
| 6.3 Financial costs | 40,145,067 | 40,728,303 | -1.4% | |
| 6.4 Other expenses | 17,482,937 | 6,214,126 | 181.3% | |
| 7. Net profit on investment | 650,326,372 | 575,333,795 | 13.0% | Resulting from higher income and lower expenses as mentioned above |
| 8. Total net loss on investment | (789,933,762) | (72,852,653) | 984.3% | Total net loss on changes in fair value reflect the decreased in remaining leasehold and changes on assumption from new appraiser. |
| 8.1 Net loss on investment | - | (502,900) | -100.0% | |
| 8.2 Net loss on charges in fair value of investments | (789,933,762) | (72,349,753) | 991.8% | |
| 9. Net increase (decrease) in net assets resulting from operations | (139,607,390) | 502,481,142 | -127.8% | |

Distribution payment for the year 2023

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 2023 | - | 0.2540 | 0.2540 | 2 Jun 2023 |
| 1 Apr – 30 Jun 2023 | 0.1848 | 0.0767 | 0.2615 | 4 Sep 2023 |
| 1 Jul – 30 Sep 2023 | 0.2403 | 0.0217 | 0.2620 | 4 Dec 2023 |
| 1 Oct - 31 Dec 2023 | 0.2559 | 0.0100 | 0.2659 | 1 Mar 2024 |
| Total | 0.6810 | 0.3624 | 1.0434 | |

| Operating results | 1 Jan – 31 Dec 2023 | 1 Jan – 31 Dec 2022 |
|---|---------------------|---------------------|
| 1. Adjusted Net Profit | (157,607,391) | 356,231,142 |
| 2. Number of units | 426,639,000 | 426,639,000 |
| 3. Dividend payment per unit | 0.6810 | 0.9400 |
| 4. Dividend payment | 290,541,159 | 401,040,663 |
| 5. Proportion of dividend payment compared to adjusted net profit | N/A* | 113 |

In any case, as the Fund's performance in 2023 was negative as a result of the asset appraisal, which is the accounting item, therefore, the distribution payout ratio compared to the adjusted net profits was not displayed.

Regarding the calculation of adjusted net profit for operating results in 2024, 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 2024's Annual Report.

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

Question 1 A Unitholder inquired whether the Fund would be able to collect the doubtful debts

Answer Mr. Nakul explained that the Legal Department is currently following up and recently scheduled a meeting with the debtor, the collection of which is expected to be successful.

Question 2 A Unitholder questioned why the appraisal value, which differs between 2022 and 2023 by more than Baht 70 million, is appropriate as compared to Baht 700 million (significant change)

Answer Mr. Navabool explained that the affecting factors include the decrease in the leasehold period by 1 year from the previous remaining term of 10 years in 2022 to the remaining 9 years in 2023, as well as certain changes in assumptions due to the change of appraiser who has different perspectives and appraisal information, whereby the changes in the assumptions can be seen in the table under Topic 1.

Question 3 A Unitholder asked the Fund whether the distribution payment would be made in 2024 at the same rate as the distribution made 2022-2023

Answer Mrs. Tipaphan stated that the purpose of building renovations is to create satisfaction for existing tenants and to attract new tenants. Mr. Nakul explained that the occupancy decrease will occur in 2024 and will result in additional vacant space, which the sales team has started making offers to the market. While the leasable area has been reduced by approximately one and a half floors, half of which have been filled with a replacement tenant at higher rental rate. As a result, the impact on revenue is relatively low and the vacant space has been continually visited by potential tenants.

Question 4 A Unitholder inquired about the Fund's guidelines for preventing outstanding debts

Answer Mr. Nakul explained that in the case of outstanding debt, the management team will have measures to issue warning notices, which may include the suspension of utility services. In most cases, mutual negotiations will be reached for a payment plan, but the issue of overdue payments is minimal.

Question 5 A Unitholder inquired whether the Fund's term could be extended upon the expiration of its term

Answer Mrs. Tipaphan clarified that the Fund's remaining term of leasehold rights is currently about 9 years. In making additional investments or extending the investment term, its status as a property fund must be changed to a real estate investment trust first. With regard to the remaining term of 9 years, the Fund will try to find opportunities to amend and will propose to the Unitholders for further approval accordingly, if possible. Negotiations for the extension are expected to occur approximately 2 years before the expiration of the term.

Question 6 A Unitholder raised a question on how to increase the value of the investment units

Answer Mrs. Tipaphan explained that the Fund has reviewed the history data and found that the investment units' price has started to decrease since the 2nd quarter of 2023. It is assumed that the reason is the Unitholders' concerns regarding the Fund's capital reduction. However, the performance of the office buildings invested in by the Fund has increased. Considering the Fund's distribution since its establishment, which is in an increasing trend, it is evident the Fund's investment assets are generating higher profit and income. In any case, the capital reduction made was merely an accounting loss on financial statements, not a loss from operations, in which the Fund has tried to communicate publicly to the Unitholders and asked the Unitholders to rather consider the profitability of the assets, as they are of high quality and located in a key area for business and shopping centers. The Fund also tried to make further communication and any inquiries can be made at the Opportunity Day, which is organized jointly with the CPN group every quarter. Additional information on the movement of operating results can be read from the operational performance document in the form of brochures which are distributed along with the distribution payment documents by the Fund.

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

Topic 3: To acknowledge the appointment of auditors and the determination of audit fee for the year 2024

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 2024 with the remuneration of THB 358,000. The names of auditors are as follows:

| <u>NAME</u> | <u>No. of year(s) being an auditor of the Fund</u> | <u>Certified Public Account No.</u> |
|-----------------------------------|--|--|
| 1. Ms. Chanarat Chanwa | 4 years (2020 - 2023) | Certified Public Account No. 9052 and/or |
| 2. Ms. Vannaporn Jongperadechanon | 2 years (2018/2019) | Certified Public Account No. 4098 and/or |
| 3. Ms. Bongkot Amsageam | - | Certified Public Account No. 3684 and/or |
| 4. Ms. Vilaivan Pholprasert | - | Certified Public Account No. 8420 and/or |
| 5. Ms. Sasithorn Pongadisak | - | Certified Public Account No. 8820 |

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 which were as follows:

Question 7 Is there a possibility that CPNCG will merge with CPNREIT?

Answer Mrs. Tipaphan explained that CPN, as the sub-lessor of the assets, and CPNCG are exploring opportunities for the conversion into a Real Estate Investment Trusts (“REIT”), and one of the factors is that consent from the landowner, namely the Crown Property Bureau, is required. CPN is also aware of the issue and is currently exploring it. For the merger process between CPNCG and CPNREIT, the resolution from the unitholders of both funds must be obtained to approve such proceeding, and the Fund shall keep the Unitholders informed of any further progress.

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

Topic 4: Other matters (if any)

None

The Chairman provided additional information to the Unitholders that in 2024, the Management Company has designated channels to communicate the Fund’s performance for the Unitholders’ acknowledgment more often than organizing online meetings or holding general meetings in the previous years, which were organized once a year. 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 2.54 p.m. and thanked all participants for attending the Meeting today. There were 25 Unitholders in total attending the Meeting today.

The Meeting was closed at 2.54 p.m.

There were question from unitholders in the system after meeting was closed as follow.

Question 8 How often the capital reduction will be occurred?

Answer 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. Since the trend of investment valuation in decreasing, according to the appraiser report 2023, therefore the Fund may distribute the excess liquidity in term of capital reduction continuously.

Signed  _____
(Mrs. Tipaphan Puttarawigorm)

Chairman of the Meeting

CPN Commercial Growth Leasehold Property Fund
By SCB Asset Management Company Limited