

**Table showing the amendments to the Management Project of Lotus's Retail Growth Freehold and Leasehold Property Fund No. 3  
(2024)**

<b>Topics</b>	<b>Original project contents</b>	<b>Amended project contents</b>
<p><b>7. Terms, policies and methods for paying dividends to unitholders</b></p>	<p>7.1 Requirements, policies and methods for paying dividends to unitholders</p> <p>The unitholders who are entitled to receive dividends must be the unitholders whose names are registered in the unitholders register on the date the unitholders register for dividend payment is closed. Each unitholder is entitled to receive dividends in proportion to their respective unitholdings.</p> <p>The fund has a policy to pay dividends to unitholders no more than 4 times a year, which will be paid quarterly, as presented in the fund prospectus and according to related regulations.with the following rules:</p> <p>(1) Pay dividends to unitholders at least 90 percent of the adjusted net profit in each fiscal year within 90 days from the end of the fiscal year or the end of the accounting period in which the dividend is paid, as the case may be.</p> <p>Adjusted net profit under paragraph one shall mean net profit minus specific reserve items for the following purposes:</p> <p>(a) repairing, maintaining or improving the real estate of the fund in accordance with the plans clearly set out in the fund management project and the prospectus, annual registration statement, annual report or that the management company has notified the unitholders in advance</p>	<p>7.1 Requirements, policies and methods for paying dividends to unitholders</p> <p>The unitholders who are entitled to receive dividends must be the unitholders whose names are registered in the unitholders register on the date the unitholders register for dividend payment is closed. Each unitholder is entitled to receive dividends in proportion to their respective unitholdings.</p> <p>The fund has a policy to pay dividends to unitholders no more than 4 times a year, which will be paid quarterly, as presented in the fund prospectus and according to related regulations.with the following rules:</p> <p>(1) Pay dividends to unitholders at least 90 percent of the adjusted net profit in each fiscal year within 90 days from the end of the fiscal year or the end of the accounting period in which the dividend is paid, as the case may be.</p> <p>Adjusted net profit under paragraph one shall mean net profit minus specific reserve items for the following purposes:</p> <p>(a) repairing, maintaining or improving the real estate of the fund in accordance with the plans clearly set out in the fund management project and the prospectus, annual registration statement, annual report or that the management company has notified the unitholders in advance</p> <p>(b) repayment of loan, debts, or obligations of the fund in accordance with the borrowing policy clearly stated in the fund project and the prospectus, Annual registration</p>

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	<p>(b) repayment of loan, debts, or obligations of the fund in accordance with the borrowing policy clearly stated in the fund project and the prospectus, Annual registration statement, annual report or that the management company has notified the unitholders in advance.</p> <p>(c) the payment of dividends to the unitholders of the type that grant the right to first receive or return capital (if any);</p> <p>(2) In considering dividend payment to unitholders, the management company must consider the necessity to maintain the cash of the fund appropriately in accordance with the guidelines prescribed by the SEC Office.</p> <p>(3) Management companies must not borrow money to pay dividends to unitholders.</p> <p>(4) In the event that the fund still has accumulated losses, the management company is prohibited from paying dividends.</p> <p>In the event that the management company is unable to pay dividends to the unitholders of the fund, the trustee and the management company must explain reasons and necessities to the SEC and disclose to unitholders at the annual general meeting.</p> <p>Additional conditions : In considering dividend payment, if the dividend to be announced per investment unit during the fiscal year is less than or equal to 0.10 baht, the management company reserves the right not to pay</p>	<p>statement, annual report or that the management company has notified the unitholders in advance.</p> <p>(c) the payment of dividends to the unitholders of the type that grant the right to first receive or return capital (if any);</p> <p>(2) In considering dividend payment to unitholders, the management company must consider the necessity to maintain the cash of the fund appropriately in accordance with the guidelines prescribed by the SEC Office.</p> <p>(3) Management companies must not borrow money to pay dividends to unitholders.</p> <p>(4) In the event that the fund still has accumulated losses, the management company is prohibited from paying dividends.</p> <p>In the event that the management company is unable to pay dividends to the unitholders of the fund, the trustee and the management company must explain reasons and necessities to the SEC and disclose to unitholders <del>at the annual general meeting</del> <u>through channels for communication of information with the unitholders under Clause 30.5.</u></p> <p>Additional conditions : In considering dividend payment, if the dividend to be announced per investment unit during the fiscal year is less than or equal to 0.10 baht, the management company reserves the right not to pay the dividend at that time and to carry forward the dividend payment at the same time at the end of the fiscal year.</p> <p>For dividend payment criteria, the management company will proceed as specified. Except in the case where the</p>

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	<p>the dividend at that time and to carry forward the dividend payment at the same time at the end of the fiscal year.</p> <p>For dividend payment criteria, the management company will proceed as specified. Except in the case where the Securities and Exchange Commission Office of the Securities and Exchange Commission and/or any other legal authority have amended, modified, added, announced, determined, ordered, approved and/or waived otherwise, the management company will proceed accordingly.</p>	<p>Securities and Exchange Commission Office of the Securities and Exchange Commission and/or any other legal authority have amended, modified, added, announced, determined, ordered, approved and/or waived otherwise, the management company will proceed accordingly.</p>
<p><b>30. Preparation of reports to the SEC and unitholders</b></p>	<p>-</p>	<p><u>30.4 Information relating to the management of fund, including the type of information as follows:</u>  <u>(1) the management of fund with respect to important matters and future fund management guidelines;</u>  <u>(2) the appointment of the fund’s auditor and the audit fee.</u></p>
<p><b>30. Preparation of reports to the SEC and unitholders</b></p>	<p>-</p>	<p><u>30.5 In addition to the submission of information under Clause 30.1, the management company shall disclose the following information:</u>  <u>(1) the financial position and operating results of the fund for the previous fiscal year, with at least the audited financial statements and the auditor’s opinion;</u>  <u>(2) the information relating to the management of fund under Clause 30.4.</u></p> <p><u>through the following channels for communication of information with the unitholders, by taking into account the unitholders’ opportunity to receive the information equally and fairly.</u></p>

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		<p><u>(1) two-way communication, whether it be a direct meeting with the unitholders or by any other means for the unitholders to inquire about additional information within four (4) months from the end date of such fiscal year of the fund;</u></p> <p><u>(2) In the case where the unitholders inquire about relevant information, the management company shall prepare and disclose summary of important issues in the form of questions and answers (Q&amp;A) in order for other unitholders to acknowledge the same information within fourteen (14) days from the completion date of action taken under (1).</u></p> <p><u>In the case of the fund with investment units as listed securities on the SET, the management company shall disclose the information under first paragraph through the information disclosure system of the SET.</u></p>
<p><b>34. Amendments to the fund project or modify the management method</b></p>	<p>34.2 Other amendments to the project in general</p> <p>Amendments to the fund project or amendment of management methods may be made by requesting the unitholders' resolutions or has been approved by the Office of the SEC.</p> <p>The request for unitholders' resolution to amend the fund project shall be as prescribed in the Notification of the Capital Market Supervisory Board on Property Fund Management or as prescribed by the Office of the SEC or relevant agencies.</p>	<p>34.2 Other amendments to the project in general</p> <p>Amendments to the fund project or amendment of management methods may be made by requesting the unitholders' resolutions or has been approved by the Office of the SEC.</p> <p>The request for unitholders' resolution to amend the fund project shall be as prescribed in the Notification of the Capital Market Supervisory Board on Property Fund Management or as prescribed by the Office of the SEC or relevant agencies.</p>

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	<p>Amendments to the fund project in the following matters must receive a resolution of the unitholders not less than three-fourths of the number of investment units of the unitholders attending the meeting or answering and having the right to vote.</p> <p>(1) a change in investment policy that significantly increases the risk</p> <p>(2) amendments and changes in the fund’s income guarantee</p> <p>(3) the merger of the fund with significantly different investment policies and risks</p> <p>(4) payment and acceptance of debt repayment of the fund with other assets instead of money</p> <p>(5) an increase in fees or expenses more than 5% of the fees or expenses specified in the fund project</p> <p>In the event that the unitholders exercise their right to request the court to order the revocation of the unitholder’s resolution in amendments to the fund project, the management company shall report the exercise of rights of unitholders to the Office of the SEC without delay and report the progress on the exercise of rights to the Office of the SEC every 6 months or when there is progress on the exercise of rights whichever occurs first, provided that the management company shall disseminate such report in a manner accessible to general investors as well.</p> <p>In this regard, the management company will notify the amendment of the project or the fund</p>	<p>Amendments to the fund project in the following matters must receive a resolution of the unitholders not less than three-fourths of the number of investment units of the unitholders attending the meeting or answering and having the right to vote.</p> <p>(1) a change in investment policy that significantly increases the risk</p> <p>(2) amendments and changes in the fund’s income guarantee</p> <p>(3) the merger of the fund with significantly different investment policies and risks</p> <p>(4) payment and acceptance of debt repayment of the fund with other assets instead of money</p> <p>(5) an increase in fees or expenses more than 5% of the fees or expenses specified in the fund project</p> <p>In the event that the unitholders exercise their right to request the court to order the revocation of the unitholder’s resolution in amendments to the fund project, the management company shall report the exercise of rights of unitholders to the Office of the SEC without delay and report the progress on the exercise of rights to the Office of the SEC every 6 months or when there is progress on the exercise of rights whichever occurs first, provided that the management company shall disseminate such report in a manner accessible to general investors as well.</p> <p>In this regard, the management company will notify the amendment of the project or the fund management method to all unitholders and the Stock Exchange of Thailand and will announce in at least one daily newspaper within 15 days from</p>

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	<p>management method to all unitholders and the Stock Exchange of Thailand and will announce in at least one daily newspaper within 15 days from the date of approval from the Office of the SEC or the date of resolution edit as the case may be.</p> <p>Amending the project or modifying can be done when a resolution is obtained by a majority vote from the unitholders based on the total number of the sold investment units of the fund or must be approved by the Office. In addition, the management company reserves the veto right for any resolution of the unitholders to amend the project or amend the management method that is contrary to the law, rules, regulations and/or the code of conduct or has been damaged or contrary to the interests of the fund or affecting the rights, duties and responsibilities of third parties who are contractual parties of the Fund.</p>	<p>the date of approval from the Office of the SEC or the date of resolution edit as the case may be.</p> <p><del>Amending the project or modifying can be done when a resolution is obtained by a majority vote from the unitholders based on the total number of the sold investment units of the fund or must be approved by the Office.</del> In addition, the management company reserves the veto right for any resolution of the unitholders to amend the project or amend the management method that is contrary to the law, rules, regulations and/or the code of conduct or has been damaged or contrary to the interests of the fund or affecting the rights, duties and responsibilities of third parties who are contractual parties of the Fund.</p>
<b>39. Unitholders meeting</b>	<p>In organizing a meeting of unitholders of the fund, the management company must proceed as follows:</p> <p>39.1 Reasons for convening the meeting</p> <p>1. The management company shall hold an annual general meeting of unitholders within 4 (four) months from the end of the fund's fiscal year to report at least to the unitholders' meeting on the following matters:</p> <p>(1) Management of the fund in important matters and future fund management guidelines</p>	<p>In organizing a meeting of unitholders of the fund, the management company must proceed as follows:</p> <p>39.1 Reasons for convening the meeting</p> <p><del>1. The management company shall hold an annual general meeting of unitholders within 4 (four) months from the end of the fund's fiscal year to report at least to the unitholders' meeting on the following matters:</del></p> <p><del>(1) Management of the fund in important matters and future fund management guidelines</del></p>

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	<p>(2) Financial status and performance of the fund in the past fiscal year. At least, the audited financial statements and opinions from the auditors must be presented.</p> <p>(3) Appointment of the auditor of the fund and audit expenses</p> <p>2. In any of the following cases, the management company shall arrange an extraordinary meeting of the unitholders.</p> <p>(1) when the management company deems it appropriate to convene a meeting of unitholders for the benefit of the fund management;</p> <p>(2) when the unitholders holding investment units aggregate not less than 10 (ten) percent of the total number of sold investment units of the fund sign their names to make a letter requesting the Management Company to convene a meeting of the unitholders by clearly specifying the reason for calling the meeting.</p> <p>In the event that there is an event under paragraph one (2), the management company must convene an extraordinary meeting of unitholders within 45 (forty-five) days from the date of receipt of the letter of the unitholders.</p>	<p><del>(2) Financial status and performance of the fund in the past fiscal year. At least, the audited financial statements and opinions from the auditors must be presented.</del></p> <p><del>(3) Appointment of the auditor of the fund and audit expenses</del></p> <p>2. In any of the following cases, the management company shall arrange <u>a</u> <del>an extraordinary</del> meeting of the unitholders.</p> <p>(1) when the management company deems it appropriate to convene a meeting of unitholders for the benefit of the fund management;</p> <p>(2) when the unitholders holding investment units aggregate not less than 10 (ten) percent of the total number of sold investment units of the fund sign their names to make a letter requesting the Management Company to convene a meeting of the unitholders by clearly specifying the reason for calling the meeting.</p> <p>In the event that there is an event under paragraph one (2), the management company must convene an extraordinary meeting of unitholders within 45 (forty-five) days from the date of receipt of the letter of the unitholders.</p>