

# GOLDEN

## OPPORTUNITY

Annual Report 2023

October 2022 - September 2023

**INVEST IN  
PREMIUM QUALITY ASSETS  
IN PRIME LOCATIONS**

# Golden Ventures Real Estate Investment Trust

Golden Ventures Real Estate Investment Trust (Golden Ventures Reit) The REIT is a leasehold real estate investment trust that invests in Grade A office buildings.

The core investment of GVREIT is focused on Grade A office building that outstanding in term of architecture, innovation, and novel construction.

GVREIT was established under the SEC regulation and Capital Market Act B.E.2550 on 22<sup>nd</sup> March 2016 and listed on the Stock Exchange of Thailand on 4<sup>th</sup> April 2016. GVREIT entrust Frasers Property Commercial Asset Management (Thailand) Company Limited as a REIT manager and Kasikorn Asset Management Company Limited as a trustee of the REIT.

## Investment Highlights of GVREIT

- Leasehold rights over some parts of Park Ventures Ecoplex building including its components and other systems, excluding the area for The Okura Prestige Bangkok Hotel, Located on the corner of the intersection of Wireless Road and Ploenchit Road with direct access to BTS Ploenchit
- Subleasehold rights over Land and Sathorn Square office building including its components parts and other systems, located on the corner of the intersection of Narathiwat Ratchanakarin Road and Sathorn Road with direct access to BTS Chongnonsee Station

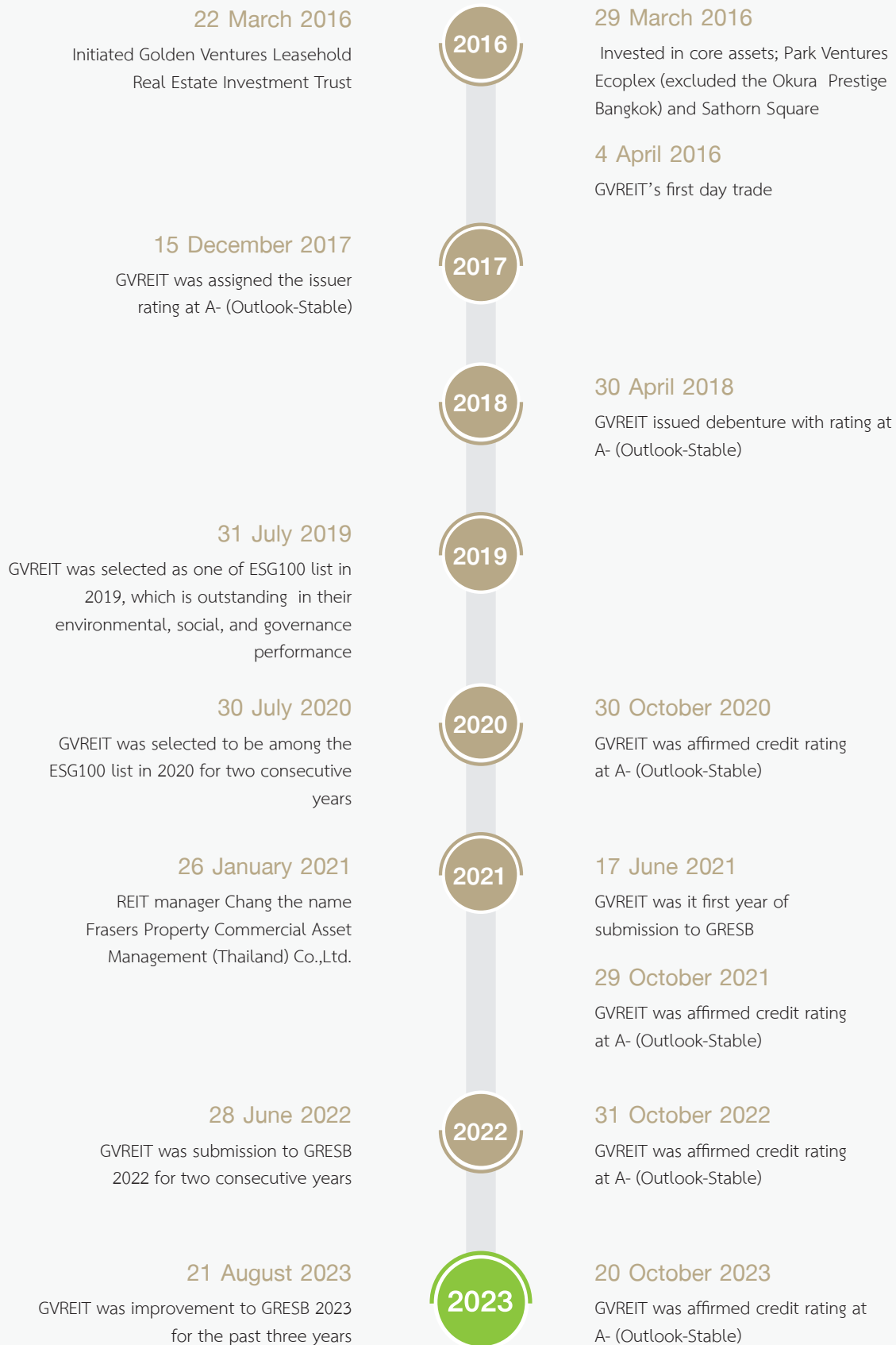




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# GVREIT Milestone



## Message from the Chairman



(Mr. Chatrapee Tantixalerm)

Chairman of the Board



As the Chairman of Frasers Property Commercial Asset Management (Thailand) Company Limited (FPCAMT) which acts as the REIT Manager of the Golden Ventures Leasehold Real Estate Investment Trust (“GVREIT”), I would like to represent the Company in presenting the operating results of the GVREIT for 2023 which covers the operating period of 1 October 2022 up to 30 September 2023.

The overall Thai economy during the first half of 2023 expanded at a rate of 2.2%, with major contributing factors being private consumption, the continued recovery of the tourism sector, and investments from the private and public sectors. Nevertheless, the economic expansion still faces major risk factors and limitations in areas such as the political conditions that may impact the general economic environment. The global economic slowdown still restricts the expansion of export prospects whereas the financial conditions of household and business sectors as well as the risks of climate change that may affect the manufacturing and agricultural sectors, may further hinder economic growth.

For the fiscal year 2023, the GVREIT has retained its corporate credit rating and bond rating at “A-“ (Outlook Stable) from TRIS Rating Co., Ltd. (TRIS). This reflects the asset quality of the GVREIT which are the CBD Grade A office buildings in Bangkok, the growth opportunity of the GVREIT’s assets, as well as its low level of debts and sufficient liquidity. Despite a competitive environment in the office rental market, the GVREIT’s two properties still retain their average occupancy rate at a level which is higher than the industry average. As of 30 September 2023, the GVREIT has its total asset value estimated for the fiscal year 2023 of Baht 9,986 million, a decline of Baht 118 million from the previous year, or a 1.2% drop. Its remaining leasehold period for both assets is around 17 years.

The general view of the office rental market in Bangkok in the second quarter of 2023 showed a continued expansion caused by an increase in the positive net absorption of 53,000 square meters from 39,500 square meters in the first quarter of 2023. The total net absorption of the market was 160,000 square meters, higher than the pre COVID-19 pandemic period. This growth was contributed mainly by the growth in the net absorption of the Grade A office buildings, reflecting the demand and the available supply choices for Grade A office and sustainable buildings rental. The sustainability of the buildings is also a supporting factor for rental and contract renewal consideration. The consideration is not limited only by energy saving standards but also includes digital technology standards which shall support business conducts and operations of the tenants as per their work policy that is currently changing. The overall occupancy rate of the market marginally declined by 0.2%. The average rental rate for Grade A office buildings slightly improved at 2.6% from the previous year. The supply of the office rental market in Bangkok in the second quarter of 2023 expanded by 79,000 square meters, with a total rental space of 5.96 million square meters, or a 4.3% growth from the previous year, of which 92,500 square meters of the new CBD office space has already been completed. The new supply during yearend of each year from 2023 to 2025 is estimated to be approximately 368,000 square meters, 480,000 square meters, and 302,000 square meters, respectively. (Source: Knight Frank)

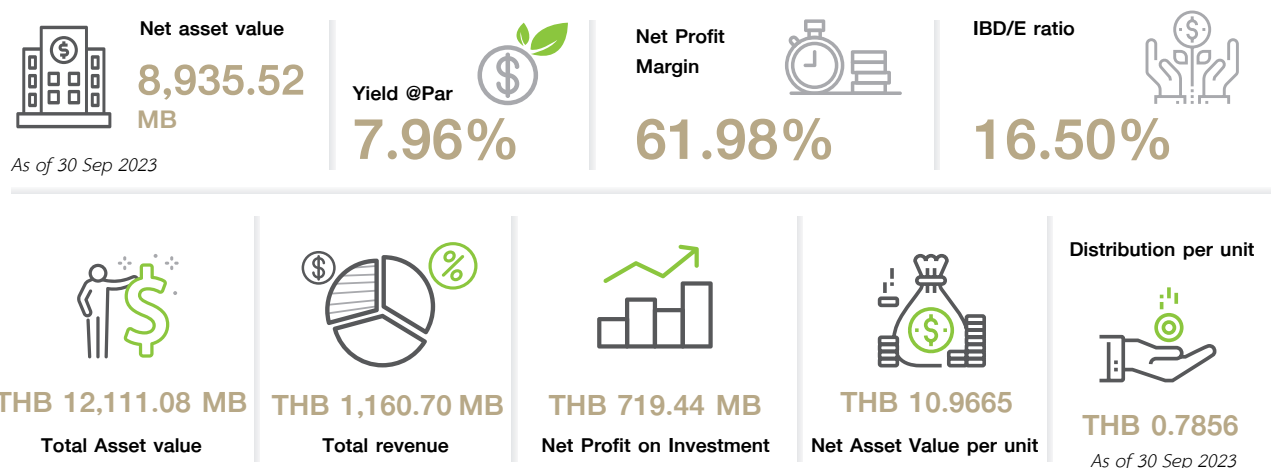
As for the management of the GVREIT during the fiscal year 2023, the REIT Manager performed its work as per its prescribed policies and plans, with the aim to preserve its relationship with the current tenants to maintain its high occupancy rate, focus on efficient development and improvement of its assets and properly, and effectively manage its rental spaces, enhance the improvement of spaces for office use with various options available for rental, heighten its competitiveness amid the current competitive office rental market, manage its costs to be in line with its earnings, as well as organize year-round marketing campaign. All of these results in its ability to maintain its average occupancy rate of 92% which is higher than the market rate. As of September 2023 the GVREIT had an occupancy ratio for its two projects which are the Park Ventures Ecoplex and Sathorn Square at 96% and 91% respectively.

As for the business performance of the GVREIT in the fiscal year 2023, it has a total investment income of Baht 1,160.70 million and a net investment income of Baht 719.44 million, with its profit from net investment to total revenue being higher than 62%. This year the GVREIT declared four dividend payments, totalling the distribution payment (per unit) of Baht 0.7856. Additionally, to create confidence and to further develop the quality of its Grade A office buildings, the GVREIT would like to advise that both of its assets have passed the certification standard from WiredScore and have been ranked in the platinum level which is the highest level for the buildings that are already rented. Both buildings support technology and digital connections that well-accommodate the modern day working environment. This year the GVREIT also participated in the GRESB efficiency assessment for energy, sustainability, and environmental quality for the third consecutive year to assure that its operations is well managed within the business framework of a sustainable development mindset that recognizes and promotes the best Environmental, Social and Governance practice.

As for future operations, the GVREIT still focuses on existing tenants and is ready to find new tenants by applying effective strategies and plans for improvement and development of the quality of its assets, to enhance business opportunity and competitiveness in awareness of new supply that will inundate the office rental market in the future. It emphasizes management strategy for rental spaces that enhances flexibility and versatility, as well as enables improvement on marketing tools, promotes public relations for rental spaces that better suit the target clientele. It also intends to preserve and develop the quality of its management standard, apply efficient and suitable cost management, as well as conduct its business with more proactive strategies to enhance better opportunities for its long-term earnings.

Lastly, on behalf of the Board of Directors of the Frasers Property Commercial Asset Management (Thailand) Company Limited, as the REIT Manager of GVREIT, I would like to express my appreciation to all our unit holders who have entrusted us with the management of your investment. We, the Company, commit to perform our role and duties with caution, and professionalism with full awareness of the maximized benefits to our unit holders. We shall develop our skill and knowledge to ensure our highest efficient management standards under the policy framework of best practices and good governance to always provide satisfaction and sustainable returns to our unit holders.

## Key Operation Highlight FY 2023



## Asset Under Management



**887**  
THB/SQM/Month  
Average Rental Rate

**91%**  
Average Occupancy Rate



**1,131**  
THB/SQM/Month  
Average Rental Rate

**96%**  
Average Occupancy Rate

## Summary of the REIT

REIT Name	Golden Ventures Leasehold Real Estate Investment Trust
Abbreviation	GVREIT
REIT Manager	Frasers Property Commercial Asset Management (Thailand) Company Limited
Property Manager	North Sathorn Realty Company Limited
Trustee	Kasikorn Asset Management Company Limited
Auditor	KPMG Phoomchai Audit Ltd.
Inception Date	22 March 2016
Term of the REIT	Indefinite
Leasehold Period	Park Ventures Ecoplex, Leasehold rights of the building for 25 years 5 months 7 days, ended on 5 September 2041  Sathorn Square, Sub-leasehold rights of the land and building for 24 years 6 months 7 days, ended on 6 October 2040
Type of the REIT	Unit trust is not redeemable

(Warning in the case of trusts whose main assets have a limited lifespan: (if there is no capital increase) the value of the main assets will gradually decrease to zero. When the contract expires on September 5, 2041)

Market Cap (Million baht)	4,888.80 MB	Closing price on the last day of year	6.00 Baht / Unit
Number of units	814,800,000	Paid-up Capital	8,046.15 MB
Net Asset Value (NAV)	8,935.52 MB	NAV (per unit)	10.9665
Par (Baht per unit)	9.875	Inception Date	22 March 2016
Price/NAV	0.5471 times	Weighted average land lease term	17.31 Yrs.

## The REIT's Capital Structure

Total Asset	12,111.08 MB	Gain/(Loss)	889.37 MB
Liabilities	3,175.55 MB	Debt/Total Asset Value	16.50% of Total Asset
Equities	8,935.52 MB	Credit rating	"A-" (Outlook – Stable)

as of 20 October 2023

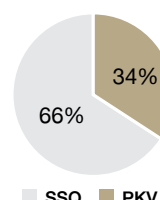
## Investment Property



100%  
Leasehold



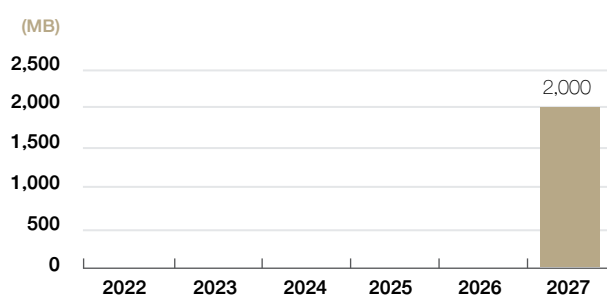
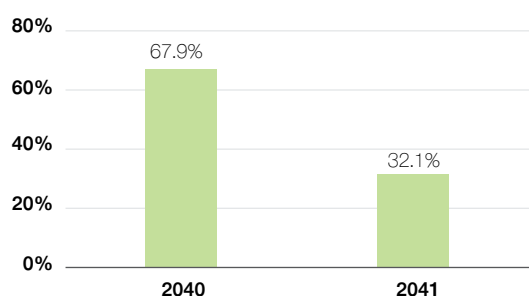
100%  
Property type (Appraised value)  
Office Building



Revenue Structure

SSQ PKV





## Appraisal Value

Investment Property	Appraisal Value (Million Baht)	Appraiser
Park Ventures Ecoplex	3,209.00	C.I.T. Appraisal Co., Ltd.
Sathorn Square	6,777.00	C.I.T. Appraisal Co., Ltd.

QR Code for Valuation Report 2023



## Major Unitholders

Name	Number of units	Percent (%)
1. Golden Land Property Development PLC.	192,570,100	23.63
2. Allianz Ayudhya Assurance PLC.	57,585,700	7.07
3. Krunghthai-AXA Life Insurance PLC.	55,700,000	6.84
4. Social Security Office	55,266,300	6.78
5. TMB EASTSPRING Property and Infrastructure Income Plus Flexible Fund	45,315,800	5.56

Notice : as of 30 September 2023

Foreign Limit	49.00%
Current Foreign Holding	0.37%

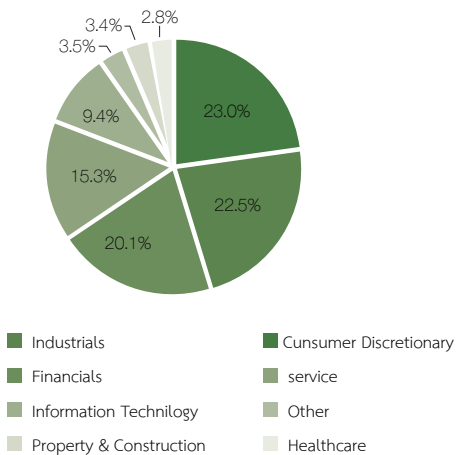
## Distribution Payment Policy

The REIT Manager shall make a distribution payment to its unitholders at a rate of no less than 90% of its adjusted net profit for each fiscal year no more than 4 payments of beneficial interest to unitholders during each fiscal year.

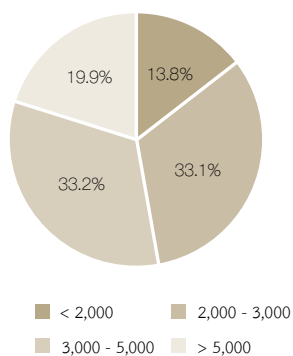
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## Details of the Tenants

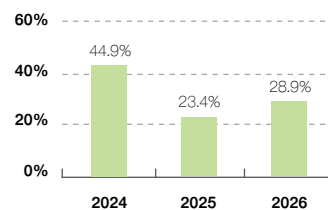
Tenants Proportion by Business Type



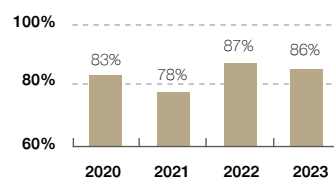
Revenue Proportion (10 Majority Tenants)



Lease Expiry Proportion



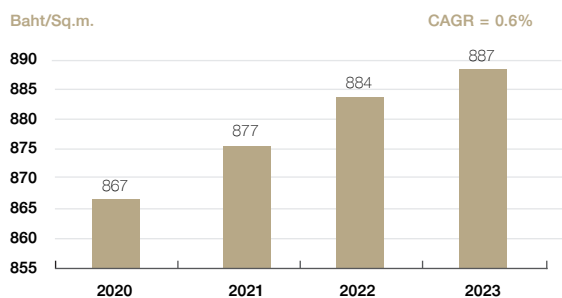
Lease Retention Rate



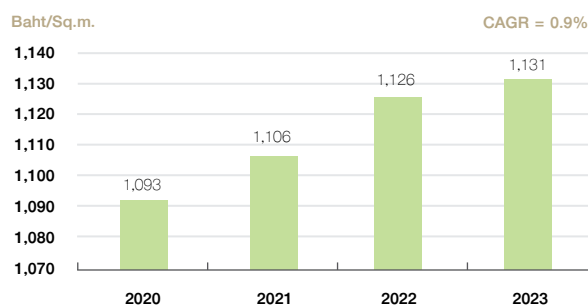
## REIT's Performance

Notice : Calculated by fiscal year end of September

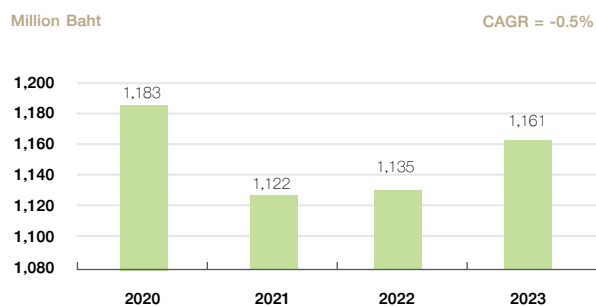
Sathorn Square Average Rental Rate



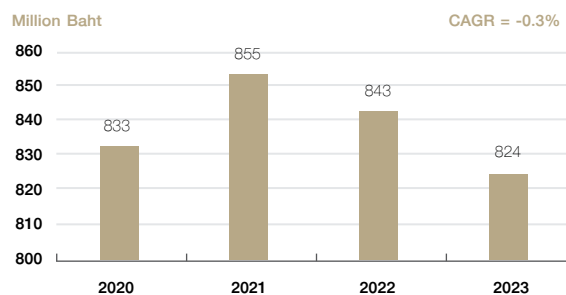
Park Ventures Average Rental Rate



Total Revenue



Earnings before interest, taxes,  
Depreciation and amortization (EBITDA)



Financial Statement of the REIT (MB)	2023	2022	2021
Rental and Service Income	1,153.04	1,130.77	1,112.60
Other Income	7.66	4.41	9.38
Earnings before interest, taxes, depreciation and amortization (EBITDA)	824.49	842.51	854.97
Net Increase in Net Assets from Operations	565.72	642.74	705.21
Earning per Units (EPU)	0.6943	0.7888	0.8655
Dividend per Unit (DPU)	0.7856	0.7791	0.7677
Capital reduction (Baht)	-	-	-
Debt / Total Asset Value	0.17	0.16	0.16
Interest (%)	3.63%	3.63%	3.63%
Net cash from operating activities	956.57	709.06	810.50
Net cash used in financing activities	787.31	724.15	792.10
Net cash on hand	169.26	(15.09)	18.39
Net Asset Value at the end of Year/ Period (Baht)	8,935.52	9,009.90	8,990.08
Price/Net Asset Value (Time)	0.55	0.81	0.93
Dividend Yield (%) (Market price at the end of fiscal year 2023)	13.09%	8.66%	7.45%
Market capitalization	4,888.80	7,333.20	8,392.44
Market price at the end of fiscal year 2023	6.00	9.00	10.30

## Overview of the REIT's Operating Results

In 2023 the REIT had total investment income of Baht 1,160.70 million, increased by Baht 25.52 million or 2.25% from the previous year. due to the increased in the rental rate of the project and the increased in service and utility income from returning to work in the office increased from the previous year. Rental and services income was main source of income, Baht 1,153.04 million or 99.34% of its total investment income. The REIT had total expenses of Baht 441.25 million, increased by 10.81% from the previous year, mostly incurred from cost of rental and services and the property manager fee of 16.63% and 8.22% of its total investment income. Due to in 2023, variable electricity bills (Ft) and maintenance costs increased from the previous year. Totally, the REIT had net investment income of Baht 719.44 million, decreased by Baht 17.52 million or 2.38% from the previous year and had the net increase in net assets from operations of Baht 565.72 million, a decrease of Baht 77.02 million or 11.98% from the previous year due to the unrealized loss from the investment in leasehold property in regard to TFRS16 and lower appraisal value from the asset in 2023.

## Type of Audited Financial Report

- Unqualified Opinion -

## Summary of Significant liabilities

According to the resolution of the 2018 Annual General Meeting of the Unitholders of Golden Ventures Leasehold Real Estate Investment Trust, the unitholders approved the REIT to proceed issuance and offering of the debentures in the principal amount of up to Baht 2,000 million in order to refinance partial outstanding loan. At the ended of September 2023, the REIT has outstanding liabilities after refinancing partial outstanding loan summarized.

Specific Name of Debenture	Debentures of Golden Ventures Leasehold Real Estate Investment Trust (GVREIT) No. 1/2018 Due 2027
Issuer	Golden Ventures Leasehold Real Estate Investment Trust (acting by and through the trustee)
Credit Rating	A-/TRIS (Outlook - Stable) as of 20 October 2023
Underwriter	Kasikornbank Public Company Limited
Registrar	Bank of Ayudhya Public Company Limited
Type of Debentures	The debentures are in name-registered form, unsubordinated, and unsecured, without a debenture holders' representative.
Number of Debenture Offered	2,000,000 (two million) units
Total Value of Debentures	2,000,000,000 (two thousand million) Baht
Par Value per Unit	1,000 (one thousand) Baht
Offering Price per Unit	1,000 (one thousand) Baht
Term of Debenture	9 (nine) years from the issue date
Issue Date	30 April 2018
Maturity Date	20 April 2027
Interest Date	A fixed interest rate at 3.63 (three-point six three) percent per annum for the entire term of the debentures.
Payment of Interest	Interest payment will be made every 6 (six) months on 30 April and 30 October of each year throughout the term of the debentures. The first interest payment date will be 30 October 2018. The last interest payment date is the maturity date of the debentures.

## The Risk Factors Summary

There are 5 aspects of the REITs' risks, and each aspect poses significant risks as follows:

### 1. Strategy Risk

- Risks relating to trade competitors of the REIT's business operation, namely, risks from increases of future office space for rent.
- Risks from rental office space market from the landlord dominant market to tenant dominant market.

### 2. Operational Risk

- Operating results of the REIT depend on the performance of the Property manager.

- Conflict of interest between the REIT and Property manager may cause impacts on the REIT's operation.

### 3. Financial Risk

- The leasehold real estate investment trust gradually loses its value as the lease term decreases, leading to the decrease of the unit REIT value.
- Losing anchor tenants can negatively affect the REIT's financial status and operating results.

### 4. Compliance Risk

- Property invested by the REIT is under the environmental legislation.

### 5. Emerging Risk

- Tenants of some businesses are affected by the slowdown of the economy after the pandemic, leading to an inability to make timely rental and service payments, and/ or untimely revoke lease agreement or may not renew the contracts.
- The risk is originated from changing behavior of office space tenants whose policy aim to reduce the size of rental space since more private companies tend to have a WFH and Hybrid Working policy after the COVID 19.

### 6. Environment Social Governance Risk

- Risk from climate change.
- Risk from bad waste management which may affect the society or community where the REIT's invested properties are located.
- Risk from uncertified operation relating to environmental rules, regulations, and laws.

#### Fees & Expenses Payable by the REIT between 1 October 2022 - 30 September 2023

Fees & Expenses Payable by the REIT	Amount Unit: Baht	% of Net Assets Value <sup>(1)</sup>		% of Weight Average Net Assets Value <sup>(2)</sup>
		Actual Charge (%) <sup>(3)</sup>	Limit % <sup>(4)</sup>	
Management Fee	19,112,618	0.23%	Less than 1.0%	0.21%
Trustee Fee	9,362,502	0.11%	Less than 1.0%	0.10%
Registrar Fee	2,691,621	0.03%	Actual Cost	0.03%
Property Management Fee	95,441,603	1.17%	Less than 5.0%	1.05%
Professional Fee	2,285,392	0.03%	Actual Cost	0.03%
Cost of Rental and Services	132,227,403	1.62%	Actual Cost	1.46%
Administration Expenses	14,580,534	0.18%	Actual Cost	0.16%

Fees & Expenses Payable by the REIT	Amount Unit: Baht	% of Net Assets Value <sup>(1)</sup>		% of Weight Average Net Assets Value <sup>(2)</sup>
		Actual Charge (%) <sup>(3)</sup>	Limit % <sup>(4)</sup>	
Interest Expenses	104,788,891	1.29%	Actual Cost	1.16%
Insurance Premium	5,091,546	0.06%	Actual Cost	0.06%
Cost of Repair and Maintenance	46,002,928	0.56%	Actual Cost	0.51%
Cost of Sales, Marketing and Advertising	9,667,689	0.12%	Actual Cost	0.11%
Amortization of Deferred Expenses	None	-	Actual Cost	-
Financial Advisor Fee	None	-	Actual Cost	-
Underwriter Fee	None	-	Actual Cost	-
Taxes <sup>(5)</sup>	None	-	None	-
Other Expenses which amount of value more than 0.01% of NAV <sup>(5)</sup>	None	-	Actual Cost	-
Other Expenses <sup>(5)</sup>	None	-	Actual Cost	-
<b>Total Fees &amp; Expenses</b>	<b>441,252,728</b>	<b>5.41%</b>		<b>4.86%</b>

Remark : (1) Net Assets Value as at the date that the REIT made the Initial Core Investment Assets was Baht 8,150,766,757.11.

(2) Net Assets Value as the annual weight average net assets value of Baht 9,070,183,146.18

(3) The fees & expenses actually charged, included the value-added tax.

(4) The limit of the fees & expenses is excluded from the value-added tax.

(5) No any Charge due to Trust's Deed.

## Contact Information

REIT Manager	Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.		
Address	22 <sup>nd</sup> Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330		
Tel	0 2483 0000 ext. 1020	Website <a href="http://www.fpcamt.co.th">www.fpcamt.co.th</a>	

Trustee	Kasikorn Asset Management Co., Ltd.		
Address	400/22, Kasikornbank Building, 6th and 12th Floor, Phahon Yothin Avenue, Samsen Nai, Phaya Thai, Bangkok, 10400		
Tel	0 2673 3999	Website <a href="http://www.kasikornasset.com">www.kasikornasset.com</a>	

## Financial Statement of the REIT

### 1) Summary of Audited Financial Statement

Fiscal Year	Name	Note
2023 (1 October 2022 – 30 September 2023)	Ms. Vilaivan Pholprasert	Certified Public Accountant No. 8420 KPMG Phoomchai Audit Ltd.
2022 (1 October 2021 – 30 September 2022)	Ms. Vilaivan Pholprasert	Certified Public Accountant No. 8420 KPMG Phoomchai Audit Ltd.
2021 (1 October 2020 – 30 September 2021)	Ms. Vilaivan Pholprasert	Certified Public Accountant No. 8420 KPMG Phoomchai Audit Ltd.

Financial Statement and operating results for the past 3 fiscal years that present through this annual report summarized as follows.

Fiscal Year	The Opinion
The 2023 Audited Financial Statement (1 October 2022 – 30 September 2023)	The Accompanying Financial Statements present fairly in accordance with accounting guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies as approved by The Securities and Exchange Commission
The 2022 Audited Financial Statement (1 October 2021 – 30 September 2022)	The Accompanying Financial Statements present fairly in accordance with accounting guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies as approved by The Securities and Exchange Commission
The 2021 Audited Financial Statement (1 October 2020 – 30 September 2021)	The Accompanying Financial Statements present fairly in accordance with accounting guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies as approved by The Securities and Exchange Commission

## 2) Balance Sheet as of 30 September 2023

Balance Sheet Detail (Unit: Baht)	30 September		
	2023	2022	2021
<b>Asset</b>			
Investments in Leasehold Properties at Fair Value	10,730,719,853	10,889,535,705	10,988,788,927
Investments in Securities at Fair Value	1,145,659,416	1,265,739,769	1,129,086,908
Cash on Hand and cash equivalents	209,728,318	40,466,963	55,558,915
Rental and Service Receivables	17,515,476	11,477,003	21,274,543
Accrued Interest Income	666,893	32,579	40,300
Prepaid Expenses	1,844,353	1,817,572	3,015,521
Deferred Expenses	-	-	-
Other Assets	4,943,616	3,456,196	2,264,050
<b>Total Assets</b>	<b>12,111,077,925</b>	<b>12,212,525,787</b>	<b>12,200,029,164</b>
<b>Liabilities</b>			
Lease Liabilities	751,156,602	794,121,606	801,924,819
Other Accounts Payable	27,680,146	20,123,604	15,452,941
Accrued Expenses	70,209,207	69,695,456	49,561,986
Rental and Service Income Received in Advance	36,782,558	35,515,924	27,937,462
Deposits from Rental and Services	283,811,772	281,211,047	299,714,335
Debenture	1,998,761,771	1,998,443,725	1,998,136,973
Other Liabilities	7,151,695	3,506,495	17,221,668
<b>Total Liabilities</b>	<b>3,175,553,751</b>	<b>3,202,617,857</b>	<b>3,209,950,184</b>
<b>Net Assets</b>			
Trust Registered Capital	8,046,150,000	8,046,150,000	8,046,150,000
Retained Earnings	889,374,174	963,757,930	943,928,980
<b>Net Assets</b>	<b>8,935,524,174</b>	<b>9,009,907,930</b>	<b>8,990,078,980</b>
<b>Net Asset Value per Unit</b>	<b>10.9665</b>	<b>11.0578</b>	<b>11.0334</b>



### 3) Statement of Income

Statement of Income (Unit: Baht)	1 October – 30 September		
	2023	2022	2021
<b>Investment Income</b>			
Rental and Service Income	1,153,038,641	1,130,772,714	1,112,595,550
Interest Income	1,647,506	129,289	143,199
Other Income	6,011,470	4,278,061	9,231,863
<b>Total Income</b>	<b>1,160,697,617</b>	<b>1,135,180,064</b>	<b>1,121,970,612</b>
<b>Expenses</b>			
Cost of Rental and Services	192,989,567	137,689,039	115,737,062
Management Fee	19,112,618	19,245,376	19,177,775
Trustee Fee	9,362,502	9,358,584	9,297,424
Registrar Fee	2,691,621	2,059,785	2,463,245
Property Management Fee	95,441,603	112,948,641	129,331,995
Professional Fee	2,285,392	2,146,532	1,854,175
Administration Expenses	14,580,534	9,653,725	3,865,851
Amortization of Deferred Expenses	-	-	14,148,469
Finance Cost	104,788,891	105,114,392	107,918,919
<b>Total Expenses</b>	<b>441,252,728</b>	<b>398,216,074</b>	<b>403,794,915</b>
<b>Net Profit on Investment</b>	<b>719,444,889</b>	<b>736,963,990</b>	<b>718,175,697</b>
Net Realized Gain from Sale of Investments in Securities	255,619	427,598	14,730,918
Net Unrealized (loss) Gain on Investments in Securities	16,012,390	4,725,264	(6,181,540)
Net Unrealized (loss) Gain on Investments in leasehold properties	(169,989,774)	(99,373,302)	(21,510,185)
<b>Net Increase in Net Assets from Operations</b>	<b>565,723,124</b>	<b>642,743,550</b>	<b>705,214,890</b>

## 4) Statement of Cash Flow

Balance Sheet Detail (Unit: Baht)	1 October – 30 September		
	2023	2022	2021
<b>Cash Flow from Operating Activities</b>			
Net Increase in net assets from operations	565,723,124	642,743,550	705,214,890
<b>Adjustments</b>			
<b>Cash received from sales of investments in leasehold properties</b>			
Purchases of investments in securities	(64,942,353)	(709,000,000)	(1,742,160,000)
Acquisition of investment in properties	(11,173,922)	(1,295,070)	-
Cash received from sales of investments in securities	201,290,715	577,500,000	1,681,673,165
Amortization of deferred expenses	-	-	14,148,469
(Increase) decrease in rental and service receivables	(6,038,473)	9,797,540	12,163,431
Decrease in prepaid expenses	(26,781)	1,197,949	(160,098)
Decrease (increase) in other assets	(1,487,420)	(1,192,146)	348,630
(Decrease) increase in other accounts payable	7,556,542	4,670,663	1,383,690
Increase (Decrease) in accrued expenses	276,431	9,935,395	(10,498,772)
Increase in rental and service income received in advance	1,266,634	7,578,462	3,053,914
Increase in deposits from rental and services	2,600,725	(18,503,288)	11,025,522
Increase (decrease) in other liabilities	3,645,200	(13,715,173)	13,422,260
Interest income	(1,647,506)	(129,289)	(143,199)
Interest received	1,013,192	137,010	146,069
Finance cost	104,788,891	105,114,392	107,918,919
Net realized (gain) from sale of investments in securities	(255,619)	(427,598)	(14,730,918)
Net unrealized (gain)/loss on investments in securities	(16,012,390)	(4,725,264)	6,181,540
Net unrealized (gain)/loss on investments in leasehold properties	169,989,774	99,373,302	21,510,185
<b>Net cash flows from operating activities</b>	<b>956,566,764</b>	<b>709,060,435</b>	<b>810,497,697</b>
<b>Cash flows from financing activities</b>			
Payment of Lease Liabilities	(74,836,200)	(38,836,200)	(74,836,200)
Interest paid	(72,600,000)	(72,600,000)	(72,600,000)
Distribution to unitholders	(639,869,209)	(612,716,187)	(644,666,544)

Balance Sheet Detail (Unit: Baht)	1 October - 30 September		
	2023	2022	2021
Net cash flows used in financing activities	(787,305,409)	(724,152,387)	(792,102,744)
Net decrease in cash on hand and at banks	169,261,355	(15,091,952)	18,394,953
Cash on hand and at banks at the beginning of year	40,466,963	55,558,915	37,163,962
Cash on hand and at banks at the end of year	209,728,318	40,466,963	55,558,915

## 5) Significant Financial Ratio

Financial Ratio	30 September		
	2023	2022	2021
Net Asset Value at the End of Year/Period (Baht)	8,935,524,174	9,009,907,930	8,990,078,980
Average Net Assets During the Year/Period (Baht)	9,070,183,146	9,068,894,692	9,017,408,884
Net Profit Margin (%)	61.98	64.92	64.01
Return on Equity <sup>1</sup> (%)	6.33	7.13	7.84
Debt to Total Assets (%)	16.50	16.36	16.38
Funded Interest Bearing Debt to EBITDA <sup>2</sup> (times) Period (%)	2.42	2.37	2.34
Interest Coverage Ratio <sup>3</sup> (times)	11.31	11.56	11.73

<sup>1</sup> Return on Equity = Net Increase in Net Asset from Operation / Net Asset

<sup>2</sup> Funded Interest Bearing Debt to EBITDA = Debenture / (Net Investment Income + Net Realised Gain from Investment in Securities + Amortization of Deferred Expenses + Financial Cost)

<sup>3</sup> Interest Coverage Ratio (ICR) = (Net Investment Income + Net Realised Gain from Investment in Securities + Amortization of Deferred Expenses + Financial Cost) / Interest from Debenture

# The REIT Manager's Management Discussion and Analysis

## 1). Financial Position and Operating Results of the REIT

Discussion on the financial position and annual operating results covering its operating period from 1 October 2022 to 30 September 2023 in comparison to the previous period.

### Overview of the REIT's Operating Results

- Investment Income

In 2023 the REIT had total investment income of Baht 1,160.70 million, an increase of Baht 25.52 million or 2.25% from the previous year. It was mainly from the higher average rental rate and the increase in utility income resulting from the return to office work, which has increased compared to the previous year. The rental and service income were increased by 1.97% to Baht 1,153.04 million or 99.34% of its total investment income. Interest income and other income were Baht 1.65 million and Baht 6.01 million respectively.

Investment Income (Unit: Baht)	1 October to - 30 September		Change (%)
	2023	2022	
Rental and Service Income	1,153,038,641	1,130,772,714	1.97
Interest Income	1,647,506	129,289	1,174.28
Other Income	6,011,470	4,278,061	40.52
<b>Total Income</b>	<b>1,160,697,617</b>	<b>1,135,180,064</b>	<b>2.25</b>

The operating results of its two A-Grade CBD office buildings, namely Park Ventures Ecoplex (excluding the premises of the Okura Prestige Bangkok Hotel) and Sathorn Square which are the Core Properties invested by the REIT, are as follows:

Park Ventures Ecoplex (excluding the premises of the Okura Prestige Bangkok Hotel) had an average occupancy rate of the fiscal year 2023 of 95.70% and an average rental rate of the fiscal year 2023 of Baht 1,131 per sq. meter per month, which continuously increased from the rate as of the Core Properties investment date.

Park Ventures Ecoplex	Q1/2023	Q2/2023	Q3/2023	Q4/2023
Average Occupancy Rate (%)	96	96	95	95
Average Rental Rate (Baht/Sq. Meter/ Month)	1,134	1,134	1,129	1,129

Sathorn Square had an average occupancy rate of the fiscal year 2023 of 90.6% and an average rental rate of the fiscal year 2023 of Baht 887 per sq. meter per month, which continuously increased from the rate as of the Core Properties investment date.

Sathorn Square	Q1/2023	Q2/2023	Q3/2023	Q4/2023
Average Occupancy Rate (%)	91	91	91	90
Average Rental Rate (Baht/Sq. Meter/Month)	886	886	887	889

• **Expenses of the REIT**

In 2023, the REIT had total expenses of Baht 441.25 million, increased by Baht 43.04 million or 10.81% from the previous year. Total expenses were mostly incurred from the cost of rental and services of Baht 192.99 million, or 43.74% of its total expenses. In 2023, the REIT had no amortization of deferred expenses, which are the expenses related to the establishment of the REIT and has been amortized over a period of 5 years, fully booked since March 2021. Additionally, the increased costs are attributed to higher variable electricity costs (Ft) compared to the previous year and the responsibility for repair and maintenance expenses from the property management, as per the conditions stipulated in the trust deed.

The REIT had:

- Management fee payable to Frasers Property Commercial Asset Management (Thailand) Company Limited, which acts as the REIT Manager,
- Trustee fee payable to Kasikorn Asset Management Company Limited, which acts as the Trustee,
- Registrar fee payable to Thailand Securities Depository Company, which acts as the Securities Registrar,
- Property management fee payable to North Sathorn Realty Company Limited, which acts as the Property Manager, and
- Professional fee payable to KPMG Phoomchai Audit Limited, which acts as the Auditor,
- and C.I.T. Appraisal (Thailand) Company Limited, which acts as the Property Appraiser.

Any fees payable above were complied with the rules specified in the prospectus of the REIT.

The REIT had Baht 72.91 million of interest expenses from the issuance of debentures since 30 April 2018 and interest from Thai Financial Reporting Standard 16 (TFRS16) of Baht 31.87 million, or 23.75% of its total expenses.

Expenses (Unit: Baht)	1 October to 30 September		Change (%)
	2023	2022	
Cost of Rental and Services	192,989,567	137,689,039	40.16
Management Fee	19,112,618	19,245,376	(0.69)
Trustee Fee	9,362,502	9,358,584	0.04
Registrar Fee	2,691,621	2,059,785	30.67
Property Management Fee	95,441,603	112,948,641	(15.50)
Professional Fee	2,285,392	2,146,532	6.47
Administration Expenses	14,580,534	9,653,725	51.04
Amortization of Deferred Expenses	-	-	-
Finance Cost	104,788,891	105,114,392	(0.31)
<b>Total Expenses</b>	<b>441,252,728</b>	<b>398,216,074</b>	<b>10.81</b>

- **Net Investment Income**

In 2023, the REIT had net investment income of Baht 719.44 million, an decrease of Baht 17.52 million or 2.38% from the previous year and had the net increase in net assets from operations of Baht 565.72 million, a decrease of Baht 77.02 million or 11.98% from the previous year since the REIT had a lower the appraisal valuation of its properties in 2023 and accounted of Thai Financial Reporting Standards 16 (TFRS16).

The REIT had a net unrealized loss on investments in leasehold properties of Baht 127.02 million, represented a decrease in the fair value of such leasehold rights of 2023 compared to its fair value on 30 September 2022. As of the fiscal year ended of 30 September 2023, the investments in leasehold properties at fair value were at Baht 9,979.56 million.

Appraised Value Using the Income Approach Valuation Method	2023 Appraised Value (Million Baht)	2022 Appraised Value (Million Baht)
Independent Appraiser	C.I.T. Appraisal Co., Ltd.	Knight Frank Chartered (Thailand) Co., Ltd.
Appraisal Date	30 September 2023	30 September 2022
Park Ventures Ecoplex	3,208.35	3,295.14
Sathorn Square	6,771.21	6,800.27
<b>Total Appraised Value</b>	<b>9,979.56</b>	<b>10,095.41</b>

\* The investments in leasehold properties at fair value appraised from independent appraiser was taken revenue which still not received and present in the account under Rental and Service receivables. Thus, the fair value in the financial report is adjusted such account.

Net Investment Income (Unit: Baht)	1 October to 30 September		Change (%)
	2023	2022	
Investment Income	1,160,697,617	1,135,180,064	2.25
Expenses	441,252,728	398,216,074	10.81
<b>Net Investment Income</b>	<b>719,444,889</b>	<b>736,963,990</b>	<b>(2.38)</b>
Net realized gain from the sale of investments in securities	255,619	427,598	(40.22)
Net unrealized (loss) gain on investments in securities	16,012,390	4,725,264	238.87
Net unrealized (loss) gain on investments in leasehold properties	(169,989,774)	(99,373,302)	71.06
<b>Net Increase in Net Assets from Operations</b>	<b>565,723,124</b>	<b>642,743,550</b>	<b>(11.98)</b>

## 2) Financial Position of the REIT

### (1) Assets

As of 30 September 2023, the REIT had total assets of Baht 12,111.07 million, decreased by Baht 101.45 million or 0.83% from 30 September 2022, which the significant items were:

- Investments in leasehold properties at fair value totaled Baht 10,730.72 million, a 1.46% decrease or Baht 158.82 million due to unrealized loss from investment in leasehold property regarding Thai Financial Reporting Standards 16 (TFRS16) and a decrease on appraisal value as at 30 September 2023, compared to the appraisal value as at 30 September 2022. Such appraisal valuation was appraised by the independent appraisers using an income approach valuation technique.
- Investments in securities at fair value totaled Baht 1,145.65 million, an decrease of Baht 120.08 million or 9.49%, representing investments in fixed income funds.

Assets (Unit: Baht)	As of 30 September		Change (%)
	2023	2022	
Investments in Leasehold Properties at Fair Value	10,730,719,853	10,889,535,705	(1.46)
Investments in Securities at Fair Value	1,145,659,416	1,265,739,769	(9.49)
Cash on Hand and at Banks	209,728,318	40,466,963	418.27
Rental and Service Receivables	17,515,476	11,477,003	52.61
Accrued Interest Income	666,893	32,579	1,947.00
Prepaid Expenses	1,844,353	1,817,572	1.47
Deferred Expenses	-	-	-
Other Assets	4,943,616	3,456,196	43.04
<b>Total Assets</b>	<b>12,111,077,925</b>	<b>12,212,525,787</b>	<b>(0.83)</b>

### (2) Liabilities

As of 30 September 2023, the REIT had total liabilities of Baht 3,175.55 million, decreased by Baht 27.06 million or 0.85% from 30 September 2022, of which the significant items were:

- Baht 1,998.76 of debenture, accounting for 62.94% of total liabilities, represented the issuance of debentures with the amount of Baht 2,000 million, for the purpose of refinancing long-term loans borrowed from a commercial bank and a Special Financial Institution (SFI).
- Deposits from rental and services of Baht 283.81 million, accounting for 8.94% of total liabilities, including tenant's security deposits for lease and services.
- Lease Liabilities of THB 751.15 million due to Thai Financial Reporting Standards 16 (TFRS16), accounting for 23.65% of total liabilities.

Liabilities (Unit: Baht)	As of 30 September		Change (%)
	2023	2022	
Other Accounts Payable	27,680,146	20,123,604	37.55
Accrued Expenses	70,209,207	69,695,456	0.74
Rental and Service Income Received in Advance	36,782,558	35,515,924	3.57
Deposits from Rental and Services	283,811,772	281,211,047	0.92
Debenture	1,998,761,771	1,998,443,725	0.02
Other Liabilities	7,151,695	3,506,495	103.96
Lease Liability	751,156,602	794,121,606	(5.41)
<b>Total Liabilities</b>	<b>3,175,553,751</b>	<b>3,202,617,857</b>	<b>(0.85)</b>

### (3) Net Assets

As of 30 September 2023, the REIT had Baht 8,935.52 million in net assets, a decrease of Baht 74.38 million or 0.83% from 30 September 2022. The REIT had net asset value per unit of Baht 10.9665, showing a decrease from Baht 11.0578 as of 30 September 2022.

## 3) Cash Flow Analysis

As of 30 September 2023, the REIT had Baht 209.72 million in cash on hand and at banks, derived mainly from:

- (1) The REIT had net cash flows from operating activities of Baht 956.56 million, which resulted from the increase in net assets from operations of Baht 565.72 million and the increase of Baht 136.35 million in net cash purchased and received of investments in securities.
- (2) The REIT had net cash flows used in financing activities of Baht 787.31 million, contributed from Baht 639.86 million distribution to trust holders, Baht 72.60 million of interest paid, and Baht 74.83 million of payment of lease liabilities.

Cash Flows (Unit: Baht)	As of 30 September	
	2023	2022
Net Cash from Operating Activities	956,566,764	709,060,435
Net Cash used in Financing Activities	(787,305,409)	(724,152,387)
Net Increase (Decrease) in Cash and Cash Equivalents	169,261,355	(15,091,952)
Cash and Cash Equivalents at 1 October	40,466,963	55,558,915
<b>Cash and Cash Equivalents at 30 September</b>	<b>209,728,318</b>	<b>40,466,963</b>

## 4) Significant Financial Ratio related to Debt Funding

The REIT had debt to total asset ratio as of 30 September 2023 and 30 September 2022 of 16.50% and 16.36%, respectively, lower than the ratio that the Securities and Exchange Commission issued at 35% (for credit rating under investment grade) and 60% (for credit rating above investment grade). Besides, GVREIT must maintain such ratio to comply with the covenants in the Rights and Responsibility of the debenture's issuer and holders.



As of 20 October 2023, GVREIT was affirmed the rating on GVREIT's senior unsecured debentures at "A-" with a "stable Outlook" rating outlook from TRIS Rating (Thailand) Co., Ltd.

Financial Ratios	As of 30 September	
	2023	2022
Liabilities to Net Asset (%)	0.25	0.25
Debt to Total Assets (%)	16.50	16.36
Funded Interest-Bearing Debt to EBITDA <sup>1</sup> (times)	2.42	2.37
Interest Coverage ratio: ICR <sup>2</sup>	11.31	11.56

<sup>1</sup> Funded Interest-Bearing Debt to EBITDA = Debenture / (Net Investment Income + Net Realised Gain from Investment in Securities + Amortization of Deferred Expenses + Financial Cost)

<sup>2</sup> Interest Coverage Ratio (ICR) = (Net Investment Income + Net Realised Gain from Investment in Securities + Amortization of Deferred Expenses + Financial Cost) / Interest from Debenture

## 5) Distribution

In 2023 the REIT made a distribution payment of Baht 0.7856 per unit trust to its unitholders. The REIT distribution rate for the fiscal year 2023 was at 7.96% of par value, and 13.09% of the market price of the unit trust as at 29 September 2022 (6.00 Baht per trust unit).

### Historical Record of the Distribution Payments for the Fiscal Year 2023

Operating Period	Distribution Payment (per unit)	Payment Date	Type
1 October - 31 December 2022	0.1980	10 March 2023	Cash
1 January - 31 March 2023	0.1950	12 June 2023	Cash
1 April - 30 June 2023	0.2015	14 September 2023	Cash
1 July - 30 September 2023	0.1911	25 December 2023	Cash

### Disclosure of Distribution Payments for the Fiscal Year 2023

Detail	30 September 2023	30 September 2022
(1) Distribution Payment Per Unit (Baht)	0.7856	0.7791
(2) Distribution on Reduction of Capital Per Unit (Baht)	-	-
Total Distributions Per Unit (1) + (2) (Baht)	0.7856	0.7791

Detail	30 September 2023	30 September 2022
Distribution Rate to the Initial Public Offering Price of the Unit Trust (Baht 10.00 Per Unit) As at 22 March 2016 (%)	7.86	7.79
Distribution Rate to par value (Baht 9.875 Per Unit as at 30 September 2023 (%) as at 30 September 2022 (%))	7.96	7.89
Distribution Rate to the Market Value of the Unit Trust (Baht 6.00 Per Unit As at 29 September 2023 and Baht 9.00 Per Unit As at 30 September 2022) (%)	13.09	8.66

## 2. Factors or Incidents that may Significantly Influence Financial Position or Operation in the Future

Year 2023, economic overview of Thailand was in the recovery phase with a GDP growth of 2.5-3.0% YoY compared to 2.6% YoY in the previous year. However, the Office of the National Economic and Social Development Council (NESDC) has named such risks and challenges as (1) Political conditions that may impact the economic environment pose a risk. (2) risks from more slowdown of the world economy than expected and volatility of the world financial market (3) a high level of debt in household and business sector during the interest hike period (4) protecting and cushioning the impacts of climate change, in particular, the water management to be sufficient for the cultivation.

The Thai economy in the second half of 2023 is likely to improve from the first half, mainly attributable to the (1) favorable expansion of domestic consumption, where private consumption in the first half of the year registered a robust growth rate, attributable to stronger consumption growth of almost all product categories, especially vehicles and services related to domestic tourism. (2) The recovery of the tourism sector, the tourism sector over the rest of the year will be driven by the key government's stimulus package including the "Unseen New Series" from the Tourism Authority of Thailand aiming to support secondary provinces. (3) The expansion of investment in both private and public. The public investment will also be supported by continual progress of the state-owned enterprises investment in major infrastructure investment projects. (4) Low-base effect from the low economic growth during the last quarter of last year, owing to declines in exports and industrial production as a result of the slowdown in global economy and trade volume. It is expected that during the rest of the year, the recovery of capacity utilization, together with the continuous expansion of production and export of motor vehicles as well as the expected recovery of electronic cycles in the global market as demand continues to increase, exports and industrial production are likely to resume their expansion in the last quarter of 2023.

The REIT manager has realized all economic risks which may occur and prepares to deal with any factor that will affect the REIT's business. We focus on strategies development of property management consecutively such as maintaining a higher standard of hygiene measures to ensure the tenants' confidence in working at the buildings, providing full services to respond to the customer's needs, organizing activities in the properties in order to promote the property's appearance and customer's relation. Such strategies should bring customer satisfaction up and strengthen competitive advantage to attract target customers either local or foreign as well as to make their awareness in the properties as the leaders in the office building business. In addition, Sathorn Square Building has been an upgrade of some space in a "PromptMove". This is done to efficiently manage the space for the maximum benefit of the trust. Furthermore, both office buildings have been operational since 2011, totaling approximately 13 years. The market for office buildings has

become more competitive due to a significant increase in available supply. Additionally, current technology has evolved to enhance convenience, responding to changes in tenant space utilization behavior following the COVID-19 pandemic. For these reasons and necessities, strategies and plans have been established to upgrade and enhance the quality of the REIT's properties. This aims to increase opportunities and competitiveness in a market where office building competition has intensified. Furthermore, operational plans are set to promote sustainable development in line with the policies and goals to be a net-zero carbon, maintain a solid foundation, and improve quality management.

However, such anticipation is the opinion of the REIT manager at the present. It is not a guarantee of future performance. Investors should consider the information carefully and should not hold any expected statements as future performances. Thus, the investors have to use personal carefulness and discretion before using the information in this report.

### 3. Fee & Expenses Payable by the REIT

Table of Fee & Expenses Payable by the REIT or the period of 1 October 2022 - 30 September 2023

Fees & Expenses Payable by the REIT	Amount Unit: Baht	% of Net Assets Value <sup>(1)</sup> klsd- kldfdf		% of Weight Average Net Assets Value <sup>(2)</sup>
		Actual Charge % <sup>(3)</sup>	Limit % <sup>(4)</sup>	
Management Fee	19,112,618	0.23%	Less than 1.0%	0.21%
Trustee Fee	9,362,502	0.11%	Less than 1.0%	0.10%
Registrar Fee	2,691,621	0.03%	Actual Cost	0.03%
Property Management Fee	95,441,603	1.17%	Less than 5.0%	1.05%
Professional Fee	2,285,392	0.03%	Actual Cost	0.03%
Cost of Rental and Services	132,227,403	1.62%	Actual Cost	1.46%
Administration Expenses	14,580,534	0.18%	Actual Cost	0.16%
Interest Expenses	104,788,891	1.29%	Actual Cost	1.16%
Insurance Premium	5,091,546	0.06%	Actual Cost	0.06%
Cost of Repair and Maintenance	46,002,928	0.56%	Actual Cost	0.51%
Cost of Sales, Marketing and Advertising	9,667,689	0.12%	Actual Cost	0.11%
<b>Total Fee &amp; Expenses</b>	<b>441,252,728</b>	<b>5.41%</b>		<b>4.86%</b>

Notes : (1) Net Asset Value as at the date that the REIT made the initial core investment assets was Baht 8,150,766,757.11.

(2) The annual weighted average of Net Asset Value was Baht 9,070,183,146.18.

(3) The actual fees & expenses were charged, including the value-added tax.

(4) The maximum fees & expenses are excluded the value-added tax.

## About The REIT

REIT Name	Golden Ventures Leasehold Real Estate Investment Trust
Short Name	Golden Ventures REIT
Abbreviation	GVREIT
REIT Manager	Fraser's Property Commercial Asset Management (Thailand) Company Limited
Property Manager	North Sathorn Realty Company Limited
Trustee	Kasikorn Asset Management Company Limited
Term of the REIT	Indefinite
Leasehold Period	Park Ventures Ecoplex Leasehold rights of the building for 25 years 5 months 7 days, ended on 5 September 2041 Sathorn Square Sub-leasehold rights of the land and building for 24 years 6 months 7 days, ended on 6 October 2040
Type of the REIT	Unit trust is not redeemable
Paid-up Capital	Baht 8,046,150,000

## Details of Trust Units of the REIT's Issuance

### 1. Detail of Trust Units and Price

The REIT has authorized capital as of 30 September 2023 of Baht 8,046,150,000 which is fully paid-up, and 814,800,000 of listed and paid-up share with 9.875 Baht per trust unit.

Closing Price as of 29 September 2023	6.00	Baht per unit trust
Net Asset Value as of 30 September 2023	8,935.52	Million Baht
Net Asset Value per Unit Trust as of 30 September 2023	10.9665	Baht per unit trust
Market Capitalization as of 30 September 2023	4,888.80	Million Baht
Trade Value	642.77	Million Baht
The Highest price (Fiscal Year 2023)	9.90	Baht per unit trust

\* The information relied on last working day of 30 September 2023

## 2. Financial Instrument of the REIT

Specific Name of Debentures	Debentures of Golden Ventures Leasehold Real Estate Investment Trust (GVREIT) No. 1/2018 Due 2027
Issuer	Golden Ventures Leasehold Real Estate Investment Trust (Acting by and through the trustee)
Credit Rating	A-/TRIS (Outlook - Stable) as at 20 October 2023
Underwriter	Kasikorn Bank Public Company Limited
Registrar	Bank of Ayudhya Public Company Limited
Type of Debentures	The debentures are in name-registered form, unsubordinated, and unsecured, without a debenture holders' representative.
Number of Debentures Offered	2,000,000 (two million) units
Total Value of Debentures	2,000,000,000 (two thousand million) Baht
Par Value per Unit	1,000 (one thousand) Baht
Offering Price per Unit	1,000 (one thousand) Baht
Term of Debentures	9 (nine) years from the issue date
Issue Date	30 April 2018
Maturity Date	30 April 2027
Interest Rate	A fixed interest rate at 3.63 (three-point six three) percent per annum for the entire term of the debentures.
Payment of Interest	Interest payment will be made every 6 (six) months on 30 April and 30 October of each year throughout the term of the debentures. The first interest payment date will be 30 October 2018. The last interest payment date is the maturity date of the debentures.
Repayment of Principle	The issuer will redeem the debentures at their par value on the maturity date
Repurchase of Debentures	The Issuer has the right to repurchase the Debentures from secondary markets at any time. In a case where the Issuer makes a tender offer to repurchase the Debentures, the issuer shall be required to make such tender offer to all debenture holders and shall repurchase the Debentures from all debenture holders who wish to resell on an equitable basis pro-rata to the amount of the Debentures offered for resale.
Status of Debentures	The Debentures are unconditional and unsubordinated obligations of the Issuer and shall at all times rank pari passu and without any preference among themselves. The payment obligations of the Issuer under the Debentures shall at all times rank at least equally with other present and future unsecured and unsubordinated obligations of the Issuer, save for such exceptions as may be provided by applicable legislation.
Registration of Debentures	The Debentures shall be registered with The Thai Bond Market Association within the issue date and shall be maintained as registered securities with The Thai Bond Market Association throughout the term of the Debentures.

### 3. Structure of Unitholders

#### 3.1 Top 10 of Unitholders

As of 30 September 2023, the REIT has major unitholders at the Closing Date of the Share Register Book as follow;

No.	Major Unitholders	Number of the Units	Percent (%)
1	Golden Land Property Development PLC.	192,570,100	23.63
2	Allianz Ayudhya Assurance PLC.	57,585,700	7.07
3	Krung Thai AXA Life Insurance PLC.	55,700,000	6.84
4	Social Security Office Fund	55,266,300	6.78
5	TMB EASTSPRING Property and Infrastructure Income Plus Flexible	45,315,800	5.56
6	Thai Life Insurance PLC.	40,702,200	5.00
7	Southeast Life Insurance PLC.	38,438,000	4.72
8	K Property Infrastructure Flexible Fund	28,770,000	3.53
9	Government Savings Bank	20,070,000	2.46
10	Krung Thai Property and Infrastructure Flexible Fund	10,996,976	1.35
	Total the First 10 Unitholders	545,415,076	66.94
	The Other Unitholders	269,384,924	33.06
	<b>Total</b>	<b>814,800,000</b>	<b>100</b>

#### 3.2 Major Unitholders (held more than 10% including related parties)

No.	Major Unitholders	Number of the Units	Percent (%)
1	Golden Land Property Development PLC.	192,570,100	23.63
2	Southeast Life Insurance PLC.	38,438,000	4.72
	<b>Total</b>	<b>231,008,100</b>	<b>28.35</b>

#### 3.3 Group of Major Unitholders that have a Crucial Influence through Management Policies or Operations of the REIT Manager

- None -

## 4. Distribution Payment Policy

### 4.1 The REIT's Distribution Payments

The REIT's distribution payment policy is set forth as follows:

- (1) The REIT Manager shall make a distribution payment to its unitholders at a rate of no less than 90% of its adjusted net profit for each fiscal year. Any such distribution payment to unitholders shall be the beneficial interest payables for that fiscal year and any accounting period therein (if any). The REIT Manager shall make no more than 4 payments of beneficial interest to unitholders during each fiscal year, except upon a capital increase of the REIT in which it may make more than 4 payments of beneficial interest to unitholders during such fiscal year. For the benefit of the existing unitholders, the above-mentioned adjusted net profit is defined as the net profit of the REIT with reference to its cash position whereby repayments of any loan principal (if any) prescribed in the loan agreements shall also be taken into account.
- (2) In an event that there is any retained loss, the REIT shall not make any distribution payment to its unitholders.
- (3) In an event that there is any distribution payment to be made to unitholders during any accounting period, the REIT Manager shall issue a notification thereof and arrange for a closure of the Registration Book to determine the names of the unitholders who shall be entitled to receive the said beneficial interest, and shall then eventually make such relevant distribution payments to the entitled unit holders within the following time frame:
  - For the Year-End Distribution, the REIT Manager shall pay the year-end distribution within ninety (90) days after the fiscal year ending date and not exceeding thirty (30) days from the date of the closure of the Registration Book.
  - For Interim Distribution (if any), the REIT Manager shall pay the interim distribution within ninety (90) days after the end of the last fiscal quarter prior to the release of the interim distribution and not exceeding thirty (30) days from the date of the closure of the Registration Book.

#### Additional Conditions:

- For the interim distribution, the distribution rate shall be at the discretion of the REIT Manager. If the amount of any declared interim distribution for any fiscal quarter is lower than or equal to Baht zero point one (0.10), the REIT Manager shall reserve the right not to pay out any such distribution, and the declared amount shall then be accumulated and forthwith distributed together with any subsequent distribution thereof.
- The REIT Manager shall arrange to have the distribution payments made in accordance with the Distribution Payment Policy as prescribed in the Trust Deed, except if any amendments, modifications, additions of any notifications, notices, orders, approvals and/or postponement being otherwise issued by the Securities and Exchange Commission and/or any relevant authorities, the REIT Manager shall duly comply therewith.
- The REIT's unitholders who shall be entitled to their distribution payments must have their names registered in the Registration Book of the REIT's unitholders as of the date of the closure of such a book. Their beneficial interest shall each be payable according to their holding ratio of the REIT's units. If there are any persons or any similar groups of persons holding the REIT's units in excess of the limit prescribed by the Securities and Exchange Commission such persons or similar groups of persons shall have no right to receive any distribution payments on the number of their unit holdings in exceed of the prescribed limit.

#### 4.2 The REIT's Historical Distribution Payments

According to the core investment assets as mention in “Details of the Investment Assets of the REIT”, the REIT had net investment income for distribution in this fiscal year from 1 October 2022 to 30 September 2023 for 4 payments, summarized as follows;

Detail of the Distribution Payments

Board Approval Date	Payment Date	Type	Distribution (per Unit)	Operating Period
10 February 2023	10 March 2023	Cash	0.1980	1 October - 31 December 2022
15 May 2023	12 June 2023	Cash	0.1950	1 January - 31 March 2023
15 August 2023	14 September 2023	Cash	0.2015	1 April - 30 June 2023
28 November 2023	25 December 2023	Cash	0.1911	1 July - 30 September 2023

Historical Record of the Distribution Payments

Detail	Year							
	2023	2022	2021	2020	2019	2018	2017	2016
(1) Distribution Payment per Unit (Baht)	0.7856	0.7791	0.7677	0.7987	0.8568	0.8206	0.7414	0.2998
(2) Distribution on Reduction of Capital per Unit (Baht)	-	-	-	-	-	-	-	0.1250
<b>Total Distribution Payment per Unit (1) + (2) (Baht)</b>	<b>0.7856</b>	<b>0.7791</b>	<b>0.7677</b>	<b>0.7987</b>	<b>0.8568</b>	<b>0.8206</b>	<b>0.7414</b>	<b>0.4248</b>

## Policy, Business' Overview, and Benefits Generated from Real Estate Assets

### 1. The objective of the REIT

Golden Ventures Leasehold Real Estate Investment Trust (“GVREIT” or the “REIT”) was established under the Trust for Transactions in Capital Market Act, B.E. 2550, on 22 March 2016, with Kasikorn Asset Management Company Limited acting as its Trustee and Frasers Property Commercial Asset management (Thailand) Company Limited (“the Company”) acting as its REIT Manager. The REIT was being the listed security on The Stock Exchange of Thailand on 4 April 2016.

The REIT was established under the Trust for Transactions in Capital Market Act and notifications issued by the Securities and Exchange Commission with the objective of launching the public offering of units of trust certificate representing the rights of the holder as a beneficiary of a Real Estate Investment Trust (REIT) and to register such units as listed security in the Stock Exchange of Thailand.

The REIT invested the offering proceeds of the REIT in its Core Properties and having the Company acting as the REIT Manager, together with North Sathorn Realty Company Limited being the Property Manager. Such Core Prop-



erties shall be rented out for benefits in terms of rental fees in accordance with the notified rules as prescribed by the Securities and Exchange Commission or any of the agencies which are authorized to prescribe relevant notifications that shall govern such benefits. The REIT's revenue shall come from benefits and income generated from real estate such as rental and service fees. The Company shall manage the REIT under the supervision of the Trustee whereas the Trustee shall supervise and control the Company to operate its business in accordance with the Trust Deed and the rules prescribed in the Trust for Transactions in Capital Market Act and other related Notices issued by the Securities and Exchange Commission, the Securities and Exchange Commission Office, and the Stock Exchange. Indeed,

The REIT shall not act in the manner which may exploit its trust fund by using it to directly conduct or operate any business, and shall not lease or rent its real estate to any party where there is reasonable doubt that it may use its real estate to perform any business activity which is illegal or immoral.

The REIT used the public offering proceeds of Baht 8,148 million, raised from individual investors and juristic persons, and Baht 2,000 million from long term borrowings, as well as Baht 160 million from rental deposits (accounts to 68% of the total amount of rental deposits) to invest in Park Ventures Ecoplex (excluding the premises of the Okura Prestige Bangkok Hotel) and Sathorn Square (the "Core Investment Assets"), of which the total asset value of its aggregated investments is Baht 9,906 million. In addition, the REIT also applied the fund to pay for expenses incurred from the issuance and the public offering of units of trust certificate.

## 2. Significant Change and Development

As of October 20, 2023, TRIS Rating affirmed the issuer rating on Golden Ventures Leasehold Real Estate Investment Trust (GVREIT) and the rating on GVREIT's senior unsecured debentures at "A-" with a "stable" outlook. The rating reflected the trust's high-quality assets as being Grade A office buildings, located in prime areas of Bangkok, directly connecting with BTS stations.

In addition, for the fiscal year 2023, the REIT had participated in WiredScore standard assessment. WiredScore is the leading in building technology company assessing and improving digital connectivity and smart technology within homes and offices around the world. The REIT's 2 office buildings were certified with WiredScore Platinum, the highest standard certification for buildings with tenants. The certification signifies buildings' standards for fiber optic availability and internet connectivity, covering all spaces of the project and supporting all connectivity services following international standards. Moreover, the REIT had participated in GRESB Real Estate Assessment (GRESB) for three consecutive years. GRESB is the assessment of power efficiency, sustainability, and environmental quality of the 2 buildings invested by the REIT, following the REIT's policy and goal to perform business operation to reduce impacts on environment and society. The REIT also aimed to execute the net zero emission by 2050 through Net-Zero Carbon Roadmap focusing on 3 important aspects, namely, 1) to increase efficiency and seeking opportunity to use energy to reduce greenhouse emission; 2) to encourage reduction of greenhouse emission in cooperation with stakeholders; 3) to enhance waste management system for better efficiency.

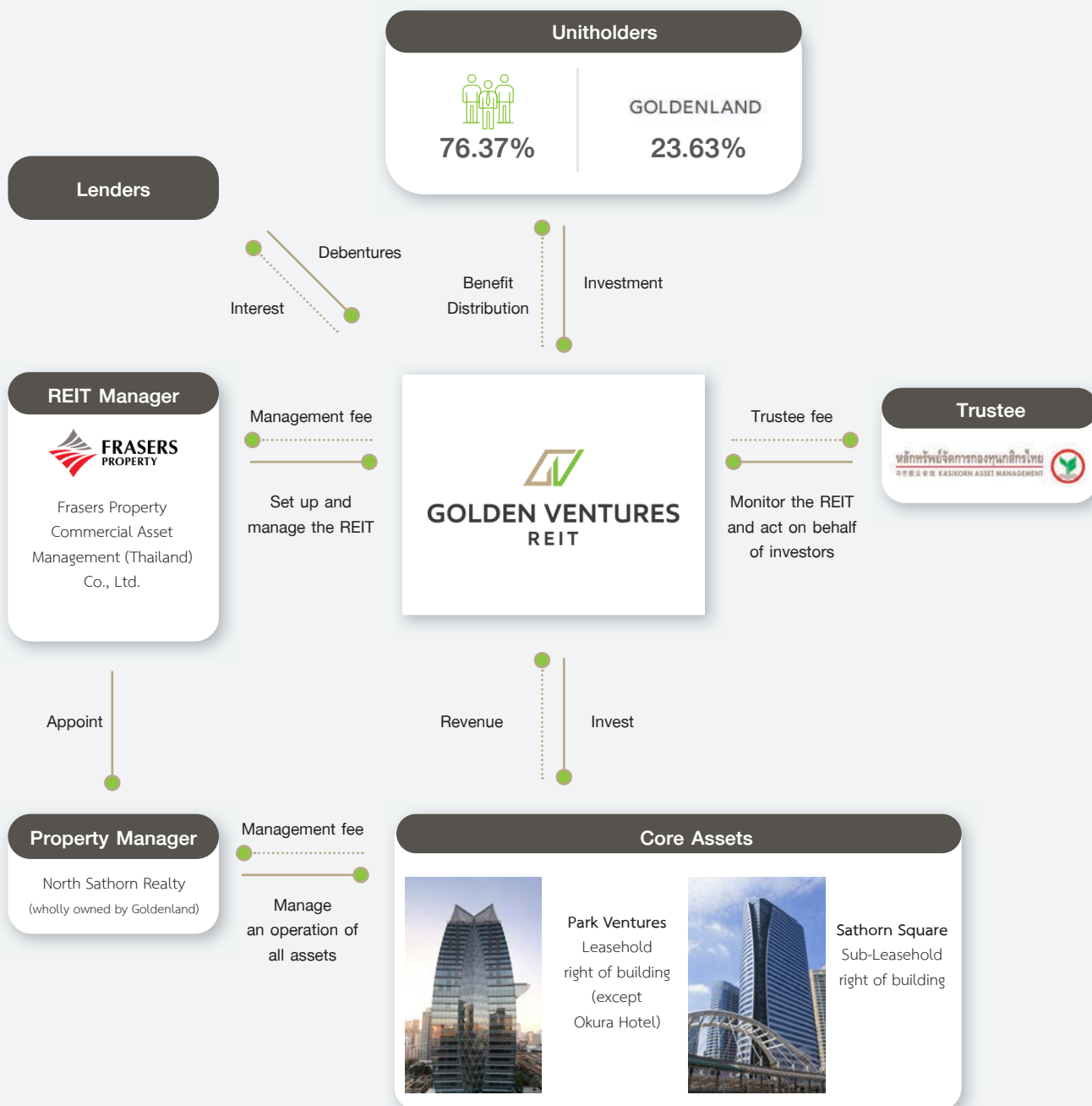
## 3. Management Structure of the REIT

Relationship with business groups of property manager or major unitholders as of September 30, 2023, Golden Land Property Development Public Company Limited is the prime unitholder, holding 23.63% of shares.

Although Golden Land Property Development Public Company Limited is the major unitholder and shareholder group of REIT manager and parent company of North Sathorn Realty Company Limited, GVREIT have controlling system and mechanism as well as measures to select property manager as indicated in "Selection of Property Manager" by focusing on maintaining the utmost benefit for the unitholders.

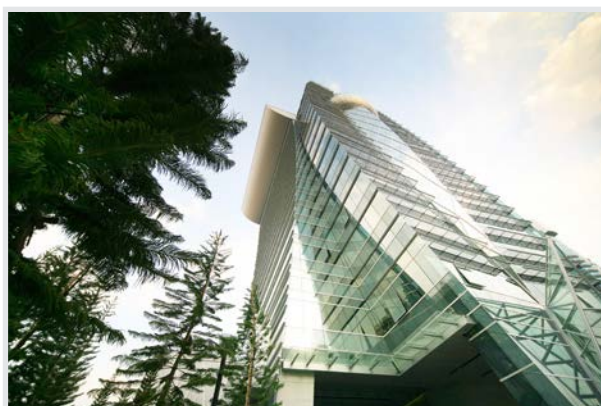
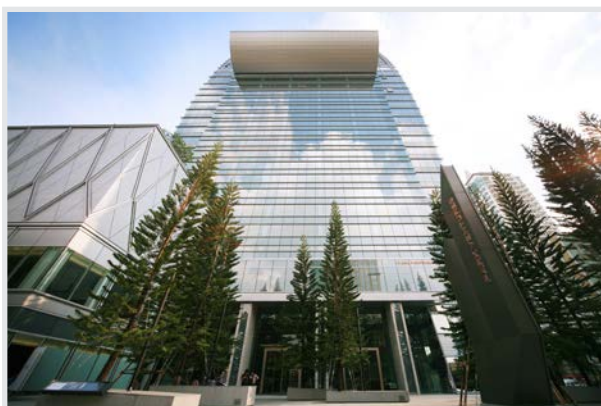
The REIT management is subjected to Trust Deed which is available on the attachment 2. Trust holder can find more information of the copy of Trust Deed from Frasers Property Commercial Asset Management (Thailand) Company Limited, as the REIT manager, or from Kasikorn Asset Management Company Limited, as Trustee for the REIT.

## Structure of the Golden Ventures Leasehold Real Estate Investment Trust



#### 4. Details of the Invested Assets of the REIT

Park Ventures Ecoplex	
Items	Details
Investment Type	1. Leasehold rights over some parts of Park Ventures Ecoplex building including its components and other systems, excluding the area for The Okura Prestige Bangkok Hotel, 23 <sup>rd</sup> floor to 34 <sup>th</sup> floor, some parts of 1 <sup>st</sup> floor to 8 <sup>th</sup> floor (except 5 <sup>th</sup> floor), some parts of rooftops and some parts of basements 2. Freehold rights over furniture and equipment
Investment Type	Approximately 26 years and approximately 17 years 340 days remaining period (ending on 5 September 2041, which is equal to the land lease term that Lertrattakarn Co., Ltd., has with M.L. Suthada Kasemsan)
Value invested by the REIT	Baht 3,020 Million (including expenses related to the leasehold acquisition)
Appraisal Value As of 30 September 2023	Baht 3,209 million (C.I.T. Appraisal Co., Ltd.)
Type of Assets Invested by the REIT	
Location	Corner of the intersection of Wireless Road and Ploenchit Road (with direct access to BTS Ploenchit)
Land Owner	The plot of land with a total area of 5 rai 36.2 sq. wah is owned by M.L. Suthada Kasemsan
Building Ownership	The building is owned by Lertrattakarn Co., Ltd.
Gross Floor Area	53,304 sq. meters (excluding the premises of the Okura Prestige Bangkok Hotel)
Net Leasable Area	Approximately 27,421 sq. meters (office rental area, commercial rental area, meeting room area and rental storage space)
Completion Date	2011 (approximate age of the building is 13 years)



Sathorn Square	
Items	Details
Investment Type	<ol style="list-style-type: none"> <li>1. Sublease hold rights over land</li> <li>2. Sublease hold rights over the Sathorn Square office building including its components parts and other systems</li> <li>3. Freehold rights over furniture and equipment</li> </ol>
Investment Period	Approximately 25 years and approximately 17 years 6 days remaining period (ending on 6 October 2040, which is equal to the lease term that North Sathorn Realty Co., Ltd., receives from the Crown Property Bureau
Value Invested by the REIT	Baht 6,878 million (including expenses related to the sub-leasehold acquisition)
Appraisal Value As of 30 September 2023	Baht 6,777 million (C.I.T. Appraisal Co., Ltd.)
Type of Assets Invested by the REIT	
Location	Corner of the intersection of Narathiwat Ratchanakarin Road and Sathorn Road with direct access to BTS Chongnonsee Station
Land & Building Ownership	The plot of land with a total area of 5 rai 60.32 sq. wah. The land and building are owned by the Crown Property Bureau.
Gross Floor Area	114,567 sq. meters
Net Leasable Area	Approximately 72,898 sq. meters (office rental area, commercial rental area, and rental storage space
Net Leasable Area	2011 (approximate age of the building is 13 years)



### 1) Value from the Latest Appraisal Report

C.I.T. Appraisal Co., Ltd. which is an authorized property appraiser approved by the Securities and Exchange Commission, appraised the property value by using the income approach and the discounted cash flow analysis as the basis of its valuation method. The valuation involved estimation of the projected cash flow from the underlying properties for the remaining period of the leasehold contracts which reflects the projected future incomes expected to be generated from such properties. The appraiser is of the opinion that the properties of the REIT, which include the office buildings of Park Ventures Ecoplex and Sathorn Square, are valued from the beneficial interest of their rental spaces and relevant incomes generated therefrom. The valuation of these properties using the income approach method is based on the key assumptions which can be summarized as follows:

The Details of Appraisal Valuation of Park Ventures Ecoplex		
Valuation Method	Income Approach / Discounted Cash Flow Analysis	
Remaining Leasehold Period (Years)	17 years 340 days	
Appraisal Date	30 September 2023	
Survey Date	16 June 2023	
For the Fiscal Period Ending	From 30 September 2023 until 5 September 2041 (Reference to the remaining investment period)	
Appraised Value	Baht 3,209,000,000 (Three Billion Two Hundred and Nine Million Baht)	
Assumptions		
Average Rental Rate and the Rate Adjustment (October 2023 - September 2024 Projection)	- Office Space	Baht 1,086/Sq. meter/Month
	- Retail Space	Baht 2,442/Sq. meter/Month
	- Storage Space	Baht 489/Sq. meter/Month
	- Meeting Room	Baht 562/Sq. meter/Month
Rental adjustment rate (year 1, 2 and 3 onwards)	- Office Space	annual increase, 0%, 4% and 4%
	- Retail Space	annual increase, 0%, 4% and 4%
	- Storage Space	annual increase, 0%, 4% and 4%
	- Meeting Room	annual increase, 0%, 4% and 4%
Occupancy Rate	- Office Space	96% and 97% in the 1 <sup>st</sup> and 2 <sup>nd</sup> year
	- Retail Space	100% and 100% in the 1 <sup>st</sup> and 2 <sup>nd</sup> year
	- Storage Space	94% and 98% in the 1 <sup>st</sup> and 2 <sup>nd</sup> year
	- Meeting Room	100% and 100% in the 1 <sup>st</sup> and 2 <sup>nd</sup> year

Property Management Fee (the 1 <sup>st</sup> year started from October 2023 - September 2024) Details from Property Management Agreement			
	<b>Contract Period</b>	<b>Base Fee (Annual Basis)</b>	<b>Variable Fee* (Annual Basis)</b>
	1 <sup>st</sup> Year	Baht 16,442,568	6.20%
	2 <sup>nd</sup> Year	Baht 17,100,270	6.20%
	3 <sup>rd</sup> Year	Baht 17,784,282	6.20%
	4 <sup>th</sup> Year	An annual increase of 4.0% from the prior year	6.20%
* Variable Fee is calculated on revenues from office and retail rental spaces.			
Administrative and Operating Expenses	<ul style="list-style-type: none"> <li>Operating Expense Baht 140/Sq. meter</li> <li>Sales and Marketing Expense 1.50% of Total Revenues</li> <li>Repairs and Maintenance 3.50% of Total Revenues Expense</li> <li>Capital Expenditure 2.50% of Total Revenues</li> </ul>		
Insurance Fees	Baht 2,106,735		
Discount Rate	9.25%		

#### The Details of Appraisal Valuation of Sathorn Square

Valuation Method	Income Approach / Discounted Cash Flow Analysis
Remaining Sub-leasehold Period (Years)	17 Years 6 Days
Appraisal Date	30 September 2023
Survey Date	15 June 2023
For the Fiscal Period Ending	From 30 September 2023 until 6 October 2040 (Reference to the remaining investment period)
Appraised Value	Baht 6,777,000,000 (Six Billion Seven Hundred and Seventy-seven Million Baht)

#### Assumptions

Average Rental Rate and the Rate Adjustment (October 2023 - September 2024 Projection)	- Office Space	Baht 891/Sq. meter/Month
	- Retail Space	Baht 1,395/Sq. meter/Month
	- Storage Space	Baht 382/Sq. meter/Month

Rental adjustment rate (year 1, 2 and 3 onwards)	<div><div>- Office Space</div><div>annual increase, 0%, 4% and 4%</div></div> <div><div>- Retail Space</div><div>annual increase, 0%, 4% and 4%</div></div> <div><div>- Storage Space</div><div>annual increase, 0%, 4% and 4%</div></div>															
Occupation Rate	<div><div>- Office Space</div><div>91% and 95% in the 1<sup>st</sup> and 2<sup>nd</sup> year</div></div> <div><div>- Retail Space</div><div>87% and 92% in the 1<sup>st</sup> and 2<sup>nd</sup> year</div></div> <div><div>- Storage Space</div><div>91% and 98% in the 1<sup>st</sup> and 2<sup>nd</sup> year</div></div>															
Property Management Fee  (the 1 <sup>st</sup> year started from October 2023 - September 2024) Details from Property Management Agreement)	<table><tr><th>Contract Period</th><th>Base Fee (Annual Basis)</th><th>Variable Fee* (Annual Basis)</th></tr><tr><td>1<sup>st</sup> Year</td><td>Baht 24,616,872</td><td>4.65%</td></tr><tr><td>2<sup>nd</sup> Year</td><td>Baht 25,601,550</td><td>4.65%</td></tr><tr><td>3<sup>rd</sup> Year</td><td>Baht 26,625,612</td><td>4.65%</td></tr><tr><td>4<sup>th</sup> Year</td><td>An annual increase of 4.0% from the prior year</td><td>4.65%</td></tr></table> <div>* Variable Fee is calculated on revenues from office and retail rental spaces.</div>	Contract Period	Base Fee (Annual Basis)	Variable Fee* (Annual Basis)	1 <sup>st</sup> Year	Baht 24,616,872	4.65%	2 <sup>nd</sup> Year	Baht 25,601,550	4.65%	3 <sup>rd</sup> Year	Baht 26,625,612	4.65%	4 <sup>th</sup> Year	An annual increase of 4.0% from the prior year	4.65%
Contract Period	Base Fee (Annual Basis)	Variable Fee* (Annual Basis)														
1 <sup>st</sup> Year	Baht 24,616,872	4.65%														
2 <sup>nd</sup> Year	Baht 25,601,550	4.65%														
3 <sup>rd</sup> Year	Baht 26,625,612	4.65%														
4 <sup>th</sup> Year	An annual increase of 4.0% from the prior year	4.65%														
Administrative and Operating Expenses	<div><div><div>• Operating Expense</div><div>Baht 100/Sq. meter</div></div><div><div>• Sales and Marketing Expense</div><div>1.50% of Total Revenues</div></div><div><div>• Repairs and Maintenance Expense</div><div>2.00% and 2.50% Expense of Total Revenues in the 1 - 5 and 6 year</div></div><div><div>• Capital Expenditure</div><div>2.00% and 2.50% of Total Revenues in the 1 - 5 and 6 year</div></div></div>															
Insurance Fees	Baht 3,100,000															
Discount Rate	9.25%															

The REIT manager together with related individuals, namely Trustee and auditors, had examined the core hypothesis of the property valuer, C.I.T. Appraisal Co., Ltd., which was used in valuation the property of Golden Ventures Leasehold Real Estate Investment Trust. The property valuation was performed on the revenue for the remaining period of leasehold. It indicates that the property valuation was appropriate with types of performing asset and the valuation hypothesis followed the previous operating results of the REIT as well as the office building market.

However, the actual operating results may differ from the hypothesis or incidents may not be as expected since the valuer's hypothesis was based on surrounding factors of the business operation affected by the situation occurred on the property valuation date. Thus, any future change may cause a change to the valuation of the property which was considered by the property valuer.



## 5. Benefits and Income Generated from Real Estate Assets

The REIT has policies in place for procuring benefits from invested core assets and properties by leasing out properties listed in “Details of the Invested Assets of the REIT” to tenants. In this case, the REIT Manager helps procure benefits from REIT properties by defining policy and setting up strategy regarding the REIT’s asset management for the maximum benefit of the REIT. It assigns the North Sathorn Realty Co., Ltd., who has extensive experience and expertise in the management of office buildings, to act as Property Manager and perform real estate management duties on behalf of The Company.

The Property Manager’s duties are in accordance with the assigned policies set by the REIT Manager to ensure objectives pertaining to efficient management are achieved. These duties include renting out-owned properties in accordance with REIT Manager policies, coordinate and facilitate tenants, collect all rent and other compensation to be given to the REIT, as well as maintaining and repairing properties to ensure they are in good condition for further procurement of benefits.

The Property Manager is responsible for acquiring parties who may be interested in leasing the REIT’s properties, and for increasing rental rates as appropriate. This is achieved through advertisements via various relevant media, open-house visits, and direct negotiations with any interested parties. The goal is to achieve the management objectives of invested properties. The REIT Manager has the following strategies for benefiting from investment properties as follows:

### 5.1 Strategy for Benefits and Income Generated from Real Estate Assets

Following the investment by the REIT, the Company as REIT Manager has a key strategy in place to develop and maintain the quality of management processes regarding office space rental services. To achieve this, The Company has developed the following key strategies for its business operations:

#### (1) Property Management

The Company has pricing policies in place for the rental rates of its various projects, these policies involve benchmarking against competitors in the industry as well as annual budgeting. Furthermore, the Company monitors, controls, and evaluates every project performance and ensures that business profits and turnover regarding the project are in line with the set budget. In the case that performance and results are not in line with targets, the Company will coordinate with the Property Manager to analyze the cause/s and develop a plan to improve performance and achieve said objectives.

#### (2) Management of Rent Policy and Market Strategy

The Company has policies in place to ensure income and benefits remain at an appropriate level. The Company, along with North Sathorn Realty Co., Ltd. manages rental rates to ensure they are at a suitable level and consistent with the market situation. Factors taken into consideration include project location, supply, and demand. Furthermore, the Company consistently develops its properties and rental spaces and conducts relevant marketing activities to connect with target customers. These strategies have proven effective in creating a positive image and reputation for the REIT and its assets.

#### (3) Development of Operational Efficiency

The Company stipulates an improvement policy to increase efficiency of project management through operation cost control, maintaining service standards, corporate governance, and consistent monitoring of the performance of the property manager.

#### (4) Increasing potential and benefits received from the REIT’s invested properties by maintaining and developing the image and reputation of said properties

- Project’s target group examination and assessment, marketing strategy change, service level, and setting up appropriate rental fee which serve the customers’ demand.
- Rental fees increase for rental space through operation channel management, marketing activities, and appropriate distribution channels following the target group’s demand.
- Project’s area care and maintenance such as improvement of public area, common area, and specific areas improvement for attractiveness and area utilization.



- Establishment of appropriate care and maintenance, repair, and image improvement plan of the project to preserve the potential and competitive advantages of the project.
- Good image promotion through efficient management, standard maintaining, no customer exploitation, integrity operation, transparency, and social supports.

## 5.2 Nature & Characteristic of Benefits

The REIT enters into lease agreements for office space rental in accordance with the conditions set by the SEC or other relevant entities that have the power to authorize direct agreements with tenants. Said contract will be standardized, outlining the same or similar terms and conditions for all tenants (except for long-term lease agreements with major clients that last over 3 years).

From the benefits generating methods mentioned, income and cash flow that the REIT receives from asset investments is revenue that the REIT obtains from renting out office spaces to tenants. Tenants will use those office spaces for the operations or activities, for example, their businesses may relate to real estate, food and beverages, financial institution and services, to name a few. For the most part, contracts with smaller tenants will last 3 years.

The REIT enters into lease agreements for office spaces directly with tenants and collects rental fees at fixed rates. Any benefits gained such as contract deposits from tenants who rent office spaces is given to the Company by Lertrattakarn Co., Ltd., and North Sathorn Realty Co., Ltd.

## 5.3 Property Manager

The Company appoints North Sathorn Realty Co., Ltd., to be the Property Manager. The details of the Property Manager are as follows:

- **History of the Property Manager**

North Sathorn Realty Co., Ltd. was established in February 1996 with the objective of developing commercial and hotel real estate projects. The focus has been primarily on the development of office buildings located in the Central Business District to support and profit from economic growth. Today, North Sathorn Realty Co., Ltd. has been operational for over 25 years and have two main real estate projects under their management, namely the Sathorn Square Building and the Park Venture Ecoplex Building.

- **Remuneration from the REIT**

North Sathorn Realty Company Limited charges the REIT for a property management fee, which comprises two components; base fee not exceeding Baht 100 million, and variable fee not exceeding 8% per annum of the total rental income.

Furthermore, the base fee that the Property Manager shall receive from the REIT shall not exceed 2%/per annum of the Net Asset Value (NAV) of the REIT from the following: the date of the first core asset investment made by the REIT or NAV on the date that the REIT first made a core asset investment, plus the NAV of the capital increase gained from further investments (if any). And the variable fee that the Property Manager will receive from the REIT shall not exceed 3% per annum of the net asset value of the REIT (NAV) on the date of the first core asset investment made by the REIT or NAV on the date that the REIT first made a core asset investment, plus the NAV of the capital increase gained from further investments (if any).

- **Relationship between the REIT Manager and Property Manager**

North Sathorn Realty Co., Ltd., which acts as the property manager of REIT, and Frasers Property Commercial Asset management (Thailand) Company Limited which acts as the REIT manager. They both are related because North Sathorn Realty have mutual major shareholders and directors. North Sathorn Realty Co., Ltd. is a subsidiary of Golden Land Property Development Public Co., Ltd. According to the date of submission of the company registration statement, Golden Land Property Development Public Co. Ltd. holds 99.99% of the total issued shares of North Sathorn Realty.

- **Other Real Estate properties under the Management of the Property Manager which may lead to competition and conflict of interest with the assets which the Property Manager manages for the REIT.**

Currently, North Sathorn Realty Company Limited does not manage any other properties which may lead to a conflict of interest with the REIT's invested properties. In order to prevent and minimize any risk of conflict of interest between the REIT and the Property Manager which may have an impact on the REIT's business operations there is a provision that can be found in the initial agreement which assigns the Property Manager that is signed between the REIT and North Sathorn Realty Company Limited regarding non-competing business agreements. As such, North Sathorn Realty Company Limited does not engage in the management of any other office building rental spaces in the Core Central Business District (Core CBD) for its own or for the benefit of any other entities.

Guidelines regarding property supervision and management for the Property Manager to prevent conflict of interest. To prevent conflict of interest in the event of business transactions between the Property Manager and the REIT, the REIT adheres to regulations set forth by the SEC.

- (1) The General terms and conditions of the REIT in entering into transactions with the Property Manager are as follows:
  - All business transactions conducted with the Property Manager will be conducted in accordance with Trust Deed and relevant laws for the maximum benefit of the REIT.
  - All business transactions between the REIT and the Property Manager will be conducted at reasonable prices with fair practices.
  - All related-parties, who directly or indirectly related to any transactions, must not involved in transactions' consideration and approval.
  - Calculations for expenses incurred during transactions between the REIT and the Property Manager must be at reasonable and fair prices and rates.
- (2) Approval of transactions between the REIT and the Property Manager must be conducted according to the following procedures:
  - Get approval from the Trustee that said the transaction is in accordance with the Trust Deed and relevant laws.
  - If the transaction is valued above 1 million or 0.03% or more of the REIT's Net Asset Value, (whichever amount is higher), it will require approval from the REIT's Board of Directors. Independent or impartial directors will give an opinion regarding the appropriateness of said transaction at the board meeting of the REIT Manager.
  - If the transaction is valued above 20 million or 3% or more of the REIT's Net Asset Value (whichever amount is higher), said transaction will require the approval of the REIT's Unitholders with a vote of no less than  $\frac{3}{4}$  of all Unitholders present with the right to vote.

In the event that the transaction which is to be made between the REIT and Property Manager involves the acquisition or disposition of assets, the calculation of overall value will be based on the total acquisition or disposition of each project which allows them to generate income and will include all assets related to the proposed project.

- (3) Transaction Policy between the REIT and the Property Manager
  - Any transactions between the REIT and the Property Manager shall be conducted under fair and appropriate conditions which are in accordance with the conditions and regulations set by the SEC.
  - In addition, the REIT will disclose information regarding all transactions with the Property Manager to the SEC, the Stock Exchange of Thailand, and the REIT's Annual Report. This includes all documents and notes of financial statements which have been inspected by an external auditor.

## 6. Borrowing Policy

- 1) The REIT may use borrowings only for the following purposes:
  - to invest in real estate or leasehold rights which are added to its Core Properties,
  - to use borrowings to manage the REIT's properties,
  - to use borrowings for maintenance, repair, upkeep or improvement of the REIT's properties such as its real estate or leasehold rights of real estate so that they remain in good condition and are properly maintained to readily confer benefits of income-production or to modify them to be well suited to market trends or responding to changing of customer needs,
  - to use borrowings for constructions of any annex or any additional buildings on the exiting plots of land that the REIT owns or holds leasehold rights of such real estate to confer benefits of income-production,
  - to use borrowings for repayments of its loans or obligations,
  - to use borrowings for any other necessary purposes as the REIT Manager shall deem appropriate for the management of the REIT and for the benefits of the unitholders.
- 2) The REIT may borrow money using the following methods:
  - Requesting credit from commercial banks, financial institutions, life insurance companies, non-life insurance companies, and/or any other juristic persons who can provide such credit to the REIT, whereby such actions shall not cause any illegality or any conflict of any applicable laws, and notifications, orders or rules issued by the Securities and Exchange Commission and the Stock Exchange, or any other authorized agency.
  - Issuance of instruments or securities, or entering into any borrowing contracts in which such actions shall not cause any illegality or any conflict of any applicable laws, and notifications, orders or rules issued by the Securities and Exchange Commission and the Stock Exchange.
- 3) The borrowing ratios shall not exceed any of the following requirements except such excess in which the ratio limit is breached, does not result from the additional borrowings. In addition, such borrowing ratios shall also be in compliance with any applicable laws.
  - Thirty-five (35) percent of the total asset value of the REIT,
  - Sixty (60) percent of the total asset value of the REIT. In the event that the REIT has an investment-grade credit rating by the credit rating agency approved by the Securities and Exchange Commission for its latest credit rating which is no more than one (1) year prior to the time the borrowings are incurred.
  - The borrowings incurred under this Clause shall include the issuance of instruments or securities, or any of the contracts in form and substance considered as borrowings.
- 4) Obligations on the REIT's assets can only be created upon necessity and in relation to the management of the REIT's properties as follows:
  - Obligations related to an agreement in principle that the REIT is authorized to undertake as prescribed in the Notification of Capital Market Supervisory Board Tor Jor. 49/2555, as well as in any other relevant notifications issued by the Securities and Exchange Commission such as the use of the REIT's assets as collateral for borrowings under the Trust Deed and under applicable laws.
  - Obligations arising in the ordinary course of business or the ordinary course of such transactions.

### 5) Procedures for borrowings or creation of obligations

The REIT shall borrow money or create obligations in the best interests of its unitholders and shall comply with the following rules and procedures on borrowings or the creation of obligations.

- The REIT Manager shall consider the necessity and appropriation of borrowings or creation of obligations which shall be imposed on the REIT's assets, as well as reviewing the relevant rules and procedures on borrowings or creation of obligations prior to the submission thereof to the Trustee for further consideration and approval.
- The Trustee shall have the authority to sign for entering into any borrowing contract or any creation of obligations on the REIT's assets.

- In the event that collateral needs to be provided by the REIT for any borrowing, such borrowing and a provision of any such collateral must be approved by a Meeting of the Unit Holders, except that (1) such provision causes no change in the security amount previously offered by the REIT in support of the previous borrowing or causes no reduction in the amount of the credit facility offered by the REIT's creditors for such collateralized borrowing or (2) former lenders or creditors have assigned their claims under the existing borrowing contracts and/or collateral contracts to the assignees who shall become the new lenders or creditors.
- In the event that the borrowing is used for maintenance, repair, upkeep or improvement of the REIT's properties as per Clause 1 or for constructions of any annex or any additional buildings on the existing plots of land that the REIT owns or holds leasehold rights as per Clause 1, the REIT Manager shall also consider and take into account the remaining leasehold terms under the current lease.

6) Borrowings or obligations undertaken with a related party of a Trustee

The REIT may borrow money by requesting credit from commercial banks, financial institutions, life insurance companies, non-life insurance companies, and/or any other juristic person who can provide such credit to the REIT, and/or entering into any borrowing contract, creating obligations on the REIT's assets or transacting any related transactions with a related party of a Trustee in accordance with the regulations prescribed by the Securities and Exchange Commission or the Securities and Exchange Commission Office, as well as any other relevant rules which shall eventually be issued by the Securities and Exchange Commission or the Securities and Exchange Commission Office.

7) Information on the REIT's borrowings as of the fiscal ending date

The REIT entered into a loan agreement with Bank of Ayudhya Public Company Limited ("Lenders"). The substance of the terms and conditions of the loans as prescribed in relevant Loan agreements between the REIT and its lenders are stated below:

Lenders	Bank of Ayudhya Public Company Limited
Credit requested by	Trustee acting on behalf of the Golden Ventures Leasehold Real Estate Investment Trust
Facility Amount (in Baht million)	<p>The aggregated amount of the loans and credit facilities total to Baht 195 million comprises of:</p> <p>Bank of Ayudhya Public Company Limited</p> <p>Facility 2: A Baht 160 million short-term revolving promissory note line with annual review or renewable annually, to support the reimbursement of rental deposits of the Initial Invested Core Properties</p> <p>Facility 3: A Baht 35 million revolving bank guarantee facility with annual review or renewable annually, for issuance of letter of guarantee to the electricity authority guaranteeing the electricity usage of the Initial Invested Core Properties</p>
Interest Rate	<p>Interest rates will not be higher than Minimum Loan Rate* (MLR) minus a certain percentage per annum.</p> <p>* Minimum Loan Rate (MLR) is defined as the average lending rate of which 4 banks; namely Kasikornbank Public Company Limited, Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, and Siam Commercial Bank Public Company Limited, provide to their prime customers. This reference rate can be adjusted according to the notifications of each of these financial institutions.</p>

Repayment Period	<p>Facility 2: Within 180 days from the date of the issuance of each promissory note, or on the date as prescribed in the loan agreement.</p> <p>Facility 3: In the case that the bank guarantees issued under this facility are called, the repayment period for such claims shall not exceed the last business day of the month in which the claimed amount has been fully or partly paid by the lender who issued such bank guarantee. In any case, the repayment period of the claims paid under this facility (in the event that the bank guarantees issued under this facility are called) and the termination date of the guarantor's obligation under each bank guarantees issued under this facility (in the event that none of the bank guarantees issued under this facility are called).</p>
Interest Payment	None
Collaterals	None
Key Financial Covenants	The borrower shall submit the audited financial statement to the lender within 90 days from ending of each fiscal year.
Key Covenants	The covenants shall be as set forth in the loan agreements, collateral agreements, and other relevant financial documents which both parties thereby agree according to the rules prescribed by the Bank of Thailand and in accordance with the applicable laws.
Events of Default	<p>Standard events of default and any other breach of contracts under the terms and conditions as set forth in the loan agreements and other financial documents agreed by both parties which may include an event of default if any due payment is not settled, breach of covenants, cross-default, nationalization, bankruptcy, unenforceable or invalid security documents, material adversity, changes of the REIT Management, the Real Estate Manager (except that such situations can be remedied or waived within the prescribed timeframe in the loan agreements, and/or account as an exception in the loan agreements).</p> <p>In addition to the conditions prescribed above, other terms and conditions related to these credit facilities shall be as set forth in the loan agreements, collateral agreements, and any other financial documents which both parties thereby agree according to the rules prescribed by the Bank of Thailand and in accordance with the applicable laws.</p>

As of 30 September 2023, GVREIT has outstanding debenture (including all related expenses from debenture) at 2,000,000,000 THB, summarized as follows;

Secured Type	Interest	Term	Maturity Date	Issue Size (THB: MB)
Senior and Unsecured				
No. 1/2018	3.63%	9 years	30 April 2027	2,000

The interest payment frequency of such debenture is semi-annually payment at 30 April and 30 October. Thus, the investor can find more information about the debenture in the section “Financial Instrument of the REIT.”

As of 20 October 2023, TRIS Rating had affirmed the credit rating at “A-” (Stable Outlook), which is at the investment grade.

As of 30 September 2023, GVREIT had Outstanding Loan Value to Total Asset Value at 16.50%

## Management Structure

### 1. REIT Manager Information

Frasers Property Commercial Asset Management (Thailand) Co., Ltd. (“The Company”), which acts as the REIT Manager is a publicly listed company founded on 9 January 2015 with a registered and paid-up capital of Baht 10,000,000 comprising of 1,000,000 common shares at a par value of Baht 10 per share.

#### Summary of the Company’s important information

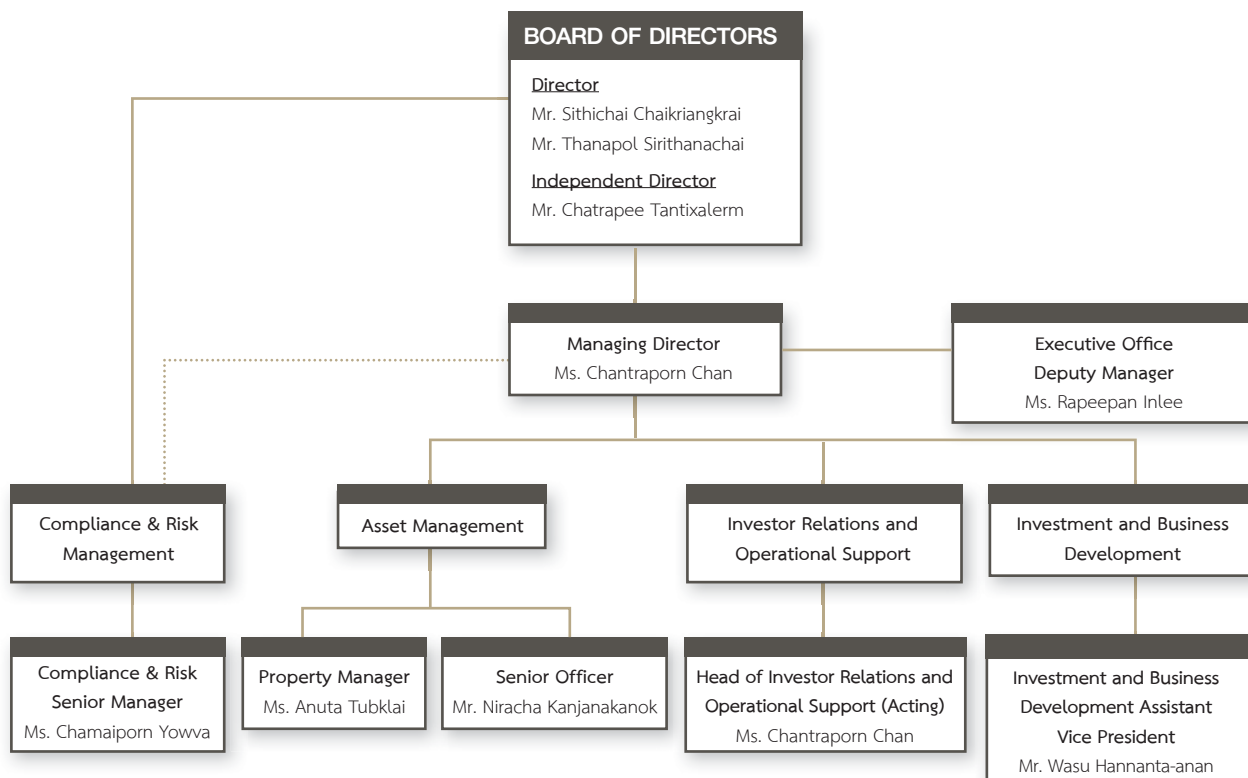
Company Name	Frasers Property Commercial Asset Management (Thailand) Co., Ltd.
Company Registration Number	0105558004214
Date of Incorporation	9 January 2015
Company Address	22 <sup>nd</sup> Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330 Telephone: 0 2483 0000 E-mail: th.gvreit.ir@frasersproperty.com Website: www.gvreit.com
Company Address	Baht 10,000,000 (Consisting of 1,000,000 common shares with a par value of Baht 10 per share)
Nature and Scope of Business	Acting as the REIT Manager of Real Estate Investment Trust
Major shareholders (Share Holding Position)	Golden Land Property Development Plc. (99.9970%)
Directors	1. Mr. Sithichai Chaikriangkrai (Executive Director) 2. Mr. Thanapol Sirithanachai (Executive Director) 3. Mr. Chatrapee Tantixalerm (Independent Director)
Authorized Signatory	Two directors from the list of directors jointly sign and seal of the Company.
Fiscal Year	Ending 30 September of each year

#### 1.1 Shareholding Structure of the REIT Manager

No.	Shareholder Name	Number of Shares	As % of the Paid-Up Capital
1	Golden Land Property Development Plc.	999,970	99.9970
2	Samyan Mitrtown Holding Co., Ltd.	15	0.0015
3	Norayana Pavilion Co., Ltd.	15	0.0015
Total		1,000,000	100

## 1.2 The Company's Organizational Structure

As of 30 September 2023, the organizational chart of the Company, as the REIT Manager, comprises the following Board of Directors and the management:



Directors Information**Mr. Chatrapee Tantixalerm**

Chairman of the Board and Independent Director

**Education and Training/Seminar**

- MBA Finance and International Business, SASIN

**Thai Institute of Directors (IOD)**

- Director Accreditation Program (DAP 48/2005)
- Corporate Governance for Capital Market Intermediaries (CGI 2/2015)

**Work Experience**

2015 - Present	<b>Chairman of the Board of Director / Independent Director</b> Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
2020 - Present	<b>Appeal Committee</b> The Stock Exchange of Thailand
2018 - Present	<b>Director</b> Association of Investment Management Companies (AIMC)
2018 - Present	<b>Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee</b> Beryl 8 Plus PLC.
2017 - Present	<b>Independent Director / Audit Committee / Nomination and Remuneration Committee/ Chairman of the Corporate Governance Committee</b> Matching Maximize Solution PLC.
2015 - Present	<b>Deputy Chairman / Chief Executive Officer</b> Talis Asset Management Co., Ltd.
2015 - Present	<b>Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee</b> SISB PLC.
2009 - Present	<b>Independent Director / Chairman of the Audit Committee / Corporate Governance Committee</b> TSFC Securities PLC.





## Mr. Sithichai Chaikriangkrai

Director and Executive Director

### Education and Training/Seminar

- Bachelor of Accountancy (First Class Honours), Thammasat University
- Certificate of the Mini MBA Leadership Management, Kasetsart University
- Diploma in Computer Management, Chulalongkorn University

### Thai Institute of Directors (IOD)

- DCP Refresher Course (2/2006)
- Director Certification Program (DCP 26/2003)

### Work Experience

2015 - Present	<b>Director / Executive Director</b> Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
March 2023 - Present	<b>Director</b> Big C Retail Corporation PCL.
August 2022 - Present	<b>Director / Senior Executive Vice President / Chief Investment Officer</b>
2003 - Present	<b>Director</b> Thai Beverage PLC.
March 2022 - Present	<b>Director</b> Thai Group Holdings PLC.
2019 - Present	<b>Director</b> Fraser Property (Thailand) PLC.
2018 - Present	<b>Director</b> Asset World (Thailand) PLC.
2011 - Present	<b>Director</b> Serm Suk PLC.
2007 - Present	<b>Director</b> Univentures PLC.
2001 - Present	<b>Director</b> Berli Jucker PLC.

**Non-Listed companies**

2020 - Present	<b>Director</b> Chang Beer Co., Ltd.
2019 - Present	<b>Director</b> BeerCo Limited (Incorporated in Singapore)
2019 - Present	<b>Director</b> Food and Beverage Holding Co., Ltd.
2013 - Present	<b>Director</b> Fraser and Neave Limited
2013 - Present	<b>Director</b> Frasers Property Limited
2012 - Present	<b>Director</b> Petform (Thailand) Co., Ltd.
2007 - Present	<b>Director</b> Siam Food Products PLC.
2007 - Present	<b>Director</b> Eastern Seaboard Industrial Estate (Rayong) Co., Ltd.
2006 - Present	<b>Director</b> Oishi Group PLC.
Present	<b>Director</b> TCC Assets (Thailand) Co., Ltd.
Present	<b>Director</b> Thai Beverage Can Co., Ltd.



### Mr. Thanapol Sirithanachai

Director and Executive Director

#### Education and Training/Seminar

- Master of Business Administration, The University of Texas at Austin, Texas, USA
- Bachelor of Engineering, Chulalongkorn University
- Bachelor of Law, Sukhothai Thammathirat Open University

#### Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP 39/2004)
- Director Accreditation Program (DAP 10/2004)
- Audit Committee Program (ACP 39/2012)

#### Other

- The Executive Program in Energy Literacy for a Sustainable Future (TEA 17) Thailand Energy Academy
- National Defense Course, Thailand National Defense College (Thai NDC) Class 61
- The Leadership ACT Program (Leadership ACT 1/2022) Slingshot Group
- Thai-Chinese Leadership Studies (TCL 1/2018) Huachiew Chalermprakiet University
- The Berkeley Executive Coaching Certificate Program at Berkley Executive Coaching Institute (BECI/2016), Berkeley Executive Coaching Institute
- Top Executive Program in Commerce and Trade (TEPCoT 8) University of the Thai Chamber of Commerce
- Difference 2014 Program (ABC 2) Sripatum University Bangkok Thailand
- Poompalungpandin Program (PPL 2/2013) Chulalongkorn University Bangkok Thailand
- TLCA Leadership Development Program (LDP 3/2014) Thai Listed Companies Association
- TLCA Executive Development Program (EDP 9/2012) Thai Listed Companies Association
- Capital Market Academy Leadership Program (CMA 7/2008) Capital Market Academy
- Advanced Certificate Course in Public Economics Management for Executives (KPI 6/2007) King Prajadhipok's Institute

#### Work Experience

2020 - Present

Director / Executive Director

Frasers Property Commercial Asset Management (Thailand) Co., Ltd.

2021 - Present	Director / Member of the Executive Committee/ Member of Corporate Governance and Sustainable Development Committee and Member of Risk Management Committee  Frasers Property (Thailand) PLC.
2020 - Present	Chief Executive Officer  Frasers Property Commercial (Thailand)
2020 - Present	Country Chief Executive Officer  Frasers Property (Thailand) PLC.

#### Non-listed companies

Director, Kasemsubbhakdi Co., Ltd.  
 Director, Krungthep Land Co., Ltd.  
 Director, First Square Co., Ltd.  
 Director, Prime Plus Asset Co., Ltd.  
 Director, Regal Region Co., Ltd.  
 Director, Sidewalk Land Co., Ltd.  
 Director, Frasers Property Home (Thailand) Co., Ltd.  
 Director, Frasers Property Power (Thailand) Co., Ltd..  
 Director, Golden Land (Mayfair) Co., Ltd.  
 Director, Golden Land Polo Co., Ltd.  
 Director, Samyan Mitrtown Holding Co., Ltd..  
 Director, Grand Mayfair Co., Ltd.  
 Director, Grand Paradise Property Co., Ltd.  
 Director, MSGL Property Co., Ltd.  
 Director, Narayana Pavilion Co., Ltd.  
 Director, North Sathorn Realty Co., Ltd.  
 Director, Ritz Village Co., Ltd.  
 Director, Sathorn Supsin Co., Ltd.  
 Director, Sathorn Property Management Co., Ltd..  
 Director, United Homes Company Limited  
 Director, Walker Homes Company Limited

#### 1.4 Scope of Duties and Authorization of the Board of Directors of the REIT Manager

The Company's Board of Directors is the key authority for approval of the Company's vision, mission, strategies, directions, and policies in relation to operations and business plans, both for the short-term and long-term. It also oversees financial strategies, risk management, organizational overview, corporate governance, as well as corporate operational assessment and employee performance evaluation relating to their tasks as the REIT Manager. The REIT Manager has its duties to efficiently manage the REIT set forth in the policies and business plan, according to the scope prescribed by the REIT Management Agreement, the Trust Deed, Registration Statement, Prospectus, the Company's Memorandum and Articles of Association, the Resolution of the Company's Board of Directors, and the Resolution of the Meetings of the Unit Holders, as well as relevant laws. The REIT Manager shall perform their duties with the objective to maximize the beneficial interest of the REIT and the unitholders of the REIT.

In addition, the Company's Board of Directors also has an important governance role in supervising the compliance of the operational regulations and the conflict of interest disclosure prescribed by the Securities and Exchange Commission Office, the Stock Exchange of Thailand, and other relevant authorities. The scope of duties and authorization of the Company's Board of Directors are as follows:

1. Perform its duties according to applicable laws, the Company's Memorandum and Articles of Association, the Resolution of the Company's Board of Directors, and the Resolution of the Meetings of the Unit Holders, while abiding by the required qualities of the "duty of loyalty", the "duty of care", as well as accountability and ethics.
2. Manage the business of the Company and the REIT under the supervision of the Trustee, as well as set long-term strategies and business planning, appropriate organizational structure, and corporate governance for instance the REIT's investments, the REIT's performance, annual budget plan, and the REIT's business plan, and review risk factors which may impact the REIT's beneficial interest, operational performances of business units, together with review of transactions which may cause any conflict of interest, etc.
3. Supervise and provide needed advice to the Company's executives and employees so that they can well perform their work duties in compliance with relevant agreements and contracts, as well as rules and regulations governing the roles and duties of the REIT Manager.
4. Continuously supervise and monitor the Company's performances in the capacity of the REIT Manager, as well as provide necessary advice to assure that the Company's actions are in accordance with the work targets while being capable of promptly and appropriately tackling potential problems and obstacles.
5. Review, supervise and provide necessary advice to assure that the Company maintains a sufficient internal control system, as well as efficiently and effectively perform its duties as the REIT Manager.
6. Review, supervise and duly act to assure that important policies and business plans related to the roles and the duties as the REIT Manager are regular reviewed, assessed, and updated and are in line with prevailing business conditions.
7. Review, supervise and assess work performances of the Company's executives, which also include appointments of Managing Directors, providing necessary advice to assure that the Company's management shall perform its duties as assigned according to the rules, regulations and obligations set forth in various contracts and agreements to the best of its ability for the benefits of the REIT.
8. Review, supervise and assess work performances of the Property Manager, as well as providing necessary advice to assure that the Property Manager shall perform its duties as assigned according to the rules, regulations and obligations set forth in various contracts and agreements to the best of its ability for the benefits of the REIT.

9. The Board of Directors may empower any one or more of its board members or any other person or more to act or perform any acts on behalf of the Board. However, this empowerment shall not include the granting of a power of attorney or the appointment of a Sub-Attorney which allows the empowered board members or any assignees of their powers to authorize transactions of which they are the counter party thereto or are considered related parties transactions or represent conflicting interests with the REIT.
10. Review, approve, and authorize the following:
  - a. Transactions between the REIT and related parties to the REIT Manager and to the Trustee, as well as the arrangement of relevant authorization to be processed for the approval for the undertaking thereof from the Meetings of the Unit Holders.
  - b. Transactions which represent conflicting interests between the REIT and the Trustee.
  - c. Selection of the Property Manager.
  - d. Selection of any external auditor, financial advisor, independent financial advisor, or any other consultants, etc.
  - e. The reviewed and audited financial statements of the REIT.
  - f. The REIT's annual budget, business and operational plans which are required to be approved by the Board under the operational system and internal control system guidelines prescribed herein.
  - g. Extraordinary expenses or special investments outside the annual budget of which related business units shall process relevant approval requests.
  - h. Expenses charged to the REIT by the Property Manager.
11. Review, approve, and authorize investment decisions, and disposals of the REIT's Core Properties, or the management of the REIT with regards to activities such as Asset Management, Compliance & Risk Management to assure that they are in compliance with the Trust Deed, Registration Statements, Prospectus, and applicable laws as well as other relevant notifications.

### Independent Director

The Company has one independent director, which is not less than one-third of the total number of directors on the Board. As the Company acts as the REIT Manager, the selection criteria for the Company's independent director require that such director shall at least possess the following qualifications:

- 1) Holding shares not exceeding 1(one) % of the total number of shares with voting rights of the total voting right shares in the Company, its parent company, subsidiary, affiliated company, major shareholder, controlling person, or its related party, including shares held by related persons of such independent director as set forth in Section 258 of the Securities and Exchange Act.
- 2) Neither being, nor having been an executive director, employee, staff, advisor with regular monthly salary, or a controlling person of the Company, its parent company, subsidiary, affiliated company, same-level subsidiary company, or its related party, unless the foregoing status has ended not less than 2 (two) years prior to the date of his/her appointment as an independent director. This shall include any benefits or interest in a like manner thereto.
- 3) Has no business relationship with the Company, its parent company, its subsidiary, its affiliated company, or a juristic person that may be a related party, in a manner that may obstruct his/her exercise of independent discretion, and not being or having previously been a major shareholder, a director who is not an independent director, or an executive of an entity who has a business relationship with the Company, the parent company, a subsidiary, an affiliated company or a juristic

person that may be a related party, unless the foregoing status has ended not less than 2 (two) years prior to the date of his/her appointment as an independent director.

- 4) Not being a person related by blood or legal registration as father, mother, spouse, sibling, son/daughter or spouse of son/daughter of any of the Company's executives, major shareholders, controlling person, or an individual who will be nominated as an executive or controlling person of the Company and its subsidiary.
- 5) Neither being, nor having been an auditor of the Company, its parent company, subsidiary, affiliated company, or a juristic person that may be a related party, and not being a significant shareholder, a director who is not an independent director, an executive or a managing partner to the audit office which the auditors of the Company, its parent company, subsidiary, affiliated company, or a juristic person which may be a related party thereto are associated, unless the foregoing status has ended not less than 2 (two) years prior to the date of his/her appointment as an independent director.
- 6) Neither being, nor having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 (two) million in service fee per year by the Company, its parent company, subsidiary, affiliated company, or a juristic person that may be related party. In the event that such professional service provider is a juristic entity, this shall be inclusive of being a major shareholder, a director who is not independent director, an executive or a managing partner to such juristic entity, unless the foregoing status has ended not less than 2 (two) years prior to the date of his/her appointment as an independent director.
- 7) Not being a director appointed as a representative of the Company's directors, major shareholder or shareholder who is related to the Company's major shareholder.
- 8) Must not be a person whose name appears in the prohibition list prescribed by the Stock Exchange of Thailand as an individual who is not qualified to be an executive according to its regulations, and must not be a person who is deemed as having untrustworthy characteristics as set forth in the notifications of the Security Exchange Commission and the Stock Exchange on the untrustworthy characteristics of director and executive of a company.
- 9) Not being convicted of violations of the Securities Act, the Act on the Undertaking of Finance Business, Securities Business and Credit Foncier Business, the Commercial Banking Act, the Non-life Insurance Act, the Anti-Money Laundering Act, or any other similar laws in Thailand or in any foreign jurisdiction, as such governing authority thereof may prescribe, for any crime related to insider trading and unjust enrichment, or fraud, deception and corruption in management activities.
- 10) Not having any other characteristic which prevents him or her from giving an opinion freely on the operation of the Company.

In addition, the Company has also prescribed the following scope of duties and responsibilities of its independent directors.

- A. Review, supervise and provide necessary advice to the Company to assure that it shall provide and disclose its financial statements which are correct, complete, reliable, and timely.
- B. Review, supervise and provide necessary advice to assure that the Company maintains an appropriate internal control system and operational system regarding its actions and duties as the REIT Manager.
- C. Review and provide necessary advice on related party transactions or transactions which may represent conflicting interests to the REIT to assure of their compliance with applicable laws and relevant regulations, as well as to assure that the undertaking of such transactions is reasonable and for the best interests of the REIT.
- D. Perform any other actions assigned by the Board of Directors for the interest of the REIT.

- E. Determine that relevant business units in the Company must regularly report the following issues to independent directors for consideration, acknowledgment, and provision of necessary advice:
- Related party transactions or transactions which may represent conflicting interests to the REIT.
  - Weakness and matters which require improvement in the Company's internal control system and operational system regarding its actions and duties as the REIT Manager, as well as problem rectification, and follow-up.

Indeed, the Company's Board of Directors and its independent directors shall maintain important roles in supervision and provision of the necessary advice to the Company system regarding its actions as the REIT Manager as set forth in the relevant rules, contracts, and agreements.

### Managing Director

The Managing Director shall have the duties to control, monitor, manage, and supervise the Company's operations regarding the Company's role as the REIT Manager, and to assure that the Company can efficiently perform its duties. The Company has also prescribed the following scope of duties and responsibilities of its Managing Director.

- 1) Oversee, manage and be responsible for the Company's business and/or its day-to-day operations, including the supervision of the Company's overall operations regarding its role as the REIT Manager as set forth in the relevant rules, contracts, and agreements, as well as the resolutions of the meetings of the Company's Board of Directors.
- 2) Determine the Company's organization structure, administrative procedure, as well as selection, training, hiring and firing of the Company's employees, and set remuneration rate for employees' wages, salary, compensations, bonus, and fringe benefits.
- 3) Oversee and control the Company's operations regarding its role as the REIT Manager.
- 4) Act on behalf of the Company and having the authorization power to act in relation to matters related to relevant government agencies and authorities.
- 5) Having the authority to issue, adjust, amend, and improve rules, orders, and regulations related to the Company's work regarding its role as the REIT Manager.
- 6) Having the authority, duty, and responsibility as assigned by the Company's Board of Directors or as prescribed to be assigned policies from the Company's Board of Directors.
- 7) Having the authority to appoint a Sub-Attorney and/or empower any individual to undertake specific acts on his behalf by the granting of a power of attorney, and/or such appointment and granting shall be within the scope of authority as provided by his power of attorney and/or in accordance with the rules, regulations, and orders as prescribed by the Company's Board of Directors. However, this empowerment shall not include the granting of a power of attorney or the appointment of a Sub-Attorney which allows the Managing Director or any assignees of his powers to authorize transactions of which they are the counterparty thereto or are considered related parties transactions or represent conflicting interests with the REIT.

### Names and Information of the REIT Manager

Name	Ms. Chantraporn Chan
Position	Managing Director Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
Education	Master Real estate business program Thammasat business school



Work Experience	
November 2021 – Present	Managing Director Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
2015 – Present	Acting Head of Investor Relations and Operational Support Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
2017 – 2018	Acting Managing Director, Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
2006 – 2015	Assistant Vice President (Finance) Pacific Star International (Thailand) Co., Ltd.
Name	Ms. Chamaiporn Yowva
Position	Senior Manager of Compliance & Risk Management Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
Education	Master of Accounting, Chulalongkorn University
Work Experience	
May 2023 – Present	Senior Manager of Compliance & Risk Management Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
2016 – 2023	Head of Internal Audit Dharmniti Internal Audit Co., Ltd.
2013 - 2016	Senior Internal Audit Dharmniti Auditing Co., Ltd.
2010 - 2013	Senior Internal Audit Thai Beverage PLC.
Name	Ms. Anuta Tubklai
Position	Asset Management Manager Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
Education	Master of Business Administration Mahanakorn University of Technology
Work Experience	
June 2022 – Present	Asset Management Manager Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
2018 – 2022	General Manager Motana Quality Food Co., Ltd.
2016 - 2018	Business Investment and Business Development Assistant Manager WHA Real Estate Management Co., Ltd.
2014 – 2016	Building Manager CB Richard Ellis (Thailand) Co., Ltd.

Name	Mr. Wasu Hannanta-anan
Position	Assistant Vice President Investment & Business Development Department Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
Education	Master's degree Real Estate Investment and Finance, Heriot-Watt University, Scotland
Work Experience	
September 2022 - Present	Assistant Vice President Investment & Business Development Department Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
2019 - 2022	Infrastructure Fund Manager BBL Asset Management Co.,Ltd
2017 - 2019	Property Fund Manager Kasikorn Asset Management Co.,Ltd

Name	Ms. Niracha Kanjanakanok
Position	Senior Officer Asset Management Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
Education	Master Real estate business program Thammasat business school
Work Experience	
September 2022 - Present	Senior Officer Asset Management Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
February 2022 - August 2022	Senior Officer Investor Relations and Operational Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.
2021 - 2022	Corporate Strategic Planning Officer Univentures Public Co., Ltd.
2019 - 2021	Senior Business Development Officer Park Luxury Co.,Ltd (a subsidiary of Origin Property Public Co., Ltd.)

## 1.6 Duties and Responsibilities of the Company as a REIT manager

The Company in its capacity as the REIT Manager has duties and main responsibilities in managing the REIT, which includes overseeing the assets investments of the REIT and the operational performance of the Property Manager. The duties and main responsibilities of the Company as the REIT Manager under the supervision of the Trustee are as follows:

### 1. General Duties

In fulfilling professional responsibilities, the REIT Manager shall perform its duties prudently and honestly in the best interests of the unitholders of the REIT in general, and in accordance with the Trust Deed, the REIT Manager Agreement, relevant laws, as well as in compliance with additional obligations set forth in disclosures in connection with unit trust offerings and the resolutions of unitholders. In addition, the REIT Manager shall not undertake any actions which may represent any contravention of or constitute any conflict of interest to the benefits of the unitholders and investors of the REIT in general, and shall take full responsibility in the event that it fails to perform its duties and/or such duties are incompletely performed.

- 1) The REIT Manager has its duties to comply with the following business principles:
  - A. Having adequate capital to continuously support its operations and responsibilities with regards to its roles as the REIT Manager.
  - B. Providing disclosures, opinions, or relevant and material information which is sufficient for investors to use in their investment decision making. Such information must also be communicated in a clear, undistorted, and unbiased manner.
  - C. Do not make improper use of information acquired through being the REIT Manager for itself, or to cause detriment or impact to the REIT's general benefits.
  - D. Exercise a degree of care in performing its duties in order not to create a conflict of interest and if there is a conflict of interest, the REIT Manager shall act to assure that investors are equitable and properly treated.

To prevent an occurrence of a conflict of interest the REIT Manager shall take the following actions:

- a. The REIT Manager shall have no other benefits that may conflict with the REIT's best interests. If a conflict of interest situation should arise, the REIT Manager shall duly present measures to assure that it manages the trust to the best interests of the REIT's unitholders and investors in general.
- b. If the REIT Manager also manages other REITs, the Core Properties of such funds shall not be the same type of assets as the Core Properties of the REIT.

Additionally, prior to entering into any transaction which relates to the REIT's conflict of interest, the REIT Manager shall disclose sufficient information to the REIT's unitholders or investors in the following manner:

- Disclosure shall be made to the Stock Exchange in accordance with its relevant regulations or through any other channels which any unitholders can all access thereto, and whereby such disclosed information thereof shall be made available.
- The reasonable disclosure period shall be no less than fourteen (14) days.
- There shall be a disclosure of available channels, precise procedures, and a time-limit for objection. The time-limit for objection shall be no less than fourteen (14) days except if there is a request for a resolution from a meeting of the REIT's unitholders to object the undertaking of such transactions. In the case that unitholders clearly make their objection according to the process prescribed in Clause (3) above, and the objection constitutes more than one quarter ( $\frac{1}{4}$ ) of the total number of units issued, the Trustee shall not transact or allow to transact any such transaction which relates to the REIT's conflict of interest.

- 2) Shall comply with the Securities and Exchange Act, the Trust for Transactions in the Capital Market Act, and other relevant laws, as well as professional ethics and standards as set forth by securities industry associations or securities-related organizations approved by the Securities and Exchange Commission Office, mutatis mutandis, and shall not support, instructor collaborate with anyone to violate such laws or to breach such regulations.
- 3) The REIT Manager has a duty to work in collaboration with the Trustee or the Securities and Exchange Commission Office, which includes disclosures of information which may have a significant effect on the REIT management or other information which needs to be reported, and particularly to carry on following responsibilities:
  - a. Prepare and safeguard information and documents related to management, internal controls, and information disclosures of the REIT. Whenever the Trustee wishes to review any management matters, the REIT Manager shall collaborate therewith by providing such information and documents for review, as well as allow the examination of the property sites as requested by the Trustee so that the Trustee can inspect and be assured that the REIT Manager does not act in violation

of laws or in breach of any obligations as set forth in the Trust Deed, or does not act in the best interests of the unitholders.

- b. Prior to the establishment of the REIT, the REIT Manager has the duty to submit information and documents related to the REIT's structure, rental procedure, income and revenue collection, expenses that can be charged to the REIT, contracts between the REIT and other parties, etc. This shall allow the Trustee to efficiently plan its supervisory and monitoring actions on management, internal controls, and information disclosures of the REIT.

Indeed, the REIT Manager has its duties to coordinate and supply information and documents to the Trustee as frequently and in a timely manner as set out in the REIT Manager Agreement, as well as any other documents which the Trustee may find necessary to request and which are related to the management of the REIT within an appropriate time frame.

- 4) The REIT Manager shall arrange to have indemnity insurance of its business operation or the actions taken in its position as the REIT Manager, as well as the actions taken by its directors, executives, and employees, throughout the terms of the REIT Manager Agreement.
- 5) In transacting any real estate transactions on behalf of the REIT, the REIT Manager shall comply with the following rules:
  - A. Act to ensure that any sales, disposal, and transfer of such real estates or entering into any agreement relating to such real estates for the REIT are properly undertaken and are enforceable by law.
  - B. Act to ensure that the real estate investments of the REIT are properly undertaken and the following procedures have been taken:
    - Assessing its own capacity in managing such real estate prior to accepting the position of the REIT Manager or before making any additional investment in such real estates, as the case may be.
    - Carrying out relevant analysis and feasibility study, as well as performing due diligence on such real estate in a manner as prescribed by the regulations and guidelines for management of real estate investment trusts set forth by the Securities and Exchange Commission and the Securities and Exchange Commission Office, and making assessments of risks that may arise from such investments, as well as providing guidelines for risk management. Risks exposures shall include development or construction risks (if any) such as construction delay and inability to obtain benefits from the investment real estate.
- 6) The REIT Manager shall arrange the meetings of the unitholders as per the Trust Deed.
- 7) In the event of a change in REIT Manager, the REIT Manager shall provide collaborative support as deemed necessary to ensure a successful handover of the work.
- 8) In the event of any appointment of a consultant to provide advice or suggestions on property investments and property management, the REIT Manager shall act according to the following rules:
  - Arrange for the consultant declares any conflict of interest on the matter under consideration.
  - Prohibit the consultant who has, directly or indirectly any conflict of interest thereon from participating in the consideration of such matter.
- 9) The REIT Manager shall prepare the Company's financial statements under generally accepted accounting principles as enforced by accounting professional laws and shall submit the financial statements to the Securities and Exchange Commission Office, within three (3) months from the period end date of such fiscal year. The financial statements shall be audited by the auditors, approved by the Securities and Exchange Commission Office, and also include the auditor's opinion.

- 10) The REIT Manager shall prepare and disclose the REIT's information which includes the information specified under Clause 56 and Clause 57 of the Securities and Exchange Act, as well as other information as set forth in the Trust Deed and the REIT Manager Agreement.
- 11) The REIT Manager shall prepare and disclose the REIT's information to the Trustee, the Securities and Exchange Commission Office, and the REIT's unitholders as set forth in the Securities and Exchange Act, other applicable laws, and the Trust Deed, which shall also include the submission of the REIT's annual report together with the Annual General Meeting of Unit Holders Invitation Letter to the unitholders. In addition, the REIT Manager has the duty to explain and deliver relevant information, and documents or evidence, as well as to act or refrain from any act as per the orders or requests of the Securities and Exchange Commission Office.
- 12) The REIT Manager shall avoid situations that may create doubt about its professional independence, particularly in the selection, purchase, sales, lease, sub-lease, and rental of any real estate, securities, and other services to the REIT. It is prohibited for the REIT Manager, directors, executives, and employees of the REIT Manager to receive any commission or "Soft Commission" or any other benefits from former owners of such real estate or sponsors, sellers of such securities, services providers, or brokers as their own income or benefits.
- 13) The REIT Manager has the duty to disclose the information on the receipts of its own interests or benefits and the interests or benefits of its related party from any entity or person who is a counterparty of the REIT in the Prospectus, Unit Trust Registration Statements, Invitation Letter for the Unit Holders' Meeting for Transaction Approvals, and the REIT's annual reports so that investors and the Trustee can apply such information in judging the professional independency of the REIT Manager in transacting any transactions on behalf of the REIT and the rationality of such transactions. The interests or benefits required to be disclosed are for instance: creditors, debtors, guarantors or guarantees, cross-holding of shares, or having the same group of major shareholders or management, providing or receiving of services, trading activities, and expense payments made on each other's behalf, etc.
- 14) In the event that the REIT Manager would like to assign the tasks under its responsibility to other parties, it shall specify the work assignments and the duties of the REIT Manager in the selection of the relevant parties for such assignments. The assignment conditions shall not conflict with or breach the Notification of the Office of the Securities and Exchange Commission SorChor. 29/2555.

## 2. Management Duties of the REIT

The REIT Manager shall properly and efficiently supervise and manage the REIT in compliance with laws, regulations, and the Trust Deed, and protect the interests of the REIT and its unitholders in general. The REIT Manager has the duty to provide a quality operating system with efficient checks and balances that can fully support its work responsibilities. Additionally, its tasks shall cover at least the following aspects:

- 1) Formulation of policies for management of the REIT, its capital structure, real estate investment decisions, and real estate strategies that enable it to prudently and cautiously manage the REIT's investments according to the investment policies as set forth in the Trust Deed and in accordance with applicable laws and regulations, as well as to protect the interest of the REIT and its unitholders in general.

- 2) Management of risk related to its assigned tasks of managing the REIT so as to efficiently prevent and mitigate the risks.
- 3) Management of any relevant conflict of interest, particularly the conflict of interest between the REIT, the REIT Manager, and any connected person of the REIT Manager, including implementation of measures or guidelines to safeguard the best interests of the REIT or the unitholders in general, when a conflict of interest arises.
- 4) Selection of personnel of the REIT Manager and any assigned parties to be involved in the REIT operations (if any) to ensure that they are qualified with appropriate skills and proficiency to undertake the assigned tasks.
- 5) Supervise the performance of the REIT Manager and its personnel, as well as review and monitor the work of the persons assigned to manage the REIT to ensure their compliance with laws, regulations, the Trust Deed, the Securities and Exchange Act, the Trust for Transactions in the Capital Market Act, as well as notifications, rules, or orders issued by the virtue of such laws as well as other applicable laws relating to the operations of trust funds.
- 6) Full, accurate, and adequate disclosure of information as set forth in the Trust Deed and in accordance with the provisions set forth in the Securities and Exchange Act and the Trust for Transactions in the Capital Market Act, and notifications, rules, or orders issued by the virtue of such laws as well as other applicable laws relating to the operation of trust funds.
- 7) Back office support
- 8) Internal audit and controls
- 9) Communications with investors and investors' complaint management
- 10) Legal dispute handling

The REIT Manager may assign other parties to undertake matters which are related to the REIT Manager's business operations, whereby in such cases, the following rules shall be applied:

- a. The assignments shall not be in a nature that may impact the efficiency of the REIT Manager's performances.
- b. There shall be measures to support the business continuity in the event that the assigned parties fail to carry on the operations.
- c. In the event that the assignments are related to investments in other assets of the REIT, the assignee party must be legally authorized to perform such tasks.

The above assignments shall not include any assignment of the tasks and functions as prescribed under Clause (1) (2) (3) (4) (9) In the event that the REIT Manager would like to assign tasks for which it is responsible to other parties, other than its tasks of real estate management, such as the management of the other assets of the REIT, which are not the Core Properties, the REIT Manager shall make a careful selection of the relevant parties for such assignments, and shall supervise and monitor the assignees' performance. The assignment conditions shall not conflict or breach Notification of the Office of the Securities and Exchange Commission SorChor. 29/2555.

- 11) The REIT Manager shall manage the REIT according to the provisions prescribed in the Trust Deed and shall oversee and protect the unitholders' interests.
- 12) The REIT Manager shall carefully and cautiously conduct due diligence on any potential real estate investment of the REIT and shall record and safeguard information, documents, and evidence related to the selection, inspection, and decisions on whether to invest or not invest therein for the REIT. As for such due diligence, the REIT Manager shall comply with the guidelines on the management of property funds and real estate investment trusts.

- 13) The REIT Manager shall act to assure its professional management of the REIT's financial aspects as well as the economic value of the REIT's assets, and such management is carried out for the benefits of the unit holders such as:
  - (1) Formulating investment and risk management strategies and policies that are efficient and in compliance with the obligations prescribed in the Trust Deed
  - (2) Determining borrowing facilities and encumbrances on the REIT's properties, and strictly ensure that such borrowings and encumbrances are in compliance with the conditions prescribed in the Trust Deed.
  - (3) Investing in real estate that suits the investment objectives of the REIT.
  - (4) Managing the REIT's cash flow.
  - (5) Considering the distribution payments of the REIT.
  - (6) Arranging for appropriate insurances to cover any potential damage that may occur to the REIT's real estates and relevant third-party liability insurance with suitable and sufficient coverage amounts to possibly renovate the damaged assets into their former stages so that the REIT can get similar benefits from such assets as previously, and with returns of no less than previously received.
  - (7) Arranging for tenant mix planning
  - (8) Overseeing that tenants comply with the conditions set forth in the lease agreement, service agreement, and other related agreements. Managing the rental spaces such as control and oversee rental operations, negotiate tenancy agreements, review rental rates or fees, cancel or renew rental contracts, etc. In the event that a rental agreement has a term of more than 3 years, the REIT Manager shall seek approval from the Trustee prior to any further action.
  - (9) Overseeing the compliance of the real estate regulations and/or the conditions prescribed in the leasehold rights of the REIT's investment assets, as well as monitoring and taking relevant actions to ensure that the REIT's real estate and/or leasehold rights shall not be used to operate an immoral or illegal business.
  - (10) Assessing past rental operations to set appropriate rental and tenancy terms and conditions, preparing applicable rental and tenancy agreements, as well as relevant service contracts, monitor and evaluate rental and service charge collections to determine suitable amounts of allowance for doubtful accounts and bad debt expenses, or bad debt write-offs (and appropriately reinstate account by reversing the write-off entry in the event that such bad debts are recovered).
  - (11) Arranging for appropriate security and safety systems for the REIT's buildings and investment properties such as the fire alarm system, emergency communications plan, and disaster management.
  - (12) Formulating policies and action plans for the administration, maintenance, and renovation of the REIT's buildings and investment properties to assure that their conditions are comparable to those of its industry peers.
- 14) The REIT Manager shall review and inspect to make sure that the REIT shall have proper ownerships and/or rights in the real estate that it intends to invest; whether they are the right of ownership or leasehold right, and that any agreements and contracts that the REIT shall enter as the counterparty thereof are duly prepared according to the applicable laws, as well as binding and enforceable in accordance with the conditions therein prescribed.
- 15) The REIT Manager shall arrange that all documents and evidence related to the REIT's operation are systematically kept and safeguarded; for instance, the Meeting of Unit Holders Invitation Letter, the Registration Statement for Offering Trust Units, Prospectus, the REIT's Annual Report, and the compliance records of the REIT and its invested properties with applicable regulations. This information, documents, and evidence shall be kept in a manner which is proper, complete, and accountable for at least five (5) years from the

date of preparing such information, documents and evidence.

- 16) The REIT Manager shall prepare and disseminate the REIT's financial statements, annual report, and other relevant information which is accurate and complete and promptly distributes them within the time frame as prescribed by the law, as well as in accordance with the Trust Deed, and the rules of the stock exchange.

The REIT Manager, as well as its directors and executives who are involved in the preparation and dissemination of the REIT's information disclosure, must be responsible for the contents of such information which shall be reported or notified to the unitholders and investors in general. There shall be a review procedure which ensures that the disclosed information in the Registration Statement for Offering Trust Units, Prospectus, the Meeting of Unit Holders Invitation Letter, advertisement brochure, published notification or any other disseminated documents are verified to be accurate, complete, and not lacking in material information. Such disclosure shall also provide sufficient information for investment decisions, and comply with applicable laws, notifications and regulations.

- 17) The REIT Manager shall oversee that the unit holders obtain accurate and adequate information prior to their respective exercise of the voting rights for any authorization and that they duly receive such information in advance and within the prescribed time frame as set forth in the Trust Deed and the rules of the stock exchange.
- 18) The REIT Manager shall oversee that the REIT complies with laws or operational guidelines issued by relevant government agencies or other authorities, as well as regulations of the stock exchange.
- 19) The REIT Manager shall make distribution payment to the REIT's unitholders for an amount of no less than ninety (90) % of its adjusted net profit for the fiscal year, which is generally defined as net earnings with adjustment of the cash position of the REIT and represents the REIT's cash available for distribution. This cash available for distribution shall be payable within ninety (90) days from the fiscal year ending or from the ending date of the relevant accounting period during which such distribution payment is made, whichever the case may be. Nevertheless, in the event that the REIT still carries any retained loss, it shall make no distribution payment to its unitholders.
- 20) The REIT Manager shall define the annual scope of work or appraisal for property appraisers that include inspections of the REIT's properties and comparing them with other nearby properties of similar characteristics.
- 21) The REIT Manager may hire any property agent to assist the Property Manager in finding tenants.
- 22) Regarding investment in other assets, other than the investment in the Core Properties, the Trustee shall assign the REIT Manager to manage such investment as per the regulations prescribed in the Notification of the Office of the Securities and Exchange Commission SorRor. 26/2555, and any related documents thereof shall be available for any audit and review at least five (5) years from the preparation date of such documents, and such documents shall be in compliance with the Trust Deed. Indeed such assignment shall not impede the rights of the Trustee to assign its rights to any other person to manage such other investments which are not the Core Properties of the REIT.

### 3. Duties assigned to the Property Manager

Even though the REIT Manager may assign its property management tasks to the Property Manager who is a third-party, the REIT Manager is still required to oversee the performance of the Property Manager to assure the best interests of the REIT and its unitholders. Therefore, the REIT Manager shall perform at least the following:

- 1) Selection of the Property Manager

For the selection of the property manager from a third-party to be the Property Manager who shall oversee activities such as sales, marketing, and day-to-day operations of the REIT's real estates, the REIT Manager must at least complete the following:



- (1) Assess and evaluate past experiences, reputations, and track records of the Property Manager in relation to its capabilities to find tenants, collect debts, carry out building interior and equipment maintenance, administer rental spaces, service tenants, monitor internal controls, and properly oversee expenses and disbursements, etc.
- (2) Review a suitable remuneration rate for the Property Manager which is subject to its work competency and performance, and provide sufficient motivation to the Property Manager as part of the effort to improve the REIT's earnings. For instance, the remuneration of the Property Manager may be tied to the actual collection of rental incomes and/or services fees or the net profit from real estate rental, etc.
- (3) Arrange to have procedures which allow the REIT to be able to change the Property Manager in the event that such Property Manager does not comply with the prescribed conditions or its work performance does not meet a satisfactory standard.
- (4) Arrange to have a process to regularly inspect, monitor, and evaluate the internal control systems of the Property Manager to assure that its internal control system remains effective in providing protection against fraud or capable of easily detecting corruption and misconducts such as requiring that the Property Manager's internal control system be assessed by its auditor during the audit process and to report the findings of any weakness or flaws in such system to the REIT Manager etc.

The REIT Manager shall prescribe in the Property Management Agreement that the Property Manager must be responsible for any benefit loss to the REIT caused by the negligence on the part of the Property Manager in its operational control process.

- (5) In the event that the REIT Manager finds out that the Property Manager's acts or failure to act impair the credibility of the Property Manager in carrying out its duties as set forth in the Property Management Agreement, the REIT Manager shall arrange to terminate the Property Management Agreement, so that the REIT Manager can either take over the Property Manager's position or select a new Property Manager to replace the former one. However, in the event that the REIT enters into any loan agreement of which its covenants may prohibit any change of the Property Manager, thus such change, therefore, requires approval from the REIT's lenders.

## 2) Supervision of the Property Manager's Performance

The REIT Manager has a duty to supervise the work and performance of the Property Manager to ensure that it is protecting the best interests of the REIT and its unitholders and shall undertake at least the following:

- (1) The REIT Manager shall participate in the preparation or the review and approval of the annual budget plan of the Property Manager to assure that there are proper details of income and expenses, to avoid any misappropriation of expenses, to set performance target for monthly and annual earnings, and to control that disbursements are in line with the budget plan. The annual budget plan must be approved by the Trustee.
- (2) The REIT Manager shall prescribe incentive criteria that motivate the Property Manager to put any effort into enhancing the REIT's value and the returns while mitigating relevant risks to the unitholders.
- (3) The REIT Manager shall participate in the preparation or the review of the Property Manager's strategic plans to assure that it can increase earnings, mitigate the risks of the rental income volatility and/or the fluctuation in the service fees for the REIT, as well as to oversee that the Property Manager performs in accordance with the planned strategies.
- (4) The REIT Manager shall participate in the preparation or the review of the tenant selection guidelines for key tenants, or participate in the tenant mix planning with the Property Manager to limit and mitigate risks of the rental income volatility and/or the fluctuation in the service fees for each year.
- (5) The REIT Manager shall review or participate in the formulation of pricing policy for rental rates and/or service fees to assure that such pricings are appropriate and in line with prevailing market conditions.

- (6) The REIT Manager shall assess the cost control system for repair and maintenance expenses related to equipment and buildings to assure that the conditions of such assets are in a comparable stage to those of its industry peers.
- (7) The REIT Manager shall assess the suitability of the control procedure in the procurement system of the Property Manager to assure the justified economic values of the procured goods and services.
- (8) The REIT Manager shall monitor and control the Property Manager's revenue collection to assure that the REIT fully receives its rental income and service fees.
- (9) The REIT Manager shall instruct the Property Manager to monitor and oversee that tenants duly pay their applicable taxes.
- (10) The REIT Manager shall observe and examine the Property Manager's misconduct, as well as performing a random review of its operations.
- (11) The REIT Manager shall select and assess the internal control systems of the Property Manager, and shall set its own control procedures and systems to monitor and randomly check on the Property Manager to ensure that the Property Manager complies with the following rules:
  - a. Correctly collect all income in full and remitting them to the REIT,
  - b. Not overcharging the REIT with unreasonable expenses and any charges made to the REIT shall be within the authorized framework of the Property Management Agreement, and
  - c. Arranging for the appropriate and adequate upkeep and maintenance of the REIT's assets so that such assets will continue generating long-term benefits.

## 1.7. Internal Control System and Work Procedure for Prevention or Handling of Conflict of Interest Segregation of Work and Duties within the REIT Manager

### 1) Classified by the Nature and Scope of Work

The Company is established with the objective to operate its main business activities as a trust manager as per the Trust for Transactions in the Capital Market Act. The Company has 4 main business units to support its roles and duties as the REIT Manager according to the Trust Deed, the REIT Manager Agreement, and other relevant laws, rules and/or regulations.

The Company's business units and their relevant work scope, duties, and responsibilities are summarized as follows:

#### Compliance & Risk Management

- Oversee and manage risks related to the management and investment of the REIT in compliance with the Trust Deed and relevant regulations.
- Oversee and prevent conflict of interest between the REIT and related parties.
- Set organization structure and guidelines for action plans to safeguard the best interests of the REIT and its unitholders in general in the event of any conflict of interest.
- Oversee that the REIT's employees and personnel who are engaged in the REIT's operations are qualified according to their work requirements and in compliance with applicable laws
- Review that the REIT's operations are in accordance with the Trust Deed, and relevant laws to assure that the REIT and its related parties are aware of any changes in the applicable laws and regulations
- Summarize and submit for consideration and approval the matters which relate to extraordinary expenditures or unbudgeted expenses

Asset Management

- Arrange for the selection of real estate appraisers
- Set business plan and strategy for income-generating real estate assets
- Formulate marketing plan, sales campaign, and public relations plan
- Set a competitive positioning strategy for targeted returns
- Manage investment risks of the REIT
- Oversee and review performances of the Property Manager
- Oversee the utilization, cleanliness, and security of the REIT's property
- Oversee and manage properties and assets
- Manage tenants
- Oversee and manage rental and service fee collection, to assure that the payments are made accurately and in full
- Oversee and efficiently manage the REIT's expenditures

Investment and Business Development

- Work according to the business plan, as per policy and strategy on income-generating real estate assets, and oversee the management of the REIT
- Plan for selection and review of the REIT's real estate investment schemes, including invest in other assets
- Arrange for a review or due diligence on the real estate in which the REIT shall invest
- Prepare the REIT's income and expenses forecasts
- Oversee the REIT's borrowings (if any) and borrowing policy
- Manage risks related to the investment of the REIT

Investor Relations and Operational Support

- Prepare and disclose information to the Securities and Exchange Commission Office, the Stock Exchange, the Trustee, the REIT's unitholders, and the contract counterparties as per the conditions prescribed in the Trust Deed, and relevant laws and notifications, or related contracts; for instance, preparations of the meetings of the REIT's unitholders, annual report, the REIT's annual registration statements, as well as information on the REIT Manager and the REIT
- Communicate and take care of unitholders
- Recruit additional qualified, proficient, and skilled personnel
- Arrange training and knowledge development to improve the efficiency of the REIT management
- Control, monitor, coordinate, and oversee outsourcing tasks
- Handle complaints and dispute resolutions
- Keep and safeguard information, documents, and evidence related to the REIT
- Provide operational support such as human resources management, information technology management, and computer support, general administration, and procurement

2) Classified by the REIT Manager's Operating Systems

In order for the Company to efficiently carry out its duties as the REIT Manager and be qualified under the conditions as set forth in the relevant regulations of the Securities and Exchange Commission, the Company has arranged its operating systems according to prescribed conditions thereof comprising of:

- (1) A system for formulation of the REIT's management policy
- (2) A system for risk management of the REIT's management and administration risks
- (3) A system for managing conflicts of Interest

- (4) A system for recruitment selection of the REIT Manager's personnel, and selection process for assignees of tasks related to the REIT's operations (if any)
- (5) A system for governing and supervision of the REIT Manager and its personnel
- (6) A system to support the information disclosure of the REIT
- (7) A back-office system
- (8) An internal audit and internal control system
- (9) A system for communication with investors and for the handling of investor complaints
- (10) A system for handling of legal disputes

### 1.8. REIT Manager Fee

For the entire agreement period of the REIT Management Agreement, the REIT Manager shall receive its management fee for performing its duties as the REIT Manager which is comprised of a base fee of no more than 0.3% of the Net Asset Value (NAV) of the REIT with a minimum fee limit being set at Baht 12 million (In the event of a capital increase, as the work and the duties of the REIT Manager shall also increase, the minimum limit may be raised), and a variable fee of no more than 2% of the Adjusted Net Investment Income of each fiscal year, as prescribed in the REIT Management Agreement.

### 1.9. Methods and conditions for replacing the REIT Manager

#### 1) The changes of REIT manager are as follows:

- (1) Resignation of REIT manager in accordance with stipulated principles and procedures
- (2) Demolition of REIT manager from the position
  - a. In case the REIT manager is unable to carry on its duties according to Trust Deed, Trust Act, Securities and Exchange Act, Notifications from the SEC Office, or any related notification, and such actions, due to Trustee, can cause severe damages to the REIT and/ or unitholders which cannot be redeemable within the period of sixty days (60 days) starting from the date the REIT manager is informed by the Trustee of such incident;
  - b. In case the fact appears that the REIT manager is unable to maintain qualification as prescribed in chapter 1, or violates or does not comply with the rules as prescribed in chapter 2, Notification of the Office of the Securities and Exchange Commission No. SorChor. 29/2555, or do not follow the order of the SEC Office, or follow the order, but is unable to make the correction within the time specified by the order by the SEC;
  - c. It appears the the approval of the REIT manager of the SEC Office has expired and the REIT Manager has not been renewed the approval from the SEC Office.
- (3) The SEC revokes the approval of the REIT manager or orders a suspension of operation exceedingly over the notification period of SorRor 26/2555 or related notifications of the SEC.
- (4) The REIT manager ceases to be a juristic person or under liquidation or under receivership, whether under absolute receivership, or being requested for rehabilitation;
- (5) The REIT manager cannot maintain sufficient capital funds in accordance with notifications or related regulations.

#### 2) Change in REIT manager

In case the fact appears to revoke the REIT manager in (2) a. Trustee shall be an authorized person to revoke the REIT manager. Unitholders' meeting shall be arranged by Trustee to seek resolution from the unitholders and to appoint a new REIT manager within six days (60) starting from the fact appears following (2) a. The person approved by the unitholders' resolution shall be appointed within 30 days (30) starting from the resolution date. Hence, in case the appointment cannot be executed through such procedure, the Trustee shall appoint a new REIT manager for the benefit of beneficiaries as a whole within the necessary period deemed appropriate.

3) Termination of REIT manager

The termination of the REIT manager does not deprive the rights of the Trustee to receive compensation and expenses caused by the REIT manager. The Trustee shall not be responsible for any compensation caused by the REIT manager since the termination of the REIT manager is in accordance with the contract, REIT manager appointment contract, Acts and related legislations, and other notifications relating to former REIT manager. The former REIT manager shall take any action as necessary in order that the Trustee or the new REIT manager, as the case may be, would be able to perform its duty successfully. The duty also includes signing in the document to approve the accuracy and completeness of information delivered to the Trustee or the new REIT manager. The former REIT manager shall sign related documents and deliver the documents and the past operation information of the REIT manager to the Trustee or the new REIT manager as requested so that the new REIT manager can perform its duty completely.

## 2. About Property Manager

### 2.1 Objective and Responsibility of Property Manager

The REIT Manager has assigned North Sathorn Realty co., Ltd., as a property manager in order to manage and provision for benefits from the REIT's investment assets with the scope of rights, duties, and responsibilities under the Property Manager Agreement.

### 2.2 General Information on the Property Manager

Company Name	North Sathorn Realty Co., Ltd.
Date of Incorporation	13 February 1996
Registered Capital	Bath 638,600,000
Address	98 Sathorn Square Office tower B1 floor, Sathorn Road, Silom, Bangrak, Bangkok 10500
Nature and Scope of Business	Provides real estate services. The Company owns, operates, and develops real estate properties
Major shareholders (Share Holding Position)	Golden Land Property Development PLC. (99.99%)
Directors	1. Mr. Thanapol Sirithanachai 2. Mr. Somboon Wasinchutchawal 3. Mr. Withawat Koottatep 4. Mr. Theppasak Noppakornvisate 5. Ms. Kamonkarn Kongkathong
Authorized Signatory	Group Directors A Mr. Thanapol Sirithanachai, and Mr. Withawat Koottatep B Mr. Somboon Wasinchutchawal, Mr. Theppasak Noppakornvisate and Ms. Kamonkarn Kongkathong One signature from the director Group A and One signature from the director Group B jointly signed and stamped the company's seal.
Objective	Operates, and Develops Real Estate Properties

Noted: Department of Business Development, Ministry of Commerce as of 31 October 2023.

## 2.3 Duties and Responsibilities of the Property Manager

### (1) Duties Related to Property Management

The Property Manager has its main duties as follows:

- a. Generate income and benefits from the REIT's investment properties as per the REIT Manager's assigned policy for the best interests of the REIT.
- b. Oversee the maintenance and repair of the REIT's invested properties, review relevant legal compliances to ensure the REIT's invested properties comply with regulations on buildings and structures, environmental laws, and other applicable laws.
- c. Oversee the preparation of accounting books, reports, administrative documents, and internal audit.
- d. Develop and arrange advertising plans, sales plans and marketing campaigns for the REIT's invested properties.

### (2) Duties Related to Information Disclosure

The Property Manager has the duty to disclose information to the Company and the Trustee on matters related to the management of the REIT's invested properties, as well as the generation of income and benefits from such properties, together with the information on its own interests, and the interests of its controlling party that must be disclosed according to the rules and methods as prescribed by the Company and the Trustee.

### (3) Duties Related to Compliance of Regulations on Connected Transactions with the Related Parties of the REIT

The Property Manager has the duty to comply with regulations on trust management activities which involve the connected transactions with the related parties of the REIT. Additionally, the Property Manager shall perform its tasks in the best interests of the REIT and its unitholders.

### (4) Duties Related to Collaboration with the Company and the Trustee

The Property Manager acknowledges and agrees that its duties as the Property Manager according to the Property Management Agreement shall be under the supervision of the Company, and the Property Manager shall collaborate with the Company and the Trustee to strictly comply with the governance procedures and system prescribed by them to oversee the Property Manager's functions.

### (5) Duties Related to Prevention of Conflict of Interest

The Property Manager has the duty to oversee the compliance and the update of the preventive measures against any conflict of interest, to effectively protect the interests of the REIT's unitholders, and to correctly, accurately and fully disclose information on any potential conflict of interest to the Company and the Trustee. The Property Manager shall not act in a manner that is in conflict with the REIT's interest, the relevant details of which are prescribed in the Property Management Agreement.

### (6) Outsourcing

The duties to be performed by the Property Manager under the Property Management Agreement shall be undertaken only by the Property Manager. However, the Property Manager may outsource some parts of its duties as long as such outsourcing does not violate any applicable laws, rules, regulations, or notifications which the Trustee, the REIT Manager, and the Property Manager must abide by. Such outsourcing shall also be made in accordance with the rules prescribed in the Property Manager's Outsourcing Policy, already informed to the Company by the Property Manager. The Property Manager shall promptly inform the Trustee and the REIT Manager about any of its outsourcing. The Property Manager shall also oversee that the party, to which the work is outsourced, performs its

tasks in the best interests of the REIT and according to the conditions prescribed in the Property Management Agreement.

(7) Procedures and Systems Related to the Work Functions of the Property Manager

The Property Manager agrees to arrange, comply, revise, and disclose information on procedures and systems related to the work functions of the Property Manager in order for it to efficiently perform its duties as prescribed in the Property Management Agreement and in the best interests of the REIT and its unitholders in general.

## 2.4 The Property Manager Fee

For the entire agreement period of the Property Manager Agreement, the Property Manager shall receive its management fee for performing its duties as the Property Manager which is comprised of a base fee of no more than Baht 40 million per annum for Park Ventures Ecoplex and no more than Baht 60 million per annum for Sathorn Square, and a variable fee of no more than 8% of the net rental and services Income of each fiscal year, as prescribed in such agreement.

## 3. The Trustee

### 1) General Information

Name:	Kasikorn Asset Management Co., Ltd.
Address:	400/22, Kasikornbank Building, 6th and 12th Floor, Phahon Yothin Avenue, Samsen Nai, Phaya Thai, Bangkok, 10400
Type of Business:	Asset Management Company and Trustee
Telephone:	0-2673-3999
Facsimile:	0-2673-7809
Homepage:	www.kasikornasset.com

### Relevant Licenses

The Trustee received its trustee license from the Security Exchange Commission Office in September 2013.

### 2) Shareholding Structure of the Trustee

No.	Shareholder Name	Number of Shares	As % of the Paid-Up Capital
1	KASIKORNBANK PLC.	27,154,272	99.9990
2	Mr. Pratan Atcharawan	1	0.0005
3	Ms. Saranya Sirivanasandha	1	0.0005
Total		27,154,274	100

### 3) Duties and Responsibilities of the Trustee

The Trustee has its duties to administer the REIT with professional integrity of honesty, caution, and expertise. It shall equitably treat beneficiaries with the intention to provide them with maximum benefits while performing its duties efficiently and independently in accordance with the Trust Deed, relevant laws, and additional commitments (if any) to investors. The Trustee has the main duties as prescribed in the Trust deed which are:

- (1) Monitor, supervise, and review that the REIT Manager manages the REIT according to the Trust Deed and relevant laws.
- (2) In an event that the REIT Manager acts or refrains from any action and such action or inaction causes damage to the REIT, or the REIT Manager fails to perform its duties as prescribed in the agreements and under applicable laws, the Trustee shall report to the Security Exchange Commission Office, and shall resolve, restrain, or remedy any damage incurred, as deemed appropriate.
- (3) Attend all unitholder meetings. If a resolution of a unitholder meeting is requested, the Trustee shall answer questions and provide opinions on the REIT operations whether or not such operations are performed according to the Trust Deed or relevant laws. The Trustee shall also oppose and inform unitholders if such operations cannot be carried out, or if such operations are not in compliance with the Trust Deed or applicable laws.
- (4) In an event that the REIT Manager fails to perform its duties, the Trustee shall administer the REIT as necessary to prevent, restrain, or limit any occurrence of severe damage that may impair the benefits of the REIT or unitholders in general. The Trustee is also empowered to find a new REIT manager.
- (5) Prepare its report to be submitted to unitholders together with the REIT's annual report, and express its opinions on the REIT Manager's performance in managing the REIT, as well as the compliance of the REIT Manager's work with the conditions as prescribed in the Trust Deed.

Additionally, unitholders can find detailed information on the Trustee's scope of duties and responsibilities in the Trust Deed.

#### 4) Trustee Fee

For the entire contract period of the Trust Deed, the Trustee shall receive its trustee fee and custodian fee which shall be at the rate of not more than 0.3% of the Net Asset Value (NAV) of the REIT with a minimum fee limit being set at Baht 8 million per annum. (In the event of a capital increase, as the work and the duties of the Trustee shall also increase, the minimum limit may be raised)

## 4. Other Contact

### 4.1 Auditor

Name: KPMG Phoomchai Audit Ltd.  
Address: 50<sup>th</sup>-51<sup>th</sup> Floor, Empire Tower  
South Sathorn Road, Yannawa, Sathorn 10120  
Telephone: 0 2677 2000

### 4.2 Registrar

Name: Thailand Securities Depository Co., Ltd.  
Address: The Stock Exchange of Thailand Building  
93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400  
Telephone: 0 2009 9000

### 4.3 Appraiser

Name: C.I.T. Appraisal Co., Ltd  
Address: 17th Floor, Ploenchit Center 2 Sukhumvit Road, Klongtoey  
Bangkok 10110  
Telephone: 0 2656 7000



## Risk factors

Frasers Property Commercial Asset Management (Thailand) Company Limited, as the REIT manager, has placed the importance on the overall risk management in order to response to the changes. The Board of Directors of the Company (the Board) has approved the appointment of the Risk Management Committee which consists of responsible persons come directly from each department. Their responsibility is to identify, analyze, assess, review, and stipulate risk management measures and report risk management results to the Board for quarterly acknowledgement. The consideration of important risks is based on internal and external factors as well as their possibility and impacts, covering risks in many aspects, namely, Strategy Risk, Operational Risk, Financial Risk, Compliance Risk, Emerging Risk and Environment Social Governance Risk, There are 6 aspects of the REITs' risks, and each aspect poses significant risks as follows:

### 1. Strategy Risk

#### 1) Risks concerning trade competitors in business operation of the REIT – Risks from supply increase of office space for rent in the future

The REIT's risks from supply increase of office space for rent in the future come from the increase of operators' numbers in the market and the increase of office buildings for rent. As a result, it leads to supply increase, higher competition, and possibly more bargaining power for tenants and lessees. Therefore, in order to enhance the competitiveness, the Company, as the REIT manager, and Property Manager, have mutually stipulated marketing plan and strategy suitable for market and economic situation to maintain quality tenants and to seek for new tenants, as well as to improve and develop the property under the REIT's investment to be in good condition, safe, and convenient for tenants in order to increase efficiency for benefit procurement. In addition, there are advantages of the property location of the two buildings under the REIT's investment. The property's location is the center of business and the hub of the society and economy. The buildings are connected to the Bangkok Transit System (BTS) which is the priority factor of the tenants to choose office space for rent.

#### 2) Risks from office space for rent market situation from landlord's market to tenant's market, placing impacts on the rental rate increases

In the first half of 2023, the overall office building market in Bangkok Metropolitan Region (BMR) had improved due to the economic situation after the ease of Covid-19 pandemic. The business sector's demand of employment had risen, leading to constant demand of office spaces while there were gradual increases of the return to office activity. Meanwhile, on the supply side, there were 2 new office buildings entering the market in the CBD. In addition, in the next 1-3 years, there will be new office buildings which are under construction, leading to 64% increase of the new supply in the CBD. However, the increase may lead to the tenant dominant office building market instead of the landlord dominant situation since the tenants will have higher negotiation power. At present, the tenants place an importance upon considering quality rental office space with appropriate fee to control cost and expenses, services to assist variety of works, as well as sustainability. This causes the REIT's limitation to increase higher rental fee above the average rental fee of new buildings entering the market in the future. However, the REIT has prepared operating plan with strategy to achieve its stipulated goal.

### 2. Operational Risk

#### 1) Risks from operating results of the REIT dependence on the performance of the Property Manager

The REIT manager appointed North Sathorn Realty Company Limited as the Property Manager of the REIT's investment. The Property Manager is responsible for benefit procurement and property management under the REIT's investment following the Property Manager appointment contract such as seeking new tenants,

renewal of rental contract, settling rental and service contract, public relations and advertisement, maintenance, improvement, and property development under the REIT's investment to be in good condition and suitable for benefit sourcing. The management has a direct effect on the operating results of the REIT. However, upon the underperformed management of the Property Manager following the policy of the REIT manager or when there are changes of the Property Manager or important officials of the Property Manager which may directly affect the REIT's operation, there are capable and skillful personnel at the REIT who can perform on tasks concerning benefit sourcing for industrial property and on property management of the REIT while selecting other Property Managers.

## **2) Risks from possible conflicts of interest between the REIT and the Property Manager**

Despite of the REIT's careful stipulation of roles and scopes of work of the Property Manager to manage the property under the REIT's investment, there are possible conflicts of interest between the REIT and the Property Manager. The Property Manager may manage and/or develop property such as buildings or offices which are not invested by the REIT in the future.

The REIT manager and the Trustee have stipulated measures to prevent conflicts of interest between the REIT and the Property Manager which may cause impacts on the REIT's operation. The Property Manager appointment contract clearly indicates the role to prevent conflicts of interest and non-operating business area to compete with the REIT's business. In terms of the conflicts of interest prevention, the Property Manager shall realize the utmost benefit of the REIT and REIT's unitholders, and shall disclose possible conflicts of interest in accurate, complete, and honest manners to the REIT and Trustee for their acknowledgement. Also, the Property manager shall not perform any implementation which may cause the conflicts of interest to the REIT as indicated in the Property Manager appointment contract.

## **3. Financial Risk**

### **1) The REIT invests in the leasehold real estate investment trust of which value gradually loses as the lease period decreases, leading to the decrease of the unit REIT**

The leasehold real estate investment trust of which value gradually loses as the lease period decreases due to the appraisal value of the leasehold, changes of space rental rates, and/or rental rates, and/or utilities services fee, or other REIT's uncontrollable causes. However, the change of the leasehold value may pose direct significant impacts on the net asset value of the REIT, unit value of the REIT, and/or affect the return's payment. However, the Company, as the REIT manager, still seeks for the opportunity to invest in quality assets with consideration of benefit sourcing ability and perpetual future growth opportunity, including improvement and development of invested properties for their good condition and green building qualification following LEED standard as well as preparation for continuity of benefit sourcing. In addition, the Company also enhances the invested property to response to its tenants' demand, and considers sustainable development of awareness of energy use, environment, and community, both internal and external wise, as well as the effective management of the waste.

### **2) Risks from possible loss of important tenants posing negative effects on financial status and operating results of the REIT.**

The core revenue of the REIT comes from rental and service fees of the tenants who have rental agreement with the assets invested by the REIT. Thus, the loss of the important tenants and inability to find new customers to replace the former tenants may affect the REIT's financial status and operating results. The Company, as the REIT Manager, and the Property Manager, have stipulated that upon entering the rental agreement with the REIT, the tenants shall provide rental deposit equivalent to 3 months of rental fee. Thus, upon premature cancellation, and the cause of the cancellation is not from the REIT's violation to the agreement, the REIT shall confiscate the full amount of the deposit as the payment for possible damages caused by the cancellation of the agreement. The stipulation of the deposit could help reduce the risk and negative impacts on the REIT's financial status and operating results in a way.

In addition, for the tenants whose agreements close to expiry and do not wish to renew their agreements, the tenants shall inform the REIT in advance in written document at least 180 days or 6 months prior to the ending of the agreement. The period is sufficient for the Property Manager to seek for new tenants.

#### 4. Compliance Risk

**Property invested by the REIT is under environmental legislation. By complying with the legislation, the REIT's expense and responsibility may increase in many aspects**

Property invested by the REIT is under the environmental legislation, namely, healthcare, air and water pollution control, waste disposal, and noise pollution control. Under these legislations, owners of properties or controllers of the operation and the use of properties may face legal consequences which include fine or imprisonment upon breaking or non-complying with the legislation. In addition, the REIT may have the expense to comply with the rules and legislation when there are contamination and pollutions. Also, when the pollutions cannot be solved, it may lead to the REIT's responsibility, or it may significantly pose negative effect to the REIT's invested properties for future rent.

However, the Company, as the REIT Manager and the Property Manager, place the importance upon strict compliance to legislation, rules, and regulations, in particular, the regulations relating to environment. The operation covers air, water, and noise pollution control which does not only comply with the regulations and the legislation, it also develops machine and device efficiency to reduce pollution emission, and to efficiently use energy

#### 5. Emerging Risk

**1) Tenants of some businesses are affected by the slowdown of the economy after the pandemic, leading to an inability to make timely rental and service payments, and/ or untimely revoke lease agreement or may not renew the contracts.**

Despite the expansion of the Thai economy in 2023 and the ease of the Covid-19, the Thai economy was still facing risks and limitations, namely, impacts of political condition on economic sentiment, risks from global economic slowdown and volatility of global financial market. The risks and limitations could directly and indirectly affect the business of the tenants, leading to an inability to make timely rental and service payments, and/ or untimely revoke lease agreement or may not renew the contracts, as well as negotiation of the rental fee to control expense cost of the tenants. According to the aforementioned risks, the REIT manager and the property management have initiated a plan to closely monitor the tenants' situation to further consider the tendency of contract renewal with a proactive strategy, including stipulating plan for flexible office space rental management which is suitable for present office building market situation.

**2) Risk from pandemic (Covid-19) situation causes changes to future working trend (Work from Home) and poses negative impacts on the REIT's business operation**

After the ease of the Covid-19 pandemic which negatively affected many tenants' businesses, leading to changes of working policy to either Work from Home or Hybrid Working. The changes of the policy had caused them to consider the reduction of the rental space size or rental fee negotiation to control the company's expense costs, including moving to other office buildings with lower expenses.

In 2023, there were some tenants still maintaining their policy of Work from Home or Hybrid Working while some companies increased the return to the office activity from the previous year.

The REIT and the property management have initiated a plan and strategy appropriate for contract renewal, proposing to the existing tenants while seeking for new tenants to maintain the REIT's rental rate at satisfaction level.

### 3) Risk from possible political situation and its impacts

In 2023, Thailand's new government formation of political parties might lead to a political uncertainty in terms of policy competition between the coalition, government instability caused by internal conflicts, social confidence toward the government, unclear administration policy, policy to promote economy amid present slowdown of economy, possibility of political uprising such as rally or protest from some discontented group, etc. The mentioned factors may cause concerns to the Thai economy in many aspects which may pose negative impacts on business operation of the tenants' companies at both buildings.

The REIT has kept its caution and monitoring of possible political risks by stipulating emergency plan and working plan to prepare for all aspect of risks.

## 6. Environment Social Governance Risk

### Risk from climate change

Impacts from the global warming have led to rapid and drastic changes of present climate, causing many areas in Thailand to confront natural disasters and environmental problems such as storm, flood, dust, smoke, and PM2.5, etc., which may damage the REIT's building users and invested assets as well as its business operation and services. Nowadays, Thailand focuses on the solving of global warming problem and has set up an operation goal to solve the climate change following the timeframe of Paris agreement to achieve carbon neutral by 2050 and to achieve the net zero emission by 2065.

As the REIT Manager and the property management, had joined the group of companies of Frasers Property (Thailand) to set up goal and strategy and operation plan of Net-Zero Carbon Roadmap by zero reducing the greenhouse emission by 2050 to achieve controlling global heating under 1.5 degrees Celsius by seeking for possibility and opportunity to reduce greenhouse gas emission derived from the REIT's operation. For the fiscal year 2023, the REIT had improved the buildings' equipment and physical characteristics to reduce energy use such as reduction of electricity and waterpower consumption, studying of renewable power consumption, reduction of impacts on natural environment caused by the business operation, as well as awareness and encouragement of all aspect sustainability, covering environment, society, and governance.

In addition, the Company's TCFD (Task Force on Climate-Related Financial Disclosure) is included in this annual report.

# Corporate Governance

## 1. The REIT's Corporate Governance Policy

The Company as the REIT Manager has realized the importance of the good corporate governance and believed that the corporate governance consists of good management system, responsibility of the Board of Directors and the management towards their obligations, control and balance mechanism for the REIT's transparent and examinable management, respect for equal rights of the unitholders, stipulation of prevention and conflict of interest measures to create confidence and the utmost benefit to all stakeholders with fairness as well as to sustainable achieve goal of long-term business operation. The REIT's corporate governance focuses on the following principles:

- 1) Responsibility towards unitholders.  
Realization of obligations to encourage and protect the rights of all unitholders to receive fundamental rights as stipulated by law.
- 2) Disclosure of information and transparency  
The REIT Manager shall completely disclose information with accuracy, sufficiency, accountability, and in a timely manner. All unitholders and stakeholders shall equally receive information. The report and information must be disclosed following stipulated principles and announcement.
- 3) Practice towards stakeholders  
Realization of the rights and equality of all stakeholders as stipulated by laws and good practices, namely, responsibility towards tenants, responsibility toward trade partners, responsibility towards society and environment.
- 4) Conflict of interest  
Placing an emphasis upon one's duty with integrity and honesty without personally accepting any money or returns neither direct or indirect manners.

## 2. Subcommittee

- None -

## 3. REIT Board of Directors Meeting

The Board of Directors' meeting of Frasers Property Commercial Asset Management (Thailand) Company Limited is scheduled every quarter. At least half of all directors are required to attend the meeting, and all resolutions under consideration by the Board will be decided by a majority vote. An invitation letter and information regarding the meeting will be sent to directors at least 7 days before the scheduled appointment. In general, these are the important items on the agenda which are discussed in the meeting:

- Agenda 1 Review and approve reports from the previous BOD meeting
- Agenda 2 Review reports regarding the performance of the REIT
- Agenda 3 Review and approve interim financial statements
- Agenda 4 Review and approve the REIT's remunerations
- Agenda 5 Review and acknowledge the transactions of the REIT
- Agenda 6 Other Matter (if any)

### 1) Board of Director's Meeting Conditions and Processes

The REIT Manager sets up meetings of the Board of Directors to review the Company's general business at least once every quarter. The Board of Director's meeting has the following process.

- (1) The Company sends invitation letters, agendas to be discussed, along with any relevant supporting documents in a timely manner with sufficient information for directors to be informed prior to coming to the meeting.
- (2) During the Board of Director's meeting, various agendas will be arranged for the Company's Board of Director's to review, acknowledge, or approve various business operations including the REIT's overall performance, annual budget, remuneration for Unit Holders, arranging Unit Holders Meeting, related transactions, business plan, as well as the progress of business operations according to the plan.
- (3) In every meeting, at least half of the total number of directors are required to attend the meeting. Furthermore, all resolutions under consideration by the Board will be decided by a majority vote. During voting, directors with vested interests are not entitled to vote.
- (4) During the meeting, the Chairman of the board is responsible for allocating sufficient time for management to present documents and information up for discussion, and for the board to debate important issues. All directors are free to express their opinions and propose agendas to be discussed.
- (5) The entire meeting will be recorded and all documents relating to the meeting will be stored in an accurate, comprehensive, and verifiable manner. All minutes of the Board of Director's meeting and approved agendas will be recorded as evidence to be discussed at a later date.

### 2) Important Transactions of the REIT Presented to the Board of Directors

Within the accounting period ending September 30, 2023, there were 5 meetings of the Board of Directors in which the Board had considered, acknowledged, and approved necessary operations of the Company as follows:

- (1) Matters which require the Board of Director's Acknowledgement:
  - A. Operational results of the Company and the REIT.
  - B. Implementation of business and marketing plan as set by the Company regarding the REIT's earnings, as well any relevant problems and obstacles, together with potential solutions provided by the Property Manager.
  - C. Guidelines for risk mitigation or factors that may impact the REIT's operations.
  - D. Assess the performance of the Company's business units, namely Asset Management, Compliance & Risk Management, Investor Relations, and Operational Support, as well as issues and obstacles occurring at work, and their potential solutions.
  - E. Weaknesses in the Company's Internal Control and Operational System regarding the actions and duties of the REIT Manager, as well as problem rectification and follow-up evaluation.
- (2) Matters which require the Board of Director's approval:
  - A. Formulation of long-term strategies and business plans, setting up an appropriate organizational structure, supervision of business policies, as well as risk factors that may impact the REIT's beneficial interest.
  - B. Draft of the REIT's annual budget, annual business plans, business strategies for the year as set by the Company as the REIT Manager with the assistance of the Property Manager.
  - C. Practice guidelines on the dispute and complaint handling relating to the REIT's business operations which must be reviewed by the Board of Directors.
  - D. Connected transactions and any transactions which may cause conflicts of interest to the REIT's business operations.
  - E. Any other matters which need to be considered or approved by the Meeting of the Unit

- F. Holders.
- G. Any other important matters are relevant to the Company and the REIT's business operations.

#### Information of The Board Director Meeting fiscal years 2023

No.	Position	Name	Board Meeting (Time)
1	Chairman of the Board / Independent Director	Mr. Chatrapee Tantixalerm	5/5
2	Director / Executive Director	Mr. Sithichai Chaikriangkrai	5/5
3	Director / Executive Director	Mr. Thanapol Sirithanachai	5/5

## 4. Internal Information Control Policy

The company emphasizes equality and fairness to all unitholders. The internal information which is not yet disclosed to the general public, information that may affect the business operations or share prices is considered to be the company's confidential information. Thus directors, executives, and employees at all levels are responsible for safeguarding the company's internal information whereby they shall not use the opportunity to seek personal gains in securities trading, or use any internal information for own benefits, or reveal business information to others which can cause the company to lose any benefits directly or indirectly. The use of internal information, safeguarding of confidential information, disclosure of information, news, and opinions to other parties can be followed by these principles and guidelines.

### 4.1 Policy and Practice on the REIT's unit offering

- (1) Directors, executives, and auditors are required to report their holdings of the company's stock to the Board of Directors to establish the confidence of unitholders and general investors that directors and executives operate the business with honesty, clarity, transparency, and accountability.
- (2) Directors, executives (as defined by SEC), and senior management and its subsidiaries are required to report any changes in holdings of the company's stock to the Internal Audit Department or the Company Secretary at least 1 day before the transactions are made and needed to submit a report to the SEC within 3 working days from the date of purchase, sales, transfer, or trading any company's securities via electronic channels as required by SEC rules and regulations. This is for the Internal Audit Department or the Company Secretary to provide a summary report to the Board of Directors and disclose information in the annual report.
- (3) Directors and executives of the company are prohibited from trading any company's securities 1 month before the public disclosure of the financial statement and shall oblige to wait for 24 hours after a public declaration. Every 3 months, the company will inform directors and executives regarding the prohibited period of trading securities.
- (4) Directors, executives, and all employees are not permitted to use any opportunities obtained from their positions to seek personal gains, or use internal information for personal benefits, or expose internal information to other parties to take advantage of trading the company's securities.

### 4.2 Policies and Practice in Safeguarding of Confidential Information

- (1) Directors, executives, and all employees are obliged to strictly safeguard the company's confidential information especially the internal information that is not yet disclosed to the general public, or information that may affect the business operations or share prices.
- (2) Directors, executives, and employees who have an access to the company's internal information such as plans, technologies, inventions, maps, numbers, or formulas, are considered to be part of the company's ownership. Such information shall not be exposed to other parties especially competitors for 2 years after the demission of the positions.

- (3) To prevent exploiting the internal information for self-interest which is violated the responsibility to the company and unitholders. The company has established a level of security classification for data of which information that is not yet disclosed to the general public or the information that may affect the business operations or share prices, are only restricted to the relevant directors and senior management.
- (4) Confidential trade information and classified documents must be securely controlled and safeguarded. This information should be classified by levels such as disclosable information, non-disclosable information, confidential information, or top-secret information.
- (5) Maneuvering data and documents of the company under their roles and responsibilities honestly and vigilantly according to the company standards of procedures. In addition to this, the use of internal information within the department or organization must be under the mandate of roles and responsibilities framework.

#### 4.3 Policies and Practice in Disclosure of Information, News, and Opinions to Other Parties

- (1) The company will disclose information to the general public accurately and transparently in a promptly and equitably manner.
- (2) The company has imposed the procedure on preventing any information that is not yet been disclosed to the general public, journalists, analysts, or other parties. Thus, such information must be authorized by the Chief Executive Officer or the President who may decide to provide the information oneself or delegate it to Investor Relations or any related parties. Regarding the information related to the company's partnerships, the company must have verification or approval from its partners before disclosing the information according to the terms and conditions in their mutual contracts. As a result of doing this, the disclosure of company information must be operated under the SEC and SET rules and regulations.
- (3) Should unitholders or investors have any inquires of the company's internal information, Investor Relations Office or Internal Audit Department or the Company Secretary or any other department assigned by the Chief Executive Officer, or the President, shall be responsible for answering to those inquiries. Thus, such information must be already disclosed to the general public and disseminated under SEC and SET rules and regulations.
- (4) In case of employees are approached by a party to disclose information or answer inquiries of which are outside the provision of their frameworks, employees must politely refuse to comment and direct such party to obtain information from the department responsible for to ensure that the information disclosed is accurate and consistent.

## 5. Investments Approval and Management of the REIT

### 5.1 Investment Policy and Nature of Core Properties in which the REIT shall invest

It is the REIT's policy to invest in real estate or leasehold rights of real estate as its core properties and components parts or accessories of properties which are office buildings, as well as any other relevant real estate which supports or promotes rental business of such office buildings including but not limited to the following: shops, restaurants, conveniences stores, and any other properties that may support invest of the REIT etc. The investment guidelines are as follows:

- (1) The REIT shall invest in real estate with the intention to acquire ownership or possessory rights. In the event of acquiring possessory rights of the following:
  - A. Acquiring real estate classified as NS-3k or Nor Sor 3 Kor.
  - B. Acquiring leasehold rights of real estate with the land utilization document classified as NS-3k or Nor Sor 3 Kor.
- (2) Real estate in which the REIT invests and acquires must not be under any attachment on property rights or any dispute, unless the REIT Manager and Trustee consider that such attachment on property rights or such disputes shall not significantly impact any benefits that can be derived from such real estate ad that the acquiring conditions of such real estate still benefit the unit trust holders.



- (3) Contracts made in relation to an acquisition of real estate in which the REIT invests must not carry any clause or obligation that prohibits the REIT from renting out a said property at a fair price (in case of disposal)
- (4) The aggregate value of the completed and income-generating real estate acquired by the REIT must account for no less than 75% (seventy-five percent) of the sum of the total value of the units offered for sale plus the total amount of loans and borrowed funds (if any). The REIT may invest in projects which are under construction, provided that the value of the real estate acquired shall not exceed ten percent (10%) of the REIT's total asset value (after the offer for sale of units), and the REIT shall demonstrate that sufficient working capital can be afforded for the rest of the development without materially affecting the existing concerns of the REIT.
- (5) The values of real estate investments by the REIT must be appraised in accordance with the following guidelines:
  - Being a full appraisal with evidence of verification of entitled rights, for the purpose of public use for the disclosure of relevant information to the investors. Such appraisal shall be performed by at least two (2) appraisers and completed no more than six (6) months prior to the date of submission of the application for approval of the sale of units.
  - The appraiser shall be those approved by the SEC.
- (6) The acquired real estate shall have an aggregate value of no less than 500 million Baht (Baht 500,000,000), and in case the amount of funds raised from the offer for sale of units is less than the value of the real estate, the applicant shall demonstrate that there are other sufficient resources of funds for supporting the acquisition of such real estate.
- (7) In cases that the REIT invests in the sub-lease of any real estate leasehold or the rental rights of any building or structure of which its lessor is not the real estate owner; either being the holder of the land title deed or the holder of unconfirmed certificate of use, the REIT Manager must apply relevant measures for risk protection or indemnity against any losses that the REIT may suffer as a result of such invest, such as: arrange for insurance policies against risk of contract termination by the actual owners of the real estate or persons with such ownership rights, arrange for asset mortgage as a protection for contract compliance, arrange for pledge of contract compliance from related persons to assure contract compliance and payments of damage compensation to the REIT, arrange for surety bond to guarantee compliance with contract, arrange to have clauses or conditions which entitle the REIT with the rights to directly work with real estate owners on the remedy of any breach of any such contracts.

In addition, the REIT Manager shall disclose any risk factors to unitholders, by indicating in the Registration Statements about any possible impact on the REIT's performance in the case of contract termination by real estate owners; either being the holder of the land title deed or the holder of the confirmed certificate of use.

In the case that the REIT has acquired the ownership interest in the real estate and the REIT Manager intends to generate income from such real estate through a leaseback arrangement, the REIT Manager shall charge the original owner of the real estate at the rental rate that is set on an arm's length principle, and shall treat the transaction in a similar manner to any other ordinary business transaction that it would have transacted with any third-party.

Furthermore, the REIT may indirectly invest and acquire its core properties through its shareholding of a company established with the operational objective similar to that of the REIT. Such investment shall comply with the following guidelines:

- A. The REIT shall hold no less than ninety-nine percent (99%) of the Company's outstanding shares and no less than ninety-nine percent (99%) of the total voting rights of the Company.
- B. It shall be demonstrated that there is a measure or a mechanism which allows the REIT Manager and Trustee to supervise and control such company operations in accordance with the Trust Deed and the rules prescribed in the Notification No. TorJor. 49/2555 and other related notices in the same manner as if such core properties are directly invested in the REIT.

## 5.2 Benefits, Policy, and Rental Process

Earning benefits and income from the REIT's core assets are as follows:

- (1) The REIT obtains benefits and income from renting out real estate and providing services associated with the use of those areas and rental fees. The REIT shall not engage in any activity which causes the REIT to enter into or conduct business on its own, such as in the hotel or hospital industries.
- (2) In the scenario that the REIT rents out property to entities that will use that property to conduct businesses which the REIT has no control over such as hotels and hospitals, there must be an agreement that determines the majority of the pre-determined rental rates. If there exists a reference to the Tenant's performance, the maximum rental amount based on earnings will not exceed 50 percent (50%) of the pre-determined rental rate.
- (3) The REIT shall not make available or rent out properties to entities with whom there is reasonable suspicion that such a transaction will cause the REIT to engage in unethical or unlawful business practices. With each rental agreement, the REIT shall include a clause that allows it to cancel the agreement if it is found that the Tenant is using the area to conduct the aforementioned businesses and practices.
- (4) The REIT Manager is responsible for maintaining core assets and ensuring they are in good condition fit to create benefits and earnings. The REIT Manager is responsible for providing adequate insurance that is sufficient and appropriate as approved by the Trustee. Such insurance will return assets to their original conditions and be able to obtain the same benefits and income, while remunerations should not become less during the entire duration that the REIT invests in those core assets.
- (5) The REIT Manager shall provide insurance coverage which covers potential damages that may occur to properties with insurance limits that cover Full Replacement Cost insurance, Business Interruption Insurance, and third-party liability insurance. Furthermore, the REIT Manager will act on behalf of the REIT or lender if the REIT borrows money (if any) as the beneficiary and co-insured for these insurances (with the exception of third-party liability insurance). In cases where the REIT invests to obtain the right to sublease the real estate, or it leases a building, house, or structure, the REIT Manager will be responsible for making sure that these properties have adequate insurance and insurance limits. If the Trustee on behalf of the REIT is not the beneficiary, and the insured for any reason such as becoming the beneficiary and or insured conflicts with the conditions of the rental agreement, the REIT Manager will act to ensure that there are measures or mechanisms in place to provide finances gained from claims and compensation to rebuild the REIT's investment properties to continue to create benefits and earnings for the REIT.
- (6) In the case that the REIT acquires ownership rights of real estate, or the REIT Manager has aimed to benefit from said real estate by renting to the original tenant, the REIT Manager will determine rental rates on fair terms at market prices, as it would with any external or third-party customers.

## 6. Selection of Property Manager

Systems and Procedures for Consideration and Selection of Property Manager with regards to the management of the REIT's invested properties, the Company appoints and assigns a Property Manager which has expertise and experience in property management to manage assets (this includes marketing, procuring tenants, care and maintenance of buildings and equipment, accounting for income and expenditures related to renting and more). Property management will be conducted in accordance with the Company's prescribed strategies and policies. The scope of services provided is specified in the Trust Deed. The Company has the following selection criteria and minimum qualities required for the selection of the Property Manager;

- (1) It has a paid-up capital of no less than 50 million baht (50,000,000).
- (2) It has work systems or personnel suited to perform the duties of Property Manager including knowledge and expertise in asset management, office leases, or similar businesses. Preferably, the selected company will have at least five (5) total years of experience in the field.

- (3) The majority unitholder (accounting for more than 50% (50) of all registered units), board of directors, deputy managers, assistant managers, head of departments, and other similar positions who are involved in the management of the REIT shall not have any prohibited characteristics relating to investments in accordance with conditions prescribed by Capital Market Supervisory Board.
- (4) No reason to suspect that said company will have a financial position which may damage the operations as Property Manager

Furthermore, when considering extending contracts with the existing Property Manager, or when entering into a new agreement with a new Property Manager, the property management division and Trustee will review and consider the following:

- a. The Company's Investment and Development Department will assess previous performance (when considering a contract extension with the existing Property Manager) or evaluate and analyze the experience, reputation, and past achievements of each Property Manager candidate (when considering the selection of a new property manager). During this assessment, the Company's property management Department will consider important factors such as the ability to obtain tenants, debt collection, building and asset maintenance, rental management system, care and service for tenants, internal controls to prevent leakage of revenue information, tight control of reimbursement policies, and other pertinent factors. This is to ensure that the REIT's Property Manager will be able to manage assets of the REIT in an effective way which increases value for the REIT and its Unitholders.
- b. Consideration of the appropriate compensation rate for the Property Manager which will be determined by the level of performance to motivate Property Manager to increase revenues for the REIT. This includes compensation rates depending on income from rent and service fees or net profit from the leasing of property.
- c. The property management division will provide a shortlist of potential Property Managers to the Board of Directors who will then review and make a selection. In this case, directors who have a vested interest in the matter will not be allowed to cast a vote.
- d. The property management division will present the list of Property Manager candidate/s from the Board of Directors and inform the Trustee within seven (7) working days after approval by the Board of Directors
- e. The Trustee will consider and approve the proposal by the Property Manager within seven (7) working days after being informed by the Company. The Trustee will consider the compensation rate based on appropriateness and past performance.
- f. The Company through the Property Manager and Trustee will negotiate and create an agreement to appoint the Property Manager after approval by the Trustee.

## 7. Supervision of the Property Manager's Performance

### 7.1 Operations and Monitoring of Property Manager's Performance

- (1) Monitoring System for rental income and service fee collections by the Property Manager

- A. Procedure and Implementation

Income in the nature of service and rental fees will be managed by the Asset Management to ensure that the Property Manager issues rental invoices as appropriate every month.

- B. Monitoring Payments

The Property Management Division is responsible for reviewing the performance of the Property Manager with regards to monitoring the receipt of various types of payments owed to the REIT, including verification that amounts paid are complete or accurate. A monitoring system exists which involves the Property Manager's accounting department making sure that payments are accurate by comparing to detailed sales contracts and reports provided by the sales department.

Furthermore, the Property Manager's accounting department will meet with the sales department weekly to discuss any outstanding balances. In addition, the Property Manager's accounting department will be responsible for following-up on any unpaid balances as prescribed in the rental or service agreement. After this, the Company's investor relations department and operations support will check the completeness of payments received by comparing it with sales details of the contract as provided by the sales department.

Furthermore, the property management division will also check the completeness of payments received by comparing it with sales details of the contract as provided by the sales department.

#### C. Debt Collection

The Company's property management department and investor relations and operation support department shall perform debt collection based on account receivable monthly reports with cooperation of the Property manager to report debt collection status of each account receivable at a monthly meeting between the REIT manager and Property manager. Property manager will proceed with the debt collection procedure by issuing a debt collection letter for the overdue balance.

#### D. Depositing Payments

When the Property Manager receives rental or service fee payments (in bank checks or cash), they will be deposited the REIT's account on the same day the fees are paid, or the next day at the latest.

### (2) Monitoring System for expenses charged to the REIT by the Property Manager

The main party responsible for charging the REIT for expenses incurred is the Property Manager. The REIT Manager through its investor relations and operational support will be responsible for verifying that the expenses charged to the REIT by the Property Manager are accurate and appropriate each time.

Furthermore, the Property Manager will be able to charge the REIT for expenses as prescribed in the Trust Deed the registration statement and the prospectus. Expenses charged to the REIT must be associated with the REIT's properties and services rendered to visitors of those properties only. In the Property Manager agreement, there exists a list of the type of expenses which can be charged to the REIT. These expenses should not overlap with the Property Manager's commission fee paid by the REIT Manager. Furthermore, investor relations and operational support will verify expenses charged to the REIT every time with the following procedure:

- a. Compare the expenses charged to the REIT with the types of chargeable expenses list prescribed in the Property Manager agreement.
- b. If the expense is not prescribed in the Property Manager's agreement or is a fee that is not authorized by the Trustee, but the Company sees that such expense will prove beneficial to the REIT, the matter will be presented by directors to the Trustee for payment approval.
- c. In the case where the expense is prescribed in the Property Manager's agreement, investor relations and operational support will approve the list prepared by the Property Manager and make payments as appropriate (or direct payment to service providers).

### (3) Procurement System

The Company, through its Asset Management, organizes and prescribes a procurement system (with minimum requirements) for the Property Manager as follows:

- a. Consideration of at least 2-3 bidders that meet requirements (except for in special procurement circumstances, when there are less than 3 vendors in the market, or if the value of procurement is less than 20,000 baht (20,000)). A Purchase Requisition along with price comparison documents will be presented to authorizers.

- b. Every procurement of all types must be approved by authorized powers through the prescribed documents. In fiscal year 2023, the company has revised the approval limit. which was approved according to the resolution of the Board of Directors Meeting No. 4, fiscal year 2023, and has already been approved by the Trustees. The details are as follows.
- In the event that the procurement fee is no more than 5,000 (five thousand), baht/item or the order value per transaction is less than 20,000 (twenty thousand) baht, the authorizing power is the Asset Management Department.
  - In cases where the procurement fee is more than 5,000 baht/item (five thousand) or the order value per transaction is more than 20,000 (twenty thousand) baht but less than 5,000,000 (five million baht), the authorizing power is the Managing Directors.
  - The value per transaction exceeds 5,000,000 (five million) baht, but less than 10,000,000 (Ten million) baht the authorizing power will be the Managing Director together with any Executive Directors.
  - And if the value of each transaction exceeds 10,000,000 (ten million) baht, the authorizing power is the Board of Directors.

Excluding asset maintenance and quality improvement projects under the annual budget approved by the board of directors. And subject to the approval of the trustee. The approver may act subject to the following restrictions:

- Value less than 5,000,000 (five million) baht the authorizing power is Managing Directors.
  - If the value exceeds 5,000,000 (five million) baht, the authorizing power will be the Managing Director together with any Executive Directors.
- c. There exists a control system for all procurement processes, with a clear delegation of work processes. No one entity will be in charge of the entire procurement process. The responsible party for procurement will not be the same party responsible for the checking of goods or services. To prevent fraud or any mispractice, the following measures are in place: control of purchase order by arranging the numbers in advance, a provision that there is to be a receipt letter with the inspector's signature, as well as the delivery of receipts and invoices to the accounting department where payments are then made.

(4) Control Systems for the Property Manager's Operations as prescribed in the Trust Deed

- a. The Company, through its property management division, will have control systems in place which include random checks to ensure appropriate operations by the Property Manager according to the following principles:
- Collection and delivery of income to the REIT in the full amount.
  - It does not exaggerate any expenses charged to the REIT, keeping them in line with the Trust Deed, registration statement, and the prospectus to be collected. It should also be within the expenses budget that the REIT prescribes annually.
  - Sufficient and appropriate care and maintenance of the REIT's investment properties to ensure benefits in the long-term. For example, making sure that important building equipment is checked by an expert mechanic on a regular maintenance cycle.
  - A review of the performance of the Property Manager will be conducted during all 3 (three) accounting years of the REIT for the whole duration the Property Manager is contracted. This evaluation is made by referencing the criteria for performance as listed in the Property Manager agreement.
- b. The Company, through its asset management department, will create a Work Plan for Property Manager. The compliance & risk management department, and asset management department will jointly oversee the Work Plan for Property Manager and ensure it covers the various functions prescribed in the Property Manager agreement, Trust Deed, and REIT Manager agreement. They will also be responsible for setting key performance indicators (KPI) for the Property Manager.

- c. The Company, through its asset management department, will have a Checklist to evaluate the Property Manager's performance as prescribed in the Property Manager agreement, Trust Deed, and REIT Manager agreement. This checklist will be used by the compliance & risk management department, and asset management department to evaluate the operations and performance of the Property Manager relative to objectives, and whether they meet set key performance indicators (KPI).
- d. The Company, through its compliance & risk management department, and asset management department will create a Property Manager Compliance Audit Work Plan which will be listed in the aforementioned Checklist. This plan will also specify what kind of duties are defined and how long the audit period is.

Furthermore, the Company, through its asset management department, prescribes the following to the Property Manager (A) must report performance to the Company at least 1 (one) time every 3 (three) months. (B) Report on any suspicion or defective operation, or illustrate the risk posed to work system failure of the Property Manager with regards to efficiency or inability to follow the Property Manager agreement, REIT Manager agreement, or the Trust Deed. (C) Report on various operations of the Property Manager.

- e. The Company, through its compliance & risk management department, and asset management department will conduct random checks on work and internal control systems (Surprise Check) at least once (1) a year.
- f. In the evaluation of the Property Manager's performance, the compliance & risk management department, and asset management department will collaborate to review and collect data regarding the Property Manager's recent performance and present the results to the Company's Board of Directors so that they too can review and evaluate said performance. Directors that have a vested interest in any scenario will be prohibited from voting as such.
- g. The Company, through its property management division will prescribe in the Property Manager's agreement that if the REIT Manager finds that the Property Manager acts or does not act in a way which may cause a lack of credibility with regards to its duties listed in contractual obligations, the REIT Manager will have the right to cancel the Property Manager's contract. In which this case the REIT Manager will fill in those duties or select a new Property Manager as a replacement.

## 7.2 Opinion of the REIT manager for the Property Manager's Operations

The REIT Manager has an opinion that the property manager has operated the REIT's assets in line with the budgeting plan of the operating results for the period from 1 October 2022 to 30 September 2023

## 8. Management of the REIT's Benefits and Earnings

The Company, as REIT Manager, has the main objective of continuously creating benefits and earnings for Unitholders from investments in the long-term. This is achieved with consideration of the benefits of developing and improving the quality of invested assets. The Company has the following guidelines and work system for monitoring and managing investment real estate as follows:

- 1) The Company and the Trustee monitor the performance of the REIT yearly. This involves comparing the annual financial budget with the REIT's performance in the past year to ensure that investment properties will return a profit. In the event that investment properties do not provide a return that meets set targets, the Company and Trustee will analyze the cause and collaborate with the Property Manager to develop an improvement plan to ensure targets or expectations are met.

- 2) The Company and Property Manager work together to grow the business and develop good relationships with various customers. It also manages the occupancy and rental rates and/or service fees and ensure they stay at a good level to the maximum benefit to the REIT. At the same time, the Company and Property Manager collaborate to control and manage marketing investments and risks related to the management of the REIT's real estate investments.
- 3) The Company works with the Property Manager to increase the effectiveness of real estate management in the REIT's invested properties. It also controls and manages operational expenses without having any negative impact on the quality of services.
- 4) The Company works with the Property Manager to increase the effectiveness of real estate management in the REIT's invested properties. These include:
  - A. Setting the target customer market for the REIT's invested assets. This includes adjusting marketing strategy, service quality, and setting rental rates and service fees at an appropriate level suitable to the needs of a said target customer.
  - B. Management and maintenance of REIT's invested properties including improving public spaces, common areas, and any event-specific alterations which need to be made.
  - C. Improving the image of the REIT's invested assets, this includes maintaining the property to a high standard suitable for work to satisfy customers.
- 5) The REIT and Company have policies in place to obtain benefits and earnings from the REIT's invested assets. This includes renting out these properties to tenants, as well as providing services that are relevant and necessary to the rental process. The Property Manager and Company are responsible for finding interested parties who may be interested in renting the REIT's invested assets to increase occupancy rates. This is done through various channels including online advertisements on the internet and other relevant distribution channels, admission to view project areas, and direct negotiations with entities interested in renting office spaces. Marketing and media content is updated regularly to ensure it stays relevant, while various media distribution channels are selected as appropriate.
- 6) At a minimum, the Company provides the following insurance:
  - (1) It provides adequate insurance appropriate to any loss incurred by the REIT which affects invested properties or property rights. This is to cover damages which may occur to the REIT that may arise from any losses that may occur to said assets. It is prescribed that the lender will be the beneficiary in cases where the REIT takes out a loan or assigns the Trustee as the representative beneficiary of the REIT in cases where the REIT did not take out a loan (case by case), with the approval of the Trustee.
  - (2) Third-party Insurance covers responsibilities towards external persons which may get damaged from any defects or deterioration of buildings or construction material. In the case where the lessor or owner of property rights, namely the REIT or Property Manager has provided insurance, the Trustee will only be liable specifically if the REIT is forced to be liable.
  - (3) The various types of insurance offered by the REIT will remain for the duration that the REIT owns or has rights those properties.
- 7) Transactions with related parties are to be conducted as follows
  - (1) Transactions with parties related to the Company will be conducted in accordance with the REIT's agreement and relevant laws, for the maximum benefit of the REIT.
  - (2) Transactions with parties related to the Company will be priced reasonably and fairly.
  - (3) Any individuals with a vested interest in any transaction, whether directly or indirectly, will not participate in the consideration or decision making of said transaction. Any expenses incurred which arise from conducting transactions with related parties will be reasonable and fair.



## 9. Remuneration of the REIT Manager

Throughout the term the REIT Manager is contracted, the REIT Manager will receive fees for performing duties, as follows:

- 1) Base Fee no more than 0.3% (zero point three) calculated based on the Net Asset Value (NAV) of the REIT with a minimum fee limit set to be 12 million baht (twelve million baht) per annum.
- 2) Variable Fee at no more than 2% (two) of the Net Investment Income, which is adjusted quarterly.
- 3) Acquisition Fee at a rate no less than 1% (one) of the REIT's Net Asset Value without including investments in initial core assets or assets acquired from the North Sathorn Realty Co., Ltd., Lerttlakarn Co., Ltd. or other entities related to the Company, North Sathorn Realty Co., Ltd., or Lerttlakarn Co., Ltd. The Trustee acting on behalf of the REIT will be responsible for fees payable under this clause whether in full or in-part, without any possible deductions. Payment will be made once the REIT has acquired the property.
- 4) Disposal Fee at a rate no less than 1% of the lower value property disposed by the REIT, the price will be assessed by an Appraiser which is on a list approved by the Securities and Exchange Commission. This is without including investments in initial core assets or assets acquired from the North Sathorn Realty Co., Ltd., Lerttlakarn Co., Ltd. or other entities related to the Company, North Sathorn Realty Co., Ltd., or Lerttlakarn Co., Ltd. The Trustee acting on behalf of the REIT will be responsible for fees payable under this clause whether in full or in-part, without any possible deductions. Payment will be made once the income from the assets disposition is received by the REIT.

## 10. Information Disclosure and Communication with Unit Holders

Disclosure	Information
Instant disclosure	<ul style="list-style-type: none"> <li>• Setting the date of shareholders' meeting</li> <li>• Shareholders' record date / Book closing date (14 days prior to the record date / book closing date)</li> <li>• Information that has an impact on price, investment decision, or benefits to Unit Holders</li> <li>• Information about financial operations such as dividends payment non-payment of dividend Significant commercial contract gain or loss default on debt repayment</li> <li>• Financial assistance provided to other persons or juristic persons</li> <li>• Resignation of managing director</li> <li>• Report when an incident occurs which may cause the REIT to cease operations</li> <li>• Report when a condition prescribed in the REIT' founding agreement causes the REIT to cease operations or other events which may indicate the REIT will cease to function any time in the future</li> <li>• Report without delay when an event occurs regarding acquisition or disposition of assets or when a Unit Holder's investment exceeds the prescribed proportion.</li> </ul>
Within 3 Working Days	Information that does not have a direct impact on but should still be notified to investors. Head office relocation Change of director/auditor
Within 14 Days	Information that the stock exchange requires as reference such as a copy of Unit Holders Meeting Report / Report on the allocation of the trust fund
Within 15 Days	<ul style="list-style-type: none"> <li>- Report on the reduction of paid-up capital of the REIT</li> <li>- Report on the acquisition or disposition of assets</li> </ul>
Within 30 Days	Report on the progress of assets which are under construction



Disclosed at specified periods	<ol style="list-style-type: none"> <li>1. Financial Statement               <table border="0"> <tr> <td>Quarterly</td><td>45 days after the end of the accounting period</td></tr> <tr> <td>Annually</td><td>2 months after the end of the accounting period (in cases where there is no 4th quarter report)</td></tr> </table> </li> <li>2. Analysis and Discussions of the Management</li> <li>3. A copy of the annual report within 3 months after the end of the accounting period</li> <li>4. Annual report with an invitation to the Annual General Meeting within 4 months after the end of the accounting period.</li> <li>5. Net Asset Value (NEV) within 45 days after the end of the accounting period</li> </ol>	Quarterly	45 days after the end of the accounting period	Annually	2 months after the end of the accounting period (in cases where there is no 4th quarter report)
Quarterly	45 days after the end of the accounting period				
Annually	2 months after the end of the accounting period (in cases where there is no 4th quarter report)				

## 11. Unit Holders Meeting

The REIT Manager is responsible for arranging a Unitholders Meeting as follows:

- 1) The Annual General Meeting within 4 months after the end of the accounting period.
- 2) An Extraordinary General Meeting is meetings which are not the General Annual Meeting which is organized when the following events or incidents occur:
  - A. When Unitholders who cumulatively hold no less than 10% of total units come together to send a document requesting that the REIT Manager or Trustee arranges a REIT Unit Holders Meeting. The request will clearly state the reasons for the meeting. Once the request is received, the REIT Manager is responsible for arranging a Unitholders meeting within 1 month of receiving the letter from Unitholders or if notified to do so by the Trustee.
  - B. In any scenario where the Trustee is of the opinion that it is necessary or advisable to have a Unitholders Meeting to discuss or approve pertinent matters. The REIT Manager is responsible for arranging a Unitholders meeting within 1 month of receiving the request from the Trustee. The Trustee has the right to consult with REIT Manager with regards to this case.
  - C. In any scenario where the REIT Manager is of the opinion that it is necessary or advisable to have a Unitholders Meeting to discuss or approve pertinent matters. The REIT Manager will organize a Unitholders meeting for the benefits of the management of the REIT. The REIT Manager has the right to consult with the Trustee with regard to this case.

### 11.1 Calling a Unitholder's Meeting

The REIT Manager is responsible for sending invitation letters to the meeting which indicates the location, date, agendas to be discussed and other matters with sufficient detail. Unitholders will be informed of the agenda at hand and will work with REIT Manager to acknowledge, authorize, or consider them, as the case may be. This includes considering the impacts any decision may have on Unitholders and will inform Unitholders as such 7 days prior to the meeting.

Furthermore, at least one announcement will be made in the local daily paper 3 days before the meeting day. The location of the meeting will be in the area of the REIT's, REIT Manager's offices, or in a nearby province. In the event that the REIT Manager does not call a Unitholder's meeting within one month from the day it receives the meeting request letter from Unitholders or Trustee, the Trustee will be able to call a Unitholder's meeting by following the meeting request protocol prescribed in paragraph one, mutatis mutandis. The REIT Manager is responsible for collaborating and sending the relevant and necessary information to the Trustee to call and hold the Unitholders Meeting within 7 days after the request by the Trustee. In this way, the Trustee will be able to call and hold a Unitholders meeting without delay. It will also have the right to charge the REIT for any expenses incurred (if any) from organizing the Unitholders Meeting on behalf of the REIT Manager.

### 11.2 Quorum and Chairman of the Unitholders Meeting

The Unitholders Meeting will require the attendance of no less than 25 Unitholders or no less than half the number of total unitholders. Furthermore, the Unitholders will own at least one-third of the total REIT units. All these components must be in place to establish a quorum allowing the meeting to take place.

In the event that any Unitholders meeting is delayed by 1 hour, the number of unitholders is insufficient to the amount prescribed in paragraph 1, and the meeting was requested by Unitholders, the meeting will be considered void. If the meeting was not requested by Unitholders, it can be rearranged by sending a letter of invitation and request to Unitholders no less than 7 days before the meeting date. In this next meeting, it will not be necessary to have a quorum.

Under the provisions of the REIT and related announcements, the Trustee will appoint one individual to serve as Chairman of the Unitholders meeting. However, if any Unitholders meeting discusses any agenda which can be considered as a conflict of interest to the Chairman, the Chairman will be asked to leave the meeting area for that specific agenda. The REIT Manager will then provide a shortlist of individuals who may serve as Chairman for those agenda sessions.

In any event that a Unitholders meeting has agendas which may be a conflict of interest for the Trustee or REIT Manager, the REIT Manager and Trustee or the REIT Manager and Trustee representative will be unable to cast a vote for that agenda (in the case that they are also unitholders). In the case that the Trustee has a conflict of interest, the REIT Manager will provide a short-list of individuals that the Unitholders meeting will appoint as Chairman for that agenda. In the event that the Trustee and REIT Manager has a conflict of interest, the Unitholders meeting will consider appointing one individual as Chairman for that session. The Chairman of the Unitholders Meeting shall have the following authority:

- A. Control and conduct meetings, in general, to ensure it runs smoothly.
- B. Determine any which way to proceed during the Unitholder's meeting as the Chairman sees fit or necessary for the Unitholders meeting. Including ensuring the effectiveness and success of the review and approval process for various agendas.
- C. To ensure that the Unitholders Meeting follows the REIT's and other provisions, the Chairman has the authority to end the Unitholders meeting on any subject.
- D. In the event that a Unitholders Meeting vote is equal and ends in a draw, the Chairman's decision will be the deciding factor.

### 11.3 Delegating a Proxy

For a Unitholder's meeting, unitholders are able to delegate a proxy to represent them in the meeting and cast a vote in their stead by providing the right documentation. The REIT Manager will provide a proxy request document which is approved by the Trustee to Unitholders. This proxy request document must be provided to the Chairman or delegated Chairman of the meeting before the meeting commences.

### 11.4 Voting

Each Unitholder will have 1 vote for each unit they own. Unitholders eligible to cast a vote must not have any conflict of interest with regards to the agenda being considered.

### 11.5 Unitholder's Resolution

Unless stipulated in the contract as otherwise, the resolution of the Unitholders will consist of the following voting,

- 1) In general, the majority vote will be the deciding factor.
- 2) In the following cases, there should be no less than 3 out of 4 majorities of all Unitholders attending the meeting and voting:
  - A. the acquisition or disposition of core assets worth at least 30% of the REIT's total assets.
  - B. The increase or decrease of paid-up capital of the REIT which was not indicated in the Trust's Deed.
  - C. Increased capital as a general mandate granted by the REIT
  - D. Transactions with the REIT Manager or related entities which equate to 20 million (20,000,000) baht or more than 3% of the REIT's NET asset value, whichever is more valuable.
  - E. Changes in remuneration or dividend payments to Unitholders
  - F. Changes or withdrawal by the Trustee or REIT Manager. In this scenario, refer to 19.5 of the Trust's Deed.
  - G. Changes or edits to the Trust's Deed which may have significant impacts on Unitholders
  - H. Termination of the REIT.

Unitholder resolutions which will impact the REIT or REIT Manager in a way that obstructs or conflicts the rules set forth in SEC 26/2555, the Securities ACT, or the founding agreement/regulations of the REIT will not be enforced.

#### 11.6 REIT Unitholder's Meeting minutes

The REIT Manager take the meeting minutes, the meeting's resolutions and organizes all aspects of the meeting for Unitholders each time. The Chairman of the meeting will be responsible for authorizing the details of the memorandum. Furthermore, all expenses with the meeting's minutes will be paid for by the REIT.

## 12. Nomination and Appointment of Directors and Senior Executives

### 12.1 Board of Directors

The Board of Directors consists of 3 directors in accordance with the Company's work and internal control systems which prescribes that there be a minimum of 3 directors. Furthermore, one-third of all directors are to be independent directors. All directors are to have the qualifications required and no characteristics prohibited by law.

The appointment of directors will be processed through the Company's Unitholder's Meeting, the Unitholders will appoint the directors through a majority vote. Each Unitholder will have one vote, and during every annual Unitholder meeting, the Company will replace 1 in 3 directors. Once removed, these directors may return to serve once more at some point in the future.

### 12.2 Senior Level Management and Executives

The board of directors appoints senior-level management and directors by selecting from a pool of qualified, knowledgeable, and experienced personnel in accordance with guidelines with no aspect which is prohibited by law

## 13. Auditor's Remuneration

The REIT appoints KPMG Poomchai Audit Limited as the Auditor for the accounting period ended 30 September 2023, with a total Audit Fee of 1,440,000 Baht (one million four hundred and forty thousand) (excluded Out-of-Pocket).

# Internal Control and Risk Management

## 1. Internal Control

The Company as the REIT Manager places the importance upon internal control and risk management system following the COSO Internal Control - Integrated Framework 2013 (COSO 2013) of The Committee of Sponsoring Organizations of the Treadway Commission which consists of 5 aspects and 17 principles. The purpose of the framework is to help the Company to achieve important objectives on operation, financial report, and compliance with related rules and regulations.

The Company annually prepares for sufficient assessment of the internal control system. The assessment is based on information and situations occurred within the fiscal year and is proposed to the meeting of the Board of Directors for consideration with reference to the assessment form of the Securities and Exchange Commission (SEC) as guidelines assessment or as adequacy revision of the internal control system, at least every year. This is under the responsibility of the Corporate Governance and Risk Management Department prepared and provided report to the Company's Board of Directors. The report consisted of assessment of 5 aspects, namely, Internal Control, Risk Assessment, Operation Control, Information and Communication System, and Monitoring System which were sufficient and appropriate. The Company also allocated enough personnel for effective compliance of the operation and internal control system manual to prevent misuses and unauthorized uses of the assets of the Company and the REIT by Directors or executives, including transactions with persons with conflict of interest or connected persons.

## 2. Risk Management

The Company as the REIT Manager has stipulated the guideline to corporate risk management which covers the management at the REIT and the Company levels, leading to risk management at acceptable level. The risk management structure consists of:

### 2.1 Risk Governance – the structure, duties, and responsibilities are as follows:

- (1) The Board of Directors is responsible for ensuring the compliance of the risk governance with risk policy and management framework, encouraging all-level risk management, and inclusively managing all aspects of risks, including risks and opportunities relating to climate change to establish sustainable risk management culture.
- (2) Risk Management Committee are appointed by the Board of Directors, consisting of main responsible persons of each department. Managing Director, as the Chairman of the committee, is responsible for consideration of new risk factors by identifying, analysing, and assessing risk level, reviewing and assessing of existing risk level, monitoring and reporting of risk management results following stipulated measures, as well as quarterly reporting risk management results to the Board of Directors for acknowledgement.
- (3) Managing Director is responsible for stipulating operation strategy and encouraging consistent implementation of risk management and risk management reporting of each department to Risk Management Committee as well as promoting corporate risk management culture.



2.2 The risk management framework considers risks in various areas, including strategy risk (S), operational risk (O), financial risk (F), compliance risk (C), emerging risk (E), and environment, social, and governance risk (ESG).

### 2.3 The risk management process

- (1) To set an objective and goal, which aligns with strategic objectives.
- (2) To identify an event or risk factors, which may occur and impact the achievement of the set objectives and goals, considering risks from both internal and external sources.
- (3) To assess risk level, considering both the likelihood of events occurring and the potential impacts they may have.
- (4) To prioritize risks involves ranking the importance of risks by considering the significance of events and risk factors that have a substantial impact and the potential to harm the organization.
- (5) To respond to risks involves addressing risks according to their level of significance, using appropriate methods while considering the cost and benefits associated.

- (6) To control activities involves establishing control measures or risk management actions to maintain risks at an acceptable level.
- (7) Monitor and quarterly report to the board of directors on risk management activities and outcomes



The details of risk management frameworks and processes

### 3. Disclosure of financial information relating to climates with reference to Task Force on Climate-Related Financial Disclosure (TCFD)

Within the 2023 fiscal year, the Company, as the REIT manager, had realized the importance of the climate changes, which had widely impacted on the environment. The REIT's risk management was performed with qualitative description (QD). The QD was a part of risk assessment and sustainable opportunity with further qualitative financial impact assessment. The REIT would consider the indicated risk information and opportunity with demands of stakeholders and business strategy to improve its strategy, goal, and sustainable development of the REIT as indicated in the following the details:

#### 3.1 Risks and opportunity relating to climates with TCFD's recommendations

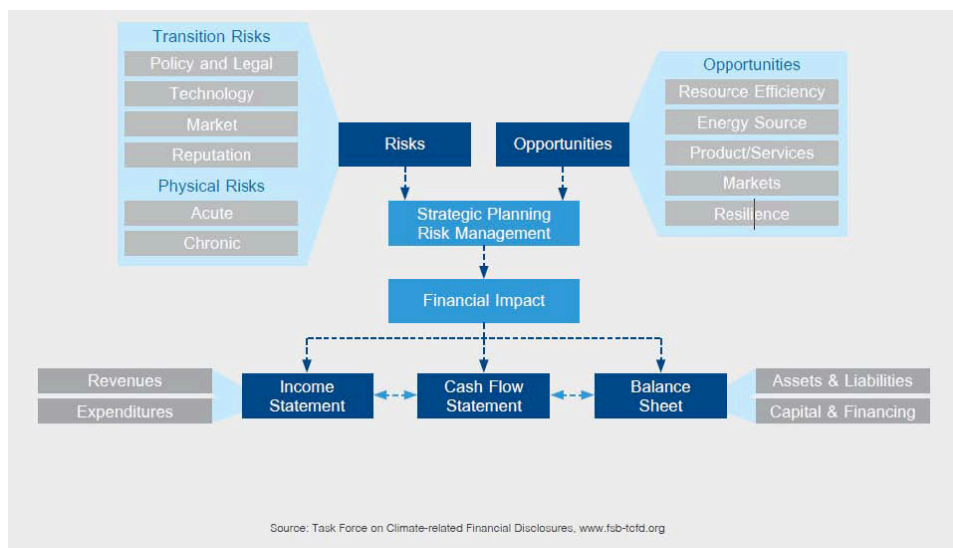


Figure: Indication of risks and opportunity relating to climates with TCFD's 2017 recommendations

The REIT had performed assessment on climate-related risks and opportunities which posed impacts on financial reports and the REIT's operation following the Task Force on Climate-Related Financial Disclosure (TCFD), covering 2 areas.

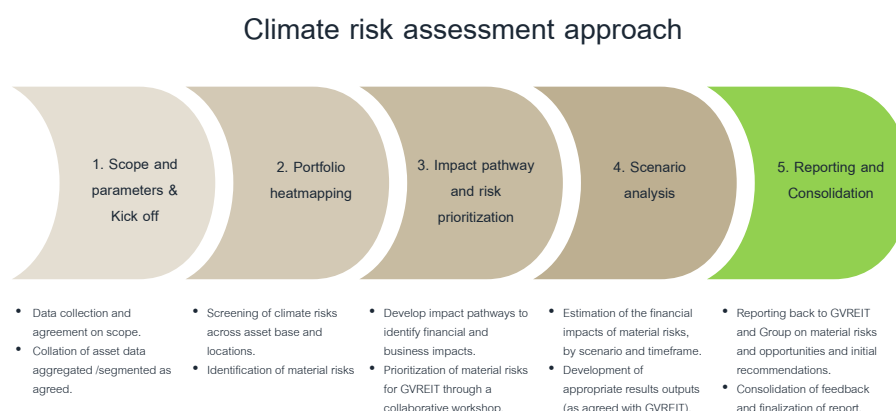
- 1) Transition Risk: Risks from changes of law, technology, marketing, and reputation which may lead to low carbon society.
- 2) Physical Risk: Risks from physical climate changes which can be event driven (acute) or longer-term shifts (chronic) in climate patterns.

The REIT had attempted to relieve the climate changes which might lead to business operation opportunity such as resource efficiency and cost savings, adoption of low-emission energy sources, development of new products and services, accessing to new markets, building resilience along the supply chain, and maintaining future asset value for present tenants while attracting new tenants through climate-related risks and opportunity management as follows:

- (1) Appropriate goals to reduce greenhouse emission:
  - To understand goals of greenhouse emission with realization of greenhouse emission basis and business growth direction, following the goals to achieve controlling global heating no less than 1.5 degrees Celsius.
- (2) Specify solutions and operating plans to achieve stipulated goals:
  - Specify technology used, the best strategy and business model, and the best value to achieve the goals.
  - Specify risk responding measures and possible climate change opportunity measures.
  - Prepare operating plans corresponding with the stipulated strategy.

### 3.2 Climate-related risks and opportunity assessment

Guidelines for climate-related risks and opportunity assessment aim to identify risks, opportunity, and financial risks which have significant impacts on the REIT's operation. The climate-related risks and climate change opportunity assessment process is as follows:



### 3.3 Assessment of financial impacts on business and assets due to climate-related risks

- (1) Climate-related risks and potential financial impacts

Climate-related risks and potential financial impacts are great challenges, not only to the REIT's operation but also to the organization and all sectors. They may affect expenses, investment, profit, and competitiveness, etc. Thus, the business operation must be resilient with preparation and rapid adaptation otherwise possible increase of expenses may occur along with future loss of confidence. This signifies the decrease of profit and competitiveness. Each category of risks is indicated as follows:

Risk categories	Risks	Definition of risks	REIT's business impacts	Risk management measures
Transition risks	Policy and legal risks	<ul style="list-style-type: none"> <li>• Non-compliance with the law.</li> <li>• More stringent policy and regulations of ESG e.g. carbon emission tax, etc.</li> </ul>	<ul style="list-style-type: none"> <li>• Increase of operating costs caused by more stringent law.</li> <li>• Higher CAPEX caused by compliance with more stringent law.</li> </ul>	<ul style="list-style-type: none"> <li>• There shall be a department to closely follow changes of new laws in order to set up plans in accordance with stipulated laws and to reduce fines from illegal acts.</li> </ul>
	<ul style="list-style-type: none"> <li>• Technology risks</li> <li>• Market risks</li> </ul>	<ul style="list-style-type: none"> <li>• Technology development related to CO2 reduction.</li> <li>• Increasing office buildings' demands with ESG awareness.</li> </ul>	<ul style="list-style-type: none"> <li>• Higher CAPEX caused by changes of assets to reduce CO2 emission.</li> <li>• Retirement of outdated assets with high CO2 emission.</li> <li>• Less interest in office area with low management of CO2 emission.</li> </ul>	<ul style="list-style-type: none"> <li>• Follow changes of technology related to green energy building.</li> <li>• Consider the use of technology which promotes future energy preservation.</li> <li>• If any, the asset retirement shall be conformed with generally accepted accounting principles.</li> </ul>
	Image and reputation risks	Property with non-compliance with ESG may not be supported or popular among shareholders or investors.	<ul style="list-style-type: none"> <li>• Loss of confidence from shareholders and investors.</li> <li>• Loss of tenants, especially multinational companies with ESG awareness.</li> </ul>	<ul style="list-style-type: none"> <li>• The REIT's buildings are certified with GRESB and can maintain LEED building standard.</li> <li>• Enhance building quality for environmental impact reduction, pollution reduction, and energy and water conservation, as well as create more areas to promote quality of life for building users</li> </ul>
Physical risks	Acute natural calamity	<ul style="list-style-type: none"> <li>• Natural calamity such as flood, heatwave and cold wave, and cyclone, has a tendency of frequent occurrence with an increased severity of extreme weather events.</li> </ul>	<ul style="list-style-type: none"> <li>• Loss of assets</li> <li>• Business interruption</li> <li>• Increase of repair and maintenance expenses due to natural calamity's impacts.</li> <li>• Higher investment and operating costs due to climate changes.</li> <li>• Decrease of asset value due to natural calamity's impacts.</li> <li>• Rise of insurance premiums.</li> </ul>	<ul style="list-style-type: none"> <li>• Prepare emergency plans for events caused by natural calamity and rehabilitation plans.</li> <li>• Prepare ongoing business operation plans and arrange consistent drills following the plans</li> <li>• Apply for insurance covering natural disaster. Apply for insurance covering natural disaster.</li> <li>• Consider investment in assets designed with sustainable architecture or prepared for future effective development of energy savings. Consider investment in assets designed with sustainable architecture or prepared for future effective development of energy savings.</li> </ul>
	Chronic natural calamity	<ul style="list-style-type: none"> <li>• Ongoing increase in global average temperature, sea level rise, and dangers from drought.</li> </ul>		<ul style="list-style-type: none"> <li>• Always perform building maintenance as scheduled and improve building quality to increase energy savings ability while reducing impacts on the environment, including using technology to support future energy savings</li> </ul>

Remarks: The measures to manage impacts indicated in table above are for 2023 and shall be considered for the following years.

## (2) Climate-related opportunities and potential financial impacts

The goal to achieve Net-Zero Carbon emission may come with challenges and important financial burdens, but the REIT sees opportunities as follows:

Opportunities	Definition of opportunities	REIT's business opportunities	Operations to encourage opportunities
Resource efficiency	Use energy and resource with efficiency such as treatment of used water in buildings, reuse of recycled water, and construction of eco-friendly buildings.	<ul style="list-style-type: none"> <li>Decrease of operating costs due to energy improvement plan and CO<sub>2</sub> reduction plan</li> <li>Increase of REIT's asset value after ESG improvement in several aspects.</li> <li>Promote ESG image of the REIT and Frasers Group</li> </ul>	<ul style="list-style-type: none"> <li>Water pump improvement for energy savings</li> <li>Increase efficiency of refrigeration.</li> <li>Install solar modules.</li> <li>Install solar power benches</li> <li>Install EV chargers.</li> <li>Change to LED light bulbs at vestibule.</li> </ul>
Energy source	Use of renewable energy technology to produce clean energy.		
Products / services	Development of sustainable products and services of property business may attract customers, especially renowned and internationally accepted organizations for their high level of ESG awareness.	<ul style="list-style-type: none"> <li>Increase competitiveness.</li> <li>Opportunity to increase revenue and yield.</li> </ul>	<ul style="list-style-type: none"> <li>Participate in GRESB certification and maintain LEED building standard.</li> <li>Prepare Green Fit-out guides.</li> </ul>
Decrease of financial costs	The REIT's opportunity to issue green bond after following the stipulated regulations of regulatory agencies.	<ul style="list-style-type: none"> <li>Green Bond likely offers coupon rates lower than comparable conventional bonds</li> </ul>	<ul style="list-style-type: none"> <li>Assign a department to consistently follow changes of regulations issued by ESG regulatory agencies and sources of fund to further establishing operating plans.</li> </ul>

Remarks The operation is for 2023 opportunity encouragement and shall be considered for the following years.



### 3.4 REIT's 2023 Net-Zero Carbon emission plan

For the 2023 fiscal year, the REIT's operation to follow the Net-Zero Carbon emission plan through activities in several aspects as follows:

Aspects	Goals	Status	Activities
Energy and CO2	Use of Greenhouse Gas (GHG) emission policy to reduce the emission around 25% from the base year's 14,995 tonCO2e within 2025	●	<ul style="list-style-type: none"> <li>Water pump improvement for energy savings.</li> <li>Increase efficiency of refrigeration</li> <li>Install solar modules.</li> <li>Install solar power benches.</li> <li>Install EV chargers.</li> <li>Change to LED light bulbs at vestibule and store areas.</li> <li>Prepare Green Fit-out guides for offices.</li> </ul>
	Annually monitor the Net-Zero Carbon emission plan to reduce the emission by 4% per year from the previous year.	●	<ul style="list-style-type: none"> <li>In 2023, GVREIT's total GHG emission was at 12,558 tonCO2e, reduced from the previous year by 16%.</li> <li>In 2023, the GHG emission of the REIT's buildings increased by 2% from 2022 and increased by 6% from a reduction of 4% from the previous year as stipulated in GHG emission plan. The increase was mainly caused by rising numbers of tenants' coming back to work at office buildings compared with the previous year, and other factors such as an increase of service fees to support building users' services, asset maintenance fees, and utilities expenses.</li> </ul>
Products and supply chain	Policy development and use for sourcing sustainable materials, starting in 2024.	▲	<ul style="list-style-type: none"> <li>Record distributors or service providers with the use of sustainable policy to produce products in the past.</li> <li>Plan for sourcing distributors service providers with the use of sustainable policy to produce products in the future.</li> </ul>
Waste	Increase types of waste for recycling in 2023.	●	<ul style="list-style-type: none"> <li>Increase types of recycle bins.</li> <li>Increase types of waste for recycling.</li> </ul>
Sustainable Operation	Disclose information following TCFD in annual report.	●	<ul style="list-style-type: none"> <li>Assess environmental, social, and governance risks which have impacts on business operation.</li> </ul>
Investment focusing on environmental, social, and governance factors	2021 was the first year of submission to GRESB assessment. The 2023 goal aims to increase score from 2022.	●	<ul style="list-style-type: none"> <li>The REIT's 2-star rating with score of 78 points in 2023, up from 67 points in 2022.</li> </ul>

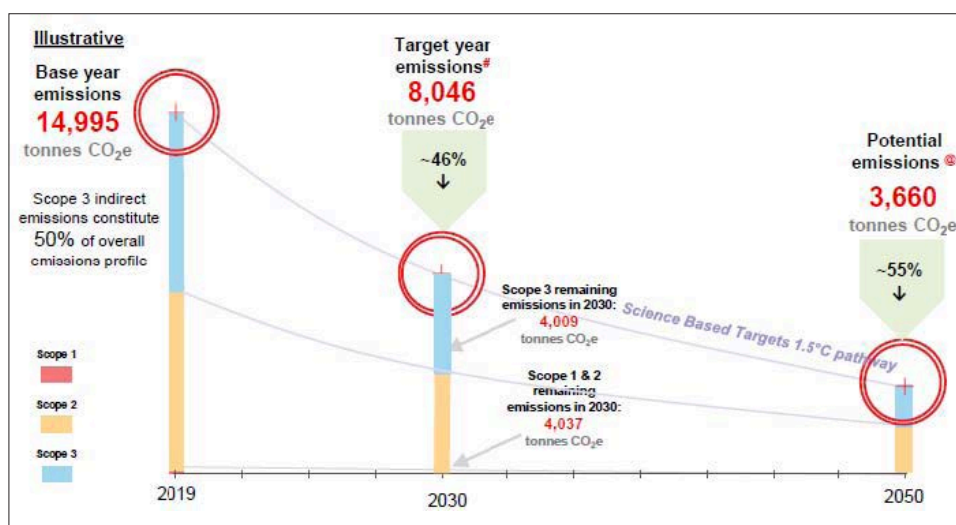
● Completed as planned

▲ A Delayed from the plan but in progress

■ Not started as planned

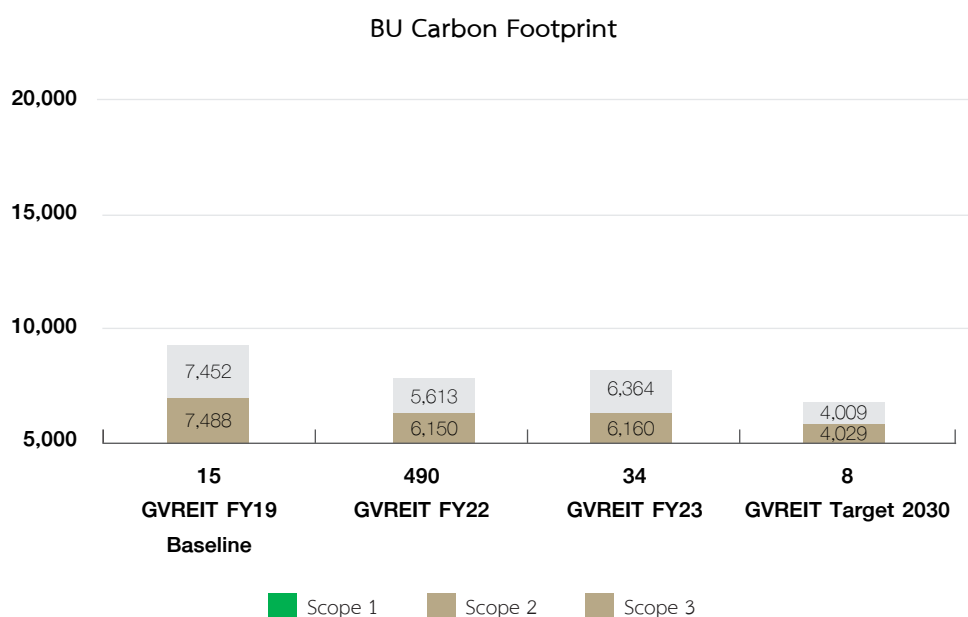
The activity plan has followed the policy of Fraser Property (Thailand) Group of companies, stipulating to achieve the Net-Zero Emission by 2050 and to succeed the goal to control global temperature under 1.5 degrees Celsius following the Science-Based Target or SBTi 1.5 °C pathway and in accordance with the Paris Agreement by seeking for possibility and opportunity to reduce greenhouse gas emissions derived from the REIT's operation. The REIT's goals to reduce greenhouse gas emissions are as follows:

- In 2030, to reduce GHG emissions from 14,995 tonCO<sub>2</sub> in 2019 (base year) to 8,046 tonCO<sub>2</sub>, accounting for 46% decrease, from 2019 (base year).
- In 2050, to reduce GHG emissions from 8,046 tonCO<sub>2</sub>e in 2030 to 3,660 tonCO<sub>2</sub>, accounting for 55% decrease from 2030.



This study project was developed in 2021 by research advisory team and PWC (PricewaterhouseCoopers)

**Figure: GHG emissions of the REIT between 2019-2023**



The figure indicates the REIT's GHG emissions in 2023 of 12,558 tonCO<sub>2</sub>e which reduces by 16% from the base year, signifying efficiency and determination of the REIT to reduce GHG emissions.

GHG emissions information consists of details of each area which are related to the REIT's operation as follows:

- **Area 1:** Carbon footprint calculated by Direct Emissions from organization's activities such as machinery exhaustion, organization's vehicle use (owned by the organization), chemicals used in water treatment, leakage from operation process or activities, etc.
- **Area 2:** Carbon footprint calculated by Energy Indirect Emissions, namely, purchasing energy to be consumed within the organization such as electricity, thermal energy, steam power, etc.
- **Area 3:** Carbon footprint calculated by other indirect emissions, employees' travels with non-organization vehicles, outdoor seminar trip, equipment uses, etc.

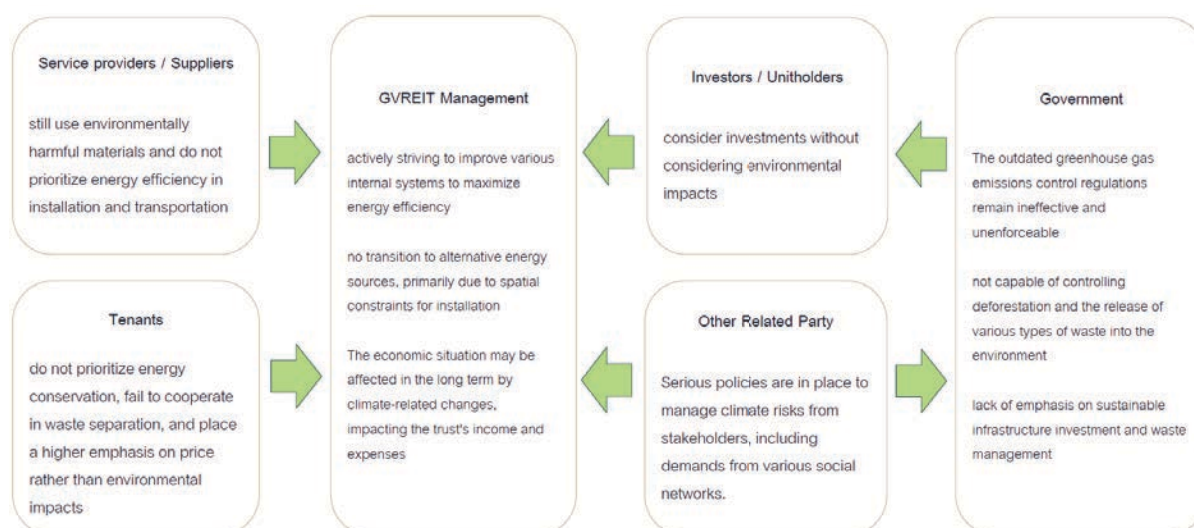
To achieve the goal, the Net-Zero Carbon Roadmap is established as follows:

Areas	Short-term projects		Upcoming projects	
Area 1 and 2: Energy	Water pump improvement for energy savings.		Efficient ventilation system	Use of biofuel
Area 2: Electricity Install	Install solar modules and improve building infrastructure to utilize renewable energy	Change to LED light bulbs	Produce and store renewable energy	Enter alternative energy contract (if any)
	Solar power benches	Purchase renewable energy & RECS	Use heat reduction paint	Encourage energy conservation among employees
Area 3 Module 1: Purchasing/ Procurement of products and services	Reduction of paper use / Purchase sustainability-related paper		Develop business operation model with modern technology	
	Sustainable Purchasing / Procurement – namely, monitor policy and ESG project of service providers/ distributors		Water management – use of water saving equipments, rainwater management, and water reuse	
	Sustainable Purchasing / Procurement – namely, establish ESG goal for service providers / distributors			

Areas	Short-term projects		Upcoming projects	
Area 3 Module 5: Garbage / Waste	Garbage management – namely, increase types of recycled garbage		Provide knowledge and understanding to tenants and managers	Encourage customers to participate in goal setting of carbon neutrality, certification acceptances, and goal setting of reduction of GHG use
Area 3 Module 6: Business trip	Install EV charger for vehicle			
Area 3 Module 13: Indirect asset management	UNPLUG Project (reduce energy use)	Green Fit-out guides to sustainable area decoration		
	Lease contract with eco-friendly awareness	Purchasing and procurement for tenants	Promote and publicize sustainability	

### 3.5 Assessment of major external stakeholders' participation of the REIT on climate-related risk

The REIT shall analyze participating situation of the major external stakeholders when the situation does not receive collaboration from all related parties to solve global warming and to reduce GHG emissions, leading to severe climate condition, and when the law to control GHG emissions is outdated, no coverage, and cannot be enforced. The stakeholders' behaviors will be assessed to stipulate important risk measures as indicated in this figure:



# The Details of REIT's Related Party Transactions

## 1 Connected Transactions between the REIT and the REIT Manager, and the Related Parties of the REIT Manager

### 1) Connected transaction between the REIT and REIT Manager

The Trustee, on behalf of the REIT, has appointed the Company as the REIT Manager. The Company may be considered an entity with a potential conflict of interest with the REIT, as per the Notification of the Office of the Securities and Exchange Commission SorChor. 29/2555. The details of such appointment can be summarized as follows:

#### Relationship

Appointed as the REIT Manager, which is defined to be an entity with a potential conflict of interest with the REIT, as per the Notification of the Office of the Securities and Exchange Commission SorChor. 29/2555.

#### Nature of the Connected Transaction

Trustee, on behalf of the REIT, appointed the Company as the REIT Manager.

#### Pricing Policy & Conditions

The Company collected a management fee from the REIT, which comprises the following:

- **Base Fee** The base fee is in accordance with the REIT Manager Agreement, which specifies the minimum fee rate. Nonetheless, the base fee is no more than 0.3% per annum, calculated on the Net Asset Value (NAV) of the REIT with a minimum fee limit being set at Baht 12 million.
- **Variable Fee** The variable fee is no more than 2% of the Net Investment Income, but not more than 0.5% of the NAV of the REIT as at the initial investment date of the REIT's Core Investment Assets, plus the NAV of the REIT's Additional Core Investment Assets as at the investment date of the additional investment (if any).

#### Opinions on Pricing

The structure of the above-mentioned management fee is in line with the normal rates usually paid by other publicly listed trust funds. The applicable base fee and the variable fee reflect the REIT Manager's performance in managing the REIT; the fees fairly represent the normally incurred administrative expenses.

### 2) Transaction between the REIT and Property Manager

REIT Manager has engaged North Sathorn Realty Company Limited to be the Property Manager. North Sathorn Realty Company Limited is considered a related party of the REIT Manager as it is a company in the same group of companies as the REIT Manager. The details of the connected transactions between the REIT and the Property Manager can be summarized as follows:

#### Relationship

Both the REIT Manager and the Property Manager are affiliate companies in the common director and major shareholder with the REIT manager

Nature of the Connected Transaction

The REIT Manager has engaged North Sathorn Realty Company Limited to be the Property Manager of the REIT.

Pricing Policy & Conditions

North Sathorn Realty Company Limited charges the REIT for a property management fee, which comprises two components; base fee not exceeding Baht 100 million, and variable fee not exceeding 8% per annum of the total rental income.

Opinions on Pricing

The structure of the above-mentioned property is in line with the normal rates usually paid by other REITs in Thailand that invest in the same type of asset as the REIT's Initial Core Investment Assets. Both fee components shall motivate the Property Manager to put all effort into efficiently managing the assets of the REIT.

3) Connected transaction between the REIT and related person with the REIT manager

Trustee, on behalf of the REIT, entered the lease contract, sublease, and sale contract with Lertrattakarn Company Limited and North Sathorn Realty Company Limited to invest in the asset which was the initial investment of the REIT. At that time, both companies were connected persons with the REIT manager. They were affiliated companies of Univentures Public Company Limited whose shareholding in the REIT manager was at 99.99% of the total paid capital of the REIT manager. However, on December 1, 2020, the REIT manager's major shareholder structure was changed from Univentures Public Company Limited, as the major shareholder, to Golden Land Property Development Public Company Limited. The detail of the transaction between the REIT and the major shareholders of the REIT manager can be summarized as follows:

Relationship

At the transaction date, Both companies are affiliates of Univentures Public Company Limited, which holds 99.99% of the total outstanding shares of the REIT Manager.

Nature of the Connected Transaction

The Trustee has entered into a lease agreement, sublease agreement, and sale and purchase agreement with Lertrattakarn Company Limited and North Sathorn Realty Company Limited on behalf of the REIT to invest in the REIT's Initial Core Investment Assets.

Pricing Policy & Conditions

The purchase price of the REIT's Initial Core Investment Assets which it purchased from Lertrattakarn Company Limited and North Sathorn Realty Company Limited was Baht THB 9,906 million (including expenses relating to the acquisition of the sublease rights), and is higher than the lowest appraisal value of the REIT's Initial Core Investment Assets assessed by the independent appraisers approved by the Securities and Exchange Commission.

Opinions on Pricing

The transaction is reasonable and does not cause the REIT any disadvantages. The transaction allows the REIT to invest in the properties which are quality office building projects that are located in the Central Business Districts and are able to attract a high number of tenants. Such assets have value-added generating potential that is beneficial to the REIT and its unitholders.

## 2. Connected transactions between the REIT and companies/ juristic persons with possible conflicts with the REIT manager

within the fiscal year of 2023 (October 1, 2022 to September 30, 2023) can be summarized as follows:

Connected companies / juristic persons	Relationship	Transaction value in fiscal year 2023 (million baht)	Nature of transactions	Opinion on prices
1. Univentures Public Company Limited	Common director with the REIT manager	25.40	Revenue from rental and service fees for areas at Park Ventures Ecoplex	Rental and service fee rates and other rental conditions follow the office-space-for-rent business plan which is a normal business condition as offered to other tenants.
2. One Bangkok Co., Ltd.	Common director with the REIT manager	27.70		
3. TCC Assets (Thailand) Co., Ltd.	Common director with the REIT manager	7.23		
4. Business Process Outsourcing Co., Ltd.	Common director with the REIT manager	2.47		
5. Eastern Cogeneration Co., Ltd.	Common director with the REIT manager	2.82		
6. ASM Management Co., Ltd.	Common director with the REIT manager	23.45	<ul style="list-style-type: none"> <li>- Revenue from rental and service fees for areas at Park Ventures Ecoplex.</li> <li>- Rental fee for a room at The Victor belongs to meeting room operation of Park Ventures Ecoplex.</li> </ul>	Rental and service fee rates and other rental conditions follow the office-space-for-rent business plan which is a normal business condition as offered to other tenants.
7. Southeast Life Insurance Public Company Limited	Common director with the REIT manager	0.03	Revenue from space rental of Victor Club meeting room at Sathorn Square building.	Rental fee is in accordance with its utilization as a meeting room following the characteristic of the area.

Connected companies / juristic persons	Relationship	Transaction value in fiscal year 2023 (million baht)	Nature of transactions	Opinion on prices
8. Oishi Ramen Co., Ltd.	Affiliated company of an entity which has common director with the REIT manager	3.43	Revenue from commercial space rental and service fees at Park Ventures Ecoplex.	Rental and service fee rates follow the commercial-space-for-rent business plan which is a normal trade condition as offered to other tenants.
9. Asia Books Co., Ltd.	Affiliated company of an entity which has common director with the REIT manager	0.33		
10. Dhospaak Co., Ltd.	Affiliated company of an entity which has common director with the REIT manager	0.01	Revenue from electricity charge received from event held at beer garden in 2022.	- Rental and service fee rates follow the commercial-space-for-rent business plan which is a normal trade condition as offered to other tenants.
11. Max Asia Co., Ltd.	Affiliated company of an entity which has common director with the REIT manager	0.77  0.14	- Revenue from commercial space rental and service fees at Park Ventures Ecoplex.  - Expenses of Mooncake offered to tenants during festival season.	- Rental and service fee rates follow the commercial-space-for-rent business plan which is a normal trade condition as offered to other tenants.  - Purchased at market price and general sale condition.
12. TCC Hotel Asset Management Co., Ltd.	Affiliated company of an entity which has common director with the REIT manager	10.45    1.9	- Revenue from commercial space rental and service fees at Park Ventures Ecoplex.  - Service fee at common area to facilitate a hotel business entity (The Okura prestige Bangkok)  - Parking space rental fee from 164 cars at Park Ventures Ecoplex for the REIT's business operation.	- Rental and service fee rates follow the commercial-space-for-rent business plan which is a normal trade condition as offered to other tenants.  - Service fee and condition follow mutual agreement.  - Service fee and condition follow mutual agreement.



Connected companies / juristic persons	Relationship	Transaction value in fiscal year 2023 (million baht)	Nature of transactions	Opinion on prices
13. T.C.C. Technology Co., Ltd.	Director is a connected person of a group of major shareholders of the REIT manager	1.53	- Revenue sharing from devices to connect with communication system and the internet for tenants at Park Ventures Ecoplex.	Service fee and condition follow mutual agreement.
14. North Sathorn Hotel Co., Ltd.	Affiliated company is a connected juristic person of an entity which is a major shareholder of the REIT manager	0.02	- Revenue from rental fee of a meeting room at Victor Club at Sathorn Square building which is a normal business operation of the REIT.  - Expenses of presents and souvenir for tenants.	- Rental fee of Victor Club's meeting room is in accordance with the business plan which follows normal trade condition as offered to other tenants.  - Purchased at market price and with general sale condition.
15. Frasers Property Management Services (Thailand) Co., Ltd.	Affiliated company of an entity which has common director with the REIT manager	0.03	Revenue from overtime fee of air-conditioner due to outdoor Ventures Victor, floor 8, PKV.	Overtime fee of air-conditioner of Victor Club's meeting room is in accordance with the business plan which follows normal trade condition as offered to other tenants.
16. Frasers Property (Thailand) Public Company Limited	Common director with the REIT manager	0.02	Revenue from electricity charge and miscellaneous fees from the rent of outdoor ventures Victor, floor 8, PKV	Electricity charge and miscellaneous fees of Victor Club's meeting rooms are in accordance with the business plan which follows normal trade condition as offered to other tenants.
17. Forward System Co., Ltd.	Affiliated company of an entity which has common director with the REIT manager	2.79	Internal parking system fee and supplies of Park Ventures Ecoplex building.	Prices and condition follow mutual agreement.
18. Bhakdi Retail Co., Ltd.	Affiliated company of an entity which is a major shareholder of the REIT manager	0.01	Presents and souvenirs expenses for 2023 New Year festival.	Prices and condition follow mutual agreement.

Connected companies / juristic persons	Relationship	Transaction value in fiscal year 2023 (million baht)	Nature of transactions	Opinion on prices
19. Berli Jucker Public Company Limited (BJC)	Common director with the REIT manager	12.74	Consumables and supplies expenses for providing services to tenants of two buildings.	Purchased at market price and general sale condition.
20. Horeca Management Co., Ltd.	Major shareholder entity is common director with the REIT manager	0.02	Drinking water/ beverage expense for tenants of Victor Club's meeting rooms.	Purchased at market price and general sale condition.
21. Semsuk Public Company Limited	Common director with the REIT manager	0.56	Drinking water/ beverage expenses for tenants of Victor Club's meeting rooms.	Purchased at market price and general sale condition.
22. Shinasub Co., Ltd.	Affiliated company of an entity which is a connected juristic person of a group of major shareholders of the REIT manager	0.25	Internet connection fee to provide to tenants of Victor Club's meeting rooms.	Prices and Condition follow mutual agreement.
23. Amarin Printing and Publishing Public Company Limited)	Major shareholder entity is common director with the REIT manager	0.12	Printing document expense for annual unitholders' meeting	Prices and Condition follow scope of work and services as agreed.
24. Home and Office Delivery Co., Ltd.	Affiliated company of an entity which is a connected juristic person of a group of major shareholders of the REIT manager	0.53	Food and beverage expenses for tenants of Victor Club's meeting rooms.	Purchased at market price and general sale condition.
25. Frasers Property Corporate Services PTE.LTD	A connected juristic entity of a group of major shareholders of the REIT manager	0.12	Participation fee of 2022 GRESB assessment.	Service fee rate at market price and general sale condition

### 3. Policy Related to Connected Transactions between the REIT and the REIT Manager, and the Related Parties of the REIT Manager

In case there are other transactions (other than those specified above) between the REIT and the REIT Manager or any related party of the REIT Manager, the REIT shall proceed in accordance with the Securities and Exchange Act as follows:

1) Related Party of the REIT Manager:

The definition of a related party of the REIT Manager shall be in accordance with the Notification of the Capital Market Supervisory Board concerning the Rules on Related Party Transactions.

2) General Terms and Conditions of the REIT in Related Party Transactions:

The general terms and condition of the REIT in Related Party Transactions are as follows:

- Any transactions between the REIT and the REIT Manager or related party of the REIT Manager shall be in compliance with the Trust Deed and relevant laws, and shall be in the best interests of the REIT.
- Any transactions between the REIT and the REIT Manager or related party of the REIT Manager shall be carried out at reasonable and fair prices.
- Direct or indirect stakeholders of the transactions shall not be involved in the consideration and the decision-making processes of such transactions.
- Any expenses incurred from the transactions between the REIT and the REIT Manager or a related party to the REIT Manager shall be reasonable and at fair prices and rates.

3) The approval of transactions between the REIT and the REIT Manager or a related party of the REIT Manager shall be in accordance with the following process:

- Approval from the Trustee that the transaction is in accordance with the Trust Deed and relevant laws.
- In a case that the transaction value exceeds Baht 1 million or accounts for 0.03% or more of the REIT's Net Asset Value, whichever is higher, it shall require approval from the Board of Directors of the REIT Manager.
- In a case that the transaction value exceeds Baht 20 million or accounts for more than 3% of the REIT's Net Asset Value, whichever is higher, it shall require a resolution of the Meeting of the Unit Holders with approving votes of no less than three-quarters of the total number of unit holders, who are in attendance at the Unit Holder Meeting and have voting rights.
- In a case that the transaction between the REIT and the REIT Manager or a related party of the REIT Manager is an acquisition or disposal of the Core Properties, the value of such transaction shall be calculated based on the acquisition or disposal prices of all of the income-generating assets of such project, as well as other related assets to the project.

4) Policy related to potential transactions between the REIT and the REIT Manager or any related party of the REIT Manager

- Any type of transactions between the REIT and the REIT Manager or any related party of the REIT Manager shall be conducted in a fair and reasonable manner, and shall be in compliance with any conditions and provisions of the Securities Law concerning a Related Party Transaction that may be issued by the Securities and Exchange Commission or the Securities and Exchange Commission Office, or Capital Market Supervisory Board in the future. The Related Party Transaction shall be in compliance with the conditions and provisions of the Securities and Exchange Act.
- In addition, the REIT shall make a disclosure of information relating to the transaction between the REIT and the REIT Manager or any related party of the REIT Manager to the Securities and Exchange Commission Office in the notes to the audited financial statement and annual report of the REIT.

#### 4. Connected Transactions between the REIT and the Trustee or Related Party of the Trustee

- 1) Connected transaction between the REIT and Trustee, and related persons with Trustee. Kasikornbank Public Company Limited is the tenant of the REIT's main assets while the bank is the major shareholder of Trustee. The detail of the transaction between the REIT and related persons with Trustee can be summarized as follows:

##### Relationship

Kasikornbank PCL is the major shareholder of the Trustee (Kasikorn Asset Management Company Limited), owning 99.99% of the total outstanding shares with voting rights of the Trustee.

##### Nature of the Connected Transaction

The 3-year Lease and Service Agreements are as follows

Asset Location	Type	Area (Sq. Meter)
Sathorn Square	ATM	1
Park Ventures Ecoplex	Retail	175

##### Pricing Policy & Conditions

Rental and service fees shall remain the same as specified in the Lease and Service Agreement of the assets.

##### Opinions on Pricing

The lease of ATM space in the Sathorn Square project is for Kasikornbank PCL's business operations. The rental and service fees are market rates, which are similar to the average rental rate of the same type of tenants in the project. The lease of retail space in the Park Ventures Ecoplex project is for Kasikornbank PCL's business operations. The rental and service fees are market rates, which are similar to the average rental rate of the same type of tenants in the project. Furthermore, as one of the first tenants of the project, Kasikornbank PCL's lease area is well located with high visibility from the building entrance.

- 2) Procedures Relating to Transactions between the REIT and the Trustee or related parties to the Trustee in the Future in the management of the REIT, the Trustee shall not behave in a manner that is in conflict with the REIT's interest whether for the benefit of the Trustee or others, except for the following cases:
  - (1) Asking for compensation for performing the Trustee's duties
  - (2) The Trustee shows that it has managed the REIT in an equitable manner and has sufficiently disclosed relevant information to the beneficiaries in advance, and such beneficiaries have not expressed any objection. Such disclosure of information and objection shall be in accordance with the following procedures:
    - a Disclosure through the Stock Exchange of Thailand in accordance with the relevant regulations of the Stock Exchange of Thailand, or disclosure through other channels through which all unit holders have access to such information.
    - b Providing a reasonable period of disclosure which shall be no less than fourteen (14) days.
    - c Disclosure of information shall clearly include the channels, procedures and period for objection, which shall be no less than fourteen (14) days, except for the case that a resolution of the Meetings of the Unit Holders is requested in support of such objections.
    - d Following the process specified in Clause c., if more than one-fourth (1/4) of the holders of the total outstanding trust units clearly object to the transaction, the Trustee shall not undertake or allow for such transaction, which represents the conflict of interest to the REIT, to be made.

## Legal Controversy and Limitation of Using the Investment Properties

– None –

## Other Important Information

There is no other matter that has significant impacts on the REIT's operation. The unitholders can find more information of the REIT from the form 56-REIT1 at <http://www.sec.or.th> or additional details of the REIT at the REIT's website at <http://www.gvreit.com> or the Stock Exchange of Thailand's website at <http://www.set.or.th>.

## Social responsibility and sustainable development

### 1. Policy

Frasers Property Commercial Asset Management (Thailand) Co., Ltd. as the REIT Manager, operates the business and manages the REIT with commitment to responsibility toward environment, society, and governance through integrity and morality implementation under related legislations, rules, and regulations by focusing on participation of stakeholders, namely, tenants, customers, REIT's unitholders, partners, regulators, staff, communities, and society. The Company has considered internal and external risk factors as well as opportunity and challenges concerning changes in economy, society, and climate to enhance its business operation and REIT management, following long term policy and goal for sustainability

#### Sustainable Development

Area	Strategy	Operation Guideline
Environment - E	To increase efficiency and seek for opportunity to use greenhouse gas reduction energy	- To improve energy reduction while providing higher efficiency to machines, tools, equipment, and materials such as LED light bulbs, motion sensor technology for lighting system, etc.
	To encourage greenhouse gas reduction among stakeholders	- To encourage the use of renewable energy or alternative energy such as EV charger installation, solar cell, etc. - To use products and services certified with carbon footprint label or produced with greenhouse reduction process.
	To develop more efficient waste management system	- To use Green Lease contract in the future (a contract in which tenants, contractors, manufacturers, and distributors take part in energy conservation, waste reduction and recycling, non-toxic cleaning product use, or other sustainable implementations) - To perform 5R measures to reduce amount of waste (Reduce, Reuse, Recycle, Repair, Reject) - To set up goal and disclose environmental operation information

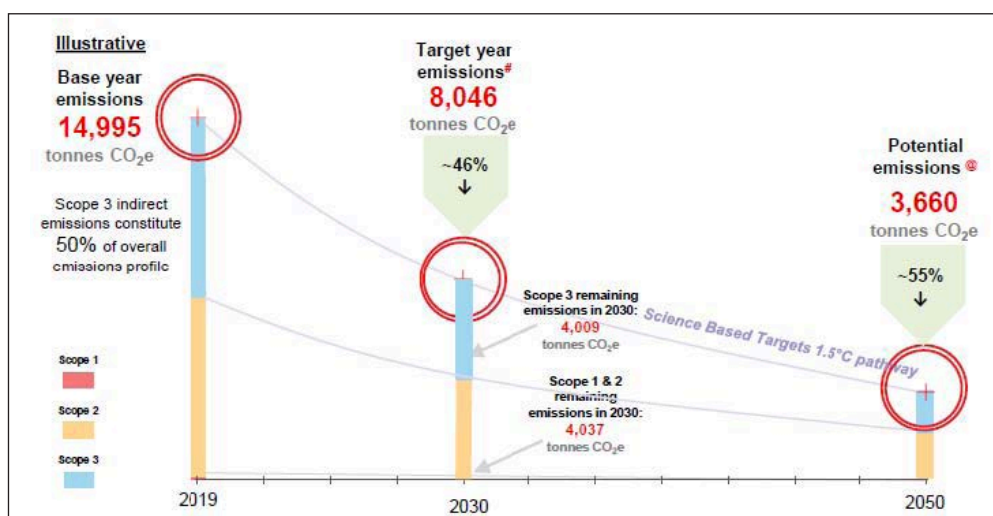
Area	Strategy	Operation Guideline
Social - S	<p>To encourage health, safety, and convenience of building users, communities, and users, communities, and</p> <p>To create good and quality work environment</p> <p>To help communities and society</p>	<ul style="list-style-type: none"> <li>- To continuously maintain and improve green area</li> <li>- To perform maintenance and improvement on system, tools, machines, and equipment, as well as providing trainings, emergency drills relating to safety.</li> <li>- To perform wastewater quality treatment, examination and analysis, and improvement to meet the standard level prior to release the water to the public water source.</li> <li>- To promote useful information, messages, and activities beneficial to create sustainable society and way of life.</li> <li>- To provide activities which are sustainable useful to the society such as blood donation in cooperation with the Thai Red Cross.</li> </ul>
Governance - G	<p>To operate business with fairness</p> <p>To disclose information with transparency</p> <p>To perform action against corruption</p>	<ul style="list-style-type: none"> <li>- To perform business operation with integrity and morality under related legislations, rules and regulations, and the good corporate governance guidelines.</li> <li>- To disclose information with transparency and at appropriate period.</li> <li>- To provide fair treatment to stakeholders.</li> <li>- To support all actions against corruption as corporate culture.</li> <li>- To provide communications and trainings to personnel to cultivate knowledge and understanding on anti-corruption measures.</li> </ul>

## 2. Environmental Policy and Management

The REIT places the importance upon environmental operation through establishment of environmental and energy management policy to reduce internal and external environmental impacts. The REIT's material uses are personally and environmentally friendly as well as energy saving and convenience for long-term maintenance, including providing more facilities of necessity, using replacement materials in place of natural materials which are direct damages to the environment. The Company also promotes recycling process, electricity consumption reduction in the building and green area increases as well as providing training to employees on environment, safety, and public health, and encouraging constant environmental maintenance and improvement. The environmental managements are as follows:

### 1) GHG Emission Reduction Goal

In 2022, the REIT manager had joined a policy with the group of companies of Frasers Property (Thailand) to establish goal of the Net Zero Emission within 2050 to achieve the goal of controlling global temperature under 1.5 degrees Celsius following the Science-Based Target or SBTi 1.5 °C pathway and in accordance with the Paris Agreement by seeking for possibility and opportunity to reduce greenhouse gas emissions derived from the REIT's operation. The REIT's goals aim to reduce the greenhouse gas (GHG) emission from 14,995 tonCO<sub>2</sub>e in 2019 (base year) to 3,660 tonCO<sub>2</sub>e within 2050. In order to achieve the goal, there are stipulated strategies and guidelines to achieve the goal or Net-Zero Carbon Roadmap in 3 major areas namely 1) To increase efficiency and seek for opportunity to use energy for greenhouse emission reduction; 2) To encourage greenhouse gas emission reduction among stakeholders; and 3) To develop more efficient waste management system.




Net Zero Emission Target

## 2) Environmental Management

The REIT determines to continue its intention to maintain and develop asset management process while taking care of the REIT's environment with the focus on environmentally friendly, society, communities, and building users, following environmental legislations. The Property Manager receives advice on environmental maintenance and management from external specialist as follows:

- Continuity of environmental maintenance and improvement to maintain the Leadership in Energy and Environment Design or LEED from The U.S. Green Building Council (USGBC).
- Preparation of guides of sustainable space decoration or Green Fit Out Guide to promote and encourage tenants to participate in sustainable environment management and development by using materials, equipment, and tools for construction, decoration, or office and store area improvement which are environmentally friendliness and sustainable utilization, as well as accurate waste or refuse management.
- Implementation of water quality treatment, examination, analysis, and improvement at standard level prior to releasing the water to the public water source.
- Fill the air within the basement parking space to reduce CO and CO<sub>2</sub> volume within the area.
- Choose products and services which indicate greenhouse gas emission volume and receive carbon footprint certification from Thailand Greenhouse Gas Management Organization (Public Organization) in order to be a part to promote greenhouse gas emission reduction such as tissue paper.

	 <b>PARK VENTURES</b> <small>THE SCOPLEX ON WITTHAYU</small>	 <b>SATHORN SQUARE</b>
Leadership in Energy and Environmental Design Award (LEED)	PLATINUM	GOLD
From The U.S. Green Building Council: USGBC		

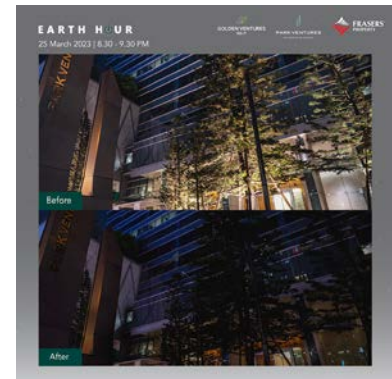
### 3) Energy Management

In 2023, the REIT and the REIT manager placed the importance upon energy conservation and management with awareness of limitation of energy resources such as electricity, water, and fuel through the determination to follow The Energy Conservation Promotion Act, B.E.1992 and related legislations such as:

- All sub-units, property managers, trading partners, tenants, and customers shall acknowledge and aware of efficient energy management and use. Energy use must be monitored and analyzed with results which are tools for supervision and examination which provide information on the REIT's energy use. Public relations must be implemented to promote efficient energy use among tenants and building users as well as to encourage water and energy resource use through other media.
- Preventive maintenance is implemented on system, machines, and other equipment with analysis, examination, and efficient monitoring to ensure that the capability follow manufacturers' standard, in good condition, and ready for operation at highest effectiveness. The maintenance also helps prolong their service lives, leading to less energy consumption. It provides accurate buildings' energy management information.
- Change the fluorescent lights to LED lights to save energy. Also has low heat. As a result, the temperature in common area will not be hot from turning on the lights.
- Gray Water Reuse is to perform water treatment on used water at Park Ventures Ecoplex Project such as bringing back used water for plant watering to reduce tap water use.
- Installation of automatic tap water to reduce water consumption and personal contact during the pandemic of Covid-19 at Park Ventures Ecoplex Project and Sathorn Square Tower Project.
- Appropriate and sustainable development of energy management and conservation, accurately and effectively following related legislation and regulations
- Application of advance production technology to reduce energy consumption and greenhouse gas emission, as well as internationally accepted best practice to improve efficiency of energy consumption of the projects.
- Support uses of different types of renewable energy and recycle resources with appropriation aiming for the utmost benefit of energy management and conservation.
- Comply with related legislation on energy conservation through establishment of annual energy conservation plan and goal and communicate with all staff for accurate understanding and operation.
- Property Manager, by the energy management working group, will review and improve policy, goal, and operation energy conservation plan annually. The report on energy management will be presented to the management and disclosed to the stakeholders.
- Responsibility of energy conservation belongs to the management and all levels of staff to mutually cooperate and follow the stipulated measures, monitor, examine, and report to the energy management working group.
- Provide supports of human resources, budgets, time, and trainings, as well as freedom of opinion and expression for further energy management and development.
- Follow energy conservation measures to generate concrete benefits with awareness of environment and global conservation through different activities such as:



Earth Hour activity was held at Sathorn Square and Park Ventures towers, by encouraging tenants of the two buildings to turn off unnecessary lights for at least 1 hour, signifying the unanimous caring for the environment and the realization of the global warming problem. The activity was joining by millions of people from more than 190 countries across the world.



#### 4) Waste management

In 2023, the REIT had continued its waste sorting project as part of waste management at source to relieve the environmental problem caused by the waste. The target group of the project was the tenants and the building users to cultivate awareness and to change their trash sorting behavior by providing 6 types of trash bins at the lobby of the two buildings: 1. General Waste; 2. PET Plastic Bottle; 3. Soft Plastics; 4. Hard Plastics; 5. Aluminum Can; and 6. Glass Bottle. In addition, to follow the REIT's greenhouse gas emission reduction policy and goal of the REIT, the selection of plastic bottle, aluminum can, and glass bottle buyers was crucial, they had to have appropriate buying and carrying process, with sanitation, and safety for recycling and further reusing. The recycling refuse sorting activity of the two buildings under the REIT management, the volume of refuse separation can be summed up as follows:

Glass	Metal, Aluminum	HDPE	PET	PP, LPDE, Other	Paper
4,566	197	371	939	90	8,109

Unit : Kilogram



#### TIPS FOR TRASH

TIPS FOR TRASH project, in cooperation with tenants and users of the two buildings, have been well aware of taking parts in helping reducing impacts on the environment by using dry plastic bottle caps sorted with sanitization process, totaling 41 kilogram, to produce study desks and chairs for students in rural area of Lampoon province.

#### ReUniqlo - Sweater Donation x Uniqlo Thailand

To create new value to used clothing which were no longer needed, the REIT, in collaboration with Uniqlo Thailand, accepted used and in good condition clothing for donation to deliver to those in need in the northern part of Thailand. There were total produced and processed clothing 933 pieces with helps of major partners to disseminate warm clothing to them





### ReBOX x Thaipost

The REIT, in collaboration of Thaipost Co., Ltd., accepted and collected used boxes, envelopes, and paper which were no longer needed from delivery process, belonging to the building users. The trash had been increasing due to the online shopping behavior. The trash had been accurately recycled and processed for further delivering to those in need in the society such as foundations, non-profit organization, etc. The activity had been continued to December 31, 2023.

## 3. Social and Policy Management

### 1) Respects for Human Rights

The REIT has realized moral business operation with commitment to responsibility toward society and all stakeholders following the good corporate governance principle on human rights protection. The respect for human rights is stipulated as the foundation of human resource development. The encouragement and respects for human rights have been implemented to prevent the organization and its staff to take parts in any human right violation by strictly following principles of freedom, equality, and peace, respecting for each other, equality treatment, selecting new staff with no limitation of nationality, religion, education, social status, gender, or any other bias, including sexual harassment. There have been no restriction of freedom of expression and participation in political activities on the condition that the participation causes no impact of damages to the organization. In 2023, the REIT's activities to encourage respects for human rights are as follows:

### PrideMonth

The REIT took a part to create work environment which facilitate the cooperation of diversity of people, leading to wider perspective, as well as stimulating creativity with friendliness toward people of differences with equality.



### International Women's Day

Celebration of women's success across the world and promoting gender equality for non-separation of the society and sustainable world with #EmbraceEquity concept. It was the encouragement for the people to embrace the equality for each person to receive fair opportunity, and for everyone to receive equal opportunity and supports on one's wishing path.

## 2) Equal treatment of labor

The REIT determines to enhance labor standard in life quality of staff to have better workplace environment and safety with no health danger, and to promote out of the box thinking process, expressing opinion participation, while receiving equal treatment and appropriate benefits following fundamental rights of a person.

## 3) Responsibility towards consumers

The REIT's investment of assets consists of land and office building for rent. North Sathorn Realty Co., Ltd. is appointed as the Property Manager who places an emphasis upon fair and responsible treatment towards lessees with awareness of health and safety of lessees as follows:

- Building management operated by standardized and responsible company.
- Delivery of services with quality, safety, and no danger to lessees.
- Polite and efficient services offered to lessees, entrusted by customers.
- Implementation of online annual survey and customer satisfaction assessment to reduce consumption of resources. The results from the survey and assessment are meant to improve and develop effective services.

## 4) Occupational Health and Safety

The responsibility towards the society in terms of occupational health and safety is one of the roles which is lawfully stipulated for the business to strictly comply with the Labour Protection Act B.E. 1998, particularly, the Occupational Safety, Health and Environment Act B.E. 2011. The latter Act stipulates the policy as a guideline for business operation concerning safety, occupational health and environment in workplace indicating improvement of safety management system following the controlling, supervision, and monitoring measures, as well as safety, occupational health and environment management at the workplace for employees who are the most important resource of the organization. All employees shall have a good quality of life. The buildings are equipped with technology, tools, machinery, equipment, and chemical products for building maintenance processes to maintain service quality offered to the tenants with responsibility as indicated in the mutually signed lease contract and service contract.

For safety of the tenants and building users, training and fire drill are held annually. Emergency planning is also held on a monthly basis to prepare for any incident. The actual practicing also helps improve skills, and review all emergency plans. With the REIT awareness of the importance of prevention and risk assessment of all kinds of calamity, the protection system will be examined and readjusted for better efficiency. Also, in 2023, non-electric automatic toilette seat covers, produced with anti-bacteria, were installed in Park Venture and Sathorn Square Towers to replace former bidets. This focused on increasing safety and hygiene level to the building users.

However, the REIT still has been aware of safety and hygiene of the building users and kept protection and risk reduction measures against the Covid-19 pandemic as follows:

- Disinfectants are constantly used for cleaning the buildings' common area and other areas such as information counter, building entering card, parking ticket, turnstile, and elevators
- Common area is sprayed with anti-virus disinfection spray on a weekly basis, including utilizing UV light robot cleaner for disinfection purpose;
- Alcohol gel dispensers are installed in front of elevators, elevator hall, and information counter

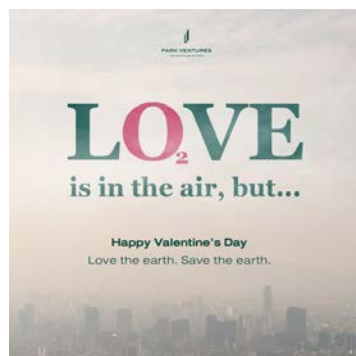
#### 5) Social and Community Activities

Throughout 2023, The REIT had held activities to create good relationship between the tenants, building special attention to create special care, and enhancing the sense of pride working here which were valuable to the building users, other people, and the society, as follows:

- Maintenance of green area or landscape throughout the buildings by outsource agency.
- Public relations promotion and green events on social media and websites to cultivate and create awareness of environmental conservation participation and economic resource and energy consumption such as activity of encouragement and requesting for cooperation from the building users to separate trash at source reduce and relieve present urban waste problem. In addition, at Park Ventures Ecoplex, there was Farm to Park 2023 activity to support the building users and nearby communities to gain access to quality and natural products from organic farms.
- Blood donation activity organized by the building management the two buildings, namely, Park Ventures Ecoplex and Sathorn Square Tower in cooperation with Thai Red Cross and tenant companies which wished to have the activity organized.
- Children's Day Sharing project was organized to receive donation and things in good shape and provided to Pankan Shop. Those donations and things will be turned into scholarships for students who lack opportunity under the operation of Yuvabadhana Foundation.



BE MY "ECO" VALENTINE activity, held at Park Ventures Ecoplex, invited everyone to offer love to the world and environment, starting from oneself with direct and indirect reduction of power consumption, and accurate cooperative reduction of waste. Also, activity of "Sathorn Square Sweet Treats 2023", held at Sathorn Square Tower, invited everyone to donate 100 baht and receive a rose to give to beloved one. All the proceeds went to New Heart Foundation Thai to help the poor for their heart disease treatment.



## 4. Corporate Governance and Anti-Corruption

### 1) Fair Business Operation

The REIT manager places an importance upon the fairness in business, a code of conduct that should be performed by the REIT management. The REIT manager's management has strictly performed under related legislations, namely, Securities and Exchange Act B.E. 1992 as amended, Trust for Transactions in the Capital Market. Act B.E. 2007, regulations by regulatory agencies, and the REIT establishment contract, including following

the Corporate Governance Principle, avoiding any activity that may cause conflict of interest, encouraging free and fair-trade competition, treating all tenants with fairness, providing accurate and adequate information and advice which do not incur any misunderstanding or damages toward unitholders and investors in general. By following those practices and legislations, this will result in fairness treatment toward other business owners, unitholders, trading partners, related stakeholders, leading to long-term confidence among the investors.

## 2) Anti-Corruption

Frasers Property Commercial Asset Management (Thailand) Company Limited, as the REIT manager, must stipulate procedures and duties of operation with clearness and transparency under the scope of legislations, ethical standard, and the guideline of Good Corporate Governance Principle, including providing supports to anti-corruption with the realization of the corruption's impact on business operation, sustainable growth of the organization, and the country's economy, society, and stability. They shall be cultivated with consciousness, value, and an attitude of honesty, transparency, respect for law and related regulations, as well as providing support to anti-corruption as the corporate culture. Communications and training shall be held to provide knowledge to employees. There are channels for Whistle Blowing and complaints with measures to protect and safeguard the secrecy of complainant's information and informants. Knowledge on policy, procurement, and transparent contractor selection procedure with monitoring and examination process are provided to those who are in positions related to financial responsibilities and can easily access benefits. All employees shall strictly comply with related laws. There is encouragement for all employees to realize risks from this matter and they must seriously help control the risks.

In 2023, the Company had communicated anti-corruption policy and disciplinary penalty concerning work in written form. The revision of the policy was performed with appropriateness and was communicated to the management and all employees for consistent acknowledgement throughout the year via Company's central database, new employee orientation, email, public relations space, and website of the Company.

The Company, as the REIT Manager, places the importance upon participating in environmental care while performing business operation with accuracy under the good corporate governance scope in which responsibility toward society and environment is one of the important roles and thoroughly practiced.

# Industry situation of business and Market Overview for Real Estate Industry of invested properties

## Overview of Thailand's economic situation

In H1 of 2023, the Thai economy expanded at 2.2% with the 1.8% growth in quarter 2, decreased from 2.6% in quarter 1/ 2023. The Office of the National Economic and Social Development Council (NESDC) had estimated Thailand's economic expansion throughout 2023 from 2.5%-3.0%, an increase of 2.6% from 2022.

The 2023 economic overview of Thailand consisted of crucial risks and limitations, namely, ( 1) political condition which might pose impacts on economic situation; ( 2) risks from more-than-expected slowdown of the global economy and volatility of global financial markets; ( 3) high level of household and business sector debts amidst rising interest burdens; and (4) climate variability which might have impacts on agricultural production.

However, Thailand's economy expansion had received positively supportive factors from consumption of the private sector, constant recovery of the tourism sector, as well as investment expansion of the private sector and the government. The consumption and the investment expanded by 5.0% and 1.6%, respectively, while the average headline inflation was in the range between 1.7% – 2.2%, and the current account surplus was at 1.2% of the GDP.



## Overview of office building market

The office building market in Bangkok Metropolitan Region (BMR) as of quarter 2/ 2023 had improved from quarter 1/ 2023 due to the economic situation after the ease of the Covid-19 crisis. The business sector increased its employment causing rising demand of office spaces while there were gradual increases of the return to office activity. According to a survey conducted by CBRE Thailand Co., Ltd. (CBRE), which features insights from more than 150 companies in the Asia Pacific region, indicates that approximately 40% of the companies expected their employees to fully return to the office, increased from 26% surveyed in 2021. This reflects the importance of office space to the business, especially the growing group of business with high demand of office spaces such as platform technology business, E-Commerce, and financial business, etc. Important factors which are currently considered by the tenants for office spaces are cost control and risk reduction, as well as office space improvement for the utmost efficiency since many companies still maintain their hybrid working policy. The policy has influenced office utilization methods, for instance, a change of size and function of office spaces to generate the highest benefit to the business and personnel (source: Krungsri Research, 2023). However, the office spaces for rent in the Central Business District (CBD) had better expansion than the suburban area's where the demand was slower than the supply increase in the market, causing a slight decrease of the rental rates. Although there was a limitation to increase the rental rates, they were still higher than the rental rates other areas. Therefore, the property market of office building is still confronting rather high competition and the landlords must adjust themselves to increase their competitiveness in terms of improvement of the-whole-building, image, and common space landscape, including the use of digital technology to enhance management to directly serve tenant's changing office space utilization.

## Supply

CBRE Thailand Co., Ltd. (CBRE), a real estate consultant firm, has reclassified the office basket in the Central Business District (CBD) by introducing a new classification of Grade A+ building which has different characteristics from the Grade A building such as ceiling heights inside offices should be no less than 2.9 metres. The new reclassification aims to reflect the growing variation in rental rate between Grade A building and to clarify the type of Grade A building. At present, the total office supply in Bangkok Metropolitan Region (BMR) stands at 9.39 million sq. m., consisting of 4.75 million sq. m. in the CBD or accounting for 50.6% of the total office buildings in Bangkok while the Grade A+ buildings approximately take up 1.30 million sq. m. or accounting for 27.4% of the total office buildings in the CBD.

As of quarter 2/2023, there were 2 new office buildings in the the CBD, namely Park Silom, located at the corner of Silom Road and Convent Road; The Unicorn, connected with Phayathai BTS station. In addition, there were new office buildings in areas outside the business center, namely, Sukhumvit Hill project in Phra Kanong area with the total space of 10,000 sq. m. and P23 project in Wattana area with the total space of 5,000 sq. m. There were 22 more projects of office buildings which were under construction with the total space of 963,597 sq. m. Therefore, in 2023 - 2026, there will be more office buildings entering the market with additional spaces of 368,000, 480,000, and 302,000 sq. m., respectively. Moreover, 64% of the new supply will be in the CBD, causing the significant increase of the new supply, leading to a tenant dominant office building market where the tenants take over higher power of negotiation. In addition, it is found that the new office buildings entering to the market are quality buildings with outstanding designs and ESG standard emphasis, as well as technology use to facilitate building users. The recent completed buildings must place an importance upon building maintenance and improvement for better efficiency to increase opportunity and competitiveness to the new office buildings in the future and in the market situation where high competition exists.

## Demand

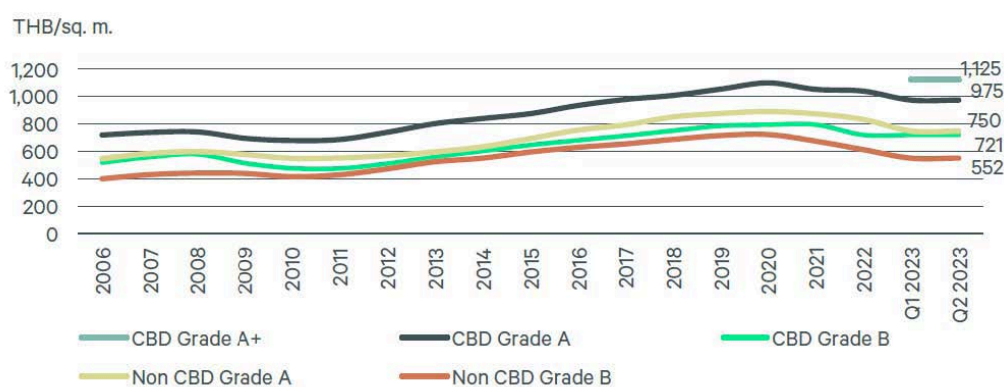
The demand for office space in BMR in quarter 2/2023 was at a total of 7.91 million sq. m., accounting for 84.3% of the occupancy rate, increased by 0.2% from the previous quarter and decreased by 2.4% from the same period of the previous year. The demand for office space within the CBD was at a total of 4.02 million sq. m. from the total office space of 4.74 million sq. m., or accounting for 84.7% of the occupancy rate. While the demand of the Grade

A office buildings in the CBD remained unchanged at 83.3%, and decreased by 0.6% from the previous quarter in this year. However, the occupancy rate within Ploenchit, Chidlom, and Wittayu areas slightly increased by 1.3% from quarter 1/ 2023 and in Nana, Asoke, and Prompong areas, and Silom, Sathorn, and Rama IV areas decreased by 0.8% and 0.7%, respectively. Although the occupancy rate within the non-CBD decreased by 0.1%, the occupancy rate in Phahonyothin-Vibhavadee areas increased the highest at 1.4%. According to an information from Krungsri Research, some tenants had moved to new office buildings with bigger spaces, but the rental rates were similar to the former office buildings, and some tenants had moved to new office buildings with lower rental rates. However, some tenants renewed their contracts with the existing office buildings under negotiation in terms of rental fee reduction and space reduction for cost and management controls as well as work policy changes.

## Rental Rate

The CBRE report indicates that the average rental rate of the Grade A+ office building within the CBD and of the Grade A office building in the non-CBD in Q2/2023 remained unchanged from quarter 1/ 2023, with the average rental rate of 1,125 baht 975 baht, and 750 baht/ sqm. / month, respectively. This reflected the slowdown of the average rental rate growth of the existing office buildings.

Rental rates categorized by office building types and locations



Note: Based on 100-300 sq. m. transactions  
Source: CBRE Research, Q2 2023

## Rental space and occupancy rate of office buildings

Description	Quarter 2/2023		
	Total office space (million sqm.)	Occupancy area (million sqm.)	Occupancy Rate (%)
Office space in BMR	9.39	7.91	84.2
Office space in CBD	4.75	4.02	84.6
Grade A+ office in CBD	0.40	0.25	62.5
Grade A office in CBD	0.90	0.75	83.3

Source: Research Department, CBRE Thailand Company Limited

## Opinion of the Trustee for the REIT's Operation for Fiscal Year Ended 30 September 2023



หลักทรัพย์จัดการกองทุนสิทธิไทย  
开康基金管理 KASIKORN ASSET MANAGEMENT



PB.O.661111

### Opinion of the Trustee

15 November 2023

To Trust unitholders of Golden Ventures Leasehold Real Estate Investment Trust ("the Trust")

I, Kasikorn Asset Management Company Limited, as the Trustee of Real Estate Investment Trust, has supervised and monitored the management of the Golden Ventures Leasehold Real Estate Investment Trust managed by Frasers Property Commercial Asset Management (Thailand) Company Limited for the accounting period from 1 October 2022 to 30 September 2023.

I am of the opinion that Frasers Property Commercial Asset Management (Thailand) Company Limited has reasonably and appropriately performed its duties in managing the Trust in accordance with the objectives specified in the Trust Deed, the prospectus and provisions under Securities and Exchange Act B.E. 2535, and Trust for Transactions in Capital Market Act B.E.2550.

Best Regards,

(Mr. Vittawat Ajchariyavanich)

Deputy Managing Director



# Independent Auditor's Report



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## Independent Auditor's Report

### To the Unitholders of Golden Ventures Leasehold Real Estate Investment Trust

#### *Opinion*


I have audited the financial statements of Golden Ventures Leasehold Real Estate Investment Trust ("the Trust"), which comprise the statement of financial position and details of investments as at 30 September 2023, the statements of comprehensive income, changes in net assets and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Trust as at 30 September 2023, and its financial performance, changes in 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 as approved by The Securities and Exchange Commission.

#### *Basis for Opinion*

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). 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 is 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 judgment, 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. 



Valuation of investments in leasehold properties	
Refer to Notes 4(a) and 6 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>Investments in leasehold properties are measured at fair value and material to the Trust's financial statements. The fair value of investments in leasehold properties is estimated by income approach using discounted future cash flows based on future operating results of each property. The Trust engaged independent external valuers to assist in valuing the fair value of these investments.</p> <p>Determination of the fair value require significant judgment in the key assumptions. This is an area that my audit is particularly concentrated on.</p>	<p>My audit procedures included</p> <ul style="list-style-type: none"> <li>• Understanding and evaluating the basis upon which the Trust determined the fair value of assets.</li> <li>• Evaluating the independence, qualifications and competence of valuers of the Trust.</li> <li>• Evaluating the appropriateness of the key assumptions used in the valuation by comparing them against historical data, considering the reasonableness of significant movement in the property valuation from prior year, sampling checked the relevant documents, and testing calculation of the valuation based on the discounted cash flows.</li> <li>• Considering the adequacy of the disclosures in accordance with Thai Financial Reporting Standards.</li> </ul>

#### *Other Information*

The REIT manager is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and my auditor's report thereon. The annual report 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 will 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 identified above when it becomes available 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, if I conclude that there is a material misstatement therein, I am required to communicate the matter to REIT manager and request that the correction be made.

#### *The REIT manager's responsibility 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 as approved by The Securities and Exchange Commission, and for such internal control as REIT manager 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, 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 REIT manager either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so. *Vw*





*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 TSAs 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 TSAs, I exercise professional judgment 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 REIT manager.
- Conclude on the appropriateness of 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 REIT manager 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 REIT manager 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, actions taken to eliminate threats or safeguards applied. *lvw*



From the matters communicated with REIT manager, 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.

Vilaivan V.

(Vilaivan Pholprasert)  
Certified Public Accountant  
Registration No. 8420

KPMG Phoomchai Audit Ltd.  
Bangkok  
28 November 2023

**Golden Ventures Leasehold Real Estate Investment Trust****Statement of financial position**

		30 September	
	Note	2023	2022
		(in Baht)	
<b>Assets</b>			
Investments in leasehold properties at fair value	6	10,730,719,853	10,889,535,705
Investments in securities measured at fair value through profit or loss	7	1,145,659,416	1,265,739,769
Cash and cash equivalents	8, 12	209,728,318	40,466,963
Rental and service receivables	5, 12	17,515,476	11,477,003
Accrued interest income	12	666,893	32,579
Prepaid expenses		1,844,353	1,817,572
Other assets		4,943,616	3,456,196
<b>Total assets</b>		<b>12,111,077,925</b>	<b>12,212,525,787</b>
<b>Liabilities</b>			
Lease liabilities	12	751,156,602	794,121,606
Other accounts payable	12	27,680,146	20,123,604
Accrued expenses	12	70,209,207	69,695,456
Rental and service income received in advance	12	36,782,558	35,515,924
Deposits from rental and service	12	283,811,772	281,211,047
Debenture	9	1,998,761,771	1,998,443,725
Other liabilities		7,151,695	3,506,495
<b>Total liabilities</b>		<b>3,175,553,751</b>	<b>3,202,617,857</b>
<b>Net assets</b>		<b>8,935,524,174</b>	<b>9,009,907,930</b>
<b>Net assets</b>			
Capital from trust unitholders		8,046,150,000	8,046,150,000
Retained earnings	10	889,374,174	963,757,930
<b>Net assets</b>		<b>8,935,524,174</b>	<b>9,009,907,930</b>
<b>Net asset value per unit (in Baht)</b>		10.9665	11.0578
<b>Number of units issued at the end of year (units)</b>		814,800,000	814,800,000

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

**Details of investments**

Details of investments are presented by investment category.

Type of investments	Areas held by the Trust	30 September 2023			30 September 2022		
		Cost	Fair value	Percentage of investments	Cost	Fair value	Percentage of investments
			(in Baht)			(in Baht)	
Investments in leasehold properties at fair value (Note 6)							
Leasehold rights on office building including its component parts and other systems							
Park Ventures Ecoplex Project (excluding the area for The Okura Prestige Bangkok Hotel)							
Location: 57, Wireless Road, Lumpini, Pathumwan, Bangkok 10330							
Leasehold rights on office building including its components and other systems	53,304 sq.m.	2,984,273,811			2,984,273,811		
Furniture, fixtures and equipment		7,185,976			5,581,000		
		2,991,459,787			2,989,854,811		
Related acquisition costs		30,498,205			30,498,205		
Right-of-used asset		310,687,249			310,687,249		
		3,332,645,241	3,503,523,684	29.50	3,331,040,265	3,598,786,615	29.61

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

### Golden Ventures Leasehold Real Estate Investment Trust

#### Details of investments

Type of investments	Areas held by the Trust	30 September 2023			30 September 2022		
		Cost	Fair value	Percentage of investments	Cost	Fair value	Percentage of investments
		<i>(in Baht)</i>			<i>(in Baht)</i>		
Subleasehold rights on land, office building including its component parts and other systems							
Sathorn Square Project							
Location: 98, North Sathorn Road, Silom, Bangrak, Bangkok 10500							
Subleasehold rights on land, office building including its component parts and other systems	114,567 sq.m	6,777,233,710			6,777,233,710		
Furniture, fixtures and equipment		48,043,731			38,474,785		
		6,825,277,441			6,815,708,495		
Related acquisition costs		63,812,246			63,812,246		
Right-of-used asset		500,636,872			500,636,872		
		7,389,726,559	7,227,196,169	60.85	7,380,157,613	7,290,749,090	59.98
Total investments in leasehold properties		10,722,371,800	10,730,719,853	90.35	10,711,197,878	10,889,535,705	89.59

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

## Golden Ventures Leasehold Real Estate Investment Trust

## Details of investments

Type of investments	30 September 2023			30 September 2022		
	Cost	Fair value	Percentage of investments	Cost	Fair value	Percentage of investments
	(in Baht)			(in Baht)		
Investments in securities measured at fair value through profit or loss (Note 7)						
Unit trust						
Krungsri Star Plus Fund	-	-	-	136,092,745	136,236,092	1.12
Krungsri Smart Fixed Income Fund	912,011,897	942,881,599	7.94	912,011,897	929,328,287	7.65
K-SFPLUS	198,914,057	202,777,817	1.71	198,914,057	200,175,390	1.64
Total investments in securities	1,110,925,954	1,145,659,416	9.65	1,247,018,699	1,265,739,769	10.41
Total investments	11,833,297,754	11,876,379,269	100.00	11,958,216,577	12,155,275,474	100.00

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



**Golden Ventures Leasehold Real Estate Investment Trust****Statement of comprehensive income**

		For the year ended 30 September	
	Note	2023	2022
		(in Baht)	
<b>Investment income</b>			
Rental and service income	12	1,153,038,641	1,130,772,714
Interest income	12	1,647,506	129,289
Other income	12	6,011,470	4,278,061
<b>Total income</b>		<b>1,160,697,617</b>	<b>1,135,180,064</b>
<b>Expenses</b>			
Cost of rental and services	12	192,989,567	137,689,039
Management fee	11, 12	19,112,618	19,245,376
Trustee fee	11, 12	9,362,502	9,358,584
Registrar fee	11	2,691,621	2,059,785
Property management fee	11, 12	95,441,603	112,948,641
Professional fee		2,285,392	2,146,532
Administrative expenses	12	14,580,534	9,653,725
Finance cost	12	104,788,891	105,114,392
<b>Total expenses</b>		<b>441,252,728</b>	<b>398,216,074</b>
<b>Net profit on investment</b>		<b>719,444,889</b>	<b>736,963,990</b>
<b>Net gain (loss) on investments</b>			
Net realised gain from sale of investments in securities	7	255,619	427,598
Net gain on changes in fair value of investment in securities	7	16,012,390	4,725,264
Net loss on changes in fair value of investments in leasehold properties	6	(169,989,774)	(99,373,302)
<b>Net loss on investments</b>		<b>(153,721,765)</b>	<b>(94,220,440)</b>
<b>Net increase in net assets resulting from operations</b>		<b>565,723,124</b>	<b>642,743,550</b>

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

**Golden Ventures Leasehold Real Estate Investment Trust****Statement of changes in net assets**

		For the year ended	
		30 September	
	<i>Note</i>	2023	2022
		<i>(in Baht)</i>	
<b><i>Increase in net assets resulting from operations during the year</i></b>			
Net profit on investment		719,444,889	736,963,990
Net realised gain from sale of investments in securities	7	255,619	427,598
Net gain on changes in fair value of investment in securities	7	16,012,390	4,725,264
Net loss on changes in fair value of investments in leasehold properties	6	(169,989,774)	(99,373,302)
<b>Increase in net assets from operations</b>		<b>565,723,124</b>	<b>642,743,550</b>
Distribution to trust unitholders	13	(640,106,880)	(622,914,600)
<b>Increase (decrease) in net assets during the year</b>		<b>(74,383,756)</b>	<b>19,828,950</b>
Net assets at 1 October		9,009,907,930	8,990,078,980
<b>Net assets at 30 September</b>		<b>8,935,524,174</b>	<b>9,009,907,930</b>

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

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Statement of cash flows**

	For the year ended 30 September	
	2023	2022
	<i>(in Baht)</i>	
<b><i>Cash flows from operating activities</i></b>		
Net increase in net assets from operations	565,723,124	642,743,550
<i>Adjustments to reconcile net increase (decrease) in net assets from operations to net cash from operating activities:</i>		
Purchases of investments in securities	(64,942,353)	(709,000,000)
Acquisition of investment in properties	(11,173,922)	(1,295,070)
Proceeds from sales of investments in securities	201,290,715	577,500,000
(Increase) decrease in rental and service receivables	(6,038,473)	9,797,540
(Increase) decrease in prepaid expenses	(26,781)	1,197,949
Increase in other assets	(1,487,420)	(1,192,146)
Increase in other accounts payable	7,556,542	4,670,663
Increase in accrued expenses	276,431	9,935,395
Increase in rent and service income received in advance	1,266,634	7,578,462
Increase (decrease) in deposits from rental and service	2,600,725	(18,503,288)
Increase (decrease) in other liabilities	3,645,200	(13,715,173)
Interest income	(1,647,506)	(129,289)
Interest received	1,013,192	137,010
Finance cost	104,788,891	105,114,392
Net realised gain from sale of investments in securities	(255,619)	(427,598)
Net gain on changes in fair value of investment in securities	(16,012,390)	(4,725,264)
Net loss on changes in fair value of investments in leasehold properties	169,989,774	99,373,302
<b>Net cash from operating activities</b>	<b>956,566,764</b>	<b>709,060,435</b>

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Statement of cash flows

	For the year ended 30 September	
	2023	2022
	(in Baht)	
<i>Cash flows from financing activities</i>		
Payment of lease liabilities	(74,836,200)	(38,836,200)
Interest paid	(72,600,000)	(72,600,000)
Distribution to trust unitholders	(639,869,209)	(612,716,187)
<b>Net cash used in financing activities</b>	<b>(787,305,409)</b>	<b>(724,152,387)</b>
 <b>Net increase (decrease) in cash and cash equivalents</b>	 <b>169,261,355</b>	 <b>(15,091,952)</b>
Cash and cash equivalents at 1 October	40,466,963	55,558,915
<b>Cash and cash equivalents at 30 September</b>	<b>209,728,318</b>	<b>40,466,963</b>

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

For the year ended 30 September 2023

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## **Golden Ventures Leasehold Real Estate Investment Trust**

### **Notes to financial statements**

### **For the year ended 30 September 2023**

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language financial statements, and were approved and authorised for issue by the authorised director of the REIT Manager on 28 November 2023.

#### **1 Description of Golden Ventures Leasehold Real Estate Investment Trust**

Golden Ventures 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 (“the Act”) in accordance with the Trust Deed signed on 22 March 2016 between Frasers Property Commercial Asset Management (Thailand) Co.,Ltd. as the Trust Settlor and Kasikorn Asset Management Company Limited as the Trustee. On 22 March 2016, the Trust was established as a specific closed-end real estate investment trust with an indefinite term. The Trust’s objectives are to raise funds from investors both ordinary and juristic persons, including long-term loans from financial institutions and deposits from rental to invest in 2 projects; Park Ventures Ecoplex Project and Sathorn Square Project (see details of investments in Note 6).

On 4 April 2016, the Stock Exchange of Thailand approved the listing of the Trust’s units and permitted their trading from 4 April 2016 onwards.

The Trust is managed by Frasers Property Commercial Asset Management (Thailand) Co.,Ltd. (“the REIT Manager”), Kasikorn Asset Management Company Limited acts as the Trustee and North Sathorn Realty Company Limited acts as the Property Manager.

As at 30 September 2023, the Trust’s major unitholder is Golden Land Property Development Public Company Limited, which holds 23.63% of the Trust issued and paid-up units (*30 September 2022: 23.52%*).

#### **2 Basis of preparation of the financial statements**

The financial statements are prepared in accordance with the accounting guidance for Property Fund, Real Estate Investment Trust, Infrastructure Fund and Infrastructure Trust, issued by the Association of Investment Management Companies (“AIMC”) as approved by The Securities and Exchange Commission. In case this accounting guidance does not specifically state the practical guidance for a transaction, the Trust shall apply Thai Financial Reporting Standard (TFRS) as announced by Federation of Accounting Professions (“Accounting Guidance”). The financial statements are presented in Thai Baht, which is the Trust’s functional currency.

The preparation of financial statements in conformity with an accounting guidance requires REIT manager to make judgements, estimates and assumptions that affect the application of the Trust’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

#### **3 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, with such distributions to be divided into a year-end distribution and an interim distribution in each quarter (if any). The REIT Manager shall pay

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

distributions to unitholders not more than 4 times a year, unless the Trust increases capital. The REIT manager will pay distributions starting from the first accounting period if the Trust has sufficient profit to pay.

The adjusted net profit means the net profit not including the unrealized gain from the appraisal or verification of the appraisal of the Trust's assets and adjust with other transactions to determine on cash basis of the Trust.

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

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

**4 Significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

**(a) Investments in leasehold properties at fair value**

Investments in leasehold properties are measured at cost, including transaction costs, on initial recognition and subsequently at fair value, with any change recognised in profit or loss and presented as "net gain (loss) on changes in fair value of investments in leasehold properties".

Cost includes expenditure that is directly attributable to the acquisition of the investments in leasehold properties. The fair value is based on appraisal value assessed by independent valuers approved pursuant to the notification of the Securities and Exchange Commission. The Trust will conduct appraisal of properties at least every 2 years, commencing from the date of appraisal the acquired properties or the latest date of appraisal properties or the date of disposal properties or there is any indication of impairment and conduct a review of appraisal at least every year after the date of the latest appraisal. The Trust will not appoint any valuers to appraise the properties for more than two consecutive times.

Differences between the proceeds from disposal and the carrying amount of investments in leasehold properties are recognised in profit or loss and presented as "net realised gain (loss) on investments".

**(b) Investments in securities measured at fair value through profit or loss**

Investment in securities are initially recognised at fair value through profit or loss when the Trust becomes a party to the contractual provisions of the instrument. Transaction costs that are directly attributable to acquire investments are recognised in profit or loss.

Gains and losses on measurement, including any interest or dividend income, are recognised in profit or loss.

The Trust derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Trust neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.



## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

### For the year ended 30 September 2023

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Trust currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### (c) *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and cash deposit.

#### (d) *Rental and service receivables*

Rental and service receivable is measured at transaction price less allowance for expected credit loss.

The Trust estimates lifetime expected credit losses (ECLs), using a provision matrix to find ECLs rate. This method groups the rent receivable based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

Accrued rent and service income is presented as part of rent and service receivables.

#### (e) *Lease*

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

##### *As a lessee*

At commencement of a contract, the Trust allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. For the leases of the Trust has elected not to separate non-lease components and accounted for the lease and non-lease components wholly as a single lease component.

The Trust recognises a right-of-use asset and a lease liability at the lease commencement date except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use assets are initial measured at cost and classify as investment in property as described in note 4(a). The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Trust uses the Trust's incremental borrowing rate to discount the lease payments to the present value. The Trust determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.



**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

*As a lessor*

The accounting policy for lessor is described in note 4(h).

**(f) Interest-bearing liabilities**

Interest-bearing liabilities are measured at amortised cost.

**(g) Fair values 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 market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Trust has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Trust uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

The Trust recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Trust measures assets and assets positions at a bid price and liabilities and liabilities positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Trust determines that the fair value on initial recognition differs from the transaction price, the financial instrument is initially measured at fair value adjusted for the difference between the fair value on initial recognition and the transaction price and the difference is recognised in profit or loss immediately. However, for the fair value categorised as level 3, such difference is deferred and will be recognised in profit or loss on an appropriate basis over the life of the instrument or until the fair value level is transferred or the transaction is closed out.

**(h) Rental income**

At inception or on modification of a contract, the Trust allocates the consideration in the contract to each component on the basis of their relative standalone selling prices.

At lease inception, the Trust considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

When the Trust is an intermediate lessor, the Trust classifies the sub-lease either as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. In case of a head lease is a short-term lease, the sub-lease is classified as an operating lease. Those right-of-use assets are presented as investments in properties.

## **Golden Ventures Leasehold Real Estate Investment Trust**

### **Notes to financial statements**

### **For the year ended 30 September 2023**

The Trust recognises lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of 'rental income'. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as income in the accounting period in which they are earned. Accrued rental income is presented as part of rental and service receivables.

#### **(i) Service income**

Revenue is recognised when a customer obtains control of the services in an amount that reflects the consideration to which the Trust expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts.

Revenue for rendering of services is recognised over time. The related costs are recognised in profit or loss when they are incurred.

#### **(j) Interest**

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

#### **(k) Expenses**

Other expenses are recognised on accrual basis.

#### **(l) Income tax**

The Trust is exempt from corporate income tax in Thailand so that corporate income tax is not recorded in the financial statements.

#### **(m) Distribution to unitholders**

The Trust recognises a reduction in retained earnings at the date a distribution is declared.

## **5 Financial risks**

### ***Credit risk***

Credit risk is the risk of financial loss to the Trust if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Trust's receivables from customers and investments in debt securities. However, the related financial assets have short-term maturity, therefore, the Trust does not anticipate material losses from its debt collection.

The REIT Manager has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

### ***Rental and service receivables***

The Trust's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

**Golden Ventures Leasehold Real Estate Investment Trust****Notes to financial statements****For the year ended 30 September 2023**

The REIT Manager has established a credit policy under which each new customer is analysed individually for creditworthiness before the Trust's commercial terms and conditions are offered.

The Trust limits its exposure to credit risk from receivables by establishing a payment period and outstanding trade receivables are regularly monitored by the Trust. An impairment analysis is performed by the Trust at each reporting date. The provision rates of expected credit loss are based on days past due for individual trade receivables to reflect differences between economic conditions in the past, current conditions and the Trust's view of economic conditions over the expected lives of the receivables.

The following table provides information about the exposure to credit risk and ECLs for rental and service receivables.

<i>Rental and service receivables at 30 September</i>	2023	2022
	<i>(in thousand Baht)</i>	
Within credit term	6,315	3,694
Over due		
1 - 90 days	4,263	1,026
<b>Total</b>	<b>10,578</b>	<b>4,720</b>
Accrued income under operating lease	6,937	6,757
<b>Total</b>	<b>17,515</b>	<b>11,477</b>
Less allowance for expected credit loss	-	-
<b>Net</b>	<b>17,515</b>	<b>11,477</b>

***Currency risk***

The Trust has no financial assets or financial liabilities denominated in foreign currency, therefore, there is no exposure to currency risk.

***Market risk***

The Trust is exposed to market risk due to the holding of investment in equity and debt security for which return on the investment are subject to volatility of economic, political, money market and capital market conditions. Such conditions could have either positive or negative impact on the operation of the company that issues securities, depending on the extent to which the issuers' business type correlates with the market volatility, which could push the security's price up or down.

***Interest rate risk***

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Trust's operations and its cash flows because loans and debentures are mainly fixed. So the Trust has low interest rate risk. The sensitivity impact to the increase or decrease in interest expenses from borrowings, as a result of changes in interest rates is immaterial on financial statements of the Trust.

***Financial risk management policies***

The Trust manages potential risk on investment by setting risk management policy, e.g. investment diversification and analysis of investee's financial position.



## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

### For the year ended 30 September 2023

#### 6 Investments in leasehold properties at fair value

##### *Park Ventures Ecoplex Project*

Location	At the corner of Ploenchit and Wireless Roads, directly connected with the BTS Ploenchit station.
Land ownership	The land is owned by M.L.Suthada Kasemsan and has total area of 5 Rai 36.2 sq.wah.( The Trust did not invest in land which this project located.)
Building ownership	Building is owned by Lertrattakarn Company Limited.
Gross floor area	53,304 sq.m. (excluding the area for The Okura Prestige Bangkok Hotel)
Net leasable area	Approximately 27,418 sq.m. (30 September 2022: 27,418 sq.m.)
Year of completion	2011
Type of investment	<ol style="list-style-type: none"> <li>1 Leasehold rights over some parts of Park Ventures Ecoplex building including its components and other systems, excluding the area for The Okura Prestige Bangkok Hotel, 23<sup>rd</sup> floor to 34<sup>th</sup> floor, some parts of 1<sup>st</sup> floor to 8<sup>th</sup> floor (except 5<sup>th</sup> floor), some parts of rooftops and some parts of basements.</li> <li>2 Freehold rights over furniture and equipment.</li> </ol>
Investment period	Approximately 26 years (ended on 5 September 2041).
Renewal of lease contract	When the lessor obtains the right on renew the main contract. The lessor agrees to give the right to invest and the right of first refusal to the lessee for consider to lease the assets.

On 29 March 2016, the Trust has entered into leasehold rights agreement over office building including its component parts and other systems of Park Ventures Ecoplex building approximately 26 years ended on 5 September 2041 together with purchase of freehold rights over furniture and equipment with Lertrattakarn Company Limited. The Trust paid for the total investment cost in the amount of Baht 2,997 million, for office building and its component in the amount of Baht 2,193 million, for other systems in the amount of Baht 791 million and purchase of freehold rights over furniture and equipment in the amount of Baht 13 million. Moreover, the Trust paid for other additional related expense in the amount of Baht 30 million which recognized in cost of investment in leasehold properties. Additionally, the Trust has commitment for land lease payment for the period of 25 years payable on every 30 August, starting from 30 August 2016 until 30 August 2040.

The Trust has already registered the leasehold rights with Department of Land on 30 March 2016.

##### *Sathorn Square Project*

Location	At the corner of Sathorn and Narathiwat Rajanagarindra Roads, directly connected with the BTS Chong Nonsi station.
Land and building ownership	Land and building are owned by the Crown Property Bureau, total area of 5 Rai 60.32 sq.wah.
Gross floor area	114,567 sq.m.
Net leasable area	Approximately 72,526 sq.m. (30 September 2022: 72,606 sq.m.)
Year of completion	2011
Type of investment	<ol style="list-style-type: none"> <li>1. Subleasehold rights over land</li> <li>2. Subleasehold rights over the Sathorn Square office building including its components parts and other systems</li> <li>3. Freehold rights over furniture and equipment</li> </ol>
Investment period	Approximately 25 years (ended on 6 October 2040).

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

Renewal of sublease contract	When the sublessor obtains the right on renew the main contract. The sublessor agrees to give the right to invest and the right of first refusal to the sublessee for consider to sublease the assets.
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On 29 March 2016, the Trust has entered into subleasehold rights agreement over land, office building including its components parts, and other systems of Sathorn Square office building approximately 25 years ended on 6 October 2040 together with purchase of freehold rights over furniture and equipment with North Sathorn Realty Company Limited. The Trust paid for the total investment cost in the amount of Baht 6,814 million, for office building and its component in the amount of Baht 4,901 million, for other systems in the amount of Baht 1,876 million and purchase of freehold rights over furniture and equipment in the amount of Baht 37 million. Moreover, the Trust paid for other additional related expense in the amount of Baht 64 million which recognized in cost of investment in leasehold properties. Additionally, the Trust has commitment for land sublease payment for the period of 25 years payable on every 30 September, starting from 30 September 2016 until 30 September 2040.

The Trust has already registered the subleasehold rights with Department of Land on 30 March 2016.

On 30 March 2022, The Crown Property Bureau, lessor under the main contract, has allowed North Sathorn Realty Company Limited to postpone the rental payment under the main lease agreement in the 13th year (7 October 2022 - 6 October 2023).

Movement of investments in leasehold properties for the years ended 30 September were as follows:

	2023 (in thousand Baht)	2022 (in thousand Baht)
<b>Investments in leasehold properties - at cost</b>		
At 1 October 2022 / 2021	10,711,198	10,711,078
Impact from lease modification	-	(1,175)
Additional	11,174	1,295
<b>At 30 September</b>	<b>10,722,372</b>	<b>10,711,198</b>
<b>Net gain on changes in fair value of investments in leasehold properties</b>		
At 1 October 2022 / 2021	178,338	277,711
Net loss on changes in fair value of investments in leasehold properties during the period	(169,990)	(99,373)
<b>At 30 September</b>	<b>8,348</b>	<b>178,338</b>
<b>Investment in leasehold properties as at 30 September</b>	<b>10,730,720</b>	<b>10,889,536</b>
<b>Year ended 30 September</b>	<b>2023</b>	<b>2022</b>
	<b>(in thousand Baht)</b>	
<b>Amounts recognised in profit or loss</b>		
Rent and service income	1,153,039	1,130,773
Repair and maintenance expense:		
- property that generated rent and service income	35,356	11,884

The fair value of investment in properties was determined by independent professional valuers by using discounted future cash flows, according to the independent professional valuers' report dated 30 September 2023 and has been categorised as a Level 3 fair value.

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

**Significant unobservable inputs**

- Average rental growth rate (2023: Park ventures weighted average 4% per year, Sathorn Square weighted average 4% per year 2022: Park ventures weighted average 4% - 5% per year, Sathorn Square weighted average 4% - 5% per year)
- Average occupancy rate (2023: Park ventures weighted average 98% - 100% per year, Sathorn Square weighted average 97% - 98% per year 2022: Park ventures weighted average 95% - 96% per year, Sathorn Square weighted average 92% - 93% per year)
- Average rental rate (2023: Park ventures 672 - 3,491 Baht per square meters, Sathorn Square 547 - 2,148 Baht per square meters, 2022: Park ventures 700 - 3,871 Baht per square meters, Sathorn Square 614 - 2,402 Baht per square meters)
- Risk-adjusted discount rates (2023: 9.25%, 2022: 9.25%)
- Return on investment rate: (2023: 8% - 10%, 2022: 5% - 6%)

**Inter-relationship between  
key unobservable inputs and  
fair value measurement**

The estimated fair value increase (decrease) if:

- Expected rental growth rate were higher (lower);
- The occupancy rate were higher (lower);
- Rental rate were higher (lower); or
- The risk-adjusted discount rate were lower (higher).

**Leases**

*As a lessee*

The Trust has entered into subleasehold rights agreement over land, office building including its components parts and other systems of 2 buildings for 25 - 26 years. The rental is payable annually as specified in the contracts.

**For the year ended 30 September**

**Amounts recognised in profit or loss**

	2023	2022
	(in thousand Baht)	
Interest on lease liabilities	31,871	32,208

In 2023, total cash outflow for leases of the Trust was Baht 74.84 million (2022: Baht 38.84 million).

*As a lessor*

The leases of investment properties comprise of Park Ventures Ecoplex Project and Sathorn Square Project that are leased to third parties which classified as operating leases. Each of the leases contains a period of 1 - 5 years. Subsequent renewals are negotiated with the lessee. For all investment property leases, the rental income is fixed under the contracts.



**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

<i>Lease payments to be received from operating leases at 30 September</i>	2023	2022
	<i>(in thousand Baht)</i>	
1 <sup>st</sup> year	891,101	944,913
2 <sup>nd</sup> year	498,844	593,685
3 <sup>rd</sup> year	254,097	208,521
4 <sup>th</sup> year	15,351	27,811
<b>Total</b>	<b>1,659,393</b>	<b>1,774,930</b>

**7 Investments in securities measured at fair value through profit or loss**

	2023	2022
	<i>(in thousand Baht)</i>	
At 1 October 2022 / 2021	1,265,740	1,129,087
Additions	64,942	709,000
Disposal	(201,291)	(577,500)
Net realised gain from sale of investment in securities	256	428
Net gain on changes in fair value of investments in securities	16,012	4,725
<b>At 30 September</b>	<b>1,145,659</b>	<b>1,265,740</b>

**8 Cash and cash equivalents**

	2023		2022	
		Interest rate		Interest rate
	<i>(in thousand Baht)</i>	<i>(%)</i>	<i>(in thousand Baht)</i>	<i>(%)</i>
<b>Cash on hand</b>	20	-	29	-
<b>Cash at banks - current accounts</b>				
Kasikorn Bank Public Company Limited	126,770	-	5,417	-
<b>Cash at banks - savings accounts</b>				
Kasikorn Bank Public Company Limited	32,682	0.25 - 0.80	34,899	0.25
Bank of Ayudhya Public Company Limited	50,256	0.20 - 0.60	122	0.20
<b>Total</b>	<b>209,728</b>		<b>40,467</b>	

**9 Debentures**

	2023	2022
	<i>(in thousand Baht)</i>	
<b>Debenture</b>	<b>2,000,000</b>	<b>2,000,000</b>
<i>Less Unamortised cost relating to the issuance of debenture</i>	<i>(1,238)</i>	<i>(1,556)</i>
<b>Net</b>	<b>1,998,762</b>	<b>1,998,444</b>

On 30 April 2018, the Trust issued Baht 2,000 million unsubordinated and unsecured without a Debentureholder's Representative in registered name from (2,000,000 units with face value of Baht 1,000 per unit) with term of 9 years, fully repayable on 30 April 2027, bearing interest at the fixed rate of 3.63 % per annum and interest payable semi-annually.

The Trust must comply with the specific covenants and maintain the interest bearing ratio which shall not exceed 60% of total asset at the end of fiscal period for entire term of the Debentures.

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

**10 Retained earning**

	2023	2022
	<i>(in thousand Baht)</i>	
At 1 October 2022 / 2021	963,758	943,929
Net profit on investment	719,445	736,964
Net realised gain from sale of investment in securities	256	428
Loss on changes in fair value of investment	(153,978)	(94,648)
Distributions to trust unitholders	(640,107)	(622,915)
<b>At 30 September</b>	<b>889,374</b>	<b>963,758</b>

**11 Expense**

**(a) Management fee**

The REIT Manager has rights to receive REIT management fee from the Trust were as follows:

- 1) The base fee is 0.15% of net assets value (as calculated before deduct the variable fee of REIT Manager) but not less than at minimum fee of Baht 12 million per annum. The base fee will be paid on a monthly basis.
- 2) The variable fee is 0.7% of adjusted net investment income. The variable fee will be paid on a quarterly basis.

Adjusted net investment income means net investment income of REIT plus interest income from financial institutions and minus expenses of the Trust but exclude REIT Manager's variable fee, amortised issuance and offering the Trust unit expenses and adjust with non-cash items paid from building rental and non-cash items received from rental and services income.

**(b) Trustee fee**

The Trustee is entitled to receive a monthly remuneration at a rate 0.1% of net assets value but not less than at minimum fee of Baht 8 million per annum.

**(c) Registrar fee**

The registrar fee is charged at a rate 0.032% per annum of the Trust's registered.

**(d) Property management fee**

Fees are payable to the Property Manager under the Property Management Agreements, which is summarised as follows:

- (1) The base fee is approximately Baht 15 - 33 million per annum for Park Ventures Ecoplex Project and approximately Baht 19 - 45 million per annum for Sathorn Square Project. The base fee is calculated at the certain different fixed amount for each year as stipulated in the property management agreement. The base fee will be paid on monthly basis.
- (2) The variable fee for Park Ventures Ecoplex Project is calculated at the rate of 3.50% - 4.75% per annum for the year 1 - 3 and 6.20% per annum for the fourth year onwards and for Sathorn Square Project is calculated at the rate of 1.55% - 3.45% per annum for the year 1 - 3 and 4.65% per annum for the fourth year onwards. The variable fee is calculated based on percentage of revenue from rental and services provided under building rental which consist of office rental building space, commercial space (excluding revenue from multi-purpose area) and storage space. The variable fee will be paid on quarterly basis.



**Golden Ventures Leasehold Real Estate Investment Trust****Notes to financial statements****For the year ended 30 September 2023****12 Related parties**

A related party is a person or entity that has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of the Trust; a person or entity that is under common control or under the same significant influence as the Trust; or a person or entity over which the Trust has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making.

Other related parties which the Trust had significant transactions during the year with were as follows:

<b>Name of entities</b>	<b>Country of incorporation</b>	<b>Nature of relationships</b>
Fraser's Property Commercial Asset Management (Thailand) Co., Ltd.	Thailand	REIT manager
Kasikorn Asset Management Company Limited	Thailand	Trustee
North Sathorn Realty Company Limited	Thailand	Property management
Golden Land Property Development Public Company Limited	Thailand	Major shareholders
Univentures Public Company Limited Group	Thailand	Subsidiary of an entity which has common directors
Kasikornbank Public Company Limited	Thailand	Shareholder of a trustee
Lertrattakarn Company Limited	Thailand	Subsidiary of an entity which has common directors
Forward system Limited	Thailand	Subsidiary of an entity which has common directors

***Significant transactions with related parties***  
***Year ended 30 September***

	<b>2023</b>	<b>2022</b>
	<i>(in thousand Baht)</i>	
Univentures Public Company Limited Group		
Rent and service income	28,226	26,067
Other cost of rental and services	3,292	1,727
Interest on lease liabilities	12,355	12,689
Kasikornbank Public Company Limited		
Rent and service income	6,148	6,120
Interest income	1,360	129
Bank charge	162	146
Golden Land Property Development Public Company Limited Group		
Other Income	11	5
Management fee	19,113	19,245
Property management fee	95,442	112,949
Other cost of rental and services	-	4,013
Administrative expenses	331	7
Interest on lease liabilities	19,516	19,519
Kasikorn Asset Management Company Limited		
Trustee fee	9,363	9,359

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

***Balances with related parties***  
***At 30 September***

	2023	2022
	<i>(in thousand Baht)</i>	
Kasikornbank Public Company Limited		
Cash and cash equivalents	159,452	40,316
Accrued interest income	589	33
Rental and service receivables	17	18
Accrued income under operating lease agreements	4	-
Rental and service income received in advance	-	1
Deposits from rental and service	1,537	1,493
Univentures Public Company Limited Group		
Rental and service receivables	108	88
Lease liabilities	295,167	303,648
Other accounts payable	256	1,544
Accrued Expense	314	139
Deposits from rental and service	6,643	6,643
Golden Land Property Development Public Company Limited Group		
Rental and service receivables	11	6
Lease liabilities	455,990	490,474
Other accounts payable	-	22
Accrued Management fee	3,638	3,737
Accrued property management fee	13,987	14,172
Kasikorn Asset Management Company Limited		
Other accounts payable	-	834
Accrued trustee fee	1,610	1,616

**Commitments with related parties**

As at 30 September 2023 and 2022, the Trust has commitments for annual land lease payments from entering into the agreements with Lertrattakarn Company Limited, an affiliated company of REIT Manager, and North Sathorn Realty Company Limited, Property Manager (Note 6).

**13 Distribution to trust unitholders**

During 2023 and 2022, the Trust has distributed dividends to unitholders as follows:

Dividend announcement date	For the period	Amount per unit (Baht)	2023 (in thousand Baht)
24 November 2022	1 July - 30 September 2022	0.1911	155,708
10 February 2023	1 October - 31 December 2022	0.1980	161,331
15 May 2023	1 January - 31 March 2023	0.1950	158,886
15 August 2023	1 April - 30 June 2023	0.2015	164,182
			<b>640,107</b>

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

Dividend announcement date	For the period	Amount per unit (Baht)	2022 (in thousand Baht)
25 November 2021	1 July - 30 September 2021	0.1765	143,812
10 February 2022	1 October - 31 December 2021	0.1950	158,886
13 May 2022	1 January - 31 March 2022	0.1920	156,442
15 August 2022	1 April - 30 June 2022	0.2010	163,775
			<b>622,915</b>

**14 Information on investment purchase and sale transactions**

The Trust's purchase and sale transactions during the year ended 30 September 2023, excluding investments in cash at banks, amounted to Baht 266.23 million which was 2.94% of the average net asset values during the year (2022: Baht 1,286 million which was 14.19% of the average net asset values during the year).

**15 Segment information**

Operating segment information is reported in a manner consistent with the Trust's 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 one main reportable operating segment of the Trust is to provide the rental and service on the leasehold property in which the Trust has invested and the single geographical area of its operations is 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.

**16 Information on fair value level and fair value measurement of investments**

<i>Fair value categorised by measurement approach</i>	<i>Note</i>	Level 1	Level 2 (in thousand Baht)	Level 3	Total
<b>At 30 September 2023</b>					
Investment in leasehold properties at fair value	6	-	-	10,730,720	10,730,720
Investments in securities measured at fair value through profit or loss	7	-	1,145,659	-	1,145,659
<b>At 30 September 2022</b>					
Investment in leasehold properties at fair value	6	-	-	10,889,536	10,889,536
Investments in securities measured at fair value through profit or loss	7	-	1,265,740	-	1,265,740

The financial instruments traded in non-active markets and measured at obviously quoted market prices, buying and selling prices offered by traders or optional price references with supporting observable data will be categorised as level 2. These financial instruments comprised worth-investing corporate debt instruments and derivatives in direct trading market.



**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2023**

Investments categorised in level 3 have significant unobservable data as they are not actively traded.

The following table shows movements in level 3 investments for the year ended 30 September 2023 and 2022:

	2023	2022
	<i>(in thousand Baht)</i>	
<b>At 1 October 2022 / 2021</b>	10,889,536	10,988,789
Impact from lease modification	-	(1,175)
Additional	11,174	1,295
Net loss on changes in fair value of investments in leasehold properties	(169,990)	(99,373)
<b>At 30 September</b>	<b>10,730,720</b>	<b>10,889,536</b>

**17 Commitments with non-related parties**

	2023	2022
	<i>(in thousand Baht)</i>	
<b>Other commitment</b>		
Letters of guarantee issued by banks for the purpose of electricity consumption	14,183	14,183
<b>Total</b>	<b>14,183</b>	<b>14,183</b>

*Commitments on credit facilities*

As at 30 September 2023, the Trust had unutilised credit facilities amounting to Baht 181 million (30 September 2022: Baht 181 million).

**18 Events after the reporting period**

At the Board of Directors Meeting of the REIT Manager held on 28 November 2023, the Board of Directors approved the appropriation of distributions for the operation from 1 October 2022 to 30 September 2023 totaling of Baht 640.11 million. Such distribution has been paid during the period totaling of Baht 484.40 million. The rest totaling of Baht 155.71 million at the rate of Baht 0.1911 per unit will be paid to its unitholders in December 2023.





# INVEST IN PREMIUM QUALITY ASSETS IN PRIME LOCATIONS

## REIT Manager

Frasers Property Commercial Asset  
Management (Thailand) Co., Ltd. (Head Office)  
944 Mittown Office Tower, 22<sup>nd</sup> Floor, Rama IV Road  
Wangmai, Pathumwan, Bangkok 10330  
Tel: 0 2483 0000

## Contact

[www.gvreit.com](http://www.gvreit.com)  
E-mail: [th.gvreit.ir@frasersproperty.com](mailto:th.gvreit.ir@frasersproperty.com)

## Trustee

Kasikorn Asset Management Co., Ltd.  
400/22 Kasikorn Bank Building Floor 6 and 12,  
Phaholyothin Road, Samsen Nai,  
Phayathai, Bangkok 10400  
Tel: 0 2673 3999, Fax: 0 2673 7809