

No. PFRD 010/2567

13 May 2024

Re: Publication of Summary of Questions and Answers from the Annual Two-way Communication for Year 2024 of Trinity Freehold and Leasehold Property Fund (TNPf)

Attn: President  
The Stock Exchange of Thailand

Reference: Report on Information of the Annual Two-way Communication for Year 2024 of Trinity Freehold and Leasehold Property Fund (TNPf) dated 5 April 2024

Whereas, Principal Asset Management Company Limited ("Management Company"), as the management company of Trinity Freehold and Leasehold Property Fund (TNPf) ("Fund"), delivered the report on information of the Annual Two-way Communication for Year 2024 of the Fund to unitholders on 5 April 2024 and provided the opportunities for the unitholders to ask for additional information by sending questions to the Management Company from 5 April 2024 until 30 April 2024 as detailed in the reference.

The Management Company hereby inform that it has gathered questions and suggestions from the unitholders and prepared a summary of essential issues in the form of questions and answers from the Annual Two-way Communication for Year 2024 of the Fund and published such summary on the Management Company's website at [www.principal.th](http://www.principal.th) Unitholders can consider such summary henceforth.

Please be informed accordingly.

Yours sincerely,



(Mr. Kriangsak Moolkaew)

Authorized Persons to Disclose Information

Property Fund and Real Estate Investment Trust Department  
Tel. 0-2686-9525

Re: Summary of Questions and Answers from Unitholders from the Annual Two-way Communication for Year 2024 of Trinity Freehold and Leasehold Property Fund (TNPF)

Whereas, Principal Asset Management Company Limited ("Management Company"), as the management company of Trinity Freehold and Leasehold Property Fund (TNPF) ("Fund"), delivered the report on information of the Annual Two-way Communication for Year 2024 of the Fund to unitholders on 5 April 2024 and provided the opportunities for the unitholders to ask for additional information by sending questions to the Management Company from 5 April 2024 until 30 April 2024.

In this regard, the Management Company has gathered questions and suggestions from the unitholders and prepared a summary of essential issues in the form of questions and answers from such two-way communication. Details of such summary are as follows:

#### **Questions from Unitholders**

**Question No. 1: Mr. Ekkachai Rojratpaitoon, a unitholder, asked "How much cash does the Fund hold at present?" And "Is there any accrued expense or not?"**

Answer: As of 31 March 2024, the Fund had cash and cash equivalents in the total amount of 12,531,960 Baht. The Fund also had accrued expenses and other liabilities in the total amount of 844,318 Baht.

**Question No. 2: Mr. Ekkachai Rojratpaitoon, a unitholder, asked "What is a trend of the expenses which can be decreased, for instance, the Fund's management fees or other fees? Because the Fund's market value is very low when compared to the announced NAV and all expenses refer to NAV."**

Answer: The Fund still has its operations and the Fund Manager has continuously managed the Fund on behalf of the unitholders. However, the above-mentioned matter will be further considered and proposed to the Management Committee of the Management Company. In this regard, according to the Fund Management Project, the Management Company can collect the Fund's management fees at the highest rate of not exceeding 0.40 percent per year (exclusive of value-added tax). However, at present, the Management Company actually collects such fees only at the rate of 0.207 percent per year (exclusive of value-added tax).

**Question No. 3:** Mr. Ekkachai Rojratpaitoon, a unitholder, asked “How is the dividend forecast? Because the Fund’s revenue is quite stable and the Fund can return money to the unitholders by mean of capital decrease although there is accumulated loss.”.

**Answer:** The Fund’s dividend may be paid depending the operating performance of the Fund of each year. Such Fund’s operating performance is mainly from rental and fair value from appraisal of assets. For this reason, the Fund Manager will manage the Fund for the maximum benefits of the unitholders and in accordance with the rules imposed by the Office of Securities and Exchange Commission (SEC). In regard to the dividend payment, Clause 77 (4), First Paragraph, of the Notification of the Capital Fund Supervisory Board No. Tor Nor. 36/2562, Re: Management of Property Fund (inclusive of its amendment) stipulates that “If the Fund has accumulated loss, the Management Company shall not make dividend payment.”. Therefore, the dividend payment may be made when the Fund does not have accumulated loss. Regarding capital decrease, there are many relevant notifications and rules. This matter will be further considered and proposed to the Management Committee of the Management Company.

**Question No. 4:** Mr. Ekkachai Rojratpaitoon, a unitholder, asked “What is the action plan to cause the Fund to have more revenue than the revenue from the current lease agreement?”.

**Answer:** The Management Company has already coordinated with the lessee on improvement of the assets’ conditions in order that the revenues from room services and leased areas will increase. However, the Management Company can take such action on some parts only as such improvement requires high budget and the Fund has no liquidity to fully take such action. Nonetheless, the Management Company is still open for offers and coordinating with the investors and interested persons directly (without public bidding) for receiving offers to purchase or lease the Fund’s assets. Moreover, the Management Company will find other approaches and will take any other necessary actions in order that the Fund can utilize the assets subject to relevant rules. After the Management Company can find a conclusion of approaches and action plans for further operations, the Management Company will propose it to the unitholders for consideration and/or acknowledgement of the proper course of action.

**Question No. 5:** Mr. Montri Charoensuwan, a unitholder, asked “What is an approach for managing TNPF to be able to make dividend payment to the unitholders?” And “Will there be new lessee recruited to lease the assets to manage TNPF to be in better condition?” And “Will such action occur in the next quarter of this year?”.

**Answer:** Regarding approach for managing the Fund to be able to make dividend payment to the unitholders, the Fund must improve the assets' conditions to be in new conditions in order that the revenues from room services and leased areas will increase. However, there is limitation in taking such action as such improvement requires high budget and the Fund has no liquidity to fully take such action. Currently, the Management Company is open for offers and coordinating with the investors and interested persons directly (without public bidding) for receiving offers to purchase or lease the Fund's assets. Moreover, the Management Company will find other approaches and will take any other necessary actions in order that the Fund can utilize the assets subject to relevant rules. After the Management Company can find a conclusion of approaches and action plans for further operations, or receives an offer to purchase or lease the assets, the Management Company will propose it to the unitholders for consideration and/or acknowledgement of the proper course of action. Taking such action requires a reasonable period of time as throughout the past 3-4 years period of time, the Management Company has continuously opened bidding for purchasers or lessees of the assets, but has not yet received any offers. Accordingly, it is expected that the above-mentioned action cannot be carried out in the next quarter.

**Question No. 6:** **Mr. Montri Charoensuwan, a unitholder, asked "As TNPF cannot transform to be REIT because it cannot find a Trustee, what is an approach to further manage TNPF In the future?"**

**Answer:** From the unitholders' meetings throughout the past period of time, the approach to manage the Fund recommended by the unitholders was to recruit the new purchasers or lessees of the assets. At present, the Management Company still takes action according to such approach. The Management Company is open for offers and coordinating with the investors and interested persons directly (without public bidding) for receiving offers to purchase or lease the Fund's assets. Moreover, the Management Company will find other approaches and will take any other necessary actions in order that the Fund can utilize the assets subject to relevant rules. After the Management Company can find a conclusion of approaches and action plans for further operations, or receives an offer to purchase or lease the assets, the Management Company will propose it to the unitholders for consideration and/or acknowledgement of the proper course of action.

**Question No. 7:** Mr. Montri Charoensuwan, a unitholder, asked “What is an approach for sales of TNPF’s assets at appropriate prices to bring the proceeds to repaid to the unitholders who have been suffered from the fact that TNPF has not generated any returns for the unitholders for a long period of time?”.

**Answer:** The Management Company is still open for offers and coordinating with the investors and interested persons directly (without public bidding) for receiving offers to purchase or lease the Fund’s assets. Moreover, the Management Company will find other approaches and will take any other necessary actions in order that the Fund can utilize the assets subject to relevant rules. After the Management Company can find a conclusion of approaches and action plans for further operations, or receives an offer to purchase or lease the assets, the Management Company will propose it to the unitholders for consideration and/or acknowledgement of the proper course of action.

#### **Suggestions from Unitholders**

**Suggestion No. 1:** Mr. Ekkachai Rojratpaitoon, a unitholder, suggested that “it is expected that, at present, the Fund has an amount of cash balance. Therefore, I proposed the Fund to consider repaying the unitholders by mean of capital decrease to help the unitholders. This is because other property funds have already paid dividend or decreased its capital in favor of their unitholders for a period of time.”.

**Answer:** The Management Company hereby accepts such suggestion. After the Management Company can find a conclusion of approaches and action plans for further operations, the Management Company will propose it to the unitholders for consideration and/or acknowledgement of the proper course of action.

**Suggestion No. 2:** Mr. Worrawut Sookjam, a unitholder, suggested the followings:

1. “As of today, payment of benefits to the Fund is in the amount of 1,000,000 Baht per month. Is such amount adequate to be paid to the unitholders equivalent to deposits in banks or not? If it is adequate to do so, the management should be extended for another 1 year. However, the management agreement should stipulate to have a joint cashier so that the Management will have statistic of room occupancy and the revenue of operations which are almost true, the room rates and etc.”.
2. “The Management (Principal) must further announce to recruit the new lessees. At the same time, the Management must solve the problem on the landlocked

asset or obstruction of an entrance and an exit and others in favor of the persons interested in leasing the assets. There shall be a condition of management trial for 6 months or 1 year. In this regard, Principal will assign a joint cashier for asset management. After having realized the actual revenues, the revenues shall be shared at 60:40 percent or... (similar to the case between the rubber garden owners and the hired rubber-tapping workers). Accordingly, every investor will have the shared revenue at the rate of 60 percent. After acknowledging the average monthly revenues of the assets, next, there shall be amendment to the agreement, which its provisions shall be fair for the Fund and the lessee. The agreement may be executed with the lease term of many years.”.

3. “In case where Principal fails in implementing the approaches as per Clauses 1 and 2 or there is no other approach, I proposed the owner to repurchase the investment units, which may be made in installments. The Unitholders shall be entitled to consider the purchase price of investment units (which its original price was 10 Baht...)”.

**Answer:**

The Management Company hereby accepts such suggestion. After the Management Company can find a conclusion of approaches and action plans for further operations, the Management Company will propose it to the unitholders for consideration and/or acknowledgement of the proper course of action.

The Unitholders can contact for additional information at Property Fund and Real Estate Investment Trust Department, Tel. 0-2686-9525.