

# ANNUAL REPORT

2024

Astra Future City Freehold and Leasehold  
Real Estate Investment Trust (AXTRART)



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## Message from the REIT Manager

Dear Trust Unitholders,

On behalf of Aextra Future City Property REIT Co., Ltd., in our capacity as the REIT Manager of AXTRA Future City Freehold and Leasehold Real Estate Investment Trust (AXTRART), I am pleased to inform you of AXTRART's successful conversion from the Lotus's Retail Growth Freehold and Leasehold Property Fund (LPF) and its listing on the Stock Exchange of Thailand on December 12, 2024. This milestone marks a significant advancement in enhancing investment potential and generating long-term value for our unitholders.

At present, AXTRART invests in 23 branches of Lotus's, strategically located across the country in key central business and major tourist areas. These properties offer a combined leasable area of 339,000 square meters with an average occupancy rate of 97%, reflecting the high quality of the assets in which the trust invests.

Aextra Future City Property REIT Co., Ltd. (AXTRARM) applies its expertise and knowledge in managing AXTRART for the benefit of our trust unitholders. Our priority is to ensure the trust operates efficiently and transparently, providing stable long-term returns. We also receive invaluable support from CP AXTRA Public Company Limited (CPAXT) and CP Future City Development Corporation Company Limited (CPFC) both of which specialize in retail real estate management and investment through their close collaboration and advice.

Looking ahead, AXTRART will continue to pursue proactive management strategies by focusing on increasing occupancy and rental revenue through optimal space utilization, as well as investing in high-potential real estate assets to drive growth. In addition, we will consider property disposals at appropriate times to generate additional cash flow for new investments. AXTRART also places great importance on environmental and social initiatives under good corporate governance principles commonly referred to as ESG (Environmental, Social, and Governance) providing investors and data users with broader insights beyond financial metrics. This commitment fosters confidence in our organization by demonstrating effective and transparent business management, competitiveness, and sustainable long-term returns, such as infrastructure improvements and the installation of solar power systems (Solar Cells).

We remain dedicated to efficient management and sustainable growth in accordance with sound corporate governance principles, aiming to deliver stable, long-term returns for our trust unitholders. We sincerely hope that we will continue to earn your trust and support going forward.

Thank you for your confidence in us and for being part of AXTRART's success.

Yours sincerely,



Sompong Rungnirattisai

Chairman

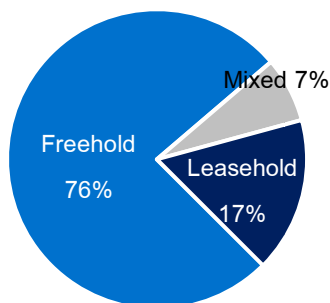
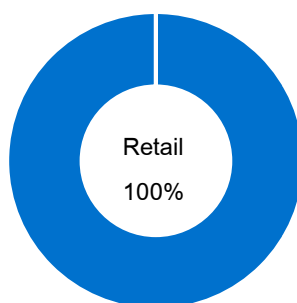
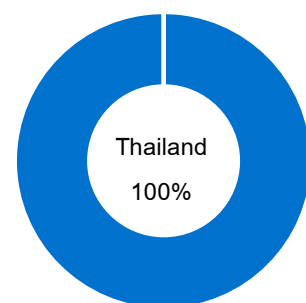
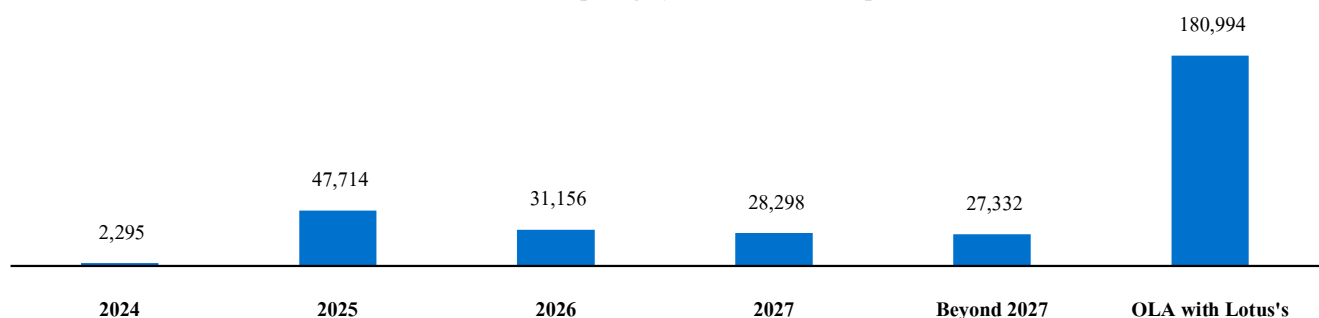
Axtra Future City Property REIT Co., Ltd.



**Summary of AXTRART***As of December 31, 2024*

<b>REIT Name (Thai)</b>	ทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์และสิทธิการเช่า แอ็กซัตรา ฟิวเจอร์ ซิตี้
<b>REIT Name (English)</b>	Axtra Future City Freehold and Leasehold Real Estate Investment Trust
<b>Abbreviation</b>	AXTRART
<b>REIT Manager</b>	Axtra Future City Property REIT Company Limited
<b>Property Manager</b>	CP Axtra Public Company Limited
<b>Trustee</b>	Krungthai Asset Management Public Company Limited
<b>Auditor</b>	KPMG Phoomchai Audit Company Limited
<b>REIT Establishment Date</b>	September 10, 2024

Market Cap	THB 28,047.40 million	Closing Price as of 30 Dec 2024	THB 12.00
No. of Trust Units	2,337,282,928 units	Authorized Capital	THB 28,085.96 million
Net Asset Value (NAV)	THB 28,463.04 million	NAV per Unit	THB 12.1778
PAR Value	THB 12.0165	REIT Approval Date	September 13, 2024
Price / NAV	1.00 time	Weighted Average Lease Expiry	82.6 years

**Investment Proportion****Asset Type****Origin of Revenue****Leased Area Expiring by Contract Term (sq.m.)**

As of December 31, 2024

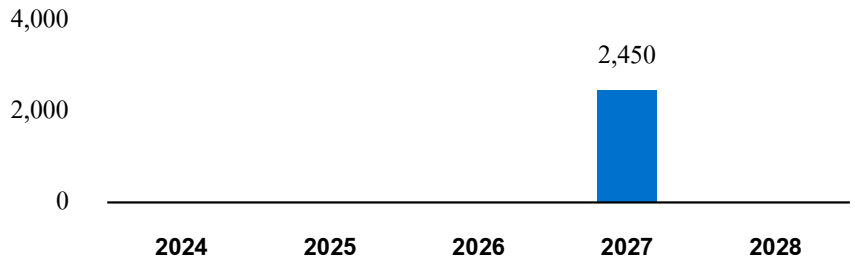
### Capital Structure

Unit: THB mn

Total Assets	31,975.66
Total Liabilities	3,512.62
Equity	28,085.96
Retained Earnings (Deficit)	377.08
IBD/Total Assets	7.7%

### Debt Expiry Profile

Unit: THB mn



### Appraised Property Value

Order	Location	Appraisal Value Based on Income Approach Basis (THB mn)	Type of Asset	Appraisal Company
1	Mahachai	588	Freehold	Sims Property Consultant Company Limited
2	Srinakarin	3,545	Freehold	
3	Pracha Chuen	1,744	Freehold	
4	Rangsit Khlong 7	1,568	Freehold	
5	Krabi	2,075	Freehold	
6	Singburi	591	Freehold	
7	Ranong	756	Freehold	
8	Thung Song	703	Freehold	
9	Pranburi	977	Freehold	
10	Mae Sai	947	Freehold	
11	Nakhon Si Thammarat	1,487	Freehold	
12	Phuket	3,186	Freehold	
13	Salaya	1,943	Freehold	
14	Navanakorn	2,687	Freehold	
15	Phitsanulok	1,147	Mixed	
16	Samui	958	Mixed	
17	Lam Luk Ka Khlong 6	516	Leasehold	
18	Phetchaboon	711	Leasehold	
19	Amata Nakorn	1,455	Leasehold	
20	Sena Ayutthaya	315	Leasehold	
21	Rangsit-Nakornnayok	487	Leasehold	
22	Bangpu	663	Leasehold	
23	Rama 1	851	Leasehold	

The appraisal report can be viewed at [www.axtrart.com](http://www.axtrart.com)

**List of Major Trust Unitholders (Data as of 2 December 2024)**
*As of December 31, 2024*

	Entity	No. of Units	% Units
1	CP Aextra Public Company Limited	584,321,250	25.00%
2	Social Security Office	244,125,810	10.44%
3	Government Pension Fund	203,456,639	8.70%
4	Bangkok Life Assurance Public Company Limited	132,077,100	5.65%
5	Eastspring Property and Infrastructure Income Plus Flexible Fund	73,889,900	3.16%

Foreign Limit

49.00%

Current Foreign Holding

1.60%

**Distribution Payment Policy**

Distribute no less than 90% of the adjusted net profit for the fiscal year and make payments to trust unit holders at least four times per year, subject to the trust's performance.

Type of Payment	Sep 10, 2024 (Trust establishment date) – Dec 31, 2024
Distribution Payment	Accumulated payables for the next period <sup>1</sup>
Capital Reduction	-
<b>Total</b>	-

<sup>1</sup> As the trust received the transfer of assets and liabilities from the Lotus's Retail Growth Leasehold Property Fund ("LPF") on November 26, 2024, its operating income for the fiscal year 2024 covers the period from November 26, 2024, to December 31, 2024, totaling one month and five days. The REIT manager has decided to accumulate the distribution benefits for the fiscal year ending December 31, 2024, and include them in the next distribution cycle.

(For more details, please refer to Section 3, Clause 7.3 on the trust's distribution payments.)

**Estimated Short-Term Returns of the Trust for the Fiscal Year 2025 (January 1, 2025 – December 31, 2025)**

In case of converted from LPF to AXTRART <sup>1</sup>	Rate of Distribution Payment and Capital Reduction
Estimated Distribution Payment	7.21% <sup>2</sup>
Estimated Capital Reduction	-
<b>Total</b>	<b>7.21%</b>

<sup>1</sup> Based on Audited Projected Statement of Income and Distribution Payments for January 1, 2025 to December 31, 2025

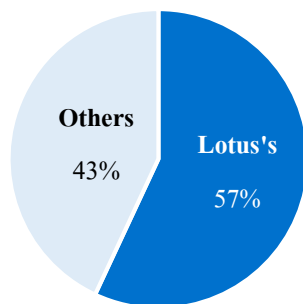
<sup>2</sup> Calculated based on the estimated distribution payment per unit of 0.8751 THB per unit, assuming weighted average closing price of the trust in year 2024 at 12.14 THB per unit.

As of December 31, 2024

### Details of Tenants

Tenant Mix	% of Occupied Area <sup>/1</sup>
Anchor Tenants <sup>/2</sup>	29.4%
Food and Beverage	18.3%
Technological Products and Services	9.8%
Fashion and Accessories	7.2%
Auto Services and Repair	7.0%
Games and Karaoke	6.3%
Wellness and Beauty	6.3%
Financial Services	5.6%
Grab and Go	2.5%
Education	2.2%
Others	5.4%
<b>Total</b>	<b>100.0%</b>

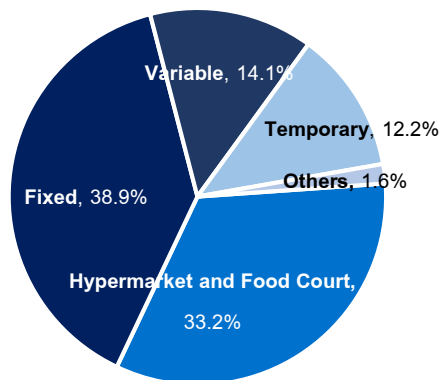
### Distribution of Tenants by Type<sup>/1</sup>



### Occupancy Rate

Location	NLA (sq.m.) <sup>/1</sup>	Occ. Rate as of December 31, 2024 <sup>/1</sup>
Mahachai	8,500	99%
Phitsanulok	15,944	91%
Srinakarin	31,621	97%
Pracha Chuen	12,502	99%
Samui	21,231	93%
Rama 1	15,631	95%
Lam Luk Ka Khlong 6	11,307	97%
Rangsit Khlong 7	12,503	97%
Krabi	16,172	99%
Phetchaboon	13,798	99%
Singburi	11,369	93%
Ranong	7,675	99%
Thung Song	11,060	98%
Pranburi	9,105	98%
Amata Nakorn	22,354	93%
Mae Sai	7,546	100%
Sena Ayutthaya	7,914	95%
Nakhon Si Thammarat	15,521	95%
Phuket	22,281	99%
Rangsit-Nakornnayok	13,059	99%
Bangpu	12,819	98%
Salaya	18,573	95%
Navanakorn	20,515	100%
<b>Total</b>	<b>339,000</b>	<b>97%</b>

<sup>/1</sup> The percentage represents leased areas occupied by long-term tenants (permanent tenants),

<sup>/2</sup> Excluded Lotus's Hypermarket and Food Court


Rental and Services Income: THB 280.26 million

### 2024 Performance Results

Average Rental Rate <sup>/1</sup>	1,197 THB per square meter
Rental and Services Income	THB 280.26 million
Total Income	THB 289.23 million
Net Profit from Investment	THB 181.87 million

<sup>/1</sup> Average rental rate for long-term lease agreement (permanent tenants) as of December 2024 (Excluded Hypermarket, Food Court, and Anchor

As of December 31, 2024

Key Financial Highlight (THB million)	2024
Rental and Service Income	280.26
Other Income	8.97
Adjusted Earnings Before Interest, Tax, Depreciation, and Amortization (EBITDA)	183.31
Increase in Net Assets from Operations	377.08
Earnings Per Unit (EPU) (THB)	0.16
Distribution Per Unit (DPU)	Accumulated payables for the next period
Total Liabilities to Total Assets (times)	0.11
Finance Costs (%)	3.48
Net Cash Provided By (Used In) Operating Activities	364.40
Net Cash Provided By (Used In) Financing Activities	678.40
Cash and Cash Equivalents at Year End	1,042.80
Net Asset Value (NAV)	28,463.04
Price of Trust Unit/NAV (times)	0.99
Market Capitalization	28,047.40
Closing Price at the End of Period	12.00

**Management's Discussion and Analysis of the Trust's Operations and Financial Position**

AXTRART completed the transfer of assets and liabilities from the LPF on November 26, 2024, resulting in operating income for the year 2024 equivalent to 1 month and 5 days. During this period, the Trust recorded total revenue of THB 289.23 million and total expenses of THB 107.36 million, resulting in net investment income of THB 181.87 million. Including a gain from the change in fair value of properties amounting to THB 195.22 million, the Trust reported a net increase in assets from operations of THB 377.09 million.

**Latest Auditor's Report Type:** -Unqualified Opinion-

**Summary of Loan Agreement**

Lender	CIMB Thai Bank Public Company Limited
Objective of Borrowing	Refinance
Credit Line	THB 2,450,000,000
Interest Rate	MLR less fixed rate as specified in the contract
Interest Payment	Quarterly
Maturity Date	20 December 2027
Collateral	-None-

**Fees and Expense Payable by AXTRART***As of December 31, 2024*

Fees and Expenses	Actual Charge (THB mn)	% of Net Investment Income
REIT Manager Fees	4.22	2.32
Trustee Fees	1.95	1.07
Registrar Fees	0.69	0.38
Property Management Fees	22.92	12.60
Property Operating Expenses <sup>/1</sup>	30.04	16.52
<sup>/1</sup> Including expenses related to insurance, relevant taxes, advertising, public relations, sales promotion, and depreciation of right-of-use assets.		

**Summary of Key Risk Factors**Risks Related to the Trust and Its Operations

1. The success of the trust depends on the REIT Manager and property manager's ability to manage and operate the real estate and leasehold properties effectively.
2. General risks from operating a retail leasing business, including rising operational costs, investment expenses, and other costs related to the main assets, which could negatively impact the trust's financial status and performance.
3. Dependence on CPAXT for use of "lotus" brand
4. Risk from leasehold property investments - the value of leasehold properties may decrease over time as the lease period shortens.
5. Risks from counterparties failing to comply with other related contract
6. Potential risks arising from borrowing

Risks Related to the Main Assets the Trust Invests In

1. The trust and tenants in some shopping malls face competition from other shopping centers, hypermarkets, and retail stores located in the same target area, as well as from other retail channels.
2. The assets the trust invests in are at risk if tenants do not renew their leases and if there is a loss of anchor tenants.
3. There is a risk of damage or loss if the main assets the trust invests in are not covered by insurance policies.
4. Ongoing or planned transportation infrastructure construction and nearby improvement projects may hinder access to the main assets or may not be completed. The government may also reclaim the right to use state land, such as access routes to the main assets.
5. Natural disasters, other force majeure events, terrorism, and war may negatively impact the trust's income.
6. The main assets may require major repairs and renovations, which could temporarily close parts of the shopping malls and negatively impact the trust's financial status and performance.



As of December 31, 2024

Risks Related to the Main Assets the Trust Invests In (Continue)

7. The appraised value of the main assets by valuation companies does not reflect the true value and cannot guarantee that the sale price will match the appraised value, either now or in the future.
8. A decline in the fair value of the main assets will negatively impact the trust's profit and loss, net asset value, and dividend-paying ability.
9. The trust may have conflicts of interest with CPAXT regarding the purchase and lease of real estate.
10. Some leasehold rights consist of multiple land lease agreements, and some properties have both ownership and leasehold rights, creating uncertainty.
11. The assets held by the trust may incur increased property-related expenses, including operational costs.

Risks in Real Estate Investment

1. Investing in real estate generally carries risks, and the trust does not diversify its investments into other businesses.
2. The trust may be negatively impacted by the lack of liquidity in investing in the main assets and the lack of alternative uses for these assets.
3. The trust's strategy of investing in real estate or leasehold rights used for retail business may carry higher risks compared to other trusts or mutual funds with more diversified investment portfolios.
4. The main assets the trust will invest in may be subject to expropriation.

Risks Related to Investing in Trust Units

1. The price of trust units may fluctuate.
2. Risk of lack of liquidity in trading trust units in the secondary market.
3. Changes in tax policies related to investing in trust units may pose risks.
4. The trust may not be able to pay dividends to trust unit holders or maintain the level of dividend payments.

**Contact Information**

REIT Manager	Axtra Future City Property REIT Company Limited
Address	111, True Digital Park West Building, Unit 1001/1, 10th Floor, Sukhumvit Road, Bang Chak, Phra Khanong, Bangkok 10260
Tel	063-848-4677
URL	www.axtrart.com
Trustee	Krungthai Asset Management Public Company Limited
Address	1 Empire Tower, 32nd Floor, South Sathorn Road, Yan Nawa Subdistrict, Sathorn District, Bangkok 10120
Tel	02-686-6100
URL	www.ktam.co.th

## 1. General Information

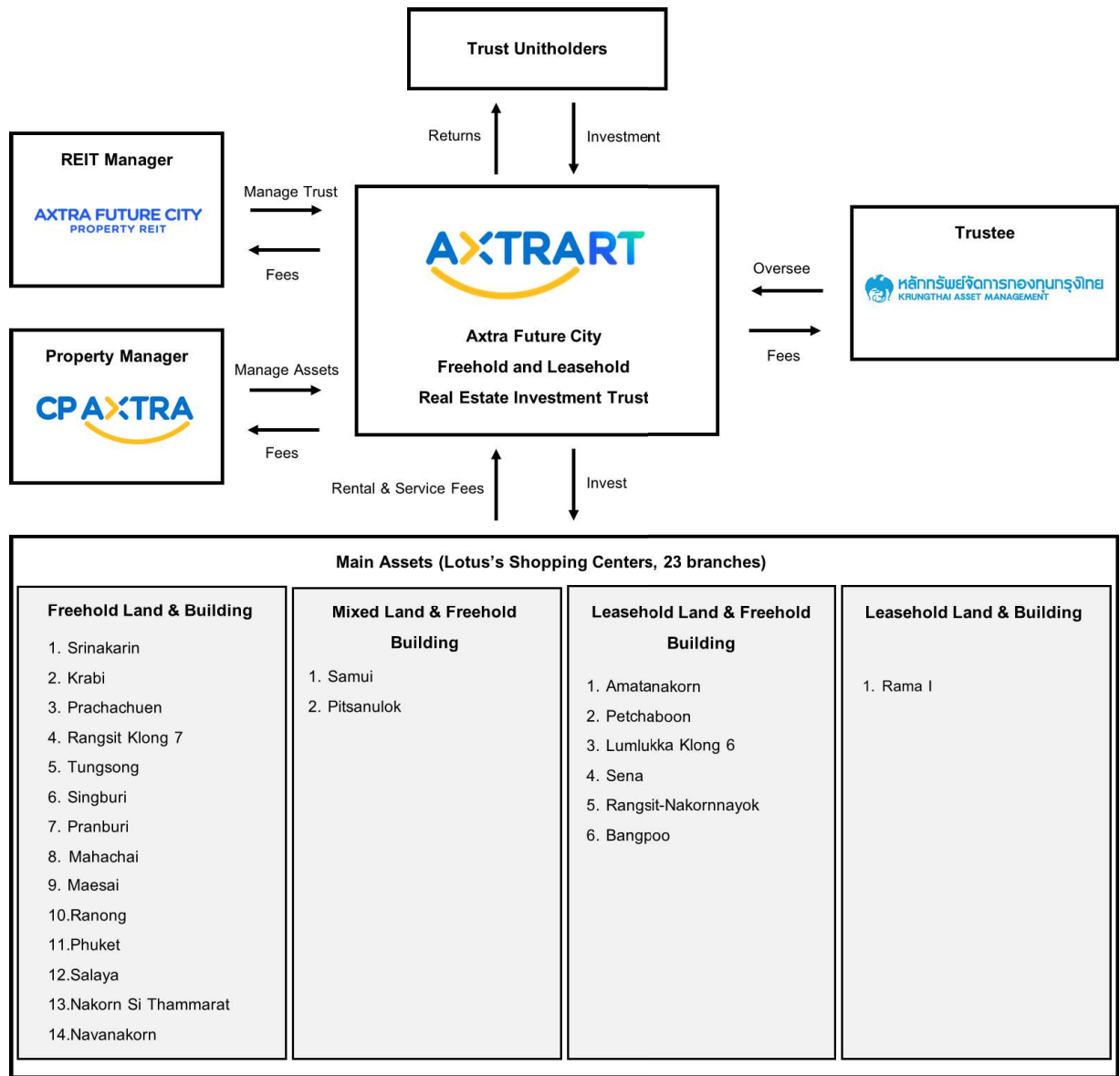
<b>Thai Name</b>	ทรัสต์เพื่อการลงทุนในอสังหาริมทรัพย์และสิทธิการเช่า แอ็กซัตรา ฟิวเจอร์ ซิตี้
<b>English Name</b>	Axtra Future City Freehold and Leasehold Real Estate Investment Trust
<b>Ticker</b>	AXTRART
<b>Authorized Capital</b>	THB 28,085,960,304.31
<b>Term</b>	Indefinite
<b>Type of Trust Units</b>	Non-redeemable
<b>REIT Manager</b>	Axtra Future City Property REIT Company Limited
<b>Property Manager</b>	CP Axtra Public Company Limited
<b>Trustee</b>	Krungthai Asset Management Public Company Limited

## 2. Policy, Business Overview, and Benefit Procurement

### 2.1 Background and Objective of the Trust

Axtra Future City Freehold and Leasehold Real Estate Investment Trust (the “**Trust**”) was established to facilitate the conversion of a property fund and investing in real estate. The primary objective of the Trust is to invest in high-quality freehold and leasehold real estate assets, including but not limited to properties such as shopping malls, retail and wholesale properties, and other related real estate assets. The Trust aims to generate benefits primarily through rental income, service fees, or other similar revenues, with the goal of providing consistent long-term returns to unitholders. Additionally, the Trust seeks to expand its asset base by investing in additional properties to ensure continuous revenue growth. It may also invest in other assets and/or securities and/or seek returns through other means as permitted by securities laws and/or other relevant regulations.

## 2.2 Structure of AXTRART



Krungthai Asset Management Public Company Limited (“**KTAM**”) is appointed as the Trustee for the Trust. The Trustee’s responsibilities include overseeing the REIT Manager’s compliance with the Trust Deed and related agreements, ensuring that the best interests of the unitholders are upheld. Axtra Future City Property REIT Management Company Limited (referred to as the “**Company**” or the “**REIT Manager**”) serves as the REIT Manager. The REIT Manager is responsible for the management and operation of the trust, ensuring compliance with the terms of the Trust Deed. Major shareholders of the

REIT Manager include CP Aextra Public Company Limited ("CPAXT") and CP Future City Development Corporation Limited ("CPFC"), collectively holding 100% of total issued shares and considered related parties.

The trust seeks benefits from investment primarily through leasing spaces in 23 Lotus stores to tenants. It also provides related services for leasing operations. The property management of these assets falls under the responsibility of CP Aextra Public Company Limited, which has been appointed as the property manager.

The management of the trust is governed by the provisions of the Trust Deed, the details of which can be found in Annex 2. Investors can request a copy of the full Trust Deed from Aextra Future City Property REIT Management Company Limited.

## 2.3 Asset Information

### 2.3.1 Asset Details as of December 31, 2024


Total Asset Value (THB)	Net Asset Value (THB)	Net Asset Value per Unit (THB)	Unit Price (THB)
31,975,657,087	28,463,041,792	12.1778	12.00 <sup>1</sup>

**Notes:** <sup>1</sup>Closing Price as of December 30, 2024


Asset Details as of December 31, 2024	Value (THB)	Percentage of NAV (%)
Investment in Real Estate and Leasehold Properties	30,164,993,693	106.0
Cash and Cash Equivalents	1,042,796,694	3.7
Rental and Service Receivables	373,805,541	1.3
Deferred Expenses	30,352,711	0.1
Right-of-Use Assets	239,773,700	0.8
Other Assets	123,934,748	0.4
<b>Total Assets</b>	<b>31,975,657,087</b>	<b>112.3</b>
<b>Net Assets</b>	<b>28,463,041,792</b>	<b>100.0</b>

### 2.3.2 Key Asset Details

#### 1) Srinakarin Project


Item	Details
<b>Project Image</b>	
<b>Project Location</b>	9, Moo 6, Srinakarin Road, Bang Mueang Mai Subdistrict, Mueang District, Samut Prakan
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 48-1-74.3 rai.</li> <li>2. Freehold ownership of a two-story shopping center with a mezzanine floor.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 57,374 sq.m. Net Leasable Area (NLA): 31,621 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 3,614,353,589
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 3,545,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited

## 2) Krabi Project


Item	Details
<b>Project Image</b>	
<b>Project Location</b>	191, Moo 12, adjacent to Phetkasem Road (Highway 4), between kilometer markers 976-977, Krabi Noi Subdistrict, Mueang Krabi District, Krabi.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 30-1-51.8 rai.</li> <li>2. Freehold ownership of a two-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 37,120 sq.m. Net Leasable Area (NLA): 16,172 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 2,026,994,866
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 2,075,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited




### 3) Prachachuen Project

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	829, Pracharat Sai 2 Road, Bang Sue, Bangkok.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 14-3-93.4 rai.</li> <li>2. Freehold ownership of a two-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 34,213 sq.m. Net Leasable Area (NLA): 12,502 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 1,724,241,184
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 1,744,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited


4) **Rangsit Klong 7 Project**

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	41/2, Moo 2, Rangsit-Nakhon Nayok Road, Lam Phakkut Subdistrict, Thanyaburi District, Pathum Thani.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 144-1-71 rai.</li> <li>2. Freehold ownership of a single-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 17,859 sq.m. Net Leasable Area (NLA): 12,503 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 1,410,341,588
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 1,568,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited


## 5) Tungsong Project

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	144, Moo 2, Chumphon-Phatthalung Road (Highway 41), Nong Hong Subdistrict, Thung Song District, Nakhon Si Thammarat.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 30-2-85.7 rai.</li> <li>2. Freehold ownership of a two-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 24,975 sq.m. Net Leasable Area (NLA): 11,060 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 749,816,329
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 703,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited

**6) Singburi Project**

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	189, Moo 7, Bang Pa-In–Nakhon Sawan Road (Highway 32), Bang Nga Subdistrict, Tha Wung District, Lopburi.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 24-2-9 rai.</li> <li>2. Freehold ownership of a two-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 26,048 sq.m. Net Leasable Area (NLA): 11,369 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 625,205,952
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 591,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited

7) **Pranburi Project**


Item	Details
<b>Project Image</b>	
<b>Project Location</b>	706, Moo 7, Phetkasem Road, Khao Noi Subdistrict, Pranburi District, Prachuap Khiri Khan.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 22-3-58.6 rai.</li> <li>2. Freehold ownership of a single-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 12,273 sq.m. Net Leasable Area (NLA): 9,105 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 947,627,330
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 977,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited

## 8) Mahachai Project


Item	Details
<b>Project Image</b>	
<b>Project Location</b>	119, Moo 7, Setthakit 1 Road, Tha Sai Subdistrict, Mueang District, Samut Sakhon.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 20-3-71 rai.</li> <li>2. Freehold ownership of a single-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 22,983 sq.m. Net Leasable Area (NLA): 8,500 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 440,010,942
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 588,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited




9) **Maesai Project**

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	156, Moo 5, Phahonyothin Road, Wiang Phang Kham Subdistrict, Mae Sai District, Chiang Rai.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 32-3-0 rai.</li> <li>2. Freehold ownership of a single-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 11,255 sq.m. Net Leasable Area (NLA): 7,546 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 920,614,672
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 947,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited


## 10) Ranong Project

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	25/15, Moo 1, Phetkasem Road, Bang Rin Subdistrict, Mueang Ranong District, Ranong.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 26-0-50.8 rai.</li> <li>2. Freehold ownership of a single-story shopping center</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 11,320 sq.m. Net Leasable Area (NLA): 7,675 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 722,705,816
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 756,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited


**11) Phuket Project**

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	104, Moo 5, Chalerm Phra Kiat Road, Rassada Subdistrict, Mueang Phuket District, Phuket.
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 44-2-0 rai.</li> <li>2. Freehold ownership of a single-story shopping center with a mezzanine</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 31,262 sq.m. Net Leasable Area (NLA): 22,281 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 3,111,516,675
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 3,186,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited


## 12) Salaya Project

Item	Details
Project Image	
Project Location	99/14, Moo 1, Borommaratchachonnani Road, Bang Toey Subdistrict, Sampran District, Nakhon Pathom.
Investment Structure	<ol style="list-style-type: none"><li>1. Freehold ownership of land with a total area of 38-3-99 rai.</li><li>2. Freehold ownership of a two-story shopping center</li><li>3. Freehold ownership of utility systems and related facilities.</li><li>4. Freehold ownership of other related movable property.</li></ol>
Building Area as of December 2024	Gross Floor Area (GFA): 25,765 sq.m. Net Leasable Area (NLA): 18,573 sq.m.
Transfer Date from LPF	November 26, 2024
Transferred Value from LPF	THB 2,011,506,374
Latest Appraisal Date	November 26, 2024
Appraised Value (Income Approach)	THB 1,943,000,000
Appraiser	Sims Property Consultant Company Limited

## 13) Nakorn Si Thammarat Project


หัวข้อ	รายละเอียด
Project Image	
Project Location	15, Pattanakan-Khukwang Road, Naimuang Subdistrict, Muang District, Nakorn Si Thammarat
Investment Structure	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 26-0-33.6 rai.</li> <li>2. Freehold ownership of a single-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
Building Area as of December 2024	Gross Floor Area (GFA): 21,225 sq.m. Net Leasable Area (NLA): 15,521 sq.m.
Transfer Date from LPF	November 26, 2024
Transferred Value from LPF	THB 1,431,273,145
Latest Appraisal Date	November 26, 2024
Appraised Value (Income Approach)	THB 1,487,000,000
Appraiser	Sims Property Consultant Company Limited

#### 14) Navanakorn Project


Item	Details
<b>Project Image</b>	
<b>Project Location</b>	98/103, Moo 13, Phaholyothin Road, Klong Nueng Subdistrict, Klong Nueng District, Pathumthani
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 31-0-5 rai.</li> <li>2. Freehold ownership of a 2-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 40,012 sq.m. Net Leasable Area (NLA): 20,515 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 2,599,326,167
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 2,687,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited




## 15) Samui Project

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	No. 1/7, Moo 6, Tawirat Pakdi Road, Boput Subdistrict, Ko Samui District, Surat Thani
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 22-1-52 rai.</li> <li>2. Leasehold ownership of land with a total area of 24-3-78 rai.</li> <li>3. Freehold ownership of a single-story shopping center.</li> <li>4. Freehold ownership of utility systems and related facilities.</li> <li>5. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on May 14, 2037.</p>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 25,732 sq.m. Net Leasable Area (NLA): 21,231 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 727,162,174
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 958,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited


## 16) Pitsanulok Project

Item	Details
Project Image	
Project Location	909, Moo 10, Mitraphap Road, Aranyik Subdistrict, Muang District, Phitsanulok
Investment Structure	<ol style="list-style-type: none"> <li>1. Freehold ownership of land with a total area of 31-2-71.4 rai.</li> <li>2. Leasehold ownership of land with a total area of 0-2-59.5 rai.</li> <li>3. Freehold ownership of a 2-story shopping center.</li> <li>4. Freehold ownership of a single-story shopping center.</li> <li>5. Freehold ownership of utility systems and related facilities.</li> <li>6. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on December 29, 2035</p>
Building Area as of December 2024	Gross Floor Area (GFA): 22,010 sq.m. Net Leasable Area (NLA): 15,944 sq.m.
Transfer Date from LPF	November 26, 2024
Transferred Value from LPF	THB 1,116,265,609
Latest Appraisal Date	November 26, 2024
Appraised Value (Income Approach)	THB 1,147,000,000
Appraiser	Sims Property Consultant Company Limited


## 17) Amata Nakorn Project

Item	Details
Project Image	
Project Location	700/75, Moo 5, Theprat Road, Klong Tamru Subdistrict, Muang District, Chonburi
Investment Structure	<ol style="list-style-type: none"> <li>1. Leasehold ownership of land with a total area of 45-1-35.6 rai.</li> <li>2. Freehold ownership of a 2-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on October 20, 2039.</p>
Building Area as of December 2024	<p>Gross Floor Area (GFA): 32,021 sq.m.</p> <p>Net Leasable Area (NLA): 22,354 sq.m.</p>
Transfer Date from LPF	November 26, 2024
Transferred Value from LPF	THB 1,649,961,596
Latest Appraisal Date	November 26, 2024
Appraised Value (Income Approach)	THB 1,455,000,000
Appraiser	Sims Property Consultant Company Limited


**18) Phetchaboon Project**

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	929, Moo 2, Saraburi-Lomsak Road, Sadiang Subdistrict, Muang District, Phetchaboon
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Leasehold ownership of land with a total area of 43-2-5.4 rai.</li> <li>2. Freehold ownership of a single-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on August 21, 2037.</p>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 18,984 sq.m. Net Leasable Area (NLA): 13,798 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 785,111,082
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 711,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited


## 19) Lumlukka Klong 6 Project

Item	Details
Project Image	
Project Location	75, Moo 5, Lam Luk Ka Road, Beung Kam Proi Subdistrict, Lam Luk Ka District, Pathum thani
Investment Structure	<ol style="list-style-type: none"> <li>1. Leasehold ownership of land with a total area of 33-1-0 rai.</li> <li>2. Freehold ownership of a single-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on May 14, 2037.</p>
Building Area as of December 2024	<p>Gross Floor Area (GFA): 15,905 square meters</p> <p>Net Leasable Area (NLA): 11,307 square meters</p>
Transfer Date from LPF	November 26, 2024
Transferred Value from LPF	THB 545,128,006
Latest Appraisal Date	November 26, 2024
Appraised Value (Income Approach)	THB 516,000,000
Appraiser	Sims Property Consultant Company Limited


## 20) Sena Project

Item	Details
Project Image	
Project Location	49, Moo 1, Sai Ayutthaya-Sena Road (TL. 3263), Bang Nom Koh Subdistrict, Sena District, Ayutthaya
Investment Structure	<ol style="list-style-type: none"> <li>1. Leasehold ownership of land with a total area of 24-2-96 rai.</li> <li>2. Freehold ownership of a single-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on April 3, 2038.</p>
Building Area as of December 2024	Gross Floor Area (GFA): 11,281 sq.m. Net Leasable Area (NLA): 7,914 sq.m.
Transfer Date from LPF	November 26, 2024
Transferred Value from LPF	THB 355,474,624
Latest Appraisal Date	November 26, 2024
Appraised Value (Income Approach)	THB 315,000,000
Appraiser	Sims Property Consultant Company Limited

## 21) Rangsit-Nakornnayok Project


Item	Details
Project Image	
Project Location	90, Moo 2, Rangsit-Nakornnayok Road, Bueng Yeeto Subdistrict, Thanyaburi District, Pathumthani
Investment Structure	<ol style="list-style-type: none"> <li>1. Leasehold ownership of land with a total area of 33-2-0 rai.</li> <li>2. Freehold ownership of a 2-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on September 6, 2035.</p>
Building Area as of December 2024	<p>Gross Floor Area (GFA): 22,586 sq.m.</p> <p>Net Leasable Area (NLA): 13,059 sq.m.</p>
Transfer Date from LPF	November 26, 2024
Transferred Value from LPF	THB 641,224,504
Latest Appraisal Date	November 26, 2024
Appraised Value (Income Approach)	THB 487,000,000
Appraiser	Sims Property Consultant Company Limited

## 22) Bangpoo Project

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	2502, Moo 3, Sukhumvit Road, Bangpoo Mai Subdistrict, Muang District, Samutprakan
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Leasehold ownership of land with a total area of 55-0-80 rai</li> <li>2. Freehold ownership of a single-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on October 4, 2037.</p>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 18,429 sq.m. Net Leasable Area (NLA): 12,819 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 768,042,856
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 663,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited



**23) Rama 1 Project**

Item	Details
<b>Project Image</b>	
<b>Project Location</b>	831, Rama 1 Road, Wang Mai, Pathumwan, Bangkok
<b>Investment Structure</b>	<ol style="list-style-type: none"> <li>1. Leasehold ownership of land with a total area of 12-3-3.25 rai.</li> <li>2. Freehold ownership of a 3-story shopping center.</li> <li>3. Freehold ownership of utility systems and related facilities.</li> <li>4. Freehold ownership of other related movable property.</li> </ol> <p><u>Note:</u> Lease term will expire on December 11, 2034.</p>
<b>Building Area as of December 2024</b>	Gross Floor Area (GFA): 45,651 sq.m. Net Leasable Area (NLA): 15,631 sq.m.
<b>Transfer Date from LPF</b>	November 26, 2024
<b>Transferred Value from LPF</b>	THB 981,023,315
<b>Latest Appraisal Date</b>	November 26, 2024
<b>Appraised Value (Income Approach)</b>	THB 851,000,000
<b>Appraiser</b>	Sims Property Consultant Company Limited

## **2.4 Benefit Procurement from Real Estate**

### **2.4.1 Characteristics of Benefit Procurement of AXTRART**

The trust generates benefits primarily through leasing space in 23 Lotus stores to anchor tenants. It also provides related services for leasing operations. The trust has appointed CP Aextra Public Company Limited as the property manager, responsible for lease management, asset enhancement, maintenance, marketing, and tenant support. This management ensures efficient asset utilization and maximizes returns for the trust.

### **2.4.2 Characteristics of Lease Agreements and Tenants**

The trust's invested properties accommodate two main types of tenants: (1) Permanent tenants – These tenants sign leases for at least one year. Those leasing more than 1,000 square meters are classified as anchor tenants, and (2) Temporary tenants – These tenants sign leases for less than one year (normally lease contract up to 6 months).

For permanent tenants, rental fees and service charges may be set as either a fixed monthly rate or a variable rate based on sales revenue. Some agreements may include a minimum rental fee or a combination of both pricing models. Generally, Temporary users pay a fixed service fee.

Certain lease agreements include renewal clauses, but all leases have a fixed term, requiring case-by-case negotiations for renewal. Lease and service agreements for trust properties generally follow standardized terms, varying based on the type of lease agreement and/or tenant business nature.

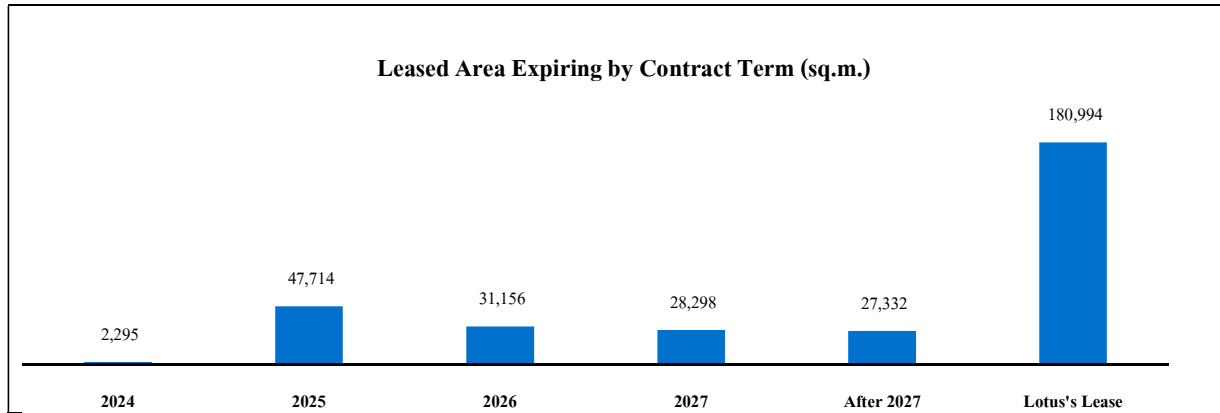
A summary of lease agreements and tenant details as of December 31, 2024, is as follows:

**1) Occupancy Rate**

No.	Project	Net Leasable Area (square meters)	Occupancy Rate As of December 31, 2024
1	Mahachai	8,500	99%
2	Phitsanulok	15,944	91%
3	Sinakarin	31,621	97%
4	Pracha Chuen	12,502	99%
5	Samui	21,231	93%
6	Rama 1	15,631	95%
7	Lum Luk Ka Khlong 6	11,307	97%
8	Rangsit Khlong 7	12,503	97%
9	Krabi	16,172	99%
10	Phetchaboon	13,798	99%
11	Singburi	11,369	93%
12	Ranong	7,675	99%
13	Thung Song	11,060	98%
14	Pran Buri	9,105	98%
15	Amata Nakorn	22,354	93%
16	Mae Sai	7,546	100%
17	Sena Ayutthaya	7,914	95%
18	Nakorn Si Thammarat	15,521	95%
19	Phuket	22,281	99%
20	Rangsit-NakornNayok	13,059	99%
21	Bang Poo	12,819	98%
22	Salaya	18,573	95%
23	Nava Nakorn	20,515	100%
<b>Total</b>		<b>339,000</b>	<b>97%</b>

**Note:** Net Leasable Area is inclusive of permanent tenants only

## 2) Lease Expiry Profile



**Note:** This data includes only leased areas under long-term contracts (permanent tenants).

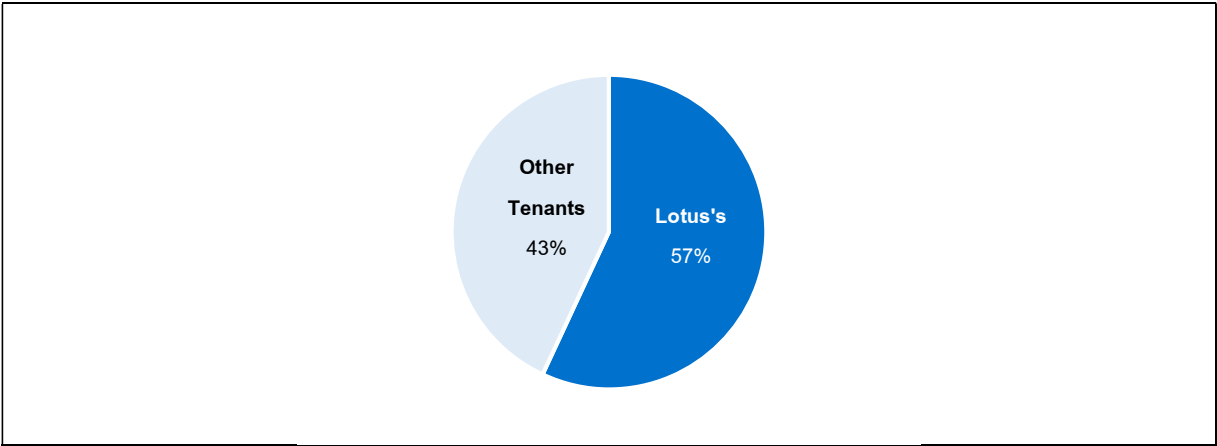
## 3) Details of Tenants

Tenant Mix	% of Occupied Area <sup>1</sup>
Anchor Tenants <sup>2</sup>	29.4%
Food and Beverage	18.3%
Technological Products and Services	9.8%
Fashion and Accessories	7.2%
Auto Services and Repair	7.0%
Games and Karaoke	6.3%
Wellness and Beauty	6.3%
Financial Services	5.6%
Grab and Go	2.5%
Education	2.2%
Others	5.4%
<b>Total</b>	<b>100.0%</b>

**Notes:**

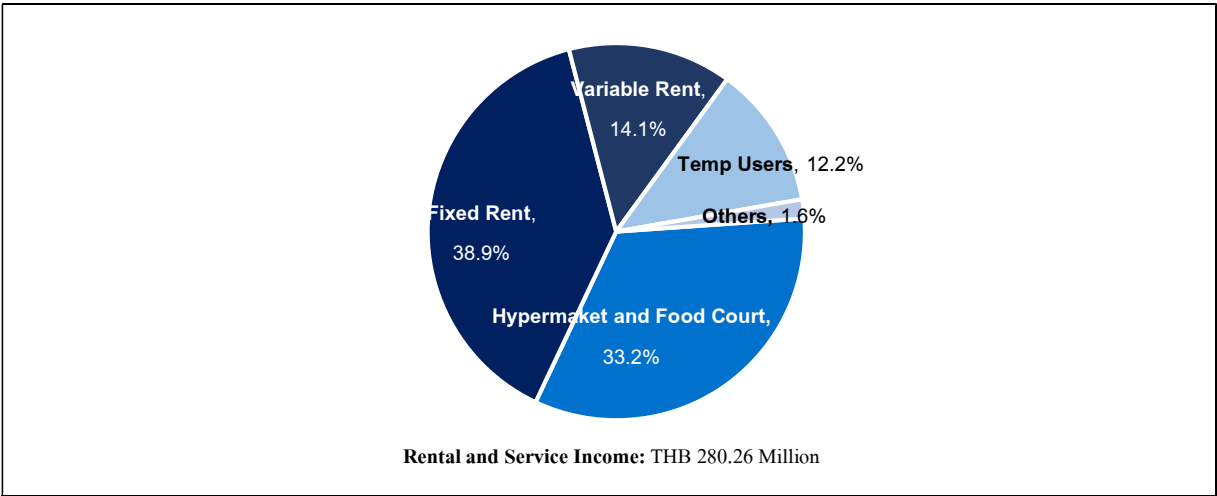
- The percentage represents leased areas occupied by long-term tenants (permanent tenants), excluding Lotus's hypermarkets and food courts.
- Major tenants operate across multiple industries, including construction materials, cinemas, and other sectors.

4) Distribution of Tenants by Type



**Note:** This data includes only leased areas under long-term contracts (permanent tenants).

5) Distribution of Tenants by Type of Income



**Note:** Rental income and service fee data for the year 2024

### 2.4.3 Impact upon Key Tenant Group's Non-renewal of Lease Agreements

CP Aextra Public Company Limited (CPAXT) is the key tenant group of the trust, significantly affecting its performance, space utilization policy, and business expansion plans. If the key tenant group decides to not renew its lease, it may impact on the attractiveness of the core assets in which the trust has invested, both in the eyes of other tenants and customers.

In such a case, the REIT manager and the property manager will work together to find a new tenant to replace CPAXT. However, there may be challenges in securing a suitable tenant or delays in negotiating a new lease agreement, which could result in rental terms that are not as favorable as the existing agreement. If a new tenant cannot be secured in a timely manner, this may affect the trust's revenue, cash flow, and overall performance, potentially leading to unfulfilled returns for unit holders.

Nevertheless, CPAXT, as the property manager, possesses extensive expertise and experience in the relevant business sector. CPAXT will collaborate with the REIT manager to secure a replacement tenant quickly and under appropriate terms to ensure the trust's operations align with its set objectives.

#### Summary of the Lease Agreement

The trust, as the lessor, agrees to lease real estate properties and leasehold rights in existing investment projects to CPAXT, as the lessee. The terms of each lease agreement are identical (except for modifications required to comply with the land lease agreement where the building is located).

<b>Parties</b>	CPAXT and the Trust
<b>Lease Term and Renewal</b>	The lease has an initial term of 10 years, with the possibility of renewal twice, each for an additional 10 years. The rental rate increases by 10% every 3 years, starting in the 4th year (then in the 7th and 10th years, and every 3rd year during the renewal periods).
<b>Rental Fees</b>	The rental rate is as specified in the annex of the lease agreement, unless renegotiated for the renewal periods as stated above.

<b>Obligations of CPAXT</b>	<p>CPAXT, as the tenant, agrees to comply with various obligations related to the leased property, including:</p> <ul style="list-style-type: none"> <li>- Paying all expenses related to the leased property.</li> <li>- Maintaining and repairing the leased property to keep it in good condition.</li> <li>- Making property improvements as deemed appropriate by CPAXT.</li> <li>- Not altering the structure of the property.</li> <li>- Using the leased property solely for authorized purposes, including CPAXT's business operations.</li> <li>- Ensuring that the leased property remains open for business during CPAXT's standard operating hours.</li> <li>- Complying with laws, regulations, and shopping center policies.</li> <li>- Vacating and returning the leased property in its original condition upon lease expiration.</li> </ul>
<b>Obligations of the Trust</b>	<p>The trust agrees to undertake responsibilities related to the leased property, including:</p> <ul style="list-style-type: none"> <li>- Registering the lease agreement.</li> <li>- Granting CPAXT access to the leased property.</li> <li>- Assisting in obtaining necessary permits (at CPAXT's expense).</li> <li>- Repairing the structure of the leased property and/or other relevant real estate investments.</li> <li>- Providing parking spaces, trolley storage, access points, and loading areas.</li> <li>- Ensuring the shopping center's operating hours align with CPAXT's business hours.</li> <li>- Maintaining a diverse tenant mix within the shopping center (unless CPAXT provides written consent, which should not be unreasonably withheld or delayed).</li> </ul>

	<ul style="list-style-type: none"> <li>- Prohibiting businesses that compete with CPAXT from operating in common areas.</li> </ul>
<b>Other Rights and Duties of CPAXT and the Trust</b>	<p>CPAXT has the right to use common areas for distributing promotional materials and conducting marketing activities.</p> <p>The trust must maintain the exterior of the shopping center and common areas in good condition.</p> <p>The trust must make reasonable efforts to ensure that utility services remain available.</p> <p>CPAXT is allowed to install advertisements around the shopping center.</p>
<b>Assignment of Leasehold Rights</b>	<p>CPAXT cannot transfer the lease rights or sublease the property to third parties without written consent from the trust. However, CPAXT may transfer the lease rights or sublease to its affiliated companies or external parties with the trust's written consent (which must not be unreasonably withheld or delayed).</p> <p>CPAXT is permitted to sublease (1) certain portions of the property that were already subleased before the lease agreement was signed or renewed ;(2) areas currently subleased to Lotus's Money Services Co., Ltd.; (3) Any area of the leased property from the trust that can be separately and independently utilized from other sections, or in other cases as pre-approved in writing by the trust.</p> <p>CPAXT may also grant operational rights to third parties within the leased property, provided that such granting of rights does not constitute a sublease. CPAXT must notify the trust of any lease transfer or sublease within 10 days of execution.</p>
<b>Insurance, Repairs, and Property Improvements</b>	<p>The trust is responsible for obtaining All Risks Insurance and Public Liability Insurance. If the trust fails to do so, CPAXT may procure the insurance and request reimbursement. If the trust does not reimburse within 10 days, CPAXT may deduct the amount from rental payments.</p> <p>The trust must repair and/or restore any damaged or destroyed portions of the leased property within the shopping center to their original condition.</p>



	<p>If the damaged property is not repaired within 2 years, CPAXT may terminate the lease agreement.</p> <p>If repairs cannot be conducted due to excessive costs or factors beyond the trust's control, the trust may decide not to proceed with the repairs.</p>
<b>Expropriation of Property</b>	<p>If part of the leased property or shopping center is expropriated, and this negatively affects CPAXT's business operations, CPAXT has the right to terminate the lease.</p> <p>If only a portion of the leased property is expropriated without significantly impacting CPAXT's business, CPAXT cannot terminate the lease but will be entitled to a proportionate rent reduction.</p>
<b>Defaults and Termination of Lease</b>	<p>If CPAXT defaults, the trust may repossess the leased property (fully or partially) or issue a termination notice, effectively ending the lease.</p> <p>If the trust defaults, or if CPAXT has the right to terminate the lease due to property damage, destruction, or expropriation, CPAXT may terminate the lease.</p> <p>Events of Default include:</p> <p>Failure to pay any amount due under the lease for 25 business days after the due date (whether demanded or not).</p> <p>Breach of contract terms that remains unremedied within a reasonable period after written notice.</p> <p>Bankruptcy, liquidation, or financial distress proceedings against the defaulting party in Thailand, whether in or out of court.</p> <p>Termination of the master lease agreement by either the trust or CPAXT does not affect pre-existing rights or claims under the contract.</p>

### Commercial Reasonability

The REIT Manager has determined that leasing the property to CPAXT is reasonable, as the rental rates and service fees are set at appropriate levels, in line with market standards and commercial transactions between unrelated parties (at arm's length).

#### **2.4.4 Property Manager**

The REIT Manager has appointed CP Aextra Public Company Limited (“**CPAXT**”) as the property manager for 23 Lotus's shopping centers. The details of the property manager are as follows:

#### **CPAextra Public Company Limited**

Ek-Chai Distribution System Co., Ltd. (“**Ek-Chai**”) merged with CPAXT on October 1, 2024, in accordance with the Public Company Act. As a result, Ek-Chai ceased to exist as a separate legal entity, and CPAXT, the newly formed public company, assumed all of Ek-Chai's assets, liabilities, rights, and responsibilities by operation of law.

### Property Manager Experience

CPAXT was the owner or lessee of the properties before the trust's investment. After the trust's acquisition, CPAXT continued to serve as the property manager under a property management contract. This long-standing involvement has equipped CPAXT with extensive experience in shopping center management, marketing, tenant relations, and lease administration.

### Property Management Fees

Service	Fee Rate
<b>Rental and Service Fee Collection</b>	Up to 3% of net real estate income
<b>Property Management Fee</b>	Up to 0.3% per year of the trust's net asset value
<b>Incentive fee</b>	Up to 2.35% of net real estate profit
<b>Leasing and tenant management commission</b>	Based on new lease agreements or renewals, ranging from 0.5 to 1.5 times the monthly rent of the tenant
<b>Investment or demolition oversight fee</b>	2% of investment or demolition costs, as applicable
<b>Acquisition and disposal fees</b>	<u>Acquisition fee</u> : Up to 1.5% of the acquired asset's value <u>Disposal fee</u> : Up to 0.75% of the disposed asset's value

### Relationship Between the REIT Manager and Property Manager

CPAXT is the major shareholder of the REIT Manager, holding 50% of its total issued and paid-up shares, giving CPAXT control over the REIT Manager.

### Conflict of Interest Mitigation

Since CPAXT also invests, develops, manages, and leases retail properties in Thailand and abroad, potential conflicts of interest with the trust may arise. To mitigate this, CPAXT has agreed to the following measures:

1. **Non-Compete Clause** – CPAXT will not develop competing shopping centers without written consent from the trust, which cannot be unreasonably withheld or delayed.
2. **Exclusive Management Agreement** – CPAXT will not manage competing shopping centers for other funds or allow its subsidiaries to do so.
3. **Right of First Refusal (ROFR)** – If CPAXT intends to sell, transfer, or lease any shopping center property over 3,000 square meters, it must first offer the asset to the trust before considering other buyers or lessees under more favorable terms.

## 2.5 Borrowing

The trust has entered into a loan agreement with **CIMB Thai Bank Public Company Limited** with the following key terms:

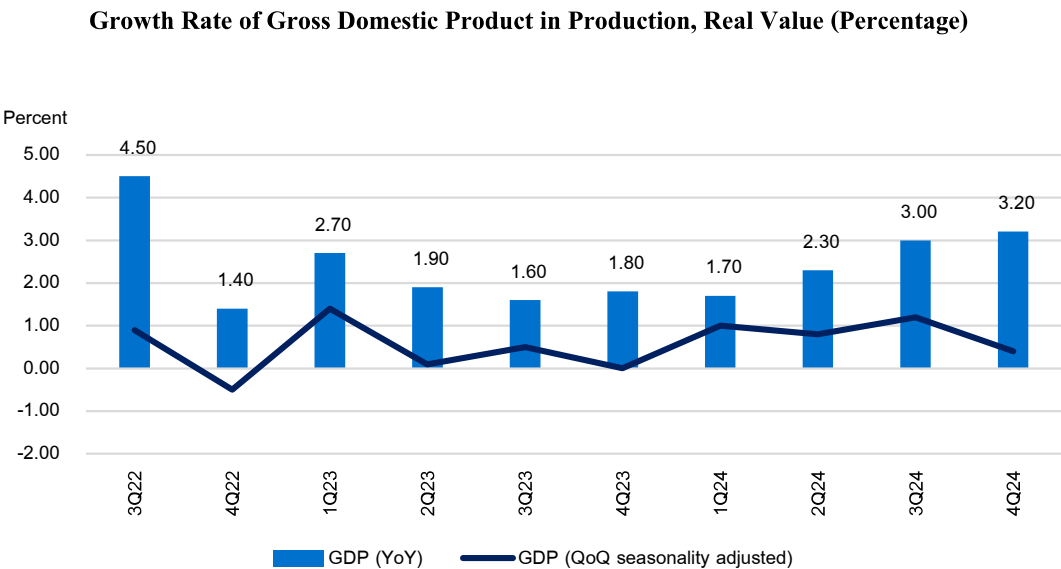
<b>Lender</b>	CIMB Thai Bank Public Company Limited
<b>Objective of Borrowing</b>	Refinance
<b>Credit Line</b>	THB 2,450,000,000
<b>Interest Rate</b>	MLR less fixed rate as specified in the contract
<b>Interest Payment</b>	Quarterly
<b>Maturity Date</b>	20 December 2027
<b>Collateral</b>	-None-

As of December 31, 2024, the trust's outstanding long-term debt remains at 2,450,000,000 THB, representing 7.7% of total asset value, and the trust remains in full compliance with its loan agreement obligations.

### 3. Industry Overview

#### 3.1 Thai Economic Conditions in 2024 and Trends for 2025

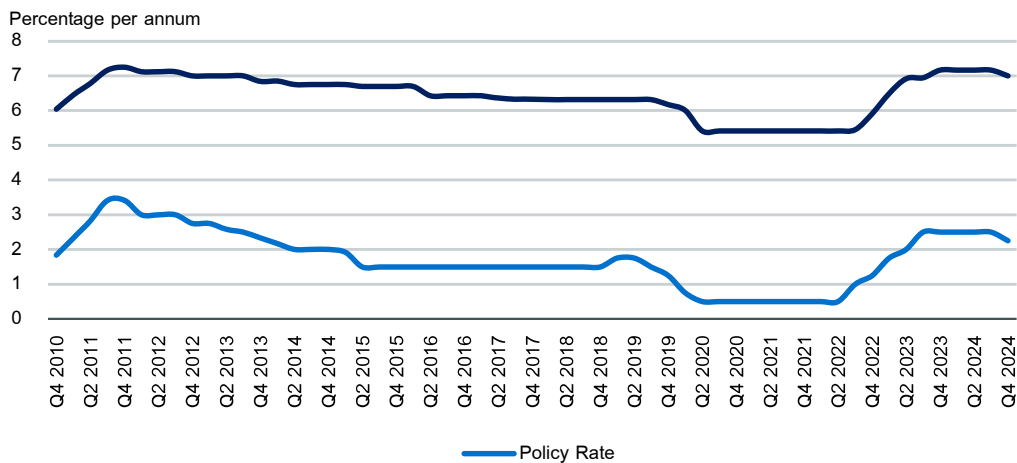
The Office of the National Economic and Social Development Council (NESDC) reported that Thailand's Gross Domestic Product (GDP) in the fourth quarter of 2024 grew by 3.2%, accelerating from a 3.0% growth in the third quarter of 2024. This growth was higher than the same period last year, which was 1.8%. The main drivers of this growth were the agricultural and non-agricultural sectors, particularly the construction, accommodation and food services, and wholesale and retail trade sectors.



Source: The Office of the National Economic and Social Development Council

From 3rd quarter 2023 to 3rd quarter 2024, The Monetary Policy Committee (MPC) maintained the interest rate at 2.50%, the highest level in 10 years. However, in October 2024, the MPC voted to reduce the policy interest rate by 0.25%, bringing it down to 2.25%. In February, the MPC decided to further reduce the policy interest rate by another 0.25%, bringing it down to 2.00%.

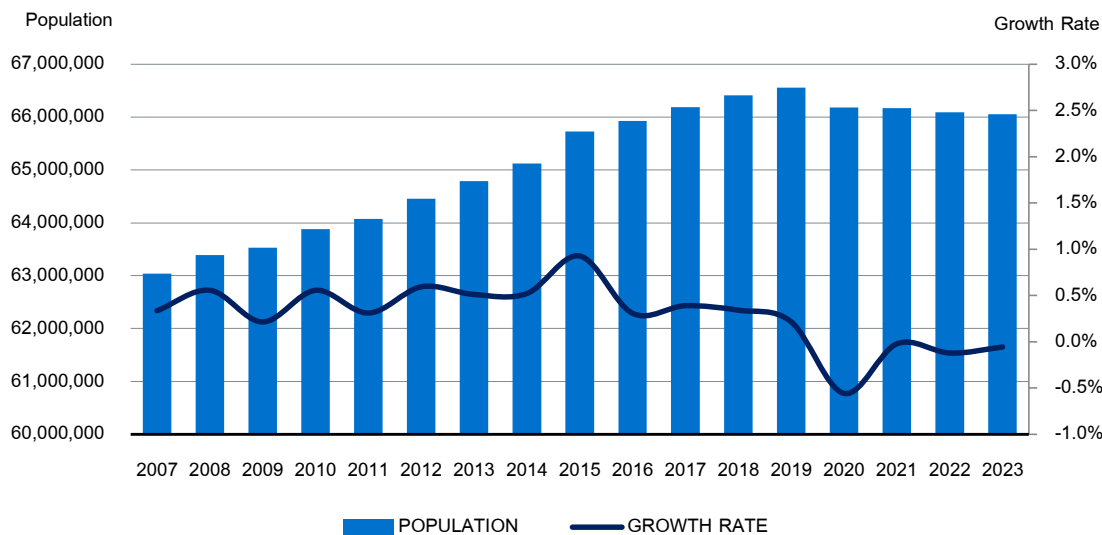
Policy Interest Rate and Minimum Loan Interest Rate, 4Q10 - December 2024



Source: Bank of Thailand

In 2023 (latest data), the population of Thailand was 66,052,615 people, which is a decrease of 0.06% compared to the same period last year. The average annual growth rate since 2007 has been 0.31%.

Thai Population from 2007 to 2023 (latest data)



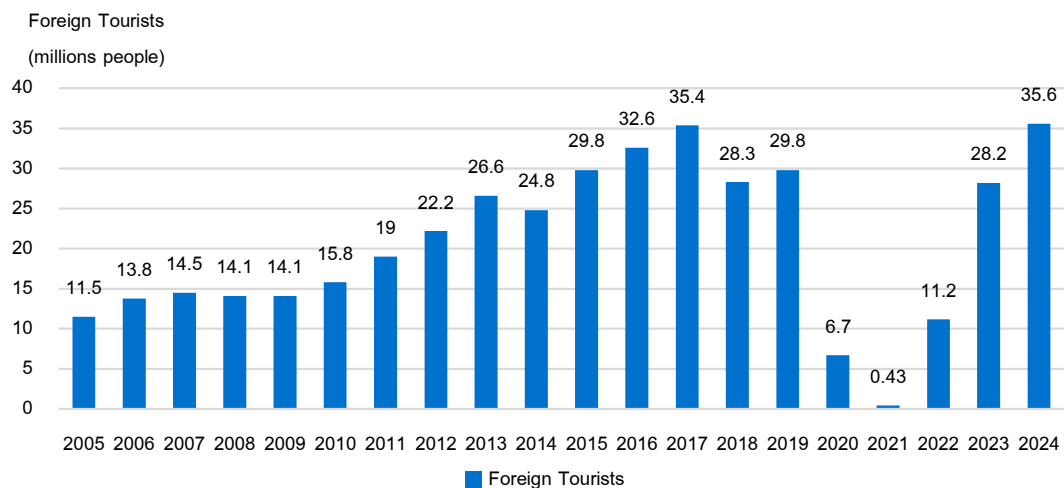
Source: National Statistical Office

In 2024, a total of 35,545,714 foreign tourists visited Thailand, which is 90% of the pre-pandemic level in 2019.

The number of tourists visiting the country in 2024 met the target set by the Tourism Authority of Thailand (TAT), which was 35 million. For 2025, TAT aims to increase the number of foreign tourists by 10%, reaching a total of 38 million.

Chinese tourists, who accounted for a significant 72.8% of the total number of tourists in 2024, are expected to increase their visits based on the number of flights from China. However, the number remains lower than pre-COVID-19 levels. Nonetheless, the number of foreign tourists is expected to continue increasing.

Number of Foreign Tourists from 2005 to Q3 2024



Source: Ministry of Tourism and Sports

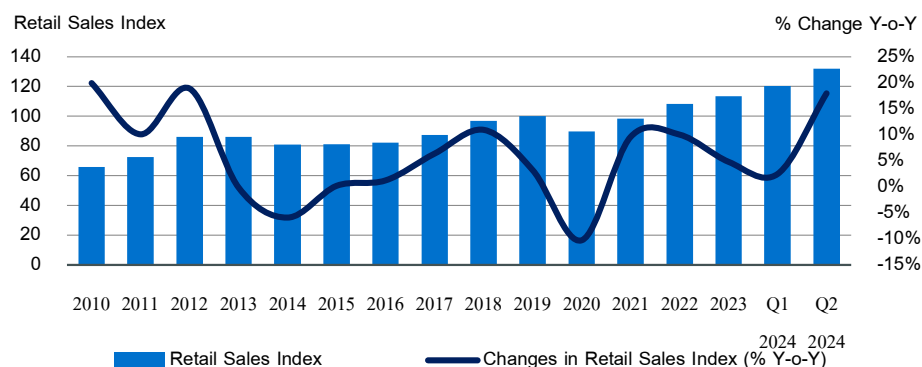
### 3.2 Thai Retail Industry in 2024

Thailand's retail industry has undergone significant transformations over the past decades, driven by economic growth and shifting consumer demands. Thai consumers, who once relied primarily on local markets, have increasingly sought modern and convenient shopping experiences offered by large retail malls, supermarkets, and convenience stores. The COVID-19 pandemic further accelerated changes in shopping behaviour, with consumers turning to online shopping and home delivery services at a rapid pace. This shift has directly impacted various retail sectors, with essential businesses such as supermarkets and convenience stores maintaining their popularity, while luxury retail businesses have faced significant challenges. In the post-pandemic era, Thai retailers must quickly adapt to evolving consumer behaviour. Many businesses are focusing on differentiating their products and services, expanding their branches, and investing more in online channels. The integration of online and offline sales strategies has become a widely adopted approach. However, Thailand's retail industry continues to face additional challenges, including intensified competition, declining consumer purchasing power, and a sluggish tourism sector. As a result, many retail businesses have yet to fully recover to pre-pandemic levels.

#### Retail Sales Index

The overall retail sales index remains on an upward trend, though the growth rate has slowed over the past three years. According to data from the Bank of Thailand, the retail sales index for Q2 2024 (latest data) stood at 132.12, reflecting a 9.9% increase from the previous quarter and an 18.0% increase from Q2 2023.

**Thailand's Retail Sales Index, 2010-Q2 2024**

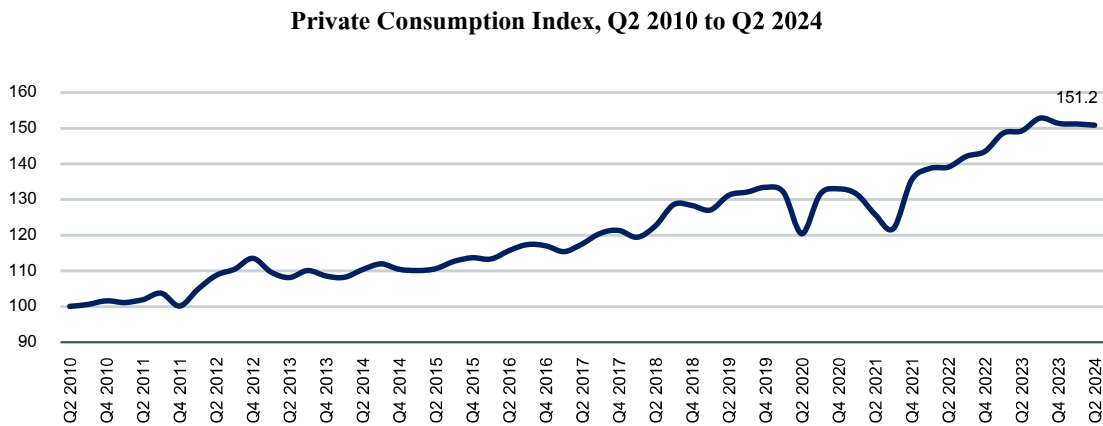


Source: Bank of Thailand

**Private Consumption Index**

Similarly, private consumption continues to trend upward, in line with the retail value index. In Q2 2024, the private consumption index rose by 1.1%, increasing from 149.2 in Q2 2023 to 150.9. This growth is attributed to improvements in the tourism and service industries.

Private consumption plays a crucial role in driving the economy and is a key component of Gross Domestic Product (GDP). As a result, the private consumption index serves as an important measure of spending on goods and services within the private sector.

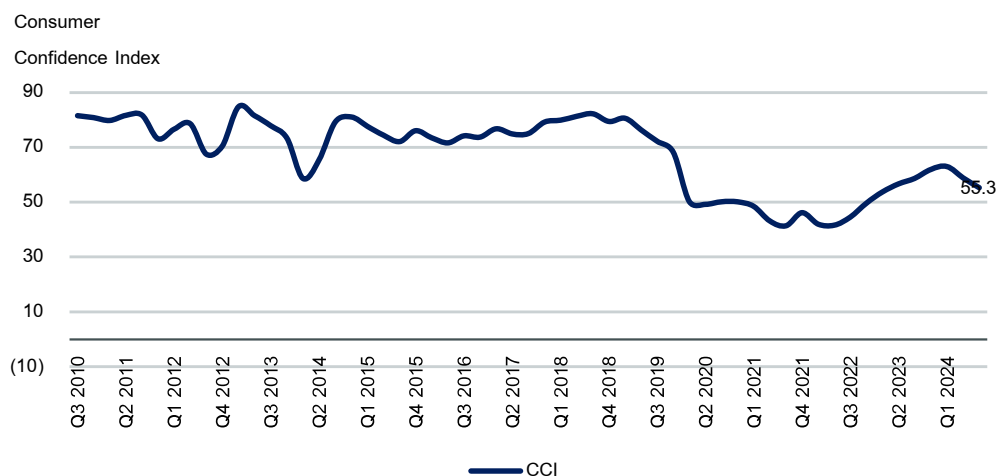


Source: Bank of Thailand

**3.3 Retail Industry in Bangkok in 2024**

The retail market in Bangkok continues to be sluggish, as reflected by the decline in the Consumer Confidence Index since before the COVID-19 pandemic. Although there has been a slight recovery during 2022-2024, the index remained low at 55.3 in September 2024.



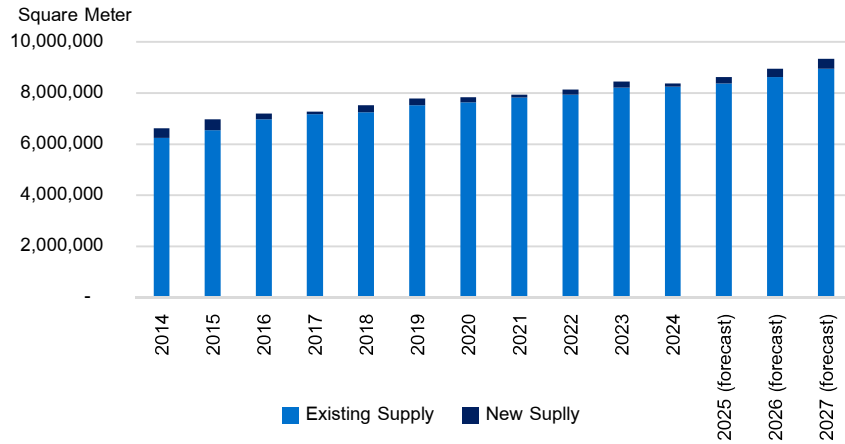


Source: The University of the Thai Chamber of Commerce (UTCC) and Ministry of Commerce

This downward trend indicates consumer concerns about the slow economic recovery, despite positive signals from the tourism sector, as evidenced by the increasing number of foreign tourists approaching pre-COVID-19 levels. While this has benefited the service sector and related industries, the recovery of the tourism sector alone cannot fully boost consumer confidence, especially among domestic consumers with limited purchasing power.

According to CBRE Thailand, as of Q4 2024, Bangkok had a total retail market supply of 8,375,208 square meters, consisting of 8,256,943 square meters of existing supply and 118,265 square meters of new supply. This is a decrease from Q4 2023, which had a total supply of 8,445,068 square meters. The reduction in supply during this period was due to the closure of three superstores and three department stores.

### Current and New Supply from 2014

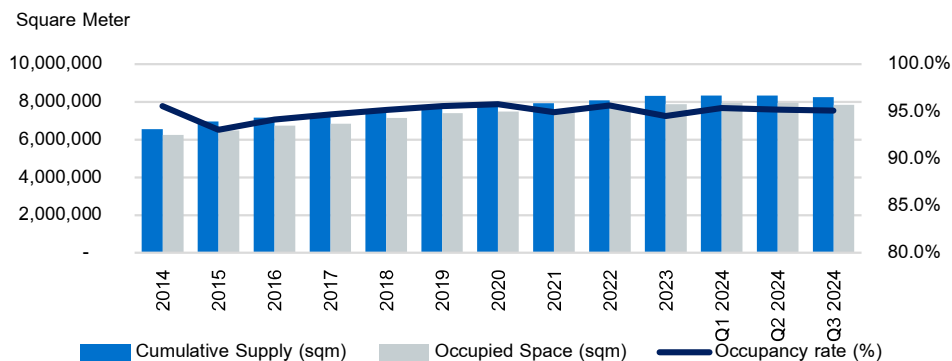


Source: Research Department CBRE

Although the supply adjusted downward and showed no significant trend changes from 2023 to the first half of 2024, there were notable movements in supply in Q4 2024 with the opening of two retail buildings within the One Bangkok project: The Parade and The Storey, which together have approximately 120,000 square meters of retail space. By 2025, the retail space of the Dusit Central Park project is expected to be completed, with a total net retail space of 87,000 square meters.

Regarding demand for space usage, in Q3 2024, retail space occupancy increased by 25,534 square meters, from 7,825,929 square meters in Q3 2023 to 7,851,463 square meters in Q3 2024.

### Demand, Supply, and Occupancy Rates of the Retail Market in Bangkok from 2014 to Q3 2024

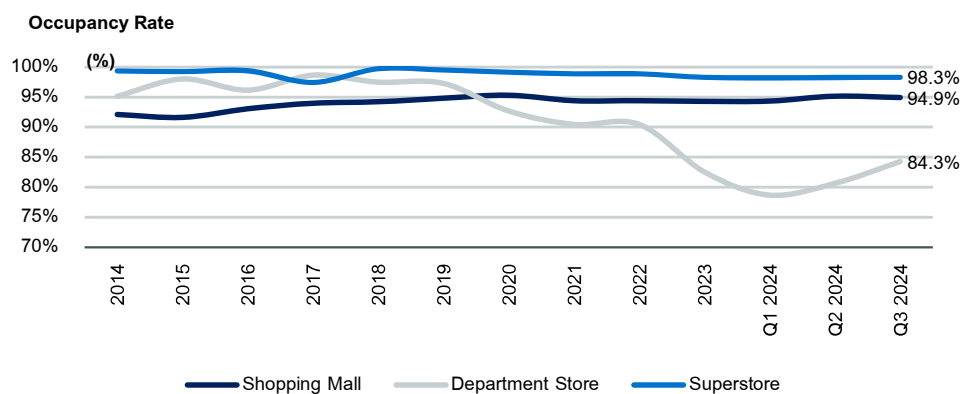


Source: Research Department CBRE

In Q3 2024, the overall occupancy rate of retail space in Bangkok was 95.1%, which is a decrease of 0.1 percentage points compared to the same quarter in 2023 and a decrease of 0.1 percentage points compared to Q2 2024.

When comparing retail spaces by type of shopping center, superstores had the highest rental rate at 98.3%, followed by shopping centers at 94.9%, and department stores at 84.3%. Overall, the rental rate for superstores remained stable compared to the previous quarter, the rental rate for shopping centers decreased slightly by 0.3 percentage points compared to the previous quarter, and the rental rate for department stores increased by 3.6 percentage points compared to the previous quarter.

**Retail Space Rental Rates by Type, Q3 2024**



Source: Research Department CBRE

### 3.4 Retail Industry in Northern Region, 2024

The study of retail market trends in Northern Thailand in this report focuses on Chiang Rai, one of the region's key cities. As of December 2024, Chiang Rai had a total of 22 retail projects, consisting of 2 enclosed shopping malls, 6 superstores, 1 community mall, and 13 specialty retail stores, with a total retail space of 165,202 square meters.

The overall retail occupancy rate in Chiang Rai stood at 99.1% in December 2024, a slight increase of 0.1 percentage points from 99.0% the previous year. Meanwhile, the average rental rate for retail projects in the province ranged from approximately 142 to 2,000 baht per square meter per month.

Overall, CBRE views Chiang Rai's retail market as having experienced minimal changes compared to the previous year, with slow growth driven primarily by local consumer spending. Additionally, infrastructure development in the region remains delayed, which continues to impact market expansion.

### **3.5 Retail Industry in Northeastern Region, 2024**

For the retail market in Northeastern Thailand, this report focuses on Khon Kaen, the largest province in the region and a key center for education and government institutions at the regional level.

As of December 2024, Khon Kaen had a total of 33 retail projects, including 3 enclosed shopping malls, 2 department stores, 7 superstores, 5 community malls, and 16 specialty retail stores, covering a total retail space of 290,223 square meters—an increase of 1.2% compared to the same period the previous year, when retail supply stood at 286,735 square meters.

The overall retail occupancy rate in Khon Kaen was 97.4% in December 2024, a slight decrease of 0.4 percentage points from 97.8% the previous year. Enclosed shopping malls had an occupancy rate of 88.3% in 2024, down by 3 percentage points from 91.3% in the previous year. Meanwhile, the average rental rate for retail projects in Khon Kaen ranged from approximately 225 to 2,000 baht per square meter per month, with enclosed shopping malls commanding the highest rental prices, ranging from 1,000 to 2,000 baht per square meter per month.

Looking ahead, CBRE expects the retail market in Khon Kaen to continue growing steadily, with new projects launching annually and significant additional supply expected in the next 2-3 years. This growth is driven by Khon Kaen's well-developed infrastructure, which connects multiple provinces and reinforces its role as a regional hub.

### **3.6 Retail Industry in Southern Region, 2024**

For the retail market in Southern Thailand, this report highlights Nakhon Si Thammarat, a province with a strong local retail sector and the largest population in the region. The retail market in the province primarily focuses on meeting the daily needs of local residents.

As of December 2024, Nakhon Si Thammarat had a total of 17 retail projects, including 9 specialty retail stores, 3 enclosed shopping malls, 1 department store, and 4 superstores, with a total retail space of 187,498 square

meters. This figure remains unchanged from the previous year, with no new retail projects completed or announced for future development.

The overall retail occupancy rate in Nakhon Si Thammarat was 95.7% in December 2024, a slight decline of 1.8 percentage points from 97.5% in the previous year. Vacancy rates increased, particularly in superstores and enclosed shopping malls. Meanwhile, the average rental rate for retail projects in the province ranged from approximately 335 to 1,000 baht per square meter per month, showing a slight increase from the previous year's starting rate of 300 baht per square meter per month.

CBRE predicts that the decline in occupancy rates is temporary. However, long-term market growth is expected to be limited, as demand remains heavily dependent on local purchasing power. Additionally, urban expansion in the province has been slow due to a lack of large-scale infrastructure development, further restricting the growth potential of the retail sector.

## 4. Risk Factors

The following text outlines some significant risk factors that may impact the trust or the value of the trust units. In addition to the risk factors mentioned here, there may be other risk factors that the REIT Manager is not aware of at this time or risks that the REIT Manager currently considers insignificant. However, these risks may become significant risk factors in the future. All the risks mentioned here and any future risks may have a significant impact on the business, performance, and financial status of the trust or the value of the trust units. The details are as follows:

### 4.1 Risks Related to the Trust and Its Operations

#### 4.1.1 The success of the trust depends on the REIT Manager and property manager's ability to manage and operate the real estate and leasehold properties effectively

The REIT Manager is responsible for managing the trust. The REIT Manager will appoint CP Aextra as the property manager under the relevant property management appointment contract to handle the day-to-day management of the core assets in which the trust will invest. Therefore, the REIT Manager must rely on the property manager to manage the core assets in which the trust will invest according to the property management appointment contract. The property manager has various responsibilities under the supervision of the REIT Manager, including managing leases, marketing rental spaces, maintenance, building security and safety, and financial management. If the property manager cannot properly manage the core assets in which the trust will invest, it may negatively impact the value of the core assets and/or the rental income the trust should receive. Additionally, if the REIT Manager cannot effectively and efficiently manage the core assets in which the trust will invest, it will affect the trust's performance and its ability to pay dividends to unit holders, as well as its ability to repay due debts, including loan agreements (if any). Furthermore, any negative changes affecting the relationship between the REIT Manager and the property manager may hinder the ability of both to manage the trust and the core assets in which the trust will invest.

Moreover, if CP Aextra cannot perform its duties as the property manager under the property management appointment contract, the trust will seek a new property manager by considering the qualifications suitable for managing the assets before appointment. However, the new property manager may not be able to manage the

core assets of the trust effectively, or the trust may not be able to appoint anyone at all, which could negatively impact the trust's operations, financial status, performance, and ability to pay dividends.

#### **4.1.2 General risks from operating a retail leasing business, including rising operational costs, investment expenses, and other costs related to the main assets, which could negatively impact the trust's financial status and performance**

The trust's ability to pay dividends to unit holders may be affected if operating expenses and other costs increase without a corresponding increase in income. In addition to other factors mentioned in this document, factors that may increase the operating costs and other expenses of the core assets in which the trust will invest include, but are not limited to, the following:

- Changes in laws, regulations, or government policies that increase the costs of complying with such changes.
- Increases in property-related taxes, as well as other fees for property management payable to the property manager and trust management fees payable to the REIT Manager.
- Increases in expenses for demolition, repairs, and maintenance.

Additionally, the trust may incur investment and other expenses that are not typically incurred due to ongoing repairs and maintenance, which can result in high costs and unforeseen expenses. Therefore, the expenses incurred and the timing of such expenses will impact the trust's cash flow. If the core assets in which the trust will invest do not generate sufficient income to cover operating expenses, debt repayments, and investment expenses, or to cover increases in operating expenses and other costs that cannot be passed on to tenants of the core assets, the trust's income and ability to pay dividends may be significantly negatively affected.

These factors may negatively impact the value of the core assets in which the trust will invest, as well as the rental income and net service fees received from the core assets. The valuation of the core assets in which the trust will invest will reflect these factors, and therefore, the valuation may fluctuate significantly negatively.

#### **4.1.3 Dependence on CPAXT for use of "lotus" brand**

The trust intends to leverage CP Aextra's long-standing, recognized experience and performance in property management and development, and the "Lotus's" name to attract reputable tenants, maintain tenant

relationships, and draw customers to the malls. This includes maintaining and managing the core assets in which the trust will invest and seeking investment opportunities. Therefore, the trust will rely on the right to use the "Lotus's" name, which is well-known in the retail business, and maintain its relationship with CP Aextra. The terms and conditions will be in accordance with the "Lotus's" name license agreement that the trust will enter into with CP Aextra.

#### **4.1.4 Risk from leasehold property investments - the value of leasehold properties may decrease over time as the lease period shortens**

The trust has invested in some leasehold property rights, the value of which may decrease over time and will be zero at the end of the lease term. This corresponds with the diminishing period of benefit from the investment in leasehold property rights as the lease term progresses, or due to other reasons beyond the trust's control. Such changes in the value of leasehold rights may significantly impact the value of the assets, the net asset value, and the performance of the trust.

#### **4.1.5 Risks from counterparties failing to comply with other related contract**

In investing and managing the trust's properties, the trust will enter into various contracts related to its investments and management to secure benefits for the trust and bind the counterparties to comply with the contract terms. However, despite the contract terms, counterparties may breach the contract or events may occur that lead to termination or breach of the contract. In such cases, even though the trust has the right to terminate the contract and/or claim damages, the breach by the counterparty may prevent the trust from receiving the benefits or enforcing the contract as stipulated. For example, the trust may not be able to enforce its rights under the contract terms, or the counterparty may not pay the damages claimed by the trust. Therefore, the trust may need to take the matter to court, which the REIT Manager cannot predict in terms of duration and the amount of compensation the trust will receive. Additionally, the outcome of the case depends on the court's judgment, and even if the court rules in favor of the trust, the trust may face difficulties in enforcing the court's judgment and/or receiving the claimed damages. As a result, unit holders may be at risk of not receiving returns as expected or within the anticipated timeframe.



#### **4.1.6 Potential risks arising from borrowing**

In the event that the trust undertakes borrowing, the trust may face risks from such borrowing due to changes in economic conditions and interest rates, which may impact the trust's operations, leading to insufficient liquidity. The trust may also face risks of reduced ability to repay principal and interest, which could affect the trust's ability to pay returns to unit holders. The trust will make efforts to mitigate such risks, such as hedging against interest rate fluctuations or requesting extensions on debt repayment periods. Additionally, the trust will regularly monitor its performance and factors affecting its borrowing, including interest rate trends, to assess risks and take appropriate actions. Nonetheless, in undertaking any such actions, the trust will prioritize the benefits of the unit holders.

### **4.2 Risks Related to the Main Assets the Trust Invests In**

#### **4.2.1 The trust and tenants in some shopping malls face competition from other shopping centers, hypermarkets, and retail stores located in the same target area, as well as from other retail channels**

Shopping malls and hypermarkets face intense competition in attracting customers. Other types of retail centers also compete with the tenants of the trust to capture customers, which affects the cash flow of the trust's tenants and their ability to pay rent. The trust could experience significant negative impacts if competitors successfully renovate and enhance their retail spaces or attract more shoppers than the core assets in which the trust has invested.

Additionally, tenants leasing space from the trust must constantly adapt to changing customer demands and increasing competition from alternative retail formats, such as warehouse sales, online shopping, and TV shopping. Furthermore, some tenants' ability to pay rent depends on their sales revenue. If their sales decline due to competitive pressures, rental payments may decrease, leading to reduced overall cash flow for the trust.

Moreover, the revenue and market value of the core assets in which the trust invests depend on their competitiveness compared to other similar rental properties.

However, the projects in which the trust has invested are located in convenient areas with easy access to transportation, surrounded by communities, tourist attractions, and residential areas. These factors provide a competitive advantage over shopping malls, hypermarkets, and other retail stores. Additionally, the properties

are managed by experienced real estate professionals who have successfully implemented tenant acquisition strategies and effective marketing plans.

#### **4.2.2 The assets the trust invests in are at risk if tenants do not renew their leases and if there is a loss of anchor tenants**

Some of the main assets in which the trust has invested may experience a situation where a large number of lease agreements reach maturity at the same time. The number of lease renewals and the rental rate calculations are key factors affecting the trust's revenue. During a market downturn, the simultaneous expiration of many lease agreements may lead to lower occupancy rates and reduced rental rates, which would decrease rental income and, consequently, the trust's overall revenue.

Additionally, market conditions may lead tenants to renew their leases under terms that are less favorable to the trust compared to existing lease agreements. If the new rental rates upon renewal or re-leasing are significantly lower than expected, this could negatively impact the trust's operational performance and financial position. Moreover, if any tenant terminates or does not renew their lease, the REIT manager cannot guarantee that the trust will be able to lease out the vacant space at the previous rental rate.

Furthermore, the termination or non-renewal of long-term leases by key tenants such as CP Aextra, Major Cineplex Group Public Company Limited, MK Restaurant Company Limited, Yum Restaurants International (Thailand) Company Limited (which operates under the KFC brand), Bangkok Bank Public Company Limited, or Kasikornbank Public Company Limited could negatively impact the attractiveness of the core assets in the eyes of other tenants or customers.

However, many of these key tenants have been leasing the core assets in which the trust has invested for a long time and have maintained a strong relationship with the trust over the years.

#### **4.2.3 There is a risk of damage or loss if the main assets the trust invests in are not covered by insurance policies**

The trust has arranged and will continue to arrange insurance policies that cover both real estate and leasehold rights, as well as liabilities related to the core assets in which the trust has invested. The REIT manager believes that the coverage terms and insured amounts are in line with general practices in the real estate industry in Thailand and securities regulations. However, insurance conditions beyond the trust's control may limit the

extent of coverage available under the insurance policies that the trust can obtain or afford at reasonable premium rates.

Defects in design, construction, or hidden structural deficiencies in the core assets in which the trust has invested, as well as equipment failures or deficiencies, may require the trust to make additional investments, incur special repair and maintenance costs, or be liable for damages or other obligations to third parties, which may not be covered by insurance policies.

Additionally, the trust faces the risk of legal actions or claims from customers, contractors, or visitors to its core assets, which may arise from various causes, such as accidents or injuries occurring on the premises, tenants being unable to utilize the properties as per their lease terms, or the trust failing to fulfill its obligations under lease agreements, construction contracts, or other agreements with contractors, tenants, or third parties.

Certain losses or damages such as those caused by natural disasters, terrorism, pandemics, or related consequences may be uninsurable or subject to prohibitively high insurance premiums, forcing the trust to either pay higher premiums or reduce coverage. Furthermore, in the event of severe damage, the insurance coverage the trust holds may not be sufficient to fully compensate for losses, market value, or replacement costs equal to the trust's investment or that of affected tenants. Some losses may not be insured at all, potentially resulting in partial or total loss of the trust's capital investment in the core assets, as well as future expected income. However, the trust may still be obligated to meet its debt and financial obligations related to the core assets.

Moreover, the trust's insurance policies and coverage terms are subject to future renewal and negotiation. The REIT manager cannot guarantee that the trust will continue to obtain coverage under commercially reasonable terms in the future. Significant increases in insurance premiums or reductions in coverage could negatively impact the trust's operations, financial position, and ability to pay dividends to unitholders.

**4.2.4 Ongoing or planned transportation infrastructure construction and nearby improvement projects may hinder access to the main assets or may not be completed. The government may also reclaim the right to use state land, such as access routes to the main assets**

The transportation infrastructure near the main assets in which the trust has invested such as BTS Skytrain and MRT stations, bus interchanges, expressways, and access roads enhances accessibility to these assets. Additionally, some access points to the core assets are located on state-owned land, where the trust has the right

to use the land indefinitely. However, the REIT manager cannot guarantee that these transportation facilities and infrastructure will not be closed, relocated, delayed in construction or improvement, or completed as planned, nor can they ensure that traffic in the area will remain unobstructed or that the state will not revoke the right to use state-owned land.

The closure, relocation, delay, incomplete construction, obstruction, or revocation of usage rights to state-owned land could impact access to the core assets or necessitate modifications or alternative access points. This may negatively affect customer traffic, the appeal, and the selling points of the core assets in the eyes of tenants, as well as access to the projects. Such disruptions could have an adverse impact on the financial position and operational performance of the trust, potentially reducing its ability to pay dividends to unitholders.

Furthermore, the REIT manager cannot guarantee that buildings near the core assets will not be demolished, redeveloped, or repurposed, nor can they ensure that new buildings or land developments will not occur near the core assets. Such developments may occasionally impact the core assets in which the trust has invested. Any redevelopment, improvement, construction, or land development (which may involve temporary road or passage closures) could reduce the number of occupants, tenants, or visitors to the core assets, thereby decreasing rental income from the affected properties. Consequently, new developments, renovations, constructions, or land developments could have a significant negative impact on the financial position and operational performance of the trust.

#### **4.2.5 Natural disasters, other force majeure events, terrorism, and war may negatively impact the trust's income**

Various risks, such as natural disasters or other force majeure events in the areas surrounding the core assets in which the trust has invested and other locations with high customer traffic, may lead to a decline in consumer spending and tourism, ultimately reducing demand for retail space rentals.

For example, the severe flooding in Thailand between September and November 2011 negatively impacted some of the trust's core assets, as well as the surrounding areas. The flooding caused damage to buildings and homes, disrupted the transportation and delivery of goods, and led to delays in rental payments.

Additionally, war, terrorism, political unrest, civil protests, and other actual or threatened political uncertainties could have similar effects. Any one or a combination of these events may reduce demand for the core assets in which the trust has invested or decrease the trust's revenue derived from these assets. This could have a

significant negative impact on the trust's operational performance, financial position, and ability to pay dividends to unitholders.

#### **4.2.6 The main assets may require major repairs and renovations, which could temporarily close parts of the shopping malls and negatively impact the trust's financial status and performance**

The main assets in which the trust has invested require periodic major repairs and renovations to remain modern, align with customer preferences, and attract consistent foot traffic. Routine maintenance and repairs should generally have no significant impact on the trust's operations. However, major repairs or renovations (especially those beyond normal business operations) may be necessary to update both the interior and exterior appearance of the core assets, as well as to upgrade essential systems.

Such major repairs or renovations may require temporary closures of certain areas within the shopping center. These closures could result in lost rental income from the affected areas or even lead to tenant lease terminations or non-renewals. Consequently, if the main assets in which the trust has invested require significant repairs or renovations, it could have a negative impact on the trust's financial position and operational performance.

Nevertheless, in the past, the main assets of the trust have been continuously maintained and upgraded as necessary to keep them in good condition and suitable for their intended use. These renovations and repairs have not had a significant impact on the trust's ability to generate income from its assets. In the event of major maintenance work, the company, as the REIT manager, will make every effort to ensure that the trust's property improvements have minimal impact on the trust's operations and business activities.

#### **4.2.7 The appraised value of the main assets by valuation companies does not reflect the true value and cannot guarantee that the sale price will match the appraised value, either now or in the future**

In general, the valuation of real estate and leasehold rights is based on various factors, including certain intangible aspects related to the property, such as market position, financial strength, competitiveness, and the condition of the property. These factors may change in the future due to specific events or unforeseen circumstances.

Since some or all of the assumed conditions may not occur as expected, or unexpected events or situations may arise, the REIT manager cannot guarantee that the assumptions made will materialize as anticipated. Consequently, the price at which the trust sells its core assets in the future may be lower than the valuation

determined by the appraisal company or even lower than the amount the trust originally invested in those core assets.

**4.2.8 A decline in the fair value of the main assets will negatively impact the trust's profit and loss, net asset value, and dividend-paying ability**

Financial reporting standards require that the main assets in which the trust invests, both real estate and leasehold rights held by the trust, be recorded at fair value. Any changes in fair value must be recognized in the trust's profit and loss statement.

Therefore, a decline in the fair value of the main assets invested in by the trust would negatively impact its profit and loss, net asset value, and ability to pay dividends.

**4.2.9 The trust may have conflicts of interest with CPAXT regarding the purchase and lease of real estate**

CPAXT, its subsidiaries, and its affiliates engage in the business of investing in, developing, managing, and leasing retail space in Thailand and other locations. As a result, there may be situations that create conflicts of interest between the trust and CPAXT (or its subsidiaries or affiliates) concerning the purchase or lease of real estate.

To mitigate conflicts of interest, CPAXT has agreed to take actions under the undertaking agreement as follows:

**1. Non-Compete Investment in Competing Properties**

CPAXT agrees not to develop shopping malls that compete with the trust's shopping malls unless written consent is obtained from the trust. The trust must not unreasonably withhold or delay such consent.

**2. Non-Competition as a Property Manager**

CPAXT agrees not to act as a property manager for any real estate investment trust (REIT) that invests in real estate and/or leasehold rights in shopping malls. CPAXT will also ensure that its subsidiaries do not act as property managers in such a manner. This agreement remains in effect until the property management contract expires or terminates.

### **3. Right of First Refusal**

If CPAXT intends to sell, transfer, or dispose of ownership in land or leasehold rights (where the property includes a shopping mall with a hypermarket area of 3,000 square meters or more), CPAXT must first provide a written offer to the trust, specifying the terms and conditions of such transaction for the trust's consideration. CPAXT cannot sell, transfer, dispose of, or lease the land or buildings on better terms than those offered to the trust.

However, despite CPAXT's commitment not to develop shopping malls that compete with the trust's shopping malls under the joint agreement, CPAXT may, in the future, invest in other real estate investment trusts or real estate properties that could lead to conflicts of interest between the trust and CPAXT. Therefore, the REIT manager cannot guarantee that the interests of the trust will not conflict with or be subordinate to the interests of CPAXT in such situations.

#### **4.2.10 Some leasehold rights consist of multiple land lease agreements, and some properties have both ownership and leasehold rights, creating uncertainty**

Some of the leasehold rights in real estate that the trust has invested in consist of multiple land lease agreements. Additionally, certain properties in which the trust has invested include both freehold land ownership for some portions and leasehold rights for other portions, which may be governed by one or multiple lease agreements with different lessors.

If one or more of these lease agreements expire or are terminated, it may impact the trust's right to operate shopping centers. This could negatively affect the trust's business operations, financial position, and ability to distribute dividends.

#### **4.2.11 The assets held by the trust may incur increased property-related expenses, including operational costs**

The trust's ability to distribute returns to unitholders may be adversely affected if property-related expenses and operating costs increase while revenue does not increase at a corresponding rate or increases at a lower rate.

Factors that may lead to higher property-related expenses and operating costs include:

- An increase in maintenance expenses
- Higher real estate-related taxes, including other legal fees and charges
- Changes in laws, regulations, rules, and government policies that result in increased compliance costs
- Rising utility costs
- Increased fees for subcontractors (if applicable)
- Higher inflation rates
- Rising insurance premiums
- Damage or deterioration of assets that require repairs, leading to unforeseen expenses
- Any other increases in operating expenses related to the trust's properties and asset management.

#### **4.3 Risks in Real Estate Investment**

##### **4.3.1 Investing in real estate generally carries risks, and the trust does not diversify its investments into other businesses**

Investing in real estate involves various risks, such as:

- (1) Negative changes in political and economic conditions
- (2) Adverse conditions in the domestic real estate market
- (3) Financial status of real estate buyers and sellers
- (4) Changes in sources of loans or funding, which may result in the inability to secure financing for real estate investments under favorable conditions or at all
- (5) Changes in interest rates and other operating expenses
- (6) Changes in environmental laws or regulations, urban planning laws, and other government regulations, as well as fiscal policies
- (7) Environmental liability claims related to real estate
- (8) Changes in market rental rates
- (9) Changes in oil and other fuel prices



- (10) Changes in the demand of property types and locations, leading to an oversupply of rental space or reduced tenant demand in certain markets
- (11) Competition among property owners for tenants, which may result in vacant or unrentable space under favorable conditions
- (12) Actions by tenants that may affect the business and reputation of the landlord
- (13) Inability to renew leases or lease out space upon lease expiration
- (14) Inability to collect rent from tenants within the specified time or due to tenant bankruptcy or insolvency, or other cases
- (15) Insufficient insurance coverage or increased insurance premiums
- (16) Inadequate property management services or maintenance and other services
- (17) Property defects requiring correction or repair, as well as maintenance costs that were not anticipated
- (18) Liquidity in real estate investments
- (19) Heavy reliance on cash flow for maintaining and improving existing properties
- (20) Increases in operating expenses, including taxes
- (21) Undisclosed or undiscovered interests or encumbrances
- (22) Force majeure, uninsured damages, and other factors
- (23) Changes in tax and other laws and regulations

Many of the factors mentioned above may cause fluctuations in occupancy rates, rental rates, or operating expenses, negatively impacting the value of the core assets in which the trust will invest and the income derived from these assets.

The annual valuation of the core assets in which the trust will invest will reflect these factors, causing the value of the core assets to increase or decrease. The investment value of the core assets may significantly decrease if there is a sudden downturn in real estate prices or the economy in Bangkok and other cities or provinces in Thailand where the core assets are currently or will be located.

#### **4.3.2 The trust may be negatively impacted by the lack of liquidity in investing in the main assets and the lack of alternative uses for these assets**

The trust will primarily invest in real estate and leasehold property, and assets related to real estate. Generally, investments in real estate or leasehold property rights, especially high-value properties that the trust intends to invest in, are not very liquid. This lack of liquidity may affect the trust's ability to adjust its investment portfolio or convert some real estate or leasehold property rights into cash to respond to changes in economic conditions, the real estate market, and other factors. For example, the trust may not be able to sell the main assets it invests in within a short period or may be pressured to significantly reduce the price to sell quickly. Additionally, the trust may face difficulties in securing timely loans under favorable commercial terms when borrowing against real estate, due to the illiquid nature of real estate assets. Furthermore, the main assets in which the trust will invest may not be quickly adaptable for alternative uses if they fail to generate profits due to competition, age, declining demand, or other factors. Generally, changing the use of the main assets will require additional investment. These factors may impact the financial status and performance of the trust and negatively affect its ability to pay dividends to unitholders.

#### **4.3.3 The trust's strategy of investing in real estate or leasehold rights used for retail business may carry higher risks compared to other trusts or mutual funds with more diversified investment portfolios**

The primary strategy of investing in real estate or leasehold property rights used for retail business exposes the trust to risks associated with focusing on real estate investments. The level of risk may be higher compared to other trusts or mutual funds with more diversified investments in other business sectors.

Focusing on investments in real estate or leasehold property rights used for retail business makes the trust vulnerable in the event of a downturn or adverse events in the retail business in Thailand. Such a downturn may lead to a decrease in the occupancy rates of the main assets in which the trust will invest, impacting the trust's income from these assets and/or reducing the net asset value. This would negatively affect the amount of dividends payable to unitholders and/or the trust's performance and financial status.

#### **4.3.3 The main assets invested in by the trust may be subject to expropriation**

The main assets in which the trust has invested are subject to the risk of expropriation under government policies. Any compensation received due to damages from expropriation may be lower than the net asset value recorded in the trust's financial statements. As a result, such expropriation may have a negative impact on the trust's financial position and operating performance, which could, in turn, adversely affect the trust's ability to distribute dividends to unitholders.

However, based on the REIT manager's review of the relevant royal decrees designating land areas subject to expropriation in the regions where the REIT's assets are located, it has been found that the main assets of the trust do not fall under any specifically designated expropriation zones. Nonetheless, the REIT manager is unable to assess the likelihood of expropriation, as such decisions depend on government policies and land use requirements at any given time.

### **4.4 Risks Related to Investing in Trust Units**

#### **4.4.1 The price of trust units may fluctuate**

After the trust units are listed on the Stock Exchange of Thailand, there is no guarantee that the trading conditions of the trust units will be stable. The market price of the trust units may decrease after they begin trading as listed securities on the Stock Exchange of Thailand and may not align with the net asset value per unit of the trust. The trading price of the trust units depends on various factors, such as the trust's performance, the volatility of securities prices on the Stock Exchange of Thailand, and the trading volume of the trust units. Therefore, investors may not be able to sell the trust units at their individual cost price or at the net asset value per unit of the trust.

#### **4.4.2 Risk of lack of liquidity in trading trust units in the secondary market**

Since the trust units are listed securities on the Stock Exchange of Thailand, the liquidity of trading the trust units will be assessed based on the frequency and volume of trading on the Stock Exchange of Thailand, which depends on the bid-offer demand. The demand for buying and selling, and other factors beyond the trust's control, such as market demand, may affect liquidity. Therefore, there is a risk that these trust units may lack liquidity in the secondary market.

#### **4.4.3 Changes in tax policies related to investing in trust units may pose risks**

Unitholders may face tax liabilities related to investing in or trading trust units, potentially incurring higher tax rates. Additionally, returns or benefits paid to non-Thai investors may be subject to different withholding tax rates if there are changes in tax laws and regulations or other related laws.

#### **4.4.4 The trust may not be able to pay dividends to trust unit holders or maintain the level of dividend payments**

The income received from investing in the main assets depends on various factors, including the amount of rental income received, operating expenses, and other incurred costs. If the main assets and other assets acquired or held by the trust later do not generate sufficient income, and the trust cannot secure loans in a timely manner and at reasonable financial costs, the trust's income, cash flow, and ability to pay dividends will be negatively affected.

Therefore, the REIT Manager cannot guarantee that the trust will be able to pay dividends or maintain the dividend payout rate as per the dividend policy. Additionally, there is no guarantee that the dividend level will increase in the future, or that rental income from leasing real estate or leasehold property rights will increase, or that unleased real estate or leasehold property rights will be leased again. Furthermore, rental income from expanded or newly acquired real estate or leasehold property rights may not increase the trust's income, which could be used to pay dividends to unitholders.

### **5. Disputes and limitations**

-None-

### **6. Other important information**

-None-

Investors can find more information about the AXTRART in Form 56-REIT1, which is available on [www.sec.or.th](http://www.sec.or.th) or the REIT manager's website at [www.axtrart.com](http://www.axtrart.com).

## 7. Trust Unit and Unitholder Information

### 7.1 Trust Units

Paid-up Capital	28,085,960,304.31	THB
Par Value	12.0165	THB per unit
Number of Trust Units	2,337,282,928	Units
Closing Price as of December 30, 2024	12.00	THB per unit
Market Capitalization	28,047.40	THB Million
Average Annual Trading Value	210.01	THB Million
Net Asset Value (NAV) as of December 31, 2024	28,463.04	THB Million

### 7.2 Structure of Unitholders

Top 10 Unitholders as of December 2, 2024

No.	Unitholders	Number of Trust Units	Percentage
1	Ek-Chai Distribution System Company Limited	584,321,250	25.00
2	Social Security Office	244,125,810	10.44
3	Government Pension Fund	203,456,639	8.70
4	Bangkok Life Assurance Company Limited	132,077,100	5.65
5	East Spring Property and Infrastructure Income Plus Flexible Fund	73,889,900	3.16
6	K Property Infra Flexible Fund	61,609,600	2.63
7	MUANG THAI INSURANCE PUBLIC COMPANY LIMITED	55,375,200	2.36
8	Principle Property Income Fund	46,906,884	2.00
9	SCB Property and Infrastructure Flexible Fund	31,281,800	1.33
10	Mahidol University (Faculty of Medicine Siriraj Hospital) by SCB Asset Management Company Limited (Thai Property and Infrastructure)	30,573,283	1.30
รวม		1,463,617,466	62.57

### **7.3 Distribution Policy of the Trust**

#### **7.3.1 Distribution Payment Policy**

The Trust's policy is to distribute at least 90 percent of its adjusted net profit annually. The distribution consists of a Year-End Distribution and, if applicable, an Interim Distribution.

The REIT Manager anticipates distributing benefits at least four times per fiscal year, subject to the Trust's operational results. Distributions will commence in the Trust's first accounting period provided there are sufficient profits.

Adjusted net profit refers to net profit after deductions for the following reserve items:

- Repairs, maintenance, or property improvements explicitly outlined in the Trust's registration statement, prospectus, annual registration statement, annual report, or previously disclosed by the REIT Manager.
- Debt repayments or obligations explicitly outlined in the Trust's registration statement, prospectus, annual registration statement, annual report, or previously disclosed by the REIT Manager.
- Distributions for trust units entitled to preferential returns or capital repayments (if any).

#### **7.3.2 Conditions and Restrictions on Distributions**

- If the Trust has retained earnings derived from adjusted net profit in any fiscal year, the REIT Manager may distribute benefits to unitholders from these retained earnings.
- When determining distributions, the REIT Manager will assess the Trust's cash requirements, adhering to guidelines set forth by the Securities and Exchange Commission (SEC).
- The REIT Manager must not borrow funds to make distributions to unitholders.
- Except for distributions in the first fiscal year, the annual distribution rate is determined at the discretion of the REIT Manager. If any distribution amount declared per unit during any fiscal year is equal to or less than THB 0.10 per unit, the REIT Manager reserves the right not to distribute such amount, instead accumulating it for payment in the next distribution period.

- In considering interim distributions, the distribution rate is similarly determined at the discretion of the REIT Manager. If the declared distribution amount per unit for any quarterly period is equal to or less than THB 0.10 per unit, the REIT Manager reserves the right not to distribute such amount, instead accumulating it for payment in the next distribution period.
- The REIT Manager shall adhere to the distribution policy as stipulated in the Trust Deed unless otherwise amended, supplemented, issued, directed, approved, or exempted by the Securities and Exchange Commission (SEC) and/or any other legally authorized agency, in which case the REIT Manager will act accordingly.
- If the Trust is unable to distribute benefits to the unitholders, the REIT Manager and the Trustee will provide explanations detailing the reasons and necessities to the SEC, adhering to SEC guidelines, and disclose such information to unitholders following the disclosure criteria specified in the Trust Deed and relevant laws.
- The REIT Manager shall make distributions to unitholders whose names appear in the Unitholder Register on the closing date of the register or on the record date, or on any other date specified by the SEC, proportionately based on each unitholder's holding. If any person or any group of persons collectively holds units exceeding the limits specified by the SEC, such person or group shall not be entitled to distributions on the portion exceeding the limit. Instead, those distributions shall be proportionately allocated among other eligible unitholders by the REIT Manager.
- The REIT Manager shall announce distribution payments before the register closing date or record date, as applicable under relevant laws and regulations, within the legally required period to determine eligibility and distribution rates via the Stock Exchange of Thailand's information dissemination system.
- Distributions will be made by the REIT Manager via bank transfers into the unitholders' designated bank accounts or by crossed cheques payable specifically to the unitholders, sent by postal service to the names and addresses listed in the Unitholder Register.

### 7.3.3 Historical Distribution Record (at least past 5 years)

In 2024, the Trust received asset transfers and obligations from Lotus's Retail Growth Freehold and Leasehold Property Fund ("LPF") on November 26, 2024. Consequently, the Trust generated operating income for the period from November 26, 2024, to December 31, 2024, totaling 1 month and 5 days.

As a result, the REIT Manager has decided to accumulate distributions derived from operational results for the year ended December 31, 2024, to combine them with the next distribution period. This decision was made considering the best interests of the unitholders, particularly when compared to costs associated with distribution payments, such as bank fees, document delivery costs, and other administrative expenses.

This approach aligns with the provisions set forth in the Trust Deed, which grants the REIT Manager the right to defer distributions to the subsequent period if the distribution amount per unit in any fiscal year is equal to or less than THB 0.10 per unit.

**Table: Calculation of Adjusted Net Profit After Deducting Items Inconsistent with Cash Status Per Unit**

*Unit: Baht*

For the period from September 10, 2024, to December 31, 2024	
Net profit	377,081,488
<b><u>Deduct</u> reserves in accordance with SEC regulations</b>	
Repair, maintenance, or improvement costs of the property	-
Repayment of loans or obligations of the trust	-
Dividends, capital return, or benefit payments to priority unitholders	-
Adjusted net profit	377,081,488
<b><u>Deduct</u> items inconsistent with cash status</b>	
Unrealized gain from revaluation	195,219,941
Adjusted net profit after deducting items inconsistent with cash status	181,861,547
Trust units	2,337,282,928
Adjusted net profit after deducting items inconsistent with cash status per unit	0.0778



## 8. Management Structure

### 8.1 REIT Manager

#### 8.1.1 General Information

Axtra Future City Property REIT Company Limited (the “**Company**” or “**REIT Manager**”) is a limited company incorporated in Thailand on March 29, 2024, with the primary objective of engaging in fund management securities businesses, managing Real Estate Investment Trusts (REITs), and conducting other activities approved by the Securities and Exchange Commission (SEC). The REIT Manager fulfills all necessary qualifications and was officially approved by the SEC to act as the REIT Manager on July 10, 2024.

<b>Name of REIT Manager</b>	Axtra Future City Property REIT Company Limited
<b>Address</b>	No. 111, True Digital Park West Building, Room 1001/1, 10th Floor, Sukhumvit Road, Bang Chak, Phra Khanong, Bangkok 10260, Thailand
<b>Company Registration Number</b>	0105567069293
<b>Registered Capital</b>	THB 35,000,000
<b>Paid-up Capital</b>	THB 35,000,000
<b>Number of Issued and Paid-up Shares</b>	3,500,000 shares
<b>Par Value</b>	THB 10 per share
<b>Telephone</b>	+66(0) 63 848 4677
<b>Email</b>	ir@axtrarm.co.th
<b>Website</b>	<a href="https://www.axtrart.com">https://www.axtrart.com</a>
<b>Board of Directors</b>	1. Mr. Sompong Rungnirattisai 2. Ms. Paphitchaya Suwandee 3. Mr. Thaworn Phanichaphan
<b>Accounting Period</b>	January 1 – December 31

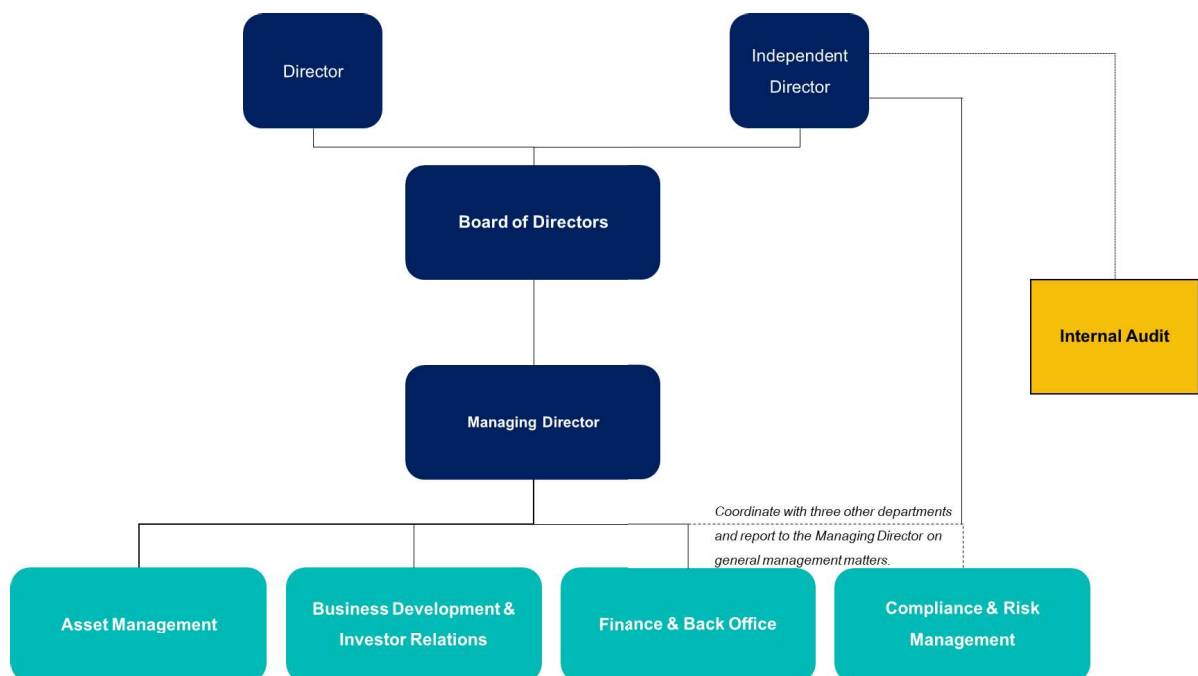
### 8.1.2 Shareholding Structure

List of Shareholders as of December 31, 2024

No.	Shareholder Name	Number of Shares	Shareholding (%)
1	CP Aextra Public Company Limited	1,750,000	50.00
2	CP Future City Development Corporation Limited	1,750,000	50.00
<b>Total</b>		<b>3,500,000</b>	<b>100.00</b>

### 8.1.3 Management Structure

The organizational structure of the REIT Manager comprises the Board of Directors, the Managing Director, and four core departments: Asset Management, Business Development and Investor Relations, Operational Support, and Corporate Governance and Risk Management. Additionally, there is an Internal Auditor who reports directly to the Independent Director, as illustrated in the diagram below.



The Company, in its capacity as the REIT Manager, is responsible for managing the Trust with professional knowledge, responsibility, prudence, honesty, and integrity. Additionally, the Company oversees and controls the performance of the Property Manager to ensure compliance with the Company's policies, the Trust Deed, the REIT Management Agreement, the Registration Statement, the Prospectus, the Trust's objectives, resolutions of the Board of Directors, resolutions of Unitholder Meetings (as applicable), as well as relevant regulations and laws.

The Company places great importance on efficient management. Therefore, the organizational structure clearly and effectively delineates the roles and responsibilities of each department, ensuring that each operates independently and systematically. This aligns with fiduciary principles and good corporate governance practices, considering risk management to prevent fraud, corruption, and conflicts of interest. This structure enables the REIT Manager to manage investments with honesty, integrity, and prudence, prioritizing the interests of stakeholders above those of the REIT Manager itself. It also safeguards against information leakage and unlawful activities, reflecting the nature, size, and complexity of the Company's business. Furthermore, the Company remains committed to ensuring fair and equitable treatment of investors.

#### **8.1.4 Duties and Responsibilities of the REIT Manager**

The REIT Manager holds primary responsibility for managing the Trust, covering asset investment activities and overseeing the operations of lessees. The REIT Manager performs duties under the supervision of the Trustee, with the scope of responsibilities as follows:

##### **General Duties**

- 1) Perform duties professionally with due responsibility, prudence, integrity, and fairness towards unitholders, prioritizing the collective best interests of all unitholders in compliance with the Trust Deed, REIT Management Agreement, Registration Statement, Prospectus, Trust objectives, resolutions of unitholder meetings, and relevant regulations and laws.
- 2) Comply with the Trust Act, the Securities and Exchange Act, and other relevant laws, professional codes of conduct, and standards set by associations or entities recognized by the SEC, refraining from supporting, instructing, or cooperating with any person whose actions may violate such laws or standards.

- 3) Ensure adequate capital or financial status is maintained continuously, sufficient for business operations and potential liabilities arising from duties as REIT Manager, in compliance with applicable laws.
- 4) Maintain liability insurance covering potential liabilities from the Company's operations and actions by directors, executives, and employees.
- 5) Manage assets in accordance with the Trust Deed, REIT Management Agreement, Registration Statement, Prospectus, the Company's operational plans, resolutions of unitholder meetings, and relevant regulations and laws.
- 6) Refrain from using information obtained through managerial duties for improper personal gain or in a manner causing damage or detriment to the Trust's collective interests.
- 7) Act diligently to prevent conflicts of interest, ensuring fair treatment of investors if conflicts arise.
- 8) Organize unitholder meetings as stipulated in the Trust Deed and relevant regulations and laws.
- 9) Execute capital increases or reductions according to criteria outlined in the Trust Deed and applicable regulations and laws.

#### **Reporting and Disclosure Duties**

- 1) Prepare the Company's financial statements following accounting standards prescribed under accounting laws, submitting them to the SEC within the required timeframe.
- 2) Disclose, provide opinions, or furnish sufficient material and relevant information to support investors' investment decisions.
- 3) Prepare and disclose Trust-related information in compliance with the Securities and Exchange Act and requirements outlined in the Trust Deed, Registration Statement, Prospectus, stock exchange regulations, and relevant laws, such as calculating and disclosing the Trust's asset and unit values.
- 4) Cooperate fully with the Trustee and the SEC, including preparing and disclosing additional information as requested.
- 5) Ensure unitholders receive complete, accurate, and sufficient information in advance, facilitating informed decision-making as stipulated in the Trust Deed, Registration Statement, Prospectus, and relevant regulations and laws.
- 6) Prepare and submit reports and/or required documents to the Trustee and/or the SEC within the prescribed timeframe.

### **Duties Regarding Investment or Disposal of Trust Assets**

- 1) Ensure appropriate investment in core and other assets by assessing management readiness, adhering strictly to investment policies and the Trust Deed.
- 2) Ensure property disposal, transfer, or execution of property-related contracts on behalf of the Trust is performed correctly and lawfully enforceable.
- 3) Conduct due diligence on real estate investments, assess various risks associated with such investments, and establish comprehensive risk management guidelines.
- 4) Arrange valuations of core assets as required.
- 5) Maintain core assets in optimal condition and ready for ongoing use, ensuring necessary repairs, improvements, and maintenance are carried out.
- 6) Secure adequate insurance coverage throughout the investment period, including property insurance against potential risks, liability insurance covering third-party damages from property-related activities, and additional appropriate insurance coverage as needed.
- 7) Develop annual investment and risk management plans related to the Trust and its assets, including borrowing strategies and financial management plans.

### **Duties Regarding the Protection of the Trust's Interests**

- 1) Coordinate with the Trustee or its delegates to facilitate inspections of core assets.
- 2) Manage the Trust's budgets and cash flow effectively.
- 3) Prepare Trust financial statements in accordance with applicable accounting standards and disclose them according to stipulated requirements.
- 4) Authorize disbursements from the Trust's operating account solely for daily operations or other mutually agreed purposes within Trustee-approved limits.
- 5) Distribute benefits to unitholders in accordance with conditions stipulated in the Trust Deed, resolutions of unitholder meetings, and relevant regulations and laws. This includes disclosure of borrowing details, reserve allocations for debt repayment (if applicable), loan obligations, repayment timelines, and their impact on distributions.
- 6) When seeking unitholder approval for any matter, provide opinions and impact analyses to support informed decision-making.

- 7) Maintain proper storage of relevant documents related to Trust operations in compliance with guidelines set by relevant regulatory authorities.

As of December 31, 2024, Aextra Future City Property REIT Company Limited had a total of 4 employees. The details regarding personnel numbers and their experience are as follows

Department	Number of Personnel	Key Responsible Person	Qualifications and Experience
Managing Director and Asset Management Department	1	Sarnthor Mudhasakul	Extensive experience in financial advisory, fundraising, and investment management, including private equity funds, real estate investment trusts (REITs), property funds, infrastructure funds, mergers and acquisitions, and fundraising through debt and equity instruments.
Corporate Governance and Risk Management Department	1	Kanokporn Jungroongriti	Extensive experience and expertise in compliance oversight, internal audit, and risk management.
Operational Support Department	1	Sopha Thammachuenruthai	Experience in trust management, particularly in operational support, including preparing financial statements, budgeting, calculating and preparing net asset value (NAV), overseeing and controlling revenue and expenses of the Trust, and liquidity management.

Department	Number of Personnel	Key Responsible Person	Qualifications and Experience
Business Development and Investor Relations Department	1	Siwakorn Phoowapattarakul	Experience in trust management focusing on business development and investor relations, including investment feasibility studies, capital structure formulation, due diligence of potential assets, and investor communication and information disclosure.

The Company, as the REIT Manager, is structured into four departments to effectively carry out its responsibilities in accordance with the Company's policies, Trust Deed, REIT Management Agreement, Registration Statement, Prospectus, regulations, and related laws governing trust management. Each department's primary duties and responsibilities are as follows

**1) Asset Management Department**

- Select and appoint the Property Manager upon changes, as well as monitor and supervise their performance to ensure compliance with set goals and contractual obligations.
- Oversee and maintain the quality of core assets, ensuring that these assets are consistently maintained, repaired, and improved to achieve long-term sustainable returns.
- Manage core assets in accordance with relevant agreements.
- Support operations related to the management of core assets.
- Supervise third-party service providers engaged by the Property Manager, ensuring compliance with relevant terms and conditions and that asset systems remain fully functional at all times.
- Arrange sufficient insurance coverage to protect against property damage, third-party liability arising from properties or operations within properties, and other relevant insurance, such as Business Interruption Insurance, as deemed necessary.
- Conduct annual evaluations of the Property Manager, as well as evaluations when their contracts approach renewal.
- Report progress on core asset developments, particularly when investing in incomplete projects.

- Maintain a comprehensive register of core assets and monitor their condition and management.
- Arrange valuations for potential acquisitions or disposals and periodically review and appraise existing core assets per regulatory requirements.
- Address inquiries and handle complaints from tenants, providing effective solutions.

## **2) Business Development and Investor Relations Department**

- Develop investment plans, capital structures, and manage initial and additional property investments, including related assets that meet the Company's investment policies, fostering Trust growth and generating added value for unitholders.
- Conduct due diligence on potential property investments thoroughly, documenting and retaining all relevant records and evidence, and submit Due Diligence reports to the Managing Director and Board of Directors for approval and Trustee consent as required.
- Prepare plans and propose appropriate financing structures and funding sources, including debt arrangements, for core asset investments, presenting proposals to the Board for consideration.
- Evaluate the disposal of existing core assets in alignment with the Company's investment policy.
- Evaluate investments in assets beyond core properties.
- Review Trust performance and propose distributions to unitholders at Board meetings.
- Manage and coordinate filing requests, Registration Statements, offering reports, and ensure comprehensive disclosure of information in compliance with relevant laws and regulations, seeking necessary approvals from the Managing Director and/or Board of Directors, and adequately informing unitholders.
- Respond to inquiries and manage unitholder complaints effectively.

## **3) Operational Support Department**

- Analyze Trust performance to propose interim and annual distributions to unitholders.
- Calculate and prepare asset valuation reports, Net Asset Value (NAV), and unit values, disclosing information transparently to unitholders and submitting required reports according to legal standards.



- Prepare Trust financial statements monthly, quarterly, and annually, adhering to generally accepted accounting standards, ensuring audits and reviews by SEC-approved auditors, and obtaining Board approval.
- Prepare annual budgets, special expenditure plans, and/or off-budget expenses related to annual investments.
- Plan Trust finances effectively, managing income, expenses, rental collections, and liquidity management.
- Ensure the Company maintains sufficient capital and financial standing in compliance with relevant regulations governing trust management operations.
- Prepare and submit capital adequacy reports per regulatory requirements.

#### 4) **Corporate Governance and Risk Management Department**

- Provide training, guidance, and advice on compliance with applicable regulations, ensuring departmental adherence to regulatory standards.
- Oversee, monitor, inspect, and report on risk management processes related to Trust management, adhering to established risk management policies, the Trust Deed, laws, and relevant regulations.
- Develop an annual compliance audit plan for Trust operations, ensuring departmental adherence to company policies, the Trust Deed, REIT Management Agreement, Registration Statement, Prospectus, regulations, and related laws, presenting findings to the Board of Directors.
- Monitor conflicts of interest among company personnel and ensure compliance with related-party transaction regulations.
- Establish guidelines to prevent misuse of inside information, implement information access controls (Chinese Wall systems), and propose these measures to the Board of Directors.
- Develop policies to prevent and manage conflicts of interest, particularly between the Trust, REIT Manager, and related parties, for Board approval.
- Inspect, oversee, monitor, and report departmental compliance with company policies, the Trust Deed, REIT Management Agreement, Registration Statement, Prospectus, regulations, and relevant laws, presenting findings to the Managing Director.
- Monitor departmental adherence to principles of good corporate governance.

- Audit and oversee trust management and executive operations to ensure compliance with the Securities and Exchange Act, Trust Act, SEC regulations, Stock Exchange of Thailand regulations, and other relevant bodies.
- Coordinate and manage unitholder meetings according to relevant laws and regulations.
- Verify accuracy and completeness of Trust disclosure reports submitted to the SEC, the Stock Exchange, relevant regulatory authorities, and unitholders, complying with legal and regulatory requirements.

### **8.1.5 Procedures and Conditions for Replacement of the REIT Manager**

#### **Conditions for Changing or Removing the REIT Manager**

Changes or removal of the REIT Manager can only occur under the following circumstances

- 1) Resignation: The REIT Manager voluntarily resigns following procedures stipulated in the Trust Deed.
- 2) Capital Adequacy Failure: The REIT Manager fails to maintain capital adequacy as required by applicable regulations.
- 3) Removal due to Performance Issues: The REIT Manager may be removed if any of the following conditions arise:
  - The REIT Manager fails to manage the Trust in compliance with the Trust Deed, REIT Management Agreement, Trust Act, SEC regulations, or other relevant regulations, resulting in severe damage to the Trust and/or unitholders, and the Manager is unable to rectify the issue within the period stipulated in the REIT Management Agreement.
  - It becomes apparent that the REIT Manager no longer meets the qualification criteria under Section 1 or violates the criteria under Section 2 of SEC Notification No. SorChor. 29/2555, and fails to comply with or is unable to rectify issues as directed by the SEC within the specified timeframe.
  - The SEC's approval of the REIT Manager expires, and the REIT Manager does not receive renewal approval under SEC Notification No. SorChor. 29/2555, failing to rectify this issue within 90 days.

- 4) Expiration Without Renewal Application: SEC approval of the REIT Manager expires, and the REIT Manager does not apply for renewal.
- 5) SEC Revocation or Suspension: The SEC revokes approval or suspends the REIT Manager's duties for a period exceeding 90 days.
- 6) Termination of Legal Entity: The REIT Manager ceases to exist as a legal entity, undergoes liquidation, becomes bankrupt (either through provisional or absolute receivership), or is petitioned for business rehabilitation.

### **Procedures for Appointing a New REIT Manager**

The Trustee must seek unitholder approval to appoint a new REIT Manager within 60 days from the occurrence date stipulated in the Trust Deed. Subsequently, the new REIT Manager must be appointed within 30 days following the unitholder resolution, or within another period as designated by the SEC.

If unitholder approval is sought but not obtained, the Trustee is authorized to appoint a new REIT Manager independently, ensuring the best interests of all unitholders are prioritized.

If the Trustee is unable to appoint a new REIT Manager due to the absence of suitably qualified or interested candidates, the Trustee must assume the duties of the REIT Manager as outlined in the Trust Deed and in compliance with relevant securities and other applicable laws.

## **8.2 Property Manager**

### **8.2.1 General Information**

<b>Name of Property Manager</b>	CP Aextra Public Company Limited (CPAXT)
<b>Address</b>	1468 Pattanakarn Road, Pattanakarn, Suanluang, Bangkok
<b>Company Registration Number</b>	0107567000414
<b>Telephone</b>	+66 2 067 8999
<b>Website</b>	www.cpaxtra.com
<b>Registered Capital</b>	THB 10,427,661,800
<b>Paid-up Capital</b>	THB 10,427,661,800

### 8.2.2 Shareholding Structure of the Property Manager

As of October 1, 2024 (the latest shareholder register closing date), CP Aextra Public Company Limited (“CPAXT”) had the following shareholders

Shareholder Name	Number of Shares Held	Percentage (%)
1. CP All Public Company Limited	3,640,861,753	34.91
2. Siam Makro Holding (Thailand) Company Limited	2,608,119,739	25.01
3. Charoen Pokphand Holding Company Limited	1,663,774,369	15.96
4. C.P. Merchandising Company Limited	922,559,731	8.85
5. Thai NVDR Company Limited	364,800,899	3.50
6. Others	1,227,545,309	11.77
<b>Total</b>	<b>10,427,661,800</b>	<b>100.00</b>

### 8.2.3 Duties and Responsibilities of the Property Manager

- 1) Efficiently manage real estate assets and leasehold rights invested in by the Trust, in compliance with good management principles including tenant space management, lease agreement management, licensing agreements, and service agreements. CPAXT will adhere to the organizational structure and reporting processes as agreed with the Trust and comply with reasonable instructions periodically issued by the Trust.
- 2) Comply with all relevant laws and provide advisory services to the Trust concerning applicable legal requirements related to the Property Management Agreement or the Trust’s investments in real estate and leasehold rights.

In addition to the above responsibilities (1) and (2) and general duties of a Property Manager as legally prescribed or commercially practiced in tenant space management, tenant relations, and property management, CPAXT, as Property Manager, will have duties and authorities including managing lease and service agreements, conducting property assessments, budgeting, forecasting and business planning, handling tenant

handovers and fit-outs, tenant relationship management, maintenance management, parking management, contractual administration, general administrative management, building safety and security management, expense and financial management, marketing, annual budgeting and business planning, rent and service fee collection, bank account management, and other duties as may be reasonably assigned by the Trust periodically.

### 8.3 Trustee

#### 8.3.1 General Information

<b>Trustee Name:</b>	Krungthai Asset Management Public Company Limited (KTAM)
<b>Address:</b>	No.1 Empire Tower, 32nd Floor, South Sathorn Rd., Yannawa, Sathorn, Bangkok
<b>Company Registration Number:</b>	0107545000373
<b>Telephone:</b>	02-686-6100
<b>Website:</b>	<a href="https://www.ktam.co.th/">https://www.ktam.co.th/</a>
<b>Registered Capital:</b>	THB 200,000,000
<b>Paid-up Capital:</b>	THB 200,000,000
<b>Relevant Licenses:</b>	Licensed as Trustee by the SEC on January 23, 2014

#### 8.3.2 Trustee's Shareholding Structure

Trustee's Shareholding Structure (as of December 31, 2024)

Shareholder Name	Number of Shares Held	Percentage (%)
1. Krung Thai Bank PCL	19,999,986	99.99
2. Miss Kittiporn Sinthuprapa	1	0.00
3. Mr. Akechai Kusawangsi	1	0.00
4. Mr. Kuntapon Punjaprakarn	1	0.00
5. Miss Runglawan Sawasdeepirom	1	0.00
6. Mr. Suphasit Jawkonan	1	0.00

Shareholder Name	Number of Shares Held	Percentage (%)
7. Miss Sujitraporn Parkplan	1	0.00
8. Mr. Suratee Chummanas	1	0.00
9. Mrs. Yanin Tantiphimonphan	1	0.00
10. Miss Jongkol Thongmeeprasert	1	0.00
11. Miss Antika Nunang	1	0.00
12. Miss Punwadee Ratanachaiyant	1	0.00
13. Miss Kanokwan Thammasaeng	1	0.00
14. Mr. Bhumipat Bhumichaianan	1	0.00
15. Miss Nutchra Jamroonjan	1	0.00
<b>รวม</b>	<b>20,000,000</b>	<b>100.00</b>

### 8.3.3 Trustee Duties and Responsibilities

The Trustee manages the Trust professionally with honesty, prudence, and expertise, treating unitholders fairly, ensuring their collective best interests, and complying with relevant laws, the Trust Deed, Trust objectives, unitholder resolutions, and additional obligations (if any).

The Trustee may seek advice from independent professional advisors as appropriate. However, the Trustee must avoid actions that conflict with Trust interests, except for fair Trustee remuneration or transactions with established fairness mechanisms, ensuring appropriate disclosure to unitholders following SEC Notification No. SorRor 27/2557 and related SEC regulations.

#### Asset Management Duties

- 1) Assign Trust management to an SEC-approved REIT Manager, except non-core asset management, which may be directly managed by the Trustee or assigned to others under the Trust Deed conditions.
- 2) The management of assets other than the core assets of the Trust is primarily the responsibility of the REIT Manager, except in circumstances where the REIT Manager is unable to carry out such duties. In these cases, the following principles shall apply:

- 2.1) In the event the Trustee undertakes asset management itself, it must implement at least the following measures:
  - Clearly separate departments responsible for managing investments in such other assets from departments whose roles could potentially lead to conflicts of interest or conflicting duties.
  - Implement internal controls to prevent insider information leakage by ensuring that departments and personnel involved in managing investments in other assets are kept distinct from departments and personnel who may potentially exploit such information.
- 2.2) In the event that asset management is delegated to a third party other than the REIT Manager, such delegation must comply with the regulations prescribed in the Notification of the Capital Market Supervisory Board concerning the outsourcing of activities related to business operations, particularly as it relates to delegation of fund investment management, applied mutatis mutandis.

### **Trustee's Responsibilities Regarding Operational Systems**

The Trustee is responsible for establishing appropriate operational systems in accordance with the Trust Act and relevant announcements by the SEC. At a minimum, the Trustee's systems must cover the following:

#### 1) Segregation of Trust Assets:

Ensuring clear separation of the Trust's assets from the Trustee's personal assets. Assets held under each Trust Deed must be distinctly maintained separately from assets of other trusts and the Trustee's personal assets.

#### 2) Review of Trust Management:

Reviewing and ensuring the management of the Trust by the REIT Manager complies with the Trust Deed and the Trust Act.

#### 3) Recording Ownership and Rights:

Accurately maintaining records of ownership or rights to Trust assets, as well as the Trust's income, expenses, liabilities, and related financial accounts.

#### 4) Oversight of the REIT Manager:

Monitoring and overseeing the REIT Manager's performance to safeguard the Trust's interests.

5) Compliance and Fraud Prevention:

Controlling, inspecting, and preventing non-compliance with the Trust Deed and Trust Act, as well as any fraudulent activities in Trust management.

6) Separate Accounting of Trust Assets:

Preparing separate accounting records for Trust assets, distinct from other assets or accounts maintained by the Trustee. When managing multiple trusts, separate accounts for each Trust must be maintained accurately, completely, and up-to-date. All Trust accounts must be distinctly separated from the Trustee's personal and other held assets.

7) Asset Commingling and Presumption of Ownership:

If the Trustee fails to comply with the segregation outlined in point 6, resulting in Trust assets being commingled with the Trustee's personal assets to the extent that separation is not feasible, the following presumptions apply:

- The commingled assets are deemed assets of the Trust.
- Any damages or liabilities arising from management of the commingled assets are considered personal obligations of the Trustee.
- Any benefits derived from managing commingled assets belong to the Trust.

The commingled assets referred to above include any assets transformed or altered from their original form.

8) Commingling of Assets Among Trusts:

If the Trustee fails to comply with the segregation requirement outlined in point 6, causing assets from different trusts to become indistinguishable, the assets including transformed or altered assets, benefits, or liabilities arising from their management are presumed to belong to each Trust in proportion to their original contributions.

**Trustee's Responsibilities for Trust Administration**

1) Participation in Unitholder Meetings:

The Trustee must attend all unitholder meetings. When seeking resolutions from unitholders, the Trustee shall:

- Respond to questions and provide opinions regarding whether proposed actions comply with the Trust Deed and relevant laws.



- Object and inform unitholders if proposed actions do not comply with the Trust Deed or applicable laws.

In cases where the Trustee is also a unitholder, it must exercise its voting rights or perform any related actions in good faith, prudently, and always in the collective best interest of all unitholders, avoiding any conflicts of interest or interference with its duties as Trustee.

2) Debt Enforcement:

The Trustee is responsible for enforcing or overseeing enforcement of debts and obligations in accordance with agreements between the Trust and third parties.

3) Prohibition of Debt Offsetting:

The Trustee is prohibited from offsetting its personal debts owed to third parties against any debts third parties owe to the Trust arising from the Trustee's management of the Trust. Any action violating this prohibition is null and void.

4) Transaction Disclosure:

When entering into contracts or transactions with third parties, the Trustee must clearly inform such third parties in writing and explicitly state in transaction documents that it is acting in the capacity of Trustee.

5) Delegation Restrictions:

The Trustee cannot delegate trust management duties to others unless explicitly permitted under exceptions outlined in the Trust Deed.

6) Maintenance of Unitholder Registry:

The Trustee is responsible for maintaining the unitholder registry and may delegate registry functions to the Thailand Securities Depository, the Stock Exchange of Thailand, or another approved securities registrar according to the Securities Act. Upon delegation, the Trustee must oversee the delegate's compliance regarding registry management, issuing certificates of entitlement, transfers, and transfer restrictions in line with the Trust Deed, unless specified otherwise by the systems and regulations of the Thailand Securities Depository.

7) Issuance of Trust Unit Certificates:

The Trustee or securities registrar must issue certificates evidencing ownership of Trust units to unitholders.

8) Replacement of Certificates:

Upon a unitholder's request, the Trustee or securities registrar must promptly issue replacement certificates for lost, illegible, or significantly damaged Trust unit certificates.

9) Opinions in Annual Reports:

The Trustee is responsible for providing its opinion on the REIT Manager's performance in the Trust's annual reports prepared for unitholders. This opinion must assess whether the REIT Manager's operations comply with the Trust Deed, laws, and related regulations, clearly identifying any non-compliance and outlining the corrective actions undertaken by the Trustee.

10) Certification of Net Asset Value (NAV):

The Trustee must certify the Trust's NAV reports and Trust unit value at each quarter-end according to applicable regulations. The REIT Manager will disclose these certified reports to the SEC within 45 days from the quarter's end.

Furthermore, the Trustee must exercise due diligence to ensure the REIT Manager accurately calculates the Trust's NAV per unit according to applicable standards. The REIT Manager is required to include certified NAV details in the Trust's annual report, supported by accurate property valuation reports and other relevant documentation.

11) Incurring Debts or Expenses:

The Trustee may incur debts or expenses according to conditions specified in the Trust Deed, Trust Act, and other applicable regulations.

12) No Additional Guarantees or Obligations:

The Trustee is not obligated to provide guarantees to secure its duties, nor does it hold any additional obligations to unitholders or third parties beyond those expressly stated in the Trust Deed or as required by law. Furthermore, entering into the Trust Deed does not constitute a guarantee of the Trust's income, operational results, or tenant compliance.

13) Trust Dissolution Duties:

Upon termination of the Trust, the Trustee remains responsible for collecting, disposing of, and allocating Trust assets, and settling debts and expenses as specified under the Trust Act.

14) Separate Financial Statements:

The Trustee must ensure financial statements for the Trust are separate from those of other trusts or its own, prepared in compliance with professional accounting standards. These financial statements must be audited by an SEC-approved auditor who is independent from the Trustee's directors, executives, and employees, and must be submitted to the SEC and publicly disclosed in accordance with SEC regulations.

15) Prohibition on Expense Reimbursements:

The Trustee must refrain from claiming reimbursements from the Trust for payments made to third parties on behalf of the Trust.

**Trustee's Duties in Monitoring, Supervising, and Auditing the REIT Manager or Other Delegates (if any)**

The Trustee is responsible for monitoring, supervising, and auditing the REIT Manager or any other appointed delegates (if applicable) to ensure their performance complies with the Trust Deed, relevant agreements, and applicable notifications from the SEC or its committees. Such monitoring, supervision, and auditing shall specifically include:

1. Ensuring Approved REIT Management:

Ensuring the Trust's management is conducted by an SEC-approved REIT Manager throughout the existence of the Trust.

2. Delegate Compliance and Replacement:

Monitoring, supervising, and taking necessary actions to ensure appointed delegates meet and perform according to the criteria established in the Trust Deed and related regulations, including removing delegates who fail to comply and appointing replacements.

3. Investment Oversight:

Ensuring investments made by the Trust comply with the Trust Deed and applicable laws.

4. Information Disclosure Supervision:

Supervising accurate and complete disclosure of Trust-related information as specified by the Trust Deed and applicable laws.

5. Providing Opinions for Trust Actions:

Providing opinions on actions or transactions conducted by the REIT Manager and other delegates (if any) for unitholder approval, information disclosure to unitholders, or upon SEC request.

6. Directive Authority for Trust Interests:

When necessary for the overall benefit of the Trust and its unitholders, directing the REIT Manager to undertake specific actions within reasonable limits. Such directions must not exceed the duties specified in the Trust Deed or applicable laws, nor conflict with regulatory frameworks or governmental requirements. If directives significantly increase the REIT Manager's obligations or costs, the Trustee and the REIT Manager shall mutually agree on appropriate measures.

7. Corrective Actions for Managerial Misconduct:

If the REIT Manager engages in actions or omissions causing damage to the Trust or fails to perform according to the Trust Deed or applicable laws, the Trustee must:

- Report the incident to the SEC within five business days upon becoming aware of the situation.
- Take corrective, preventive, or remedial actions deemed appropriate to address or mitigate any damage to the Trust.

8. Interim Trust Management in Absence of REIT Manager:

If there is no REIT Manager or if the REIT Manager is unable to perform its duties, the Trustee must temporarily manage the Trust until a new REIT Manager is appointed, in accordance with SEC Notification Kor. 14/2555.

The Trustee shall manage the Trust as necessary to prevent or mitigate serious damage to the Trust or unitholders, exercising authorities specified in the Trust Deed and the Trust Act. The Trustee may delegate interim management to third parties within the limits and conditions specified in the Trust Deed, and has authority to appoint a new REIT Manager pursuant to the Trust Deed and the Trust Act.

Additionally, if the Trustee determines that the REIT Manager's failure to perform duties as stipulated by the Trust Deed, Trust Act, or SEC notifications has caused or may cause significant damage to the Trust and/or unitholders, and if such damage cannot be adequately rectified within a reasonable timeframe, the Trustee is authorized to take appropriate actions on behalf of the REIT Manager to protect the collective interests of the Trust and its unitholders.

Beyond the provisions outlined in the Trust Deed, if the REIT Manager intends to undertake actions significantly affecting, altering, or modifying core Trust assets such as structural changes or modifications to asset use or classification—prior approval from the Trustee must be obtained before proceeding.

## 8.4 Names, Addresses, and Telephone Numbers of Parties Related to the Trust

### 8.4.1 Auditor

<b>Name</b>	KPMG Phoomchai Audit Ltd.
<b>Address</b>	1 Empire Tower, 50th Floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120
<b>Telephone</b>	02-677-2000

### 8.4.2 Registrar

<b>Name</b>	Thailand Securities Depository Co., Ltd.
<b>Address</b>	93, 14th Floor, Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400
<b>Telephone</b>	02-009-9999

### 8.4.3 Appraiser

<b>Name</b>	Sims Property Consultants Co., Ltd.
<b>Address</b>	100/12, Vongvanij B Building, 12th Floor, Rama 9 Road, Huai Khwang, Huai Khwang, Bangkok 10310
<b>Telephone</b>	02-530-4333

## 9. Trust Governance

### 9.1 Trust Governance Policy

The Company places significant emphasis on governance for AXTRART Trust and has established policies aligned with good corporate governance principles. These policies have been reviewed by the Independent Director and approved by the Company's Board of Directors, subsequently being disseminated internally via electronic mail (e-mail) to ensure awareness among all employees. As a result, the management of the REIT Manager operates transparently, is accountable, and fully complies with laws, the Trust Deed, and all relevant regulations.

### 9.2 Sub-Committees of the Board

The Company's board structure consists of the Board of Directors, detailed in section 8, "Management Structure," specifically under section 8.1.3.

#### 9.2.1 Board of Directors

The Board of Directors comprises three members as follows:

No.	Name and Position	Educational Qualifications and Professional Experience
1.	Mr. Sompong Rungnirattisai Position: Chairman of the Board Date appointed: 19 March 2024	<b><u>Education:</u></b> - Bachelor's degree in Accounting, Thammasat University <b><u>Professional Experience:</u></b> - 2024–Present: Chairman, Aextra Future City Property REIT Co., Ltd. - 2022–Present: Chief Executive Officer, Mall & Property Management Group, CP Aextra PCL. - 2021–Present: Director, CP Retail Development Co., Ltd. - 2017–2019: Chairman of Executive Committee, Tesco Lotus (Ek-Chai Distribution System Co., Ltd.)
2.	Ms. Paphitchaya Suwandee Position: Director Date appointed: 19 March 2024	<b><u>Education:</u></b> - Bachelor's degree in Arts, Chulalongkorn University - Master's degree in Business Administration, Assumption University

No.	Name and Position	Educational Qualifications and Professional Experience
		<b><u>Professional Experience:</u></b> - 2024–Present: Director, Aextra Future City Property REIT Co., Ltd. - 2024–Present: CEO, Wisdom Landmark Corporation Ltd. - 2023–Present: Director, Sukhumvit Mixed-Use Ltd. - 2022–Present: Director, CPFC Distribution Center Ltd. - 2021–Present: CEO, CP Future City Development Corporation Ltd. - 2014–2021: Managing Director/CEO/Deputy CEO, SF Development Ltd.
3.	Mr. Thaworn Phanichaphan Position: Independent Director Date appointed: 19 March 2024	<b><u>Education:</u></b> - Bachelor’s degree in Law, Chulalongkorn University - Barrister-at-Law, Thai Bar Association - Master’s degree in Law, Chulalongkorn University <b><u>Professional Experience:</u></b> - 2024–Present: Director, Aextra Future City Property REIT Co., Ltd. - 2013–2014: Director, Expressway Authority of Thailand - 2009–2011: Chairman, Metropolitan Waterworks Authority - 2008–2009: Director, Airports of Thailand PLC. - 2006–2008: Director and Chairman, Thailand Post Co., Ltd.

### 9.2.2 Roles, Duties, and Responsibilities of the Board of Directors

The REIT Manager has one Board of Directors. At least one-third of its members must be independent directors who meet the requirements set forth by the Capital Market Supervisory Board regarding qualifications for the issuance of new securities. Additionally, directors and executives must fulfill qualifications in accordance with SEC Notification No. SorChor. 29/2555, including any future amendments or requirements prescribed by the SEC.

Authorized signatories for the REIT Manager are as stated in the Company's Affidavit. The Board of Directors may delegate certain duties to one or more directors or other individuals, provided such delegation does not empower conflicted individuals to act contrary to board resolutions or independently authorize transactions.

**Responsibilities of the Board towards the Company:**

- Perform duties in compliance with laws, corporate objectives, company regulations, board resolutions, and shareholder meeting resolutions with honesty, integrity, prudence, and fairness, safeguarding shareholder interests.
- Establish corporate operational policies and supervise management's adherence under good governance.
- Report operational results to shareholders.
- Ensure fair and equal treatment of all stakeholders.
- Review and propose additional meeting agendas when significant matters require board consideration.
- Nominate and appoint replacement or additional directors, subject to shareholder approval.
- Approve major operational matters such as dividend payments, shareholder meetings, auditor appointments, auditor remuneration, and the annual audit plan.
- Educate new directors on company business operations, relevant laws, regulations, and guidelines.
- Convene board meetings at least four times annually. Quorum requires attendance by more than half of all directors. Decisions are made by majority vote, with joint approval from directors representing both shareholders required, except when conflicts of interest arise, in which case approval by the remaining directors is mandatory.
- Appoint a Board Secretary to organize agendas, maintain meeting records, and safeguard confidentiality and compliance with securities transaction monitoring. If no Secretary is appointed, relevant departments fulfill these responsibilities.
- Evaluate the performance of the Managing Director, who must abstain from participation in any evaluation or decision-making processes involving themselves.

**Responsibilities of the Board towards the Trust:**

- Approve key policies for Trust management, including capital structuring, real estate investment, and property utilization strategies.



- Approve initial and additional property acquisitions, ensuring alignment with corporate policy, Trust Deed, management contracts, filing documents, prospectus, regulations, and relevant laws. Also, approve Trust capital increases and necessary permits.
- Approve disposal of core Trust assets in accordance with company policy, the Trust Deed, and relevant laws.
- Approve risk management policies for Trust management and operations.
- Approve policies and processes to manage conflicts of interest, especially between the Trust, the REIT Manager, and related parties, ensuring the best interests of unitholders.
- Approve related-party transactions, excluding interested directors from voting.
- Appoint the Managing Director to manage the Trust.
- Approve the appointment and evaluation of property managers.
- Approve outsourcing arrangements and select external service providers according to relevant guidelines.
- Approve appointment of consultants for Trust management.
- Oversee Trust Manager and delegates to ensure compliance with established policies, agreements, filing documents, prospectus, regulations, and laws; report key issues quarterly or as necessary; evaluate Managing Director performance.
- Approve the annual budget.
- Approve the Trust's annual business plan.
- Receive reports on progress and results of property maintenance and improvements.
- Approve Trust financial statements in accordance with accounting standards and relevant disclosure regulations.
- Approve extraordinary expenses and off-budget investment expenditures.
- Supervise internal audit reporting according to established plans and guidelines.
- Approve operational results and distributions to unitholders.

- Approve unitholder meetings for significant management issues or upon the written request of unitholders collectively holding at least 10% of total outstanding Trust units, specifying clearly the reasons for such meeting requests.
- Approve two-way communication channels for disclosure of Trust information to unitholders within four months following fiscal year-end, including a Q&A summary if unitholder inquiries arise.
- Approve approaches for resolving significant disputes and complaints related to Trust operations appropriately, ensuring compliance with laws, resolutions, Trust Deed, management agreements, filing documents, and prospectus.
- Delegate duties to directors or third parties without enabling conflicted parties to independently authorize transactions.
- Approve legal actions related to disputes arising from Trust operations.

#### **Roles, Duties, and Responsibilities of Independent Directors**

The REIT Manager appoints Independent Directors as part of its Board of Directors. These directors possess expertise beneficial to the business and are responsible for overseeing and monitoring the management team and the company's operations in alignment with good governance practices. They provide support for policies beneficial to the Trust and/or unitholders and object to decisions potentially detrimental to the Trust and/or its unitholders. Independent Directors must be independent from management control and major shareholders, free from involvement or conflicts of interest in the REIT Manager's operational decisions. Their responsibilities include:

- Providing opinions or comments on related-party transactions or transactions potentially involving conflicts of interest, including significant asset acquisitions or disposals, to safeguard unitholder interests.
- Offering advice or opinions on significant issues such as capital structure, corporate policies, and operational control measures.
- Reviewing and advising on risk management policies and control frameworks to mitigate identified risks.

- Supervising and advising on the preparation of accurate and comprehensive financial statements for both the company and the Trust.
- Recommending important matters for consideration by the Board of Directors.
- Appointing, overseeing, reviewing, advising, and commenting on the operational plans and performance evaluations of the Internal Auditor (if any), including presenting internal audit reports to the Board.
- Ensuring internal audits occur at least once annually, or as deemed necessary.
- Approving the annual Compliance Plan.

### **9.3 Meetings of the REIT Manager**

#### **9.3.1 Meetings of the Board of Directors**

The REIT Manager organizes Board meetings quarterly, at least once per quarter, or as required by significant matters. A quorum is established when attendance exceeds half of all directors. Resolutions require majority votes, with joint agreement from directors representing both shareholders, except where directors have a special interest in an agenda item; in such cases, resolutions must be approved by a majority of the remaining directors.

#### **Matters requiring submission to the Board of Directors**

- Key Trust management policies, including capital structure, investments, and asset utilization.
- Investments, real estate acquisitions, and Trust capital increases.
- Disposal of core Trust assets.
- Related-party transactions involving the Trust.
- Annual budgets and annual business plans.
- Maintenance or renovation of Trust assets.
- Financial statements, extraordinary expenses, and off-budget investment plans.
- Operational results and distributions to unitholders.
- Unitholder meetings and information communication channels.

### 9.3.2 Significant Transactions Presented to the Board during the Past Fiscal Year

For the accounting period ended December 31, 2024, the Board considered the following significant transactions relating to AXTRART Trust operations:

Date of Meeting	Agenda
29 March 2024	<ul style="list-style-type: none"><li>● Consideration and approval of the establishment plan for the REIT, investment policy, and borrowing policy.</li><li>● Consideration and approval of the initial core assets for establishing the REIT.</li><li>● Acknowledgment of the appointment of advisors for conducting asset due diligence</li></ul>
5 June 2024	<ul style="list-style-type: none"><li>● Consideration and approval of the filing application for the offering of trust units for conversion purposes.</li></ul>
27 December 2024	<ul style="list-style-type: none"><li>● Consideration and approval of the Trust's annual budget for 2025.</li><li>● Consideration and approval of the Trust's investment and improvement expenditure budget.</li></ul>

### 9.6 Management of Inside Information

The REIT Manager implements robust control measures for the management of inside information as follows:

1. System Implementation to Prevent Inside Information Leakage (Chinese Wall)
  - 1.1. Establish controlled access areas with systematic entry-exit records. Strict policies against disclosure or sharing of passwords among staff are enforced, including the use of keycards for controlled entry.
  - 1.2. Clearly segregate departments and personnel (including outsourced staff) that have access to inside information, especially units responsible for investments, such as Business Development and Investor Relations, from other departments.
2. Trading of Securities by Employees and Related Persons

The REIT Manager has established regulations and strict approval procedures concerning securities trading, including units of real estate investment trusts, by its employees.

### 3. Monitoring and Compliance

The Compliance Department oversees transactions related to securities listed on the Watch List and Restricted List to ensure proper management of inside information.

### 4. Disclosure of Related-Party Transactions

The REIT Manager ensures disclosures of related-party transactions adhere to the regulations set by the SEC and the Stock Exchange, following these steps:

- 4.1. The Compliance Department controls and monitors related-party transactions, using the Bonanza Investment system, with the Risk Management Department preparing related-party lists and Compliance providing approvals for any related-party investments.
- 4.2. For real estate transactions, the REIT Manager discloses related-party transactions promptly to the Stock Exchange upon occurrence.

Additionally, measures are in place to manage conflicts of interest, ensuring that employees do not improperly benefit from undisclosed inside information. Watch Lists and Restricted Lists are regularly updated to prevent conflicts and inappropriate insider trading.

## 9.7 Investment Decision-making and REIT Management

### 9.7.1 Investment Decision-making Process and Considerations

The REIT Manager employs a rigorous selection process for property investments, analyzing market and financial feasibility, conducting legal due diligence, structural assessments, property valuation reports, and expert consultations (e.g., financial advisors, auditors, legal advisors, engineers).

### 9.7.2 Asset Utilization

The REIT Manager aims for sustainable returns by effectively leasing and managing properties, employing the following approach:

- **Strategy Formulation:** The Asset Management team reviews past performance, monitors market trends, and proposes leasing strategies to the Board.

- Lease Management: Experienced property managers are appointed to handle leasing activities, tenant selection, rent collection, and asset maintenance.
- Monitoring and Oversight: The REIT Manager regularly reviews property manager performance, reports outcomes to the Board, and adjusts strategies as necessary to mitigate risks and optimize returns.

## **9.8 Selection of Property Managers**

The REIT Manager conducts thorough evaluations based on experience, reputation, and past performance of property managers, ensuring they meet SEC qualifications. Essential criteria include management expertise, effective leasing and debt collection capabilities, asset maintenance competence, robust internal controls, strong financial standing, transparent organizational structure, conflict-of-interest mitigation measures, and appropriate internal control systems all prioritized to safeguard investor interests.

## **9.9 Monitoring and Performance Evaluation of Property Managers**

### **9.9.1 Operational Monitoring**

The Asset Management Department oversees, controls, and evaluates the performance of the Property Manager by implementing a systematic approach to ensure that the quality of managed assets remains consistently optimal, fully operational, and capable of generating sustained long-term benefits. The process is divided into two main phases:

#### **1) Operational Oversight and Control of the Property Manager**

The REIT Manager monitors monthly operational performance to confirm that the Property Manager operates in accordance with the terms and conditions set forth in the property management agreement and the operational manual, particularly in areas related to building management. To facilitate this process, the Property Manager must prepare and submit a standardized operational manual, Key Performance Indicators (KPIs), and regular operational reports to the REIT Manager for review.

In case of emergencies or significant incidents potentially affecting asset value or REIT operations, such as flooding near property locations, the REIT Manager collaborates closely with the Property Manager to address and resolve issues promptly. Updates and relevant reports are also communicated to the Trustee to ensure ongoing governance and oversight.

Moreover, the REIT continually ensures that the Property Manager (1) Fully collects rental income generated from asset management and deposits such income into the REIT's account completely and punctually. (2) Completely collects utility management fees associated with REIT's assets and remits these fees to the REIT within a consistent timeframe.

## 2) Annual and Contractual Performance Evaluations of the Property Manager

The REIT Manager evaluates the Property Manager's performance annually and when the management agreement approaches its expiry. The evaluation is conducted in accordance with the guidelines and internal control standards established by the REIT Manager, specifically outlined in the operational manual. Evaluations occur in two phases:

### (1) Annual Evaluation:

This assessment reviews the overall annual performance, facilitating a comprehensive analysis of the management operations, cooperation between parties, and provides recommendations for further improvements. If the Property Manager's performance fails to meet predetermined criteria as stipulated in the evaluation guidelines and relevant agreements, the REIT Manager will report findings to the Managing Director and the Board of Directors to determine whether to terminate the property management agreement.

### (2) Contract-End Evaluation:

The REIT Manager performs an evaluation as the property management contract approaches its expiration (typically six months prior, or within a timeframe deemed appropriate by the Board of Directors). This evaluation assesses whether to renew the existing agreement or to select a new property manager, based on the Property Manager's overall performance during the contract period. Results and recommendations are presented to the Managing Director and the Board of Directors for final decision-making.

## 9.9.2 Property Manager Performance Evaluation

Since AXTRART was established on September 10, 2024, to facilitate the conversion of Lotus's Retail Growth Real Estate Investment Fund and Leasehold Rights ("LPF"), with the transfer of assets and liabilities from LPF on November 26, 2024 (resulting in operations for the year 2024 covering a period of 1 month and 5 days), a comprehensive performance evaluation over a full year has not yet been conducted. However, during the 1-

month and 5-day period, the Property Manager performed their duties correctly and completely in accordance with the Property Management Agreement, and no mistakes were found that affected the AXTRART's performance.

#### **9.10 Monitoring the Benefits of the Trust**

The REIT Manager has the main objectives to make the unitholders earn the benefits from investment in AXTRART consistently and continuously in the long term with consideration on benefits generated from the development and enhancement of quality of the core assets invested. The REIT Manager has the measures and systems to monitor and look after the benefits from the core assets to be invested by AXTRARM as follows:

- 1) The REIT Manager and the Trustee will monitor the Trust's performance each year by comparing it with the annual budget and the Trust's performance in the previous year to ensure that the real estate invested by the Trust generates profits. In the event that the performance of the core assets does not meet the expected targets, the REIT Manager and the Trustee will conduct a detailed analysis to identify the causes and will work closely with the Property Manager to develop an operational plan to improve the performance of the core assets to meet the targets or forecasts.
- 2) The REIT Manager and the Property Manager will jointly build business growth and develop strong relationships with various customers, while managing the occupancy rates and rental rates to maximize benefits for the Trust. Simultaneously, the REIT Manager and the Property Manager will jointly control and manage marketing costs and risks related to the management of the core assets.
- 3) The REIT Manager will collaborate with the Property Manager to enhance the efficiency of the core asset management while controlling and managing operating expenses without affecting to the quality of service.
- 4) The REIT Manager and the Property Manager will work closely together to enhance the potential of the core assets. This will include:
  - Defining the target customer groups for the core assets by adjusting marketing strategies and service levels to suit the needs of the identified target customer groups.
  - Maintaining and servicing the areas of the core assets, such as improving public and common areas, and adapting specific areas to be suitable for use.



- Enhancing the image of the core assets, maintaining the assets to meet standards, and repairing the assets to be suitable for use to create customer satisfaction.

### 9.11 Remuneration of the REIT Manager

The Trustee, acting on behalf of the Trust, agrees to pay fees (including value-added tax) for performing its duties under the REIT Manager Appointment Agreement, with the following details:

- 1) A base fee of not more than 0.25% per annum of the Trust's Total Asset Value (TAV), with a minimum fee of not less than 10 million Baht per year.
  - For the years 2024 – 2028:  
Not more than 0.18% per annum of the Trust's Total Asset Value (TAV)
  - For the year 2030 onwards:
    - (1) If the trust's total assets are valued at not more than 35,000 million Baht:  
Not more than 0.18% per annum of the Trust's Total Asset Value (TAV).
    - (2) If the trust's total assets are valued at more than 35,000 million Baht:  
Not more than 0.25% per annum of the Trust's Total Asset Value (TAV).
- 2) Fees for the acquisition or disposal of the Trust's core assets:
  - Acquisition Fee for the core asset of the Trust:  
Not more than 1.5% of the acquired asset value.
  - Disposal Fee for the core asset of the Trust:  
Not more than 0.75% of the disposed asset value.

However, if the Property Manager has already charged the aforementioned fees, the REIT Manager will not charge such fees.
- 3) Fees for Fund Raising: not more than 1.50 % of the funding value.  
 "Funding Value" shall be calculated from the value of the Trust units that the Trust will additionally issue and offer for sale, and/or the value of the debentures that the trust will issue and offer for sale, and/or the value of the loans that the trust will draw down under the loan agreements.

However, when combining the underwriting fees and selling agent/referral fees, and the REIT Manager's fund-raising fees, the total shall not exceed 4 percent of the total funding value in each funding instance.

#### 9.12 Disclosure of Information to Unitholders

The REIT Manager has the duty to prepare and disclose information regarding the trust's operations that is accurate, complete, clear, and sufficient for investors' decision-making. This includes reports, financial information, general information, and other important information. The REIT Manager will disclose such information via various communication channels such as the Stock Exchange's website, the Trust's website, and documents sent to unitholders, as well as reporting to relevant regulatory authorities as specified in the Trust Deed, REIT Manager Appointment Agreement, registration statement, prospectus, regulations, and relevant laws. The REIT Manager will disclose information that has been prepared and reviewed according to the REIT Manager's procedures to relevant persons or agencies, with details as follows:

1) Trust Information required for regular reporting

Types of Information	Information reporting periods to regulators
Quarterly financial statements (reviewed)	within 45 days after the end of accounting period
Report on Net Asset Value (NAV) Report of the Trust and Trust Unit Value	within 45 days after the end of quarter
Yearly financial statements* (Audited with Auditor's Opinion)	Within 2 months from the end of the fiscal year
Management Discussion and Analysis	Submit together with the financial statement submission
Report to Explain on Operating Performance Changes Exceeding 20%	Submit together with the financial statement submission

Types of Information	Information reporting periods to regulators
Compared to the Same Period of the Previous Year	
Submission of Financial Statements through the FSCOMP System	Within 1 business day from the date of financial statement submission
Annual Registration Statement	Within 3 months from the end of the fiscal year
Annual Report of the Trust	Within 4 months from the end of the fiscal year, and no later than the date of submission to unitholders
Report on the Distribution of Trust Unit holders (Free Float)	within 14 days from the record date to determine the list of unitholders for the unitholders' meeting

**Remark:** \*The preparation and disclosure of information in the trust's financial statements shall be in accordance with the accounting practices under the accounting standards prescribed by the Federation of Accounting Professions for each type of transaction.

- 2) Upon the occurrence of any of the following matters, the REIT Manager shall report to the Office of the Securities and Exchange Commission (SEC) without delay.
  - Report upon occurrence of any events causing dissolution of AXTRART
  - The trust suffers severe damage.
  - The trust is unable to generate benefits from its assets, whether in whole or in part.
  - The trust has changed its objectives or investment policies."

Furthermore, the aforementioned reporting must include details as specified in the relevant laws and notifications.

Apart from the information disclosure as specified above, in the event that any announcements or orders from the Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission (SEC) require the REIT Manager to disclose information or submit any information regarding the Trust's management and the REIT Manager's performance of duties, the REIT Manager shall comply with such announcements or orders.

## **9.13 Unitholders' Meeting**

### **9.13.1 Reasons for Calling a Meeting**

The REIT Manager must arrange for a unitholders' meeting in the following cases:

- (1) When unitholders holding collectively not less than 10 percent of the total units sold submit a written request to the REIT Manager to call a unitholders' meeting, clearly stating the reason for the meeting request in the letter. In this case, the REIT Manager must arrange for a unitholders' meeting within 45 days from the date of receiving the letter from the unitholders.
- (2) In any case where the Trustee considers it necessary or appropriate to propose a matter for consideration and resolution by a unitholders' meeting, the REIT Manager shall arrange for a unitholders' meeting within 1 month from the date of receiving a letter from the Trustee. This does not preclude the Trustee's right to consult with the REIT Manager regarding such necessity.
- (3) In any other case where the REIT Manager considers it necessary or appropriate to propose a matter for consideration and resolution by a unitholders' meeting about the benefit of the trust's management. This does not preclude the Trustee's right to consult with the REIT Manager regarding such necessity.

However, if the REIT Manager fails to arrange a unitholders' meeting within the period specified in the first paragraph, the Trustee may proceed to arrange the unitholders' meeting instead.

### **9.13.2 Calling a Meeting of Unitholders**

The REIT Manager shall prepare a notice of meeting for unitholders, specifying the location, date, time, agenda of the meeting, and matters to be presented to the meeting, along with appropriate details. The notice shall clearly state whether the matters are for information, approval, or consideration, as the case may be, and shall include the REIT Manager's opinion on such matters, including the potential impact on unitholders from the voting on those matters. The notice shall be sent to the unitholders at least 14 days prior to the meeting date. In the case of a meeting of unitholders where a resolution requiring a vote of not less than three-fourths of the total votes of the unitholders present and entitled to vote is required, the notice shall be sent at least 7 days prior to the meeting date in other cases. In addition, the notice of meeting shall be published in at least one local daily newspaper at least 3 days prior to the meeting date.

### **9.13.2 Proxy**

At a meeting of unitholders, a unitholder may appoint another person, the trustee, or an independent director of the REIT Manager to attend and vote on their behalf at the meeting. The proxy form must be dated and signed by the appointing unitholder.

The proxy holder must submit the proxy form and supporting documents, as specified in the notice of meeting, to the chairperson of the meeting before the meeting commences.

### **9.13.3 Quorum**

A meeting of unitholders requires the attendance of at least 25 unitholders and proxies (if any), or at least half of the total number of unitholders, and must include a combined holding of at least one-third of the total number of issued and outstanding units, to constitute a quorum.

If, after one hour from the scheduled meeting time, a meeting of unitholders does not achieve a quorum as specified in the Trust Deed, and the meeting was convened at the request of the unitholders, the meeting shall be canceled. If the meeting was not convened at the request of the unitholders, the REIT Manager shall call a new meeting and send a notice of the meeting to the unitholders at least seven days prior to the meeting date. For this subsequent meeting, a quorum is not required.

### **9.13.4 Meeting chairperson**

The REIT Manager shall appoint one director to be a meeting chairperson. The meeting chairperson has power and duty to ensure that a meeting is conducted smoothly and accurately as specified in Trust Deed. However, if the chairperson of the meeting has a conflict of interest in the matter under consideration, the chairperson shall withdraw from the meeting for that agenda item. The REIT Manager and the Trustee shall then present a list of persons for the unitholders' meeting to consider appointing as the chairperson for that agenda item in their stead.

### **9.13.5 Vote count**

A trust unitholder has one vote for each trust unit holds and a trust unitholder who is entitled to vote must not have special interest in any matter being considered.

### 9.13.6 Trust unitholders' resolution

- (1) An ordinary resolution may be passed by a majority of the total votes of the unitholders attending the meeting and having the right to vote.
- (2) In the following circumstances, a resolution may only be passed by not less than three-fourths of the total votes of the unitholders attending the meeting and having the right to vote.
  - In the event of an acquisition or disposal of the core assets with the total transaction value of at least 30% of total asset value of AXTRART
  - In the event of the increase of the paid-up capital or reduction that is not pre-specified in the Trust Deed
  - In the event of the capital increase through general mandate
  - In the event of an entering into a related parties' transaction of the REIT Manager with the total transaction value from 20 million Baht or exceeding 3% of net asset value of AXTRART whichever is higher;
  - In the event of a change in the distributions and returns of the unitholders' capital;
  - In the event of a dismissal or appointment of the Trustee;
  - In the event of a dismissal or appointment of the REIT Manager;
  - In the event of an amendment of the Trust Deed in the matters that significantly impact the right of the unitholders;
  - In the event of a termination of AXTRART;
  - Proceed that deviate from the obligations stated in the application or the registration statement and prospectus.
- (3) The trust unitholders' resolution that results in the Trust or the management of the Trust having characteristics that contradict or conflict with the Trust Deed or other regulations according to the Securities and Exchange Act or the Trust for Transactions in Capital Market Act shall be deemed invalid.

## 9.14 Selection and Appointment of Directors and Executives

The REIT Manager has criteria for selecting directors and executives, focusing on individuals with knowledge, competence, suitable qualifications, ethical business conduct, and who do not possess any prohibited characteristics as prescribed by the Office of the Securities and Exchange Commission (SEC).

### (1) Independent Directors

In selecting independent directors for the Company, in its capacity as the REIT Manager, the independent directors must possess at least the following qualifications:

- Hold not more than 1% of the total voting shares in the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company.
- Must not be, or used to be a director involved in the management, nor an employee, staff, salaried advisor of the Company, its parent Company, subsidiaries, affiliates, same-level subsidiaries, major shareholders, or a person who may have a conflict of interest, and must have had no such interests or stakes for at least 2 years.
- Must not be a person with blood relations or legal registration relationships as a parent, spouse, sibling, and child, including the spouse of a child, of other directors, executives, major shareholders, or persons proposed to be directors, executives, or controlling persons of the Company or its subsidiaries.
- Must not have or have had any business relationships, direct or indirect interests or stakes, whether financial or administrative, with the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons of the company, that may impede the exercise of independent judgment.
- Not being or used to be an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders, or persons who may have conflicts of interest with the Company, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, associated companies, major shareholders, or persons who may have conflicts of interest, unless having been clear of such characteristics for not less than 2 years.

- Must not be, or used to a provider of any professional services, including legal or financial advisory services, receiving fees exceeding 2 million Baht per year from the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons <sup>1</sup> of the company, and must not be a significant shareholder, controlling person, or partner of such professional service provider, unless having been free from such characteristics for at least 2 years.
- Must not be a director appointed to represent directors of the Company, major shareholders, or shareholders related to major shareholders.
- Must not engage in a business that is of the same nature and significantly competes with the business of the Company or its subsidiaries, nor be a significant partner in a partnership, or a director involved in management, an employee, staff, salaried advisor, or hold more than 1 percent of the total voting shares of another company that engages in a business of the same nature and significantly competes with the business of the Company or its subsidiaries.
- Must not be a person deemed unsuitable for management by the Stock Exchange of Thailand according to its regulations, and/or a person with prohibited characteristics as specified in the Capital Market Supervisory Board's announcement regarding prohibited characteristics of personnel in the capital market business, mutatis mutandis, and Clause 12(4) of Notification of the Office of the Securities and Exchange Commission No. SorChor. 29/2555 Re: Rules, Conditions and Procedures for the Approval of REIT Manager and Standard Conduct, and any amendments or other regulations that the SEC may change in the future.
- Has never been subject to a judgment for violations under securities laws, laws concerning the operation of finance business, securities business, and credit foncier business, commercial banking laws, casualty insurance laws, anti-money laundering laws, or other similar financial business laws, whether Thai or foreign, by agencies with authority under such laws. This includes offenses related to unfair practices concerning securities trading, or fraudulent or dishonest management practices.
- Does not possess any other characteristics that would prevent the ability to provide independent opinions regarding the Company's operations.



(2) Top Executives

In selecting the Top Executives, including the Managing Director of the Company as the REIT Manager, the Top Executives must possess at least the following qualifications:

- Be a person with knowledge and capability
- Have appropriate qualifications for the duties and responsibilities
- Have ethics in conducting business

**9.15 Auditor Fee**

The REIT Manager has appointed KPMG Phoomchai Audit Ltd. as the auditor of the Trust for the year ending December 31, 2024, with an audit fee totaling 700,000 THB and other service fees (Out-of-pocket Expense) amounting to 15,300 THB.

## 10. Social Responsibility

### 10.1 Policy and Operation of the Trust

The REIT Manager and Property Manager are committed to managing AXTRART by emphasizing sustainable development according to ESG principles, which encompass the dimensions of Environmental, Social, and Governance.

In Corporate Governance Dimension, the REIT Manager plans to establish policies on various issues related to good corporate governance, including:

1. Policy and Guidelines on Non-Public Information, Insider Trading, and Securities Trading
2. Conflicts of Interest Policy and Guidelines
3. Gifts and Benefits Policy and Guidelines
4. Personal Data Protection Policy and Guidelines and related Personal Data Protection Policies as below:
  - Personal Data Privacy Notice for Processes related to Vendors
  - Personal Data Privacy Notice for Processes related to Customers
  - Personal Data Privacy Notice for Processes related to Personnel
  - Terms and Conditions
  - Cookies Policy
5. Code of Conduct for Investor Relations
6. Anti-Fraud and Anti-Corruption Policy and Guidelines
7. Whistleblowing Policy and Guidelines

After the approval from the Company's Board of Directors, the REIT Manager will disclose the Policies' information on the AXTRART website at <https://www.axtrart.com>, ensuring transparency and auditability.

In the Environmental Dimension, the property manager is committed to renewable/clean energy management. AXTRART aims to continuously increase its proportion of clean energy usage through the solar rooftop installation project. By the end of the year 2024, AXTRART has achieved clean energy usage from solar rooftop installations at 10 out of 23 Lotus's branches, which contributes to reducing greenhouse gas emissions and establishing a green business ecosystem. Furthermore, in the year 2025 AXTRART plans to install additional

solar rooftops at 12 more Lotus's branches. This reinforces its commitment to efficient resource utilization, as it maximizes the use of existing roof space and utilizes solar energy, a renewable and inexhaustible resource, instead of relying on limited fossil fuels. This support reduces greenhouse gas emissions from electricity generation, a major cause of climate change.

In the Social Dimension, the Company focuses on achieving gender equality and empowering women, with female director comprising 1 out of 3 of the Board of Directors and female employees accounting for 50% of the total workforce.

The Company is committed to the principle of fair and appropriate employee compensation, determining remuneration based on individual responsibility levels, experience, and qualifications.

For annual performance evaluations, the Company has implemented a clear and transparent system that evaluates individual performance. Goals are set, monitored, and performance is reviewed jointly with supervisors every 6 months (at the end of the second and fourth quarters of each year). The performance evaluation includes three key elements: (1) Operational values (2) Individual business goals (3) Individual development goals.

The Company places great importance on employee training and development, providing employees with opportunities to participate in a variety of training courses to enhance necessary skills. These are categorized clearly, such as courses related to compliance with regulations and laws (Compliance Skills) and knowledge essential for job performance (Functional Skills).

Furthermore, the Company is committed to supporting employee career growth through a fair promotion policy based on individual potential. This aims to enhance competitiveness and improve the organization's adaptability in a rapidly changing business environment.

In terms of employee welfare, the Company offers group health insurance, encompassing outpatient and inpatient care, dental, prescription glasses, and accident insurance. Employees have the flexibility to choose a suitable group health plan annually. Additionally, the Company provides annual health check-ups, organizes festive activities and social events, and extends other entitlements in line with company policies and applicable laws, including annual leave and diverse leave options.

Furthermore, the Company encourages employees to engage in financial planning for future financial stability by providing a Provident Fund as a welfare benefit and security for employees upon leaving the Company, whether through retirement, disability, or death. The Company boasts a 100% voluntary participation rate among employees in the Provident Fund.

## **10.2 Additional Guidelines on Preventing Involvement in Corruption**

As the REIT Manager, the Company has a policy prohibiting its employees, including individuals associated with the Company, from engaging in, accepting, or supporting any forms of corruption. The Company mandates regular reviews of compliance with the anti-corruption policy and revises its guidelines to align with policies, regulations, rules, requirements, laws, and business changes. This anti-corruption policy covers all activities related to the company's operations, including its domestic and international businesses.

The Company plans to establish the Anti-Fraud and Anti-Corruption Policy and Guidelines. The detail as follows:

1. Assess risks in all business activities to identify opportunities for fraud and corruption.
2. Act with integrity, transparency and comply with laws, policies, Code of Conduct, rules and company regulations, as follows:
  - Offering and Receiving Gifts and Benefits
    - Do not offer or receive gifts or benefits that may compromise business decisions by complying with company regulations.
    - In terms of customs or traditions, employees may offer and receive gifts or benefits that do not exceed the value as specified by law or are in accordance with company regulations.
  - Hospitality and Entertainment

Hospitality and entertainment are allowed, provided that the intent is to maintain business relationships with customers and suppliers. However, they must not compromise business decisions, do not exceed the value as specified by law, or are in accordance with company regulations.

- Facilitating Payment

Facilitating payments must be handled transparently and in accordance with company regulations.

The company does not support any facilitating payments that may lead to fraud and corruption.

- Charitable Contributions and Sponsorship

Charitable contributions and sponsorships must be conducted in accordance with company regulations without expecting any benefits in return or used for the purpose of fraud and corruption.

- Political Contributions

Conduct business by maintaining political neutrality and not acting in favor of any political parties.

Both monetary and non-monetary political contributions must be handled transparently to promote democracy without any intention to induce improper or unlawful behavior.

- Revolving Door

The employment of public officials as a company director, advisor, or top executive is allowed only if the public official has subjected to a cooling-off period as specified by local laws and in accordance with company regulations. This is in order to prevent potential conflicts of interest and favors from the public sector.

- Conflicts of Interest

Perform duties according to the assigned roles and responsibilities in order to proceed with company objectives without using authority to seek benefits for oneself or related persons.

- Acting on Behalf of Company

Communicate the Anti-Fraud and Anti-Corruption Policy and Guidelines to all external persons and entities appointed to represent the company for their understanding and compliance.

3. Support and collaborate with local and overseas organizations from the private sector, public sector, and civil society in promoting anti-fraud and corruption.
4. Communicate and promote awareness on anti-fraud and corruption to employees and external stakeholders throughout the supply chain.
5. Report on performance in relation to this Policy and Guidelines as well as anti-fraud and anti-corruption measures.

## 11. Internal Control and Risk Management

### 11.1 Internal Control

The Company emphasizes the importance of transparency, independence, and flexibility in the audit of the REIT Manager's operational systems. In order to optimize operational efficiency and maintain compliance with established standards, the Company has determined it necessary to outsource internal audit functions to an internal audit firm with specialized expertise.

The Company has established significant internal audit and control systems to ensure that the operations of each department comply with the Company's policies, as well as the requirements stipulated in the Trust Deed, REIT Manager Appointment Agreement, Information Disclosure Form, Prospectus, and relevant laws and regulations. Furthermore, the Company has the system for monitoring, auditing, inspection, and evaluation measures in place for the property manager's internal control systems. This is to ensure their ongoing effectiveness, prevent fraud, or facilitate the easy detection of fraud or non-compliant operations.

The Company requires that and outsource internal auditor conducts an assessment of the internal control system at least once a year and report any identified weaknesses or deficiencies to the Company. This enables the Company to enhance and develop more effective governance practices.

### 11.2 Risk Management

The REIT Manager prioritizes significant importance on risk management in the administration of the trust. The Company has established a system for risk identification, risk mitigation, monitoring tools, risk reporting, and implementation of risk prevention measures. Each department is tasked with identifying risks associated with trust management and proposing appropriate risk prevention and mitigation measures. The Compliance and Risk Management Department collects relevant information from all departments according to the following operational criteria:

1. Each department is identifying its own risks by analyzing the causes of significant risks, assessing risks, the likelihood of occurrence, and the severity level of risks that affect the trust's operations and performance. This includes economic, financial, social, and legal aspects, as well as industry competition or other factors that may affect to trust management, such as key personnel being unable to perform their duties.

2. The relevant departments establish and compile policies for managing and addressing risks that are assessed as likely to occur, and define criteria for controlling or mitigating such risks based on the risk levels assessed in the risk consideration form. The Compliance and Risk Management Department will collect relevant information from all departments to ask for the Managing Director's approval of the risk management approach, which includes risks from the Property Manager's performance of duties.
3. Upon Managing Director approval, the Compliance and Risk Management Department will develop and propose the Risk Management Policy, including risk mitigation to the Board of Directors for approval.
4. Following the Board of Directors' approval of the risk management policies and mitigation measures, the Compliance and Risk Management Department will communicate the policy and methodologies to all departments and personnel throughout the Company to ensure uniform understanding. Each department will be responsible for implementing the relevant risk management protocols within their respective operations. The Compliance and Risk Management Department will subsequently conduct continuous monitoring of policy implementation and effectiveness.
5. The Compliance and Risk Management Department will compile progress reports and reports on the implementation of risk management measures to present to the Managing Director and the Board of Directors on a quarterly basis, and report to the Trustee at the end of each year. Moreover, they will report any significant events that may impact the trust unitholders, and/or the Company's operations (Risk Reporting) to the Board of Directors and subsequently to the Trustee.
6. In the event of significant incidents that may impact the Trust, Trust unitholders, and/or the Company's operations, with risk levels ranging from yellow to red according to the risk level table, the Compliance and Risk Management Department, together with the Managing Director, will gather and analyze information, propose risk management approaches, and report such incidents to the Board of Directors for immediate consideration and determination of risk management strategies, and further report to the Trustee.
7. The assessment and review of the risk management policy are divided into two scenarios:
  - 7.1) In general cases, the Board of Directors may assess and review the risk management policy and control methodologies for risk prevention or mitigation annually. (The directors will provide their opinions on this matter before or during the Board of Directors' meeting.)

- 7.2) In the event of significant occurrences as outlined in point 6), the Board of Directors will immediately assess and review the risk management policy and establish control methodologies for risk prevention or mitigation related to those specific occurrences.

## 12. Conflict of Interest Prevention

The REIT Manager has duties and responsibilities for the trust's oversight and management. This includes investment management and maximizing asset benefits, as well as monitoring the performance of lessees/sub-lessees. Although the REIT Manager has a policy to avoid related-party transactions that may cause conflicts of interest, the trust may still conduct transactions with related parties. In cases where the trust enters into transactions with related parties, the REIT Manager will consider the rationale and necessity for the trust to enter into such transactions, as well as comply with the REIT Manager's policies, the trust deed, the REIT Manager appointment agreement, registration statements, prospectus, relevant laws and regulations to the management of the trust.

### 12.1 Related (Juristic) Persons to the Trust

Related (Juristic) Persons to the Trust	Relationship with the Trust
1. AXTRA Future City Property REIT Company Limited	<ul style="list-style-type: none"><li>- REIT Manager of AXTRART</li><li>- AXTRART is jointly owned by CP Aextra Public Company Limited and CP Future City Development Corporation Company Limited, with each holding 50% of the issued and paid-up shares.</li></ul>
2. CP Aextra Public Company Limited ("CPAXT")	<ul style="list-style-type: none"><li>- A major shareholder of the REIT Manager, holding 50% of all issued and paid-up shares of the REIT Manager.</li><li>- The controlling entity of the REIT Manager.</li><li>- A major unitholder of AXTRART, with CPAXT holding 25% of all trust units of AXTRART.</li><li>- Property Manager of AXTRART.</li><li>- The lessee and service recipient of the key assets in which the Trust invests.</li></ul>



Related (Juristic) Persons to the Trust	Relationship with the Trust
3. CP Future City Development Corporation Limited (“CPFC”)	<ul style="list-style-type: none"> <li>- A major shareholder of the REIT Manager, holding 50% of all issued and paid-up shares of the REIT Manager.</li> <li>- The controlling entity of the REIT Manager.</li> </ul>
4. Krung Thai Asset Management Public Company Limited (“KTAM”)	<ul style="list-style-type: none"> <li>- Trustee of AXTRART</li> </ul>

## 12.2 Transactions between AXTRART with REIT Manager and its Related Persons

Related Parties with the Trust	Nature of Related Transactions	Related Parties with the Trust
AXTRARM	The Trust has appointed AXTRARM as REIT Manager	<p>AXTRARM has a strong knowledge and understanding of the trust's assets. Therefore, AXTRARM is well-suited to serve as the REIT manager.</p> <p>The fees and related terms are consistent with the responsibilities of the REIT manager and are comparable to REIT manager fees in the market.</p>
CPAXT	The Trust has appointed CPAXT as Property Manager	<p>CPAXT has been the operator and manager of the main assets in which the trust has invested since the beginning, and therefore possesses the expertise and experience necessary for effective management.</p> <p>The property management fee is consistent with the responsibilities outlined in the property management agreement and is comparable to property management fees in the market.</p>
	CPAXT has rented space and service from the Trust	Leasing the assets to CPAXT is reasonable, as the rental rates and service fees paid by CPAXT to the trust are set at appropriate levels in accordance with normal commercial practices, comparable to transactions with long-term tenants of large spaces who are not related parties (at arm's length).

### 12.3 Policy on Transactions of the Trust with the REIT manager or its related parties

Transactions between the Trust and the REIT manager, or related parties to the REIT manager, shall be conducted in accordance with the following rules and conditions:

- (1) Substance of the Transaction must have the following characteristics:
  - (1.1) In accordance with the Trust Deed and relevant laws.
  - (1.2) For the best interests of the trust.
  - (1.3) Reasonable and at a fair price.
  - (1.4) Transaction fees charged to the trust (if any) are at a fair and appropriate rate.
  - (1.5) Persons with special interests in the transaction do not participate in the decision-making process for that transaction.
- (2) Approval System:

Transactions between the Trust and the REIT manager, or related parties to the REIT manager, other than those clearly disclosed in the registration statement and prospectus, shall be subject to the following approval procedures

- (2.1) Approval must be obtained from the Trustee confirming that the transaction is in accordance with this agreement and relevant laws.
- (2.2) In the case of the transactions with a value exceeding 1.0 million Baht, or 0.03% of the Trust's net asset value, whichever is higher, approval must also be obtained from the Board of Directors of the REIT Manager. However, the size of such transactions may be subject to change as prescribed by relevant laws, rules, regulations, and announcements.
- (2.3) In transactions valued at 20.0 million Baht or more, or exceeding 3.0% of the Trust's net asset value (whichever is higher), approval must be obtained through a unitholders' resolution with a vote of not less than three-fourths of the total votes cast by unitholders present and eligible to vote. The threshold for such transactions may be amended in accordance with changes to relevant laws, rules, regulations, and announcements.

In cases where the transaction under this clause involves the acquisition or disposal of key assets, the calculation of value shall be based on the total acquisition or disposal value of all assets of each project that enables such project to generate income, including assets related to that project.

Unless it is a transaction between the Trust and the REIT Manager or related parties to the REIT Manager that has already been clearly disclosed in the registration statement and prospectus, the process for obtaining approval from the Trustee or unitholders' resolution must follow the provisions stipulated in the Trust Deed mutatis mutandis. In cases where a unitholders' resolution is required, the meeting invitation letter to unitholders must include an opinion from a financial advisor to support the request for resolution from unitholders.

#### 12.4 Transactions between the Trust, the Trustee, and related parties to the Trustee

Related Parties with the Trust	Nature of Related Transactions	Related Parties with the Trust
KTAM	The Trust has appointed KTAM as the Trustee.	<p>KTAM has extensive experience serving as a Trustee for Real Estate Investment Trusts, including the management of various types of real estate mutual funds. Therefore, they possess in-depth knowledge and understanding of the mutual fund and Real Estate Investment Trust management business, as well as the relevant regulations. Consequently, KTAM is deemed suitable to serve as the trustee.</p> <p>The Trustee's fee structure aligns with normal business practice and is comparable to fees charged by similar Real Estate Investment Trusts.</p>

#### 12.5 Transaction Policy Between the Trust and the Trustee or Related Parties

The Trustee shall not engage in any actions that conflict with the interests of the Trust, whether such actions are for the benefit of the Trustee or for the benefit of others, except in the following cases:

- (1) Remuneration for performing the duties of a trustee.
- (2) Transactions that have measures or mechanisms to check and balance the fairness of the transaction, and the Trustee can demonstrate that they have managed the trust fairly and have adequately disclosed relevant information to the unitholders in advance, without any objections being raised by the unitholders

who have received such information. The disclosure of information and objections shall be in accordance with the rules prescribed by the Securities and Exchange Commission (SEC).

In future transactions between the Trust and the Trustee, and related parties to the Trustee, the Trustee must disclose information to unitholders or investors prior to engaging in transactions that conflict with the trust's interests, as follows:

- (1) The information is disclosed via the Stock Exchange of Thailand, in accordance with the SET's regulations regarding such matters, or via any other channels that allow unitholders to gain access the transaction information comprehensively.
- (2) Disclosure must be made within a reasonable timeframe, which must be no less than 14 days.
- (3) A clear disclosure is provided regarding the channels, procedures, and period of time for raising objections, which include a minimum 14-day period. The exception is for the case that the unitholders' resolution for the entering into such transaction is requested, the objection shall be made during the request for the unitholders' resolution.
- (4) In case unitholders clearly express their objection according to the method disclosed in item (3) in a number exceeding 1/4 of all trust units sold, the Trustee shall not act or consent to any transaction that conflicts with the interests of the Trust.

## 13. Key Financial Information

### 13.1 Summary of Auditor Report

Year	Auditor	Audit Firm
2024	Mrs. Piyatida Tangdenchai	KPMG Phoomchai Audit Ltd.

Certified public auditor have audited the financial statements of Aextra Future City Freehold and Leasehold Real Estate Investment Trust (“the Trust”), which comprise the statement of financial position and details of investments as at 31 December 2024, the statements of comprehensive income, changes in net assets and cash flows for the period from 10 September 2024 (date of incorporation) to 31 December 2024, and notes, comprising a summary of significant accounting policies and other explanatory information.

The auditor expressed the opinion that the accompanying financial statements present fairly, in all material respects, the financial position of the Trust as at 31 December 2024 and its financial performance, changes in net assets and cash flows for the period from 10 September 2024 (date of incorporation) to 31 December 2024 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.

### 13.2 Summary of Financial Statements

**Table 1: Statement of Financial Position**

Statement of Financial Position (Unit: THB million)	December 31, 2024
<b>Assets</b>	
Investments in freehold and leasehold properties at fair value	30,164.99
Cash and cash equivalents	1,042.80
Rental and service receivables	373.81
Other receivables - The Fund	54.48
Deferred expenses	30.35
Right-of-use assets	239.77
Other assets	4.26
Financial asset pledged as collateral	65.20
<b>Total assets</b>	<b>31,975.66</b>
<b>Liabilities</b>	
Other payables and accrued expenses	133.47
Rental and service received in advance	55.31
Deposits received from tenants	352.24
Long-term borrowing from financial institution	2,450.00
Lease liabilities - right-of-use assets	256.59
Lease liabilities	264.99
<b>Total liabilities</b>	<b>3,512.62</b>
<b>Net assets</b>	<b>28,463.04</b>
<b>Net asset value per unit (THB)</b>	<b>12.1778</b>
<b>Number of trust units issued at the end of the year (units)</b>	<b>2,337,287,928</b>

**Table 2: Statement of Comprehensive Income**

Statement of Comprehensive Income (Unit: THB million)	Year 2024
<b><i>Income</i></b>	
Rental and service income	280.26
Interest income	0.28
Other income	8.69
<b>Total income</b>	<b>289.23</b>
<b><i>Expenses</i></b>	
Management fees	4.22
Trustee fees	1.95
Registrar fees	0.69
Property management fees	22.92
Professional fees	2.10
Depreciation expense of right-of-use assets	1.45
Operating expenses	28.59
Other expenses	35.47
Finance costs	9.97
<b>Total expenses</b>	<b>107.36</b>
<b>Net profit on investments</b>	<b>181.86</b>
Net gain on changes in fair value of investments	195.22
<b>Total net gain on investments</b>	<b>195.22</b>
<b>Net increase in net assets resulting from operations</b>	<b>377.08</b>

**Table 3: Statement of Cash Flows**

Statement of Cash Flows (Unit:THB million)	Year 2024
<b>Cash flows from operating activities</b>	
Net increase in net assets from operations	377.08
Adjustments to reconcile increase (decrease) in net assets from operations to net cash from operating activities	
Increase in investments in freehold and leasehold properties	(64.85)
Expected credit loss	0.13
Amortisation of deferred expenses	3.09
Depreciation expense of right-of-use assets	1.45
Decrease in rental and service receivables	335.35
Decrease in other receivables - Property fund	215.34
Increase in deferred expenses	(2.29)
Decrease in other assets	160.72
Increase in financial asset pledged as collateral	(65.20)
Increase in other payables and accrued expenses	5.71
Decrease in rental and service received in advance	(6.81)
Increase in deposits received from tenants	0.96
Interest income	(0.28)
Interest received	0.31
Finance costs	9.97
Payment of lease liabilities	(411.06)
Net gain on changes in fair value of investments in freehold and leasehold properties	(195.22)
<b>Net cash from operating activities</b>	<b>364.40</b>
<b>Cash flows from financing activities</b>	
Cash received from the Fund as a result of conversion	700.00
Interest paid	(21.60)
<b>Net cash from financing activities</b>	<b>678.40</b>
<b>Net increase in cash and cash equivalents</b>	<b>1,042.80</b>
Cash and cash equivalents at 10 September 2024 (date of incorporation)	-
<b>Cash and cash equivalents at 31 December 2024</b>	<b>1,042.80</b>



## 14. Management Discussion and Analysis: MD&A

### Significant Events

Axtra Future City Freehold and Leasehold Real Estate Investment Trust (“AXTRART” or the “Trust”) was established on September 10, 2024, to facilitate the conversion of the Lotus’s Retail Growth Freehold and Leasehold Property Fund (“LPF”). The transfer of assets and liabilities from the LPF fund took place on November 26, 2024, resulting in operating revenue for 2024 covering a period of 1 month and 5 days. The trust was officially listed on the Stock Exchange of Thailand on December 12, 2024.

### Key Financial Information

Comprehensive Income Statement (Unit: Million THB)	Year 2024
<b>Income</b>	
Rental and service income	280.26
Other income	8.97
<b>Total income</b>	<b>289.23</b>
<b>Expenses</b>	
Property management expenses	51.51
Trust management expenses	8.97
Financial costs	9.97
Other expenses	36.91
<b>Total expenses</b>	<b>107.36</b>
<b>Net profit on investments</b>	<b>181.87</b>
Net gain on changes in fair value of investment in freehold and leasehold properties	195.22
<b>Net increase in net assets resulting from operations</b>	<b>377.09</b>

For the fiscal year ending December 31, 2024, the trust recorded a total revenue of 289.23 million THB, comprising rental and service income of 280.26 million THB and other income of 8.97 million THB. The total expenses amounted to 107.36 million THB, including property management expenses of 51.51 million THB, trust management expenses of 8.97 million THB, financial costs of 9.97 million THB, and other expenses of 36.91 million THB.

After deducting expenses, the trust generated a net profit on investments of 181.87 million THB. Including net gain on changes in fair value of investment in freehold and leasehold properties of 195.22 million THB, the trust reported a net increase in net assets resulting from operations of 377.09 million THB.

Statement of Financial Position (Unit: Million THB)	As of December 31, 2024
<b>Assets</b>	
Investment in freehold and leasehold properties at fair value	30,164.99
Cash and cash equivalents	1,042.80
Other Assets	767.87
<b>Total assets</b>	<b>31,975.66</b>
<b>Liabilities</b>	
Long-term borrowings from financial institution	2,450.00
Other liabilities	1,062.62
<b>Total liabilities</b>	<b>3,512.62</b>
<b>Net assets value (NAV)</b>	<b>28,463.04</b>
<b>Net assets value per unit (THB)</b>	<b>12.1778</b>

As of December 31, 2024, the trust's total assets amounted to 31,975.66 million THB, consisting of an investment in freehold and leasehold properties at fair value of 30,164.99 million THB, cash and cash equivalents of 1,042.80 million THB, and other assets of 767.87 million THB. Total liabilities stood at 3,512.62 million THB, comprising 2,450.00 million THB in long-term borrowings and 1,062.62 million THB in other liabilities. Consequently, the trust's net asset value (NAV) as of December 31, 2024, was 28,463.04 million THB, or 12.1778 THB per unit.



หลักทรัพย์จัดการกองทุนกรุงไทย  
Krungthai Asset Management

## Opinion of the Trustee

To Trust unitholders of Axtra Future City Freehold and Leasehold Real Estate Investment Trust

I, Krung Thai Asset Management Public Company Limited, as the Trustee of Axtra Future City Freehold and Leasehold Real Estate Investment Trust (“the Trust”), has supervised and monitored the management of the Trust managed by AXTRA Future City Property Reit Company Limited, as the REIT Manager for the accounting period from 10<sup>th</sup> September 2024 to 31<sup>st</sup> December 2024.

I have an opinion that AXTRA Future City Property Reit 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.

Trustee

Krung Thai Asset Management Public Company Limited

(Mr. Piraj Migasena)

Executive Vice President

Krung Thai Asset Management Public Company Limited

10 March 2025

Property & Infrastructure Fund and Trust Business Dept

Tel : +66 2686-6100 Ext. 6149, 6151, 6449

**Axtra Future City Freehold and Leasehold  
Real Estate Investment Trust**

Financial statements for the period from  
10 September 2024 (date of incorporation) to 31 December 2024  
and  
Independent Auditor's report



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## Independent Auditor's Report

### To the Trust Unitholders of Aextra Future City Freehold and Leasehold Real Estate Investment Trust

#### *Opinion*

I have audited the financial statements of Aextra Future City Freehold and Leasehold Real Estate Investment Trust ("the Trust"), which comprise the statement of financial position and details of investments as at 31 December 2024, the statements of comprehensive income, changes in net assets and cash flows for the period from 10 September 2024 (date of incorporation) to 31 December 2024, 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 31 December 2024 and its financial performance, changes in net assets and cash flows for the period from 10 September 2024 (date of incorporation) to 31 December 2024 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. *ay*





## 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 freehold and leasehold properties	
Refer to Notes 4 (a) and 7 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>Investments in freehold and leasehold properties are measured at fair value and are significant to the Trust's financial statements. The fair value of investments in freehold and 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>Identification and assessment of the fair value require significant judgment in determining 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 identified and assessed the fair value.</li> <li>• Evaluating the independence, qualifications and competence of valuers of the Trust.</li> <li>• Using the work of external expert engaged by KPMG in considering the reasonableness of measurement basis and key assumptions used for estimating fair value of assets.</li> <li>• Evaluating the appropriateness of the measurement basis and key assumptions used for estimating the value by comparing them against available industry data, considering the reasonableness of significant change in the fair value from prior year, sampling checked the relevant documents and recomputing 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 the 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.

### *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. *ey*





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.

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 matter. 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.

A handwritten signature in blue ink, appearing to read 'Piyatida' followed by a stylized flourish.

(Piyatida Tangdenchai)  
Certified Public Accountant  
Registration No. 11766

KPMG Phoomchai Audit Ltd.  
Bangkok  
24 February 2025



# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Statement of financial position

	<i>Note</i>	31 December 2024 <i>(in Baht)</i>
<b>Assets</b>		
Investments in freehold and leasehold properties at fair value	7, 16	30,164,993,693
Cash and cash equivalents	5, 6, 8	1,042,796,694
Rental and service receivables	5, 6	373,805,541
Other receivables - The Fund	6	54,480,854
Deferred expenses	9	30,352,711
Right-of-use assets	10	239,773,700
Other assets		4,257,674
Financial asset pledged as collateral	17	65,196,220
<b>Total assets</b>		<b>31,975,657,087</b>
<b>Liabilities</b>		
Other payables and accrued expenses	6	133,473,999
Rental and service received in advance	6	55,311,589
Deposits received from tenants	6	352,241,656
Long-term borrowing from financial institution	5, 11	2,450,000,000
Lease liabilities - right-of-use assets	10	256,594,358
Lease liabilities	10	264,993,693
<b>Total liabilities</b>		<b>3,512,615,295</b>
<b>Net assets</b>		<b>28,463,041,792</b>
<b>Net assets</b>		
Trust registered capital		
<i>(trust unit 2,337,282,928 units of Baht 12.0165 each)</i>	3, 12	28,085,960,304
Capital from trust unitholders		
<i>(trust unit 2,337,282,928 units of Baht 12.0165 each)</i>	3, 12	28,085,960,304
Retained earnings	13	377,081,488
<b>Net assets</b>		<b>28,463,041,792</b>
<b>Net asset value per unit</b>		<b>12.1778</b>
<b>Number of trust units issued at the end of the year (units)</b>	<b>12</b>	<b>2,337,282,928</b>

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

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Details of investments

Details of investments are presented by investment category.

Type of investments	Areas held by the Trust  (rai - ngan - square wa,	31 December 2024		Percentage of investments (%)
		Cost	Fair value	
		(in Baht)		
Investments in freehold and leasehold properties at fair value (Note 7)				
Ownership on land and buildings				
1. Srinakarin project				
Location No.9 Moo 6, Bangmuangmai Sub-district, Muang District, Samutprakarn				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	48-1-74	3,615,029,244	3,545,000,000	
		3,615,029,244	3,545,000,000	11.75
2. Krabi project				
Location No.191 Moo 12, Krabi Noi Sub-district, Muang District, Krabi				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	30-1-52	2,027,374,762	2,075,000,000	
		2,027,374,762	2,075,000,000	6.88
3. Prachachuen Project				
Location No.829, Pracharat 2 Road, Bangsue District, Bangkok				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	14-3-93	1,724,507,706	1,744,000,000	
		1,724,507,706	1,744,000,000	5.78
4. Rangsit Klong 7 Project				
Location No.41/2, Lumpakkood Sub-district, Thanyaburi District, Pathumthani				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	144-1-71	1,410,481,345	1,568,000,000	
		1,410,481,345	1,568,000,000	5.20
5. Tung Song Project				
Location No.144 Moo 2, Nonghong Sub-district, Tung Song District, Nakorn Srithammarat				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	30-2-86	749,814,492	703,000,000	
		749,814,492	703,000,000	2.33
6. Singburi Project				
Location No.189 Moo 7, Bangnga Sub-district, Thawung District, Lopburi				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	24-2-9	625,201,652	591,000,000	
		625,201,652	591,000,000	1.96

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

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Detail of investments (Continued)

Type of investments	Areas held by the Trust  (rai - ngan - square wa,	31 December 2024		Percentage of investments  (%)
		Cost	Fair value	
		(in Baht)		
Ownership on land and buildings (Continued)				
7. Pranburi Project				
Location No.706 Moo 7, Kao-noi Sub-district, Pranburi District, Prajuabkirikun				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	22-3-59	947,678,788	977,000,000	
		947,678,788	977,000,000	3.24
8. Mahachai Project				
Location No.119 Moo 7, Tasai Sub-district, Muang District, Samutsakorn				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	20-3-71	439,981,289	588,000,000	
		439,981,289	588,000,000	1.95
9. Maesai Project				
Location No.156 Moo 6, Weangpang Kham Sub-district, Maesai District, Chiangrai				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	32-3-0	920,850,292	947,000,000	
		920,850,292	947,000,000	3.14
10. Ranong Project				
Location No.25/15 Moo 1, Petchkasem Road, Bangruen Sub-district, Muang District, Ranong				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	26-0-51	722,807,543	756,000,000	
		722,807,543	756,000,000	2.51
11. Phuket Project				
Location No.104 Moo 5, Chaloem Phrakiat Ratchakarn Thi 9 Road, Ratsada Sub-district, Muang Phuket District, Phuket				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	44-2-0	3,111,851,612	3,186,000,000	
		3,111,851,612	3,186,000,000	10.56
12. Salaya Project				
Location No.99/14 Moo 1, Bangtoey Sub-district, Sam Phran District, Nakornpathom				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	38-3-99	2,011,754,329	1,943,000,000	
		2,011,754,329	1,943,000,000	6.44

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

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Detail of investments (Continued)

Type of investments	Areas held by the Trust  (rai - ngan - square wa,	31 December 2024		Percentage of investments  (%)
		Cost	Fair value	
		(in Baht)		
Ownership on land and buildings (Continued)				
13. Nakornsrihammarat Project				
Location No.15, Pattanakarn-Khukhwang Road, Naimueng Sub-district				
Muang District, Nakornsrihammarat				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	26-0-34	1,431,298,075	1,487,000,000	
		1,431,298,075	1,487,000,000	4.93
14. Navanakorn Project				
Location Navanakorn Industrial Promotion Zone at 98/103 Moo 13,				
Klong 1 Sub-District, Klong Luang District, Pathumthani				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	31-0-5	2,599,591,952	2,687,000,000	
		2,599,591,952	2,687,000,000	8.91
Ownership on partial land, ownership on buildings, and leasehold right on partial land				
15. Samui Project				
Location No. 1/7 Moo 6, Bo Phut Sub-district, Koh Samui District,				
Surat Thani				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	22-1-52			
Leasehold right on land	24-3-78	727,950,457	974,385,296	
		727,950,457	974,385,296	3.23
16. Pitsanulok Project				
Location No.909 Moo 3, Aranyik Sub-district, Mueng Pitsanulok District,				
Pitsanulok				
Ownership on land, shopping mall buildings, furniture and fixtures, and equipment	30-0-71			
Leasehold right on land	0-2-60	1,122,445,112	1,149,131,375	
		1,122,445,112	1,149,131,375	3.81
Leasehold right on land and ownership on buildings				
17. Amatanakorn Project				
Location No.700/75 Moo 5, Klongtamru Sub-district, Muang District,				
Chonburi				
Leasehold right on land	45-1-36			
Ownership on shopping mall buildings, furniture and fixtures, and equipment		1,650,744,617	1,455,000,000	
		1,650,744,617	1,455,000,000	4.82

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



# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Detail of investments (Continued)

Type of investments	Areas held by the Trust  (rai - ngan - square wa,	31 December 2024		Percentage of investments  (%)
		Cost	Fair value	
		(in Baht)		
Leasehold right on land and ownership on buildings (Continued)				
18. Petchaboon Project				
Location No.929 Moo 2, Sa-Deang Sub-district, Muang Petchaboon District, Petchaboon				
Leasehold right on land	43-2-5			
Ownership on shopping mall buildings, furniture and fixtures, and equipment		785,064,569	760,704,844	
		785,064,569	760,704,844	2.52
19. Lumlukka Klong 6 Project				
Location No.75 Moo 5, Bungkumploy Sub-district, Lumlukka District, Pathumthani				
Leasehold right on land	33-1-0			
Ownership on shopping mall buildings, furniture and fixtures, and equipment		545,105,372	545,252,991	
		545,105,372	545,252,991	1.81
20. Sena Project				
Location No.49 Moo 1, Highway No.3263, Bangnomko Sub-district Sena District, Ayutthaya				
Leasehold right on land	24-2-96			
Ownership on shopping mall buildings, furniture and fixtures, and equipment		355,456,794	321,583,965	
		355,456,794	321,583,965	1.07
21. Bangpoo Project				
Location No.2502 Moo 3, Sukhumvit Road, Bangpoo-mai Sub-district Mueng Samutprakarn District, Samutprakarn				
Leasehold right on land	55-0-80			
Ownership on shopping mall buildings, furniture and fixtures, and equipment		768,079,701	718,410,281	
		768,079,701	718,410,281	2.38
22. Rangsit-Nakornnayok Project				
Location No.90 Moo 2, Rangsit-Nakornnayok Road, Buen Yitoe Sub-district, Thanyaburi District, Phathumthani				
Leasehold right on land	33-2-0			
Ownership on shopping mall buildings, furniture and fixtures, and equipment		641,167,085	592,524,941	
		641,167,085	592,524,941	1.96

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

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Detail of investments (Continued)

Type of investments	Areas held by the Trust  (rai - ngan - square wa,	31 December 2024		Percentage of investments (%)
		Cost	Fair value	
		(in Baht)		
Leasehold right on land and buildings				
23. Rama I Project				
<u>Location</u> No.831 Rama I Road, Wangmai Sub-district, Pathumwan District,				
Bangkok				
Leasehold right on land and buildings	12-3-11			
Ownership on furniture and fixtures, and equipment		1,035,536,964	851,000,000	
		<u>1,035,536,964</u>	<u>851,000,000</u>	<u>2.82</u>
Total investments in freehold and leasehold properties		<u>29,969,773,752</u>	<u>30,164,993,693</u>	<u>100.00</u>

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

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Statement of comprehensive income

		For the period from 10 September 2024 (date of incorporation) to 31 December 2024 (in Baht)
	Note	
<b>Income</b>		
Rental and service income	6	280,256,407
Interest income	6	279,292
Other income	6	8,690,135
<b>Total income</b>		<b>289,225,834</b>
<b>Expenses</b>		
Management fees	6, 14	4,224,871
Trustee fees	6, 14	1,953,843
Registrar fees	14	689,359
Property management fees	6, 14	22,915,012
Professional fees		2,100,000
Depreciation expense of right-of-use assets	10	1,450,185
Operating expenses	6	28,592,940
Other expenses		35,472,027
Finance costs		9,966,050
<b>Total expenses</b>		<b>107,364,287</b>
<b>Net profit on investments</b>		<b>181,861,547</b>
<b>Net gain on investments</b>		
Net gain on changes in fair value of investments in freehold and leasehold properties	7, 13	195,219,941
<b>Total net gain on investments</b>		<b>195,219,941</b>
<b>Net increase in net assets resulting from operations</b>		<b>377,081,488</b>

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

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Statement of changes in net assets

		For the period from 10 September 2024 (date of incorporation) to 31 December 2024 (in Baht)
	Note	
<b><i>Increase in net assets resulting from operations during the period</i></b>		
Net profit on investments	13	181,861,547
Net gain on changes in fair value of investments in freehold and leasehold properties	7, 13	195,219,941
<b>Increase in net assets resulting from operations during the period</b>		<b>377,081,488</b>
Increase in capital from trust unitholders	3	28,085,960,304
<b>Increase in net assets during the period</b>		<b>28,463,041,792</b>
Net assets at 10 September 2024 (date of incorporation)		-
<b>Net assets at 31 December 2024</b>		<b>28,463,041,792</b>
<b><i>Changes in number of trust unit</i></b>		
Trust unit at 10 September 2024 (date of incorporation) ( <i>units</i> )		-
Transfer from the Fund as a result of conversion	12	2,337,282,928
<b>Trust unit at 31 December 2024 (<i>units</i>)</b>	<b>12</b>	<b>2,337,282,928</b>

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



# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Statement of cash flows

		For the period from 10 September 2024 (date of incorporation) Note to 31 December 2024 (in Baht)
<b><i>Cash flows from operating activities</i></b>		
Net increase in net assets from operations		377,081,488
<i>Adjustments to reconcile increase (decrease) in net assets from operations to net cash from operating activities</i>		
Increase in investments in freehold and leasehold properties	7	(64,845,146)
Expected credit loss	5	126,275
Amortisation of deferred expenses	9	3,086,928
Depreciation expense of right-of-use assets	10	1,450,185
Decrease in rental and service receivables		335,347,559
Decrease in other receivables - Property fund		215,335,424
Increase in deferred expenses	9	(2,292,890)
Decrease in other assets		160,724,373
Increase in financial asset pledged as collateral	17	(65,196,220)
Increase in other payables and accrued expenses		5,710,293
Decrease in rental and service received in advance		(6,814,468)
Increase in deposits received from tenants		961,582
Interest income		(279,292)
Interest received		311,660
Finance costs		9,966,050
Payment of lease liabilities		(411,056,321)
Net gain on changes in fair value of investments in freehold and leasehold properties	7	(195,219,941)
<b>Net cash from operating activities</b>		<b>364,397,539</b>

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

**Axtra Future City Freehold and Leasehold Real Estate Investment Trust**  
**Statement of cash flows (Continued)**

		For the period from 10 September 2024 (date of incorporation) to 31 December 2024 (in Baht)
	<i>Note</i>	
<b><i>Cash flows from financing activities</i></b>		
Cash received from the Fund as a result of conversion	3	700,000,100
Interest paid		(21,600,945)
<b>Net cash from financing activities</b>		<b>678,399,155</b>
<b>Net increase in cash and cash equivalents</b>		<b>1,042,796,694</b>
Cash and cash equivalents at 10 September 2024 (date of incorporation)		-
<b>Cash and cash equivalents at 31 December 2024</b>	8	<b>1,042,796,694</b>

**Non cash item**

During the period, the Trust received net assets as a result of conversion of Lotus's Retail Growth Freehold and Leasehold Property Fund (see the details in note 3).

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

**Astra Future City Freehold and Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
**For the period from 10 September 2024 (date of incorporation) to 31 December 2024**

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# **Axtra Future City Freehold and Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the period from 10 September 2024 (date of incorporation) to 31 December 2024**

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 statutory financial statements and were authorised for issue by the authorised director of the REIT manager on 24 February 2025.

### **1 General information**

Axtra Future City Freehold and Leasehold Real Estate Investment Trust (“the Trust”) was established as a specific closed-end Real Estate Investment Trust with an indefinite term and was registered on 10 September 2024. The Trust was established from the conversion of Lotus’s Retail Growth Freehold and Leasehold Property Fund (“the Fund”) and received the assets and obligations from the Property Fund on 26 November 2024, according to the Rights and Duties Transfer agreement under the Undertaking agreements, consisting of 23 Lotus’s shopping malls.

The Trust is managed by Axtra Future City Property REIT Co., Ltd. (“the REIT Manager”), Krung Thai Asset Management Public Company Limited acts as the Trustee and CP Axtra Public Company Limited acts as the Property Manager.

The Trust’s major unitholders during the financial year were CP Axtra Public Company Limited (25.00 % of trust unitholding) which incorporated in Thailand.

The Trust’s dividend payment policy is in accordance with condition and procedures as specified in prospectus. The details are as follows:

The REIT Manager will distribute benefits to trust unit holders of not less than 90% of the adjusted net profit for the fiscal year. The benefits to be distributed to trust unit holders are divided into Year-End Distribution and Interim Distribution, unless there are events specified in the trust deed.

In the event that the trust has adjusted net profit for the fiscal year or has excess liquidity and sufficient retained earnings, the REIT Manager will distribute benefits to trust unit holders.

The REIT Manager expects to be able to distribute benefits at least 4 times per fiscal year depending on the trust's performance, starting from the first fiscal period if the trust has sufficient profit to distribute benefits in that period.

### **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 judgments, estimates and assumptions that affect the application of the Trust’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions that are described in each note are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the period from 10 September 2024 (date of incorporation) to 31 December 2024

### 3 The transfer of assets and liabilities from the Fund

On 26 November 2024, the Fund transferred the assets and liabilities to the Trust in exchange for issued trust units of the Trust 2,337 million units. The details are as follows:

	Note	Fair value (in thousand Baht)
Investments in freehold and leasehold properties at fair value		29,904,929
Cash and cash equivalents		700,000
Rental and service receivables		709,279
Other receivables - The Fund		269,816
Deferred expenses		31,147
Right-of-use assets		241,224
Other assets		4,938
Other payables and accrued expenses		(140,968)
Rental and service received in advance		(62,126)
Deposits received from tenants		(351,280)
Long-term borrowing from financial institution		(2,450,000)
Lease liabilities - right-of-use assets		(256,849)
Lease liabilities		(514,150)
<b>Net assets</b>	<b>12</b>	<b>28,085,960</b>

### 4 Significant accounting policies

#### (a) Investments in freehold and leasehold properties at fair value

Investments in freehold and leasehold properties at fair value 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 freehold and leasehold properties”.

Cost includes expenditure that is directly attributable to the acquisition of the investments in freehold and 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 2 consecutive times.

#### (b) Cash and cash equivalents

Cash and cash equivalents comprise call deposits.

Restricted deposit is presented separately in the account “financial asset pledged as collateral” in the statement of financial position.

#### (c) Rental and service receivables

Rental and service receivables are measured at transaction price less allowance for expected credit loss.



# **Axtra Future City Freehold and Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the period from 10 September 2024 (date of incorporation) to 31 December 2024**

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.

The Trust derecognises the rent receivable when the contractual rights to the cash flows from the rent receivable 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 rent receivable 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 rent receivable.

The recognised rental and service income which is not yet due under the operating lease agreements has been presented as “accrued income under operating lease” under the caption of “rental and service receivables” at the end of reporting period.

### **(d) *Deferred expenses***

Deferred expenses comprise of the deferred contract costs and other directly related expenses as incurred. Deferred expenses are amortised as an expense over the contract period.

### **(e) *Leases***

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 or on modification 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 property, 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 investments in freehold and leasehold properties as described in note 4 (a). The cost of right-of-use asset includes the initial amount of the lease liabilities adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received except right-of-use assets of solar cell rooftop are measured at cost, less any accumulated depreciation. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term.

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.

# **Axtra Future City Freehold and Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the period from 10 September 2024 (date of incorporation) to 31 December 2024**

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.

### *As a lessor*

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

#### **(f) Other payables**

Other payables are stated at cost.

#### **(g) Rental and service received in advance**

Rental and service received in advance represents the amount of billings rendered to customers in excess of income recognised, as well as the amount of advance billing for customers' work, for which the Trust had not rendered the service under the conditions stipulated in the contracts. Rental and service income received in advance is stated at cost.

#### **(h) Provisions**

A provision is recognised if, as a result of a past event, the Trust has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate method.

#### **(i) Interest-bearing liability**

Interest-bearing liabilities are measured at amortised cost.

#### **(j) Fair value measurement**

"Fair value" is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between 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.

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.



# **Axtra Future City Freehold and Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the period from 10 September 2024 (date of incorporation) to 31 December 2024**

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.

### **(k) *Income***

#### *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. Those right-of-use assets are presented as investments in properties.

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 and service 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.

#### *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 or other sales taxes and is after deduction of any trade discounts.

#### *Other income*

Other income is recognised as it accrues.

### **(l) *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.

### **(m) *Expenses***

Expenses are recognised on accrual basis.



# **Axtra Future City Freehold and Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the period from 10 September 2024 (date of incorporation) to 31 December 2024**

**(n) *Income tax***

The Trust is not a juristic person, so that corporate income tax is not recorded in the financial statements.

**(o) *Distributions to unitholders***

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

**(p) *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 are under common control or under the same significant influence as the Trust; or the Trust has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of a person or entity.

**(q) *Segment information***

Segment results that are reported to the Trust's management (the chief operating decision maker) include items directly attributable to a segment.

## **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.

Trust's management 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.

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/groupings of various customer segments with similar credit risks 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.

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the period from 10 September 2024 (date of incorporation) to 31 December 2024

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

<i>Rental and service receivables</i>	31 December 2024 (in thousand Baht)
Within credit terms	343,569
Overdue:	
Less than 3 months	29,543
3 - 6 months	851
6 - 12 months	361
More than 12 months	9,604
<b>Total</b>	<b>383,928</b>
Less allowance for expected credit loss	(10,122)
<b>Net</b>	<b>373,806</b>
<i>Allowance for expected credit loss</i>	For the period from 10 September 2024 (date of incorporation) to 31 December 2024 (in thousand Baht)
At 10 September 2024 (date of incorporation)	-
Transfer from the Fund as a result of conversion	9,996
Increased	126
<b>At 31 December 2024</b>	<b>10,122</b>

### Currency risk

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

### 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 cash and cash equivalents and long-term borrowing from financial institution (see note 8 and 11) are mainly variable. So the Trust is primarily exposed to interest rate risk.

	31 December 2024 (in thousand Baht)
<i>Financial instruments with variable interest rates</i>	
Financial asset	896,455
Financial liability	(2,450,000)
<b>Net statement of financial position exposure</b>	<b>(1,553,545)</b>
Interest rate swaps	-
<b>Net exposure</b>	<b>(1,553,545)</b>

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the period from 10 September 2024 (date of incorporation) to 31 December 2024

### 6 Related parties

Other related parties which have material changes in relationships and that the Trust had significant transactions during the period with were as follows:

Name of parties	Country of incorporation	Nature of relationships	Nature of transactions
CP Axtra Public Company Limited	Thailand	Property manager and major unitholder holding 25.0% of trust units issued and paid-up	Receive property management fees and service fees from the Trust Entered into rental and service agreement
Axtra Future City Property REIT Co., Ltd.	Thailand	REIT manager	Receive management fees from the Trust
Krungthai Asset Management Public Company Limited	Thailand	Trustee of the Trust	Receive trustee fees from the Trust
Krung Thai Bank Public Company Limited	Thailand	Ultimate parent company of Krungthai Asset Management Public Company Limited.	Receive deposit

#### *Significant transactions with related parties*

For the period  
from 10 September 2024  
(date of incorporation)  
to 31 December 2024  
(in thousand Baht)

#### *Income*

Rental and service income	
CP Axtra Public Company Limited	92,925
Interest income	
Krung Thai Bank Public Company Limited	279
Other income	
CP Axtra Public Company Limited	865
Krung Thai Bank Public Company Limited	118
<b>Total</b>	<b>983</b>

#### *Expenses*

Management fees	
Axtra Future City Property REIT Co., Ltd.	4,225
Trustee fees	
Krungthai Asset Management Public Company Limited	1,954
Property management fees	
CP Axtra Public Company Limited	22,915
Operating expenses	
CP Axtra Public Company Limited	8,266



**Axtra Future City Freehold and Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
**For the period from 10 September 2024 (date of incorporation) to 31 December 2024**

<i>Balances with related parties as at</i>	31 December 2024 (in thousand Baht)
<i>Cash and cash equivalents</i>	
Krung Thai Bank Public Company Limited	<u>896,454</u>
<i>Rental and service receivables</i>	
CP Axtra Public Company Limited	<u>304,035</u>
<i>Other receivables</i>	
Lotus's Retail Growth Freehold and Leasehold Property Fund	<u>54,481</u>
<i>Other payables and accrued expenses</i>	
CP Axtra Public Company Limited	47,655
Axtra Future City Property REIT Co., Ltd.	5,453
Krungthai Asset Management Public Company Limited	2,226
<b>Total</b>	<u><b>55,334</b></u>
<i>Rental and service received in advance</i>	
CP Axtra Public Company Limited	<u>15,254</u>
<i>Deposits received from tenants</i>	
CP Axtra Public Company Limited	<u>68</u>

***Significant agreements with related parties***

***Transfer of rights and duties agreement with Lease agreement and Property management agreement***

On 26 November 2024, the Trust entered into an agreement to transfer the rights and duties under the Lease agreement and Property management agreement with CP Axtra Public Company Limited and Krung Thai Asset Management Public Company Limited acts as the Trustee. The Trust has been transferred all rights, benefits, duties, responsibilities, and obligations of the Fund.

**7 Investments in freehold and leasehold properties at fair value**

<i>Movements of investments in freehold and leasehold properties at fair value</i>		For the period from 10 September 2024 (date of incorporation) to 31 December 2024 (in thousand Baht)
	<i>Note</i>	
At 10 September 2024 (date of incorporation)		-
Transfer from the Fund as a result of conversion		29,904,929
Add renovation cost during the period		64,608
Add lease contract change during the period		237
Net gain on changes in fair value of investments in freehold and leasehold properties	13	195,220
<b>At 31 December 2024</b>		<u><b>30,164,994</b></u>

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the period from 10 September 2024 (date of incorporation) to 31 December 2024

The fair value of the investments in freehold and leasehold properties was determined by independent professional valuers, using the income approach by using discounted future cash flows, according to the independent professional valuers' report in November 2024, and was categorised as a Level 3 fair value.

### Significant unobservable inputs

- Expected market rental growth 2024: 3.0%
- Average occupancy rate 2024: 82.7% - 99.9%
- Risk-adjusted discount rate 2024: 10 - 11%

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

The estimated fair value increase (decrease) if:

- Expected market rental growth were higher (lower) or
- Average occupancy rate were higher (lower) or
- Risk-adjusted discount rate were lower (higher)

## 8 Cash and cash equivalents

As at 31 December

	2024	
	Amount (in thousand Baht)	Interest rate (% per annum)
Cash at banks	1,042,797	0.4
<b>Total</b>	<b>1,042,797</b>	

## 9 Deferred expenses

The details of deferred expenses are as follows:

	31 December 2024 (in thousand Baht)
Deferred contract cost	21,232
Other prepayments	9,121
<b>Total</b>	<b>30,353</b>

Movements of deferred expenses

	For the period from 10 September 2024 (date of incorporation) to 31 December 2024 (in thousand Baht)
At 10 September 2024 (date of incorporation)	-
Transfer from the Fund as a result of conversion	31,147
Addition	2,293
Amortisation	(3,087)
<b>At 31 December 2024</b>	<b>30,353</b>

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the period from 10 September 2024 (date of incorporation) to 31 December 2024

### 10 Leases

#### *Movements of right-of-use assets - solar cell rooftop*

For the period  
from 10 September 2024  
(date of incorporation)  
to 31 December 2024  
(in thousand Baht)

At 10 September 2024 (date of incorporation)	-
Transfer from the Fund as a result of conversion	241,224
Depreciation expense	(1,450)
<b>At 31 December 2024</b>	<b>239,774</b>

As at 31 December 2024, maturity of lease liabilities under lease agreement are as follows:

	Solar cell rooftop (in thousand Baht)	Investments in freehold and leasehold properties at fair value
Within 1 year	28,940	23,589
Later than 1 year but not later than 5 years	82,388	103,935
Later than 5 years	226,091	182,984
<b>Total</b>	<b>337,419</b>	<b>310,508</b>
Less Future finance charges on lease agreement	(80,825)	(45,514)
<b>Present value of liabilities under lease agreement</b>	<b>256,594</b>	<b>264,994</b>

### 11 Long-term borrowing from financial institution

31 December  
2024  
(in thousand Baht)

Current portion of long-term borrowing from financial institution	-
Long-term borrowing from financial institution	2,450,000
<b>Total</b>	<b>2,450,000</b>

#### *Movements of long-term borrowing from financial institution*

For the period  
from 10 September 2024  
(date of incorporation)  
to 31 December 2024  
(in thousand Baht)

At 10 September 2024 (date of incorporation)	-
Transfer from the Fund as a result of conversion	2,450,000
<b>At 31 December 2024</b>	<b>2,450,000</b>

The borrowing from financial institution bears interest at average MLR less a fixed percentage rate as per the agreement and will be repayable in December 2027.

The Trust had no unutilised credit facilities.



# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the period from 10 September 2024 (date of incorporation) to 31 December 2024

### 12 Capital from trust unitholders

			2024	
	Note	Par value (in Baht)	Number (in million units/ million Baht)	Amount
<b>Capital from trust unitholders</b>				
At 10 September 2024 (date of incorporation)		-	-	-
Transfer from the Fund as a result of conversion	1, 3	12.0165	2,337	28,086
<b>At 31 December 2024</b>		<b>12.0165</b>	<b>2,337</b>	<b>28,086</b>

### 13 Retained earnings

			For the period from 10 September 2024 (date of incorporation) to 31 December 2024 (in thousand Baht)	
	Note			
At 10 September 2024 (date of incorporation)				-
Net profit on investments				181,861
Net gain on changes in fair value of investments in freehold and leasehold properties	7		195,220	
<b>At 31 December 2024</b>			<b>377,081</b>	

### 14 Expenses

#### (a) Management fees

The REIT manager will receive a monthly REIT management fee at a rate does not exceed 0.18% per annum of total assets value (excluded value added tax, specific business tax or any other similar tax) with a minimum rate of not less than 10.0 million Baht per year.

#### (b) Trustee fees

The trustee of the Trust will receive a monthly trustee fee at a rate does not exceed 0.18% per annum of total assets value (excluded value added tax, specific business tax or any other similar tax) with a minimum rate of not less than 5.0 million Baht per year.

#### (c) Registrar fees

The registrar fees are calculated annually at a rate does not exceed 0.035% per annum of the Trust's registered capital or other rate that set by the Trust's registrar.

# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the period from 10 September 2024 (date of incorporation) to 31 December 2024

### (d) *Property management fees*

The Property manager will receive remuneration under the Property Management Agreements which is summarised as follows:

#### (1) Rental and Service Collection Fee

At a rate does not exceed 3.0% of the net property revenue.

#### (2) Property Management Fee

At a rate does not exceed 0.3% per year of the net asset value.

#### (3) Incentive fee

At a rate does not exceed 2.35% of the net property income.

#### (4) Commission for Tenant Procurement and Management

Calculated from the monthly rental rate of the tenant at a rate of 0.5 - 1.5 times the monthly rental amount for new or renewed leases.

## 15 Segment information

The one main reportable operating segment of the Trust is lease of property investments and the single geographical area of its operations is Thailand. Segment performance is measured based on operating profit or loss. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical area.

## 16 Information on fair value level and fair value measurement of investment

<i>Fair value categorised by measurement approach</i>	Level 1	Level 2	Level 3	Total
<i>(in thousand Baht)</i>				
<b>At 31 December 2024</b>				
Investments in freehold and leasehold properties at fair value	-	-	30,164,994	30,164,994

Investments categorised in level 3 have significant unobservable data as they are not actively traded. Methods and assumptions used in the measurement are disclosed in note 7.



# Axtra Future City Freehold and Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the period from 10 September 2024 (date of incorporation) to 31 December 2024

### 17 Commitments with non-related parties

	31 December 2024 (in thousand Baht)
<b><i>Capital commitments</i></b>	
Renovation agreements of freehold and leasehold properties	7,916
<b><i>Other commitments</i></b>	
Letter of guarantee from bank	65,196
<b>Total</b>	<b>73,112</b>

On 26 November 2024, the Trust bring deposit with a financial institution to be pledged as collateral for issuing the letter of guarantee from the bank in order to collateralise a lease agreement in the amount of 65.2 million Baht, and is presented separately in the account as “financial asset pledged as collateral” in the statement of financial position.

#### ***Service agreement commitments***

The Trust was committed to pay fees to counterparties under the terms and conditions (as specified in Note 14).



# **AXTRA FUTURE CITY PROPERTY REIT**



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