



RULES GOVERNING TRUST UNITHOLDERS' RIGHTS TO PROPOSE AGENDA AND QUESTION FOR THE 2023 ANNUAL GENERAL MEETING OF TRUST UNITHOLDERS

Objective

We, ALLY REIT Management Company Limited ("the Company"), as a REIT Manager of ALLY Leasehold Real Estate Investment Trust (the "REIT" of "ALLY"), would like to encourage good corporate governance and to foster equitable treatment to all trust unitholders. Prior to the 2023 Annual General Meeting of Trust Unitholders, the Company as the REIT Manager offers opportunities for its trust unitholders to propose any additional meeting agenda and/or questions which they deem to be important and beneficial to the REIT. The Company shall consider the trust unitholders' right to propose agenda and questions in advance of the 2023 Annual General Meeting of Trust Unitholders ("AGM") date according to its prescribed rules.

Rules

1. Qualifications of trust unitholders who are entitled to propose agenda and questions in AGM
 - The trust unitholder or group of trust unitholders who wish to propose any agenda to the AGM must have held the unit no less than 2% of the total issued and paid up units of the REIT for at least 6 months prior to the date of submission of the proposal.
2. Procedures for proposing agenda to the AGM
 - The trust unitholders who are qualified according to the conditions as stipulated in Rule No. 1 are entitled to propose their suggested agenda and/or questions in advance by completing the "Agenda and Question Proposal Form for the 2023 Annual General Meeting" prior to submitting the original copy of the "Agenda and Question Proposal Form for the 2023 Annual General Meeting" to the Company thereafter.
 - The trust unitholders must submit the duly signed original of such "Agenda and Question Proposal Form for the 2023 Annual General Meeting" together with all the relevant documents and evidence to the Company by February 10, 2023 at the following address:

To: ALLY REIT Management Company Limited
No.888 E Building 3rd Floor,
Praditmanutham Rd., Klongjan, Bangkok 10240
(Agenda and Question Proposal Form for the 2023 Annual General Meeting)

In case of several trust unitholders combined propose an agenda, each of them must fill out the "Agenda and Question Proposal Form for the 2023 Annual General Meeting" and sign their name as evidence separately and gather to submit into one set. The trust unitholders have to fill out a name of their representative contact person in form. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all trust unitholders.

The Company will gather all documents proposing to the board of directors of the company to consider according to the following criteria:

- (1) In case the information provided is incomplete or incorrect, the Company will notify the trust unitholder via official letter that their proposed agenda will not be considered by the board of directors of the company by February 13, 2023.
- (2) In case the trust unitholders are not considered fully qualified according to criteria, the company shall notify the trust unitholder that their proposed agenda will not be considered by the board of directors by February 13, 2023.

The board of directors of the company will consider the agenda proposal which would not beyond the company's authorities. The agenda proposals approved by the board of directors of the company will be included in the Agenda of the 2023 AGM invitation.

3. To ensure efficient conduct of the meeting, the Company shall reserve the right not to place the following agenda on the meeting agenda:
 - (1) An agenda that violates to the laws, rules, regulations of government agencies or other governing agencies of the company and the Prospectus REIT, or that are not complied with the Trust Deed.
 - (2) An agenda that shall be for the benefit of any particular individual, or any specific group of people which is not clearly shall be for the benefit of the REIT.
 - (3) An agenda that is under the board of director's authorities but shall not limit the Company to make any suggestion that benefit to trust unitholders.
 - (4) An agenda with matter that have been completed.
 - (5) An agenda that concerns matters which are beyond the Company's power of control.
 - (6) Agenda proposed by trust unitholders who aren't fulfilling the criteria.
 - (7) A proposal that contains incomplete information or documentation, or a proposal that is submitted after the prescribed deadline, or a proposal whereby the proposer cannot be contacted.
 - (8) A proposal proposed by trust unitholders which the board of director consider not prudent or appropriate agenda.