

Annual Report 2024

LHSC

The LHSC logo, consisting of the letters 'LHSC' in a dark blue sans-serif font, with a horizontal bar below the letters divided into five colored segments: yellow, green, blue, red, and pink.

**LH Shopping Centers Leasehold
Real Estate Investment Trust
(LHSC)**



Annual Report 2024

For the Year ending 31 December 2024

LH Shopping Centers Leasehold Real Estate Investment Trust

(LHSC)



Disclaimer:

This document is the translated version of Thai document, in the case that there are conflicts in any of the contents specified herein, contents of the original version shall supersede such conflict contents.

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Part 1

Summary of the Important Information

This Summary of the Important Information is part of the yearly Annual report and the trust's Prospectus which is only the summary of offering, characteristic and risk of the trust. Therefore, investors have to study further details in the full version of the trust's prospectus which could be requested from the underwriters and the REIT manager or study further in the Annual report or the prospectus which was submitted to the Securities and Exchange Commission ("SEC") at the SEC website.

Details as of 31 December 2024

Name (in Thai)	ทรัสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์ แอล เอช ซีอับบิง เอ็มเตอร์
Name (in English)	LH Shopping Centers Leasehold Real Estate Investment Trust
Abbreviation	LHSC
REIT Manager	Land and Houses Fund Management Company Limited
Property Manager	L & H Retail Management Company Limited
Trustee	SCB Asset Management Company Limited
Auditor	EY Company Limited
Establishment Date	22 December 2014
Project/ Leasehold Period	1. Terminal 21 Asok Shopping Mall (expires on 31 August 2040.) 2. Terminal 21 Pattaya Shopping Mall (expires on 13 January 2049.)
Weighted average leasehold life (W.A.L.E)	19.5 years ¹

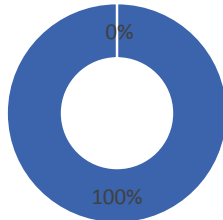
Note 1: Calculated based on the latest property appraisal report.

(Caution: In the case of a trust where the assets have a limited lifespan (if there is no capital increase), the value of the assets will gradually decrease to zero at the end of the contract.)

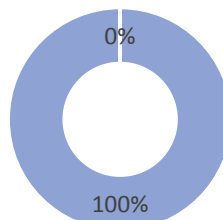
Market Value	8,792.13 million Baht
Market Price at the end of fiscal year	11.30 Baht
Unit	778,064,700 units
Net Asset Value (NAV)	9,338.94 million Baht
NAV per unit	12.0027 baht per unit
Capital Registration	7,936.26 million Baht
Par per unit	10.20 Baht
P/NAV	0.94 times

Investment Portion

100% Direct Investment
 0% Indirect Investment

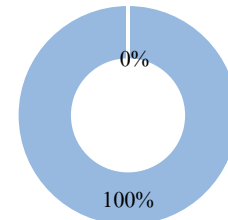


100% Freehold
 0% Leasehold

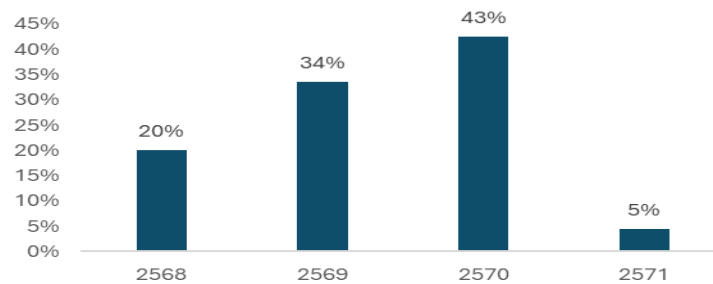


Investment Assets (according to appraisal value)

Retail 100%



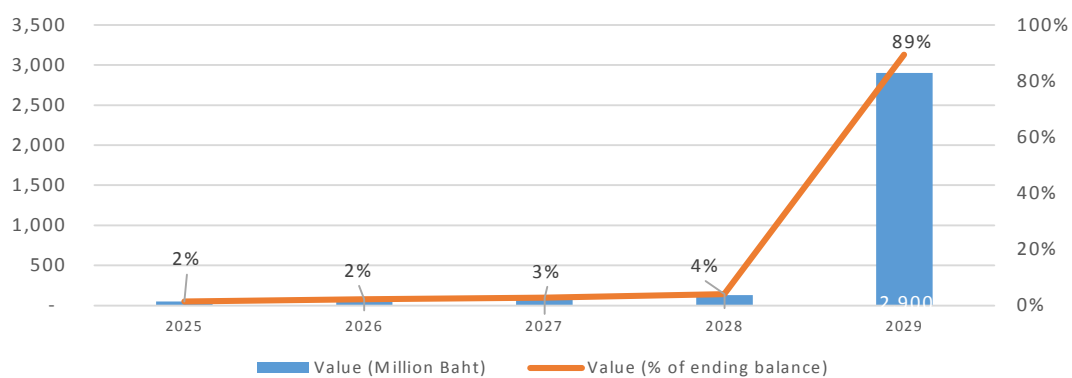
Weighted Average Lease Expiry (WALE)



The REIT has invested in Terminal 21 Shopping Center (Asok) project with a leasehold period until 31 August 2040

The REIT has invested in Terminal 21 Shopping Center (Pattaya) with a leasehold period until 13 January 2049

Debt Maturity Profile



As of 31 December 2024, the REIT has outstanding principal amount of 3,246 million baht

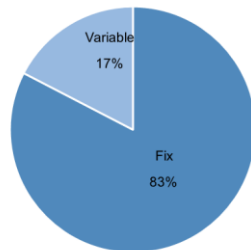
Financial Structure of the REIT

Total Asset	Baht 13,379.50	Retained Earning	Baht 1,258.02
Total Liability	Baht 4,040.56	Debt Ratio	19.23% of Total Asset
Total Equity	Baht 9,338.94	Credit rating	-None-

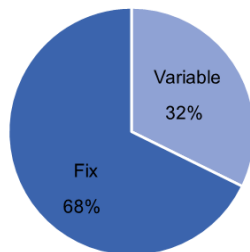
Revenue Structure

Type of Agreement

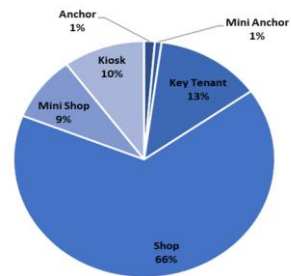
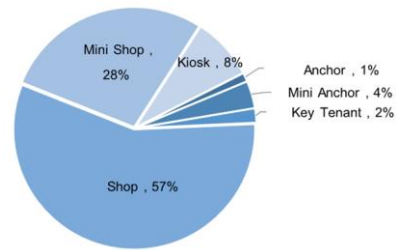
TERMINAL21
ASOK



TERMINAL21
PATTAYA



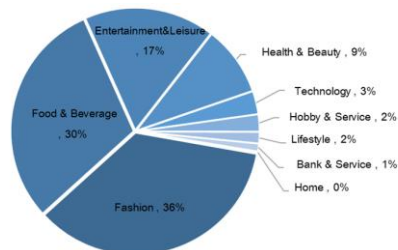
Revenue by Area



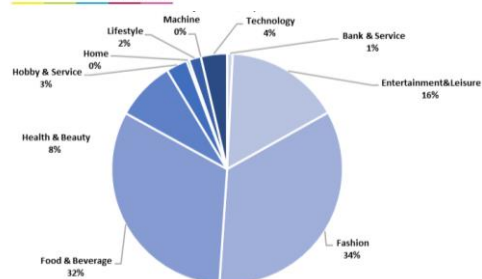
Details of Tenants

Tenants by Type of Business (Leasable Area)

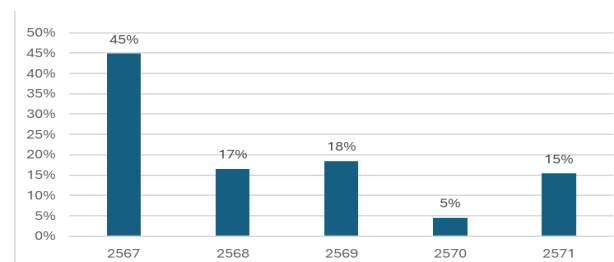
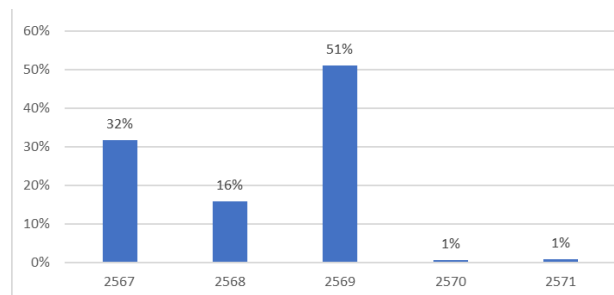
TERMINAL21
ASOK



TERMINAL21
PATTAYA



Expiry Profiles



Details of Investment Assets

Investment Assets *As of December 31, 2024	Appraisal Value (Income Approach)	Appraiser
The Terminal 21 Shopping Mall (Asok)	6,563.00 million Baht	Asian Engineering Valuation Co.,Ltd
The Terminal 21 Shopping Mall (Pattaya)	5,458.00 million Baht	

(Investors can study the assessment report at: <https://www.lhscreit.com/appraisalreport>)

Top 10 Major Unitholders on the book closing date of 30 December 2024

No.	Major Unitholder	No. of Units (units)	%
1.	MUANGTHAI LIFE INSURANCE PUBLIC COMPANY LIMITED	71,444,975.00	9.18
2.	LH MALL & HOTEL CO., LTD.	60,766,700.00	7.81
3.	SOCIAL SECURITY OFFICE	55,326,700.00	7.11
4.	THAI LIFE INSURANCE PUBLIC COMPANY LIMITED	26,331,700.00	3.38
5.	SOUTHEAST INSURANCE PUBLIC COMPANY LIMITED	25,741,000.00	3.31
6.	K PROPERTY INFRASTRUCTURE FLEXIBLE	22,816,792.00	2.93
7.	PRINCIPAL PROPERTY INCOME FUND	11,511,500.00	1.48
8.	SCB PROPERTY AND INFRASTRUCTURE FLEXIBLE FUND	9,334,596.00	1.20
9.	GOVERNMENT SAVINGS BANK	9,198,600.00	1.18
10.	MUANG THAI LIFE ASSURANCE PUBLIC COMPANY LIMITED	7,176,000.00	0.92

Foreign Limit: 100% Current Foreign Holding: 0.35%

Provisions on Distribution Policy and Methods of Distribution Payment

1. The REIT Manager shall pay the unitholders not less than 90 (ninety) percent of the adjusted net profit of the fiscal year, which shall be paid not less than 2 (two) times a year and shall be paid within 90 (ninety) days from the end of the fiscal year or the accounting period in which the benefits are paid, as the case may be. Adjusted net profit shall include net profit less specific reserve items for the following purposes:

(a) repairs, maintenance, or renovations of the REIT's immovable property in accordance with the clearly defined plans in the registration statements and prospectus, annual registration statements, annual reports, or as notified in advance by the REIT unitholders.

(b) the payment of the REIT's loans or loan obligations in accordance with the amount specified in the registration statement and prospectus, annual registration statement, annual report or notified in advance by the REIT unitholders.

(c) Payment of benefits to unitholders of the type entitled to the first benefit or return of capital (if any) In the event that the REIT has retained earnings in any accounting period.

The REIT Manager may also pay unitholders benefits from such retained earnings.

If the REIT is unable to pay benefits to unitholders pursuant to Clause (1), the REIT Manager and the Trust shall explain the reasons for the necessity to the SEC. SEC in accordance with the guidelines set by the SEC. Determine and disclose to unitholders in accordance with specified criteria.

2. In determining the payment of benefits to unitholders, the REIT manager must consider the need to maintain the REIT's cash appropriately. This is in accordance with the guidelines set by the SEC.

3. The REIT manager must not borrow money to pay benefits to unitholders.

4. If the REIT still has accumulated losses. The REIT Manager will not pay benefits to unitholders.

In 2025, the REIT manager will allocate funds of not more than 100 million Baht for the repair, maintenance, or improvement of the assets. This will be treated as an adjustment to the net profit for calculating the payment of benefits to unitholders in accordance with the announcement by the SEC (Securities and Exchange Commission)

Additional conditions:

(1) In consideration of compensation If the declared benefit per trust unit during the accounting year is less than or equal to 0.10 (zero point one zero), the REIT manager reserves the right not to pay the benefit at that time and shall carry it forward to pay the benefit at the same time at the end of the fiscal year according to the method of payment of the remuneration. For the criteria for paying benefits. The REIT Manager shall act as specified, except in the case where the Board of Directors act in accordance with the provisions. The SEC, the SEC and/or any other agency with legal authority have amended, added, announced, prescribed, directed, approved and/or waived otherwise. The REIT manager will act accordingly.

(2) The REIT Manager shall pay benefits to unitholders in proportion to the shareholding of each unitholder. Everything. The REIT Manager reserves the right to pay benefits to unitholders who hold trust units more than the rate or do not comply with the criteria specified in Announcement No. Torjor 49/2012. and the benefits in respect that cannot be paid to such unitholders shall be vested in other unitholders in proportion to their shareholding.

(3) The REIT Manager will announce the payment of benefits. Book closing date and remuneration rate by notifying the unitholders whose names are in the register of unitholders as of the book closing date through the information system of the Stock Exchange of Thailand and notifying the trustee in writing.

(4) The REIT Manager shall pay the benefits in the form of money transferred to the unitholder's deposit account or as a crossed cheque payable on behalf of the unitholders according to the name and address appearing in the unitholders' registration book.

(5) In the event that the unitholders do not exercise their right to claim any amount within the period of claim under the Civil and Commercial Code. The REIT Manager shall not use the said amount for any purpose other than for the benefit of the REIT.

Guidelines for considering the need to maintain the REIT's cash appropriately and clarifying the reasons for the necessity in the event that the benefits cannot be paid according to the criteria. Due to the calculation of the net profit of the REIT according to the standard.

Accounting/Accounting Practices for Division 1 REITs, Infra Divisions and Infra Trust do not use cash baselines, and when there is a change in accounting measures/accounting practices, it may cause the numbers in the income statement to be reversed. For example, the Financial Reporting Standard No. 16 on lease agreements has been in force since January 1, 2020. If there are accounting transactions that are inconsistent with the REIT's cash position, the REIT Manager must consider the need to maintain the REIT's cash appropriately. Such items can be used to adjust adjusted net profit in addition to deductions under Clauses 1 (a), (b) and (c).

(1) unrealized gain from valuation or review the valuation of real estate/infrastructure business.

(2) The difference in rental income recognized in the income statement and rental income received under the lease.

(3) The difference in expenses/expenses recognized in the income statement and expenses/fees actually paid under the contract, such as loan payments, etc.

(4) Other items that do not correspond to cash status, such as: If the REIT leases real estate by entering into a lease agreement that requires the rent to be paid gradually throughout the term of the contract. The accounting records are as follows:

(a) Record of Right-of-use assets (ROU) and lease assets,

(b) Record of settlement of liabilities and interest expense in each period when rent is paid under the lease, with interest expense recognized in profit or loss,

(c) Adjustment of changes in fair value of ROU by adjusting changes in fair value will be recognized in profit or loss. Therefore, in line with its cash position, it adjusted its net profit with the following items: Profit on changes in fair value of ROU Interest expense The rent is actually paid according to the lease.

If the REIT Manager is unable to pay the unitholders the benefits at the rate specified in Clause 1., the Trust Manager and the REIT Manager shall explain the reasons for the necessity. to the office. The SEC also provides information that prevents it from paying benefits according to the criteria. This is within 3 working days from the date of announcement of the payment via electronic system at the office. During the period when such

an electronic system has not been completed, clarification shall be made in writing to the SEC and disclosed to unitholders at the unitholders' meeting.

History of Distribution Payment

Operating Period	Distribution Payment (per Unit)	Unit	Distribution Payment Date (Date/Month/Year)
1 Nov 2024 – 31 Dec 2024	0.2050	Baht	28 Mar 2025
1 Sep 2024 – 31 Oct 2024	0.1500	Baht	26 Dec 2024
1 Jul 2024 – 31 Aug 2024	0.1700	Baht	22 Nov 2024
1 May 2024 – 30 Jun 2024	0.1810	Baht	12 Sep 2024
1 Mar 2024 – 30 Apr 2024	0.1800	Baht	25 Jul 2024
1 Jan 2024 -28 Feb 2024	0.1660	Baht	24 Apr 2024
1 Nov 2023 – 31 Dec 2023	0.2050	Baht	28 Mar 2024
1 Sep 2023 – 31 Oct 2023	0.1650	Baht	28 Dec 2023
1 Jul 2023 – 31 Aug 2023	0.1600	Baht	29 Nov 2023
1 May 2023 – 30 Jun 2023	0.1500	Baht	7 Sep 2023
1 Mar 2023 – 30 Apr 2023	0.1300	Baht	25 Jul 2023
1 Jan 2023 -28 Feb 2023	0.1250	Baht	27 Apr 2023
1 Nov 2022 – 31 Dec 2022	0.1100	Baht	23 Mar 2023
1 Sep 2022 – 31 Oct 2022	0.0900	Baht	29 Dec 2022
1 Jul 2022 – 31 Aug 2022	0.0700	Baht	24 Nov 2022
1 May 2022 – 30 Jun 2022	0.0500	Baht	22 Sep 2022]
1 Mar 2022 – 30 Apr 2022	0.1200	Baht	20 Jul 2022
1 Jan 2022 -28 Feb 2022	0.0500	Baht	12 May 2022
1 Mar 2021 – 30 Apr 2021	0.0500	Baht	22 Jul 2021
1 Jan 2021 – 28 Feb 2021	0.0500	Baht	18 May 2021
1 Nov 2020 – 31 Dec 2020	0.0500	Baht	19 Mar 2021
1 Sep 2020 – 31 Oct 2020	0.1000	Baht	30 Dec 2020
1 Mar 2020 – 31 Aug 2020	0.1000	Baht	5 Nov 2020
1 Jan 2020 – 29 Feb 2020	0.1000	Baht	30 Apr 2020
1 Nov 2019 – 3 Dec 2019	0.1550	Baht	12 Mar 2020
1 Sep 2019 – 31 Oct 2019	0.1900	Baht	30 Dec 2019
1 Jul 2019 – 31 Aug 2019	0.1600	Baht	5 Nov 2019
1 May 2019 – 30 Jun 2019	0.1550	Baht	19 Aug 2019

1 Mar 2019 – 30 Apr 2019	0.1490	Baht	2 Jul 2019
1 Jan 2019 – 28 Feb 2019	0.1450	Baht	26 Apr 2019
1 Nov 2018 – 31 Dec 2018	0.1600	Baht	14 Mar 2019
1 Sep 2018 – 31 Oct 2018	0.1850	Baht	27 Dec 2018
1 Jul 2018 – 31 Aug 2018	0.1260	Baht	2 Nov 2018
1 May 2018 – 30 Jun 2018	0.1550	Baht	31 Aug 2018
1 Mar 2018 – 30 Apr 2018	0.1450	Baht	3 Jul 2018
1 Jan 2018 – 28 Feb 2018	0.1450	Baht	27 Apr 2018
1 Nov 2017 – 31 Dec 2017	0.1440	Baht	13 Mar 2018
1 Sep 2017 – 31 Oct 2017	0.1680	Baht	29 Dec 2017
1 Jul 2017 – 31 Aug 2017	0.1580	Baht	27 Oct 2017
1 May 2017 – 30 Jun 2017	0.1420	Baht	30 Aug 2017
1 Mar 2017 – 30 Apr 2017	0.1360	Baht	28 Jun 2017
1 Jan 2017 – 28 Feb 2017	0.1350	Baht	28 Apr 2017
1 Nov 2016 – 31 Dec 2016	0.180	Baht	23 Mar 2017
1 Sep 2016 – 31 Oct 2016	0.1370	Baht	27 Dec 2016
1 Jul 2016 – 31 Aug 2016	0.1420	Baht	4 Nov 2016
1 May 2016 – 30 Jun 2016	0.130	Baht	31 Aug 2016
1 Mar 2016 – 30 Apr 2016	0.1316	Baht	29 Jun 2016
1 Jan 2016 – 28 Feb 2016	0.1324	Baht	29 Apr 2016

Expected Short-Term Return (1 January 2025 – 31 December 2025)¹

	Distributed Payment and Capital Reduction
Estimated Distributed Payment per unit (Baht)	1.02
Estimated Capital Reduction per unit (Baht)	-
Total Estimated Distributed Payment and Capital Reduction per unit (Baht)	1.02
Distributed Payment Yield (%)	10.18
Capital Reduction Yield (%)	-
Total Distributed and Capital Reduction Yield (%)	10.18

Note: (1) The short-term return estimate of the REIT is based on the information referenced from the registration statement/prospectus for the first additional investment of the LHSC.

(2) Based on the assumption of a trust unit offering price of 10 baht per unit and the issuance and offering of additional trust units not exceeding 511 million units.

(3) Based on reports and financial information under a hypothetical scenario for the 12-month period from the estimated time frame of January 1, 2025, to December 31, 2025.

Expected Long-Term Return (IRR)

Important Assumption for IRR Calculation at the transaction price	10.00 Baht per unit
Expenses on Fund Level ^{/1}	7.3% ^{/2}
Debt to Total Assets Value	26.1%
Interest Rate Assumption ^{/3}	4.6%
Expected IRR ^{/4}	9.74%

Note:

/1 Includes interest expense but excludes expenses related to property management and reserved investment funds for property maintenance or improvement.

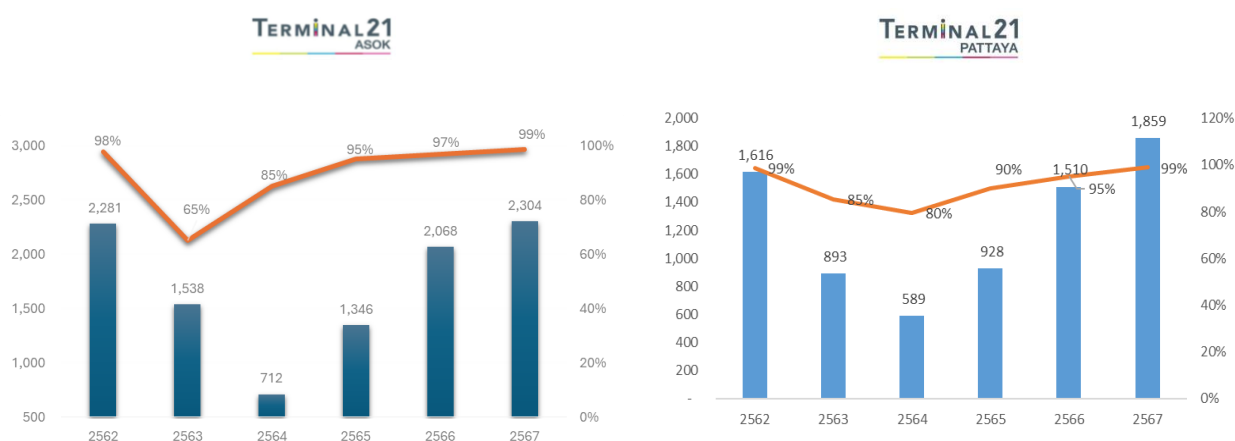
/2 Average expenses throughout the lease term.

/3 Averaged from financial costs over the lease period.

/4 The long-term return estimate of the REIT is referenced from the information provided in the trust unit offering/prospectus for the first capital increase of the LHSC.

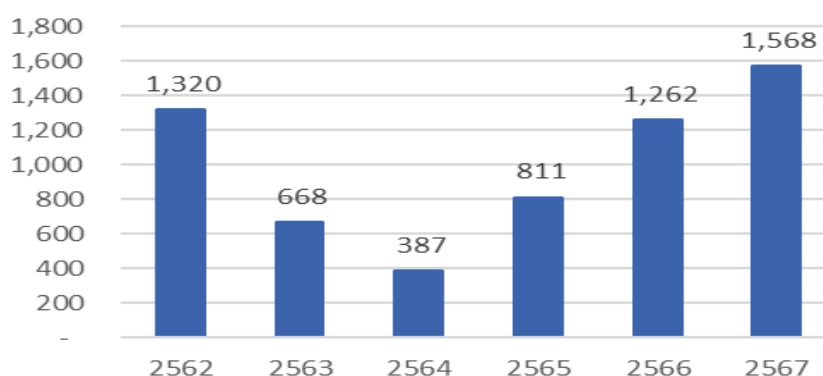
Operating Performance

Average Rental Rate

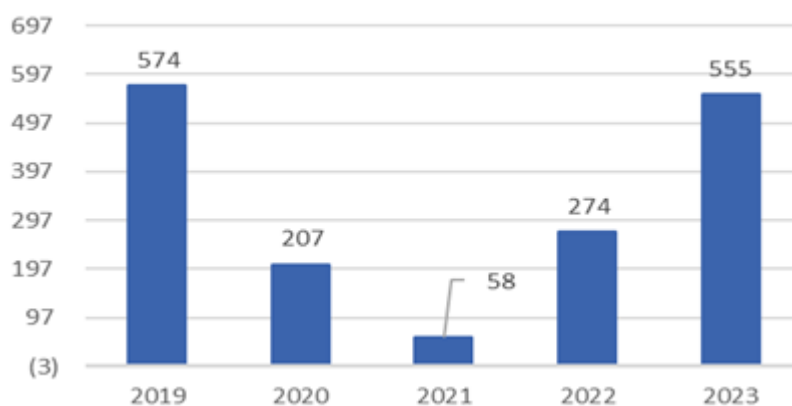


Note: The REIT invested in the Terminal 21 shopping mall (Pattaya) project during the period from November 19, 2024, to December 31, 2024. Therefore, the aforementioned performance pertains only to the period from November 19, 2024, to December 31, 2024.

Rental and Service Income (M:Baht)



Earnings before Interest, Tax, Depreciation (EBITDA) (M:THB)



Key Historical Financial Figures (3 years)

Key Financial Figures	2024	2023	2022
Revenue (THB)	1,563,238,255	1,257,912,065	808,647,627
Other Income (THB)	5,028,403	3,761,396	2,658,919
EBITDA (THB)	743,219,956	555,040,980	274,278,568
Net investment income (THB)	789,136,299	554,219,232	289,228,223
EPU (THB)	1.01	1.14	0.59
DPU (THB)	1.0520	0.9350	0.49
Capital Reduction	-	-	-
Debt/Total Asset Value Ratio (%)	19.23%	10.29%	11.86%
Interest Cost (%)	1.61%	4.56%	2.85%
Operating Cash Flow (THB)	(3,546,267,171)	505,200,615	223,427,815
Investing Cash Flow (THB)	-	-	-
Financing Cash Flow (THB)	4,346,348,827	(538,066,972)	(207,877,462)
Net Cash Flow (THB)	800,081,656	(32,866,357)	15,550,353
NAV (THB)	9,338,935,901	6,004,085,768	5,859,840,885
P/NAV (Times)	0.94	0.81	0.93
Dividend Yield (%)	9.31%	9.35%	4.38%
Market Cap (THB)	8,792,131,110	4,880,647,000	5,466,324,640
Closing Price (THB)	11.30	10.00	11.20

Management Discussion and Analysis

Overview of Operating Results of the REIT

As of 31 December 2024, the REIT's had a total investment income of Baht 1,568.27 million. Revenue from rental and services was Baht 1,563.24 million. Interest income was Baht 1.71 million and other income was Baht 3.32 million, during the same period. The REIT had a total net expense of Baht 866.37 million, consisting of rental and service costs of Baht 498.57 million, administrative expenses of Baht 69.23 million, selling expenses of Baht 122.62 million, fees and professional charges of Baht 33.83 million, property management fees of Baht.79 million, and financing costs of Baht 41.32 million.

The REIT had a net investment income of Baht 701.90 million. However, The Trust recognized both actual net profit and unrealized profit Baht 87.24 million. As of December 31, 2024, the REIT had a total net asset value of Baht 9,338.94 million or Baht 12.0027 per unit

Type of the Audit Report

☒ Unqualified Opinion with an emphasis of matters/others

Summary of the Loan Agreements.

Details are shown in Part 2 (2.6 Borrowings)

Expenses Chargeable to the FUND	Amount (Unit: thousand Baht ¹)	% of Net Income
Fund management fee	13,205.16	1.67%
Registrar's fee	1,658.83	0.21%
Trustee's fee	5,406.60	0.69%
Property management fee	100,791.01	12.77%
Professional Fee	11,222.64	1.42%
Financial Advisory Fee	2,336.56	0.30%
Interest expenses	41,323.81	5.24%
Cost of rental and service	498,570.96	63.18%
Selling expense	191,854.94	24.31%
Total expenses	866,370.51	109.79%

Remarks: Fees and expenses charged to the Fund are inclusive of value added tax, specific business tax or other taxes of a similar nature (if any) whereas fees or expenses as per the Fund Scheme are exclusive of value added tax. Net income from period 1 Jan – 31 Dec 2024 was Baht 789,136,299.

Key Risk Factors

1. Risks related to the REIT or its operations
<ul style="list-style-type: none"> - The success of the REIT depends on the ability of the REIT Manager in the management and procurement of benefits from the Core Properties. - The REIT's revenue relies on Sub-lessee's financial status and decision to renew the lease upon expiration. - Risk may occur as a result of renovation of immovable properties by the REIT. - Risks that may occur as a result of loan by the REIT. - The changes in the taxation policy applicable to investment in the Units of the REIT. - The REIT will not be a direct party to the land lease agreement for the Terminal 21 Project.
2. Risks Relating to the Core Properties
<ul style="list-style-type: none"> - The REIT and tenants within the Terminal 21 shopping mall project face competition from other shopping malls and retail stores in the same target area, as well as competition from other retail channels. - The use of connecting walkways to link certain areas of the main property to the BTS Asok station. - Natural disasters, other unforeseen circumstances, terrorism, and wars may negatively impact the trust's income.
3. Risks relating to Investment in immovable property
<ul style="list-style-type: none"> - General risks associated with real estate investment. - The REIT may be negatively affected by illiquidity from real estate investments and the lack of alternative options for utilizing the main property. - The REIT's strategy of investing in properties used for shopping mall or retail business operations may carry higher risks compared to other trusts with more diversified investment strategies - The main property may be subject to expropriation. - Political risks
4. Risks related to Investment in the Units of the REIT
<ul style="list-style-type: none"> - The prices of the REIT units traded in the secondary market may be lower than the purchase price. - The Unitholders of the REIT are not able to redeem the REIT units. - The value of the REIT units may fall if the offer price of the newly issued REIT units is lower than the unit value before offering the new units. - Selling of the REIT units by the shareholders, and/or affiliated companies of the shareholders, of the company selling properties to the REIT in significant amount may adversely impact the market price of the REIT units. - Return of capital paid to Unitholders following termination of the REIT may be lower than the investment amount during the offering of REIT units in the primary market.

- The net asset value of the REIT may not be the same as the current market price quoted on the Stock Exchange of Thailand
- The net asset value of the REIT is not the intrinsic value of the properties that the REIT will receive upon disposition of all such properties or upon termination of the REIT.

General Information	
REIT Manager	Land and Houses Fund Management Company Limited
Address	11 Q.House Sathon Building Fl.14, South Sathon Rd., Thungmahamek, Sathon, Bangkok 10120
Telephone	0-2286-3484, 0-2679-2155
URL	www.lhfund.co.th

Trustee	SCB Asset Management Company Limited
Address	7-8th Floors, SCB Park Plaza 1, No. 18 Ratchadapisek Road, Chatuchak, Bangkok 10900
Telephone	02-949-1500
URL	http://www.scbam.com

Part 2

Operations of the REIT

LH Shopping Centers Leasehold Real Estate Investment Trust

(LHSC)

1. Information of the REIT: LH Shopping Centers Leasehold Real Estate Investment Trust

1.1 Important Information

Name (in Thai)	ทรัสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์ แอล เอช ซีออปบิ่ง เอ็มเคเออร์
Name (in English)	LH Shopping Centers Leasehold Real Estate Investment Trust
Abbreviation	LHSC
Type	A trust certificate representing the right of the holder as a beneficiary of the REIT (Unit)
REIT Manager	Land and Houses Fund Management Company Limited
Trustee	SCB Asset Management Company Limited
Financial Adviser	Siam Commercial Bank Public Company Limited
Investment Project	1.) Terminal 21 Asok Shopping Mall 2.) Terminal 21 Pattaya Shopping Mall
Type of Investment	1.) Investment in the leasehold rights of building for a period of approximately 26 years for the Terminal 21 Asok Shopping Mall Project. (Currently 16 years remaining leasehold period) 2.) Investment in the leasehold rights of building for a period of approximately 24 years for the Terminal 21 Pattaya Shopping Mall Project. (Currently 16 years remaining leasehold period)
Paid-up Capital	Baht 7,936,259,940
Project Life	100% leasehold

2. Policy, Overall Business Operations, and Provision for Benefits

Investment Objective

The REIT has been established under the Trust Act with the objectives to issue the REIT's Units for offering for sale to the public and list the Units in the Stock Exchange of Thailand. The settlor of the REIT shall transfer the proceeds from the sale of the Units to the Trustee on trust to retain the proceeds in the name of the Trustee. The Trustee shall utilize the proceeds to invest in the Core Properties by ways of purchase and/or lease and/or sublease, and/or acceptance of the transfer of leasehold rights and/or the subleasehold rights in the Core Properties as well as improving, modifying, and/or developing and/or disposing of other properties with an aim at generating income and returns for the REIT and in the best interests of its Unitholders. The REIT may invest in other properties and/or other securities and/or to seek interest by any other means in accordance with securities law and any other applicable laws.

2.1 Investment Policy

The Trust will focus on investing in high quality freehold and/or leasehold right in the immovable properties and the ownership in the movable properties for example commercial property, shopping centers, retail outlets to be the main asset of the Trust, and will focus on the benefits in the form of rental income and service fees. Or any other income. The Trust aim to building long-term returns to unit trust holder, and intended to invest in additional assets for the continued growth of the Trust's revenue including investment in other assets and/or other securities and/or any other returns by investment as required by securities law and / or other relevant laws.

2.2 Significant Changes and Development

2.2.1 Significant Changes

For the operating period during 1 January 2023 - 31 December 2023, there has been neither change of authority in the management of the REIT by the REIT Manager, the Trustee, and the Property Manager; nor significant change in the shareholding and management structure and the business conduct. Moreover, the REIT did not make any additional property investment and there has been no change or amendment of related agreements that may significantly impact the financial status of the REIT.

2.2.2 Significant developments

On November 19, 2024, the REIT invested in real estate by entering into a property lease agreement for the Terminal 21 Pattaya shopping mall project and a property purchase agreement with LH Mall & Hotel Co., Ltd., as well as a trademark and service mark licensing agreement for the project with Land & Houses Public Company Limited and LH Mall & Hotel Co., Ltd. Furthermore, the REIT entered into a property lease agreement for the parking building of the project with LH Mall & Hotel Co., Ltd., gaining access to the premises from the date of investment in the shopping mall building. Subsequently, on January 3, 2025, the REIT invested in the parking building's real estate under the aforementioned agreement.

The REIT incurred a total cost of 5,743 million baht for the property lease of the shopping mall and parking building, as well as the asset purchase and related expenses. The property lease agreement has a term of approximately 24 years, ending on January 13, 2049.



For the year 2024, with the second award of “Best REIT Performance Awards” in the Business Excellence category from the SET Awards 2024, the LH Shopping Centers Leasehold Real Estate Investment Trust (LHSC), a leading shopping mall REIT in Thailand, received the award for the best-performing REIT. This recognition stems from the performance demonstrating REIT management in each quarter, with a significant increase in income compared to the same period of the previous year. The appeal of this award lies in its emphasis on real estate investment trusts with outstanding performance REIT that consistently generate steady recurring income and demonstrate continuous growth. This accolade motivates REIT managers to commit to sustainable REIT management that ensures growing income.

The award enhances options for investors seeking consistent and stable returns. The criteria for the award focus on the ability to generate returns for investors (Return to Investors) through profit creation, an increase in trust unit prices, and benefit payments, along with qualitative metrics such as the diversification of unitholders, compliance with rules and relevant laws, and consistency in delivering returns as disclosed in the prospectus."

2.3 The Structure of the REIT

The structure of the REIT after its establishment can be displayed in the following chart.



2.4 Assets of the REIT

Details of Properties in which the REIT Invested as of 31 December 2024

1.Terminal 21 Asok Shopping Mall Project	
Location	The Terminal 21 Asok Shopping Mall Project is located at No. 88 Sukhumvit 19 (Wattana), North Klongtoei, Wattana, Bangkok.
Project Feature	The Terminal 21 Asok Shopping Mall Project is consisted of an 8-storey shopping center and 2 basements, including parking areas inside the building.
Land Size	Approximately 9 rai 1 ngan 44 square wah.
Cost Prices (Prices for the acquisition of leasehold right of immovable and movable properties, and other related rights)	The price of the REIT's initial investment was 5,941,624,840 Baht (inclusive of value added tax).
Date of Incorporation of the REIT	22 December 2014
Date of Initial Investment by the REIT	23 December 2014

1.Terminal 21 Asok Shopping Mall Project	
Appraised Value (2024)	<ul style="list-style-type: none"> Asian Engineering Valuation Co.,Ltd As of 31 December 2024 Baht 6,563 million
Owner of the Leasehold Right of Immovable Properties	LH Shopping Centers Leasehold Real Estate Investment Trust
Owners of the movable Properties	LH Shopping Centers Leasehold Real Estate Investment Trust
Commencement of Operation	The Building had been completed and commenced operation in October 2011.
Property Manager	L & H Retail Management Company Limited
General Features of the Project	<p>The Terminal 21 Shopping Center Project is consisted of an 8-storey shopping center and 2 basements, including parking areas inside the building, located on a land of approximately 9 rai 1 ngan 44 square wah which had been completed and opened for operation in October 2011 with a total space of 97,905 square meters.</p> <p>The public utility systems installed and used in the Terminal 21 Shopping Center Project comprise electrical system, water supply system, air-conditioning system, sanitary system, elevators system and escalators, telephone system, fire protection system, automatic fire extinguishing system, and engineering systems.</p> <p>The Terminal 21 Shopping Center Project is decorated and designed with a diversified theme based on well-known streets in cities such as Rome, Paris, and Tokyo. It is able to serve the diverse needs of customers by having international and domestic fashion boutiques, restaurants and the food court area, cinemas, and lifestyle stores. Moreover, it is conveniently adjacent to the Grande Centre Point Hotel Terminal 21.</p>

1.Terminal 21 Asok Shopping Mall Project	
<u>Insurance</u>	
Property All Risk Insurance	Sum Insured: Baht 3,524.58 million Due Date: 31 December 2025
Business Interruption Insurance	Sum Insured: Baht 2,436.19 million Due Date: 31 December 2025
Public Liabilities Insurance	Sum Insured: Baht 100.00 million Due Date: 31 December 2025
Leasehold Insurance	Sum Insured: Baht 3,728.16 million Due Date: 31 December 2025

2.Terminal 21 Pattaya Shopping Mall Project	
Location	The Terminal 21 Pattaya Shopping Mall Project is located at No. 777,777/1 Moo. 6, Na Kluea Subdistrict, Bang Lamung District Chonburi Province
Project Feature	The Terminal 21 Pattaya Shopping Mall Project is consisted of an 6-storey shopping center and 1 basement, located within the same structure as the Grande Centre Point Pattaya Hotel, and (b) The parking building, which is a 10-story building with 1 basement.
Land Size	Approximately 32 rai 3 ngan 38 square wah.
Cost Prices (Prices for the acquisition of leasehold right of immovable and movable properties, and other related rights)	The price of the REIT's initial investment was 5,743,018,735 Baht (inclusive of value added tax).
Date of Initial Investment by the REIT	19 November 2024 : Shopping Center 3 January 2025 : Parking Building
Appraised Value (2024)	<ul style="list-style-type: none"> Asian Engineering Valuation Co.,Ltd As of 31 December 2024 Baht 5,459 million
Owner of the Leasehold Right of Immovable Properties	LH Shopping Centers Leasehold Real Estate Investment Trust

2.Terminal 21 Pattaya Shopping Mall Project	
Owners of the movable Properties	LH Shopping Centers Leasehold Real Estate Investment Trust
Commencement of Operation	The Building had been completed and commenced operation in October 2018.
Property Manager	L & H Retail Management Company Limited
General Features of the Project	<p>The Terminal 21 Pattaya shopping mall project consists of (a) The shopping mall building, which is a 6-story building with 1 underground floor, located in the same structure as the Grande Centre Point Pattaya Hotel, and (b) The parking building, which is a 10-story building with 1 underground floor.</p> <p>The Terminal 21 Pattaya shopping mall project is situated on land covering approximately 32 rai, 3 ngan, and 38 square wah. Operations began in October 2018.</p> <p>Utilities within the project include electrical systems, water supply systems, air conditioning systems, sanitation systems, elevators, escalators, telephone systems, fire prevention systems, automatic fire extinguishing systems, and engineering systems, which are all installed and functioning at the Terminal 21 Pattaya shopping mall.</p> <p>The shopping mall has been decorated and designed with themes that simulate streets from various cities, such as Rome, Paris, and Tokyo. The Terminal 21 Pattaya shopping mall meets diverse needs with offerings such as international and local fashion stores, restaurants and food courts, cinemas, and various retail spaces. Additionally, the Terminal 21 Pattaya shopping mall is connected to the Grande Centre Point Pattaya Hotel</p>

2.Terminal 21 Pattaya Shopping Mall Project	
Insurance	
Property All Risk Insurance	Sum Insured: Baht 3,535.10 million Due Date: 31 December 2025
Business Interruption Insurance	Sum Insured: Baht 1,396.99 million Due Date: 31 December 2025
Public Liabilities Insurance	Sum Insured: Baht 100.00 million Due Date: 31 December 2025

2.4.1 Details of Addition Investment for the period between 1 January 2024 - 31 December 2024

On November 19, 2024, and January 3, 2025, the trust invested in the Terminal 21 Pattaya shopping mall project, with a total investment amount of 5,680 million baht (excluding VAT, registration fees, specific business tax, other fees, and related expenses).The key aspects of the additional investment are summarized as follows:

Terminal 21 Pattaya Shopping Mall Project	
Location	No. 777,777/1 Moo. 6, Na Kluea Subdistrict, Bang Lamung District Chonburi Province
Leasehold Period	Leasehold rights for approximately 24 Years 13 Days (Ending 13 January 2049)
Investment Value	November 19, 2024: <ul style="list-style-type: none"> Terminal 21 Pattaya shopping mall project: Baht 4,900 million. Moveable property: Baht 50 million. Trademark usage rights: Baht 60 million. January 3, 2025: <ul style="list-style-type: none"> Parking building: Baht 670 million.

"Note: Investors can find additional information regarding the property valuation and other details related to the additional investment in the aforementioned property during the past fiscal year at <https://market.sec.or.th/public/ipo/IPOSEQ01.aspx?TransID=624216>

2.4.2 Details of Assets Disposal/Transferring for the period between 1 January 2024 - 31 December 2024

-None-

2.5 Provision for Benefits from Immovable Properties

Terminal 21 Asok Shopping Mall Project

LHSC has invested in the core properties by leasing the shopping center building, including constructions as well as component parts of the building which are public utility system related to the Terminal 21 Shopping Center, and by purchasing furniture, tools, facilities, equipment whether fixed and unfixed, and any equipment used for the purpose of decorating or enhancing convenience to customers of the Terminal 21 Shopping Center from L&H Property Company Limited.

The REIT has entered into lease agreements and/or providing service agreements and/or providing public utility service agreements related to the immovable properties to be leased by the REIT with the tenants; and service agreements with service providers such as security, cleaning, maintenance, and utility system service providers.

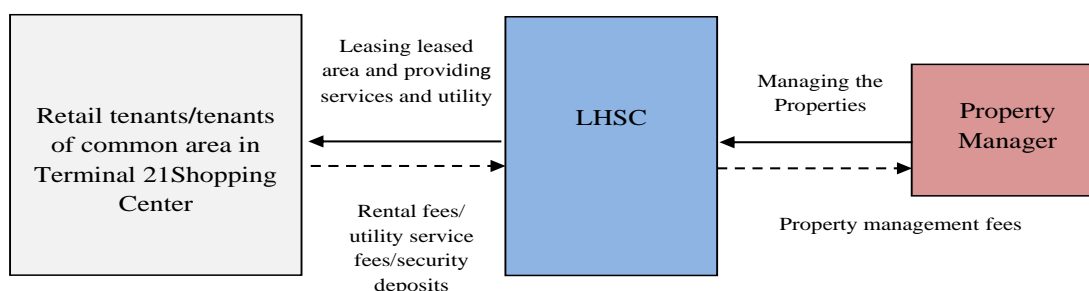
Terminal 21 Pattaya Shopping Mall Project

The REIT leases real estate (excluding land) includes buildings, including any structures located in the Terminal 21 Pattaya shopping mall project, consisting of (a) certain areas within the shopping mall building and (b) the entire area within the parking building, totaling an area to be invested of approximately 157,951 square meters (collectively referred to as the “Shopping Mall Building”), and all parts of the shopping mall building that are public utility systems, including various facilities and any rights related to or related to such assets, and will purchase real estate, including furniture, tools, appliances, fixtures and/or non-fixed decorations, including any other equipment used for the purpose of decorating or providing convenience to users of the Terminal 21 Pattaya shopping mall project, which are located and/or fixed on the exterior or interior areas of the shopping mall building or the surface of the shopping mall building, including any rights related to or related to such assets located in the Terminal 21 Pattaya shopping mall project, in the condition as of the date of transfer of ownership.

The REIT has obtained the right to use areas not directly invested in but related to the leased assets throughout the duration of its investment in the Terminal 21 Pattaya shopping mall project. These areas include : (a) Areas exclusively utilized by the trust,(b) Areas exclusively utilized by the trust that may be further developed by the lessor in the future, and(c) Areas jointly utilized by the trust and the operator of the Grande Centre Point Pattaya Hotel, including assets located within each of these areas ('areas not directly invested in but related to the leased assets'). For the areas jointly utilized by the trust and the operator of the Grande Centre Point Pattaya Hotel, including the assets within these areas, the trust can utilize shared utilities and common assets with the hotel, such as roads surrounding the building, driveways, and entrances to the Grande Centre Point Pattaya Hotel, to support operations of the Terminal 21 Pattaya shopping mall project.

Additionally, if expenses arise from the management, maintenance, and repair of common areas-including shared utilities, wastewater treatment systems, and shared assets-whether these expenses are routine or result from unforeseen events, the trust agrees to share responsibility for these costs with the operator of the Grande Centre Point Pattaya Hotel. The cost allocation will be determined based on the proportion of construction areas between Terminal 21 Pattaya shopping mall and the Grande Centre Point Pattaya Hotel as outlined in the construction proportion plan

Structure of procurement of benefits of the Core Properties after the REIT has invested



The REIT manager has a policy to generate benefits from core assets by leasing out rental spaces in Terminal 21 Asoke and Terminal 21 Pattaya shopping mall projects to tenants engaged in various types of retail and service businesses. The REIT manager has appointed LH Retail Management Co., Ltd. as the property manager to manage assets invested by the trust. The property manager will be responsible for attracting interested parties to lease spaces in Terminal 21 Asok and Terminal 21 Pattaya shopping mall projects, aiming to increase occupancy rates.

Tenants in the Same Group of Persons with the REIT Manager

Juristic Persons/Companies with Possible Conflicts of Interest. Land and Houses Fund Management Co Ltd as REIT Manager Land Houses Bank Public Co Ltd as Tenant.

Relationship

Land and Houses Bank Public Company Limited is a subsidiary of Land and Houses Public Company Limited, which is the major shareholder of the trust manager. Land and Houses Public Company Limited indirectly holds approximately 21.88% of shares in Land and Houses Fund Management Company Limited.

Characteristics of Connected Transaction

Land and Houses Bank Public Company Limited is a tenant in the Terminal 21 Asok and Terminal 21 Pattaya shopping mall projects.

Rationale of the Transaction

The REIT Manager considers the transaction as a lease for a branch of Land and Houses Bank Public Company Limited, which is a regular business operation. The average rental rate for Land and Houses Bank Public Company Limited is approximately 10% lower than the average rental rate for tenants engaged in similar businesses on the same floor.

Furthermore, Land and Houses Bank Public Company Limited was among the first tenants lease space, helping to build confidence in the shopping mall's potential. In the next lease renewal, the trust manager plans to adjust the rental rate to be closer to the average rental rate for tenants in the project, prioritizing the interests of the trust unitholders.

Tenants in the Same Group of Persons with the Trustee

Juristic Persons/Companies with Possible Conflicts of Interest SCB Asset Management Co Ltd as Trustee of the REIT Siam Commercial Bank Public Co Ltd as Tenant

Relationship

Siam Commercial Bank Public Co Ltd holds directly 99.99% in SCB Asset Management Co Ltd.

Characteristics of Connected Transaction

Siam Commercial Bank Public Company Limited is a tenant in the Terminal 21 Asok and Terminal 21 Pattaya shopping mall projects, leasing space for ATMs and currency exchange areas.

Rationale of the Transaction

The REIT Manager has reviewed the leasing agreement and found that Siam Commercial Bank Public Co Ltd leases the area for its normal branch operations. The rental rate as well as other service and utility fees paid by Siam Commercial Bank Public Co Ltd is close to the average rate of other tenants of the same business on the same floor. Siam Commercial Bank Public Co Ltd is among the first group of tenants leasing the area in the Project which help promote public confidence in the potentiality of the Shopping Center.

In case of any transaction between the REIT and the connected person of the Trustee in the future, the following actions shall be taken:

- 1) Disclosure of the information through the Stock Exchange of Thailand or any other channels which the Unitholders are able to thoroughly access the information;
- 2) Giving reasonable period of time, which shall not be less than 14 days, for disclosure of information;
- 3) Providing appropriate channels, procedures and period of time for clearly demonstrating objection. The period of time for demonstrating objection shall not be less than 14

days, except for the case that such transaction is subject to the Unitholders' resolution which the objection must be demonstrated during the process of seeking Unitholders' resolution.

In case the Unitholders have demonstrated objection clearly through the procedures disclosed under Clause 3) in the amount of more than one fourth of the total sold units, the Trustee shall not conduct or allow executing such transaction.

The Property Manager

L&H Retail Management Company Limited

● General Information

Location	:	1 Q. House Sathorn Building, 15 th Floor, South Sathorn Road, Tung Maha Mek, Sathorn, Bangkok 10120.
Company Registration No.	:	0105555014553
Telephone	:	02 343 8899
Facsimile	:	02 343 8890
Registered Capital	:	100,000 Baht
Paid-up Capital	:	100,000 Baht

- Qualification and Experience of the Property Manager

L&H Retail Management Company Limited is a subsidiary of L&H Property Company Limited, a subsidiary of Land and Houses Public Company Limited. It was registered as a limited company on 30 January 2012. Currently there is no other property under the management of the L&H Retail Management Company Limited. It has been the property manager of Terminal 21 Shopping Center since 1 February 2012.

- Relationship with the REIT Manager Pertaining to Shareholding or Business Connection

The relationship between L&H Retail Management Company Limited, the property manager of the REIT, and Land and Houses Fund Management Company Limited, the REIT Manager, is as follows:

- Land and Houses Fund Management Company Limited was indirectly owned (21.88%) by Land and Houses Public Company Limited.
- L&H Retail Management was directly owned by LH Mall and Hotel Company Limited (99.97%), whereas LH Mall and Hotel Company Limited was 99.99% owned by Land and Houses Public Company Limited.

Note: The above shareholding information is as of 31 December 2024

- Operating Period

The Property Manager has a term of 6 years as specified in the Property Management Agreement. In case each counter party wishes to extend the agreement upon its expiration, the agreement shall be in effect for

each term of 6 years. The counter parties may review the terms and conditions of the agreement every 3 years or as agreed upon by both parties.

- Other Properties under the Management of the Property Manager that May Be Business Competitors for the Core Properties of the REIT

Currently, property managers manage properties that are shopping centers in the Bangkok area, adding the Terminal 21 Rama 3 shopping center project.

- Remunerations Received from the REIT

The Property Manager is entitled to a monthly remuneration which is collected from the REIT in accordance with the Property Management Agreement made between the REIT and the Property Manager.

Summary of Property Management Fee

Type of Property Management Fee	Rate of Fee	
	Estimated Ceiling	Unit
1. Fee for Rental Collection on behalf of the REIT.	Not exceeding 3.00%	of net rental income of the core properties
2. Commissions ⁽¹⁾		
▪ Agreement renewal by existing tenants	Not exceeding 0.50%	per month
▪ New agreements (Less than 1 year)	Not exceeding 1.00%	per month (calculated in proportion to actual lease period)
▪ New agreements (1-3 years)	Not exceeding 1.00%	per month
▪ New agreements (More than 3 years)	Not exceeding 1.50%	per month
▪ Rental of promotional area	Not exceeding 20.00%	of total rental income in each event
3. Property management fee	Not exceeding 0.50%	of net asset value of the core properties ⁽²⁾
4. Special incentives	Not exceeding 3.00%	of net income of the core properties
5. Fees for property transactions	Not exceeding 1.50%	of total value of the additional property to be invested
	Not exceeding 0.75%	of total value of the property to be sold
6. Fee for supervisory of the repair, maintenance, improvement and/or development of the Core Properties	Not exceeding 2.00%	of the value of the respective repair, maintenance, improvement and/or development of the Core Properties
7. Shopping center system management fee	Not exceeding 6.00	Million baht

Notes: ⁽¹⁾ The commission is based on the rental, service, and utility fees paid on the first month by that specific tenant.

⁽²⁾ Net asset value of the Core Properties = Total value of the Core Properties including benefits derived from investment during a specific period minus total liabilities of the Core Properties.

Information on Income Guarantee and the Guarantor as of 31 December 2022

- None –

2.6 Borrowings

As of December 31, 2024, the trust had long-term loans from financial institutions totaling Baht 2,572.45 million, accounting for 19.23% of the trust's total assets. The borrowing details are summarized as follows:

Summary of Key Provisions of the First Borrowing Agreement and Amendment Agreements

Credit Line	Not exceeding Baht 1,072,000,000
Actual Drawdown	Baht 1,072,000,000
Interest Rate	Fixed and/or MLR reference rate: Years 1-3: Fixed rate 5.25% After Year 3 onwards: No higher than MLR – fixed rate pa.(1.5%) and will be lower than the trust's current cost of financing (MLR: Minimum Loan Rate refers to the interest rate charged to prime customers by Siam Commercial Bank Public Co., Ltd.)
Term of Borrowing	10 years with 1-years grace period.
Payment of Principal	The REIT agrees to repay the principal in installments according to the Memorandum of Agreement to amend the loan agreement dated February 8, 2022 by repaying the principal once a year. At the end of June of every year, conditions are as follows: From the 4th year, except for repayment of the principal. - From the 5th to the 7th year (2023 – 2025), installments to repay the principal. Not less than 50,000,000 baht per year. - From the 8th year (2026) onwards until the debt is fully repaid, the principal installment is not less than 75,000,000 baht per year, and in the last installment, the borrower agrees to pay all outstanding principal debt until it is complete.
Payment of Interest	Quarterly Payments
Conditions of the Borrowing Agreement	Land and Houses Public Company Limited and/or companies in which Land and Houses Public Company Limited holds shares directly and/or indirectly will maintain a shareholding ratio in L&H Property Company Limited of no less than 59.99%.
Collateral	Refinancing
Payment of Interest	None

Summary of Key Provisions of the Second and the Amendment Agreements

Credit Line	Not exceeding Baht 100,000,000
Actual Drawdown	-
Interest Rate	MLR reference rate: No higher than MLR – fixed rate pa.(1.5%) (MLR: Minimum Loan Rate refers to the interest rate charged to prime customers by Siam Commercial Bank Public Co., Ltd.)
Term of Borrowing	180 Days
Payment of Principal	The principal will be repaid upon the maturity of the promissory notes issued by the trust.
Payment of Interest	Quarterly Payments
Conditions of the Borrowing Agreement	Land and Houses Public Company Limited and/or companies in which Land and Houses Public Company Limited holds shares directly and/or indirectly will maintain a shareholding ratio in L&H Property Company Limited of no less than 59.99%.
Collateral	To serve as a reserve working capital and major renovation.
Payment of Interest	None

For the acquisition of Terminal 21 Pattaya shopping mall projects, LHSC has drawn down of the loan agreements total of Baht 1,886.00 million consists of three separate loan agreements, by which the details of each loan agreements are as summarized as follow;

Summary of Key Provisions of the Third Borrowing Agreements

Credit Line	Not exceeding Baht 1,550,000,000
Actual Drawdown	943,000,000
Interest Rate	MLR minus fixed rate per year (MLR: Minimum Loan Rate shall mean Minimum Loan Rate of 4 commercial banks)
Term of Borrowing	5 years with 3 years grace period.
Payment of Principal	Quarterly installment payments after the grace period. The payments are based on a progressive scale until full payment is made within the borrowing period according to the Borrowing Agreement as follows (The first principal repayment will begin in

	March 2027): 13rd – 16th Payments – 0.75% of actual drawdown 17rd – 19th Payments – 0.75% of actual drawdown 20th Payment - the rest of outstanding
Payment of Interest	Quarterly Payments
Conditions of the Borrowing Agreement	As a designated by existing conditions which the REIT obtained.
Payment of Interest	None

Summary of Key Provisions of the Fourth Borrowing Agreement

Credit Line	Not exceeding Baht 1,550,000,000
Actual Drawdown	943,000,000
Interest Rate	MLR minus fixed rate per year (MLR: Minimum Loan Rate shall mean Minimum Loan Rate of 4 commercial banks)
Term of Borrowing	5 years with 3 years grace period.
Payment of Principal	Quarterly Payments. The first principal repayment will begin in March 2028 and must be completed by December 2029.
Payment of Interest	Quarterly Payments
Conditions of the Borrowing Agreement	As a designated by existing conditions which the REIT obtained.
Payment of Interest	None

Table: Total Principal payment of 2024 – 2025

Year	Loan Agreement 1	Loan Agreement 2	Loan Agreement 3	Loan Agreement 4	Repayment per schedule (No. 1-4)	Top up Repayment ²	Total Repayment
2024	50.00	-	-	-	50.00 ¹	25.00 – 70.00	50.00 -120.00
2025	75.00	-	-	-	75.00 ³	n/a	n/a

Remark: ¹ The minimum loan repayment according to the loan agreement for year 2025 stands at baht 50.00 million. Which top up repayment is subject to the following conditions:

1) If the net gains from investing of LHSC for the fiscal year 2025 is higher than the previous year by 3% to 5%, the REIT manager will consider top up repayment of no less than baht 25 million, bringing the total estimated total repayment in 2025 to no less than baht 75 million.

2) If the net gains from investing LHSC for the fiscal year 2025 exceeds the previous year by 5% or more, the REIT manager will consider a top up repayment for 2025 with a maximum additional amount of 45 million baht). As noted in 1), the total estimated principal repayment for 2025 will not surpass 120 million baht.

If the net gains from investing LHSC in the fiscal year 2025 fails to meet conditions 1) and 2), the REIT manager will consider repaying the total loan repayment for 2025, amounting to 50 million baht.

In this regard, The reserve amount for loan repayment as disclosed will be used to calculate the adjusted net profit based on the criteria or regulations of the SEC Office, in order to provide distribution to the trust unit holders in 2025.

However, to effectively manage the REIT's costs. If the conditions for repaying the loan change. The REIT Manager will notify the unitholders in the next step.

3. Market Overview of the Property Sector from which the REIT Procures Benefits

3.1 Thai Economic in 2024 and Outlook for 2025

According to data from the Office of the National Economic and Social Development Council (NESDC) as of February 2025, it reveals that Thai economy in 2024 grew by 2.5 percent, accelerating from 2 percent in 2023. The key reasons were continuous recovery in the tourism sector, the influx of international travelers has surged compared to last year, reaching 35.5 million visitors in 2024, Private consumption expenditure and government consumption expenditure expanded by 4.4 percent and 2.5 percent, respectively. Meanwhile, Public investment grew by 4.8 percent, export value expanded by 5.8 percent, whereas private investment declined by 1.6 percent from the previous year.

In 2024, The private consumption expenditure grew by 4.4 percent, slowing from 6.9 percent expansion from 2023. Government consumption expenditure expanded by 2.5 percent compared to 4.4 percent decline in the previous year. Total investment expenditure remains stable, compared to 1.2 percent expansion in 2023. Private investment declined by 1.6 percent compared to 3.1 percent expansion in 2023. Whereas Public investment grew by 4.8 percent compared to 4.2 percent decline in 2023. Export value of goods in US dollar terms stood at 297.1 billion USD, expanding by 5.8 percent, compared to a 1.5-percent contraction in the previous year. This was driven by a rebound in export volumes and export prices, which grew by 4.4 percent and 1.4 percent, respectively.

Thai Economic outlook for 2025 is forecasted to grow in the range between 2.3 and 3.3 percent with a midpoint of 2.8 percent. Private consumption and Private investment are expected to expand by 3.3 and 3.2 percent, respectively. Export value of goods in US dollar is expected to grow by 3.5 percent. While the Headline Inflation rate is expected to be in the range of 0.5 - 1.5 percent.

There are key supporting factors include:

1. Expansion of the government expenditure, particularly capital expenditure.
2. Expansion of the domestic private consumption is aligned with the ongoing private investment and the sustained growth of private consumption. Private consumption is expected to continue to support economic expansion, bolstered by the acceleration in consumption of non-durable goods and especially in the services sector. Aligned with the ongoing robust

expansion of the domestic tourism sector. Additionally, expansion of private consumption is also supported by the robust labor market, as reflected by the low unemployment rate of 0.78 percent in December 2024, the lowest in 8 years, as well as the continuous increase in non-agricultural employment and Inflationary pressures are expected to remain at a low level. Moreover, the expansion of private consumption is further supported by the government's economic stimulus measures.

3. The continual recovery of the tourism sector is in line with the number of foreign tourists and is expected to gradually return to pre-pandemic levels, as reflected by the number of tourists from most countries of origin reaching the pre-pandemic level. This recovery is accompanied by a similar increase in foreign tourist spending. Key supporting factors include the global recovery trend in travel, a surge in international flights and the government's ongoing measures to attract foreign tourists through visa exemption measures targeted at streamlining visa application processes. This also includes ongoing tourism promotion activities and Thailand's hosting of the South-East Asian Games in December 2025, which are expected to boost tourist arrivals and Domestic tourism continues to grow, supported by various tourism promotion measures. Consequently, the recovery of the tourism sector is expected to facilitate favorable expansion in related service industries, accommodation including transportation, and retail and wholesale trade sectors.

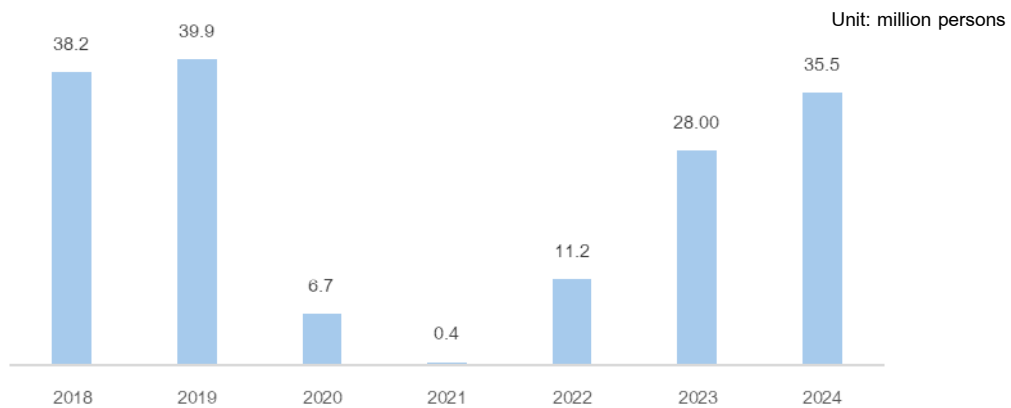
4. The sustained expansion of Thailand's export sector is driven by significant growth in export values, particularly since the latter half of 2024, with key export products include computers and electronic components, rubber and rubber-based products, machinery, chemicals, and telecommunication equipment. This upward trend aligns with an increase in new orders from major industrial economies. Nevertheless, the long-term trajectory of Thai export expansion remains highly susceptible to shifts in U.S. economic policies, necessitating close monitoring of international trade regulations and macroeconomic developments.

3.2 Tourism Market in Thailand and Retail Industry

3.2.1 The Tourism Market in Thailand

After the situation of the spread of coronavirus disease 2019 (COVID 19) has resolved. The number of foreign tourists traveling to Thailand from January to December 2024 is totaling 35.5 million people, an increase of more than 7.4 million people from the number of tourists in 2023, or equivalent to an increase of approximately 26.3 percent with number of tourists in December having the highest number of tourists coming to Thailand.

Number of tourists Arrival to Thailand in 2024



Source: Tourism Authority of Thailand

* Preliminary information

The top 5 countries that will visit Thailand in 2024 are: China, Malaysia, India, Korea and Russia, the 5 countries that visit Thailand the most, accounting for the total number of tourists 17.4 million people, or 49 percent of all tourists visiting Thailand in 2024, which the increasing number of tourists has had a very positive impact on the hotel business sector.

Change in number of top 10 visitors to Thailand between 2024 and 2023

(Unit: Thousand Visitors)

Number of Visitors		2024*	%	2023	%	change	%
1	China	6,733.2	18.94%	3,521.1	12.51%	3,212.1	91.22%
2	Malaysia	4,952.1	13.93%	4,626.4	16.43%	325.7	7.04%
3	India	2,129.1	5.99%	1,628.5	5.79%	500.6	30.74%
4	South Korea	1,868.9	5.26%	1,660.0	5.90%	208.9	12.58%
5	Russia	1,745.3	4.91%	1,482.6	5.27%	262.7	17.72%
6	Laos	1,124.2	3.16%	919.4	3.27%	204.8	22.28%
7	Taiwan	1,089.9	3.07%	724.6	2.57%	365.3	50.42%
8	Japan	1,050.9	2.96%	805.8	2.86%	245.1	30.42%
9	USA	1,030.7	2.90%	930.2	3.30%	100.5	10.81%
10	Singapore	1,009.6	2.84%	1,027.4	3.65%	(17.8)	(1.73%)
Others		12,811.7	36.04%	10,823.9	38.45%	1,987.8	18.36%
Total		35,545.7	100.00%	28,150.0	100.00%	7,395.7	26.27%

Source: Tourism Authority of Thailand

* Preliminary information

3.2.2 Overview of Bangkok Retail Market

The demand for retail rental spaces in Pattaya showed positive trends in 2024, with a total leased retail area of 274,711 square meters, reflecting a 1.6% growth compared to the same period last year. Most of the growth in demand stemmed from prime-grade projects, while demand for other types of projects experienced a slight decline. This demonstrates the ability of quality projects developed by reputable developers to attract tenants.

Overall, Pattaya's retail space market remains in the recovery phase, still impacted by the COVID-19 pandemic and the global economic slowdown. Nevertheless, the recovery of Thailand's tourism sector shows promising signs, particularly in Pattaya City, which will positively impact future demand.

The retail supply in Pattaya in Q1 2024 stood at 364,195 square meters, slightly down from 368,015 square meters in Q1 2023, representing a 1.0% contraction due to improvements and reduced rental space in one project. Over the past five years, retail space supply in Pattaya has seen minimal changes as developers adjusted and slowed their plans to align with economic conditions. However, with announced retail development plans, JLL expects Pattaya's retail supply to increase significantly within the next 2-3 years.

The retail occupancy rate in Pattaya improved slightly in 2024, rising from 73.5% to 75.4%, reflecting the recovery in market demand. The average rental rate for retail spaces in Pattaya showed growth of 15.1% compared to the same period in 2023.

4. Risk Factors

4.1 Risks relating to the REIT or its Operations

- 1) *The success of the REIT depends on the ability of the REIT Manager and the Property Manager in managing and procurement of benefits from the Core Properties, the inadequacy and inefficiency of which could have a material adverse effect on the Core Properties' value, performance and the REIT's ability to make distribution payments.*

The REIT Manager shall be the party to determine marketing policies and management strategies pursuant to the Trust Deed and to assign the Property Manager to manage the Core Properties and to perform day-to-day duties pursuant to the Property Manager Appointment Agreement entered into by the REIT, the REIT Manager and the Property Manager. According to the Property Manager Appointment Agreement, the Property Manager has responsibility for carrying out various duties under the supervision of the REIT Manager, including those related to the Core Properties such as lease management, marketing, maintenance service, security and safety operations, and financial management.

In case where the REIT Manager is unable to carry out operations according to the marketing policies and management strategies, or the Property Manager fails to properly manage the Core Properties, the value of the Core Properties and/or the rental income that the REIT is expected to earn could be adversely affected, further affecting the REIT's performance and abilities to pay the distributions to the Unitholders and repay loan when due. Furthermore, any adverse changes which affect the relationship between the REIT Manager and the Property Manager may affect their abilities to manage the REIT and the Core Properties. In addition, should L&H Retail Management Co., Ltd. be unable to perform its duties as the Property Manager under the Property Manager Appointment Agreement, the REIT may not be able to appoint another entity to manage the Core Properties as effectively as the Property Manager has performed or to appoint any other entities at all, which could have an adverse effect on the REIT's performance and its financial condition.

However, Trustee will closely supervise the operations of the REIT Manager. To ensure that the performance of the REIT Manager's duties is in accordance with the Trust Establishment Agreement and the REIT Manager Appointment Agreement. In addition, the

REIT Manager will supervise and monitor the Real Estate Manager to perform his duties in accordance with the Real Estate Manager Appointment Agreement and the provisions under the relevant contracts, so that the management of the REIT and the provision of benefits from the main assets invested by the REIT are carried out appropriately and benefit the unitholders.

2) *The REIT's revenue relies on tenants' economic viability and decision to renew the lease upon expiry.*

The REIT's financial condition is dependent on the procurement of tenants' leases in the Terminal 21 Shopping Center project with economically favorable terms. Since the REIT's Core Properties will entirely consist of properties in the retail sector and its income will be earned primarily from the rental and service fee generated from retail businesses, the REIT's revenue will be subject to general risks associated with investments in this sector. The deterioration of the financial condition of one or more significant tenants or a large number of small tenants at any one time could result in delayed payment, tenant's defaults and insolvency, including non-renewal of leases, or renewal on less favorable terms, any of which could have a material adverse effect on the REIT's financial condition, performance, and ability to make distribution payments.

However, the trust has effectively diversified its risk by having tenants from a variety of business sectors. The Terminal 21 Asok and Terminal 21 Pattaya shopping mall projects include tenants from industries such as fashion, food and beverages, health and beauty, technology, entertainment and leisure, hobbies, banking services, and others.

Furthermore, when considering the lease renewal rates of tenants for both projects, the rates have been consistently high. For the Terminal 21 Asok and Terminal 21 Pattaya projects, the property manager regularly evaluates the suitability of tenant groups. This process may include selecting new tenants to ensure the proportion of leased assets and types of businesses are appropriate for the shopping malls and aligned with consumer demand, which may change in the future.

3) *Potential Risks When Renovation of REIT Properties*

The REIT's property must be regularly repaired and renovated to appear new, modern, and aligned with the preferences of project users, ensuring continuous usage. Routine annual repairs or maintenance generally do not significantly impact operations, except in cases of major renovations. These include exterior and interior image transformations or essential system upgrades such as electrical systems, plumbing, elevators, air conditioning, etc., undertaken based on timelines deemed appropriate and acceptable by the property manager and/or the trust. Typically, renovations are carried out only on specific areas needing improvement, while other areas remain operational. However, in cases where large-scale repairs or renovations are necessary, operations may continue but could inconvenience project users, potentially leading to complaints or economic inefficiencies. In such instances, the property manager may temporarily suspend operations for major renovations, which could impact rental and service income during the renovation period.

However, the REIT Manager will try to get the real estate manager to take action and plan to renovate the property by area or floor as appropriate so that the REIT has regular income from rental and service.

4) *Risk of having reserves for repairs or major renovations on the master property may not be sufficient. for future repairs.*

Currently, the assets currently invested and the assets that the Trust will invest in the first time are in good condition. The REIT Manager has a plan to gradually reserve for renovation costs in relation to structural repairs and for changes or additions to the property and image improvement costs periodically, with a reserve of approximately 2.5% of the total revenue of each project. However, in the future, there may be a problem that such reserves may not be enough to carry out major renovations or repairs on the main property. This may affect the ability to provide benefits for the assets invested by the REIT and negatively affect its operations, financial position, and financial position. The Company's performance and ability to pay the REIT's benefits to the unitholders. If such an incident occurs, The REIT may consider providing appropriate sources of funds for renovation in relation to structural repairs and for alteration or addition of immovable property so that the assets invested by the REIT

are in a suitable condition for further utilization, which will reduce the impact that may occur to unitholders

For the assets currently invested and the assets that the Trust will invest in for the first time, the REIT will prepare a general repair and maintenance budget as an annual expense for each project, and the REIT Manager will participate in the preparation and approval of the budget. In order to maintain the main assets in good condition and always renovate them, and for renovation in relation to structural repairs or changes or additions to the property, the REIT Manager has a policy of collecting reserves throughout the lease period of the REIT's main assets at the expense of the REIT

5) *Potential risks as a result of the REIT's borrowing.*

As the Trust wishes to borrow money as a source of capital for the investment in the assets to be invested by the Trust in the first additional investment, the Trust will have a borrowing ratio of the total asset value of the increased value of the Trust after the investment in the assets that the Trust will invest in the first additional investment. The REIT manager and the financial advisor have considered the details and conditions of the repayment, together with the financial estimate. The REIT is of the opinion that the REIT has the ability to repay the loan. In addition, borrowing money for investment in additional assets will benefit unitholders as it will help the REIT have a more efficient money management structure and lower investment costs. However, there may be risks due to fluctuations in economic conditions and interest rates. In the event that the benchmark interest rate rises. The REIT will also have a higher interest burden, which may affect the REIT's operations, liquidity, and ability to pay benefits to unitholders

In addition, in the event that a new loan is borrowed to repay the original loan. For various purposes, such as extending the principal payment period to maintain the liquidity of the REIT, etc. The Trust may be at risk of not having an agreement in the new Loan Agreement as good as the agreement in the original Loan Agreement, or in the event of additional borrowing, there may be certain contractual clauses which limit the Trust's operations. The REIT Manager will manage the REIT taking into account such risks by taking into account the REIT's performance and external factors, including interest rate trends, on a regular basis. In

addition, the REIT Manager may consider using other financial instruments to mitigate such risks, such as interest rate swap transactions or any actions with creditors, such as requesting an extension of the debt repayment period and waiver of conditions that hinder the management of the REIT, etc

6) *Changes in Tax Policy Related to Investment in Trust Units of REIT.*

Unitholders may be liable to tax on investment or trading of trust units at a higher rate, or in the case of benefits or returns paid to investors who are not Thai nationals, they may be subject to a different withholding tax. If there is a change in tax laws and regulations or other related aspects

7) *The REIT is not a direct party to the land lease agreement for the Terminal 21 Asoke Shopping Center project.*

Terminal 21 Asoke Shopping Center Project is built on land leased under a land lease agreement between L&H Property Co., Ltd. ("Lessor" or "LHP"). As a lessor under the real estate lease agreement of the REIT with the owner of the land on which the Terminal 21 Asoke Shopping Center Project is located (the "Land Lease Agreement"), the Trust has invested in the real estate leasehold rights in the Terminal 21 Asoke Shopping Center Project (excluding land), so the Trust is not a direct party to the land lease agreement and has no authority to control the performance of the lessor, which is a party to 21 the said land lease agreement. However, because the lease agreement for the Terminal 21 Asoke Shopping Center project will not be suspended due to the cancellation of the land lease agreement, the land lessor will have the status of lessor of the building instead. In the building lease agreement between the Trust and the lessor, the lessor stipulates that the lessor must not take any action that causes the right of the Trust to be suspended or that results in the inability of the Trust to take advantage of the leased assets. If the lessor fails to comply with the conditions, it may be a reason for breach of the lessor's contract, which the REIT Manager believes may help prevent the lessor from taking any action that causes the cancellation of the land lease agreement to which the REIT is not a party. However, For more details, please refer to the Summary of the Draft Real Estate Lease Agreement under the Lessor's Duties. Reasons for termination of the contract and consequences arising from the reasons for the termination of the contract.

8) *The Trust is not a direct party to the land lease agreement for the Terminal 21 Pattaya Shopping Center project*

The 21 Pattaya Terminal Shopping Center Project is located on land leased under the land lease agreement between LH Mall & Hotel Co., Ltd. (the "Lessor" or "LHMH") as a lessor under the REIT's real estate lease agreement and the land owner, who is a third party who is not related to the lessor (the "Land Lease Agreement"), whereby the REIT invests in the real estate leasehold rights in the Terminal 21 Pattaya Shopping Center Project (excluding the land).

However, the real estate lease agreement between the REIT and LHMH of the Terminal 21 Pattaya Shopping Center Project (the "REIT Real Estate Lease Agreement") will not be suspended due to the termination of the land lease agreement, as the land lease stipulates that the buildings and structures on the land shall immediately become the ownership of the land owner. When the land lease agreement is terminated for any reason, coupled with the fact that the real estate lease agreement is not suspended due to the transfer of ownership of the leased property, the transferee must accept the transfer of both the transferor's rights and obligations to the tenant. As a result, the real estate lease agreement of the REIT was not suspended because LHMH had to transfer the ownership of the building and construction to the landowner. The land owner will become the lessor of the building and building to the REIT instead. LHMH In addition, the REIT's real estate lease agreement stipulates that the lessor must not take any action to deprive the REIT of its rights or take any action that affects or will result in the REIT not being able to utilize the leased assets. If the lessor fails to comply with the conditions, it may be a breach of default by the lessor, which the REIT Manager believes may help prevent the lessor from taking any action that causes the cancellation of the lease agreement of the land to which the REIT is not a party.

9) *The REIT relies on third parties for certain services.*

Certain services related to the Master Property, such as the provision of water supply, electricity and liquefied petroleum gas and waste disposal services, may be operated by a third party service provider or may not be located within the Master Property. Therefore, the REIT Manager cannot guarantee that any third party or any other person contracting with such third party will fully comply with its contractual obligations to provide any services.

Notwithstanding the provisions of the contract, in the event that the parties breach the contract or any event occurs which is a cause for termination or breach of the contract, the REIT has the right to terminate the contract or claim damages from the party who has breached the contract. However, the event that the party defaults may cause the party to suspend any services related to the main asset, which may hinder business operations and have a significant negative impact on the business. Financial Position The REIT's operating performance and business opportunities can be achieved.

10) *The REIT may not be able to take advantage of the leased property if the lessor defaults on the REIT's real estate lease.*

This is because the REIT invests in the leasehold rights in the Terminal 21 Asoke Shopping Center Project and will invest in the leasehold rights in the Terminal 21 Pattaya Shopping Center Project. Even if the lease of the property has been registered with the relevant land officer, it may result in a loss of income and damage to the Trust, and the Manager of the Trust cannot guarantee that the Trust will receive partial or full compensation for such losses due to any litigation related to the breach of such contract. The lessor's breach of contract in the REIT's real estate lease agreement may have a significant negative impact on the REIT's operating performance and financial position.

However, in order to mitigate the potential impact on the Trust, the REIT Manager has executed a lease agreement for the REIT's properties for the current investment assets and will proceed with the REIT's real estate lease agreements for additional assets to be invested. It is stipulated that if the lessor deliberately breaches or fails to comply with the material agreement as specified in the REIT's real estate lease agreement, which causes a serious impact on the REIT's utilization of the leased property and any rights of the REIT under the contract, or the lessor takes any action that causes the REIT to suspend its rights or does any act that has or will result in the REIT not being able to utilize the leased property. If the lessor is unable to resolve the incident within the time limit. The lessor shall refund the remaining rental fee of the leased property to the Trust in proportion to the remaining lease period and compensate for the loss of benefits due to the Trust's inability to utilize the leased property within the period specified in the real estate lease agreement of the Trust. The criteria and

conditions for calculating the loss are clearly defined in the REIT's real estate lease agreement for the current investment assets, and the conditions for calculating the loss are also clearly defined in the real estate lease agreement for the assets to be further invested.

11) *Changes in tax policy related to property holdings.*

The enactment of legislation for the taxation of any existing or future holdings may cause the operating costs of the shopping centre business to differ from the initial estimates, which may alter the REIT's ability to earn income and pay benefits.

12) *Communicable Disease Pandemic Changes in consumer behavior during such unusual circumstances or other serious public health problems.*

Pandemics of communicable diseases such as SARS, H5N1, COVID-19, and any other deadly or severe pandemics, and the government's measures to manage such epidemics, such as lockdowns and travel restrictions, as well as the slowdown in the global economy due to the pandemic, may have a significant negative impact on the Fund's investment assets. The financial position and performance of the REIT.

The REIT Manager is aware of the risks that may arise from such a situation and will be prepared to respond to situations that may affect the REIT's operations. For example, if a contagious disease outbreak occurs, the REIT manager will monitor the situation and study the trend of consumer behavior that has changed during such abnormal situations. To determine and adjust the strategy of asset management in which the Trust invests, taking into account the interests of the Trust and its unitholders

13) *The decline in the level of demand for tourists visiting Thailand.*

Some of the users who use the Terminal 21 Asoke and Terminal 21 Pattaya shopping center projects are foreign tourists. Therefore, the performance of the main assets depends on Thailand's tourism industry. This may be negatively affected by any event that reduces Thailand's attractiveness as a tourist destination for foreign tourists, such as negative changes in international economic conditions. Increasing the value of the baht Negative views of foreigners about Thailand The impact of sabotage, war, riots, Protests or blockades or

epidemics of various diseases in the region, as well as the impact of risks to Thailand's sovereignty and political situation. If such an incident occurs, the economic and tourism conditions in Thailand may be severely affected, which will also affect the performance of the REIT.

14) *Compliance with environmental laws may incur significant costs to the Trust.*

The REIT may incur various expenses related to compliance with environmental laws related to the REIT's business operations. In addition, in the event of any changes to relevant environmental laws in the future, the Company will not be able to do so. The REIT may incur additional legal compliance costs.

4.2 Risks relating to the REIT or its Operations

1) *Economic fluctuations that may affect the assets currently invested by the Trust and/or assets in which the Trust will invest additionally.*

Current investment assets and assets in which the REIT will invest are subject to risk from fluctuations and economic slowdowns both nationally and globally. In addition, such assets may be affected by changes from other macro factors such as political factors, urban planning, etc. Changes in the structure and behavior of the population. Affected by natural disasters, epidemics, as well as in the event of domestic and/or foreign unrest, etc., which may affect the purchasing power and/or the amount of shoppers in shopping centers.

This is to reduce risks due to economic fluctuations as well as changes in macro factors. The REIT Manager will plan the acquisition and management of the main assets together with the real estate manager. The company has set a plan to provide tenants with a customer base consisting of various customer groups. In the procurement of space tenants, REIT managers and real estate managers will focus on reaching customers in a variety of businesses and present details on leasing space that is suitable and can meet the needs of customers very well. The rental cost and service are at an appropriate level. This will allow tenants to renew their leases continuously. In addition, the REIT Manager will monitor the performance of the tenants and take measures to take care of the tenants affected by the economic situation, such as planning to develop marketing plans and organizing promotional activities to attract

customers to shop and use the services in the shopping center, as well as provide policies to real estate managers to take care of and build a good relationship with the tenants on a regular basis. To listen to the problem. Suggestions, consultations, and joint approaches to develop the operational potential and competitiveness of tenants to grow with the shopping center in the long term.

2) *Higher competition of shopping centers and other retail stores located in the same target area and competition from other retail channels.*

Fierce competition in the shopping center business and other types of retail businesses may affect the business operations of the tenants within the Terminal 21 Asoke and Terminal 21 Pattaya projects, which may have a negative impact on sales, consumer attraction potential, and the ability to pay the rent and service fees of the REIT's tenants. In addition, REIT tenants face constantly changing customer needs, including changes in lifestyle and consumption habits of customers who come to shop or receive services, and higher competition from other forms of retail, such as internet trading and television sales. In addition, the REIT's ability to pay some of the rents and service charges of the REIT's space tenants will depend on the REIT's sales revenue. If the revenue from the sale of the premises of the tenants of these REITS decreases due to the competition of the tenants of these REITs, it may have a continuous impact on the ability of the tenants to pay the rent and service fees of the REITs, which may lead to a decrease in the REIT's cash flow. However, the Terminal 21 Asoke Shopping Center project has a location that is a convenient and fast travel hub. It is surrounded by office buildings, hotels and residential condos, and has successfully positioned itself in a suitable market position with a different concept and design from shopping centers in the same area, and has a clear target customer segment. In addition, the Terminal 21 Pattaya Shopping Center project is located in the important business district of Pattaya City, Chonburi Province. On North Pattaya Road, it intersects with Pattaya Road 2 and Petchrakul Road with convenient transportation. The project is located only 500 meters from Pattaya Beach and is surrounded by hotels, restaurants, entertainment venues, Nearby In addition, the project also has the advantage of having a parking space of approximately 1,989 cars, which is a project with a higher parking space per rental area than competing projects, which is convenient for users in the project.

3) The REIT cannot take advantage of the connection between the Terminal 21 Asoke Shopping Center project and the BTS Asoke Station. After the termination of the concession agreement for the Bangkok Mass Transit System.

Terminal 21 Asoke Shopping Center Project, the main owner of the property has signed a contract to connect the area with the mass transportation system. Bangkok ("BTS System") According to the contract, the owner of the main property has the right to use the connection for a period equal to the period under the mass transit concession contract. The BTS system has a BTS route through Sukhumvit Road in front of the main property which coincides with the BTS area of Asoke Station. This may affect the performance of the underlying assets and the benefits to the Trust that unitholders are expected to receive.

4) Damage or loss that may occur if the property of the Terminal 21 Asoke Shopping Center Project is not covered under the insurance policy because the land lease agreement for the Terminal 21 Asoke Shopping Center Project contains terms and conditions that may adversely affect the REIT's ability to receive compensation in the event of damage to the Terminal 21 Asoke Shopping Center Project.

In the land lease agreement where the Terminal 21 Asoke Shopping Center Project is located, and the real estate lease agreement of the project between the REIT and the lessor, it is stipulated that during the last 3-year land lease period, the land lease shall be leased for the last 3 years. If the Terminal 21 Asoke Shopping Center project is completely damaged or damaged to the point of suspension of business operations for more than 6 months, the relevant lease agreement will be terminated immediately and the landowner is entitled to receive compensation from the relevant insurance company in accordance with the terms of the land lease agreement. Therefore, the REIT has provided additional leasehold insurance. However, the insurable amount or the amount received as a claim under the said insurance policy. It may not be enough to cover the damage suffered by the Trust as a result of such incidents. However, The lease agreement on the land where the Terminal 21 Pattaya Shopping Center Project is located and the real estate lease agreement of the project do not stipulate the terms of the contract in the same way as the Terminal 21 Asoke Shopping Center Project, therefore, there is no reason to arrange rental insurance for the Terminal 21 Pattaya Shopping Center Project. The REIT, as the beneficiary of Property All Risks Insurance, will receive compensation for the construction of new buildings and structures. In addition, during

the repair or construction of the property. The REIT will receive compensation from Business Interruption Insurance.

5) *Potential damage or loss to the main property.*

The REIT will provide an insurance policy that covers property damage and liability related to the main asset. The REIT Manager believes that the terms and conditions of coverage and the sum assured of the REIT are in accordance with the general practice in the real estate business in Thailand and the Securities Act. However, The relevant insurance policy may have underwriting conditions that are beyond the control of the Trust, which may limit the scope of coverage under the insurance policy that the Trust can or is able to provide under the terms of the appropriate premium rate, such as defects in design. Construction or invisible defects in assets or equipment, or defects in the underlying assets, which may require the Trust to incur additional investment costs. There are special repair and maintenance costs, or indemnification or other obligations to third parties and may not be covered by the relevant insurance policy. In addition, the Trust is at risk of being prosecuted or claimed by clients, contractors or visitors to the Master Property which may arise from a variety of reasons, such as accidents or injuries that may be sustained while at the Master Property. The tenant of the area is unable to utilize the main asset according to the terms of the lease under the lease agreement, and the REIT is unable to perform its duties under the lease agreement. Construction contracts or other contracts made with contractors. Tenants or third parties can In addition, certain losses or damages, such as natural disasters. Terrorism, outbreak of contagious diseases or any losses resulting from such matters may not be insurable or the premium may be higher than is appropriate for such insurance. As a result, the REIT may have to be insured by paying an increased premium or a decrease in coverage. In addition, in the event of serious damage, the coverage under the insurance policy that the REIT has may not be sufficient to compensate for the damage as claimed, or in full according to the market value, or the full value of the replacement cost in the procurement of replacement goods equal to the investment of the REIT. besides Some losses may not be fully insured, so the REIT may lose some or all of the capital invested in the underlying asset. However, the REIT may still be obliged to comply with its liabilities or other financial obligations related to the principal assets. In addition, the REIT's insurance policy and coverage conditions will be subject to renewal and negotiation in the future. The REIT Manager therefore cannot guarantee that the REIT will be protected under appropriate business conditions in

the future. An increase in premiums or a significant decrease in coverage will negatively impact operations. Financial position and ability to pay benefits to unitholders.

6) *The main property may be defective, or may be subject to illegal and regulatory practices, or may have other defects..*

In addition to what is disclosed in this document, The REIT manager has already made its best efforts to check the condition of the master assets. The Master Property is found to be in good condition and does not find any defects in the Master Property that require repair or maintenance (including design, construction, or other invisible defects in the Master Property or equipment that may require special repair or maintenance costs). This is the essence that makes it impossible to use the property to operate normally. However, the REIT Manager cannot guarantee that the inspection of the condition of the Master Asset covers all forms and characteristics, as some defects of the Asset cannot be inspected or are difficult to detect due to limitations. In addition, some properties may not comply with laws and regulations which may not be detected by the REIT Manager's audit, as well as the appraisal company's report used by the REIT Manager to value the underlying asset. and the building condition inspection report, which may be limited in inspection or difficult for the REIT manager to know. This can cause discrepancies. However, such defects may subject the Trust to third parties that incur expenses in an unforeseen manner and amount that may have a significant negative impact on the REIT's revenue and cash flow. The representations, warranties, and indemnity agreements given by the lessor are within the scope. Therefore, the REIT Manager cannot guarantee that the REIT will be entitled to indemnification under the Representation. Any such warranties and indemnification agreements for damages incurred by the Trust as a result of the investment in the Trust's principal assets.

7) *The construction of planned infrastructure and various improvement projects close to the main property may hinder access to the main property.*

The REIT Manager cannot guarantee that a building located in the vicinity of the main property will not be demolished. It cannot be guaranteed that there will be no new building construction or land development in the vicinity of the main property. In addition, any development, renovation, construction or land development may reduce the number of occupants of the main property, which may affect the financial position and operating performance of the REIT. As a result, the

development, improvement, construction or development of such land may have a significant negative impact on the financial position and performance of the REIT. In addition, if there is an improvement in the basic transportation infrastructure system near the main assets, such as BTS Asoke Station and MRT Sukhumvit Station. Bus interchange points, expressways, or the construction of transportation systems and connecting roads between buildings in the surrounding area and the access and exit roads of the main property. The REIT Manager cannot guarantee that access to the Master Asset will not be affected by the changes. Closure, relocation, cancellation, construction and improvement of basic utilities, as well as delays or incompletions as planned, or may obstruct traffic in the area. As a result of such an incident, it may affect the ability to travel, access or refurbishment of the main property. This may have a negative impact on the customer journey, attractiveness and selling points of the real estate or leasehold rights of the properties in which the Trust invests, as well as access to the underlying assets, and may have a negative impact on the financial position and performance of the Trust, resulting in a decrease in the Fund's ability to pay benefits to unitholders.

8) Natural disasters and other force majeure, terrorism and war, which may have a negative impact on the REIT's income.

A number of risks, such as natural disasters or other force majeure events in the area where the main property is located and other areas with a large number of customers, may result in a decrease in consumption and tourism, and may also result in a decrease in the demand for renting space for commercial activities. In addition, the outbreak of war, terrorism, Political unrest, Protests and other political uncertainties that actually or are supposed to happen. It may have a similar impact on one or more of these events, which may reduce the demand for goods or services in the shopping center project or the REIT's income from the main assets. This may have a significant negative impact on the operating results. The financial position and ability to pay the REIT's benefits and such events may cause damage to the underlying assets that are not covered under the insurance policy.

9) The value of the main asset according to the valuation by the asset valuation company. It is not always an indication of the true value of the underlying asset and cannot guarantee that the selling price of such underlying asset will be as estimated. Neither now nor in the future.

This is because the valuation report of the main asset is prepared based on the data and assumptions assessed at the date of reporting. The information and assumptions are based on a

variety of factors, including some factors related to the core assets, such as market status, financial strength, financial strength, and financial strength. This may change in the future because some or all hypothetical events may not occur as anticipated, or unforeseen events or circumstances may occur. These assumptions are predictions and opinions on events that may occur in the future, so they may be risky and subject to uncertainty. In addition, the information relating to the valuation of the property and some of the information of the property valuation report contained in this document may be based on and consist of speculative information. Forward-looking statements are subject to uncertainties, and other factors may cause actual results or actions to differ materially from those anticipated in the future. In addition, the REIT Manager cannot guarantee that the asset valuation prepared by the Asset Valuation Company will always reflect the true value of the underlying asset, or that other Asset Valuation Companies will provide the same asset valuation results. Therefore, the REIT Manager cannot guarantee that the assumptions referenced will be accurate. If the REIT wishes to transfer the leasehold rights in the main asset. The transfer price of the assets received by the REIT may be lower than the value assessed in the asset valuation report or lower than the price at which the REIT has invested in the assets. For the asset valuation reports of the asset valuation company. The information has not been updated since the date of issue. so Therefore, when deciding to invest in the REIT units, investors should not rely solely on the valuation information and the information in the valuation report of the Valuation Company in this document to make an investment decision.

10) A decrease in the fair value of the main property and investments in real estate leasehold will have a negative impact on the profit and loss account. Net Asset Value and Ability to Pay Returns of the Trust

In the event that the fair value of the main asset and investment in leasehold real estate decreases. Due to losses from fair valuation of assets and investments in that year, the net asset value of the Trust will decrease, and the Trust may have excess liquidity due to losses from such fair valuation prices, which will affect the Fund's ability to pay returns. However, the REIT may proceed to reduce the registered capital and return the excess liquidity to the unitholders in order to be able to pay the benefits to the unitholders.

11) Investments in leasehold real estate, the value of which decreases with the remaining lease period.

The REIT has invested in the leasehold rights in the Terminal 21 Asoke Shopping Center Project, which is the current investment asset, and the Trust will invest in the leasehold rights in the Terminal 21 Pattaya Shopping Center Project, which is the property in which the Trust will make the first additional investment. The value of investment units may decrease to zero baht. so As of 1 January 2025, the weighted average residual life (WALE) of the current invested asset lease agreement is approximately 15.7 years. The weighted average residual maturity of the REIT's asset lease is expected to increase from approximately 15.7 years to approximately 19.5 years (as of January 1, 2025).

4.3 Risks associated with real estate investment

1) Risks in general when investing in real estate

Real estate investment is subject to many risks, such as (1) negative changes in political and economic conditions, such as recessions both domestically and internationally and a decrease in overall consumer demand, (2) negative conditions in the domestic real estate market, (3) changes in interest rates, inflation, etc. (4) Changes in monetary or other economic policies of countries and foreign countries, (5) Unforeseen increases in real estate operating expenses, (6) Changes in environmental laws or regulations. (7) Claims for environmental responsibility in relation to real estate, (8) Changes in the market price of real estate rental rates, (9) Changes in the price of oil and other fuels, (10) Changes in the popularity of property types and locations that lead to an excess of rental space in demand or may reduce the demand of tenants in any market for certain types of real estate, (11) Actions of tenants that may affect the business and reputation of the lessor, (12) Failure to renew the lease or to lease the space to a new tenant at the end of the lease term, (13) Failure to collect rent from the tenant within a specified period or cannot be collected due to the tenant's bankruptcy or insolvency, or in other cases, (14) Inadequacy of coverage under the policy. (15) The inability of the property manager to adequately provide services related to maintenance and other services, (16) defects in the property that need to be corrected or repaired, as well as the maintenance of the property, which incurs unforeseen investment expenses, (17) lack of liquidity in the investment in the property, (18) heavy reliance on cash flows to maintain and renovate the existing property, (19) an

increase in operating expenses including related taxes, (20) any interests or obligations which cannot be found or disclosed from the land inspection at the relevant land office at the time of the inspection, (21) force majeure, uninsurable damages and other factors, and (22) changes in tax and other laws and regulations. Many of the factors mentioned above can be the cause of fluctuations in space rental rates. This will negatively affect the value of the property and the income it will receive from the property. The annual valuation of the main asset reflects these factors and may result in an increase or decrease in the value of the underlying asset. The investment value of the main asset may decrease significantly if there is a sudden negative crisis on property prices or on the economy in Bangkok and other provinces. In Thailand, where the main assets are located or will be in the future

2.) *Risks in general when investing in real estate*

The REIT will mainly invest in real estate and real estate-related assets. Generally, investing in real estate, especially investing in high-value assets, such as those that the REIT intends to invest in, may have low liquidity. Such low liquidity may affect the REIT's ability to adjust its investment portfolio or convert some of its assets into cash to accommodate changes in economic conditions. The REIT may not be able to sell its core assets in a short period of time, or it may be forced to reduce the price significantly in order to be able to sell it in a short period of time. In addition, the REIT may face difficulties in finding a loan source in a timely manner and under favorable commercial conditions in the case of a loan that uses the underlying asset as collateral. In addition, the master asset may not be able to change its utilization characteristics quickly. If those core assets are unable to generate profits due to competitive conditions, they will not be able to generate profits. The age of the property, the volume of demand decreases, or other factors. Changes in the nature of the use of the main asset generally require additional investments. These factors may affect the financial position and performance of the Trust and negatively affect the Fund's ability to pay benefits to unitholders

3.) *The REIT's strategy to invest in assets used in the business of a shopping center or retail business may involve higher risks compared to other types of REIT with a wider range of investment models.*

The main strategy of investing in assets used in the shopping center or retail business will expose the REIT to the risk of focusing on real estate investment, which may be higher compared to other types of REIT with a more diversified investment model in other businesses. The REIT's focus on

chances of expropriation because land expropriation was a government policy and necessity at the time. Such expropriation may adversely affect the financial position and operating results of the Trust, which in turn will negatively affect the Fund's ability to pay benefits to unitholders

5.) *Politics in Thailand*

Operations Financial Position The REIT's performance and business opportunities may be partly influenced by the political situation in Thailand. As can be seen, the political situation in Thailand has experienced instability many times. The incident has affected the economic and social conditions of Thailand. Therefore, the REIT manager cannot guarantee that there will be no more incidents that will lead to political instability. This may have a significant negative effect on the company's financial position. Performance and Business Opportunities of the REIT

6.) *Changes in accounting standards and related legislation*

The financial statements of the REIT may be affected by the entry into force of new accounting standards or legislative amendments. Thai financial reporting standards are subject to change, as well as accounting standards that have been updated to match international financial reporting standards. This is a factor that the Trust cannot control or predict. The REIT's financial statements may be affected by the enforcement of the revised accounting standards. The conditions and timing of the change in this accounting standard are not known and depend on the relevant authorities. so Therefore, the REIT Manager cannot guarantee that these changes will not have a material impact on the preparation of the REIT's financial statements or on the REIT's results of operations and financial position. Such changes may also have a negative impact on the REIT's ability to pay benefits to unitholders. In addition, the REIT Manager cannot guarantee that any changes to the rules or regulations will not adversely affect the REIT's ability to execute the REIT's investment strategy or to the REIT's operations and financial position. In addition, amendments to laws, notices, requirements, regulations, Provisions, policies, and/or orders of government agencies or agencies with legal authority are also considered to be unpredictable events. Therefore, the REIT is unable to assess the impact of such changes and cannot guarantee that such changes will not affect the REIT's performance or the REIT's ability to pay returns. The status, income, profits and financial liquidity of the REIT, including the ability to pay the REIT's returns or the trading price of the REIT units in the secondary market.

4.4 Risks associated with real estate investment

1.) Changes in the trading price of trust units in the secondary market after the offering of trust units

The offering price of the Trust units this time is determined by market conditions. The offering price may not represent the market price of the trust units to be traded in the secondary market after the offering of trust units. The trading price of the Trust Units in the secondary market after the offering may be traded at a much lower price compared to the offering price of the Trust Units in this offering. The REIT Manager cannot predict the negative impact on the market price of the Trust Units (Price Dilution). Trading of trust units in the secondary market at a price higher or lower than the net asset value per trust unit. In addition, in the event that the REIT retains part of the profits as capital for additional investment purposes, as a reserve for working capital or for other purposes, even if the net asset value of the REIT is greater than the net asset value of the REIT in the event that the profits are not set aside as reserve funds, the market price of the trust units may not increase accordingly. The failure of the Trust to meet market expectations in terms of profits and returns may have a negative impact on the market price of the Trust Units. In addition, there is currently no corporate income tax levied on the REIT's income, but if there are changes in laws and regulations related to taxation or other aspects, the REIT and/or the unitholders may be liable for tax. The payment of taxes may have a significant negative impact on the business. Financial Position This may result in a decrease in the payment of returns to unitholders and/or a higher tax burden on unitholders. Therefore, the REIT Manager cannot guarantee that the REIT will be able to pay the benefits or returns in the Trust Units or maintain a stable rate of payment.

2.) Lack of liquidity in the trading of trust units in the secondary market

As the REIT is a non-redeemable trust listed on the Stock Exchange, the liquidity in trading the Trust Units will be based on the volume of Buyer-Seller Demand (Bid-Offer), which depends on a number of factors that cannot be controlled by the Trust, such as the volume of market demand.

3.) The value of the Trust Units may decrease if the offering price of the newly issued Trust Units is lower than the value of the Trust Units before the additional offering of Trust Units.

After the offering of trust units. The Trust may issue additional Trust Units to increase the Fund's capital, which may have an offering price lower than the value of the Trust Units. A lower offering

price than the value of the Trust Units prior to the offering may result in a decrease in the value of the Trust Units

4.) The return on dissolution of the trust may be less than the amount invested by the unitholders in the initial market offering. (Primary Market)

In the event of a dissolution, the Trust Manager cannot guarantee that the Unitholders will receive back all or part of their investments. It depends on the cause. Methods of dissolution of a trust In addition, the REIT's trust units are not financial products with principal protection. The REIT Manager cannot guarantee that the Unitholders will receive the full amount of their investment. In the event of dissolution or liquidation of the trust. Unitholders may lose some or all of their investment in the Trust Units.

5.) The net asset value (NAV) of a REIT may not be equal to the price at which it will actually be traded on the stock exchange

The calculation of the net asset value (NAV) of the REIT announced by the REIT Manager is calculated using the Valuation Report or the latest Valuation Review Report as the basis for determining the value of the real estate. The leasehold value of such property will decrease with the remaining lease period, which will be subject to the valuation report or valuation review report. In addition, the net asset value of the REIT may not be the actual price to be traded on the stock exchange because the price traded on the stock exchange depends on other factors such as the supply and demand of such securities and the inflow of foreign investors' investments, etc.

6.) The net asset value of the Trust may not be the actual value of the assets that the Trust will receive if all the assets are disposed of or the Trust is dissolved

Asset valuation companies use the Income Approach as the basic method for valuing assets. The Income Approach is an estimate of the expected income of the assets to be further invested throughout the period of the REIT's ownership or ownership. The valuation hypothesis is determined. Revenue Structure Analysis The present value of the total value of the assets generated by the sum of the value of the net cash flow over the investment period is calculated and the discount rate is calculated on the date of assessment. Unitholders may assess the long-term return prospects of the assets to be invested in addition to the valuation model of the assets. However, the REIT cannot

guarantee that the forecast of cash flows The value of the sale of the property at the end of the holding of the additional investment asset or any other assumption made for the purpose of the assessment is accurate or reliable, and the Trust cannot guarantee that the discount rate used by the Asset Valuation Company in conjunction with the valuation of the additional investment will indicate the return of an equivalent or alternative form of investment during the relevant period. Therefore, the appraised value of the assets to be additionally invested does not confirm the performance of the REIT or the present value from the sale of the assets at the end of the holding period for the assets to be additionally invested or upon the dissolution of the REIT.

5. Disputes or Restrictions on Provision for Benefits from Immovable Properties

- None –

6. Other Material Information

- None –

Part 3

Management and Good Corporate Governance

7. Units, Securities and Instruments Issued by the REIT

7.1 Information of Units and Prices of Securities

7.1.1 Information of Units

Investment Capital	Baht 7,936,259,940.00
Par Value of the Unit	Baht 10.20
Number of Unit	778,064,700 units
NAV per Unit as 31 December 2024	Baht 12.0027
NAV as 31 December 2024	Baht 9,338,935,901.00

7.1.2 Information of Securities Prices

Closing Price on 30 December 2024	Baht 11.30
Highest Price in 2024	Baht 11.90
Lowest Price in 2024	Baht 9.30
Market Value on 31 December 2024	Baht 4,880,647,000
Trading Volume per Year (AOM Value)	111.28 million
NAV as 31 December 2024	Baht 8,792,131,110

7.1.3 Details of Historical Capital Reduction

-None-

7.2 Bonds issued by the REIT

-None-

7.3 Information of Unitholders

7.3.1 Top 10 Major Unitholders on the book closing date of 30 December 2024

No.	Major Unitholder	No. of Units (units)	%
1.	MUANGTHAI LIFE INSURANCE PUBLIC COMPANY LIMITED	71,444,975.00	9.18
2.	LH MALL & HOTEL CO., LTD.	60,766,700.00	7.81
3.	SOCIAL SECURITY OFFICE	55,326,700.00	7.11
4.	THAI LIFE INSURANCE PUBLIC COMPANY LIMITED	26,331,700.00	3.38
5.	SOUTHEAST INSURANCE PUBLIC COMPANY LIMITED	25,741,000.00	3.31
6.	K PROPERTY INFRASTRUCTURE FLEXIBLE	22,816,792.00	2.93
7.	PRINCIPAL PROPERTY INCOME FUND	11,511,500.00	1.48
8.	SCB PROPERTY AND INFRASTRUCTURE FLEXIBLE FUND	9,334,596.00	1.20
9.	GOVERNMENT SAVINGS BANK	9,198,600.00	1.18
10.	MUANG THAI LIFE ASSURANCE PUBLIC COMPANY LIMITED	7,176,000.00	0.92

7.3.2 Major Unitholders (holding in aggregation 10% or more of the total units under the same group of persons)

- None -

7.3.2 Group of Major Unitholders with Behavior Significantly Influencing the Management Policy, Management Style, and Business Conduct of the Fund Management Company

- None –

7.4 Payment of Distribution of the REIT

7.4.1 Provisions on Distribution Policy and Methods of Distribution Payment

- (1) The REIT Manager shall distribute at least 90 percent of its adjusted net profit for each fiscal year to the Unitholders and at least twice a year. However, the REIT Manager may consider making extra distribution to the Unitholders other than the aforementioned twice-a-year distribution as it deems necessary and appropriate. The REIT Manager shall make distribution to the Unitholders within 90 days from the last date of the fiscal year or the end of the accounting period in which there is a distribution, as the case may be.

Such adjusted net profit in such paragraph one shall include the net profit referred in the cash flow status of the REIT in accordance with the guidelines specified by the Office of the SEC.

In the case that the REIT has an accumulated profit in any accounting period, the REIT Manager may make distribution to the Unitholders from such accumulated profit.

In the case where the REIT Manager is unable to make distribution to Unitholders in such period, it shall notify the Unitholders through the information system of the SET.

- (2) If the REIT has cumulative loss, the REIT Manager shall not make distribution to the Unitholders.

Additional Conditions:

- (1) In considering making distribution, if the distribution per unit to be declared during the fiscal year is lower than or equal to Baht 0.10 (zero point one zero) per unit, the REIT Manager reserves the right not to make those distribution and carry forward those distribution to be paid together with the distribution as of the end of the fiscal year in accordance with the prescribed distribution method.

With respect to the rules for making distribution, the REIT Manager shall comply with those stipulated herewith, unless otherwise amended, added, announced, stipulated, instructed, approved, and/or relieved by the SEC, the Office of the SEC and/or any other competent authority under the laws, which the REIT Manager shall comply accordingly.

- (2) The trust manager will distribute benefits to trust unitholders according to their respective unit holdings. However, the trust manager reserves the right to withhold benefits from unitholders whose holdings exceed the stipulated limits or do not comply with the criteria set forth in Announcement No. TorJor. 49/2555, specifically for the excess portion or non-compliant holdings. Any benefits that cannot be distributed to such unitholders will be reallocated to other unitholders proportionally based on their unit holdings.
- (3) The REIT Manager shall declare distribution, register book closing date, and the rate of distribution by sending a written notice to the Unitholders whose names appear in the Unitholders' register book as of the register book closing date through the information system of the SET, and to the Trustee

- (4) The REIT Manager shall make distribution by means of transfer of money into the accounts of the Unitholders or by crossed cheques payable to the Unitholders according to the names and addresses shown in the Unitholders' register book.
- (5) In the case that any Unitholders fails to exercise the right to receive any distribution within the statutory limit relating to the claim of right under the Civil and Commercial Code, the REIT Manager shall not use such amount of distributions for any purposes other than the benefits of the REIT.

7.4.2 Conditions and Method of Distribution Payment

The REIT Manager shall make distribution to each Unitholder according to the proportionate ratio of its holding. In this regard, the REIT Manager reserves the right not to make distribution to the Unitholder whose holding exceeding a proportion or being not in accordance with is the rules specified in the Notification No.TorJor 49/2555. Such distribution which cannot be distributed to the Unitholders as mentioned, the REIT Manager shall be distributed to other Unitholders in proportion to their holding.

7.4.3 History of Distribution Payment

Year	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014*
(1) Dividend per unit (BTH)	1.052	0.935	0.49	0.1	0.35	0.954	0.916	0.883	0.853	0.775	0.022
(2) Distribution to Unitholders per unit (BTH)	-	-	-	-	-	-	-	-	-	-	-
Total Distribution per Unit (1)+(2) (BTH)	1.052	0.935	0.490	0.100	0.350	0.954	0.916	0.883	0.853	0.775	0.02
(3) Percentage to IPO Price**(Baht 10.20 per unit on 22 December 2014)											
(3.1) Dividend Rate (%)	10.31	9.17	4.80	0.98	3.43	9.35	8.98	8.66	8.36	7.60	0.22
(3.2) Distribution to Unitholders Rate (%)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Distribution Rate (3.1+3.2) (%)	10.31	9.17	4.80	0.98	3.43	9.35	8.98	8.66	8.36	7.60	0.22
(4) Percentage to Market Closing Price as 31 December 2023*(Baht 11.30 per unit)											
(4.1) Dividend Rate (%)	9.31	8.27	4.34	0.88	3.10	8.44	8.11	7.81	7.55	6.86	0.19
(4.2) Distribution to Unitholders Rate (%)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Distribution Rate (4.1+4.2) (%)	9.31	8.27	4.34	0.88	3.10	8.44	8.11	7.81	7.55	6.86	0.19

*Between 22 Dec 2014 – 31 Dec 2014

** Calculated based on the dividend yields plus repayment of proceeds from capital reduction over the past 1 year divided by the IPO Price per Unit.

8. Management Structure

8.1 The Management Company

8.1.1 General Information of the Management Company

Name of the Management Company	: Land and Houses Fund Management Company Limited
Location	: 11 Q. House Sathorn Building, 14 th Floor, South Sathorn Road, Tung Maha Mek, Sathorn, Bangkok 10120.
Company Registration No.	: 0105551006645
Telephone	: 02 286-3484 and 02 679-2155
Facsimile	: 02 286-3585 and 02 679-2150
Website	: http://www.lhfund.co.th

Detail of the Management Company

Land and Houses Fund Management Co., Ltd. has registered to change of its name with the Ministry of Commerce since 23 November 2010. Its former name was United Fund Management Co., Ltd. The Company was established as a limited company on 17 January 2008. Presently, The company has a paid-up registered capital of 300 million baht and has obtained licenses to undertake various types of business as follows:

- Type C Securities Business License (License No. Lor.Kor.-0013-01) from the Ministry of Finance on 21 February 2011
- Derivatives License: Derivatives Fund Manager (License No. SorDor04-0013-10) from the Securities and Exchange Commission (SEC) on 2 March 2011
- Derivatives License: Derivatives Advisor (License No. SorDor03-0013-11) from the Securities and Exchange Commission (SEC) on 2 March 2011

The Company was authorized by the Office of the SEC to undertake the following businesses:

- Mutual fund and private fund management business on 6 June 2011
- Provident fund management business on 3 May 2012
- To become Real Estate Investment Trust (REIT) Management on 7 May 2014.
- To become a trustee of real estate investment trust on 10 November 2016.

Shareholding Structure of the REIT Manager

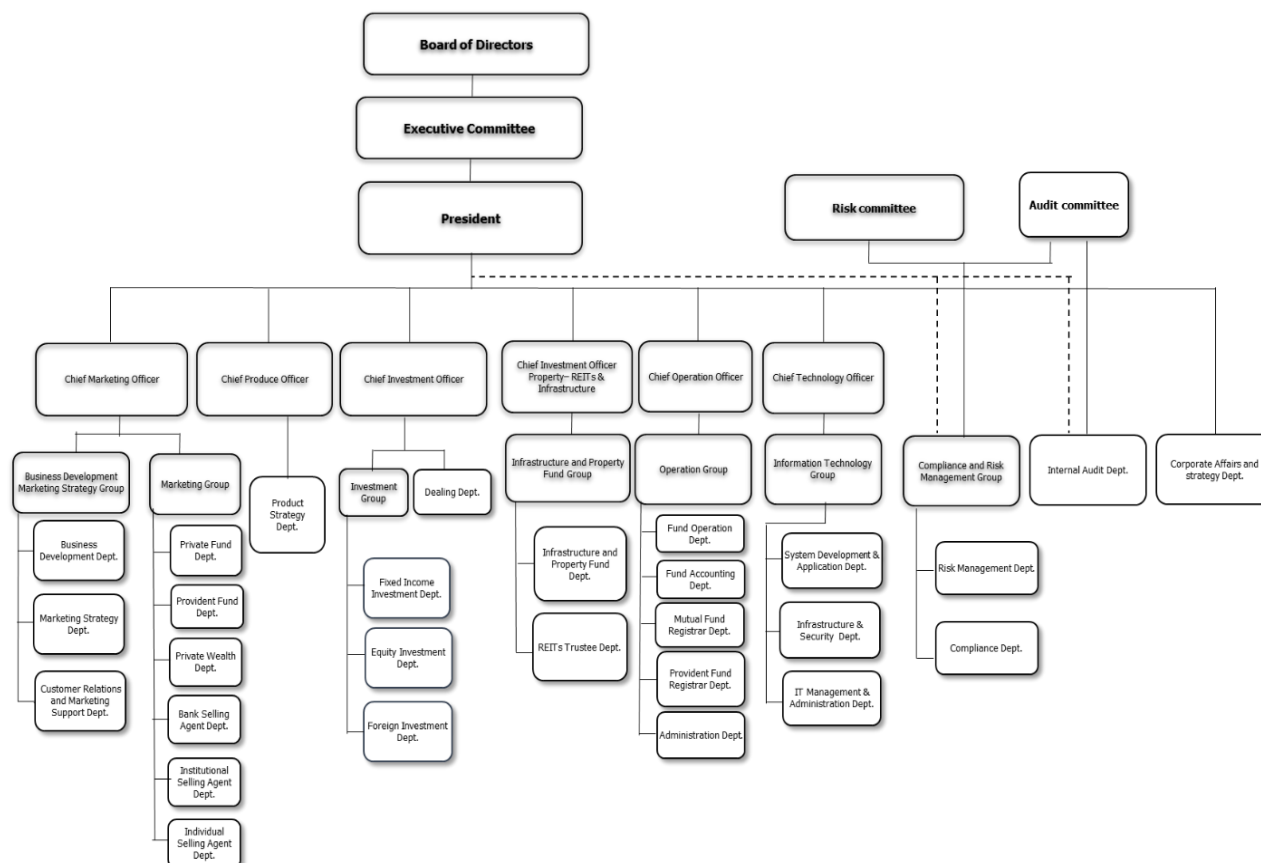
The shareholder of the REIT Manager as of 31 December 2024 was as follows:

Name	No. of Shares	% of Total Shares
LH Financial Group Public Company Limited	2,999,995	99.99

8.1.2 Management Structure and Name List of Shareholders, Board of Directors, and REIT Managers

As of 31 December 2024, the REIT Manager commits to divide the responsibilities of each department clearly. Each department works independently and systematically based on the principles of trust and good corporate governance as well as the consideration of the control of any potential risk arising from corruption, fraudulence and conflicts of interest. Thus, the fund manager can manage the investment with honesty, with priority of customer's benefit before itself as well as to prevent any information leaks or illegal acts as well as the regards of the condition, size and complexity of the Company's business operations.

The organization structure of the FUND Manager is composed of 8 main groups and 2 departments, namely: Business Development and Marketing Strategy Group, Marketing Group, Investment Group, Infrastructure and Property Fund Group, Operation Group, Information technology Group, Compliance and Risk Management Group, Internal Audit department and Corporate Affairs and strategy department.



Structure of the Board of Directors and the Board Committees of the REIT Manager

With recognition of the importance of the duty to protect the interests of the unit holders, who are retail investors, Board of Directors has been appointed. They also established another 5 sub-committees.

Then, the REIT Manager has 6 groups of committees as follows:

1. Board of Directors
2. Audit Committee
3. Risk Management Committee
4. Management Committee
5. Investment Committee
6. Property Investment Committee

1. Board of Directors

The Board of Directors consists of 9 members as follows:

- | | |
|-------------------------------|----------|
| 1) Mr. Rutt Phanijphand | Chairman |
| 2) Mr. Adul Vinaiphat | Director |
| 3) Mrs. Sasitorn Phongsathorn | Director |
| 4) Mr. Kasem Akanesuwan | Director |
| 5) Mr. Preecha Poramapojn | Director |
| 6) Mr. Lai, Guang – Hua | Director |
| 7) Mr. Monrat Phadungsit | Director |
| 8) Mr. Tan, Shih - Ping | Director |
| 9) Mr. Chang, Yu – Tse | Director |

Scope of Authority of the Board of Director

1. Perform duties in accordance with law, objectives, regulations of the REIT Manager and related external agencies, including the resolutions of the general meeting of shareholders, with integrity and in the interests of the REIT manager.
2. Establish overall strategic direction and goals of the REIT Manager, review and approve Management's proposed policy and operational direction of the REIT Manager. Monitor the performance of the management to ensure that the approved policies are implemented efficiently and effectively. With regard of the benefits of the company, shareholders, and investors are protected.
3. Approval for investment in the core assets of the trust.

2. Audit Committee

Scope of Authority of the Audit Committee

1. Review and approve the annual audit plan proposed by the Compliance Department and review reports of the internal auditors on a regular basis.
2. Review and approve the appointment, transfer and dismissal Head of the Internal Audit and review the manpower plan of the Internal Audit department to ensure its independence.
3. Annually (At least once a year) review and approve the Internal Audit Charter.
4. Regularly review the company's internal control system and operational procedures to ensure their appropriateness, efficiency and compliance with relevant laws and regulations.

3. Risk Management Committee

Scope of Authority of the Risk Management Committee

1. Moderate and propose governance risk management and management systems to the Board of Directors and Risk Supervision in order to consider business risk management by formulating the policy and procedures for overall risk management. This must cover the various types of risks, i.e., strategy risk, operational risk, and other significant risks to the company and the REIT.
2. Formulate the strategy on the organization structure and resources to be used for the risk management operation, in line with the risk management policy of the REIT Manager. This strategy must enable effective analysis, assessment, evaluation, and monitoring of the risk management system.
3. Monitor the risk evaluation of the REIT Manager at least once a year or upon the occurrence of the event with significant impact on the REIT.

4. Management Committee

Scope of Authority of the Management Committee

1. Manage the overall business operations of the company in accordance with the policies and plans approved by the Board of Directors.
2. Consider and approve the fees and expenses associated with REIT's establishment, along with its management, personal funds, and any other products or services offered by the company, and/or associated expenses.

5. Investment Committee

Scope of Authority of the Investment Committee

1. Set the investment framework or strategy, investment policy and investment plan of the REIT.
2. Determine the approval authority for securities that are in the investment criteria (Securities Universe) or cannot be invested. Also, approve the allocation of investment weight according to the level of investment attractiveness.
3. Supervise and monitor the investment of the REIT to ensure that it is in compliance with the investment framework, policy, ethics and relevant rules and regulations.
4. Consider establishing criteria and/or other regulations related to the investment management of mutual funds, private funds, and others, etc.

6. Property Investment Committee

Scope of Authority of the Property Investment Committee

1. Monitor and evaluate the operational performance of the REIT.
2. Consider and approve the annual budget, asset management plan, business strategy plan, renovation plan, special expense items, or expenditures that are outside the REIT's budget.
3. Consider and approve for the distribution payment, in the form of dividend and/or capital reductions to trust unitholders.
4. Consider and approve strategies for handling significant disputes and complaints concerning the operations of the REIT.
5. Consider and approve actions regarding the contracting party in cases where the party fails to adhere to the contract or relevant law.
6. Consider establishing criteria and/or other regulations pertinent to investment management.
7. Consider and approve actions in cases where REIT management is unclear, which may require consideration of other relevant laws or regulations, to ensure that the REIT management aligns with its objectives.
8. Consider and approve any agenda or matters that require consideration and approval by the trust unit holders' meeting.
9. Consider and approve other matters that need to comply with the law and the trust deed, as well as in accordance with the conditions of those matters as outlined in the operational manual and internal control system.
10. Consider and approve the investment policy of the REIT.
11. Consider approving the selection of property for REIT's investment, its acquisition, and/or the sale or transfer of assets in accordance with the established criteria.

12. Consider and approve asset's disposal of the REIT.
13. Consider and approve the selection, appointment, changes, and/or removal of the property manager/sublessor of the REIT.
14. Consider and approve transactions between the REIT and the REIT manager, or individuals related to the REIT manager, or stakeholders, for related transactions with special conditions or requirements.
15. Consider and approve the selection, appointment, changes, and/or removal of various service providers of the REIT, including auditors, financial advisors, independent financial advisors, and other relevant consultants/experts, such as appraisers, etc."
16. Consider and approve the types and coverage limits of REIT's insurance.
17. Consider and approve the borrowing of the REIT.
18. Consider and approve the appointment of the revenue guarantor of the REIT.
19. Approve any other matters necessary or related to operations beyond those specified in items 1-18.

Outsourcing of Operational Functions

The REIT manager has delegated the outsourcing of various tasks of the company as follows: legal work, company accounting, internal audit, and human resources to LH Financial Group Public Company Limited. Additionally, to ensure management is in line with the policies of the Land and Houses financial group. The REIT manager has assigned legal work and accounting management specific to the company of the trust fund manager to LH Financial Group Public Company Limited to carry out and advise, including human resources tasks.

However, for human resources, the REIT manager will have the responsibility to control/select and make decisions to ensure that the personnel meet the qualifications as currently and/or future defined by SEC's announcement.

8.1.3 Rights, Duties and Responsibilities of the Management Company and the REIT Manager

The primary duties and responsibilities of the REIT Manager are to manage the REIT, invest in the properties of the REIT and supervise the performance. The REIT Manager shall perform its functions under the supervision of the Trustee. The REIT Manager's duties and responsibilities are as follows:

1. Duties to the REIT

- 1.1 The REIT Manager shall conform to the principle of business conduct as follows:

1. Perform its duties as professionals with knowledge, skills ,diligence, care, and loyalty. In this regard, the REIT Manager shall respond to the unitholders fairly and for the best benefit for the unitholders. It is also to comply with the Trust establishment agreement, Trust Manager Appointment Agreement, the purpose of establishing Trust, Trust unitholders' resolution and relevant laws.
 2. Maintain sufficient capital continuously to operate the business and responsibilities which may occur from the performance of duties as the REIT Manager.
 3. Disclose, give an opinion, or provide important and relevant information which is sufficient for making investment decision by the investors. In this regard, such information shall be clearly communicated, without distortion and misleading;
 4. Do not exploit any information acquired from performing as REIT Manager for its own interest, which may lead to damage or cause the overall benefits of the REIT.
 5. Perform its duties carefully in order to avoid conflicts of interests. If they occurs, the REIT Manager shall proceed to ensure that the unitholders' interest will be treated fairly and appropriately.
 6. Comply with the laws and regulations regarding to the operations of the REIT and the code of ethics and standards of professional conduct as defined by the associations related to securities business or by organizations in connection with securities business recognized by the allowance to be granted by the Office of the SEC. In addition, the REIT manager shall not conspire, employ or collaborate with anyone to break the laws and regulations.
 7. Cooperate with the Trustee or the SEC Office to perform their duties, and disclose information which may significantly affect the management of the REIT or other information which should be notified to them.
- 1.2 The REIT Manager must manage to have a quality operating systems, including an efficient check and balance system, to entirely support the work under its responsibility. To ensure proper and efficient management of the REIT entrusted by the Trustee, the operating systems shall at least cover the following issues:
- (1) Setting up the management policy of the REIT, the structuring of the investment capital of the REIT, the decision to make investment in immovable properties and the formulation of policy and strategy relating to the investment

of benefits from immovable properties in line with the investment policy under the Trust establishment agreement and the securities and other laws related to the operation of the REIT and also to protect the benefit of the REIT and the unitholders generally

- (2) A managing system of the risks associated with the REIT management in order to prevent and manage the risks efficiently.
- (3) A system to prevent the conflict of interest, especially among the REIT, the REIT Manager and its connected persons, including measures or guidelines for generally keeping the best interests of the REIT or the unitholders , when a conflict of interest is found.
- (4) Screening of personnel of the REIT Manager and service providers of functions related to the operations of the REIT (if any) to ensure knowledgeable and skilled personnel with appropriate qualifications in accordance with the nature of work assigned to them.
- (5) Supervision the performance of the REIT Manager and its staff for work related to the REIT management including staff assigned to work related to the REIT management in order to comply with the securities laws, other related laws and the contract to establish the Trust.
- (6) Disclosure of complete, accurate, and adequate information of the REIT in order to be in accordance with the establishment of Trust agreement and securities law.
- (7) A back office system.
- (8) An internal audit and control system.
- (9) Communication with investors and handling of investors' complaints.
- (10) Handling of legal disputes. The REIT Manager may assign other persons to deal with and proceed the issues related to REIT management which must be in accordance with the regulations specified in clause 1.3.

1.3 The REIT Manager may outsource the functions related to REIT management to other persons as necessary under the following regulations, in order to enable the operations effectively under the following rules:

- (1) Without an impact on the performance of the REIT Manager
- (2) With a standardized method to run the business when being unable to proceed the work

- (3) In case of outsourcing functions related to investment in other assets of the REIT, the service provider shall have the authority to perform such functions as prescribed by laws.

The outsourcing of operational functions under this clause shall not apply to the outsourcing of operating systems and works under clauses 1.2 (1) (2) (3) (4) and (9).

- 1.4 The REIT Manager shall prepare its financial statement in accordance with financial reporting standards and also submit the financial statements to the SEC within three months from the end of the accounting year.
- 1.5 The REIT Manager shall not take any actions resulting in a lack of ability to work independently of the Trust; such as, investing in immovable properties owned or possessed by the connected persons of the Trustee.
- 1.6 The REIT Manager shall provide liability insurance that may arise from the operation of business or performance as the Trust manager as well as the operations of the the directors, executives, and their staff during the time of this contract in according to the system of the REIT manager.
- 1.7 The REIT Manager shall arrange a unitholders' meeting to consider and vote on various matters as specified in the Trust establishment such as the modification or amendments of the Trust establishment, capital increase of the REIT, change of Trustee, etc.
- 1.8 In case of an appointment of adviser to provide advice or recommendations related to investment and management of immovable properties, the RIET Manager shall act in accordance with the following regulations:
 - (1) Let the advisers declare the conflicts of interest in the issue under consideration.
 - (2) Do not allow the advisers who have direct or indirect conflicts of interest in the issue under consideration get involved in the decision making of any issue.
- 1.9 In undertaking transactions related to immovable properties on behalf of the REIT, the REIT Manager shall comply with the following regulations;

- (1) Ensure that the sale, transfer of immovable properties or the engagement in agreement relating to the properties as the REIT is done properly and enforceable by law.
 - (2) Ensure that the investment in immovable properties of the REIT is done properly with requirement at least of the following actions:
 - (a) Self-assessment to manage the property before accepting the assignment as the REIT Manager or before making additional investment in properties as the case may be.
 - (b) Carrying out of analysis and feasibility study, and undertake due diligence for the property including the assessment of various risks that may arise from the investment in property together with guidelines for risk management including completion risk (if any) such as the risks that may arise from the delay of construction and the inability to procure benefits from the property, etc.
- 1.10 Arrange for the the valuation of the main assets invested by the REIT to be appraised by an appraisal company authorized by the SEC Office in accordance with related laws and under the regulations stipulated in the Trust Deed; such as appraisals before the acquisition or disposals of the Core Properties of the REIT, reviews of the appraised value of the Core Properties, periodical appraisal of the Core Properties' value in compliance with related regulations, etc.
- 1.11 The immovable properties to be invested by the REIT shall be appraised in accordance with the criteria stipulated by relevant laws, and also the inspection and review. Moreover, the REIT Manager must manage to take various actions in order to inspect the real estate which is to be invested as a practitioner including the condition of the property, the contractual ability, financial and legal information, the appropriateness of other aspects, etc. to support investment decisions and information disclosure. Regardless of any cases, if the REIT Manager is unable to perform his duties, it is a must to specify that the trustee will manage the REIT as necessary to prevent, stop or limit any serious damage to the benefits of the REIT or all unitholders in which the trustee may appoint another person to manage the Trust during the period.

- 1.12 Proceed to acquire core properties or immovable properties to be invested by the REIT in case of capital increase within 60 days from the establishment of the REIT for the first offering of trust units or from the closing date of the offering of units in the case of offering of units for capital increase.
- 1.13 The property investment shall be applied to the acquisition of ownership or possessory right of the property only. In case of the acquisition of possessory rights, it shall be the acquisition of document of entitlement in the form of Nor. Sor. 3 Kor or the acquisition of leasehold right with the document of ownership or document of possessory right in the form of Nor. Sor. 3 Kor only.
- 1.14 The immovable properties acquired shall not be under the enforcement of real right or have any disputes unless the REIT Manager and the Trustee have provided the opinion in official writing that enforcement of real right or disputes does not have any significant impact on the provision for benefits from properties and the conditions for the acquisition of such property are still generally beneficial to the unitholders.
- 1.15 The agreement of the contract of property's acquisition shall not be related to any provision or obligation that may lead the RIET unable to sell the property at fair price at the time of selling, Such as agreements that give rights to the contractual parties to purchase real estate of the Trust before others which the price is fixed in advance, etc., or may result in the more Trust's duties than the normal duties that the lessee should have when the lease contract is terminated.
- 1.16 Arrange for insurance for loss or other insurance to protect the benefits of the unitholders, which is similar to or can replace the insurance against loss to cover damage which may occur to the core properties, as mutually agreed by the counterparties without violating related laws and regulations and third party liability insurance against damage or loss caused by the core properties or operations related to the core properties. The insurance shall be from acceptable insurer with an insured sum at least sufficient and appropriate for the provision for benefits from the core properties.
- 1.17 Provide opinion on the transactions related to the acquisition of the core properties together with rationale and related supporting information in the document seeking

approval from the unitholders or the invitation letter calling unitholders' meeting to consider capital increase for additional investment in the core properties by the REIT Manager.

- 1.18 The disposal of the main property must provide a valuation of the property. Unitholders' meeting for approval resolution is required, to obtain consent from the Trustee. And disclose the information according to the regulations specified in the Trust Deed and related laws.
- 1.19 In case of any change in REIT Manager, the new REIT Manager shall agree to perform the duties in accordance with the Trust Deed and related laws and regulations. Meanwhile, the former REIT Manager shall provide necessary cooperation to ensure successful handover of the works.
- 1.20 In case of a modification or an amendment of the Trust Deed, the REIT Manager shall carefully proceed to ensure that the modification or amendment is in line with the conditions and methods specified in the Trust Deed and related regulations. Following the completion of the modification or amendment, the REIT Manager shall submit a copy of the new Trust Deed to the SEC Office within 15 (fifteen) days from the signing date or the date on which the Trust Deed was modified or amended, as the case may be.
- 1.21 In case of a change in Trustee, the REIT Manager shall proceed to notify the unitholders and the SEC Office of the change within the time specified in the Trust Deed.
- 1.22 Apply for approval to offer the units of the REIT in case of capital increase by certifying the correctness and completeness of the information relating to the performance of one's duties
- 1.23 Give opinion on the ability of the revenue guarantor obligations under the guarantee of revenue agreement (if any).
- 1.24 Proceed to list the sold units or the newly issued units (in case of capital increase) on the Stock Exchange of Thailand within 45 days from the closing date of unit offering.

- 1.25 Proceed to allocate the Units to any person or group of persons in accordance with the ratio and rules stipulated by relevant laws and regulations.

2. Duty in Managing the REIT and the Properties of the REIT

- 2.1 Give opinion to relevant officers regarding the qualifications or characteristics of the immovable properties invested by the REIT upon request by relevant agencies.
- 2.2 Supervise and monitor the renovations, improvements, and maintenance of the core properties to ensure that they are always in good conditions and ready for use to procure benefits as specified in the annual action plans.
- 2.3 Arrange to reform, restore, or modify core properties as necessary and appropriate and also it must be not inconsistent with the trust agreement and relevant laws including the land lease agreement with the land owner which is the location of the main property and a land, having been amended (Main lease), which must notify the trustee first.
- 2.4 Supervise and monitor the management of the core properties and the maintenance as necessary for the benefit in the management of security systems, fire protection system, communication system and management in the case of an emergency and repairing real estate. In the case of major repairs, the trustee must be notified first.
- 2.5 Manage and procure benefits from the core properties of the REIT as well as take any other actions necessary for the main asset management to be in accordance with the annual operation plan, Trust Deed agreement and related laws.
- 2.6 Take any actions to procure and / or accept transfers and / or perform other actions in conjunction with the Trustee for the purpose of letting trustee obtain a license, permit, waiver letter and / or other relevant and necessary document.
- 2.7 Facilitate with the Trust or the person assigned by the Trustee to audit the main property by the deadline of the working days and hours of the REIT manager, including giving information, words and / or delivering any documents (Except information, words and / or other documents relating to the intellectual property of the

REIT manager, or an affiliate of the REIT manager) as requested by the Trustee in case of necessity and suitability.

- 2.8 Facilitate the survey of core properties for value appraisal by the property appraisal company of the REIT or other persons designated by a property appraisal company. The REIT Manager shall also give information and message and/or deliver any documents (except for the information and message and/or any documents related to the intellectual property rights of the REIT Manager or its subsidiaries) upon request of the property appraisal company as deemed necessary and appropriate.
- 2.9 Prepare any documents related or relevant to the core properties possessed by the REIT Manager and/or possessed by the REIT Manager on behalf of the REIT including any accounting documents and evidence related or relevant to the REIT in place for the Trustee or persons designated by the Trustee and/or the auditors to inspect within the operating days and hours of the REIT Manager.
- 2.10 The REIT Manager shall also deliver any documents related or relevant to the REIT requested by the Trustee or persons designated by the Trustee and/or the auditors within 15 (fifteen) business days from the date on which such request is acknowledged or should be acknowledged, except on reasonable ground or otherwise agreed by the counterparties of the agreement.
- 2.11 Coordinate, provide information, submit documents, and deliver fees and house and land taxes arising from the main property on behalf of the Trustee for the REIT. Also deliver the withholding tax that the Trustee has a duty to withhold due to the management of the main assets and / or any other taxes related to the main property and / or the management of primary assets to the related government officers.
- 2.12 Notify the Trustee of the following issues in due time: (a) The existence of any damage or defect of the core properties including other equipment and facilities or upon occurrence of the event the will result in the reduction in the value of the core properties significantly, and (b) in case that there is any significant breach of contract by any tenant or contract party of the REIT related to the main property.

2.13 Undertake any other actions as deemed necessary and appropriate by the REIT to ensure that the core properties are in good condition and ready for procuring benefits or exactly in line with the objectives of the REIT Manager Appointment Agreement. In addition, the REIT Manager shall also provide suggestion on market situation in case that the REIT wishes to sell or assign the leasehold or sublease the core properties.

2.14 Supervise trust assets to prevent any loss.

3. Duty in Carrying Out Accounting and Financial Reports, and Reports on Management and Internal Audits

3.1 Prepare and disclose information of the REIT to the SEC Office, the Trustee, and the Unitholders in compliance with the provisions stipulated in the Trust Deed and the securities laws including submitting the annual report of the REIT together with the notification letter in form of two-way communication, within 4 months from the end of the trust's fiscal year.

3.2 Arrange to have the accounting and various financial reports related to the management of the REIT and its core properties, as assigned by the Trustee or as deemed necessary and appropriate, in place; and submit such reports and documents to the SEC Office, the Stock Exchange of Thailand, the Trustee, and the Unitholders within the time frame specified by the Trustee in order to correspond with the securities law, other relevant laws, and the orders of relevant competent officers.

In this regard, the REIT Manager shall prepare such accounting and financial reports in compliance with the generally accepted accounting principles by separating the properties and/or any interests arising from the core properties invested by the REIT and/or any properties that had been accepted and/or should be accepted by the REIT Manager on behalf of the REIT; from its own properties. The REIT Manager shall file the documents and evidence supporting the accounting process in complete condition and ready for the inspection of the Trustee for a period of at least 5 (Five) year.

3.3 Deliver the following documents to the Trustee within the time frame assigned by the Trustee in order to comply with the securities law, other relevant laws, and the orders of relevant competent officers.

- (1) Appraisal reports and asset appraisal review reports must be delivered to the trustee within 30 days from the completion date of the appraisal or review.
- (2) Submit reports on the net asset value and the Unit value of the REIT at the last business day of each quarter to the Trustee for certification before submitting them to the SEC Office within 45 (forty-five) days from the end of each quarter.
- (3) Information regarding the list of individuals related with the REIT manager is initially delivered upon the establishment of the REIT and delivers information every time there is a change in the list of related persons. Furthermore, if transactions occur with related parties of the REIT manager, a summary of the transaction details between the REIT manager, or their affiliates, alongside the manager's opinions, will be provided to the trustee for consideration before proceeding with the transaction.
- (4) Disclose the information of connected transactions between the REIT and the REIT Manager or its related persons for the previous and current accounting periods in the annual report and the financial statements of the REIT.
- (5) Report details about related persons in the invitation to unitholders' meeting for approval of various transactions.
- (6) A progress report on the development of core assets, in cases where REIT invests in properties that are not yet completed, must be submitted every six months from the investment date. These reports should be disclosed within 30 days after the end of each six-month period. Once the development is complete and the assets are ready for use, additional information including the completion date must be prepared and disclosed within 30 days from the project's completion.
- (7) Information regarding transactions involving the acquisition or disposal of the REIT's core assets must be submitted to the trustee and disclosed to the trust unitholders immediately upon the occurrence of such transactions.

- (8) Disclose the information of the acquisition or disposition of the core properties and equipment of the REIT for the previous and current accounting periods in the annual report and the financial statements of the REIT.
- (9) Submit the updated information about borrowing and creation of encumbrances of the REIT together with the borrowing agreement to the Trustee for information before the date on which the REIT enters into an agreement.
- (10) Information regarding loan transactions and obligations of the trust in the previous and current fiscal years must be disclosed in REIT's annual report and financial statements.
- (11) Submit the information related to the transaction deemed by the Trustee as having significant impact on the properties of the REIT as requested by the Trustee at least 14 (fourteen) days before executing any transaction.
- (12) Submit the financial statements of the REIT.
- (13) A report on significant events of the trust must be made in cases where the REIT suffers severe damage, where the REIT is unable to derive benefits from all or part of its assets, where the REIT changes its objectives or investment policies, or in events that require the termination of the trust. Such events must be reported to the Securities and Exchange Commission (SEC) without delay.

The aforementioned reports are just samples of primary requirement. There may be modifications, increase or reduction in number and type of the reports, or change of reporting format in the future in order to correspond with the securities law, other relevant laws, and the orders of relevant competent officers.

4. Duty in Executing Agreement Relating to the Provision for Benefits from Immovable Properties

- 4.1 The REIT shall procure benefits from its core properties which are immovable properties only through leasing and/or subleasing.

- 4.2 The REIT Manager shall control, supervise, implement controlling measures, and undertake any other actions as deemed necessary and appropriate to ensure that lessee and/or the sub-lessee perform their functions in accordance with the duties, conditions and/or agreements specified in the lease/sublease contract, the rules, criteria, regulations and any provisions of the core properties or policy related to the core properties.

8.1.4 Personnel

As of 31 December 2024, Land and Houses Fund Management Co., Ltd. had a total of 105 employees.

Details of the persons in charge of the major work units of the company are as follows:

Unit	No. of Personnel	Person in Charge	Qualifications and Experiences
Infrastructure and Property Fund Department	7	Mr. Natkawin Jiamchoatpatanakul	Senior Vice President 15-year experience in finance, asset management, and property investment fields.
		Mrs. Nattapat Tonkittirattanakul	Vice President 16-year experience in property fund management field.
		Miss Panchanit Nilrat	Assistant Vice President 9-year experience in finance and property investment fields.
		Miss Rattanaporn Nawarat	Manager 9-year experience in finance and property investment fields.
		Miss Thumavadee Inpoowa	Manager 13-year experience in finance and property investment fields.
		Miss Supranee Ninlaor	Senior Officer, 8-year experience in finance and property investment fields.
		Miss Wassana Chaithong	Officer 0.8-years' experience in finance and property investment fields.
Fixed Income Department	3	Mr. Phuchsagunt Tanaworakitsakun	Manager 16-year experience in asset management business.

Unit	No. of Personnel	Person in Charge	Qualifications and Experiences
Dealing Department	6	Miss Chantira Thadanipon	Vice President 20-year experience in finance field and asset management business.
Fund Operation Department	4	Miss Laddawan Kongsri	Vice President 16-year experience in finance field and asset management business.
Fund Accounting Department	5	Mrs. Narumol Senthong	Vice President; 23-year experience in finance field and asset management business.
Registrar Department	7	Mr. Nitipat Kamolsuppajiroj	Vice President; 15-year experience in finance field and 16-year in asset management business.
Marketing Strategy Department	4	Mr. Ittaboon Jenchaijitwanich	Vice President; 10-year experience in finance field and 12-year in asset management business.
Customer Relations and Marketing Support Department	2	Mr. Wichit Batao	Senior officer 13-year experience in finance field and asset management business.
Information Technology Department	12	Mr. Peerapun Sangpun	Assistant Managing Director; 8-year experience in securities business.
Compliance and Risk Management Group	8	Ms. Pawanud Iamnawachatul	Assistant Managing Director; 33-year experience in Compliance, Audit and Risk business.

8.1.5 Processes and Conditions to change the REIT Manager

8.1.5.1 Reasons for the change of the REIT Manager

- 1) The REIT Manager is required to notify the Securities and Exchange Commission, Thailand (SEC) in writing of the intention to resign from a position to get approved of the resignation.
- 2) The Office of the SEC revokes the approval of the REIT manager or suspends the REIT manager's duties for over 90 days.
- 3) In case of the approval of the REIT Manager expires and he/she does not request for an extension to the SEC Office.
- 4) The REIT Manager is ordered by a court. The court issues an order for the rehabilitation of the REIT Manager or the REIT Manager as juristic person comes to an end.
- 5) The Trust unitholders' meeting resolves to remove the REIT Manager because the REIT manager violates or fails to perform duties or does not appear to comply with the relevant laws as stipulated in the REIT Manager Appointment Agreement and the Trustee has already issued a letter to notify the REIT manager of the termination of the agreement to appoint the REIT manager.
- 6) The REIT Manager wishes to leave the position under the REIT Manager Appointment Agreement as he/she has no intention of ceasing to be the REIT Manager as approved by the SEC Office.
- 7) According to the Agreement, the REIT Manager has exercised the right to terminate the agreement as specified in the REIT Manager Appointment Agreement in case that the Trustee violates or fails to perform or breach any condition as specified in the REIT Manager Appointment Agreement.

8.1.5.2 Resignation and duties after the REIT Manager's resignation

Resignation of the REIT Manager

If the REIT Manager wishes to resign, he/she must notify the Trust unitholders through the information system of the SET and submit a written notice to the Trustee at least 90 days prior to the effective resignation date. This resignation must not cause damage to the beneficiaries and the Trustee. While the Trustee is on process to appoint a new REIT Manager, he/she must be in charge until the new REIT Manager is able to be ready to be in charge in

accordance with the REIT Manager Appointment Agreement. The period shall not exceed 90 days from the effective date of the termination of the REIT Manager Appointment Agreement.

Duty after resignation

After the REIT Manager has submitted the resignation letter mentioned above, he/she is required to:

1. hand over the work: work system, customer list, account, documents and any information relating to the performance of the REIT Manager's duties whether they are secret information or not, to the Trustee and / or the new REIT manager as well as any actions reasonably requested by the Trustee enabling the new REIT Manager to carry on the jobs as a new REIT Manager for the maximum benefit for the Trust and the Trust unitholders.
2. Keep the confidential information of the REIT and do not disclose any customer lists, drafts as well as any other documents which are the REIT's trade secret to third parties without obtaining the prior written consent of the Trustee unless it is a disclosure to government agencies according to the requirements of the law or public disclosure at the time of disclosure or distribution.
3. perform other required duties enabling the new REIT Manager to carry on duties continuously in accordance with the REIT Manager Appointment Agreement.

8.1.5.3 Appointment Process of a New REIT Manager

The Trustee shall request a resolution of the unitholders to appoint a new Trust's REIT Manager within 60 days after the date of the occurrence appeared in No.8.1.5.1 and the trustee shall proceed to appoint a new REIT Manager within 30 days from the date of receiving the resolution or a date specified in the notification of the SEC Office. In addition, if a resolution is not provided even it was requested, the Trustee shall appoint a new REIT Manager by considering the best benefit for the Trust unitholders.

If the Trustee is not able to recruit a new REIT Manager because there is no qualified person or no interested person, he/she is required to be in charge on behalf of the REIT Manager as stipulated in the REIT Agreement and under the rules stipulated in the Securities Law and other relevant laws.

8.1.6 Management of Other Trust.

As of December 31, 2024, other real estate investment trusts under the management of the trust manager include LHHOTEL Leasehold Real Estate Investment Trust" (LHHOTEL), which invests in hotel properties and three converted property funds:

1. Quality Houses Hotel and Residence Freehold and Leasehold Real Estate Investment Trust (QHHRREIT) – investing in hotel properties.
2. Quality Houses Business Complex Leasehold Real Estate Investment Trust (QHBREIT)– investing in office buildings for rent.
3. Land and House Residence Freehold and Leasehold Real Estate Investment Trust (LHRREIT) – investing in residential properties and serviced apartments.

In carrying out their duties under trust agreements and related contracts, the trustee and trust manager must exercise reasonable caution to prevent conflicts of interest between the trusts, the trustee, or the trust manager.

8.2 The Property Manager

General Information

Name of Property Manager	: L&H Retail Management Company Limited
Location	: 1 Q. House Lumpini Building, 15 th Floor, South Sathorn Road, Tung Maha Mek, Sathorn, Bangkok 10120.
Company Registration No.	: 0105555014553
Telephone	: 02 343 8899
Facsimile	: 02 343 8890
Registered Capital	: Baht 100,000.
Paid-up Capital	: Baht 100,000.

The REIT Manager shall mention in the Trust Deed when it wish to delegate pert of the duties of property management to the Property Manager by specifying the remuneration in performing the function of Property Manager as well as the duties and responsibilities of the Property Manager as follows:

1. Manage and maintain the core properties of the REIT effectively to ensure that they are in good conditions and ready for generating regular income for the REIT.
2. Arrange for the core properties to be reformed, restored, or modified as deemed necessary and appropriate.
3. Collect revenue from the core properties and other related properties,

4. Perform the function of Property Manager under the principal of duty of loyalty and duty of care by taking into consideration the standard of professionalism as a property manager and the benefits of the REIT.
5. Undertake any other actions specified in the Trust Deed, or as delegated by the REIT and the property investment committee, or any actions prescribed by the SEC Office as duties of the Property Manager.

8.3 The Trustee

8.3.1 General Information

Name of the Trustee	: SCB Asset Management Company Limited
Location	: 7 th –8 th Floors, SCB Park Plaza 3, No.18 Ratchadapisek Road, Jatujak , Bangkok 10900
Company Registration No.	: 0105535048398
Telephone	: 02 949 1500
Website	: http://www.scbam.com/
Registered Capital	: Baht 200,000,000.
Paid-up Capital	: Baht 100,000,000.

8.3.2 Shareholder's Structure

The Siam Commercial Bank Public Company Limited:	99.99%
Others:	0.01%
Total:	100.00%

8.3.3 Duties and Responsibilities of the Trustee

- (1) Perform duties with due care and loyalty for the best benefits of the Unitholders as a whole and in compliance with the Trust Deed and the relevant laws as well as any additional commitments provided in the document disclosed to investors (if any). In case there is any damage arising from the failure to undertake its duties, the Trustee shall be liable to such damage without any limitation of liability.
- (2) Monitor and oversee the activities of the REIT Manager and other assigned person according to 8.3.2 (7) (if any) to ensure that they perform their functions in compliance with the Trust Deed and other relevant agreements.

- (3) Attend every Unitholders' meeting and undertake the following actions if the Unitholders' resolution with respect to any proposed action is sought for:
 - (3.1) Respond to inquiries or give opinions whether or not such action is in compliance with the Trust Deed or the relevant laws;
 - (3.2) Lodge a protest and notify the Unitholders that such proposed action could not be pursued if it is in contravention of the Trust Deed and the relevant laws.
- (4) Enforce the repayment of debts or supervise the enforcement of debt repayment to comply with the agreements between the REIT and third parties.
- (5) Manage the REIT on behalf of the REIT Manager in case that there is no REIT Manager or the REIT Manager is unable to perform its duties. Such action shall be pursued in accordance with the regulations stipulated in the Trust Deed and the relevant laws.
- (6) Have other rights, duties and responsibilities as specified in the securities law and other relevant laws.
- (7) Assign the REIT Manager to manage the properties which are not core properties of the REIT on behalf of the Trustee.
- (8) Rectify the Trust Deed as per order of the SEC Office.
- (9) Prohibited to set off the obligation arising beyond the performance in trusteeship owed by the trustee to a third party against the obligation arising from the management of trust owed to the trust by the third party. In case of contravention to this regulation, the action shall be voided.
- (10) In proceeding with a juristic act or a transaction with a third party, the Trustee shall notify the third party in writing that it acts in trusteeship, and apparently stipulates in the evidence of that juristic act or transaction that it acts in trusteeship.
- (11) Prepare an account of the REIT's property separately from any other accounts under its responsibility. In cases where the Trustee manages several REITs, it shall prepare the account of trust property of each REIT separately. In doing so, the Trustee shall keep such account correct and up-to-date.

In managing a REIT, the Trustee shall segregate the REIT's property from those held in its own capacity and any property in its possession. In cases where the Trustee manages several REITs, it shall segregate the property of one REIT from another.

- (12) In cases where the Trustee fails to perform the duty under the aforementioned clause which causes the REIT's property to be commingled with the property held in its own capacity in the manner that it is unable to distinguish the REIT's property from those held in its own capacity, it shall be presumed that:

(12.1) The commingled property is held in the REIT;

(12.2) The damage and liability arising from the management of commingled property are the Trustee's own bearing;

(12.3) The benefit arising from commingled property belongs to the REIT.

The commingled property according to paragraph one shall include property which has been changed or transformed from the commingled property.

- (13) In cases where the Trustee fails to perform duty under the aforementioned clause which causes the property of two or more REITs to be commingled in the manner that it is unable to identify to which respective REIT the property belongs, it shall be presumed that the commingled property, including property that is transformed into a different form or state, and any benefits or obligations incurred from the management of such commingled property shall belong to each REIT in proportion of an amount brought to commingle.

- (14) The trustee shall not delegate its duty to other persons except where:

(14.1) The Trust Deed provides otherwise;

(14.2) It is a transaction that is not personal in nature and needs no capability of trustee's profession;

(14.3) It is a transaction that a reasonable prudent owner of the property of the same characteristics as the REIT's property, who manages such property with similar objectives to those of the REIT, may delegate a third person to manage such property;

(14.4) It is the function of safekeeping of assets, preparation of Unitholder Register, or back office operation.

(14.5) Any other cases that are responsible by the REIT Manager and comply with the Trust Deed or the regulations specified by the SEC in its notification as delegable matters.

In cases where the Trustee contravenes the first paragraph, the management shall bind the Trustee personally, and not bind the REIT.

- (15) In case where the Trustee delegates the duties in relation to the management of the REIT to other persons, the Trustee shall act prudently and carefully in such selections and shall

oversee and inspect the performance of such delegated duties adequately by establishing measures related to the delegation of duties in accordance with the regulations stipulated in the Notification of the Securities and Exchange Commission No. KorKhor.1/2553 Re: Work System, Contact with Investors and General Business Operation of Trustees as follows:

- (15.1) Selection of appropriate persons for delegation of duty which takes into account the readiness of the work system and of the delegated persons as well as any possible conflict of interest between the delegated persons and the REIT's property;
- (15.2) Control and monitoring of performance of the delegated persons;
- (15.3) Actions to be taken by the Trustee in the event that the delegated persons become inappropriate for further delegation of duties.

In this respect, the SEC may stipulate details of proceeding to be abided by the Trustee on such matters.

- (16) In case of change of Trustee, if the new Trustee finds that before taking its trusteeship, the previous management of the REIT has contravened the provisions stipulated in the Trust Deed or the Trust Act, and consequently caused damage to the REIT's property, the new Trustee shall proceed as follows:

- (16.1) Claim compensation from the Trustee who is liable to the damages;
- (16.2) Recover a property from a third person regardless of whether such third person directly acquired such property from the former trustee and whether such property is transformed into a different form or state, except the acquisition of the property was done in good faith and for value, providing further that the person acquired that property did not know or should not have known that the acquired property has been disposed or transferred in breach of trust.

- (17) In managing a REIT or delegating any person to manage a REIT in accordance with (14), if there is any expenses, proceeds or other properties obliged to pay a third person which the Trustee rightfully pays from property held in its own capacity with due necessity, the Trustee shall be entitled to obtain reimbursement from proceeds or property out of the REIT's property unless the Trust Deed specifies that the payment shall be borne by the Trustee.

The right to obtain reimbursement from the proceeds or property under the first paragraph shall have priority over the claim of a beneficiary and the claim of a third person against the REIT's property and may be immediately exercised, at any time before the REIT is terminated. In cases where the transformation of the REIT's property is necessary in order to reimburse the proceeds or property to the Trustee, the Trustee is empowered to do so but only to the extent that it is done in good faith.

For the purpose of protecting the REIT's property, the SEC shall have the power to issue notifications prescribing rules, conditions and procedures concerning the payment of the Trustee's own money or property to the third person under the first paragraph or the exercise of trustee's right under the second paragraph.

- (18) The Trustee shall be prohibited from exercising the right under (17) unless it has performed all of its obligations owed to the REIT except where those obligations can be set off under the Civil and Commercial Code.
- (19) In cases where the Trustee fails to manage the trust in accordance with the Trust Deed or the Trust Act, the Trustee shall be liable to indemnify the REIT.

In cases where it is necessary and there is a reasonable ground for the benefit of the REIT, the Trustee may apply for the SEC Office's approval prior to the management of trust in a different manner from those stipulated in the Trust Deed. The Trustee shall not be liable under the first paragraph if the Trustee manages the trust property as approved, in good faith and for the best interest of the REIT.

- (20) The Trustee shall ensure that the Trust Deed complies with all material aspects of the relevant laws and shall act in accordance with the following rules:
 - (20.1) Ensure that any amendment to the trust deed complies with the procedures and conditions as specified in the Trust Deed and the rules as stipulated in the relevant law;
 - (20.2) In case an amendment to the Trust Deed fails to meet the requirements as prescribed under Sub-clause (20.1), the Trustee shall proceed in accordance with its power and duties as specified in the Trust Deed and the Trust Act in order to protect the rights and interest of the Unitholders as a whole;
 - (20.3) In case there is any subsequent change to the rules relating to the offering of Units or REIT management promulgated under the Securities and Exchange Act and the Trust for Transactions in Capital Market Act, the Trustee shall

amend the Trust Deed in compliance with such rules according to the procedures specified in the Trust Deed or in accordance with the SEC Office's order.

(21) The Trustee shall govern, control and monitor the REIT Manager or any other assigned person (if any) to ensure compliance with the Trust Deed and the relevant laws. The governing, control and monitoring shall include the following duties:

- (21.1) Ensuring that the REIT is managed by the REIT Manager whose approval from the SEC Office shall last throughout the entire existence of the REIT, except for the case of (23);
- (21.2) Governing, monitoring and proceeding as necessary to ensure that the assigned person has maintained the qualifications and has performed duties in compliance with the Trust Deed and the relevant laws, including dismissal of the current assigned person and appointment of a new one;
- (21.3) Governing that the investment of the REIT complies with the Trust Deed and the relevant laws;
- (21.4) Governing that the information of the REIT is disclosed accurately and completely in compliance with the Trust Deed and the relevant laws;
- (21.5) Giving opinions relating to management or execution of transactions for the REIT by the REIT Manager or other assigned person (if any) in support of seeking resolutions of the Unitholders' meetings, disclosure of REIT information to investors, or upon request of the SEC Office.

(22) In case the REIT Manager has acted or failed to act causing damage to the REIT, or the REIT Manager has failed to perform its duties in accordance with the Trust Deed, the Trustee shall proceed as follows:

- (22.1) Submit a report to the SEC Office within 5 business days as from the date when such circumstance becomes known or should have been known;
- (22.2) rectify, desist or mitigate such damage as deemed appropriate.

(23) In case the REIT Manager is unable to perform its duties, the Trustee shall manage the REIT as necessary to prevent, refrain or limit severe damage to the REIT or the Unitholders as a whole, and shall proceed in accordance with the powers and duties as specified in the Trust Deed and the Trust for Transactions in Capital Market Act B.E. 2550 (2007) in appointing a new REIT Manager.

Whereas the Trustee shall replace the management of the REIT under the first paragraph, it may appoint another person to manage the REIT in the interim, provided that such

appointment is in accordance with the scope, rules and conditions as specified in the Trust Deed.

- (24) In case the Trustee is also a Unitholder of the REIT, the Trustee shall cast any vote or take any action by taking into account the best interest of the overall Unitholders by adhering to the principles of good faith and care, including avoidance of any conflict with or effect on the performance of its duties as Trustee of the REIT.
- (25) The Trustee shall prepare the Unitholders' Register, or assign a licensed securities registrar to prepare such register on behalf of the Trustee. The Unitholders' Register shall contain at least the particulars specified in the Notifications of the SEC.
- (26) The Trustee shall provide evidence representing the rights in units and shall deliver it to the Unitholders, which shall convey at least the information specified in the Notifications of the SEC, except where the evidence is provided by the system of a securities depository center.
- (27) Subject to the rules under (26), in case a Unitholder requests the Trustee or the Securities Registrar to issue new evidence representing rights in units to replace the one having been lost, faded, or materially damaged, the Trustee shall proceed to conform to the request within a reasonable period of time.

8.3.3 Trustee and Custodian Fees

The Trustee of the REIT is entitled to receive remunerations in terms of trustee fee and custodian fee on a monthly basis at the rate of 1.00% per annum of the adjusted net asset value of the REIT, which is equivalent to total asset value minus non-interest bearing liabilities and borrowings of the REIT to the extent that these do not exceed 10% of total assets. The fee is calculated by the REIT Manager and certified by the Trustee. The REIT Manager shall calculate the trustee fee at the end of the last day of every month and collect such fee by monthly amortization from the REIT's account, with a minimum fee of Baht 2,000,000 per annum.

8.4 Investment Committee of the REIT

- None -

8.5 Name, Address, and Telephone Number of Related Parties

8.5.1 Auditors

Name : EY Office Company Limited
Address : 33rd Floor, Lake Rajada Office Complex,
 193/136-137 New Rajadapisek Road, Khlong Toei,
 Bangkok 10110
Telephone : 0-2264-0909
Facsimile : 0-2264-0789-90

8.5.2 Registrar

Name : Thailand Securities Depository Company Limited
Address : 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400
Telephone : 0-2009-9000
Facsimile : 0-2009-9991

8.5.3 Appraisal Firms

Name : TAP Valuation Company Limited
Address : 121/101 Ratchadaphisek Road, Dindaeng,
 Bangkok 10400
Telephone : 0-2642-2712-4
Facsimile : 0-2642-2711

8.6 Historical Records of Administrative Sanctions and Fines Being Imposed

- None –

9. Corporate Governance

9.1 Corporate Governance Policy

The Management Company has maintained a policy to adhere strictly to the securities laws as well as the notifications, rules, regulations, orders, or circular notices amended or promulgated by the SEC, the Capital Market Supervisory Board, the SEC Office, and the Stock Exchange of Thailand. It has set up an Investment Advisory Committee and an Investment Committee to deliberate matters related to investment and has a Fund Supervisor to review the Company's operations.

The Company has committed to ensure good corporate governance through the preparation of reports on conflicts of interest, as well as the establishment of an appropriate asset management operating system, code of ethics in asset management business, and other related measures.

9.2 Sub-Committee

Property Investment Committee of the Management Company consists of:

- | | | |
|----|----------------------------------|----------|
| 1) | Mr. Monrat Phadungsit | Chairman |
| 2) | Mr. Natkawin Jiamchoatpatanakul | Member |
| 3) | Mrs. Nattapat Tonkittirattanakul | Member |
| 4) | Miss. Panchanit Nilrat | Member |

However, Property Investment Committee requires a Member who have special interest in the particular meeting agenda will not be attend that agenda.

9.3 Committee Meeting

The meeting will be in accordant with the Investment Committee Meeting of the REIT

9.4 Indirect Investment through Company's Equity

-None-

9.5 Control of Inside Information

The Management Company has proper control of using inside information by adopting the following measures:

1. Separation of Work Area and Accessibility Control

- 1.1 The Management Company has arranged for the working space of the Investment Division, of which major responsibility involves decision making in investment and sending trading orders to brokers, to be separated from other work units. An Access Control System is introduced to ensure effective security control of inside information.
 - 1.2 Any access to the control area must seek prior authorization from the Head of Investment and being recorded in the access registration list.
2. Staff Dealing Rules
- The Management Company has set forth regulations pertaining to securities trading of its employees. Such regulations cover procedures in granting approval to the trading of securities and the RIET units with which all employees are required to comply strictly.
3. The Compliance Unit closely monitors the transactions related to securities in the Watch List and Restricted List. Details of such transactions are as follows:
- In circumstances where the company acts as the REIT's founder and/or REIT manager, signing agreements regarding the study of the company's primary assets listed on the stock market.
 - The REIT Manager is in the process of making distribution payment of the REIT.
4. Disclosure of Connected Transactions according to the Notifications of the SEC Office as well as the SET Regulations. Procedures for the disclosure are as follows:
- 4.1 The Compliance Unit shall control the connected transactions by identifying the persons who have connection with the liquidity management in the Bonanza Investment System. In this respect, the entry of information shall be done by the Risk Management Department subject to the approval of the Compliance Unit. Whenever the Investment Department makes a transaction with such connected persons, approval from the authorized person is required before any further execution.
 - 4.2 In case of property investment, when the Investment Department invests in the property for the REIT, the REIT Manager shall disclose such connected transaction to the Stock Exchange of Thailand on the same date of the transaction.

The measures for preventing conflicts of interest are determined on the ground that the Board of Directors are not involved in day-to-day operations and the REIT Manager does not have access to the investment database everyday, except for the necessary case such as debt services default by the issuer of the securities, etc., and the issue is reported to the Board of Directors. Since the information has not made known to the public yet, the name of the securities therefore shall appear on the Watch List and Restricted List.

9.6 Decision Making on Investment and Management of the REIT

The REIT Manager has established the processes and procedures in selecting immovable properties for investment. The criteria for selection include marketing and financial feasibility, validity of certificates of ownership, inspection of building, value appraisal of the property, and opinion of financial advisor. In managing the REIT, the REIT Manager possesses a total of 14 operating systems as mentioned below and a team of qualified and experienced staff including REIT management, operations functions, and back office operations, with the main objective to manage the REIT for the benefits of the Unitholders.

Operating Systems of the REIT Manager

The REIT Manager has important operating systems as follows:

Main Systems	Sub-Systems
Property Selection and Investment Consideration	<ul style="list-style-type: none"> ● Procedure of defining policy for REIT management ● Property selection procedures ● Capital structure of the REIT ● Policy and strategy formulation in optimizing REIT's assets.
Strategy Formulation and Management of the REIT	<ul style="list-style-type: none"> ● Governance framework for risk management related to REIT's investment, ensuring compliance with the trust deed and relevant regulations. ● Risk management related to REIT's investments ● Criteria for considering property insurance (Types and coverage limits of insurance) ● System for analysing the ability of the income guarantor of the REIT.

Main Systems	Sub-Systems
System for managing conflicts of interest	<ul style="list-style-type: none"> ● Procedure of control individuals who may have conflicts of interest ● Transactions between the REIT and REIT manager or individuals related to REIT manager ● Prevention of Conflicts of Interest in Managing the REIT
Selection of Service Provider	<ul style="list-style-type: none"> ● Criteria for selecting personnel of the REIT manager. ● Criteria for selecting assignees for tasks related to the operation of the REIT ● Criteria for selecting service provider, professional and consultant
System for monitoring the operations of the REIT manager and the personnel of the REIT manager, as well as monitoring and supervising assignees in tasks related to the management of the REIT	<ul style="list-style-type: none"> ● Monitoring system for sublessor and property manager ● Monitoring system to ensure that the REIT Manager maintain appropriate qualifications and properly perform its duties. ● Compliance manual of Compliance department
System supporting information disclosure of the REIT.	<ul style="list-style-type: none"> ● Information Disclosure System of the REIT
Back Office Operating System	<ul style="list-style-type: none"> ● Monitoring system for revenue collection and expense disbursement ● Financial statement preparation system and the net asset value (NAV) system ● Operating System of Compliance department
Internal Control and Handling of Complaints and	<ul style="list-style-type: none"> ● Internal control and audit systems

Main Systems	Sub-Systems
Disputes	
Communication system with investors and handling investor complaints.	<ul style="list-style-type: none"> Guidelines for handling of complaints
Legal Dispute Management System	<ul style="list-style-type: none"> Dispute resolutions

9.7 Selection of Property Manager

The Management Company has implemented procedures for selecting the property manager, taking into consideration the qualifications prescribed by the SEC Office (if any). The qualified property manager must be capable of managing the assigned property. In addition, it must have a team of knowledgeable and experienced personnel in property management, strong financial position (demonstrated by the operating results over the past 3 years), credible management structure, and adequate measures for preventing conflicts of interest, with the main objective to protect the benefits of the Unitholders.

9.8 Supervision of the Performance of the Property Manager

The REIT Manager has assigned the Property Manager to manage and procure benefits from the properties invested by the REIT and set forth the following guidelines for supervising the Property Manager in undertaking such functions:

- 1) The Property Manager shall prepare the annual budget subject to approval of the Management Company in the capacity of the REIT Manager.
- 2) The Management Company shall undertake regular site visit to ensure that the properties are in good condition, ready to utilization, and are used in accordance with the objective and details specified in the Project.
- 3) The Management Company shall arrange meetings with the Property Manager in order that the operating results are reported regularly.
- 4) The Management Company shall review the operating results of the Property Manager or monitor the interests of the REIT from the REIT's financial statements both on the aspects of revenue collection and expenditure management on a monthly and quarterly basis.

- 5) Other related measures.

9.9 Monitoring of the Interests of the REIT

The REIT Manager has the primary objective to ensure that the Unitholders of the REIT receive regular and on-going interests from investment by taking into consideration the benefits derived from the development and quality enhancement of the core properties. The REIT Manager has the guidelines and mechanisms in monitoring and supervising the interests arising from the core properties of the REIT as follows:

- 1) The REIT and the Trustee shall monitor the operating performance of the REIT each year by making comparison with the annual budget and the performance of the REIT over the past year in order to ensure that the properties invested by the REIT are generating profits for the REIT. In case that the operating results of core properties fail to meet the target, the REIT Manager and the Trustee shall undertake detailed analysis to find out the cause and closely cooperate with the Property Manager to develop future action plans to improve the performance of the core properties in accordance with the targets or projections.
- 2) The REIT Manager and the Property Manager shall cooperate to enhance growth of the REIT and develop good relationship with all types of clients. Moreover, they shall manage the occupancy rate and the rental fee properly in order to generate maximum benefits for the REIT. At the same time, the REIT Manager and the Property Manager shall cooperate to control and manage the cost of marketing and the risks arising from management of the core properties.
- 3) The REIT Manager and the Property Manager shall cooperate to increase the efficiency in managing the core properties and shall control and manage the spending on operations without having adverse impact on the quality of services.
- 4) The REIT Manager and the Property Manager shall work closely to enhance the capacity of the core by undertaking the following:
 - Determine target group of the core properties through adjustment of marketing strategy and level of services. The rental rate shall also be set appropriately in correspondence with the needs of each target group.
 - Oversee and maintain the area of the core properties such as improvement of the public and common areas as well as improvement of specific area for appropriate use.

- Improve the image of the core properties, maintain them up to professional standard, and repair them for proper use in order to ensure customers' satisfaction.

9.10 Remunerations of the REIT Manager

The REIT Manager is entitled to receive a monthly management fee of not exceeding 2.00% p.a. of the net asset value, which is calculated by the REIT Manager and certified by the Trustee. The REIT Manager shall calculate the management fee on a monthly basis on the last day of each month and collect from the REIT by monthly amortization from the REIT's account. The total of management fee shall not be lower than 3,000,000 Baht per year.

9.11 Disclosure of Information

9.11.1 Reports of the REIT

The Management Company shall prepare an annual report of the REIT as of the end of each accounting period and submit such report to the Unitholders whose name appear on the Unitholders' Register as well as the SEC Office within 4 months from the end of the accounting period. Such report shall contain the information specified in the Notification of the SEC Office.

9.11.2 Report on Investment in or Disposition of Immovable Properties or Leasehold Right

The Management Company shall submit the summary of material information regarding investment in or disposition of immovable properties or leasehold right of the REIT to the Unitholders and the SEC Office within 15 days from the date on which the property or the leasehold right was invested or disposed of and shall arrange for such material information to be placed at every premises of the Management Company and the Head Office of the Trustee within 15 days from the date on which such property or leasehold right was invested or disposed of in order to enable the investors to have a review on such matters. The summary document shall contain material information prescribed in the Notification of the SEC Office.

9.11.3 Report on Other Incidents as Specified by the SEC and the Stock Exchange of Thailand

The REIT Manager shall disclose the information in compliance with the provisions of the SEC and the Stock Exchange of Thailand via the website: www.set.or.th.

9.12 Unitholders' Meeting

The REIT Manager shall arrange meetings for the Unitholders as follows (including amendments):

1. The REIT manager may only seek resolutions from trust unit holders through a meeting.
2. The reasons for seeking resolutions and holding meetings must comply with the following conditions, and the trust manager must organize meetings in the following cases:

(a) If trust unit holders collectively holding no less than 10% of the total issued trust units submit a written request, clearly stating the reason for calling a meeting, the trust manager must arrange the meeting within 45 days from receiving the request.

(b) If the trustee deems it necessary or appropriate to propose a matter for resolution, the trust manager must organize the meeting within one month from receiving a request from the trustee. However, the trustee retains the right to discuss the necessity with the trust manager.

(c) If the REIT manager considers it necessary or beneficial for trust management to propose a matter for resolution, they may call a meeting, without affecting the trustee's right to discuss the necessity.

(d) If the REIT manager intends to act differently from the commitments outlined in the trust unit offering request or prospectus, as well as the conditions stated in the trust formation agreement.

. The REIT manager shall proceed with the steps to convene a meeting of trust unit holders as specified in the trust formation agreement

Calling of Unitholders' Meeting

1. The REIT manager must prepare a meeting notice containing sufficient details for trust unit holders to make informed decisions. The notice must at least include:
 - Information on the meeting process and voting procedures.
 - Meeting agenda and matters to be presented, clearly classified as informational, approval-required, or for consideration.
 - The trust manager's opinion on the matters.
 - If a resolution is required, the impact on trust unit holders should also be outlined.

2. The REIT manager must send the meeting notice to trust unit holders in advance, following these timeframes:
 - At least 14 days before the meeting if the agenda requires approval by at least 3/4 of the trust units held by attending and voting trust unit holders.
 - At least 7 days before the meeting for all other cases.
3. The REIT manager must publish the meeting notice in at least one local daily newspaper no fewer than three days before the meeting date.

Proxy Authorization

The Unitholders may authorize a proxy to attend the meeting and vote on their behalf. The proxy form must be duly dated and signed by the Unitholders who authorize the proxy and delivered to the REIT Manager or the person designated by the REIT Manager at the meeting venue before the proxy attending the meeting.

Quorum for the Meeting

- (a) A quorum has to consist of not less than 25 Unitholders or proxies, or not less than half of the total number of the Unitholders who hold an aggregate amount of not less than one third of the total units sold;
- (b) If a quorum is not present within 1 hour after the appointed time for the commencement of the meeting, the meeting shall be dissolved in the case that the meeting is convened upon the request of the Unitholders. If the meeting is not convened at the request of the Unitholders, the REIT Manager shall call another meeting by sending the calling notice to the Unitholders not less than 7 days prior to the meeting. In this latter case, a quorum is not required.

Presiding at the Meetings

The REIT Manager shall appoint any of its directors, who is the representative of the REIT Manager, to preside as Chairperson at the Unitholders' meeting. The Chairperson shall have the power and duties to ensure that the meeting proceeds smoothly and properly. Notwithstanding, in the case that the REIT Manager has interests in the matter under consideration, the Trustee or the representative of the Trustee shall appoint another person to act as the Chairperson for the respective agenda.

Vote Counting

One unit has one vote. Moreover, the Unitholders who have the voting right must not hold a special interest in the matter under consideration.

Unitholders' Resolution

- (1) For an ordinary issue, the resolution shall be passed by the majority vote of the Unitholders who attend the meeting and have the right to vote;
- (2) For the following issues, the resolution shall be passed by not less than three fourths of the total number of votes cast by the Unitholders who attend the meeting and have the right to vote:
 - (a) Acquisition or disposal of core assets with a value of at least 30% of the total trust asset value.
 - (b) Increase or reduction of paid-up capital not previously specified in the trust formation agreement.
 - (c) General mandate capital increases for the trust.
 - (d) Transactions involving the trust manager or related parties with a value of at least 20 million THB or exceeding 3% of the trust's net asset value, whichever is higher.
 - (e) Changes in benefits and capital returns to trust unit holders.
 - (f) Removal or appointment of a trustee, in accordance with trust formation agreement provisions.
 - (g) Removal or appointment of the trust manager, in accordance with the trust formation agreement and the trust manager appointment contract.
 - (h) Amendments to the trust formation agreement that significantly affect the rights of trust unit holders.
 - (i) Dissolution of the trust.
 - (j) The trust manager intends to act differently from the commitments outlined in the trust unit offering request, prospectus, and trust formation agreement. However, this action may only proceed if no trust unit holders—collectively holding at least 10% of the total voting rights of attending and eligible trust unit holders—oppose the resolution.
- (3) The resolution of the Unitholders which will cause the REIT or the REIT Management contrary to or in contravention of the Trust Deed or other rules under the Securities and Exchange Act or the Trust Act shall not take effect.
- (4) The trust manager may hold meetings through electronic media as prescribed in the Royal Decree on Electronic Meetings. Additionally, any related actions must align with the Public Limited Companies Act, provided they do not conflict with any applicable laws, regulations, or guidelines concerning Real Estate Investment Trusts (REITs).

9.13 Nomination and Appointment of Directors and Top Management

The REIT has appointed LH Financial Group Public Company Limited to recruit the personnel which have the appropriate qualifications to manage the trust.

9.14 Remunerations of the Auditors

For the previous accounting period, the REIT paid an auditors' fee of Baht 868,000, which is collected by the Auditors as actually incurred, to EY Office Company Limited.

9.15 Other Actions in Accordance with the Principle of Corporate Good Governance (if any)

- None –

10 Corporate Social Responsibilities

10.1 Overall Policy

The Management Company in the capacity of the REIT Manager is aware of its social responsibility and is committed to the policies of business conduct with fairness, anti-corruption practice, human right esteem, workforce handling with fairness, consumer responsibility, preserving and taking good care of environment, social and community development cooperation, and gaining and disseminating of innovation acquired from responsibility operation to the society, environment and the stakeholders.

10.2 Undertaking of CSR Activities

The REIT Manager has demonstrated its social responsibility in 2022 by conducting business with fairness through proper internal control and work procedures. The Company has in place a Compliance Manual stipulating the Code of Conduct of employee based on the principles of duty of loyalty and duty of care, regulations and procedures related to employees, regulations and procedures for undertaking REIT management business, disclosure of information related to REIT management and the conflicts of interest, protection of material information, and the procedures for handling customer's complaints and regular reporting to the Audit Committee and the Board of Directors, etc.

Moreover, the Management Company is committed to anti-corruption practice by entering as a signatory member of Thailand's Private Sector Collective Action Coalition against Corruption and has ever since undertaken its operations in compliance with the collective agreement.

Work Experience in the Field of Compliance

Institution	Position Period
Land and Houses Fund Management	Assist Managing Director, Compliance April 2019-present and Internal Audit and Risk Management Group
Government Pension Fund	Associate Director, Investment Risk Dept. April 2007-March 2019
SCB Securities	Deputy Vice President, Derivatives April 2006-April 2007 Market Risk Dept.
Government Pension Fund	Manager, Risk Management and May 2005-March 2006 Investment Monitoring Dept.
Securities and Exchange Commission	Deputy Division Chief, Broker and Dealer July 1992-April 2005

12. Prevention of Conflicts of Interest

In supervising and managing the trust, including investment management and the procurement of benefits from the trust's main assets, including controlling the performance of duties of the property manager, although the trust manager has a policy to avoid related party transactions that may give rise to conflicts of interest, the trust may still have transactions between itself and related persons in accordance with the Securities Law, where such related party transactions are necessary and for the benefit of the trust.

12.1 Transactions between the REIT and the REIT Manager and the Connected/Related Persons of the REIT

12.1.1 Connected Natural/Juristic Persons

Juristic Person/Company with Potential Conflicts of Interest	Relationship
1. Land and Houses Public Co., Ltd. ("LH")	<ul style="list-style-type: none"> - Major shareholder of the REIT Manager by holding indirectly 25.31% of the total issued and paid-up shares of the REIT Manager. - Major shareholder of LHBANK by holding directly and indirectly in aggregate 25.31% of the total issued and paid-up shares of the LHBANK. - Major shareholder of LHMH, with LH directly holding 99.99% of the total issued shares of LHMH. - Major shareholder of LHR, with LH indirectly holding 99.96% of the total issued shares of LHR.
2. LH Mall and Hotel Company	- Subsidiary of LH which is the major shareholder of the REIT Manager, with

Juristic Person/Company with Potential Conflicts of Interest	Relationship
Limited (“LHMALL”)	<p>LH holding indirectly 99.99% of the total issued and paid-up shares of LHMH.</p> <ul style="list-style-type: none"> - The unitholder of trust in the proportion of 9.00% of the total number of outstanding trust units of the REIT. - Provides shopping center management services for the assets currently held by the REIT.
3. Land and Houses Bank Public Company Limited (“LHBANK”)	<ul style="list-style-type: none"> - Subsidiary of LH which is the major shareholder of the REIT Manager, with LH holding indirectly 25.31% of the total issued and paid-up shares of LHBANK - Lender of the REIT - The Tenant of the property invested by the REIT.
4. Land and Houses Fund Management Company Limited (“LH Fund”)	<ul style="list-style-type: none"> - Subsidiary of LH which is the major shareholder of the REIT Manager, with LH holding indirectly 25.31% of the total issued and paid-up shares of LHFUND. - The REIT Manager
5. L&H Retail Management Company Limited (“LHR”)	<ul style="list-style-type: none"> - Subsidiary of LH which is the major shareholder of the REIT Manager, with LH holding indirectly 99.96% of the total issued and paid-up shares of LHR. - The Property Manager.
6. SCB Asset Management Co., Ltd. (“SCBAM”)	<ul style="list-style-type: none"> - Subsidiary of SCB, with SCB holding 99.99% of the total issued and paid-up shares of SCBAM. - The Trustee.
7. Siam Commercial Bank Public Co., Ltd. (“SCB”)	<ul style="list-style-type: none"> - Major shareholder of SCBAM by holding 99.99% of the total issued and paid-up shares of SCBAM - The Tenant of the property invested by the REIT.
8. LH Mall Company Limited (“LHMAL”)	<ul style="list-style-type: none"> - Subsidiary of LH which is the major shareholder of the REIT Manager, with LH holding indirectly 99.99% of the total issued and paid-up shares of LHMALL - The service recipients of areas in the REIT.
9. L&H Property Company Limited (“LHP”)	<ul style="list-style-type: none"> - The Property Lease Lessor (Terminal 21 Asok)

Note: Investors can review the transactions with related parties of the REIT at the Management Company or via the Management Company's website: www.lhfund.co.th and the SEC Office's website: www.sec.or.th

12.1.2 Connected Transactions between the REIT and the REIT Manager and the Connected/Related Persons of the REIT between 1 January and 31 December 2024

Juristic Person/Company with Potential Conflicts of Interest	Characteristics of Connected Transaction	Necessity and Rationale of the Transaction
LH Mall and Hotel Company Limited ("LHMALL")	The trust has invested in the leasehold rights and ownership of real estate in the Terminal 21 Pattaya shopping mall project from LHMH, with a total investment value not exceeding 5.7 billion THB (excluding VAT, registration fees, stamp duty, as well as other related fees and expenses).	The investment in additional assets is considered an investment in high-quality properties, as the 1 st additional investment phase involves assets located in a key business district of Pattaya City, Chonburi Province. The property features a unique and distinctive design, setting it apart from other shopping centers in Pattaya. Additionally, it offers a wide range of retail and dining options, attracting both Thai and international visitors to shop and use the facilities at Terminal 21 Pattaya, benefiting both the REIT and unit holders.
Land and Houses Bank Public Company Limited ("LHBANK")	For both existing and additional investments, the REIT will obtain loans from banks and/or financial institutions. It may borrow funds from LH Bank, a related party to the trust manager, and may provide collateral for some of these loans. Additionally, LH Bank is also a tenant in the core assets that the trust has invested.	<u>Borrowing from LH Bank</u> Partial loan financing for refinancing and additional investments will benefit trust unit holders because the cost of debt is lower than the cost of equity. Additionally, compared to funding solely through trust unit issuance, borrowing may help reduce the impact on unit holders by minimizing control dilution and return dilution. <u>LH Bank's Lease of Space</u> LH Bank leases space in the core assets of the REIT for its normal business

Juristic Person/Company with Potential Conflicts of Interest	Characteristics of Connected Transaction	Necessity and Rationale of the Transaction
	related movable assets from LHP, the owner of the property rights for the building and related assets. Additionally, the trust will appoint LHFund as the REIT manager.	reasonable, as it is based on appraisal prices provided by 2 independent property valuers prior to the investment.

The transaction is conducted between the REIT and the REIT manager or a related party to the REIT manager. According to SEC Announcement No. Sor Ror. 26/2555, such transactions must undergo an approval process as stipulated in the announcement, requiring either trustee approval or a resolution from the trust unitholders' meeting.

However, this requirement may be waived if the information has already been clearly disclosed in the filing document and draft prospectus including, but not limited to, fees and expenses payable by the REIT to the REIT manager and/or property manager, not exceeding the rates specified in the prospectus.

However, In the event that there is a transactions occur between the trust and the trust manager or related parties, the following procedures will be followed according to securities laws:

- 1) Definition of Related Parties related party to the REIT manager Refers to entities defined in the Securities and Exchange Commission announcement regarding criteria for related transactions.
- 2) General Conditions and Requirements for Transactions with Related Parties
 - Transactions between the REIT, the REIT manager, or any related party must comply with the trust establishment agreement and applicable laws, ensuring the best interests of the REIT.
 - Transactions conducted between the REIT, the REIT manager, or any related party must be priced reasonably and fairly.
 - Any individual with a direct or indirect interest in a transaction must not participate in the decision-making process regarding the transaction.
- 3) Transactions between the REIT, the REIT manager, or any related party must undergo the following approval process:

- **Trustee Approval:** The trustee must approve the transaction, ensuring compliance with the REIT establishment agreement and relevant laws.
- **Board Approval:** If the transaction value exceeds 1 million THB or 0.03% of the trust's net asset value, whichever is higher, it must be approved by the REIT manager's board of directors.
- **Unit Holder Approval:** If the transaction value exceeds 20 million THB or 3% of net asset value, whichever is higher, it must be approved by a resolution of the trust unitholders' meeting, with a vote of at least 3/4 of the total voting rights of unitholders present.

However, Transactions between the REIT, the REIT manager, or any related party involve the acquisition or disposal of core assets, the valuation will be determined based on the total asset value of each project, ensuring that the project is fully revenue-generating, including all related assets.

4) Policy on Transactions with the Trust Manager and Related Parties

- Various transactions between the REIT, the REIT manager, or related parties must be conducted under fair and appropriate conditions in compliance with securities laws. If the SEC, SET, or the Securities and Exchange Commission announces new definitions for related parties in the future, the trust will ensure that transactions remain aligned with legal requirements.
- Additionally, the REIT will disclose details of transactions involving the REIT manager or related parties to the SEC, SET, and in the trust's financial statement notes, as reviewed by auditors, as well as in its annual report.

12.1.3 Connected Transactions between the REIT and the Trustee and the Connected Persons of the Trustee between 1 January and 31 December 2024

Juristic Person/Company with Potential Conflicts of Interest	Characteristics of Connected Transaction	Necessity and Rationale of the Transaction
Siam Commercial Bank Public Co Ltd ("SCB")	Tenant of commercial space in the shopping center in which the REIT invested	SCB's Lease of Space SCB was among the first tenants to lease space at the Terminal 21 Asok and Pattaya shopping mall projects. Having a banking service provider as a tenant helps enhance

Juristic Person/Company with Potential Conflicts of Interest	Characteristics of Connected Transaction	Necessity and Rationale of the Transaction
		<p>credibility and boost the image of both projects.</p> <p>Additionally, the rental rates, service fees, and lease terms comply with standard commercial conditions (Arm's Length Basis).</p>
SCB Asset Management Co Ltd (SCBAM)	Trustee fee	<p>This transaction occurs under normal business conditions, with contractual terms following standard commercial practices (Arm's Length Basis).</p>

12.1 Soft Commission

No.	Company	Type of Soft Commission	Rationale for Accepting Soft Commissions
1	Kasikornbank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
2	Siam Commercial Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
3	Bangkok Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
4	Bank of Ayudhya Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
5	Krung Thai Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
6	TISCO Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
7	CIMB Thai Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
8	UOB Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
9	Government Savings Bank	Information/ Research Analysis	For the benefits of the REIT's investment

No.	Company	Type of Soft Commission	Rationale for Accepting Soft Commissions
10	Asia Plus Securities Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
11	KT Zmico Securities Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
12	Capital Nomura Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
13	KGI Securities (Thailand) Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
14	Thanachart Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
15	Second Mortgage Corporation	Information/ Research Analysis	For the benefits of the REIT's investment
16	Trinity Securities Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
17	Phillip Securities (Thailand) Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
18	Kiatnakin Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
19	Bank of China	Information/ Research Analysis	For the benefits of the REIT's investment
20	Government Housing Bank	Information/ Research Analysis	For the benefits of the REIT's investment
21	Land and Houses Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
22	Industrial and Commercial Bank of China (Thai) Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
23	TMB Bank Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
24	AEC Securities (Thailand) Public Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment
25	KTB Securities Co Ltd	Information/ Research Analysis	For the benefits of the REIT's investment

Part 4

Financial Position and Operating Results

13. Financial Highlights

13.1 Summary of Auditors' Report as of 31 December 2024

The financial statements of LH Shopping Centers Leasehold Real Estate Investment Trust for the year 2023 had been audited by Ms. Rosaporn Decharkom, Certified Public Accountant, Registration No. 5659, of EY Office Company Limited, who expressed her opinion that such financial statements presented fairly, in all material respects, the financial position of the REIT as at 31 December 2023, its financial performance, changes in its net assets and cash flows for the year then ended, in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand.

13.2 Summary of Financial Statements

a) Summary of the Balance Sheet of LH Shopping Centers Leasehold Real Estate Investment Trust

Assets	2024		2023		2022	
	%	Baht	%	Baht	Baht	%
Assets						
Investments in properties at fair value	12,295,027,856	91.89	6,451,107,700	90.70	6,451,107,700	91.74
Investments in securities at fair value	0.00	0.00	319,074,073	6.68	319,074,073	4.54
Cash at banks	928,155,971	6.94	160,940,672	1.79	160,940,672	2.29
From interest	42,341	0.00	6,654	0.00	6,654	0.00
From rental and services	129,586,513	0.97	93,492,329	0.84	93,492,329	1.33
Other receivables - Net	331,605	0.00	-	0.00	-	0.00
Prepaid expenses	288,604	0.00	360,669	0.00	360,669	0.01
Other assets – Net	26,064,240	0.09	6,626,496	0.09	6,626,496	0.09
Total Assets	13,379,497,130	100.00	7,031,608,593	100.00	7,031,608,593	100.00

Liabilities	2024		2023		2022	
	%	Baht	%	%	Baht	%
Liabilities						
Trade accounts payable	73,442,522	0.55	37,920,81	0.53	35,785,765	0.51
Other payables	19,415,915	0.15	4,559,086	0.06	8,640,021	0.12
Accrued expenses	72,848,667	0.54	27,709,90	0.39	13,623,416	0.19
Advance receipt for rental and services	13,560,698	0.10	7,848,558	0.11	14,253,242	0.20
Deposits from rental and services	584,838,677	4.37	318,591,275	4.46	254,294,587	3.62
Long-term loan	2,572,447,341	19.23	735,641,733	10.29	833,994,262	11.86
Lease liabilities	677,926,966	5.07	896,260	0.01	1,226,235	0.02
Other liabilities	26,080,443	0.19	11,367,33	0.16	9,950,180	0.14
Total liabilities	4,040,561,229	30.20	1,144,534,996	16.01	1,171,767,708	16.66
Net Assets	9,338,935,901	69.80	6,004,085,768	83.99	5,859,840,885	83.34
Capital from Unitholders	8,080,917,839	60.40	4,978,259,940	69.64	4,978,259,940	70.80
Retained Earnings (losses)	1,258,018,062	9.40	1,025,825,828	14.35	881,580,945	12.54
Net Assets	9,338,935,901	69.80	6,004,085,768	83.99	5,859,840,885	83.34
Net Assets per Unit (Baht)	12.0027		12.3018		12.0062	

Remark: Referring to the financial statements of the REIT for the year ending 31 December 2024 and report of the authorized auditors.

b) Summary of the Statement of Income of LH Shopping Centers Leasehold Real Estate
Investment Trust

Statement of Income	2024		2023		2022	
	Baht	%	Baht	%	Baht	%
Rental income	1,563,238,255	99.68	1,257,912,065	99.70	808,647,627	99.67
Interest income	1,708,464	0.11	577,462	0.05	628,190	0.08
Other income	3,319,939	0.21	3,183,934	0.25	2,030,729	0.25
Total Income	1,568,266,658	100.00	1,261,673,461	100.00	811,306,546	100.00
Cost of rental and service	498,570,961	31.79	436,607,329	34.61	336,907,630	41.53
Management fee	13,205,161	0.84	12,079,057	0.96	7,336,426	0.90
Trustee's fee	5,406,598	0.34	4,890,412	0.39	4,807,536	0.59
Registrar's fee	1,658,825	0.11	1,478,025	0.12	1,416,074	0.17
Property management fee	100,791,013	6.43	98,625,626	7.82	58,565,619	7.22
Professional fee	13,559,199	0.86	963,936	0.08	948,924	0.12
Sales expenses	122,622,610	7.82	95,739,117	7.59	76,929,935	9.48
Administrative expenses	69,232,335	4.41	56,248,979	4.46	50,115,834	6.18
Interest expenses	41,323,806	2.63	33,525,108	2.66	23,807,120	2.93
Total Expenses	866,370,508	55.24	740,157,589	58.66	560,835,098	69.13
Net Investment Income	701,896,150	44.76	521,515,872	41.34	250,471,448	30.87
Net realized gains (losses) on investments	11,548,283		3,837,874		300,279	
Net unrealized gains on investments	75,691,866		28,865,486		38,456,496	
Total realized gains (losses) on investments	87,240,149		32,703,360		38,756,775	
Net increase in net assets resulting from operations	789,136,299		554,219,232		289,228,223	

Remark: Referring to the financial statements of the REIT for the year ending 31 December 2024 and report of the authorized auditors.

c) Summary of the Statement of Cash Flows of LH Shopping Centers Leasehold Real Estate
Investment Trust

Statements of Changes in Net Assets	2024 Baht	2023 Baht	2022 Baht
Cash flows from operating activities			
Net cash flows from operating activities	(3,546,267,171)	505,200,615	223,427,815
Cash flows from financing activities			
Net cash flows used financing activities	4,346,348,827	(538,066,972)	(207,877,462)
Net increase in cash at banks	800,081,656	(32,866,357)	15,550,353
Cash at banks at beginning of year	128,074,315	160,940,672	145,390,319
Cash at banks at end of year	928,155,971	128,074,315	160,940,672

Remark: Referring to the financial statements of the REIT for the year ending 31 December 2024 and report of the authorized auditors.

14. Management Discussion and Analysis

14.1. Analysis of Past Performance

(a) Overview of Operating Results of the REIT

As of 31 December 2024, the REIT's total investment income was at Baht 1,568.27 million, comprising of rental and services income of Baht 1,563.24 million, interest income of Baht 1.71 million and other income of Baht 3.32 million. Moreover, during the same period, the REIT had a net expense of Baht 866.37 million, comprising of cost of rental and services of Baht 498.57 million, administrative expenses of Baht 69.23 million, selling expenses of Baht 122.62 million, professional fees of Baht 33.83 million, property management fee of Baht 100.79 million and financial cost Baht 41.32 million.

The REIT's net investment income was at Baht 701.90 million and posted a total realized gains and on investment of Baht 87.24 million. As a result, the REIT's net assets from operating activities increased by Baht 789.14 million.

As of 31 December 2024, the REIT's net asset value was at Baht 9,338.94 million or equivalent to Baht 12.0027 per unit. In 2024, the trust's financial performance improved due to revenue recognition from the Terminal 21 Pattaya shopping mall project, which began generating revenue on November 19, 2024. Additionally, operations of the trust's existing shopping mall projects showed better performance, aligning with the recovery trend of Thailand's tourism industry, resulting in an overall improvement in the trust's financial results compared to the previous year.

(b) Performance of Project Invested by the REIT

(1) Revenue Analysis

In 2024, the REIT had a total rental and service income of Baht 1,563.24 million, an increased by Baht 305.33 million from 2023, when the total rental and service revenue was Baht 1,257.91 million. Additionally, in 2024, the trust recorded interest income of Baht 1.71 million, up Baht 1.13 million from 2023, when the interest income was Baht 0.58 million.

This increase in revenue was driven by the recognition of income from Terminal 21 Pattaya, which began contributing revenue on November 19, 2024, as well as improved performance of the trust's existing shopping mall projects, aligning with the recovery trend of Thailand's tourism industry.

(2) Expenses Analysis

In 2024, Total expenses amounted to Baht 866.37 million, an increased by Baht 126.21 million from 2023, when total expenses were Baht 740.16 million. Breakdown of expenses:

- Rental and service costs: Baht 498.57 million.
- Administrative expenses: Baht 69.23 million.
- Sales expenses: Baht 122.62 million.
- Professional fees: Baht 33.83 million.
- Property management fees: Baht 100.79 million.

The REIT's financial costs increased by Baht 41.32 million due to the rise in long-term loans taken for additional investment in the Terminal 21 Pattaya shopping mall project.

(3) Net Property Income

As of December 31, 2024, the REIT had an operating profit before investment losses of Baht 701.90 million, while in 2023, it had a net investment profit of Baht 521.52 million. The REIT had an increased in net investment profit of Baht 180.38 million, mainly due to the improved performance of the shopping center in line with the increasing number of customers using the shopping center, as well as the adjustment of interest rates.

(4) Fees related to REIT Management, Trustee, Registrar, and Property Management, and Professional Fee.

In 2024, the trust had total fees of Baht 134.62 million, consisting of a trust manager fee of Baht 13.21 million, a trustee fee of Baht 5.41 million, a registrar fee of Baht 1.66 million baht, a property manager fee of Baht 100.79 million, and professional fees, including independent appraiser fees and auditor fees, totaling Baht 13.56 million.

Fee Structure

Fees	2024 (Baht)	2023 (Baht)	2022 (Baht)
Management Fee	13,205,161	12,079,057	7,336,426
Trustee's Fee	5,406,598	4,890,412	4,807,536
Registrar's Fee	1,658,825	1,478,025	1,416,074
Property Management Fee	100,791,013	98,625,626	58,565,619
Professional Fee	13,559,199	963,936	948,924

(5) Gross Profit Margin

The gross profit margin from leasing out of the REIT's core property in 2024 was as follows:

Profitability Ratios	2024	2023	2022
Gross Profit Ratio	68.11%	65.29%	58.34%
Operating Margin Ratio	47.22%	43.82%	33.59%
Other Net Profit Ratio	0.32%	0.30%	0.33%
Net Profit Ratio	44.76%	41.34%	30.87%
Return on Unitholders	7.52%	8.69%	4.27%

(6) Financial Expenses of the REIT

The financial expenses for 2024 include interest payments from borrowed funds, which were part of the investment in the Terminal 21 shopping mall project.

In 2024, the trust recorded accounting interest expenses of Baht 41.32 million, based on the actual interest rate, as the MLR reference rate adjusted in line with the monetary policy rate set by the Bank of Thailand.

(7) Property Management Capacity

The appraised asset value increased by 1.64%, equivalent to Baht 106 million. As of 2024, the total appraised value of real estate assets stands at Baht 6,588 million, as assessed by Asian Engineering Valuation Co., Ltd.

Appraised Value by Income Approach during the Past 3 Years

Property	2024 (Million Baht)	2023 (Million Baht)	2022 (Million Baht)
Appraisal Firm	Asian Engineering Valuation Co., Ltd.	TAP Valuation Co., Ltd.	TAP Valuation Co., Ltd.
Terminal 21 Shopping Mall	6,588.00	6,482.00	6,466.00
Terminal 21 Shopping Mall	5,458.90*		

Note: Appraised price for investment in the Terminal 21 Pattaya shopping mall project as of November 19, 2024.

Financial Ratios Related to Property Management Capacity

Efficiency Ratios	31 December 2024	31 December 2023	31 December 2022
Return on Assets Ratio (%)	5.55	7.76	3.90
Fixed Asset Turnover Ratio (time)	0.12	0.18	0.12

(8) Debt Serving Capacity

As of December 31, 2024, the REIT had total liabilities of Baht 4,040.56 million. multiply Compared to the previous year at Baht 1,144.53 million. It consists of: Rental and service deposits amounting to Baht 584.83 million. This was due to the collection of rental insurance from tenants and the long-term loan of Baht 2,572.45 million due to the partial borrowing of funds to be used for investment in the assets invested by the Trust in the first additional investment .

1.) Loan amount of Baht 1,072.00 million.

Details of the Trust's borrowing On October 11, 2018, the Trust changed the source of borrowing to Land and Houses Bank Public Company Limited in the amount of Baht 900.00 million as part of the investment in the Terminal 21 shopping mall project, with fixed interest rate not exceeding 5.25% per year for the first 3 years.

The following year, interest is calculated at a rate not exceeding MLR minus 1.50 percent per year, with the terms of repayment of principal and interest quarterly, starting with the first principal repayment in June 2020 and must be repaid in full. In October 2028, the Trust later repaid the loan in 2020 in the amount of Baht 60.00 million, resulting in a remaining loan balance of Baht 840.00 million as of December 31, 2022. After deducting the interest pending at the actual interest rate, the Trust will have a net remaining loan balance of 833.99 million baht. As of the Trust, there is a long-term loan due within one year of Baht 50.00 million. However, in February 2022, the Trust entered into a memorandum of understanding to amend the loan agreement by exempting the repayment of the principal of the loan due in 2022 and adjusting the repayment schedule from 2023 onwards according to the amount specified in the contract, which must be paid by December 2029.

As of November 19, 2024, the Trust has borrowed to invest in the Terminal 21 Pattaya shopping mall project as follows:

Cash Flows from Operating Activities

Statement of Changes in Net Assets (Baht)	31 December 2024	31 December 2023	31 December 2022
Cash flows from operating activities			
Net cash flows used in operating activities	(3,546,267,171)	505,200,615	223,427,815
Cash flows from financing activities			
Net cash flows from financing activities	4,346,348,827	(538,066,972)	(207,877,462)
Net increase in cash and cash at banks	800,081,656	(32,866,357)	15,550,353
Cash and cash at banks at the beginning period	128,074,315	160,940,672	145,390,319
Cash and cash at banks at the end of period	928,155,971	128,074,315	160,940,672

(10) Distribution Payment

The REIT has a total dividend payout ratio of Baht 1.0520 per trust unit in 2024 compared to the initial offering price (IPO price) and the market price at the end of 2024 (closing) of 10.31% and 9.31% respectively. The payment of benefits is in accordance with the policy on payment of benefits as detailed in Clause 7.3

Distribution Payment History

Operating Period	Dividend Yield per unit (Baht)	Payment Date
1 Nov 2024 – 31 Dec 2024	0.2050	28 Mar 2025
1 Sep 2024 – 31 Oct 2024	0.1500	26 Dec 2024
1 Jul 2024 – 31 Aug 2024	0.1700	22 Nov 2024
1 May 2024 – 30 Jun 2024	0.1810	12 Sep 2024
1 Mar 2024 – 30 Apr 2024	0.1800	25 Jul 2024
1 Jan 2024 -28 Feb 2024	0.1660	24 Apr 2024

Disclosure of Information Regarding Distribution Payment

Year	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	2014*
(1) Dividend per unit (BTH)	1.052	0.935	0.49	0.1	0.35	0.954	0.916	0.883	0.853	0.775	0.022
(2) Distribution to Unitholders per unit (BTH)	-	-	-	-	-	-	-	-	-	-	-
Total Distribution per Unit (1)+(2) (BTH)	1.052	0.935	0.490	0.100	0.350	0.954	0.916	0.883	0.853	0.775	0.02
(3) Percentage to IPO Price**(Baht 10.20 per unit on 22 December 2014)											
(3.1) Dividend Rate (%)	10.31	9.17	4.80	0.98	3.43	9.35	8.98	8.66	8.36	7.60	0.22
(3.2) Distribution to Unitholders Rate (%)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Distribution Rate (3.1+3.2) (%)	10.31	9.17	4.80	0.98	3.43	9.35	8.98	8.66	8.36	7.60	0.22
(4) Percentage to Market Closing Price as 31 December 2023*(Baht 11.30 per unit)											
(4.1) Dividend Rate (%)	9.31	8.27	4.34	0.88	3.10	8.44	8.11	7.81	7.55	6.86	0.19
(4.2) Distribution to Unitholders Rate (%)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Distribution Rate (4.1+4.2) (%)	9.31	8.27	4.34	0.88	3.10	8.44	8.11	7.81	7.55	6.86	0.19

*Between 22 Dec 2014 – 31 Dec 2014

** Calculated based on the dividend yields plus repayment of proceeds from capital reduction over the past 1 year divided by the IPO Price per Unit.

14.2 Factors or Events that May Have an Impact in the Future (Forward Looking)

14.2.1 External Factors

According to the **National Economic and Social Development Council (NESDC)** as of February 2025 Thai Economic Outlook in 2025 The Thai economy in 2025 is likely to expand better than in 2024, with the main support factor being the increase in support from government spending. Especially investment expenditure. Expansion of domestic private sector demand The continued recovery of the tourism and related services sector, as well as the continuous expansion of exports. However, the recovery of the Thai economy in 2025 is likely to face significant risks and constraints that may cause the economy to expand lower than expected in the base case as a result of the risks from the implementation of US economic policies and geopolitical conflicts that are still highly uncertain and may escalate in severity to the extent that the economy and global trade volumes are affected. This includes a high level of household and business debt burden and risks from fluctuations in output and prices of important agricultural products.

The continued recovery of the tourism sector is in line with (1) the trend of an increase in the number of foreign tourists expected to return to Thailand. This is reflected in the increase in the number of tourists from most of the countries of origin to the level before the COVID-19 pandemic. The same is true for the trend of increasing foreign tourist spending, with the main supporting factor being the recovery trend of

15. Trustee's Report



TRUSTEE REPORT

March 31st, 2025

To: Trust Unitholders

LH Shopping Centers Leasehold Real Estate Investment Trust

SCB Asset Management Company Limited (the "Trustee"), as the Trustee of LH Shopping Centers Leasehold Real Estate Investment Trust (the "REIT") managed by Land and Houses Fund Management Co., Ltd. (the "REIT Manager"), would like to inform you that for the period of January 1st, 2024 to December 31st, 2024, the REIT Manager had managed the REIT properly and efficiently as well as in compliance with applicable laws, regulations and the Trust Deed (as amended) in a way that protects the interests of the REIT and Trust unitholders as a whole.

Yours faithfully,

SCB Asset Management Company Limited

(Mrs. Tipaphan Puttarawigorn) (Mr. Paeree Ichayapreug)

Trustee

Auditors' Report and Financial Statements

LH Shopping Centers Leasehold Real Estate
Investment Trust
Report and financial statements
31 December 2024

Independent Auditor's Report

To the Unitholders of LH Shopping Centers Leasehold Real Estate Investment Trust

Opinion

I have audited the accompanying financial statements of LH Shopping Centers Leasehold Real Estate Investment Trust (the Trust), which comprise the statement of financial position, including the details of investments as at 31 December 2024, and the related statements of comprehensive income, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information (collectively "the financial statements").

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of LH Shopping Centers Leasehold Real Estate Investment Trust as at 31 December 2024, its financial performance, changes in its net assets and cash flows for the year then ended, in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Trust in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition

The Trust recognises rental and service income at the amount stipulated under the lease agreements, as disclosed its accounting policies in Note 3.1 to the financial statements. The Trust recognised rental and service income for the year 2024 amounting to Baht 1,563 million, which represents 100% of total income. Moreover, the Trust has entered into agreements with a large number of customers and there are a variety of conditions in these agreements. Therefore, I addressed the recognition of rental and service income as a key audit matter.

I have examined the recognition of rental and service income of the Trust including:

- Assessing and testing the Trust's internal controls related to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- On a sampling basis, examining supporting documents for actual revenue transactions occurring during the year and near the end of the accounting period to assessing whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Trust's policy.
- Reviewing credit notes that the Trust issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in revenue transactions throughout the period.

Valuation of investments in properties

As disclosed in Note 3.3 and Note 6 to the financial statements, the Trust had investments in properties presented in the statement of financial position as at 31 December 2024 at their fair value of Baht 12,295 million, representing 92% of total assets. These investments are not traded on an active market and a comparable quoted price for the same or similar investments on an inactive market cannot be found. The REIT Manager therefore determined the fair value of these investments based on the value appraised by an independent appraiser using the income approach. As the REIT Manager is required to exercise significant judgement with respect to the estimation of future operating results and the determination of a discount rate and key assumptions, there is therefore a significant risk with respect to the measurement of such investments.

I assessed the internal controls of the Trust related to the calculation of fair value of investments in properties by making enquiry of responsible executives and gaining an understanding of the operation of controls designed by the executives. I considered the extent and objectives of the assessment of fair value made by the independent appraiser and assessed the techniques and models used by the independent appraiser to measure the fair value, as specified in the appraisal report prepared by the appraiser, by comparing them to my knowledge and past experience regarding the valuation of the same or similar assets. I also considered the consistency of the application of such techniques and models, and assessed the competence and independence of the independent appraiser by checking publicly available data. In addition, I reviewed the data and key assumptions used in the measurement of fair value, by comparing past estimates of operating results with the Trust's actual operating results to evaluate the judgement of the REIT Manager in terms of projections of operating results, checked them to the rental and service agreements, and tested the calculation of the fair value made based on the above models and assumptions. Moreover, I reviewed the disclosure of information related to the measurement of the fair value of investments in properties in the note to the financial statements.

Other Information

The REIT Manager is responsible for the other information. The other information comprise the information included in annual report of the Trust, but does not include the financial statements and my auditor's report thereon. The annual report of the Trust is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Trust, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of REIT Manager and Those Charged with Governance for the Financial Statements

The REIT Manager is responsible for the preparation and fair presentation of the financial statements in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the REIT Manager is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the REIT Manager either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Trust's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the REIT Manager.
- Conclude on the appropriateness of the REIT Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Rosaporn Decharkom

Certified Public Accountant (Thailand) No. 5659

EY Office Limited

Bangkok: 24 February 2025

LH Shopping Centers Leasehold Real Estate Investment Trust

Statement of financial position

As at 31 December 2024

(Unit: Baht)

	Note	2024	2023
Assets			
Investments in securities at fair value through profit or loss	5, 14	-	477,566,634
Investments in properties at fair value	6	12,295,027,856	6,476,317,255
Cash and cash equivalents	7, 14	928,155,971	128,074,315
Accounts receivable			
From rental and services	8, 14	129,586,513	59,910,929
From interest	14	42,341	8,580
Others	14	331,605	202,660
Prepaid expenses		288,604	194,179
Other assets		26,064,240	6,346,212
Total assets		13,379,497,130	7,148,620,764
Liabilities			
Trade accounts payable		73,442,522	37,920,801
Other payables		19,415,915	4,559,086
Accrued expenses	14	72,848,667	27,709,940
Advance receipt for rental and services		13,560,698	7,848,558
Deposits from rental and services	14	584,838,677	318,591,275
Long-term loans	9, 14	2,572,447,341	735,641,733
Lease liabilities		677,926,966	896,260
Other liabilities		26,080,443	11,367,343
Total liabilities		4,040,561,229	1,144,534,996
Net assets		9,338,935,901	6,004,085,768

The accompanying notes are an integral part of the financial statements.

LH Shopping Centers Leasehold Real Estate Investment Trust

Statement of financial position (continued)

As at 31 December 2024

(Unit: Baht)

	Note	2024	2023
Net assets:			
Trust registered			
778,064,700 units of Baht 10.20 each			
(2023: 488,064,700 units of Baht 10.20)		7,936,259,940	4,978,259,940
Capital from unitholders	10	8,080,917,839	4,978,259,940
Retained earnings	11	1,258,018,062	1,025,825,828
Net assets		9,338,935,901	6,004,085,768
Net asset value per unit (Baht)		12.0027	12.3018
Number of units issued at the end of year (units)		778,064,700	488,064,700

The accompanying notes are an integral part of the financial statements.



(Mr. Natkawin Jiamchoatpatanakul)

Senior Vice President

Infrastructure and Property Fund Department



(Mrs. Narumol Senthong)

Vice President

Fund Accounting Department

LH Shopping Centers Leasehold Real Estate Investment Trust
Details of Investments
As at 31 December 2024

Detail of investments were classified by asset type.

Type of investments	Areas held by the Trust	Issued No. / Issue name	Maturity date	2024			2023		
				Cost	Fair value	Percentage of investment	Cost	Fair value	Percentage of investment
				(Baht)	(Baht)	(Percent)	(Baht)	(Baht)	(Percent)
Investments in properties (Note 6)									
Project Terminal 21 Asok Shopping Center									
Location: Sukhumvit 19 (Wattana)									
Klongtoey-Nua,									
Wattana, Bangkok									
97,905 Sqm.		31 August 2040	5,964,063,767	6,552,009,121	53.29	5,964,063,767	6,476,317,255	93.13	
Project Terminal 21 Pattaya Shopping Center									
Location: 777 and 777/1 Moo 6,									
Naklua, Banglamung,									
Chonburi									
120,849 Sqm.		13 January 2049	5,743,018,735	5,743,018,735	46.71	-	-	-	
Total investment in properties			11,707,082,502	12,295,027,856	100.00	5,964,063,767	6,476,317,255	93.13	
Investments in securities (Note 5)									
Unit trust									
LH Treasury Fund									
LHTREASURY-L									
-									
Total investments in securities			-	-	-	473,137,158	477,566,634	6.87	
Total investments			-	-	-	473,137,158	477,566,634	6.87	
			11,707,082,502	12,295,027,856	100.00	6,437,200,925	6,953,883,889	100.00	

The accompanying notes are an integral part of the financial statements.

LH Shopping Centers Leasehold Real Estate Investment Trust

Statement of comprehensive income

For the year ended 31 December 2024

(Unit: Baht)

	Note	2024	2023
Investment income			
Rental and service income	14	1,563,238,255	1,257,912,065
Interest income		1,708,464	577,462
Other income		3,319,939	3,183,934
Total income		1,568,266,658	1,261,673,461
Expenses			
Cost of rental and services	14	498,570,961	436,607,329
REIT management fee	13.1, 14	13,205,161	12,079,057
Trustee's fee	13.2, 14	5,406,598	4,890,412
Registrar's fee	13.3	1,658,825	1,478,025
Property management fee	13.4, 14	100,791,013	98,625,626
Professional fees		13,559,199	963,936
Selling expenses		122,622,610	95,739,117
Administrative expenses	14	69,232,335	56,248,979
Finance cost	14	41,323,806	33,525,108
Total expenses		866,370,508	740,157,589
Net gains from investing		701,896,150	521,515,872
Net gains on investments			
Net gains on investments	5	11,548,283	3,837,874
Gains on change in investments at fair value	5, 6	75,691,866	28,865,486
Total net gains on investments		87,240,149	32,703,360
Increase in net assets resulting from operations		789,136,299	554,219,232

The accompanying notes are an integral part of the financial statements.

LH Shopping Centers Leasehold Real Estate Investment Trust

Statement of changes in net assets

For the year ended 31 December 2024

(Unit: Baht)

	Note	2024	2023
Increase in net assets resulting from operations during the year			
Net gains from investing		701,896,150	521,515,872
Net gains on investments		11,548,283	3,837,874
Gains on change in investments at fair value		75,691,866	28,865,486
Increase in net assets resulting from operations		789,136,299	554,219,232
Increase in capital from unitholders	10	3,102,657,899	-
Distribution to unitholders	12, 14	(556,944,065)	(409,974,349)
Increase in net assets during the year		3,334,850,133	144,244,883
Net assets at the beginning of year		6,004,085,768	5,859,840,885
Net assets at the end of year		9,338,935,901	6,004,085,768

The accompanying notes are an integral part of the financial statements.

LH Shopping Centers Leasehold Real Estate Investment Trust

Statement of cash flows

For the year ended 31 December 2024

(Unit: Baht)

	2024	2023
Cash flows from operating activities		
Net increase in net assets resulting from operations	789,136,299	554,219,232
Adjustments to reconcile the increase in net assets resulting from operations to net cash provided by (used in) operating activities		
Net gains on investments	(11,548,283)	(3,837,874)
Gains on change in investments at fair value	(75,691,866)	(28,865,486)
Purchases of investments in properties	(5,065,648,725)	-
Purchases of investments in securities	(1,313,945,925)	(819,915,561)
Sales of investments in securities	1,803,967,420	668,980,886
Decrease (increase) in accounts receivable from rental and services	(69,675,584)	33,581,400
Increase in accounts receivable from interest	(33,761)	(1,926)
Increase in other receivables	(128,945)	(202,660)
Decrease (increase) in prepaid expenses	(94,425)	166,490
Decrease (increase) in other assets	(19,718,028)	280,284
Increase in trade accounts payable	35,521,721	2,135,036
Increase (decrease) in other payables	14,856,829	(4,080,935)
Increase in accrued expenses	39,625,537	9,941,510
Increase (decrease) in advance receipt for rental and services	5,712,140	(6,404,684)
Increase in deposits from rental and services	266,247,403	64,296,688
Increase in other liabilities	14,713,100	1,417,163
Amortisation of discount on investments	(906,580)	(64,081)
Interest expenses	41,323,806	33,525,108
Interest from lease liabilities	20,696	30,025
Net cash flows from (used in) operating activities	(3,546,267,171)	505,200,615

LH Shopping Centers Leasehold Real Estate Investment Trust

Statement of cash flows (continued)

For the year ended 31 December 2024

(Unit: Baht)

	2024	2023
Cash flows from financing activities		
Cash received from capital from unitholders	3,132,000,000	-
Cash paid for the costs of issuing and offering of trust units	(29,342,101)	-
Interest paid	(35,005,007)	(27,732,623)
Cash received from long-term loans	1,886,000,000	-
Repayment of long-term loan	(50,000,000)	(100,000,000)
Payment of principal portion of lease liabilities	(360,000)	(360,000)
Distribution to unitholders	(556,944,065)	(409,974,349)
Net cash flows from (used in) financing activities	4,346,348,827	(538,066,972)
Net increase (decrease) in cash and cash equivalents	800,081,656	(32,866,357)
Cash and cash equivalents at the beginning of year	128,074,315	160,940,672
Cash and cash equivalents at the end of year (Note 7)	928,155,971	128,074,315

Supplemental cash flow information

Non-cash item

Increase in right-of-use assets	677,370,010	-
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The accompanying notes are an integral part of the financial statements.

LH Shopping Centers Leasehold Real Estate Investment Trust
Notes to financial statements
For the year ended 31 December 2024

1. General information

1.1 Description of LH Shopping Centers Leasehold Real Estate Investment Trust

LH Shopping Centers Leasehold Real Estate Investment Trust ("the Trust") is a real estate investment trust established under the Trust for Transaction in Capital Market Act, B.E.2550 in accordance with the Trust Deed signed on 22 December 2014 between Land and Houses Fund Management Company Limited as the Trust Settlor and SCB Asset Management Company Limited as the Trustee. On 22 December 2014, the Trust was established as a specific closed-end real estate investment trust with an indefinite term in order to invest in specific property. The Trust's objectives are to raise funds from general investors and to use the proceeds from such fundraising for purchase and/or lease and/or sub-lease and/or take the transfer of leasehold rights and/or the transfer of sub-leasehold rights to immovable properties, and seek benefits from those properties, whether in the form of improving, changing, developing and/or disposing of the properties for the purpose of generating income and returns for the Trust and its unitholders. This includes investment in other properties and/or securities and/or seeks interest by any other means as prescribed by securities laws and/or other relevant laws.

On 26 December 2014, the Stock Exchange of Thailand approved the listing of the trust units and permitted their trading from 26 December 2014 onwards.

The Trust is managed by Land and Houses Fund Management Company Limited ("the REIT Manager"), SCB Asset Management Company Limited acts as the Trustee and L&H Retail Management Company Limited acts as the Property Manager.

The Trust's major unitholders are Muang Thai Life Assurance Public Company Limited, LH Mall & Hotel Company Limited and Social Security Office, which hold 9.2%, 7.8% and 7.1% respectively, according to the registry of unitholders on 30 December 2024 (28 December 2023: 5.4%, 9.0% and 11.2%, respectively).

1.2 Distribution policy

The Trust has a policy to pay distributions to unitholders as follows:

- (1) The REIT Manager shall pay distributions to unitholders that, in aggregate, amount to not less than 90% of adjusted net profit for the year and not less than two times per annum. However, the REIT Manager may consider payment of additional distribution to unitholders when it is determined to be necessary and appropriate and will to pay distribution by 90 days after the closing of financial year or accounting period of distribution payment.

The adjusted net profit means the net profit of the Trust determined on a cash basis.

In the event that the Trust has retained earnings in any accounting period, the REIT Manager may pay distribution to the unitholders from the retained earnings.

- (2) In case the Trust has accumulated losses, the REIT Manager will not pay the distributions to the unitholders.

In considering the payment of distribution, if the value of interim distribution per unit to be paid is lower than or equal to Baht 0.10, the REIT Manager reserves the right not to pay distribution at that time and to bring such distribution forward for payment together with the distribution as at the end of fiscal year.

2. Basis of preparation

The financial statements have been prepared in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand.

The financial statements in Thai language are the official statutory financial statements of the Trust. The financial statements in English language have been translated from the Thai language financial statements.

3. Accounting policies

3.1 Revenues and expenses recognition

Rental and related services income is recognised as revenue in profit or loss on a straight-line basis over the lease term. The recognised revenue which is not yet due per the operating lease agreements has been presented under the caption of "Unbilled lease receivables" at the end of reporting period.

Premium or discounts on debt instruments are amortised evenly over the remaining term of the debt instruments, using the effective interest rate, and are treated as part of interest income.

Interest income is recognised on an accrual basis based on the effective interest rate.

Expenses are recorded on an accrual basis.

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

3.2 Financial instruments

The Trust initially measures financial instruments at its fair value, and net of transaction costs in the case of financial liabilities that are not measured at fair value through profit or loss. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial instruments

All financial assets are classified as financial assets at fair value through profit or loss and subsequently measured at fair value through profit or loss.

All financial liabilities are classified as financial liabilities to be subsequently measured at amortised cost using the EIR method.

Accounts receivable from rental and services

Accounts receivable from rental and services are stated at the net realisable value which considered to be the nearest equivalent to fair value.

Investments in bank deposits

Investments in bank deposits are presented using the sum of principal and accrued interest as of the date on which the investment is valued to determine fair value. Accrued interest is separately presented in the statement of financial position as "Accounts receivable from interest".

Regular way purchases and sales of financial assets

Regular way purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date on which the Trust commits to purchase or sell the asset.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Trust has transferred substantially all the risks and rewards of the asset, or the Trust has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Impairment of financial assets

For accounts receivable from rental and services, the Trust applies a simplified approach in calculating ECLs. Therefore, the Trust does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

3.3 Investments in properties at fair value

Investments in properties are recognised as assets at cost on the date which the Trust has rights on investments. The cost of investments comprises the purchase price and all direct expenses paid by the Trust in order to acquire such investments.

The REIT Manager measured fair value at the first reporting date after acquisition of the properties based on the cost of investments, and will remeasure them at subsequent reporting dates at fair value, using the appraisal value assessed by an independent appraiser approved by the Thai Valuer Association and the Valuers Association of Thailand (Pursuant to the Notification of the Office of the Securities and Exchange Commission concerning the granting of approval of valuation companies and principle valuers for public use). Valuation will be made when economic conditions change, but at least every two years, commencing from the date of the appraisal made for the purposes of investing or leasing the properties. In addition, the valuation will be reviewed within one year after the latest valuation date. The REIT Manager will not appoint any Appraiser to appraise the property or leased property for more than two consecutive times.

Gains or losses on valuation of such investments in properties are presented as gains or losses on change in investments at fair value in the statement of comprehensive income.

3.4 Related party transactions

Related parties of the Trust comprise individuals or enterprises that control, or are controlled by, the Trust, whether directly or indirectly, or which are under common control with the Trust.

They also include the REIT Manager, the Trustee and their related parties and include associates and individuals which directly or indirectly own a voting interest in the Trust that gives them significant influence over the Trust, key management personnel and directors of the REIT Manager with authority in planning and direction of the Trust's operations.

3.5 Distribution to unitholders

Decreases in retained earnings are recognised as at the date a cash distribution is declared.

3.6 Leases

At inception of contract, the Trust assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Trust as a lessee

The Trust applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Trust recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

The Trust recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost and will be subsequently measured at fair value. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Right-of-use assets which are classified as investment properties are presented as part of investment properties in the statement of financial position.

Lease liabilities

At the commencement date of the lease, the Trust recognises lease liabilities at the present value of the lease payments to be made over the lease term.

The Trust discounted the present value of the lease payments by the interest rate implicit in the lease or the Trust's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and Leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

The Trust as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

3.7 Provisions

Provisions are recognised when the Trust has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

3.8 Income tax

The Trust has no corporate income tax liability since the Trust is exempted from Thailand corporate income tax.

3.9 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Trust applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant the Accounting Guidance. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Trust measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Trust determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

4. Significant accounting judgements and estimates

The preparation of financial statements in conformity with the Accounting Guidance at times requires the REIT Manager to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Fair value of investment in properties

The Trust measures its investments in properties on the statement of financial position date at fair value based on the value as assessed by an independent appraiser. The independent appraiser values the investments by using the income approach, because there is no market price that could be used to apply a comparative approach. The REIT Manager is required to exercise significant judgement with respect to the estimation of future operating results and the determination of a discount rate and key assumptions. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position. However, the actual returns to be received by the Trust on such investments in properties could differ depending upon certain factors and conditions which will be incurred to the assets in the future.

Fair value of financial instruments

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the Trust's management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

5. Investments in securities at fair value through profit or loss

Movements of the investments in securities at fair value through profit or loss for the year ended 31 December 2024 and 2023 are as follows:

	(Unit: Thousand Baht)	
	2024	2023
Beginning balance	477,567	319,074
Purchase	1,313,946	819,916
Disposals	(1,803,968)	(668,981)
Amortisation of discount on investments	907	64
Net gains on investments	11,548	3,838
Gains on change in investments at fair value	-	3,656
Ending balance	-	477,567

6. Investments in properties at fair value

During the years, the movements of the investments in properties are as follows:

	(Unit: Thousand Baht)	
	2024	2023
Investments in properties at fair value - beginning of year	6,476,317	6,451,108
Add: Investment in immovable assets	4,900,000	-
Purchases of fixed assets	50,795	-
Investment in trademark	60,954	-
Registra fee with Department of Lands	53,900	-
Right-of-use asset	677,370	-
Gains on change in investment at fair value		
from the revaluation	80,000	17,000
Decrease in fair value from right-of-use assets	(339)	(330)
Change in unbilled lease receivables	(3,969)	8,539
Investments in properties at fair value - end of year	12,295,028	6,476,317

On 19 November 2024, the Trust invested in Terminal 21 Pattaya Shopping Center project by entering into a property lease agreement and a sale and purchase agreement for movable assets with LH Mall & Hotel Company Limited, as well as a trademark and service mark agreement with Land and Houses Public Company Limited and LH Mall & Hotel Company Limited. In addition, the Trust entered into a property lease agreement with LH Mall & Hotel Company Limited to rent the parking building of Terminal 21 Pattaya Shopping Center project, with the right to use the building from the date of investment. Subsequently, on 3 January 2025, the Trust further invested in the parking building by entering into a property lease agreement. Under those lease agreements, the Trust agreed to pay rental fees for both shopping center and the parking building, as well as acquisition cost for such assets and related expenses, totaling Baht 5,743 million. The lease agreement has a term of 24 years, maturing on 13 January 2049. The Trust has financed its investment using loans from financial institutions, as described in Note 9, and capital received from unitholders, as described in Note 10.

The balance of investments in properties are detailed as follows:

	(Unit: Thousand Baht)	
	2024	2023
Fair value at appraisal report of existing properties	6,563,000	6,483,000
Investment in properties during the year	5,743,019	-
Total	12,306,019	6,483,000
Add: Fair value from right-of-use	557	896
Less: Unbilled leases receivables	(11,548)	(7,579)
Investments in properties	12,295,028	6,476,317

During the years 2024 and 2023, the Trust hired independent appraisers to appraise the value of its investments in properties, using the income approach method. The Trust adjusted these investments in properties to their fair value and recognised gains or losses on change in investments at fair value in the statement of comprehensive income for the years.

Key assumptions used in the valuation of existing properties are summarised below:

	2024	2023	Result to fair value where as an increase in assumption value
Discount rate (%)	9.50	9.50	Decrease in fair value
Occupancy rate (%)	98.5	85 - 100	Increase in fair value
Average rental rate per square metre per month (Baht)	2,320	220 - 5,250	Increase in fair value

7. Cash and cash equivalents

As at 31 December 2024 and 2023, the Trust has cash and cash equivalents as follows:

Bank	Principal (Thousand Baht)		Interest rate (% per annum)	
	2024	2023	2024	2023
Cash and cash in transit	14,433	10,709	-	-
<u>Current accounts</u>				
Land and Houses Bank Public Company Limited	10	-	0.100	0.100
Siam Commercial Bank Public Company Limited	3,050	9	-	-
<u>Saving accounts</u>				
Land and Houses Bank Public Company Limited	14,341	13,247	0.100	0.100
Siam Commercial Bank Public Company Limited	896,322	104,109	0.400	0.500
Total cash at banks	913,723	117,365		
Total cash and cash equivalents	928,156	128,074		

8. Accounts receivable from rental and services

The balances of accounts receivable from rental and services as at 31 December 2024 and 2023, aged on the basis of due dates are summarised below:

	(Unit: Thousand Baht)	
	2024	2023
<u>Age of receivables</u>		
Not yet due	40,684	12,103
Past due		
Not over 3 months	73,606	34,570
3 - 6 months	593	1,803
6 - 12 months	851	3,363
Over 12 months	2,305	493
Total	118,039	52,332
Unbilled lease receivables	11,548	7,579
Total accounts receivable from rental and services	129,587	59,911

9. Long-term loans

				(Unit: Thousand Baht)	
Loan	Facilities amount (Million Baht)	Interest rate (%)	Repayment schedule	2024	2023
1	1,072	Fixed rate per annum for the first year to third year and at a rate MLR minus fixed rate per annum thereafter.	Principal is to be paid per annum, with first principal payment due in 2020, and final settlement of loan is to be made within December 2029. And interest is to be paid quarterly.	690,000	740,000
2	1,550	MLR minus fixed rate per annum	Principal and interest are to be paid quarterly, with first principal payment due in December 2027, and final settlement of loan is to be made within November 2029.	943,000	-
3	1,550	MLR minus fixed rate per annum	Principal and interest rate to be paid quarterly, with first principal payment due in March 2028, and final settlement of loan is to be made within December 2029	943,000	-
Total				2,576,000	740,000
Less: Deferred interest under effective interest rate				(3,553)	(4,358)
Net				2,572,447	735,642
Less: Current portion				(50,000)	(50,000)
Long-term loans, net of current portion				2,522,447	685,642

Movement of long-term loans account during the years ended 31 December 2024 and 2023 are summarised below:

			(Unit: Thousand Baht)	
			2024	2023
Beginning balance			740,000	840,000
Add: Addition borrowing			1,886,000	-
Less: Repayment			(50,000)	(100,000)
Loan - net			2,576,000	740,000

The loan is an unsecured loan. The credit facilities agreements contain several covenants which, among other things, require the Trust to maintain certain debt to equity ratio and debt service coverage ratio at the rate prescribed in the agreement.

In addition, the parent company of the LH Mall & Hotel Company Limited agreed to provide assurance to the lender to maintain its level of unit holding in the L&H Property Company Limited at least 59.99%.

As at 31 December 2024, the long-term credit facilities of the Trust which have not yet been drawdown amounted to Baht 1,214 million (2023: The credit facility has been fully drawdown).

10. Capital from unitholders

In November 2024, the Trust increased its capital by issuing an additional 290 million units with a par value of Baht 10.20 per unit, allocated to existing unitholders and the public at an offering price of Baht 10.80 per unit, amounting to a total of Baht 3,132 million.

Movements of trust units and net capital from unitholders are as follows:

	Capital from unitholders				
	Units (Million units)	Per units (Baht)	Units		
			Par value (Million Baht)	Premium (Million Baht)	Total (Million Baht)
Total balance as at 1 January 2024	488	10.20	4,978	-	4,978
The Capital received from unitholders	290	10.80	2,958	174	3,132
Less: Costs of issuing and offering trust units	-		-	(29)	(29)
Total balance as at 31 December 2024	<u>778</u>		<u>7,936</u>	<u>145</u>	<u>8,081</u>

11. Retained earnings

	(Unit: Thousand Baht)	
	2024	2023
Beginning balance	1,025,826	881,581
Net gains from investing	673,065	521,516
Net gains on investments	11,548	3,838
Gains on change in investments at fair value	75,692	28,865
Distributions to unitholders	(556,944)	(409,974)
Ending balance	<u>1,229,187</u>	<u>1,025,826</u>

12. Distribution to unitholders

For the year ended 31 December 2024				
Declaration date	For operating results	Per unit	Total	Paid on
		(Baht)	(Thousand Baht)	
28 February 2024	As from 1 November 2023			
	to 31 December 2023	0.2050	100,053	28 March 2024
26 March 2024	As from 1 January 2024			
	to 29 February 2024	0.1660	81,019	24 April 2024
26 June 2024	As from 1 March 2024			
	to 30 April 2024	0.1800	87,852	25 July 2024
15 August 2024	As from 1 May 2024			
	to 30 June 2024	0.1810	88,340	12 September 2024
15 October 2024	As from 1 July 2024			
	to 31 August 2024	0.1700	82,971	22 November 2024
27 November 2024	As from 1 September 2024			
	to 31 October 2024	0.1500	116,709	26 December 2024
Total distribution to unitholders		1.0520	556,944	

For the year ended 31 December 2023				
Declaration date	For operating results	Per unit	Total	Paid on
		(Baht)	(Thousand Baht)	
24 February 2023	As from 1 November 2022			
	to 31 December 2022	0.1100	53,687	23 March 2023
30 March 2023	As from 1 January 2023			
	to 28 February 2023	0.1250	61,008	27 April 2023
26 June 2023	As from 1 March 2023			
	to 30 April 2023	0.1300	63,448	25 July 2023
10 August 2023	As from 1 May 2023			
	to 30 June 2023	0.1500	73,210	7 September 2023
31 October 2023	As from 1 July 2023			
	to 31 August 2023	0.1600	78,090	29 November 2023
1 December 2023	As from 1 September 2023			
	to 31 October 2023	0.1650	80,531	28 December 2023
Total distribution to unitholders		0.8400	409,974	

13. Expenses

13.1 REIT management fee

REIT management fee is calculated on a monthly basis, at a rate not exceeding 2% per annum of the Trust's net assets, with a minimum fee of Baht 3,000,000 per annum (exclusive of value added tax, specific business tax or any other similar taxes).

13.2 Trustee's fee

Trustee's fee is calculated on a monthly basis, at a rate not exceeding 1% per annum of the Trust's adjusted net assets, with a minimum fee of Baht 2,000,000 per annum (exclusive of value added tax, specific business tax or any other similar taxes).

The Trust's adjusted net assets means total assets minus total non-interest bearing liabilities and long-term loans of the Trust to the extent that these do not exceed 10% of total assets.

13.3 Registrar's fee

Registrar fee is calculated on a monthly basis, at a rate not exceeding 1% per annum of the Trust's net assets (exclusive of value added tax, specific business tax or any other similar taxes).

13.4 Property management fee

Fees are payable to the Property Manager on a monthly basis in accordance with the Property Management Agreement between the REIT Manager and the Property Manager, which is summarised as follows (exclusive of value added tax, specific business tax or any other similar taxes).

Fees	Rate
Rental collection fee	Not exceeding 3% per annum of net rental income
Commission fee	For shop rental: Not exceeding 0.5 - 1.5 times of first monthly rental and service fees and utility fees collected from the new tenants For promotion area: Not exceeding 20% of rental income collected in each time.
Property management fee - base fee	Not exceeding 0.50% per annum of the property's net asset value
Property management fee - incentive fee	Not exceeding 3% per annum of net property income
Property purchase transactions and sales transactions fee	Not exceeding 1.50% and 0.75%, respectively, of the property to be purchased and sold value
Repair, renovation, maintenance and/or improvement of assets fee	Not exceeding 2% of value of the repair, renovation, maintenance and improvement.

14. Related party transactions

The relationships between the Trust and its related parties are summarised below.

<u>Company's Name</u>	<u>Relationship</u>	<u>Details of Business Transactions</u>
Land and Houses Fund Management Company Limited	- REIT Manager	- Receive REIT management fee from the Trust
SCB Asset Management Company Limited	- Trustee	- Receive Trustee's fee from the Trust
L&H Retail Management Company Limited	- Property Manager	- Receive property management fee from the Trust - Receive human-resources management fee from the Trust
L&H Property Company Limited	- Property owner	- Has entered into property lease agreement, as the lessor
Land and Houses Bank Public Company Limited	- Common shareholder of Land and Houses Fund Management Company Limited	- Receive deposit and provide loan to the Trust - Has entered into rental and services agreement, as the lessee
Siam Commercial Bank Public Company Limited	- The parent company of SCB Asset Management Company Limited	- Receive deposit from the Trust - Has entered into rental and services agreement, as the lessee
Social Security Office	- Major unitholder	- Receive distribution from the Trust
LH Mall & Hotel Company Limited	- Major unitholder - Property owner	- Receive distribution from the Trust - Receive the department store management system service fee from the Trust - Has entered into property lease agreement, as the lessor
LH Hotel Leasehold Real Estate Investment Trust	- Common REIT Manager	- Reimbursement receipts
LH Mall Company Limited	- Common shareholder of Land and Houses Fund Management Company Limited	- Has entered into rental and services agreement, as the lessee

During the years, the Trust had significant business transactions with its related parties, which have been agreed upon in the ordinary course of business between the Trust and its related parties. The pricing policies and amount for particular type of transactions are as follows:

	2024	2023	(Unit: Thousand Baht) Pricing Policy
Land and Houses Fund Management Company Limited			
REIT management fee	13,205	12,079	As detailed in Note 13.1
SCB Asset Management Company Limited			
Trustee's fee	5,407	4,890	As detailed in Note 13.2
L&H Retail Management Company Limited			
Property management fee	100,791	98,626	As detailed in Note 13.4
Human resource management fee	76,473	68,094	At the actual human resource management expense
Land and Houses Bank Public Company Limited			
Rental and services income	4,905	4,294	Contract price
Interest expenses	36,575	33,525	As detailed in Note 9
Siam Commercial Bank Public Company Limited			
Rental and services income	6,397	6,106	Contract price
Cost of issuing and offering trust units	10,267	-	Contract price
Professional fees	5,086	-	Contract price
Social Security Office			
Distribution to unitholders	58,042	41,538	As declaration
LH Mall & Hotel Company Limited			
Department store management system service fee	4,084	3,646	As detailed in Note 16.3
Distribution to unitholders	48,736	36,898	As declaration
Purchase of investments in properties	5,011,749	-	Close to appraisal value (Note 6)
LH Mall Company Limited			
Rental and services income	600	-	Contract price

As at 31 December 2024 and 2023, the balances of the accounts between the Trust and those related companies are as follows:

	(Unit: Thousand Baht)	
	2024	2023
Land and Houses Fund Management Company Limited		
Investments in securities	-	477,567
Accrued REIT management fee*	3,021	2,154
SCB Asset Management Company Limited		
Accrued trustee's fee*	1,334	865

	(Unit: Thousand Baht)	
	2024	2023
L&H Retail Management Company Limited		
Accrued property management fee*	17,662	10,379
Accrued human resource management*	92	7,582
Land and Houses Bank Public Company Limited		
Cash at banks	14,351	13,247
Accounts receivable from rental and services	17	16
Deposits from rental and services	4,027	2,243
Accrued interest payable*	4,909	4,145
Long-term loan	1,633,000	740,000
Siam Commercial Bank Public Company Limited		
Cash at banks	899,372	104,118
Accounts receivable from rental and services	249	42
Accounts receivable from interest	42	9
Deposits from rental and services	2,653	2,430
LH Mall & Hotel Company Limited		
Other receivable	13,061	41
Accrued expenses*	5,819	-
Lease liabilities	670,000	-
LH Mall Company Limited		
Deposits from rental and services	150	-

* Included in "Accrued expenses" in the statement of financial position.

15. Information on trading in investments

The Trust's investment trading transactions during the year 2024, excluding investments in cash at banks and promissory notes, amounted to Baht 8,184 million (2023: Baht 1,489 million) which is 123.33% (2023: 24.99%) of the average net asset values during the year.

16. Commitments and contingent liabilities

- 16.1 As at 31 December 2024 and 2023, the Trust is committed to pay fees to counterparties under the terms and conditions as specified in Note 13.

16.2 As at 31 December 2024 and 2023, the Trust has commitment, in respect of service contracts, which to pay in the future in the following amount.

	(Unit: Million Baht)	
	2024	2023
Payable:		
In up to 1 year	63	11
In over 1 and up to 5 years	9	15

16.3 As at 31 December 2024, the Trust is committed to pay department store management system service fee to a related company. The term of the agreement is 3 years with fee not exceeding Baht 16 million per year. The fee is to be paid monthly (2023: The fee not exceeding Baht 8 million per year).

16.4 As at 31 December 2024 and 2023, the Trust has outstanding bank guarantees of Baht 9 million to guarantee electricity use.

17. Segment Information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The Trust is principally engaged in the rental of immovable properties. Its operation is carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain to the aforementioned reportable operating segment and geographical area.

Major customers

For the years 2024 and 2023, the Trust has no major customer with revenue of 10% or more of an entity's revenues.

18. Fair value hierarchy

As at 31 December 2024 and 2023, the Trust had the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	As at 31 December 2024			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investments in properties	-	-	12,295	12,295

(Unit: Million Baht)

	As at 31 December 2023			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investments in securities	-	478	-	478
Investments in properties	-	-	6,476	6,476

During the current year, there was no change in technique and assumptions used in estimating the fair value measurement and no transfers within the fair value hierarchy.

19. Financial Instruments

19.1 Financial Risk Management

The Trust's financial instruments principally comprise investments in securities, cash and cash equivalents, accounts receivable, trade accounts payable, other payables, accrued expenses, deposits from rental and services and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit Risk

The Trust is exposed to credit risk primarily with respect to accounts receivable from rental and services. The management of the Trust manages such risk by stipulating that lessees are to provide lease deposits as security against collection losses. In addition, the Trust does not have high concentration of credit risk since it has a large and varied base of creditworthy customers. Additionally, the Trust has collected rental deposits from customers as a collateral in case of default. As a result, it does not anticipate material loss from its debt collection. The maximum exposure to credit risk is limited to the carrying amounts of accounts receivable from rental and service as stated in the statement of financial position.

Interest Rate Risk

The Trust's exposure to interest rate risk relates primarily to its investment in securities, cash at banks and long-term loans. Most of the Trust's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2024 and 2023, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	2024					Effective interest rate (% p.a.)
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	
	Within 1 year	Over 1- 5 years				
Financial assets						
Investments in securities	-	-	914	14	928	0.10 - 0.40
Accounts receivable	-	-	-	130	130	-
	-	-	914	144	1,058	
Financial liabilities						
Trade accounts payable	-	-	-	73	73	-
Other payables	-	-	-	19	19	-
Accrued expenses	-	-	-	73	73	-
Deposits from rental and services	-	-	-	585	585	-
Long-term loans	-	-	2,572	-	2,572	Note 9
Lease liabilities	678	-	-	-	678	2.791 - 4.275
	678	-	2,572	750	4,000	

(Unit: Million Baht)

	2023					Effective interest rate (% p.a.)
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	
	Within 1 year	Over 1- 5 years				
Financial assets						
Investments in securities	-	-	-	478	478	-
Cash and cash equivalents	-	-	117	11	128	0.10 - 0.50
Accounts receivable	-	-	-	60	60	-
	-	-	117	549	666	

(Unit: Million Baht)

	2023					Effective interest rate (% p.a.)
	Fixed interest rates		Floating	Non-	Total	
	Within 1 year	Over 1- 5 years	interest rate	interest bearing		
Financial liabilities						
Trade accounts payable	-	-	-	38	38	-
Other payables	-	-	-	5	5	-
Accrued expenses	-	-	-	28	28	-
Deposits from rental and services	-	-	-	319	319	-
Long-term loan	-	-	736	-	736	Note 9
Lease liabilities	-	1	-	-	1	2.791
	-	1	736	390	1,127	

Foreign currency risk

As at 31 December 2024 and 2023, the Trust has no financial instruments in foreign currency.

Liquidity risk

The Trust has highly liquid assets such as cash at bank and investments in securities, including the projected income stream of the Trust, which is sufficient to make scheduled payments as specified in the loan agreement and make capital distributions to the unitholders.

19.2 Fair values of financial instruments

Since the majority of the Trust's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

20. Capital management

The primary objectives of the Trust's financial management are to maintain its ability to continue as a going concern and to maintain an appropriate capital structure in order to provide returns for unitholders in accordance with the Trust's establishment objective.

21. Approval of financial statements

These financial statements were authorised for issue by the authorised director of the REIT Manager on 24 February 2025.



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