

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

Objective

S Prime Growth Leasehold Real Estate Investment Trust ("the Trust" / "SPRIME") purposes to promote good corporate governance and to foster equitable treatment to all unitholders.

Prior to the 2023 Annual General Meeting of Unitholders, S REIT Management Company Limited ("the Company") as the REIT Manager offers opportunities for its unitholders to propose any additional meeting agenda items which they deem to be important and beneficial to the Trust. The Company shall consider the unitholders' rights to propose agenda items in advance of the meeting date according to its prescribed rules.

Rules

1. Qualifications of unitholders who are entitled to propose items to the meeting agenda in annual general meetings

The unitholders who wish to propose any items to the meeting agenda must have held the unit not less than 2% of the total issued and paid-up unit of the Trust for at least 6 months prior to the date of submission of the proposal.

2. To ensure efficient conduct of the meeting, the Company shall reserve the right not to place the following agenda items on the meeting agenda:
 - 1) An agenda item that violates the law, rules and regulations of government agencies or the Trust's regulations and the Trust's deed.
 - 2) An item that shall be for the benefit of any particular individual, or any specific group of people.
 - 3) An item that is under the Company's management authority, except for the matters that cause material damages or losses to all unitholders.
 - 4) An item with matter that have been completed
 - 5) An item that concerns matters which are beyond the Company's power of control.
 - 6) Issues proposed by unitholders who aren't fulfilling the criteria, or does not provide adequate documentation, or proposals to the agenda outside of the proposal period.
 - 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 unitholders who are not qualified according to the prescribed qualification criteria.

3. Procedures for proposing items to the meeting agenda in the annual general meetings

The unitholders who are qualified according to the conditions as stipulated in Rule No. 1 are entitled to propose their suggested meeting agenda and question in advance by completing the “Agenda and Question Proposal Form for the 2023 Annual General Meeting of Unitholders” as attached to these Rules or may informally inform the Company via facsimile at the e-mail address : info@sprimegrowth.com, prior to submitting the original copy of the “Agenda and Question Proposal Form for the 2023 Annual General Meeting of Unitholders” to the Company thereafter.

The unitholders must submit the duly signed original of such form together with all the relevant documents and evidence to the Company by February 15, 2023 at the following address:

To: S REIT Management Company Limited
123 Sun Towers Building A, 31st Floor, Vibhavadi Rangsit Rd,
Chom Phon Sub-District, Chatuchak District, Bangkok 10900
(Agenda and Question Proposal Form for the 2023 Annual General Meeting of Unitholders)

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

Business Development & Investor Relations Department will gather all documents proposing to the Board of Directors to consider according to the following criteria:

- 1) In case the information provided is incomplete or incorrect, Business Development & Investor Relations Department will notify the unitholder via official letter by February 28, 2023.
- 2) In case the unitholders are not considered fully qualified according to criteria, Business Development & Investor Relations Department shall notify the unitholder by official letter by February 28, 2023.

The Board of Directors will consider the necessity and suitability of the proposed agendas as per criteria 2. and decide whether they should be included in the Agenda of AGM invitation. Such decisions are final.



บริษัท เอส รีท แมเนจเม้นท์ จำกัด
 S REIT Management Co., Ltd.
 อาคารอินทาวเวอร์ส
 123 อาคารอินทาวเวอร์ส เอ ชั้น 31 ถนนวิภาวดีรังสิต
 แขวงจอนพล เขตจตุจักร กรุงเทพฯ 10900
 โทร. +66 2617-6465

Agenda and Question Proposal Form for the 2023 Annual General Meeting of Unitholders

Part 1 Unitholder's detail

Name (Mr., Mrs., Miss, Company, Other)/ Family name: _____

Current address/Contact information:

No. _____ Residential estate / Building _____

Moo Lane / Soi _____ Road _____

Tambol / Kwaeng _____ Amphur/Khet _____

Province _____ Postal code _____ Country _____

Telephone No. _____ Facsimile No. _____

E-mail: _____

Overseas address: (Non-Thai nationals are required to provide overseas contact information)

No. of unit held _____ as of (date) _____

We encourage you to also review the Privacy Policy at <https://www.sprimegrowth.com/en/privacy-notice>

Part 2 Proposed agenda

Please specify agenda, supporting detail and reasons and purpose of the proposed agenda

Further supporting documents as true copies totaling _____ pages along with this form.



บริษัท เอส รีท แมเนจเม้นท์ จำกัด
S REIT Management Co., Ltd.
อาคารอินทาวเวอร์ส
123 อาคารอินทาวเวอร์ส เอ ชั้น 31 ถนนวิภาวดีรังสิต
แขวงจอนพล เขตจตุจักร กรุงเทพฯ 10900
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Part 3 Required documents/evidence to be attached to this proposal form

- Unitholding evidence such as
 - [] Certified letter from securities companies, or other evidence from Thailand Securities Depository Company Limited or the Securities Exchange of Thailand or relevant custodians, or certified copies of the original share certificates
- Personal identification
 - [] An individual unitholder is required to attach a certified true copy of his/her identification card or passport not expired (if such individual unitholder is a foreigner)
 - [] A corporate or juristic unitholder is required to attach a certified true copy of its Affidavit or Certificate of Incorporation together with a certified true copy of the identification card or passport not expired (if such individual unitholder is a foreigner) of its authorized director who is the undersigned of this proposal form
 - [] In case unitholder change their title, name, or surname, the copy of evidence of those changes shall be enclosed and certified true copy.

Part 4 Confirmation

I hereby appoint Mr./Mrs./Miss _____ to be the contact person with the Company under part 2.

I hereby certify that the information and evidence attached is accurate and complete and that the Company has my permission to disclose such information, or such documents and evidence.

Signature _____ Unitholder
(_____)
Date _____

Remarks:

1. The unitholders can able to send the proposal unofficial in advance via the Trust's email address at info@sprimegrowth.com before sending the original to the REIT manager by February 15, 2023.
2. In the case of group of unitholders propose agenda. Each unitholder must individual fill in and sign the form as evidence and gather supporting documents in to one set.
3. REIT manager will revoke the rights of unitholders to propose agenda if it is found that the information provided is incomplete, incorrect, unitholder cannot be contacted or do not meet criteria.