

Notice of the 2023 Annual General Meeting of Trust Unitholders

ALLY Leasehold Real Estate Investment Trust

25 April | **2023**
at 14.00 p.m.

(Registration will be commenced at 13.00 p.m.)

HYBRID (Electronic Meeting and Physical)
at Surasak 2&3, Eastin Grand Hotel Sathorn
Bangkok 10210



No. ARM2023008

31st March 2023

Subject: Invitation to the 2023 Annual General Meeting
of Trust Unitholders of ALLY Leasehold Real Estate Investment Trust

To: Trust unitholders
ALLY Leasehold Real Estate Investment Trust

Enclosures:

1. Minutes of the 2022 Annual General Meeting of Trust Unitholders
2. Annual Report 2022 (QR Code)
3. Registration methods, attendance, and appointing proxy
4. Proxy form
5. Profile of the independent director of the REIT Manager, for appointing as a proxy by the trust unitholders
6. Acceptance form for attending the meeting
7. Request Form for the hard copy of the Annual Report 2022
8. Map of Eastin Grand Hotel Sathorn Bangkok

The meeting of the Board of Directors of ALLY REIT Management Company Limited (“the Company”), as a REIT Manager of ALLY Leasehold Real Estate Investment Trust (the “REIT” of “ALLY”), in its meeting No. 1/2023 held on 13 February 2023, at 14.00 pm., had resolved of determination of the date of the 2023 annual general meeting of trust unitholders of ALLY REIT will be held on 25 April 2023, at 14.00 pm. onwards (Registration will be commenced at 13.00 p.m.). The meeting of the trust unitholders will be held HYBRID (Electronic Meeting and Physical) at Surasak 2&3, Eastin Grand Hotel Sathorn Bangkok 10210, all in accordance with the criteria specified in the laws relating to the meeting. All trust unitholders are hereby invited to attend the meeting through electronic method on the date and at the time mentioned, to consider the agenda as follows.

Agenda item 1 To acknowledge the minutes of 2022 Annual General Meeting of Trust Unitholders

Facts and rationale:

The REIT Manager prepared the minutes of 2022 Annual General Meeting of Trust Unitholders, held on 20th April 2022 at 10:00 a.m. by broadcasting from the head office of ALLY REIT Management Company Limited (formerly “K.E.REIT Management Limited”), located on 2nd Floor, Building E, CDC Crystal Design Center, at 888 Praditmanutham Road, Klong Chan Sub-district, Bangkok District, Bangkok, 10240. The details are in **Enclosure 1**.



REIT Manager's opinion:

The REIT Manager deemed it appropriate that the meeting of the trust unitholders consider and acknowledge the minutes of 2022 Annual General Meeting of Trust Unitholders.

Resolution:

This agenda item is only for acknowledgement. Therefore, voting is not required for this agenda item.

- Agenda item 2 To acknowledge the summary of significant questions, answers and agenda from inquiries in advance of trust unitholders for the 2023 annual general meeting

Facts and rationale:

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 from 19th January 2023 until 10th February 2023. Consequently, there was no proposed agenda or questions from the trust unitholders in advance of the 2023 Annual General Meeting of Trust Unitholders.

REIT Manager's opinion:

The REIT Manager deemed it appropriate to propose to the trust unitholders that none of the trust unitholders proposed questions, answers, and agenda from inquiries in advance of trust unitholders for the 2023 annual general meeting.

Resolution:

This agenda item is only for acknowledgement. Therefore, voting is not required for this agenda item.

- Agenda item 3 To acknowledge the ALLY's 2022 performance

Facts and rationale:

To comply with the Trust Deed and the relevant laws and regulations, the REIT Manager must disclose the information relating to the REIT's performance to the trust unitholders. The REIT Manager prepared a summary of the performance for the year ended 31st December 2022 (performance period from 1st January 2022 to 31st December 2022) which have already been audited and certified by the auditor, as appear in the financial statement part of the annual report 2022 as per **Enclosure 2**. In addition, the trust unitholders can request for a hard copy of the Annual Report 2022 as per **Enclosure 7**. The key details are summarized below.



REIT Manager's opinion:

The REIT Manager deemed it appropriate that the annual general meeting of trust unitholders consider and acknowledge the 2022 annual performance as appears in the 2022 annual report, which have been conducted correctly and in accordance with the specifications in the Trust Deed and the relevant laws and regulations.

Resolution:

This agenda item is only for acknowledgement. Therefore, voting is not required for this agenda item.

Agenda item 4 To acknowledge the ALLY's financial statements for the year ended 31st December 2022

Facts and rationale:

To comply with the Trust Deed and the relevant laws and regulations, the REIT Manager prepared the financial statements for the year ended 31st December 2022 (performance period from 1st January 2022 to 31st December 2022), which have been audited and certified by the auditor, as appear in the financial statement part of the annual report 2022 as per **Enclosure 2**. The key details are summarized below.

Balance Sheet

(in thousand Bath)	2022	2021	%chg YoY
Assets			
Investments in leasehold properties at fair value	12,497.4	12,161.7	2.8%
Cash and cash at banks	641.1	543.9	17.9%
Receivables on accrued rental and service income	231.4	248.4	-6.8%
Receivables on accrued other income	9.1	9.2	-0.5%
Receivables on accrued interest income	0.0	0.0	279.7%
Deferred expenses	40.5	61.5	-34.1%
Refundable value added tax	5.4	5.4	0.0%
Refundable deposits	35.6	34.1	4.5%
Other assets	47.8	30.3	57.6%
Total assets	13,508.3	13,094.5	3.2%
Liabilities			
Trade accounts payable	59.6	43.7	36.4%
Other payables and accrued expenses	98.5	109.7	-10.2%
Rental and service income received in advance	10.3	6.7	55.0%
Deposits from rental and services	432.4	411.3	5.1%
Long-term borrowings	3,608.4	3,431.8	5.1%

(in thousand Bath)	2022	2021	%chg YoY
Lease liabilities	828.8	674.4	22.9%
Other liabilities	14.4	23.4	-38.6%
Total liabilities	5,052.4	4,701.0	7.5%
Net assets	8,455.9	8,393.5	0.7%
Trust registered capital	8,565.8	8,565.8	0.0%
Discount on trust units	-317.5	-317.5	0.0%
Retained earnings/Profit for the period	207.6	145.1	43.0%
Net assets	8,455.9	8,393.5	0.7%
Net asset value per unit (Baht)	9.6738	9.6024	0.7%

Income Statement

(in thousand Bath)	2022	2021	%chg YoY
Income			
Rental and service income	1441.9	1094.8	31.7%
Interest income	0.9	0.6	54.0%
Other income	149.4	32.5	360.5%
Total income	1592.2	1127.9	41.2%
Expenses			
Management fees	52.1	48.5	7.5%
Trustee fees	13.5	12.5	7.4%
Registrar fees	2.1	2.9	-8.9%
Property management fees	129.4	91.7	41.1%
Professional fees	3.7	3.2	16.9%
Amortization of deferred expenses	21.0	21.0	0.0%
Costs of rental and services	532.1	385.5	38.0%
Administrative expenses	60.0	33.9	79.4%
Finance costs	159.0	145.5	9.2%
Total expenses	972.8	743.6	30.8%
Net profit on investments	619.4	384.3	61.2%
Total net loss on investments	-26.4	-30.2	-12.5%
Net increase in net assets resulting from operations	593.0	354.1	67.5%

REIT Manager's opinion:

The REIT Manager deemed it appropriate that the annual general meeting of trust unitholders consider and acknowledge the statement of financial position and the statement of income as of 31st December 2022, which have been prepared correctly, completely, and sufficiently pursuant to the generally-accepted accounting standards, and were audited and certified by the certified public accountant.

Resolution:

This agenda item is only for acknowledgement. Therefore, voting is not required for this agenda item.

Agenda item 5 To acknowledge the ALLY's distribution of return for the year 2022

Facts and rationale:

The REIT has a policy to distribute dividend/proceeds of not less than 90 (ninety) percent of its adjusted profits of each fiscal year, in not less than 2 (two) distributions each year. The dividend/proceeds that will be distributed to the trust unitholders are divided into year-end distribution and interim distribution, which are in compliance with the criteria specified in the Trust Deed.

The distribution from the 2022 performance to the trust unitholders from accumulated profits and proceeds from capital reduction, is at the rate of Baht 0.6500 per unit. The details are summarized as follows:

Period	Baht per unit	Type	Payment Date
1 st Jan 2021 - 31 st Mar 2022	0.1620	Dividend	15 th Jun 2022
1 st Apr 2021 - 30 th Jun 2022	0.1650	Dividend	14 th Sep 2022
1 st Jul 2021 - 30 th Sep 2022	0.1500	Dividend	16 th Dec 2022
1 st Oct 2021 - 31 st Dec 2022	0.1730	Dividend	31 st Mar 2022

REIT Manager's opinion:

The REIT Manager deemed it appropriate that the annual general meeting of trust unitholders consider and acknowledge the ALLY's distribution of return for the year 2022. The mentioned distribution of dividends/proceeds is correct and appropriate, and complies with the policy to distribution declared in the registration statement for the offering of trust units.

Resolution:

This agenda item is only for acknowledgement. Therefore, voting is not required for this agenda item.

- Agenda item 6 To acknowledge the appointment of auditors, KPMG Phoomchai Audit Ltd., and determination of audit fee for the year 2023 is Bath 2,200,000

Facts and rationale:

The REIT Manager has appointed the auditors and determined the audit fee for the year 2023, with details as follows:

- | | | | |
|----|---------------|--------------|---------------------------------------|
| 1) | Khun Sujitra | Masena | Certified Public Accountant No. 8645; |
| 2) | Khun Nareewan | Chaibantad | Certified Public Accountant No. 9219; |
| 3) | Khun Munchupa | Singsuksawat | Certified Public Accountant No. 6112, |

in the name of KPMG Phoomchai Audit Ltd., any of which, to be the auditor and render opinion on the financial statement of the REIT for the year 2022. In the event that any of these auditors are not able to perform their duties, KPMG Phoomchai Audit Ltd. will provide another auditor of KPMG Phoomchai Audit Ltd. to audit and render an opinion on the financial statements of the REIT instead of the mentioned auditors. The audit fee is Baht 2,200,000 (excluding other expenses, e.g., copying expenses, travelling expenses) or increased 5% YoY. If the REIT successfully and completely acquires additional assets, the audit fee will be increased in accordance with type of and the usual rate of audit fee for such assets.

REIT Manager's opinion:

The REIT Manager deemed it appropriate that the annual general meeting of trust unitholders consider and acknowledge appointing KPMG Phoomchai Audit Ltd. to be auditor as it is a certified auditor in accordance with the criteria of the Office of the Securities and Exchange Commission (the "SEC Office"). It has appropriately performed its duties, and has knowledge and expertise that is suitable for auditing and rendering its opinion on the financial statements of the REIT. It does not have a relationship with or interest in the REIT that would affect its independence in performing its duties. The REIT Manager opined that the auditor fee is in accordance with the market rate that auditors require for providing auditing services to other persons. The REIT Manager has determined that audit fee for the year 2023 is Baht 2,200,000 (excluding other expenses, e.g., copying expenses, travelling expenses). If the REIT successfully and completely acquires additional assets, the audit fee will be increased in accordance with the type of and the usual rate of audit fee for such assets.

Resolution:

This agenda item is only for acknowledgement. Therefore, voting is not required for this agenda item.

- Agenda item 7 Other matters (if any)



All trust unitholders of the REIT are cordially invited to attend the meeting on the date, at the time, venue (Enclosed 8), and according to procedure specified in this invitation.

To form a quorum of the 2023 Annual General Meeting of Trust Unitholders, not less than 25 trust unitholders and proxies appointed by the trust unitholders (if any), or not less than half of the total number of trust unitholders, and representing not less than one-third of the total trust unit sold, must attend the meeting.

Any trust unitholder who is unable to attend the meeting in person through electronic method, and wishes to appoint another person to attend the meeting and vote on his or her behalf, must fill in and sign the enclosed proxy form, which has to be affixed with the stamp duty of Baht 20. The trust unitholder may appoint the independent director of the REIT Manager to attend the meeting and vote on his or her behalf. Please send the details and proxy form to the REIT Manager of ALLY Leasehold Real Estate Investment Trust at 3rd Floor, Building E, CDC Crystal Design Center, 888 Praditmanutham Road, Klong Chan Subdistrict, Bangkok District, Bangkok 10240.

The trust unitholders and the proxies who will attend the meeting through electronic method must submit identification document for attending the meeting as per details and procedures in **Enclosure 3 and 4** (registration methods, attendance, and appointing proxy) and **Enclosure 5** (acceptance form for attending the meeting via electronic method) enclosed with this invitation, to the REIT Manager or other person appointed by the REIT Manager before attending the meeting within 20th April 2023.

Should you have inquiries or questions regarding appointing a proxy, please contact the investor relations official at telephone number 0-2101-5161 on working days during business hours.

Please be informed accordingly.

Sincerely yours,

ALLY Leasehold Real Estate Investment Trust

- *Kavin Eiamsakulrat* -

(Mr. Kavin Eiamsakulrat)

Managing Director

ALLY REIT Management Company Limited, as the REIT Manager

Minutes of the 2022 Annual General Meeting of Trust Unitholders' Meeting
ALLY Leasehold Real Estate Investment Trust (ALLY)
On 22 April 2022

The 2022 of Annual General Meeting of Trust Unitholders' Meeting of ALLY Leasehold Real Estate Investment Trust (the “REIT” or “ALLY”) was held electronically and broadcast from the head office of K.E. REIT Management Company Limited, located on 3rd Floor, Building E, CDC Crystal Design Center, at 888 Praditmanutham Road, Klong Chan Sub-district, Bangkapi District, Bangkok, 10240.

The meeting started at 10.00 a.m. The Secretary then introduced the board of directors from K.E. REIT Management Company Limited (referred to as the “KERM” or the “REIT Manager”); the executives of the company; trustee and Auditor, who joined the meeting, person by person, as follows.

- | | | |
|----|--------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1. | Mr. Teera Phutrakul | Chairman of the Board and Independent Director of KERM |
| 2. | Mr. Vorapak Tanyawong | Independent Director of KERM |
| 3. | Mr. Yutthana Phuprakai | Director of KERM |
| 4. | Mr. Kavin Eiamsakulrat | Director and Managing Director of KERM |
| 5. | Mrs. Tipaphan
Puttarawigrom | Executive Director of Real Estate and Infrastructure Investment
SCB Asset Management Co., Ltd, as a trustee |
| 6. | Ms. Sujitra Masena | KPMG Phoomchai Audit Ltd., |

The Secretary of the meeting asked the Chairman to commence the meeting.

The Chairman stated that There were 112 trust unitholders attending the meeting in person and by proxy, representing 350,481,339 trust units, representing 40.0963 percent of all issued and sold trust units out of the total trust units of 874,100,000, representing 66.9984 percent forming a quorum.

Before entering the meeting agenda, the Chairman informed the meeting of all trustunit holders for the appointment of a new director. To be an independent director of K.E. REIT Management Company Limited, on March 10, 2022, K.E. REIT Management Company Limited (“the Company”) as a manager ALLY Leasehold Real Estate Investment Trust has informed the Stock Exchange of Thailand that according to the resolution of the Board of Directors' meeting held on March 10, 2022, it resolved to appoint a new independent director, Mr. Vorapak Tanyawong, with effective from March 10, 2022 onwards. The Company has completed the registration of new independent directors with the Department of Business Development, Ministry of Commerce.

The Chairman declared the meeting open and started the agenda as follows.

Agenda item 1 To acknowledge the minutes of 2020 Annual General Meeting of Trust Unitholders

The Chairman informed the meeting that ALLY convened the 2022 Annual General Meeting of Trust Unitholders on 20 April 2020.

Mr. Kavin Eiamsakulrat, a representative of the REIT Manager stated that the REIT Manager had prepared minutes of the 2022 Annual General Meeting of Trust Unitholders. The document were sent to the trust unitholders together with the invitation to the meeting, as shown in Enclosure 1. The REIT Manger deemed appropriate to inform the meeting to acknowledge the minutes of the 2022 Annual General Meeting of Trust Unitholders.

The Chairman stated to the meeting that this agenda item was only for acknowledgement. Therefore, no voting was required for this agenda item.

The Chairman invited the meeting to ask questions.

Since nobody had questions, the Chairman proceeded to the next agenda item.

Agenda item 2 To acknowledge the summary of significant questions, answers, and agenda from inquiries in advance of trust unitholders for the 2022 annual general meeting

The Chairman informed the summary of significant questions, answers, and agenda from inquiries in advance of trust unitholders for the 2022 annual general meeting.

Mr. Kavin Eiamsakulrat, a representative of the REIT Manager stated that the REIT Manager had stated there was no proposed agenda or questions from the trust unitholders in advance of the 2023 Annual General Meeting of Trust Unitholders.

The Chairman stated to the meeting that this agenda item was only for acknowledgement. Therefore, no voting was required for this agenda item.

The Chairman invited the meeting to ask questions.

Since nobody had questions, the Chairman proceeded to the next agenda item.

Agenda Item No. 3: To acknowledge the ALLY's 2021 performance

The Chairman asked Mr. Kavin Eiamsakulrat to provide information to the meeting.

Mr. Kavin Eiamsakulrat, a representative of the REIT Manager, stated to the meeting that the 2022 annual performance was already audited and certified by the auditor as shown in Annual Report 2022 as per Enclosure 2, which was sent to the trust unitholders together with the invitation letter. The key details are summarized below.

Operational Highlights

- Portfolio occupancy at a strong level increasing to 93.6% at year-end
- Visitor traffic at highest level since COVID began in Dec-21
- Completed renovations at Plearnary Mall and I'm Park with successful re-tenanting

Investment Highlights

- Completed the investments of Kad Farang Chiang Mai and The Crystal Chaiyapruet projects for a total acquisition value of 670 MB and total NLA increase of 16,025 sqm
- In 1Q22, completed the investment of The Prime Hualumphong for 171.8 MB and total NLA increase of 4,346 sqm

Financial Highlights

- Total asset value increased to 13,094 MB from new project investments*
- Portfolio gearing increased slightly to 0.26 due to funding new project investments*
- 2021 Distributed 0.3720 Baht per Unit or equivalent to 5.4% yield on market price as at 4 Mar 2022

Operation Overview 2021

- At the end of 2021, ALLY had been investing in leasehold rights of 12-project, which are Crystal Design Center Project, The Crystal Ekamai-Ramintra Project, The Crystal SB (Ratchapruet) Project, Amorini Ramintra Project, I'm Park Chula Project, Plearnary Mall Watcharapol Project, Sammakorn Place Ramkhamhaeng (West) Project, Sammakorn Place Rangsit Project, Sammakorn Place Ratchapruet Project, The Scene Town In Town Project, Kad Farang Village Project and The Crystal Chaiyapruet Project totaling 156,921 sq.m.

Key Operation Indicators

		QoQ	YoY
Net Leasable Area	155,921 sqm.	+6.1%	+11.6%
Occupancy Rate	93.6%	+0.2%	+0.2%
Average Rental Rate	536 baht/sqm.	+2.3%	+4.6%
Rental Reversion Rate	-1.72%	-0.3%	-1.8%
Retention Rate	93.1%	+4.3%	+3.0%
Weighted Average Lease Expiry	3.44 years	-7.2%	+17.9%

BALANCE SHEET SNAPSHOT

MB. THB		QoQ	YoY
Total Asset Value	13,094	+4.4%	+6.7%
Total Liabilities	4,701	+11.1%	+21.4%
NAV / Unit	9.6024	+1.0%	+0.2%
Debt / TAV	0.26		

- The Total Asset Investment in immovable leasehold under fair value of THB 12,162 million is equivalent to 7% growth rate from that of the previous year as a result of the additional investment in the Kad Farang Village Project and the Crystal Chaiyapruet Project.

- The net liability of ALLY REIT is THB 4,701 million increasing by THB 828 million or 21% from the net liability of year 2020. The main factor is the long-term loan agreement relevant to the additional investment in the Kad Farang Village Project and the Crystal Chaipayruek Project which contributes to the increase in the long-term loan amount by 24% compared to that of the year 2020
- Net asset as of 31 December 2021 equals to THB 8,393 million which is the net asset of THB 9.6024 per unit increasing from THB 9,5843 per unit as at the 2020 year-end.

INCOME STATEMENT SNAPSHOT

MB. THB		YoY
Total Revenue	1,278	-0.4%
Total Expenses	744	+6.5%
Net Investment Income	384	-11.5%
Distributions	325	-14.5%

The REIT Manager deemed it appropriate that the annual general meeting of trust unitholders consider and acknowledge the 2022 annual performance as shown in the 2022 annual report, which have been prepared correctly and in accordance with the specifications in the Trust Deed and the relevant laws and regulations.

The Chairman stated to the meeting that this agenda item was only for acknowledgement. Therefore, no voting was required for this agenda item.

The Chairman invited the meeting to ask questions.

Since nobody had questions, the Chairman proceeded to the next agenda item.

Agenda Item No. 4: To acknowledge the ALLY's financial statements for the year ended 31 December 2021

The Chairman asked Mr. Kavin Eiamsakulrat to provide information to the meeting.

Mr. Kavin Eiamsakulrat, a representative of the REIT Manager, stated to the meeting that key details of the financial statement as of 31 December 2021 of ALLY are summarized below.

Balance Sheet

(in thousand Bath)	2021	2020	%chg YoY
Assets			
Investments in leasehold properties at fair value	12,161,749	11,349,243	7%
Investments measured at fair value through profit or loss	0	59,995	-100%
Cash and cash at banks	543,896	515,349	6%
Receivables on accrued rental and service income	248,424	197,735	25%
Receivables on accrued other income	9,179	0	0%

(in thousand Bath)	2021	2020	%chg YoY
Receivables on accrued interest income	9	9	1%
Deferred expenses	61,466	82,433	-25%
Refundable value added tax	5,359	0	0%
Refundable deposits	34,101	31,738	7%
Other assets	30,311	14,371	111%
Total assets	13,094,495	12,250,874	7%
Liabilities			
Trade accounts payable	43,681	30,909	41%
Other payables and accrued expenses	109,693	99,402	10%
Rental and service income received in advance	6,672	7,384	-10%
Deposits from rental and services	411,289	387,057	6%
Long-term borrowings	3,431,785	2,760,897	24%
Lease liabilities	674,443	539,192	25%
Other liabilities	23,445	48,385	-52%
Total liabilities	4,701,009	3,873,225	21%
Net assets	8,393,486	8,377,649	0%
Trust registered capital	8,565,830	8,644,499	-1%
Discount on trust units	-317,465	-317,465	0%
Retained earnings/Profit for the period	145,121	50,615	187%
Net assets	9.6024	9.5843	0%
Net asset value per unit (Baht)	43,681	30,909	41%

Income Statement

(in thousand Bath)	2021	2020	%chg YoY
Income			
Rental and service income	1,094,831	1,106,170	-1%
Interest income	600	822	-27%
Other income	32,450	25,532	27%
Total income	1,127,881	1,132,524	0%
Expenses			
Management fees	48,447	48,655	0%
Trustee fees	12,538	12,544	0%
Registrar fees	2,283	2,647	-14%
Property management fees	91,699	90,879	1%
Professional fees	3,183	3,356	-5%
Amortization of deferred expenses	20,967	21,025	0%
Costs of rental and services	385,459	362,823	6%
Administrative expenses	33,478	21,794	48%

(in thousand Bath)	2021	2020	%chg YoY
Finance costs	145,529	134,375	8%
Total expenses	743,581	698,097	8%
Net profit on investments	384,300	434,426	-12%
Total net loss on investments	-30,186	-385,665	-91%
Net increase in net assets resulting from operations	354,114	48,761	626%

The Chairman stated to the meeting that this agenda item was only for acknowledgement. Therefore, no voting was required for this agenda item.

The Chairman invited the meeting to ask questions.

Since nobody had questions, the Chairman proceeded to the next agenda item.

Agenda Item No. 5: To acknowledge the ALLY's distribution of return for the year 2021

The Chairman provide information to the meeting.

Mr. Kavin Eiamsakulrat, a representative of the REIT Manager, stated to the meeting that the REIT Manager distributed profits to the trust unitholders No. 1/2021 for the fourth quarter performance, between 1 October 2020 - 31 December 2020 and proceeds from capital reduction on 19 March 2021, totaling Baht 126,744,500 or Baht 0.1450 per unit. The distribution can be divided into two parts; distributed profits in the amount of Baht 48,075,500 or Baht 0.0550 per unit and proceeds from capital reduction in the amount of Baht 78,669,000 or Baht 0.09000 per unit. The paid-up registered capital as of 31 December 2020 is Baht 8,644,499,360.

The REIT has a policy to distribute dividend/proceeds of not less than 90 percent of its adjusted profits of each fiscal year, in not less than two distributions each year. The distribution from the 2020 performance to the trust unitholders from accumulated profits and proceeds from capital reduction, is at the rate of Baht 0.4350 per unit, which can be summarized as follows:

No.	Performance Period	Date of dividend/proceeds distribution	Baht/Unit
1	1 Jan 2021 - 31 March 2021	11 Jun 2021	0.1500
2	1 Apr 2021 - 30 Jun 2021	17 Sep 2021	0.0920
3	1 Jul 2021 - 30 Sep 2021	-	-
4	1 Oct 2021 - 31 Dec 2021	31 Mar 2021	0.1300
Total			0.3720

The REIT Manager deemed it appropriate that the meeting of trust unitholders consider and acknowledge the distribution no. 1 for year 2021, and the capital reduction of the REIT. The distribution of dividends/proceeds is correct and appropriate, and complies with the policy to distribution declared in the registration statement for the offering of trust units.

The Chairman stated to the meeting that this agenda item was only for acknowledgement. Therefore, no voting was required for this agenda item.

The Chairman invited the meeting to ask questions.

Since nobody had questions, the Chairman proceeded to the next agenda item.

Agenda Item No. 6: To acknowledge the appointment of auditors, KPMG Phoomchai Audit Ltd., and determination of the audit fee for the year 2022, which shall not exceed Baht 2.1 million

The Chairman asked Mr. Kavin Eiamsakulrat to provide information to the meeting.

Mr. Kavin Eiamsakulrat, a representative of the REIT Manager, stated to the meeting that the REIT Manager has appointed the auditors and determined the audit fee for the year 2021, with details as follows:

- 1) Khun Sujitra Masena Certified Public Accountant No. 8645;
- 2) Khun Nareewan Chaibantad Certified Public Accountant No. 9219;
- 3) Khun Munchupa Singsuksawat Certified Public Accountant No. 6112,

Any of the auditors above are appointed to be the auditor of the REIT to render opinion on the financial statement of the REIT for the year 2021, in the name of KPMG Phoomchai Audit Ltd. If any of these auditors are not able to perform their duties, KPMG Phoomchai Audit Ltd. will provide another auditor from KPMG Phoomchai Audit Ltd. to audit and render an opinion on the financial statements of the REIT instead of the mentioned auditors.

The REIT Manager is of the opinion that these auditors are certified auditors who possess qualifications required under the criteria of the Office of the Securities and Exchange Commission (the "SEC Office"). KPMG Phoomchai Audit Ltd. has appropriately performed its duties, and has knowledge and expertise that is suitable for auditing and rendering its opinion on the financial statements of the REIT. It does not have a relationship with or interest in the REIT that would affect its independence in performing its duties. The REIT Manager opined that the auditor fee is in accordance with the market rate that auditors require for providing auditing services to other persons. The REIT Manager has determined that audit fee for the year 2021 is Baht 1,700,000 (excluding other expenses). If the REIT successfully and completely acquires additional assets, the audit fee will be increased in accordance with the type of and the usual rate of audit fee for such assets.

The REIT Manager deemed it appropriate that the meeting consider and acknowledge the appointment of KPMG Phoomchai Audit Ltd. to be the REIT's auditor and the determination of the audit fee for the year 2022 of not exceeding Baht 2,100,000.

The Chairman stated to the meeting that this agenda item was only for acknowledgement. Therefore, no voting was required for this agenda item.

The Chairman invited the meeting to ask questions.

Since nobody had questions, the Chairman proceeded to the next agenda item.

Agenda Item No. 7: To acknowledge the amendment to the Trust Deed to be in line with ALLY's acquisition of additional assets.

The Chairman asked Mr. Kavin Eiamsakulrat to provide information to the meeting.

Mr. Kavin Eiamsakulrat, a representative of the REIT Manager, informed the meeting that according to the amendment to the securities law and the law related to the trust deed The Trustee has proceeded to amend the Trust Deed. to comply with the requirements in the relevant notices within the earliest opportunity by virtue of Section 20 and Section 21 of the Securities Law.

As the REIT has made additional investments in the leasehold right of The Prime Project. Hua Lamphong on February 1, 2022, using the source of funds from borrowing in the original long-term loan facility. already, the REIT Manager and the Trustee wish to amend the Trust Deed in order to be in line with the additional assets invested by the REIT The said amendment to the Trust Deed is an amendment to the Trust Deed to be in line with the additional investment for the Prime Hua Lamphong Project and to comply with the core assets investment policy. and in accordance with the relevant laws, rules, announcements and regulations.

Details of the additional assets to be acquired by the REIT can be summarized as follows:

Details	The Prime Hua Lamphong Project
Type of asset	Office and Retail
Location	No. 23/34-35, Trimit Road, Talat Noi district, Samphanthawong Sub-district, Bangkok and No. 358, Trimit Road, Talat Noi district, Samphanthawong Sub-district, Bangkok
Sub-Lessor	Phraram 3 Pattana Co., Ltd.
Property manager	K.E. Property Management Company Limited
Gross Floor area	Approximately 16,100.3 square meters
Acquisition structure	Sub-lease of the land and part of of the buildings, and ownership of furniture, fixtures, equipment, and service system
Investment period	Approximately 20 years 10 months and 20 days from the lease registration date (i.e. from February 1, 2022 until December 20, 2042)
Acquisition value	Not more than Baht 171,800,000 (One hundred seventy-one million and eight hundred thousand baht only) (including the registration fees, value added tax, stamp duties, as well as other related fees)
Source of funds	Loan from Bangkok Bank Public Company Limited of Baht 171,800,000 with the following collateral:

Details	The Prime Hua Lamphong Project
	<ol style="list-style-type: none"> 1. Business security registration over the ALLY's leasehold real estate in The Prime Hua Lamphong Project 2. Business security registration over the ALLY's claims and rights against debtors in the aforementioned projects 3. Property all risks insurance and business interruption insurance for the buildings located in the aforementioned projects, under which policies the lender and borrower shall be joint beneficiaries

The REIT Manager deems it appropriate to request the Annual General Meeting of Unitholders to acknowledge the amendment to the above Trust Deed. It does not affect the rights of the trust unit holders to lose their benefits. and the REIT Manager has disclosed the above amendment details In this regard, the REIT Manager deems it appropriate for the unitholders to acknowledge the amendment to the Trust Deed.

The Chairman stated to the meeting that this agenda item was only for acknowledgement. Therefore, no voting was required for this agenda item.

The Chairman invited the meeting to ask questions.

Since nobody had questions, the Chairman proceeded to the next agenda item.

Agenda Item No. 8: To consider other matters (if any)

The Chairman asked the trust unitholders whether there were any questions.

The Chairman read the following questions from trust unitholders:

Since there were no additional questions, the Chairman thanked the trust unitholders who attended the meeting and declared the meeting adjourned at 10.50 a.m.

Sincerely yours,
ALLY Leasehold Real Estate Investment Trust

- *Kavin Eiamsakulrat* -

(Mr. Kavin Eiamsakulrat)
Managing Director
K.E. REIT Management Company Limited, as the REIT Manager



Enclosure 2

31st March 2023

Subject: Annual Report 2022
ALLY Leasehold Real Estate Investment Trust (ALLY)

To: Trust unitholders

ALLY REIT Management Company Limited (the “REIT Manager”), as a REIT Manager of ALLY Leasehold Real Estate Investment Trust (the “REIT”), would like to inform you that the Annual Report 2022 has already been prepared and made available for review on the REIT’s website (www.allyreit.com) since April 25, 2023 onwards. Trust unitholders could download additional information from:



Please be informed accordingly.

Sincerely yours,
ALLY Leasehold Real Estate Investment Trust

- *Kavin Eiamsakulrat* -

(Mr. Kavin Eiamsakulrat)
Managing Director
ALLY REIT Management Company Limited,
as the REIT Manager



Enclosure 3

Registration Methods, Attendance and Proxy
2023 of Annual General Meeting of Trust Unitholders of
ALLY Leasehold Real Estate Investment Trust

on 25 April 2023, at 14.00 pm.,
HYBRID (Electronic Meeting and Physical)
at Surasak 2&3, Eastin Grand Hotel Sathorn Bangkok 10210

1. Registration

Unitholders or proxies who wish to attend the 2023 of Annual General Meeting of Trust Unitholders need to inform the REIT Manager via the email address ir.allyreit@ally-global.com of their intention to attend the meeting within 20 April 2023 via e-mail ir.allyreit@ally-global.com , together with submitting identification document. After the REIT Manager completes the verification of the list of unitholders according to the list as of the Record Date indicating the unitholders who are entitled to attend the meeting, the REIT Manager shall share the username, password and manual for using the system to the email addresses that unitholders inform the REIT Manager for the purpose of attending the electronic unitholders meeting system.

2. **Attending the meeting via electronic method** the unitholders have to provide the following documents together with the Acceptance form to attend the E-AGM Meeting (Enclosure 5) to the REIT Manager

(1) **In the case of natural person**

- Please provide the unitholder's unexpired identification card or government card or passport, certified true copy, in order to obtain the username, password and manual for using the system.

(2) **In the case of juristic person**

In order to obtain the username, password and manual for using the system of electronic meeting,

- **In the case of juristic person registered in Thailand**, please provide a copy of the certification document, issued within six months and duly certified true and correct by the person(s) being authorized to sign binding upon the juristic person with the juristic person's seal affixed (if any).
- **In the case of foreign juristic person**, please provide a copy of certification document, issued within one year by the governmental authority of the country where such juristic person is situated, and duly certified true and correct by the person(s) being authorized to sign binding upon the juristic person with the juristic person's seal affixed (if any).

- If the original documents are not in English, please provide the English translation of such documents, duly certified true translation by the person(s) being authorized to sign binding upon the juristic person with the juristic person's seal affixed (if any).
- The person being authorized to sign binding upon the juristic person as per the certification document must provide the copy of unexpired identification card or government card or passport for registration, certified true copy.

3. Proxy

- A unitholder who would like to appoint a proxy shall appoint only one proxy to attend the meeting and vote, pursuant to the proxy form, which have three types, summarized as follows:
 - (1) Form A which is a general proxy form;
 - (2) Form B which shall only be used for the case that the unitholder is a foreign investor and has appointed a custodian.
- For convenience and to speed up the registration process, the REIT Manager would like ask for cooperation of the unitholders to submit the proxy form to the REIT Manager within 20 April 2023, by delivering to "The REIT Manager of ALLY Leasehold Real Estate Investment Trust" ALLY REIT Management Company Limited, 3rd Floor, Building E, CDC Crystal Design Center, No. 888 Praditmanutham Road, Klong Chan Sub-district, Bangkok District, Bangkok, 10240
- The proxy form shall duly filled in and signed. If there is any material amendment or removal of the wording, the grantor must countersign such amendment or removal. The stamp-duty of THB 20 shall be affixed.

Document to be used for Proxy

- (1) In case that the grantor is a natural person, the grantor shall submit the following documents:
 - Proxy form duly signed by the grantor and the proxy.
 - A copy of the unexpired identification card or government card or passport of the grantor, duly certified true and correct by the grantor.
 - A copy of the unexpired identification card or government card or passport of the proxy, duly certified true and correct by the proxy.
- (2) In case that the grantor is a juristic person, the grantor shall submit the following documents:
 - Proxy form duly signed by the person being authorized to sign binding upon the juristic person pursuant to the certification document with the juristic person's seal (if any).
 - A copy of the unexpired identification card or government card or passport of the person being authorized to sign binding upon the juristic person pursuant to the certification document, who signs the proxy form, duly certified true and correct by such authorized person.

- In case that the grantor is a juristic person registered in Thailand, please submit a copy of the certification document, issued within six months, and certified true and correct by the person being authorized to sign binding upon the juristic person with the juristic person's seal (if any).
- In case that the grantor is a foreign juristic person, please submit a copy of certification document, issued within one year by the governmental authority of the country where such juristic person is situated, and duly certified true and correct by the person(s) being authorized to sign binding upon the juristic person with the juristic person's seal affixed (if any).
- If the original documents are not in English, please provide the English translation of such documents, duly certified true translation by the person being authorized to sign binding upon the juristic person with the juristic person's seal affixed (if any).
- A copy of the proxy's unexpired identification card or government card or passport, certified true and correct by the proxy.

4. Verification of Unitholders or Proxies (submission to the REIT Manager within 20 April 2022)

Unitholders or proxies must submit acceptance form, supporting document and copy of identification card of unitholders and proxies (in case of proxies) together with email address and phone number for contact (that can be reachable). There are two ways for the verification as follows.

(1) sending to email address : ir.allyreit@ally-global.com

(2) sending registered mail to

"ALLY REIT Management Company Limited, the REIT Manager of **The REIT Manager of ALLY Leasehold Real Estate Investment Trust** ", 3rd Floor Building E, CDC Crystal Design Center, 888 Praditmanutham Road, Klong Chan Sug-district, Bangkapi District, Bangkok 10240

5. Attendance to the meeting via electronic method (E-AGM Meeting)

- Once unitholders or proxies have expressed their intention and verified their to the REIT Manager within the prescribed timeline, the REIT Manager shall share the username, password and manual for using the system to the email addresses that unitholders inform the REIT Manager for the purpose of attending the electronic unitholders meeting system of OJ International Co., Ltd. (within 24 April 2023).
- Registration and vote counting program can be used with computer, laptop, tablet and smartphone through Internet Explorer and Chrome web browser using 4G high speed internet or LAN, which support both E-Meeting and E-Voting for unitholders attending by themselves or proxies, according to Enclosure 3.

6. Other channels to facilitate the meeting

The REIT Manager will record image and voice during the entire meeting, and will post on website of the REIT after the meeting ends (www.allyreit.com).

7. Procedure of the Meeting and Voting

The meeting will consider agenda items according to the items in the notice to attend the unitholders meeting in a respective order. The Chairman, director or relevant executive will present information in each agenda item and provide unitholders with opportunities to ask questions before casting votes and reporting the resolution of each agenda item. In this respect, the unitholders or proxies can ask questions and cast votes according to the voting criteria below.

- In the event that unitholders or proxies have inquires during the meeting, the unitholders or proxies shall provide their names and last names, for the purpose of recording for the preparation of the minutes of the meeting of unitholders.

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

หนังสือมอบฉันทะ
PROXY
(สำหรับผู้ถือหน่วยทรัสต์ทั่วไป)
(For general unitholders)

แบบ ก.
Form A.

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Reside at Road Sub-district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....โทรศัพท์.....
District Province Postal Code Tel

(2) เป็นผู้ถือหน่วยทรัสต์ของทรัสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์ อัลไล
being a unitholder of ALLY Leasehold Real Estate Investment Trust

โดยถือหน่วยทรัสต์จำนวนทั้งสิ้นรวม.....หน่วย และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of unit, and having the right to vote equal to votes as follows:

(3) ขอมอบฉันทะให้
Hereby appoint

☐ (3.1).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Sub-district District
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

หรือ กรรมการอิสระ
or Independent Director, namely

☐ (3.2).....นายธีระ ภูตระกูล.....อายุ.....59.....ปี อยู่บ้านเลขที่.....26.....
Mr. Teera Phutrakul age 59 years, resides at 26

ถนน.....เพชรบุรีตัดใหม่.....ตำบล/แขวง.....บางกะปิ.....อำเภอ/เขต.....ห้วยขวาง.....
Road New Petchburi Sub-district Bangkok District Huay Kwang
จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10310.....
Province Bangkok Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหน่วยทรัสต์ ประจำปี 2566 ในรูปแบบการประชุมระบบไฮบริด (e-Meeting และ Physical พร้อมกัน) ในวันที่ 25 เมษายน 2566 เวลา 14.00 น. (เริ่มลงทะเบียนเวลา 13.00 น. เป็นต้นไป) ณ ห้องประชุมสุรศักดิ์ 2 และ 3 โรงแรม อีสติน แกรนด์ สาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

any one of them to be my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Trust Unitholders Meeting of ALLY Leasehold Real Estate Investment Trust, by hybrid method (e-Meeting and Physical), on April 25, 2023 at 14.00 p.m. (Registration will be commenced at 13.00 p.m.) at Surasak 2&3, Eastin Grand Hotel Sathorn Bangkok 10120, or any adjournment at any date, time and place thereof.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- | | |
|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (4.1) วาระที่ 1
Agenda No. 1 | <p>รับทราบรายงานการประชุมสามัญผู้ถือหุ้นหน่วยทรัสต์ ประจำปี 2565
To acknowledge the minutes of 2022 Annual General Meeting of Trust Unitholders</p> <p>วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only.</p> |
| (4.2) วาระที่ 2
Agenda No. 2 | <p>รับทราบสรุปประเด็นสำคัญในลักษณะคำถามและคำตอบจากการเปิดโอกาสให้ผู้ถือหุ้นหน่วยทรัสต์เสนอวาระและคำถามล่วงหน้าสำหรับการประชุมสามัญประจำปี 2566
To acknowledge the summary of significant questions, answers and agenda from inquiries in advance of trust unitholders for the 2023 annual general meeting</p> <p>วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only.</p> |
| (4.3) วาระที่ 3
Agenda No. 3 | <p>รับทราบผลการดำเนินงานประจำปี 2565
To acknowledge the ALLY's 2022 performance</p> <p>วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only.</p> |
| (4.4) วาระที่ 4
Agenda No. 4 | <p>รับทราบงบการเงินสำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565
To acknowledge the ALLY's financial statements for the year ended 31 December 2022</p> <p>วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only.</p> |
| (4.5) วาระที่ 5
Agenda No. 5 | <p>รับทราบการจัดสรรผลประโยชน์ตอบแทนให้ผู้ถือหุ้นหน่วยทรัสต์ สำหรับปี 2565
To acknowledge the ALLY's distribution of return for the year 2022</p> <p>วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only.</p> |
| (4.6) วาระที่ 6
Agenda No. 6 | <p>รับทราบการแต่งตั้งบริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด เป็นผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2566 จำนวน 2,200,000 บาท
To acknowledge the appointment of auditors, KPMG Phoomchai Audit Ltd., and determination of audit fee for the year 2023 is Baht 2,200,000</p> <p>วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only.</p> |
| (4.7) วาระที่ 7
Agenda No. 7 | <p>พิจารณาเรื่องอื่นๆ (ถ้ามี)
To consider other matters (if any)</p> |

- (5) ในกรณีที่ผู้ถือหุ้นหน่วยลงทุนมอบฉันทะให้กรรมการอิสระเข้าประชุมและออกเสียงลงคะแนนแทนตน ขอความกรุณาให้ผู้ถือหุ้นหน่วยลงทุนระบุเสียงลงคะแนน โดยเฉพาะเจาะจงว่า เห็นด้วย ไม่เห็นด้วย หรืองดออกเสียง
In case a unitholder authorizes the Independent Director to attend and vote on your behalf, please specify your vote whether the unitholder desires for approval, disapproval or abstention.
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรรมการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้นหน่วยทรัสต์
Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a unitholder.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention(s) in any agenda or my/our voting intention(s) is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

()

หมายเหตุ

1. ผู้ถือหน่วยทรัสต์ที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหน่วยทรัสต์ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The unitholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of units to several proxies for splitting votes.

หนังสือมอบฉันทะ

PROXY

(สำหรับผู้ถือหน่วยทรัสต์ที่ปรากฏในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ Custodian ในประเทศไทยเป็นผู้รับฝากและดูแลหน่วยทรัสต์)
(For foreign unitholders who have custodians in Thailand only)

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

แบบ ข.
Form B.

เขียนที่

Written at

วันที่ พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Reside at Road Sub-district

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

(2) ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหน่วยทรัสต์ (Custodian) ให้กับ

as a Custodian for

เป็นผู้ถือหน่วยทรัสต์ของทรัสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์ อัลไล

being a unitholder of ALLY Leasehold Real Estate Investment Trust

โดยถือหน่วยทรัสต์จำนวนทั้งสิ้นรวม หน่วย และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

holding the total amount of unit, and having the right to vote equal to votes as follows:

(3) ขอมอบฉันทะให้

Hereby appoint

☐ (3.1) อายุ ปี อยู่บ้านเลขที่

age

years, reside at

ถนน ตำบล/แขวง อำเภอ/เขต

Road Sub-district District

จังหวัด รหัสไปรษณีย์

Province Postal Code

หรือ กรรมการอิสระ

or Independent Director, namely

☐ (3.2) นายธีระ ภูตระกูล อายุ 59 ปี อยู่บ้านเลขที่ 26

Mr. Teera Phutrakul

age 59

years, resides at 26

ถนน เพชรบุรีตัดใหม่ ตำบล/แขวง บางกะปิ อำเภอ/เขต ห้วยขวาง

Road New Petchburi Sub-district Bangkokapi District Huay Kwang

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10310

Province Bangkok Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นหน่วยทรัสต์ ประจำปี 2566 ในรูปแบบการประชุมระบบไฮบริด (e-Meeting และ Physical พร้อมกัน) ในวันที่ 25 เมษายน 2566 เวลา 14.00 น. (เริ่มลงทะเบียนเวลา 13.00 น. เป็นต้นไป) ณ ห้องประชุมสุรศักดิ์ 2 และ 3 โรงแรม อีสติน แกรนด์ สาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

any one of them to be my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Trust Unitholders Meeting of ALLY Leasehold Real Estate Investment Trust, by hybrid method (e-Meeting and Physical), on April 25, 2023 at 14.00 p.m. (Registration will be commenced at 13.00 p.m.) at Surasak 2&3, Eastin Grand Hotel Sathorn Bangkok 10120, or any adjournment at any date, time and place thereof.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- | | |
|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (4.1) วาระที่ 1
Agenda No. 1 | รับทราบรายงานการประชุมสามัญผู้ถือหุ้นหน่วยทรัสต์ ประจำปี 2565
To acknowledge the minutes of 2022 Annual General Meeting of Trust Unitholders
วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only. |
| (4.2) วาระที่ 2
Agenda No. 2 | รับทราบสรุปประเด็นสำคัญในลักษณะคำถามและคำตอบจากการเปิดโอกาสให้ผู้ถือหุ้นหน่วยทรัสต์เสนอวาระและคำถามล่วงหน้าสำหรับการประชุมสามัญประจำปี 2566
To acknowledge the summary of significant questions, answers and agenda from inquiries in advance of trust unitholders for the 2023 annual general meeting
วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only. |
| (4.3) วาระที่ 3
Agenda No. 3 | รับทราบผลการดำเนินงานประจำปี 2565
To acknowledge the ALLY's 2022 performance
วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only. |
| (4.4) วาระที่ 4
Agenda No. 4 | รับทราบงบการเงินสำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565
To acknowledge the ALLY's financial statements for the year ended 31 December 2022
วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only. |
| (4.5) วาระที่ 5
Agenda No. 5 | รับทราบการจัดสรรผลประโยชน์ตอบแทนให้ผู้ถือหุ้นหน่วยทรัสต์ สำหรับปี 2565
To acknowledge the ALLY's distribution of return for the year 2022
วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only. |
| (4.6) วาระที่ 6
Agenda No. 6 | รับทราบการแต่งตั้งบริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด เป็นผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2566 จำนวน 2,200,000 บาท
To acknowledge the appointment of auditors, KPMG Phoomchai Audit Ltd., and determination of audit fee for the year 2023 is Baht 2,200,000
วาระนี้เป็นเพียงวาระแจ้งเพื่อทราบ
Agenda for acknowledgement only. |
| (4.7) วาระที่ 7
Agenda No. 7 | พิจารณาเรื่องอื่นๆ (ถ้ามี)
To consider other matters (if any) |

- (5) ในกรณีที่ผู้ถือหุ้นหน่วยลงทุนมอบฉันทะให้กรรมการอิสระเข้าประชุมและออกเสียงลงคะแนนแทนตน ขอความกรุณาให้ผู้ถือหุ้นหน่วยลงทุนระบุเสียงลงคะแนน โดยเฉพาะเจาะจงว่า เห็นด้วย ไม่เห็นด้วย หรืองดออกเสียง

In case a unitholder authorizes the Independent Director to attend and vote on your behalf, please specify your vote whether the unitholder desires for approval, disapproval or abstention.

- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรรมการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้นหน่วยทรัสต์

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a unitholder.

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention(s) in any agenda or my/our voting intention(s) is not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ

- หนังสือมอบฉันทะแบบ ข. นี้ ใช้เฉพาะกรณีที่ผู้ถือหน่วยทรัสต์ที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหน่วยทรัสต์ให้เท่านั้น
Only foreign unitholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form B.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidence to be attached with this Proxy Form are:
 - หนังสือมอบอำนาจจากผู้ถือหน่วยทรัสต์ให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from the unitholder authorizing a Custodian to sign the Proxy Form on behalf of the unitholder.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
- ผู้ถือหน่วยทรัสต์ที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหน่วยทรัสต์ให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
The unitholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of units to several proxies for splitting vote.

Acceptance form for attending the meeting via electronic method of ALLY Leasehold Real Estate Investment Trust

(1) I/We _____ Nationality _____

Address _____

(2) Being a trust unitholder of ALLY LEASEHOLD REAL ESTATE INVESTMENT TRUST

Holding the total amount of _____ units

Hereby confirm to attend the meeting and cast the votes at the meeting via electronic method (E-AGM) at the 2022 Annual General Meeting of Trust Unitholders which will be held on 25 April 2023 at 14:00 p.m. (onwards), by:

☐ attending the meeting in person

☐ appointing (Mr./Mrs./Miss) _____

Identification no. _____, as proxy to attend the aforementioned meeting.

(3) Information for sending the attendance method

Email: _____ (Please specify)

Phone Number: _____ (Please specify)

(4) Please submit the identification documents in accordance with the method for attending the meeting to us within 20 April 2023.

(5) Once your identity has been verified, the REIT Manager will send the attendance method to the email that you provided. You could use the username and password as per below:

If you are unable to attend the meeting via electronic method and would like to appoint a proxy to attend and vote at the meeting on your behalf, please fill in and sign the proxy form shown in Enclosure 4, which must be affixed with the stamp duty of Baht 20, and please send the proxy form and your identification documents together with supporting documents for attending the meeting to the registration officers on the specified date. If you would like to appoint an independent director as your proxy to attend the meeting, please fill in the details and sign the proxy form shown in Enclosure 4, and send it together with your identification documents to the REIT Manager via a registered mail enclosed herewith, within 20 April 2023.



Enclosure 6

Profile of Independent Director of
ALLY REIT Management Company Limited,
for the proxy appointment of the unitholders

Name	:	Mr. Teera Phutrakul
Current position	:	Independent Director
Age	:	59 years old
Educational Background	:	<ul style="list-style-type: none">- M.A. Economics in Finance & Investment Exeter University, UK- B.Sc. Economics, Bradford University, UK
Working experiences (During the past five years)	:	<ul style="list-style-type: none">- Independent director of ALLY REIT Management Company Limited- Independent director of Sumitomo Mitsui Trust Bank (Thai) Public Company Limited- Founder of JT Financial Planners



Enclosed 7

Request Form for the hard copy of the Annual Report 2022
ALLY Leasehold Real Estate Investment Trust

Dear ALLY REIT Management Company Limited, as the REIT Manager
of ALLY Leasehold Real Estate Investment Trust

Any trust unitholder would like to receive the Annual Report 2022 in hard copy, please contact and provide us with your name and address at the following channels.

Name and address of Unitholder

Name

Address

.....

.....

.....

.....

The channels to contact us:

E-mail Address	ir.allyreit@ally-global.com
Website	www.allyreit.com
Telephone	0-2101-5999 or 0-2101-5161

Map Eastin Grand Hotel Sathorn Bangkok

