



**GOLDEN VENTURES**  
REIT

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Annual Report 2020

October 19 - September 20

**INVEST IN**

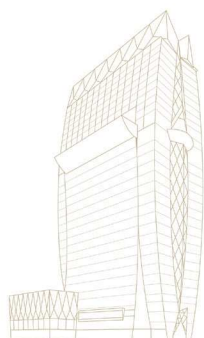
PREMIUM QUALITY ASSETS  
IN PRIME LOCATIONS

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# Key Operational Highlight 2020



## Park Ventures Ecoplex

**1,093** THB/SQM/Month

Average Rental Rate

**99%**

Average Occupancy Rate



## Sathorn Square

**867** THB/SQM/Month

Average Rental Rate

**98%**

Average Occupancy Rate

**10,197.80 MB**

**Asset Value**

As of 20 September 2020

**8.09%**

**Yield @Par**

**60.96%**

**Net Profit Margin**

## GVREIT Milestone

**A-**  
(Outlook-Stable)

**30 October 2020**

GVREIT was affirmed credit rating at A- (Outlook-Stable)



**30 July 2020**

GVREIT was selected to be among the ESG100 list in 2020 for two consecutive year



**31 July 2019**

GVREIT was selected as one of ESG100 list in 2019, which is outstanding in their environmental, social, and governance performance

**A-**  
(Outlook-Stable)

**30 April 2018**

GVREIT issued debenture with rating at A- (Outlook-Stable)



**15 December 2017**

GVREIT was assigned the issuer rating at A- (Outlook-Stable)



**4 April 2016**

GVREIT's first day trade



**29 March 2016**

Invested in core assets; Park Ventures Ecoplex (excluded the Okura Prestige Bangkok) and Sathorn Square



**22 March 2016**

Initiated Golden Ventures Leasehold Real Estate Investment Trust



## Message from the Chairman

Dear unit holders

The overall Thai economy in 2020 still reveals a continued challenge from various factors, including the expectation from various economic segments to see higher growth from the past year. The pressures from the U.S.-China trade war and the threat of the Covid-19 pandemic that occurred during the beginning of the year has resulted in a further decline in the country's economic activities in 2020 producing a sluggish economy. The risk of the Covid-19 pandemic that has spread across the globe remains a key risk that, in general, has impacted and weakened overall business operations, investments, and employment in the private sector. The tourism industry and export sector, which are the main engines of growth for the country's GDP, are mostly hit by the said pandemic. Other domestic problems that affect the Thai economy are severe drought that are worse than originally thought and the delay in the implementation of the Annual Budget Expenditure Act for fiscal year 2020.

The general view of the office rentals in the Bangkok Metropolis shows considerably strength with 8,541 million square meter in occupied rental space. The overall occupancy rates of the Grade A office buildings in the Bangkok Metropolis is around 92.8%, and the overall occupancy rates of the Grade B office buildings in the Bangkok Metropolis is around 94.8%; most of these office spaces are situated in the central business districts ("CBD"). On the other hand, the monthly rental rates show a decline in their growth after enjoying a considerable growth over the past several quarters. Average Grade A office space rents in the Bangkok CBD area are around Baht 1,114 per square meter per month. The buildings in which Golden Ventures Leasehold Real Estate Investment Trust ("GVREIT") has invested such as the Park Ventures Ecoplex and the Sathorn Square are able to retain their above average rental rate of over 97%.

With our commitment in assuring management quality, we, Univentures REIT Management Company Limited ("the Company"), as the REIT Manager, are fully aware of the economic vulnerability and the increasing market competition, and focus mainly on a good relationship with all our tenants and emphasizing quality service, as well as upholding our market image of a leading Grade A office space renter in the



country. Furthermore, we are also committed to managing GVREIT in such a manner that it can best benefit the unit holders of the trust. This year, GVREIT still received a continued confidence in its work performance and has been selected, for two consecutive years, to be among the ESG 100 security list, which ranks the top 100 publicly listed companies that are outstanding in their environmental, social, and governance performances. The selection was made by the Thaipat Institute from a total of 803 candidate companies in 2020. This stresses the Company's pledge to better manage the GVREIT. Over the past year, GVREIT had a total income of Baht 1,183 million, and a net investment income of Baht 721 million. This resulted in the net profit margin before interest and unrealised gain (loss) on investments of over 67 %. This year, GVREIT has declared four dividend payments, totaling the distribution payment (per unit) of Baht 0.7987, which largely reflects the efficiency in the management and the supervision of the trust.

Lastly, as the Chairman of Univentures REIT Management Company Limited, the REIT Manager of GVREIT, I would like to express my appreciation to all our unit holders who have entrusted us with confidence as your investment management company. We, the Company, intend to perform our role and duties to maximise the investment benefits with good governance and maintain our efficient management standards to always provide satisfaction to our unit holders.

A handwritten signature in black ink, appearing to read 'C. Tanixalerm'.

(Chatrapee Tanixalerm)

Chairman of the Board of Directors

## Summary of the REIT

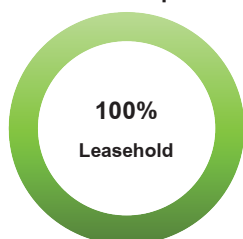
The information as of 30 September 2020

(Caution of leasehold REIT: the REIT will be depreciated to zero at the end of leasehold period, 4 September 2041, if the REIT doesn't have any new investment.

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

<b>Market Cap (Million baht)</b>	9,777.60 MB	<b>Closing price on the last day of year</b>	12.00 Baht / Unit
<b>Number of units</b>	814,800,000	<b>Paid-up Capital</b>	8,046.15 MB
<b>Net Asset Value (NAV)</b>	8,929.53 MB	<b>NAV (per unit)</b>	10.9591
<b>Par (Baht per unit)</b>	9.875	<b>Inception Date</b>	22 March 2016
<b>Price/NAV</b>	1.09	<b>Weighted average land lease term</b>	20.31 Yrs.

### Investment Proportion



### The REIT's Capital Structure

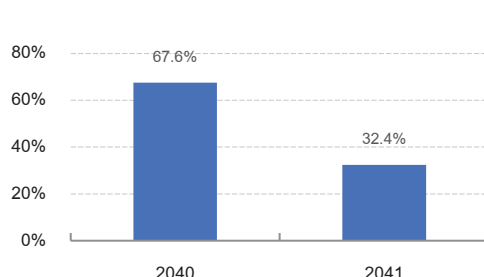
<b>Total Asset</b>	11,348.11 MB	<b>Gain/(Loss)</b>	883.38 MB
<b>Liabilities</b>	2,418.58 MB	<b>Debt/Total Asset Value</b>	17.61% of Total Asset
<b>Equities</b>	8,929.53 MB	<b>Credit rating</b>	A- Outlook - Stable

Notice : as of 31 October 2020

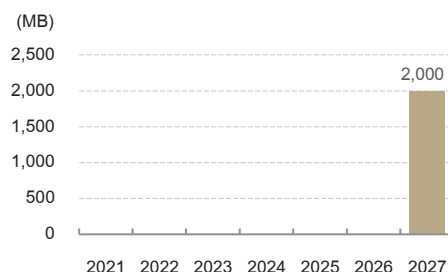
### Property type (Appraised value)



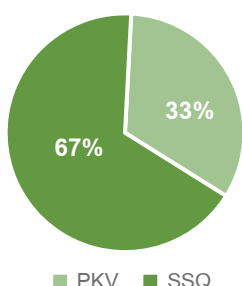
### Weighted Average Land Lease Expiry



### Debenture Maturity



### Revenue Structure



### Appraisal Value

Investment Property	Appraisal Value (Million Baht)	Appraiser
Park Ventures Ecoplex	3,310.00	C.I.T. Appraisal Co., Ltd.
Sathorn Square	6,907.00	C.I.T. Appraisal Co., Ltd.

QR Code for Valuation Report 2020



## Major Unitholders

Name	Number of units	Percent (%)
1. Golden Land Property Development PLC.	184,500,000	22.64
2. Krungthai AXA Life Insurance PLC.	55,700,000	6.84
3. K Property Infrastructure Flexible Fund	51,011,400	6.26
4. Allianz Ayudhya Assurance PLC.	50,000,000	6.14
5. TMB EASTSPRING Property and Infrastructure Income Plus Flexible Fund	45,320,600	5.56

Notice : as of 30 September 2020

Foreign Limit	49.00%
Current Foreign Holding	0.05%

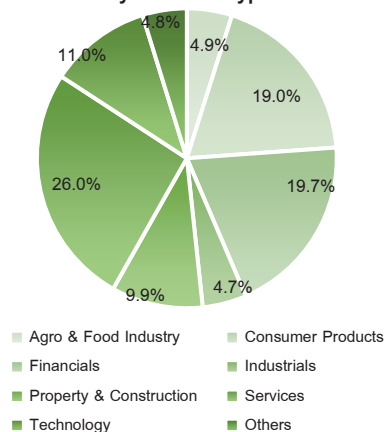
## Distribution Payment Policy

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

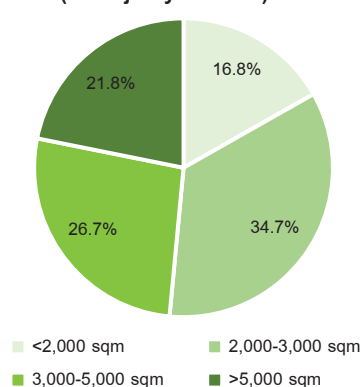
Items	2016	2017	2018	2019	2020	Since Inception date
Dividend (Baht per Unit) excl. income guarantee	0.2998	0.7414	0.8206	0.8568	0.7987	3.5173
Dividend (baht per Unit) from income guarantee	-	-	-	-	-	-
Capital Reduction (Baht per Unit)	0.1250	-	-	-	-	0.1250

## Details of the Tenants

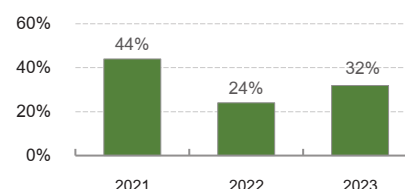
Tenants Proportion by Business Type



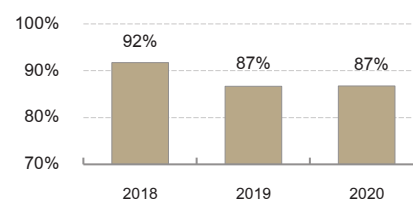
Revenue Proportion (10 Majority Tenants)



Lease Expiry Proportion



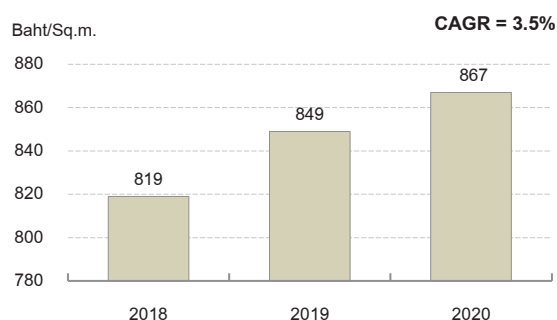
Lease Retention Rate



Notice : Calculated by fiscal year end of September

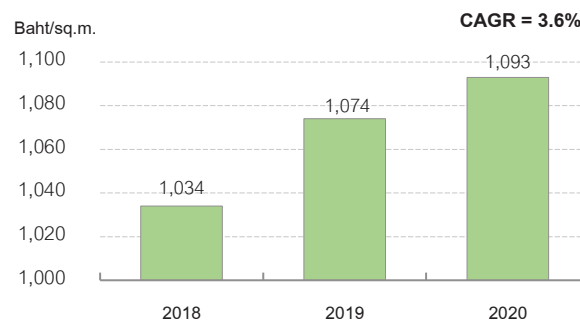
## REIT's Performance

Sathorn Square Average Rental Rate

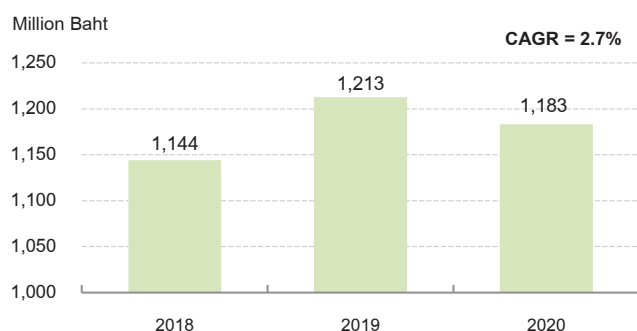


Notice : Calculated by fiscal year end of September

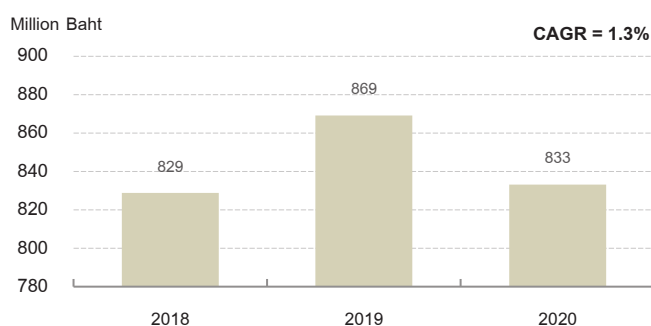
Park Ventures Average Rental Rate



Notice : Calculated by fiscal year end of September

**Revenue**

Notice : Calculated by fiscal year end of September

**Earnings before interest, taxes,  
depreciation and amortization**

Notice : Calculated by fiscal year end of September

Financial Statement of the REIT (MB)	2020	2019	2018
Rental and Service Income	1,178.78	1,208.15	1,137.63
Other Income	4.53	4.60	6.66
Earnings before interest, taxes, depreciation and amortization (EBITDA)	833.29	869.20	828.97
Net Increase in Net Assets from Operations	747.18	888.30	1,059.23
Earning per Units (EPU)	0.9170	1.0902	1.3000
Dividend per Unit (DPU)	0.7987	0.8568	0.8206
Capital reduction (Baht)	-	-	-
Debt / Total Asset Value	0.18	0.18	0.18
Interest (%)	3.63%	3.63%	3.63%
Net cash flows from operating activities	723.59	722.10	623.51
Net cash flows used in financing activities	739.30	760.22	667.16
Net decrease in cash on hand and at banks	(15.72)	(38.12)	(43.65)
Net Asset Value at the end of Year/ Period (Baht)	8,929.53	8,848.86	8,648.17
Price/Net Asset Value	1.09	1.55	1.42
Dividend Yield (%)	6.66%	5.10%	5.43%
(Market price at the end of fiscal year 2020)			
market capitalization	9,777.60	13,688.64	12,303.48
Market price at the end of fiscal year 2020	12.00	16.80	15.10

**Overview of the REIT's Operating Results**

In 2019 the REIT had total investment income of Baht 1,212.75 million which increased of Baht 68.46 million or 5.98% from the previous year. It is mainly from the result of higher rental and service incomes. Such income increased by 6.20% of Baht 1,208.15 million or 99.62% of its total investment income. In 2019, the REIT had total expenses of Baht 461.94 million Total expenses mostly incurred from the cost of rental and services of 44.23% of its total expenses. Totally the REIT had net

investment income of Baht 721.37 million which decreased Baht 36.64 million or 4.83% from the previous year and had the net increase in net assets from operations of Baht 747.18 million which decreased of Baht 141.12 million or 15.89% from the previous year due to the unrealized net profit from the investment in leasehold real estate Increased value at a reduced rate from the previous year from the asset valuation of 2020.

**Type of Audited Financial Report** - Unqualified Opinion-

## Summary of Significant liabilities

According to the resolution of the 2018 Annual General Meeting of the Unitholders of Golden Ventures Leasehold Real Estate Investment Trust, the unitholders approved the REIT to proceed issuance and offering of the debentures in the principal amount of up to Baht 2,000 million in order to refinance partial outstanding loan. At the ended of September 2020, the REIT has outstanding liabilities after refinancing partial outstanding loan summarized as follows;

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

## The Risk Factors

### 1. Risks related to contracts

The REIT has risks from counter-parties may do not comply with related agreements in term of investments, management, related real estate activities beneficial to the REIT. The REIT also has risk from the primary land lease that will be canceled which leads to building space leases and other sublease agreements' termination.

### 2. Risk related to the REIT's Business Operations

It is the risks that caused the REIT's performance may not perform as expected such as risks associated with tenants not renewing their lease, risks of direct competitors, risks relating to REIT Manager or Property Manager for any reason being unable to conduct business operations according to the investment strategy of the REIT, etc.

### 3. Risks associated with the ability to obtain earnings and benefits from the REIT's invested properties

It is the risks that impacted the ability to earn beneficiary from the investment assets the which mostly occurred from external factors such as risks related to the use of walkways connected to the BTS, risks related to the REIT's potential investment in properties that are subject to environmental control and legislation. Compliance with these regulations may cause

compensation rates for property insurance in the event that the REIT's investment properties are damaged which may not be worth the financial benefits that may be gained by the REIT, etc

### 4. Risks related to real estate investments made by the REIT

It is the risks that could occur to the investment assets and impact the expected performance such as real estate investment risks from various factors which may have a significant negative impact on the real estate value of the REIT, risks associated with assessments made by real estate valuation service providers not reflecting the true value of REIT's invested properties. As well as the inability to guarantee sales prices for the present or future etc.

### 5. Risks related to investments in the REIT's units or shares by unitholders

It is the risks that impacted the trust holders via unit trust such as risks related to unit prices deteriorating as a result of or in accordance with market fluctuations, risks associated with actual performance differing from expected profits, either explicitly or implicitly, risks related to political instability or conflict which may an impact on the overall Thai economy including the stock exchange. This may have severely significant impacts on the REIT's financial position etc.

**Fees & Expenses Payable by the REIT**  
**between 1 October 2019 – 30 September 2020**

Fees & Expenses Payable by the REIT	Amount Unit: Baht	% of Net Assets Value <sup>(1)</sup>		% of Weight Average Net Assets Value <sup>(2)</sup>
		Actual Charge (%) <sup>(3)</sup>	Limit % <sup>(4)</sup>	
Management Fee	19,168,835	0.24%	Less than 1.0%	0.22%
Trustee Fee	9,159,958	0.11%	Less than 1.0%	0.10%
Registrar Fee	2,270,780	0.03%	Actual Cost	0.03%
Property Management Fee	129,874,033	1.59%	Less than 5.0%	1.46%
Professional Fee	3,119,376	0.04%	Actual Cost	0.04%
Cost of Rental and Services	190,811,869	2.34%	Actual Cost	2.15%
Administration Expenses	4,337,849	0.05%	Actual Cost	0.05%
Amortization of Deferred Expenses	30,106,666	0.37%	Actual Cost	0.34%
Interest Expenses	73,086,211	0.90%	Actual Cost	0.82%
Financial Advisor Fee	None	-	Actual Cost	-
Underwriter Fee	None	-	Actual Cost	-
Cost of Repair and Maintenance <sup>(5)</sup>	None	-	Actual Cost	-
Insurance Premium <sup>(5)</sup>	None	-	Actual Cost	-
Taxes <sup>(5)</sup>	None	-	None	-
Cost of Sales, Marketing and Advertising <sup>(5)</sup>	None	-	Actual Cost	-
Other Expenses which amount of value more than 0.01% of NAV <sup>(5)</sup>	None	-	Actual Cost	-
Other Expenses <sup>(5)</sup>	None	-	Actual Cost	-
<b>Total Fees &amp; Expenses</b>	<b>461,935,577</b>	<b>5.67%</b>		<b>5.20%</b>

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

(2) Net Assets Value as the annual weight average net assets value of Baht 8,876,955,124.00

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

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

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

### Information

**REIT Manager**      **Univentures REIT Management Co., Ltd.**

**Address**            22<sup>nd</sup> Floor, Park Ventures Ecoplex, 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330

**Tel**                    0-2643-7100

**URL**                  www.univenturesreit.co.th

**Trustee**              Kasikorn Asset Management Co., Ltd.

**Address**            400/22, Kasikornbank Building, 6th and 12th Floor, Phahon Yothin Avenue, Samsen Nai, Phaya Thai, Bangkok, 10400

**Tel**                    0-2673-3999

**URL**                  www.kasikornasset.com



## Financial Statement of the REIT

The accompanying financial statements that presented through this annual report for the past 3 fiscal years have audited by certified public accountant, Mrs. Wilai Buranakittisophon from KPMG Phoomchai Audit Ltd., and have given the opinion for the year ended of 30 September 2020, summarized as follow;

*“In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Trust as at 30 September 2020, and its financial performance, changes in net assets, cash flows and the significant financial information for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs)”*

### 1. Balance Sheet as of 30 September 2020

(Unit: Baht)

Detail	1 October 2019 – 30 September 2020	1 October 2018 – 30 September 2019	1 October 2017 – 30 September 2018
<b>Asset</b>			
Investments in Leasehold Properties at Fair Value	10,197,800,000	10,181,000,000	10,066,500,000
Investments in Securities at Fair Value	1,060,050,695	943,014,666	773,706,618
Cash on Hand and at Banks	37,163,962	52,881,028	91,002,460
Rental and Service Receivables	33,437,974	17,738,150	14,736,333
Accrued Interest Income	43,170	224,378	361,796
Prepaid Expenses	2,855,423	18,418,767	18,849,073
Deferred Expenses	14,148,469	44,255,135	74,279,543
Other Assets	2,612,680	1,726,799	1,741,166
<b>Total Assets</b>	<b>11,348,112,373</b>	<b>11,259,258,923</b>	<b>11,041,176,989</b>
<b>Liabilities</b>			
Other Accounts Payable	14,069,251	6,886,205	19,007,905
Accrued Expenses	89,296,390	74,105,545	59,382,006
Rental and Service Income Received in Advance	24,883,548	23,321,769	19,424,737
Deposits from Rental and Services	288,688,813	302,769,689	292,212,684
Debenture	1,997,841,113	1,997,554,986	1,997,548,959
Other Liabilities	3,799,408	5,762,602	5,433,856
<b>Total Liabilities</b>	<b>2,418,578,523</b>	<b>2,410,400,796</b>	<b>2,393,010,147</b>
<b>Net Assets</b>			
Trust Registered Capital	8,046,150,000	8,046,150,000	8,046,150,000
Retained Earnings	883,383,850	802,708,127	602,016,842
<b>Net Assets</b>	<b>8,929,533,850</b>	<b>8,848,858,127</b>	<b>8,648,166,842</b>
<b>Net Asset Value per Unit</b>	<b>10.9591</b>	<b>10.8601</b>	<b>10.6138</b>



## 2. Statement of Income for the Period from 1 October 2017 to 30 September 2020

(Unit: Baht)

Detail	1 October 2019 – 30 September 2020	1 October 2018 – 30 September 2019	1 October 2017 – 30 September 2018
<b>Investment Income</b>			
Rental and Service Income	1,178,776,374	1,208,147,620	1,137,633,138
Interest Income	330,932	1,185,549	1,325,626
Other Income	4,195,563	3,415,339	5,333,425
<b>Total Income</b>	<b>1,183,302,869</b>	<b>1,212,748,508</b>	<b>1,144,292,189</b>
<b>Expenses</b>			
Cost of Rental and Services	190,811,869	201,130,415	198,374,132
Management Fee	19,168,835	19,200,897	18,518,191
Trustee Fee	9,159,958	8,977,163	8,585,415
Registrar Fee	2,270,780	2,655,057	2,657,080
Property Management Fee	129,874,033	114,354,111	80,444,759
Professional Fee	3,119,376	1,625,031	2,326,319
Administration Expenses	4,337,849	4,208,752	4,398,399
Amortization of Deferred Expenses	30,106,666	30,024,407	30,024,407
Finance Cost	73,086,211	72,561,724	59,134,852
<b>Total Expenses</b>	<b>461,935,577</b>	<b>454,737,557</b>	<b>404,463,554</b>
<b>Net Investment Income</b>	<b>721,367,292</b>	<b>758,010,951</b>	<b>739,828,635</b>
Net Realized Gain from Sale of Investments in Securities	8,734,134	8,601,055	-
Net Realized loss from Sale and write-off of Investments in leasehold properties	-	-	(19,255)
Net Unrealized Gain on Investments in Securities	280,698	7,188,999	8,890,368
Net Unrealized Gain on Investments in leasehold properties	16,800,000	114,500,000	310,527,804
<b>Net Increase in Net Assets from Operations</b>	<b>747,182,124</b>	<b>888,301,005</b>	<b>1,059,227,552</b>

### 3. Statement of Cash Flow for the Period from 1 October 2017 to 30 September 2020

(Unit: Baht)

Detail	1 October 2019 – 30 September 2020	1 October 2018 – 30 September 2019	1 October 2017 – 30 September 2018
<b>Cash Flow from Operating Activities</b>			
Net Increase in net assets from operations	747,182,126	888,301,005	1,059,227,552
<b>Adjustments</b>			
Cash received from sales of investments in leasehold	-	-	8,549
Purchases of investments in securities	(1,355,900,000)	(1,208,011,000)	(243,600,000)
Cash received from sales of investments in securities	1,247,878,803	1,054,493,005	-
Amortization of deferred expenses	30,106,666	30,024,407	30,024,407
(Increase) decrease in rental and service receivables	(15,699,825)	(3,001,817)	5,501,334
Decrease in prepaid expenses	15,563,344	430,306	4,228,520
Decrease (increase) in other assets	(885,882)	14,367	(186,966)
(Decrease) increase in other accounts payable	7,183,047	(12,121,700)	1,501,601
Increase in accrued expenses	15,186,613	14,780,113	3,161,577
Increase in rental and service income received in	1,561,779	3,897,032	5,129,765
Increase in deposits from rental and services	(14,080,876)	10,557,005	20,096,915
Increase (decrease) in other liabilities	(1,963,195)	328,746	(1,424,876)
Interest income	(330,932)	(1,185,549)	(1,325,626)
Interest received	512,139	1,322,968	1,435,067
Finance cost	73,086,211	72,561,724	59,134,852
Net realized gain from sale of investments in	(8,734,134)	(8,601,055)	-
Net realized loss from sale and write-off of investments in leasehold properties	-	-	19,255
Net unrealized gain on investments in securities	(280,698)	(7,188,999)	(8,890,368)
Net unrealized gain on investments in leasehold	(16,800,000)	(114,500,000)	(310,527,804)
<b>Net cash flows from operating activities</b>	<b>723,585,186</b>	<b>722,100,558</b>	<b>623,513,754</b>
<b>Cash flows from financing activities</b>			
Interest paid	(72,798,904)	(72,600,000)	(40,478,082)
Distribution to unitholders	(666,503,348)	(687,621,990)	(626,686,366)
Repayment of long-term loans from financial	-	-	(2,000,000,000)
Cash received from issuance of debenture	-	-	2,000,000,000
<b>Net cash flows used in financing activities</b>	<b>(739,302,252)</b>	<b>(760,221,990)</b>	<b>(667,164,448)</b>
<b>Net decrease in cash on hand and at banks</b>	<b>(15,717,066)</b>	<b>(38,121,432)</b>	<b>(43,650,694)</b>
Cash on hand and at banks at the beginning of year	52,881,028	91,002,460	134,653,154
<b>Cash on hand and at banks at the end of year</b>	<b>37,163,962</b>	<b>52,881,028</b>	<b>91,002,460</b>

#### 4. Significant Financial Ratio

Detail	1 October 2019 – 30 September 2020	1 October 2018 – 30 September 2019	1 October 2017 – 30 September 2018
Net Asset Value at the End of Year/ Period (Baht)	8,929,533,850	8,848,858,127	8,648,166,842
Average Net Assets During the Year/ Period (Baht)	8,876,955,124	8,705,744,818	8,320,686,958
Net Profit Margin (%)	60.96	62.50	64.65
Ratio of Total Expenses to Average Net Assets During the Year/ Period (%)	5.20	5.22	4.86
Ratio of Total Investment Income to Average Net Assets During the Year/ Period (%)	13.33	13.93	13.75
Ratio of Total Liabilities to Average Net Assets During	27.25	27.69	28.76
Ratio of Weighted Average Investment Purchases and Sales During the Year/ Period to Average Net Asset Value During the Year/ Period (%) <sup>(1)</sup>	15.02	13.47	1.89

*Noted: (1) The value of investment purchases and sales during the year/ period does not include cash at banks and investments in cash at banks, and are calculated by a weighted average basis over the accounting year/ period*

## The REIT Manager's Management Discussion and Analysis

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

Discussion on the financial position and annual operating results covering its operating period from 1 October 2019 to 30 September 2020 in comparison to the previous period.

#### 1.1 Overview of the REIT's Operating Results

##### (1) Investment Income

In 2020 the REIT had total investment income of Baht 1,183.30 million which decreased of Baht 29.45 million or 2.43% from the previous year. It was mainly from relief measurement to the tenants from the COVID-19 pandemic. Such income decreased by 2.43% of Baht 1,178.78 million or 99.62% of its total investment income. Interest income totaled Baht 0.33 million, and other income was Baht 4.20 million.

Investment Income (Unit: Baht)	1 October 2019 – 30 September 2020	1 October 2018 – 30 September 2019	1 October 2017 – 30 September 2018
Rental and Service Income	1,178,776,374	1,208,147,620	(2.43)
Interest Income	330,932	1,185,549	(72.09)
Other Income	4,195,563	3,415,339	22.84
<b>Total Investment Income</b>	<b>1,183,302,869</b>	<b>1,212,748,508</b>	<b>(2.43)</b>

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

Park Ventures Ecoplex (excluding the premises of the Okura Prestige Bangkok Hotel) had an average occupancy rate of the fiscal year 2020 of 99.40% and an average rental rate of the fiscal year 2020 of Baht 1,093 per sq. meter per month, which continuously increased than the rate as of the Core Properties investment date.

Park Ventures Ecoplex	Q1/2020	Q2/2020	Q3/2020	Q4/2020
Average Occupancy Rate (%)	100	100	100	98
Average Rental Rate (Baht/Sq. Meter/Month)	1,089	1,094	1,093	1,094

Sathorn Square had an average occupancy rate of the fiscal year 2020 of 97.60% and an average rental rate of the fiscal year 2020 of Baht 867 per sq. meter per month, which continuously increased than the rate as of the Core Properties investment date.

Sathorn Square	Q1/2020	Q2/2020	Q3/2020	Q4/2020
Average Occupancy Rate (%)	99	98	97	97
Average Rental Rate (Baht/Sq. Meter/Month)	860	868	868	871

## (2) Expenses of the REIT

In 2020, the REIT had total expenses of Baht 461.94 million which increased Baht 7.20 million or 1.58% from the previous year. Total expenses mostly incurred from the cost of rental and services of Baht 190.81 million, or 41.31% of its total expenses. The REIT also had Baht 30.11 million in amortization of deferred expenses, or 6.52% of its total expenses, which are the expenses related to the establishment of the REIT and is amortized over a period of 5 years.

The REIT had:

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

The REIT had Baht 73.09 million of financing cost comprised of interest expenses on new issuance of Debentures since 30 April 2018, increased by 0.72% from the previous year.

Expenses (Unit: Baht)	1 October 2019 to 30 September 2020	1 October 2018 to 30 September 2019	Change (%)
Cost of Rental and Services	190,811,869	201,130,415	(5.13)
Management Fee	19,168,835	19,200,897	(0.17)
Trustee Fee	9,159,958	8,977,163	2.04
Registrar Fee	2,270,780	2,655,057	(14.47)
Property Management Fee	129,874,033	114,354,111	13.57
Professional Fee	3,119,376	1,625,031	91.96
Administration Expenses	4,337,849	4,208,752	3.07
Amortization of Deferred Expenses	30,106,666	30,024,407	0.27
Finance Cost	73,086,211	72,561,724	0.72
<b>Total Expenses</b>	<b>461,935,577</b>	<b>454,737,557</b>	<b>1.58</b>

## (3) Net Investment Income

In 2020, the REIT had net investment income of Baht 721.37 million which decreased Baht 36.64 million or 4.83% from the previous year and had the net increase in net assets from operations of Baht 747.18 million which decreased of Baht 141.12 million or 15.89% from the previous year due to the REIT had a lower marginal increase in the appraisal valuation of 2020.

Besides, the REIT had the net unrealized gain on investments in leasehold properties of Baht 16.80 million, represented an increase in the fair value of such leasehold rights from its fair value on 30 September 2019. As of the fiscal year ended of 30 September 2020, the investments in leasehold properties at fair value were at Baht 10,197.80 million.

Appraised Value Using the Income Approach Valuation Method	2020 Appraised Value (Unit: Million Baht)	2019 Appraised Value (Unit: Million Baht)
Independent Appraiser	C.I.T. Appraisal Co., Ltd.	C.I.T. Appraisal Co., Ltd.
Appraisal Date	30 September 2020	30 September 2019
Park Ventures Ecoplex	3,307.00	3,290.00
<b>Sathorn Square</b>	<b>6,890.00</b>	<b>6,891.00</b>
<b>Total Appraised Value</b>	<b>10,197.80</b>	<b>10,181.00</b>

\* The investments in leasehold properties at fair value appraised from independent appraiser was taken revenue which received in advance into account under Rental and Service Income Received in Advance. Thus, the fair value in the financial report is adjusted such income received in advance.

Net Investment Income (Unit: Baht)	1 October 2019 to 30 September 2020	1 October 2018 to 30 September 2019	Change (%)
Investment Income	1,183,302,869	1,212,748,508	(2.43)
Expenses	461,935,577	454,737,557	1.58
<b>Net Investment Income</b>	<b>721,367,292</b>	<b>758,010,951</b>	<b>(4.83)</b>
Net realized gain from the sale of investments in securities	8,734,134	8,601,055	1.55
Net realized loss from sale and write-off of investments in leasehold properties	-	-	
Net unrealized gain on investments in securities	280,698	7,188,999	(96.10)
Net unrealized gain (loss) on investments in leasehold properties	16,800,000	114,500,000	(85.33)
<b>Net Increase in Net Assets from Operations</b>	<b>747,182,124</b>	<b>888,301,005</b>	<b>(15.89)</b>

## 1.2 Financial Position of the REIT

### (1) Assets

As of 30 September 2020, the REIT had total assets of Baht 11,348.11 million, raised of Baht 88.85 million or 0.79% from 30 September 2019, which the significant items were:

- Investments in leasehold properties at fair value totaled Baht 10,197.80 million, showing an increment of Baht 16.80 million or 0.17% from its fair value as of 30 September 2019. The fair value appraisal was appraised by the independent appraisers using an income approach valuation technique.
- Investments in securities at fair value totaled Baht 1,060.05 million, increased of Baht 117.04 million or 12.41%, representing investments in fixed income funds.
- Deferred expenses of Baht 14.15 million were expenses related to the establishment of the REIT, and are amortized over a period of 5 years.

Assets (Unit: Baht)	Ending 30 September 2020	Ending 30 September 2019	Change (%)
Investments in Leasehold Properties at Fair Value	10,197,800,000	10,181,000,000	0.17
Investments in Securities at Fair Value	1,060,050,695	943,014,666	12.41
Cash on Hand and at Banks	37,163,962	52,881,028	(29.72)
Rental and Service Receivables	33,437,974	17,738,150	88.51
Accrued Interest Income	43,170	224,378	(80.76)
Prepaid Expenses	2,855,423	18,418,767	(84.50)
Deferred Expenses	14,148,469	44,255,135	(68.03)
Other Assets	2,612,680	1,726,799	51.30
<b>Total Assets</b>	<b>11,348,112,373</b>	<b>11,259,258,923</b>	<b>0.79</b>

## (2) Liabilities

As of 30 September 2020, the REIT had total liabilities of Baht 2,418.58 million, raised of Baht 8.18 million or 0.34% from 30 September 2019, of which the significant items were:

- Baht 1,997.84 of debentures, which accounted for 82.60% of total liabilities, represented issuance new debentures, amount of 2,000 MB., for the propose of refinancing long-term loans that borrow from a commercial bank and a Special Financial Institution (SFI).

Deposits from rental and services of Baht 288.69 million, accounted for 11.94% of total liabilities, including tenant's security deposits for lease and services.

Liabilities (Unit: Baht)	Ending 30 September 2020	Ending 30 September 2019	Change (%)
Other Accounts Payable	14,069,251	6,886,205	104.31
Accrued Expenses	89,296,390	74,105,545	20.50
Rental and Service Income Received in Advance	24,883,548	23,321,769	6.70
Deposits from Rental and Services	288,688,813	302,769,689	(4.65)
Debentures	1,997,841,113	1,997,554,986	0.01
Other Liabilities	3,799,408	5,762,601.90	(34.07)
<b>Total Liabilities</b>	<b>2,418,578,523</b>	<b>2,410,400,796</b>	<b>0.34</b>

## (3) Net Assets

As of 30 September 2020, the REIT had Baht 8,929.53 million net assets which increased of Baht 80.68 million or 0.91% from 30 September 2019. The REIT had net asset value per unit of Baht 10.9591, showing an increase from Baht 10.8601 as of 30 September 2019.



### 1.3 Cash Flow Analysis

As of 30 September 2020, the REIT had Baht 37.16 million in cash on hand and at banks, derived mainly from:

- (1) The REIT had net cash flows from operating activities of Baht 723.59 million which resulted from the increase in net assets from operations of Baht 747.18 million and the decrease of Baht 108.02 million in net cash purchases and received of investments in securities.
- (2) The REIT had net cash flows used in financing activities of Baht 739.30 million contributed from Baht 666.50 million distribution to trust holders and Baht 72.80 million of financial cost from debenture

Cash Flows (Unit: Baht)	Ending 30 September 2020	Ending 30 September 2019
Net Cash Flows from Operating Activities	723,585,186	722,100,558
Net Cash Flows Used in Financing Activities	(739,302,252)	(760,221,990)
Net Increase in Cash on Hand and at Banks	(15,717,066)	(38,121,432)
Cash on Hand and at Banks at the beginning of the Year / Period	52,881,028	91,002,460
<b>Cash on Hand and at Banks at the End of the Year / Period</b>	<b>37,163,962</b>	<b>52,881,028</b>

### 1.4 Financial Ratios

#### (1) Profitability Ratio

As of 30 September 2020, The REIT had a gross profit margin, a net profit margin, and a return to unitholders of 83.87%, 60.96%, and 8.37%, respectively.

Financial Ratios	Ending 30 September 2020	Ending 30 September 2019
Gross Profit Margin (%)	83.87	83.42
Net Profit Margin (%)	60.96	62.50
Return to Unit Holders (%)	8.37	10.04

#### (2) Efficiency Ratio

As of 30 September 2020, The REIT's efficiency in managing its assets showed up in its return on assets and total assets turnover ratios which were 6.43% and 0.1039 times, respectively.

Financial Ratios	Ending 30 September 2020	Ending 30 September 2019
Return on Assets (%)	6.43	6.81
Total Assets Turnover (Times)	0.1039	0.1073

#### (3) Liquidity Ratio

As of 30 September 2020, The REIT had a current ratio of 8.6041 times, a quick ratio of 8.5627 times, and an account receivable turnover of 35.2526 times.

Financial Ratios	Ending 30 September 2020	Ending 30 September 2019
Current Ratio (Times)	8.6041	9.3935
Quick Ratio (Times)	8.5627	9.2105
Account Receivable Turnover (Times)	35.2526	68.1101

#### (4) Debt Covenant

The REIT must maintain the financial covenants required under the long-term loan agreements and debentures. The REIT Manager has the opinion that the REIT has duly complied with its financial covenants as set forth in such long-term loan agreements and debentures. The details are summarized as follows:

Financial Ratios	Financial Covenants	Ending 30 September 2020	Ending 30 September 2019
Loan to Total Asset (%)	Less than 30%	17.61	17.74
Funded Interest Bearing Debt to EBITDA (Times)(1)	Less than 5.5 Times	2.40	2.30

Note: (1) Annual average ratio

### 1.5 The REIT's Returns

In 2020, the REIT made a distribution payment of Baht 0.7987 per unit trust to its unitholders. The REIT distribution rate for the fiscal year 2020 was at 8.09% of par value, and 6.66% of the market price of the unit trust as at 30 September 2020 (12.00 Baht per trust unit).

#### Historical Record of the Distribution Payments for the Fiscal Year 2020

Operating Period	Distribution Payment (per unit)	Payment Date	Type
1 October – 31 December 2019	0.2165	13 March 2020	Cash
1 January – 31 March 2020	0.2057	5 June 2020	Cash
1 April – 30 June 2020	0.1765	8 September 2020	Cash
1 July – 30 September 2020	0.2000	18 December 2020	Cash

## Disclosure of Distribution Payments for the Fiscal Year 2020

	The year 2020	The year 2019
(1) Distribution Payment Per Unit (Baht)	0.7987	0.8568
(2) Distribution on Reduction of Capital Per Unit (Baht)	-	-
Total Distributions Per Unit (1) + (2) (Baht)	0.7987	0.8568
Distribution Rate to the Initial Public Offering Price of the Unit Trust (Baht 10.00 Per Unit) As at 22 March 2016 (%)	7.99	8.57
Distribution Rate to par value (Baht 9.875 Per Unit as at 30 September 2020 (%) as at 30 September 2019 (%))	8.09	8.68
Distribution Rate to the Market Value of the Unit Trust (Baht 12.00 Per Unit As at 30 September 2020 (%) and Baht 16.80 Per Unit As at 30 September 2019 (%))	6.66	5.10

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

As of September 2020, the Thai economy continued to be on a decelerating trend due to the COVID-19 epidemic, which severely affected the consumption and investment of the private sector including production and export sector. Although the government worldwide were processing on monetary and fiscal policies to reduce the economic effects of the pandemic, there were still a dramatic economic recession in many countries including Thailand trading partners in the first half of year 2020 before gradually recovered in the second half of the year according to the loosening of the infection prevention and control policy.

Overview of the Thai economy in the first half of year 2020 was critically affected from COVID-19 epidemic. In the second quarter, the recession rate was at 12.2 comparing to the same quarter last year. As the result of the infection prevention and control policy, the domestic and foreign demands were decreasing. There were limits in export sector due to the policy that limits the transportations between countries. There was no foreign tourist which is the main sector that motivates Thai economy. Since April, the domestic demands has not been good. The consumption in private sector's been decreasing because of the decreasing in household income and agriculture industry sector. The consumer confidence's been decreasing as well even there were supporting policies from the government. The investment in private sector's been

continuously decreasing following the weak domestic and foreign demands. The confidence in business sector is low and the excess production supply is high.

The Bank of Thailand expected that the Thai economy tended to drop by 7.8. The tendency of economic recovery was projected to be unstable due to the concern on the 2nd COVID-19 epidemic in other countries, the economic recovery policies ending this year, and the clarity of the further government policies.

The REIT manager is well aware of all economic risks which could be occurred and prepares to deal with any factor that effected the REIT's business. We focus on strategies development of property management consecutively such as provide full services responded to customer's needs, organize activities in the property in order to promote the property's appearance and customer's relation. Such strategies should bring customer's satisfaction up and strengthen competitive advantage attracted target customers either local or foreigner.

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

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

Table of Fee & Expenses Payable by the REIT

For the period of 1 October 2019 – 30 September 2020

Fees & Expenses Payable by the REIT	% of Net Assets Value <sup>(1)</sup>			% of Weight Average Net Assets Value <sup>(4)</sup>
	Amount Unit: Baht	Actual Charge % <sup>(2)</sup>	Limit % <sup>(3)</sup>	
Management Fee	19,168,835	0.24%	Less than 1.0%	0.22%
Trustee Fee	9,159,958	0.11%	Less than 1.0%	0.10%
Registrar Fee	2,270,780	0.03%	Actual Cost	0.03%
Property Management Fee	129,874,033	1.59%	Less than 5.0%	1.46%
Professional Fee	3,119,376	0.04%	Actual Cost	0.04%
Cost of Rental and Services	190,811,869	2.34%	Actual Cost	2.15%
Administration Expenses	4,337,849	0.05%	Actual Cost	0.05%
Amortization of Deferred Expenses	30,106,666	0.37%	Actual Cost	0.34%
Interest Expenses	73,086,211	0.90%	Actual Cost	0.82%
Total Fee & Expenses	461,935,577	5.67%		5.20%

Notes:

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

(2) Net Assets Value as the annual weight average net assets value of Baht 8,876,955,124.00

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

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

## The REIT

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

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

### 1. Detail of Trust Units and Price

The REIT has authorized capital as of 30 September 2020 of Baht 8,046,150,000, which is fully paid-up, and 814,800,000 of listed and paid-up share with 9.875 Baht per trust unit.

Closing Price as of 30 September 2020	12.00	Baht per unit trust
Net Asset Value as of 30 September 2020	8,929.53	Million Baht
Net Asset Value per Unit Trust as of 30 September 2020	10.9591	Baht per unit trust
Net Asset Value per Unit Trust as of 30 September 2019	10.8601	Baht per unit trust
Market Capitalization as of 30 September 2020	9,777.60	Million Baht
Trade Value	1,293.34	Million Baht
The Highest price (Fiscal Year 2020)	18.10	Baht per unit trust

\* The information relied on last working day of 30 September 2020

## 2. Financial Instrument of the REIT

Specific Name of Debentures	Debentures of Golden Ventures Leasehold Real Estate Investment Trust (GVREIT) No.1/2018 Due 2027
Issuer	Golden Ventures Leasehold Real Estate Investment Trust (acting by and through the trustee)
Credit Rating	A-/TRIS (Outlook – Stable) as at 30 October 2020
Underwriter	Kasikornbank Public Company Limited
Registrar	Bank of Ayudhya Public Company Limited
Type of Debentures	The debentures are in name-registered form, unsubordinated, and unsecured, without a debenture holders' representative.
Number of Debentures Offered	2,000,000 (two million) units
Total Value of Debentures	2,000,000,000 (two thousand million) Baht
Par Value per Unit	1,000 (one thousand) Baht
Offering Price per Unit	1,000 (one thousand) Baht
Term of Debentures	9 (nine) years from the issue date
Issue Date	30 April 2018
Maturity Date	30 April 2027
Interest Rate	A fixed interest rate at 3.63 (three-point six three) percent per annum for the entire term of the debentures.
Payment of Interest	Interest payment will be made every 6 (six) months on 30 April and 30 October of each year throughout the term of the debentures. The first interest payment date will be 30 October 2018. The last interest payment date is the maturity date of the debentures.
Repayment of Principle	The issuer will redeem the debentures at their par value on the maturity date
Repurchase of Debentures	The Issuer has the right to repurchase the Debentures from secondary markets at any time. In a case where the Issuer makes a tender offer to repurchase the Debentures, the issuer shall be required to make such tender offer to all debenture holders and shall repurchase the Debentures from all debenture holders who wish to resell on an equitable basis pro-rata to the amount of the Debentures offered for resale.

Status of Debentures	The Debentures are unconditional and unsubordinated obligations of the Issuer and shall at all times rank pari passu and without any preference among themselves. The payment obligations of the Issuer under the Debentures shall at all times rank at least equally with other present and future unsecured and unsubordinated obligations of the Issuer, save for such exceptions as may be provided by applicable legislation.
Registration of Debentures	The Debentures shall be registered with The Thai Bond Market Association within the issue date and shall be maintained as registered securities with The Thai Bond Market Association throughout the term of the Debentures.

### 3. Structure of Unitholders

#### Unitholders' Information

##### 3.1 Top 10 of Unitholders

As of 30 September 2020, the REIT has major unitholders at the Closing Date of the Share Register Book as follow;

No.	Major Unitholders	Number of the Units	Percent (%)
1	Golden Land Property Development PLC.	184,500,000	22.64
2	Krungthai AXA Life Insurance PLC.	55,700,000	6.84
3	K Property Infrastructure Flexible Fund	51,011,400	6.26
4	Allianz Ayudhya Assurance PLC.	50,000,000	6.14
5	TMB EASTSPRING Property and Infrastructure Income Plus Flexible Fund	45,320,600	5.56
6	Thai Life Insurance PLC.	40,702,200	5.00
8	Government Savings Bank	35,000,000	4.30
7	Southeast Life Insurance PLC.	32,329,300	3.97
9	PRINCIPAL PROPERTY INCOME FUND	30,831,900	3.78
10	Social Security Office	26,820,700	3.29
	Total the First 10 Unitholders	552,216,100	67.77
	The Other Unitholders	262,583,900	32.23
Total		814,800,000	100.00

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

No.	Major Unitholders	Number of the Units	Percent (%)
1	Golden Land Property Development PLC.	184,500,000	22.64
Total		184,500,000	22.64



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

- None -

## 4. Distribution Payment Policy

### 4.1 The REIT's Distribution Payments

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

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

ending date and not exceeding thirty (30) days from the date of the closure of the Registration Book.

- 3.2 For Interim Distribution (if any), the REIT Manager shall pay the interim distribution within ninety (90) days after the end of the last fiscal quarter prior to the release of the interim distribution and not exceeding thirty (30) days from the date of the closure of the Registration Book.

#### Additional Conditions:

For the interim distribution, the distribution rate shall be at the discretion of the REIT Manager. If the amount of any declared interim distribution for any fiscal quarter is lower than or equal to Baht zero point one (0.10), the REIT Manager shall reserve the right not to pay out any such distribution, and the declared amount shall then be accumulated and forthwith distributed together with any subsequent distribution thereof.

The REIT Manager shall arrange to have the distribution payments made in accordance with the Distribution Payment Policy as prescribed in the Trust Deed, except if any amendments, modifications, additions of any notifications, notices, orders, approvals and/or postponement being otherwise issued by the Securities and Exchange Commission and/or any relevant authorities, the REIT Manager shall duly comply therewith.

4. The REIT's unitholders who shall be entitled to their distribution payments must have their names registered in the Registration Book of the REIT's unitholders as of the date of the closure of such a book. Their beneficial interest shall each be payable according to their holding ratio of the REIT's units. If there are any persons or any similar groups of persons holding the REIT's units in excess of the limit prescribed by the Securities and Exchange Commission such persons or similar groups of persons shall have no right to receive any distribution payments on the number of their unit holdings in exceed of the prescribed limit.

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

According to the core investment assets as mention in “Details of the Investment Assets of the REIT”, the REIT

had net investment income for distribution in this fiscal year from 1 October 2019 to 30 September 2020 for 4 payments, summarized as follow;

Board Approval Date	Record Date	Payment Date	Type	Distribution (per Unit)	Operating Period
14 February 2020	28 February 2020	13 March 2020	Cash	0.2165	1 October – 31 December 2019
8 May 2020	26 May 2020	5 June 2020	Cash	0.2057	1 January – 31 March 2020
10 August 2020	26 August 2020	8 September 2020	Cash	0.1765	1 April – 30 June 2020
20 November 2020	4 December 2020	18 December 2020	Cash	0.2000	1 July – 30 September 2020

Historical Record of the Distribution Payments

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

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

### 1. The objective of the REIT

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

The REIT was established under the Trust for Transactions in Capital Market Act and notifications issued by the Securities and Exchange Commission with the objective of launching the public offering of units of trust certificate representing the rights of the holder as a beneficiary of a Real Estate Investment Trust (REIT) and to register such units as listed security in the Stock Exchange of Thailand. The REIT invested the offering proceeds of the REIT in its Core Properties and having the Company acting as the REIT Manager, together with North Sathorn Realty Company Limited being the Property Manager. Such Core Properties shall be rented out for benefits in terms of rental fees in accordance with the notified rules as prescribed by the Securities and Exchange Commission or any of the agencies

which are authorized to prescribe relevant notifications that shall govern such benefits. The REIT's revenue shall come from benefits and income generated from real estate such as rental and service fees. The Company shall manage the REIT under the supervision of the Trustee whereas the Trustee shall supervise and control the Company to operate its business in accordance with the Trust Deed and the rules prescribed in the Trust for Transactions in Capital Market Act and other related Notices issued by the Securities and Exchange Commission, the Securities and Exchange Commission Office, and the Stock Exchange. Indeed, the REIT shall not act in the manner which may exploit its trust fund by using it to directly conduct or operate any business, and shall not lease or rent its real estate to any party where there is reasonable doubt that it may use its real estate to perform any business activity which is illegal or immoral. The REIT used the public offering proceeds of Baht 8,148 million, raised from individual investors and juristic persons, and Baht 2,000 million from long term borrowings, as well as Baht 160 million from rental deposits (accounts to 68% of the total amount of rental deposits) to invest in Park Ventures Ecoplex (excluding the premises of the Okura Prestige Bangkok Hotel) and Sathorn Square

(the “Core Investment Assets”), of which the total asset value of its aggregated investments is Baht 9,906 million. In addition, the REIT also applied the fund to pay for expenses incurred from the issuance and the public offering of units of trust certificate.

## 2. Significant Change and Development

Over the past year, REIT was selected as one of the outstanding listed security companies derived by good performance in environment, social and governance or ESG 100 which was the 2nd year awarded consecutively. According to the assessment of listed securities, a total of 803 securities, by the Thaipat Institute. This represents the potential in managing REIT.

## 3. Management Structure of the REIT

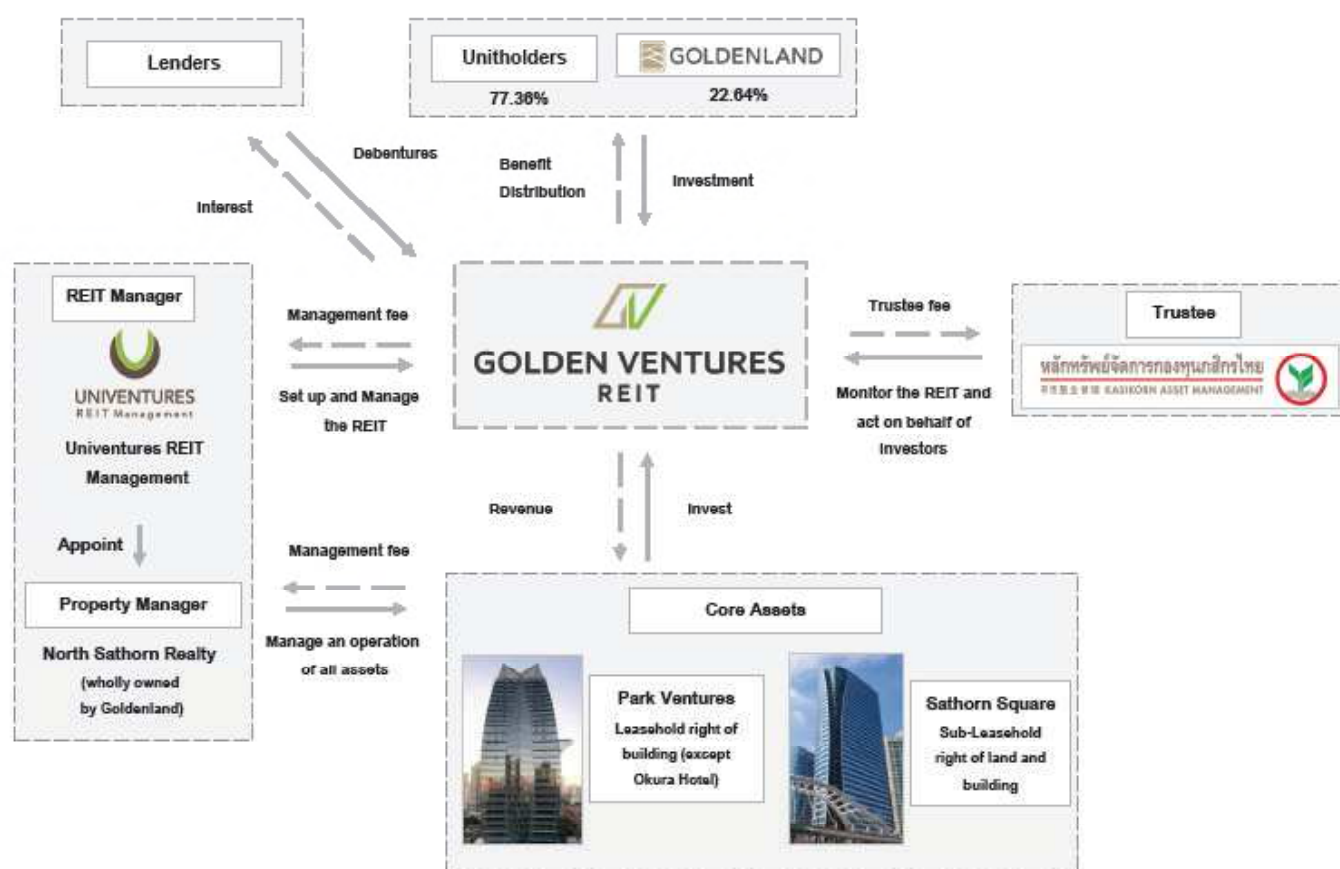
### 3.1 Relationship with Affiliated of Property Manager or Major Trust Holders

As of 30 September 2020, Golden Land Property Development PLC (“Golden Land”) is a major trust holder of the REIT held 22.64% of total outstanding trust units.

Even though, Golden Land has a relationship with the REIT as a major trust holders and property manager by North Sathorn Realty Co. Ltd., the affiliated company, the REIT has mechanisms and procurements in order to select property manager, as given detail in “Property Manager Selection”, for the maximum benefits of the trust holders.

Thus, the operating management of the REIT is managed under Trust Deed, the unitholders can find more information about Trust Deed from the attachment 2 in the form 56-REIT1 or additional details at Univentures REIT Management Co., Ltd, acted as the REIT manager, and Kasikorn Asset Management acted as the trustee

### 3.2 Structure of the REIT





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

### 4.1 Details of the Assets Park Ventures Ecoplex

Items	Details of Park Ventures Ecoplex
Investment Type	1. Leasehold rights over some parts of Park Ventures Ecoplex building including its components and other systems, excluding the area for The Okura Prestige Bangkok Hotel, 23rd floor to 34th floor, some parts of 1st floor to 8th floor (except 5th floor), some parts of rooftops and some parts of basements
Investment Period	2. Freehold rights over furniture and equipment
Value invested by the REIT	Approximately 26 years and approximately 20 years 340 days remaining period (ending on 5 September 2041, which is equal to the land lease term that Lertrattakarn Co., Ltd., has with M.L. Suthada Kasemsan)
Appraisal Value	Baht 3,020 Million (including expenses related to the leasehold acquisition)
As of 30 September, 2020	Baht 3,310 million (C.I.T. Appraisal Co., Ltd.)
<b>Type of Assets Invested by the REIT</b>	
Location	Corner of the intersection of Wireless Road and Ploenchit Road (with direct access to BTS Ploenchit)
Land Owner	The plot of land with a total area of 5 rai 36.2 sq. wah is owned by M.L. Suthada Kasemsan
Building Ownership	The building is owned by Lertrattakarn Co., Ltd
Gross Floor Area	53,304 sq. meters (excluding the premises of the Okura Prestige Bangkok Hotel)
Net Leasable Area	Approximately 27,478 sq. meters (office rental area, commercial rental area, meeting room area and rental storage space)
Completion Date	2011 (approximate age of the building is 9 years)



## Details of the Assets Sathorn Square

Items	Details of Park Ventures Ecoplex
Investment Type	<ol style="list-style-type: none"> <li>1. Subleasehold rights over land</li> <li>2. Subleasehold rights over the Sathorn Square office building including its components parts and other systems</li> <li>3. Freehold rights over furniture and equipment</li> </ol>
Investment Period	Approximately 25 years and approximately 20 years 6 days remaining period (ending on 6 October 2040, which is equal to the lease term that North Sathorn Realty Co., Ltd., receives from the Crown Property Bureau
Value invested by the REIT	Baht 6,878 million (including expenses related to the sub-leasehold acquisition)
Appraisal Value As of 30 September, 2020	Baht 6,907 million (C.I.T Appraisal Co., Ltd.)
<b>Type of Assets Invested by the REIT</b>	
Investment Type	Corner of the intersection of Narathiwat Ratchanakarin Road and Sathorn Road with direct access to BTS Chongnonsee Station
Land & Building Ownership	The plot of land with a total area of 5 rai 60.3 sq. wah. The land and building are owned by the Crown Property Bureau.
Gross Floor Area	114,568 sq. meters
Net Leasable Area	Approximately 73,034 sq. meters (office rental area, commercial rental area, and rental storage space
Completion Date	2011 (approximate age of the building is 9 years)





#### 4.2 Value from the Latest Appraisal Report

C.I.T. Appraisal Co., Ltd., which is an authorized property appraiser approved by the Securities and Exchange Commission, appraised the property value by using the income approach and the discounted cash flow analysis as the basis of its valuation method. The valuation involved estimation of the projected cash flow from the underlying properties for the remaining period of the leasehold contracts which reflects the

projected future incomes expected to be generated from such properties. The appraiser is of the opinion that the properties of the REIT, which include the office buildings of Park Ventures Ecoplex and Sathorn Square, are valued from the beneficial interest of their rental spaces and relevant incomes generated therefrom. The valuation of these properties using the income approach method is based on the key assumptions which can be summarized as follows:

The Details of Appraisal Valuation of Park Ventures Ecoplex																		
Valuation Method	Income Approach/ Discounted Cash Flow Analysis																	
Remaining Leasehold Period (Years)	20 years 340 days																	
Appraisal Date	30 September 2020																	
Survey Date	16 July 2020																	
For the Fiscal Period Ending	From 30 September 2020 until 5 September 2041 (Reference to the remaining investment period)																	
Appraised Value	Baht 3,310,000,000 (Three Billion Three Hundred and Ten Million)																	
Assumptions																		
Average Rental Rate and the Rate Adjustment (October 2020 - September 2021 Projection)	- Office Space	Baht 1,087/Sq. meter/Month (3.70% annual increase)																
	- Retail Space	Baht 2,480/Sq. meter/Month (3.33% annual increase)																
	- Storage Space	Baht 476/Sq. meter/Month (3.70% annual increase)																
	- Meeting Room	Baht 581/Sq. meter/Month (3.33% annual increase)																
	- ATM	Baht 316,380 per year (2.0% annual increase)																
Occupancy Rate	- Office Space	96.5% and 98% in the 1st and 2nd year and constant in the following years																
	- Retail Space	99.4 % and 98% in the 1st and 2nd year and constant in the following years																
	- Storage Space	92% and 98% in the 1st and 2nd year and constant in the following years																
	- Meeting Room	100% in the 1st year and constant in the following years																
Property Management Fee (the 1 <sup>st</sup> year started from October 2020 - September 2021) Details from Property Management Agreement	<table><tr><td>Contract Period</td><td>Base Fee (Annual Basis)</td><td>Variable Fee* (Annual Basis)</td></tr><tr><td>1<sup>st</sup> Year</td><td>Baht 29,617,386</td><td>6.20%</td></tr><tr><td>2<sup>nd</sup> Year</td><td>Baht 22,702,080</td><td>6.20%</td></tr><tr><td>3<sup>rd</sup> Year</td><td>Baht 15,810,162</td><td>6.20%</td></tr><tr><td>4<sup>th</sup> Year</td><td>An annual increase of 4.0% from the prior year</td><td>6.20%</td></tr></table>			Contract Period	Base Fee (Annual Basis)	Variable Fee* (Annual Basis)	1 <sup>st</sup> Year	Baht 29,617,386	6.20%	2 <sup>nd</sup> Year	Baht 22,702,080	6.20%	3 <sup>rd</sup> Year	Baht 15,810,162	6.20%	4 <sup>th</sup> Year	An annual increase of 4.0% from the prior year	6.20%
Contract Period	Base Fee (Annual Basis)	Variable Fee* (Annual Basis)																
1 <sup>st</sup> Year	Baht 29,617,386	6.20%																
2 <sup>nd</sup> Year	Baht 22,702,080	6.20%																
3 <sup>rd</sup> Year	Baht 15,810,162	6.20%																
4 <sup>th</sup> Year	An annual increase of 4.0% from the prior year	6.20%																
	* Variable Fee is calculated on revenues from office and retail rental spaces.																	

Administrative and Operating Expenses	<ul style="list-style-type: none"> <li>- Utility Expenses 7.0% of Total Revenues</li> <li>- Securities Expenses 2.0% of Total Revenues</li> <li>- Cleaning Expense 2.0% of Total Revenues</li> <li>- Others Expense 0.3% of Total Revenues</li> <li>- Sales and Marketing Expense 1.50% of Total Revenues</li> <li>- Repairs and Maintenance Expense 3.50% of Total Revenues</li> <li>- Capital Expenditure 2.50% of Total Revenues</li> </ul>
Insurance Fees	Baht 2,128,566
Discount Rate	9.25%

### The Details of Appraisal Valuation of Sathorn Square

Valuation Method	Income Approach/ Discounted Cash Flow Analysis
Remaining Sub-leasehold Period (Years)	20 Years 6 Days
Appraisal Date	30 September 2020
Survey Date	16 July 2020
For the Fiscal Period Ending	From 30 September 2020 until 6 October 2040 (Reference to the remaining investment period)
Appraised Value	Baht 6,907,000,000 (Six Billion Nine Hundred and Seven Million)

### Assumptions

Average Rental Rate and the Rate Adjustment (October 2020 - September 2021 Projection)	<div><div>- Office Space</div><div>Baht 878/Sq. meter/Month (3.33% annual increase)</div></div> <div><div>- Retail Space</div><div>Baht 1,550/Sq. meter/Month (3.33% annual increase)</div></div> <div><div>- Storage Space</div><div>Baht 393/Sq. meter/Month (3.33% annual increase)</div></div> <div><div>- Victor Club</div><div>Baht 500,000/Month (2.0% annual increase)</div></div> <div><div>- ATM</div><div>Baht 587,520 per year (2.0% annual increase)</div></div>															
Occupation Rate	<div><div>- Office Space</div><div>96% and 98% in the 1<sup>st</sup> and 2<sup>nd</sup> Year and constant in the following years</div></div> <div><div>- Retail Space</div><div>96% and 100% in the 1<sup>st</sup> and 2<sup>nd</sup> Year and constant in the following years</div></div> <div><div>- Storage Space</div><div>100% in the 1st year and constant in the following years</div></div>															
Property Management Fee (the 1 <sup>st</sup> year started from October 2020 - September 2021) Details from Property Management Agreement)	<table><tr><th>Contract Period</th><th>Base Fee (Annual Basis)</th><th>Variable Fee* (Annual Basis)</th></tr><tr><td>1<sup>st</sup> Year</td><td>Baht 43,684,308</td><td>4.65%</td></tr><tr><td>2<sup>nd</sup> Year</td><td>Baht 33,659,682</td><td>4.65%</td></tr><tr><td>3<sup>rd</sup> Year</td><td>Baht 23,670,066</td><td>4.65%</td></tr><tr><td>4<sup>th</sup> Year</td><td>An annual increase of 4.0% from the prior year</td><td>4.65%</td></tr></table> <div>* Variable Fee is calculated on revenues from office and retail rental spaces.</div>	Contract Period	Base Fee (Annual Basis)	Variable Fee* (Annual Basis)	1 <sup>st</sup> Year	Baht 43,684,308	4.65%	2 <sup>nd</sup> Year	Baht 33,659,682	4.65%	3 <sup>rd</sup> Year	Baht 23,670,066	4.65%	4 <sup>th</sup> Year	An annual increase of 4.0% from the prior year	4.65%
Contract Period	Base Fee (Annual Basis)	Variable Fee* (Annual Basis)														
1 <sup>st</sup> Year	Baht 43,684,308	4.65%														
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3 <sup>rd</sup> Year	Baht 23,670,066	4.65%														
4 <sup>th</sup> Year	An annual increase of 4.0% from the prior year	4.65%														



Administrative and Operating Expenses	- Victor Club Expenses	35.0% of its Revenues
	- Utility Expenses	9.0% of Total Revenues
	- Securities Expenses	1.6% of Total Revenues
	- Cleaning Expense	1.4% of Total Revenues
	- Others Expense	0.1% of Total Revenues
	- Sales and Marketing Expense	1.50% of Total Revenues
	- Repairs and Maintenance Expense	3.50% of Total Revenues
	- Land Cost	Baht 36,000,000 per year
	- Capital Expenditure	2.50% of Total Revenues
Insurance Fees	Baht 1,584,338	
Discount Rate	9.25%	

The REIT Manager, Trustee, and auditor have reviewed the key assumptions used by C.I.T Appraisal Co., Ltd., the appraiser of the value of the asset of the Golden Ventures Leasehold Real Estate Investment Trust, and viewed that such appraisal has applied the appropriate income method for the valuation. There is also no doubt that the applied assumptions are logical particularly on a comparable basis with its current operational results, and by taking into consideration the outlook of the office rental business.

Nevertheless, the actual results may differ from such assumptions or situations may not follow the forecast assumptions. The provided opinion is based on current business and economic conditions; therefore, if there are any changes in future circumstances, it may results in possible changes in the REIT Manager's forthcoming views.

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

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

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

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

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

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

- Property Management

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

- Management of Rent Policy and Market Strategy

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

- Development of Operational Efficiency

The Company has policies in place to improve operational efficiency which include controlling operating expenses, maintaining high service quality and standards, as well as management and evaluation of the Property Manager's performance.

- Increasing potential and benefits received from the REIT's invested properties by maintaining and developing the image and reputation of said properties

- Monitoring and evaluating target customers of the projects. This includes adapting market strategies, service standards, and setting rental rates to best meet customer's needs.
- Increasing rental rates by managing marketing and distribution channels to best suit target customers.
- Maintaining project areas such as improving public spaces, common areas, as well as event or activity specific improvements.
- Having a maintenance plan in place to improve the image of each project as appropriate in order to maintain potential

and a competitive advantage.

- Promoting the overall image of the projects through good management and operations which emphasis quality, not taking advantage of customers, ethical and transparent conduct, and benefiting society in different ways. All this leads to trust and credibility for the projects and management.

## 5.2 Nature & Characteristic of Benefits

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

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

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

## 5.3 Property Manager

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

- History of the Property Manager

North Sathorn Realty Co., Ltd. was established in February 1996 with the objective of developing commercial and hotel real estate projects. The focus has been primarily on the development of office buildings located in the Central Business District to support and profit from economic growth. Today, North Sathorn Realty Co., Ltd. has been operational for over 20 years and have two main real estate projects under

their management, namely the Sathorn Square Building and the Park Venture Ecoplex Building.

- Remuneration from the REIT

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

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

- Relationship between the REIT Manager and Property Manager

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

According to the date of submission of the company registration statement, Univentures Co. Ltd. holds 99.99% of the company's issued shares. North Sathorn Realty Co. Ltd. is an affiliated company of Golden Land Property Development Public Co. Ltd. As referring to the date of submission of the company registration statement, Univentures Co. Ltd. holds 39.28% of the total issued shares of Golden Land Property Development Public Co. Ltd.

Univentures Co. Ltd. has sold 39.28% of

the amount of common stock of Golden Land Property Development Public Co. Ltd. to Frasers Property (Thailand) Public Co. Ltd. according to no.1/2019 Extraordinary General Meeting of Shareholders held on July 19, 2019, at 10:00 a.m. at the Athenee Crystal Hall, The Athenee Hotel, A Luxury Collection Hotel Bangkok, 61 Witthayu Rd, Lumpini, Pathumwan District, Bangkok.

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

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

Guidelines regarding property supervision and management for the Property Manager to prevent conflict of interest.

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

1) The General terms and conditions of the REIT in entering into transactions with the Property Manager are as follows:

- All business transactions conducted with the Property Manager will be conducted in accordance with Trust Deed and relevant laws for the maximum benefit of the REIT.
- All business transactions between the REIT and the Property Manager will be conducted at reasonable prices with fair practices.
- All related-parties, who directly or indirectly

related to any transactions, must not involved in transactions' consideration and approval.

- Calculations for expenses incurred during transactions between the REIT and the Property Manager must be at reasonable and fair prices and rates.

2) Approval of transactions between the REIT and the Property Manager must be conducted according to the following procedures:

- Get approval from the Trustee that said the transaction is in accordance with the Trust Deed and relevant laws.
- If the transaction is valued above 1 million or 0.03% or more of the REIT's Net Asset Value, (whichever amount is higher), it will require approval from the REIT's Board of Directors. Independent or impartial directors will give an opinion regarding the appropriateness of said transaction at the board meeting of the REIT Manager.
- If the transaction is valued above 20 million or 3% or more of the REIT's Net Asset Value (whichever amount is higher), said transaction will require the approval

of the REIT's Unitholders with a vote of no less than  $\frac{3}{4}$  of all Unitholders present with the right to vote.

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

3) Transaction Policy between the REIT and the Property Manager

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

## 6. Borrowing Policy

**6.1. The REIT may use borrowings only for the following purposes:**

- to invest in real estate or leasehold rights which are added to its Core Properties,
- to use borrowings to manage the REIT's properties,
- to use borrowings for maintenance, repair, upkeep or improvement of the REIT's properties such as its real estate or leasehold rights of real estate so that they remain in good condition and are properly maintained to readily confer benefits of income-production or to modify them to be well suited to market trends or responding to changing of customer needs,
- to use borrowings for constructions of any annex or any additional buildings on the exiting plots

of land that the REIT owns or holds leasehold rights of such real estate to confer benefits of income-production,

- to use borrowings for repayments of its loans or obligations,
- to use borrowings for any other necessary purposes as the REIT Manager shall deem appropriate for the management of the REIT and for the benefits of the unitholders.

**6.2. The REIT may borrow money using the following methods:**

- Requesting credit from commercial banks, financial institutions, life insurance companies, non-life insurance companies, and/or any other

juristic persons who can provide such credit to the REIT, whereby such actions shall not cause any illegality or any conflict of any applicable laws, and notifications, orders or rules issued by the Securities and Exchange Commission and the Stock Exchange, or any other authorized agency.

- Issuance of instruments or securities, or entering into any borrowing contracts in which such actions shall not cause any illegality or any conflict of any applicable laws, and notifications, orders or rules issued by the Securities and Exchange Commission and the Stock Exchange.

### 6.3. The borrowing ratios shall not exceed any of the following requirements

except such excess in which the ratio limit is breached, does not result from the additional borrowings. In addition, such borrowing ratios shall also be in compliance with any applicable laws.

- Thirty-five (35) percent of the total asset value of the REIT,
- Sixty (60) percent of the total asset value of the REIT. In the event that the REIT has an investment-grade credit rating by the credit rating agency approved by the Securities and Exchange Commission for its latest credit rating which is no more than one (1) year prior to the time the borrowings are incurred.

The borrowings incurred under this Clause shall include the issuance of instruments or securities, or any of the contracts in form and substance considered as borrowings.

### 6.4. Obligations on the REIT's assets can only be created upon necessity and in relation to the management of the REIT's properties as follows:

- Obligations related to an agreement in principle that the REIT is authorized to undertake as prescribed in the Notification of Capital Market Supervisory Board Tor Jor. 49/2555, as well as in any other relevant notifications issued by the Securities and Exchange Commission such as the use of the REIT's assets as collateral for borrowings under the Trust Deed and under applicable laws.

- Obligations arising in the ordinary course of business or the ordinary course of such transactions.

### 6.5. Procedures for borrowings or creation of obligations

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

- The REIT Manager shall consider the necessity and appropriation of borrowings or creation of obligations which shall be imposed on the REIT's assets, as well as reviewing the relevant rules and procedures on borrowings or creation of obligations prior to the submission thereof to the Trustee for further consideration and approval.
- The Trustee shall have the authority to sign for entering into any borrowing contract or any creation of obligations on the REIT's assets.
- In the event that collateral needs to be provided by the REIT for any borrowing, such borrowing and a provision of any such collateral must be approved by a Meeting of the Unit Holders, except that (1) such provision causes no change in the security amount previously offered by the REIT in support of the previous borrowing or causes no reduction in the amount of the credit facility offered by the REIT's creditors for such collateralized borrowing or (2) former lenders or creditors have assigned their claims under the existing borrowing contracts and/or collateral contracts to the assignees who shall become the new lenders or creditors.
- In the event that the borrowing is used for maintenance, repair, upkeep or improvement of the REIT's properties as per Clause 1 or for constructions of any annex or any additional buildings on the existing plots of land that the REIT owns or holds leasehold rights as per Clause 1, the REIT Manager shall also consider and take into account the remaining leasehold terms under the current lease.

#### 6.6. Borrowings or obligations undertaken with a related party of a Trustee

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

as well as any other relevant rules which shall eventually be issued by the Securities and Exchange Commission or the Securities and Exchange Commission Office.

#### 6.7. Information on the REIT's borrowings as of the fiscal ending date

The REIT entered into a loan agreement with Bank of Ayudhya Public Company Limited ("Lenders"). The substance of the terms and conditions of the loans as prescribed in relevant

Loan agreements between the REIT and its lenders are stated below:

Lenders	Bank of Ayudhya Public Company Limited
Credit requested by	Trustee acting on behalf of the Golden Ventures Leasehold Real Estate Investment Trust
Facility Amount (in Baht million)	<p>The aggregated amount of the loans and credit facilities total to Baht 195 million comprises of:</p> <ul style="list-style-type: none"> <li>- Bank of Ayudhya Public Company Limited</li> </ul> <p>Facility 1: A Baht 1,000 million long-term loan to support the initial investment in the Core Properties</p> <p>Facility 2: A Baht 160 million short-term revolving promissory note line with annual review or renewable annually, to support the reimbursement of rental deposits of the Initial Invested Core Properties</p> <p>Facility 3: A Baht 35 million revolving bank guarantee facility with annual review or renewable annually, for issuance of letter of guarantee to the electricity authority guaranteeing the electricity usage of the Initial Invested Core Properties</p>
Interest Rate	<p>Interest rates will not be higher than Minimum Loan Rate* (MLR) minus a certain percentage per annum.</p> <p><i>* Minimum Loan Rate (MLR) is defined as the average lending rate of which 4 banks; namely Kasikornbank Public Company Limited, Bangkok Bank Public Company Limited, Krung Thai Bank Public Company Limited, and Siam Commercial Bank Public Company Limited, provide to their prime customers. This reference rate can be adjusted according to the notifications of each of these financial institutions.</i></p>

Repayment Period	<p>Facility 2: Within 180 days from the date of the issuance of each promissory note, or on the date as prescribed in the loan agreement. In any case, the repayment period of the borrowings under this facility shall not exceed the maturity date of the loan under Facility 1 as accordingly prescribed in the loan agreement</p> <p>Facility 3: In the case that the bank guarantees issued under this facility are called, the repayment period for such claims shall not exceed the last business day of the month in which the claimed amount has been fully or partly paid by the lender who issued such bank guarantee. In any case, the repayment period of the claims paid under this facility (in the event that the bank guarantees issued under this facility are called) and the termination date of the guarantor's obligation under each bank guarantees issued under this facility (in the event that none of the bank guarantees issued under this facility are called) shall not exceed the maturity date of the loan under Facility 1 as accordingly prescribed in the loan agreement.</p>
Principal Repayment	<p>To be fully paid on the maturity date or partly repaid before its maturity according to the conditions as prescribed in the loan agreement. The REIT can fully or partly refinance any of these facilities prior to their relevant maturity with no prepayment penalty or any other incurred costs. The REIT Manager shall consider various funding alternatives based on prevailing economic conditions and shall act in the best interests of the REIT.</p>
Interest Payment	<p>Monthly payment</p>
Collaterals	<ol style="list-style-type: none"> <li>1. The assignment of rights and coverage under business interruption insurance on the Initial Invested Core Properties, the details of which are as follows: <ol style="list-style-type: none"> <li>1.1 During any period of business interruption and soon after the receipt of the insurance claims for such business interruption, the borrower agrees to forthwith make an absolute assignment of the sum thereof equivalent to the interest then due and accrued under the loan agreement (if any) to the lenders.</li> <li>1.2 Other than the rights and duties under Clause 1.1 above the borrower agrees to make a conditional assignment of rights and coverage under business interruption insurance to the lenders and immediately upon the entering into such assignment the borrower shall arrange to have an endorsement on the policy of such business interruption insurance to allow the lenders to be its joint beneficiaries and joint insurers.</li> </ol> </li> <li>2. The conditional assignment by the REIT on its deposit account which is opened for the purpose of receiving advance payments of rental fees and security deposits required to assure the risk of any cancellation of the lease, and the lenders shall thus be in charge of such account.</li> <li>3. The conditional assignment by the REIT on its operating account which is opened for the purpose of receiving a rental income.</li> </ol>



	<p>4. The conditional assignments by Lertrattakarn Co., Ltd., and North Sathorn Realty Co., Ltd., on their deposit accounts which are opened for the purpose of receiving any insurance claims for business interruption policies that they made on the Initial Invested Core Properties, and the lenders shall thus be in charge of such accounts on the condition that the lenders shall allow the uses of any funds in such accounts only for relevant repair /construction of the insured properties which may have been damaged.</p> <p>5. The conditional assignment on all lease agreements and service agreements of Sathorn Square, which have the agreement terms over 3 years, to the lenders.</p> <p>In addition to the above-mentioned conditions, other terms and conditions related to the loan collaterals shall be as set forth in the loan agreements, collateral agreements and other relevant financial documents that are agreed upon by the counterparties thereto.</p> <p>“A conditional assignment” means a conditional assignment of claims, benefits, interests, and rights, that the assignor has on the assigned rights or proprieties such as rights over rental fees under relevant rental agreements, rights to receive insurance claims under relevant insurance policies, and right to withdraw money from relevant deposit accounts, etc. The assignments of such right to the lenders shall become an absolute assignment when (a) there is an occurrence of any circumstances as set forth in the loan agreements which shall constitute an event of default (such as a loan payment that has not been made by the borrower as of its due date, the borrower breaches the covenants in the financial documents, as well as the borrower, goes bankrupt, etc.), and (b) the lenders issue a completion notice of assignment to the counterparties to demand that the conditional assignment becomes effective.</p> <p>“An absolute assignment” means an assignment of claims, benefits, interests, and rights, which the assignor has to the lenders which shall become effective upon the signing of the assignment. This absolute assignment shall be applied to the assignment of the payments of any insurance claims under business interruption policy, of which the sum thereof equivalent to the interest then due and accrued under the loan agreement (if any) shall be assigned to the lenders.</p>
Key Financial Covenants	<ol style="list-style-type: none"> <li>1. The borrower shall maintain the Loan-to-Total Assets Ratio of no more than 30%.</li> <li>2. The borrower shall maintain the Funded Interest Bearing Debt to EBITDA ratio of not more than 5.5 times.</li> </ol> <p>Terms and details of the calculations shall be as set forth in the loan agreements.</p>



Key Covenants	<p>1. The borrower agrees not to undertake any of the following actions unless it has otherwise received written consent from the lenders or such prohibition has been waived according to the loan agreements</p> <ul style="list-style-type: none"> <li>• Incurs any Interest-bearing debt or financial obligation with any commercial bank, financial institution, life insurance company, non-life insurance company and/or any other juristic person who can provide a credit to the REIT for an amount of more than Baht 100 million. Nevertheless, the borrower can incur debt if such debt is qualified under the conditions (1)-(3) as follows (1) No key covenant or conditions as initially summarized in this table which shall be of an advantage to other lenders than the lenders. (2) the repayment of such debt shall be in a single lump sum (except if such lender is a life insurance company, a non-life insurance company or any other juristic person by which its relevant laws require that repayment of their loans shall be subject to partial repayments; in that regard the partial repayment of such debt shall not be more than 10% thereof throughout the term of the loan agreement), and (3) such debt is incurred for an acquisition of assets which is similar to the Initial Invested Core Properties, including assets such as office spaces, retail spaces, and/or conference room for rent.</li> <li>• Incurs any other financial obligations, except if such obligations are a part of the borrower's ordinary course of business, as set forth in the loan agreements entered by both parties.</li> <li>• Incurs any other obligations over the Initial Invested Core Properties, as well as over any future buildings, structures, and real estate except if such assets are the future assets of the REIT or a part of the REIT's ordinary course of business, or such obligations are a common commercial practice.</li> <li>• In the event that the borrower enters into a lease agreement or a service agreement of which the term is more than 3 years, it shall require written consent from the lenders, except in some cases whereby the borrower and the lender can enter into an agreement under the conditions set forth in the loan agreement, of which its criteria shall later be discussed and agreed upon.</li> <li>• Enters into a rental agreement related to the borrower's assets, whether all or partially, of which the rental is required to be settled in a single lump sum.</li> <li>• Engages in a transaction which involves sales, transferring, or renting of the Initial Invested Core Properties in a manner which is not the borrower's ordinary course of business.</li> </ul>
	<p>2. The lenders have rights to enforce their payment claims on debtors or collaterals for an amount equivalent to the indebtedness and are entitled to get repayment for such amount of indebtedness.</p> <p>In addition to the above-mentioned covenants, other terms and conditions related to the granting of these credits shall be as set forth in the loan agreements, collateral agreements, and other relevant financial documents which both parties thereby agree according to the rules prescribed by the Bank of Thailand and in accordance with the applicable laws.</p>

Events of Default	Standard events of default and any other breach of contracts under the terms and conditions as set forth in the loan agreements and other financial documents agreed by both parties which may include an event of default if any due payment is not settled, breach of covenants, cross-default, nationalization, bankruptcy, unenforceable or invalid security documents, material adversity, changes of the REIT Management, the Real Estate Manager (except that such situations can be remedied or waived within the prescribed timeframe in the loan agreements, and/or account as an exception in the loan agreements.
Other Terms & Conditions	In addition to the conditions prescribed above, other terms and conditions related to these credit facilities shall be as set forth in the loan agreements, collateral agreements, and any other financial documents which both parties thereby agree according to the rules prescribed by the Bank of Thailand and in accordance with the applicable laws.

According to the resolution of the 2018 Annual General Meeting of the Trust Unitholders of Golden Ventures Leasehold Real Estate Investment Trust held on 16 January 2018, the trust holders approved the REIT to proceed issuance and offering of the debentures in the principal amount of up

to Baht 2,000 million in order to refinance partial outstanding Loan. Besides, the REIT had refinanced partial of outstanding loan from its first debenture to the lender, summarized as follows

Contract Name		Amount (Million Baht)	Loans and Credit Repayment	
		Principle		
1.	Loan Agreement between Golden Ventures Leasehold Real Estate Investment Trust and Bank of Ayudhya Public Company Limited	1,000	Facility 1: A	Baht 1,000 million long-term loan to support the initial investment in the Core Properties
2.	Loan Agreement between Golden Ventures Leasehold Real Estate Investment Trust and Government Saving Bank	1,000	Facility 1: A	Baht 1,000 million long-term loan to support the initial investment in the Core Properties
Total Amount		2,000		

At the end of the fiscal year of 30 September 2020, the REIT had remaining liabilities after refinancing with the debentures with Bank of Ayudhya Public Company Limited for two facilities, summarized as follows;

Facility 2: A Baht 160 million short-term revolving promissory note line with annual review or renewable annually, to support the reimbursement of rental deposits of the Initial Invested Core Properties

Facility 3: A Baht 35 million revolving bank guarantee facility with annual review or renewable annually, for issuance of letter of guarantee

to the electricity authority guaranteeing the electricity usage of the Initial Invested Core Properties

In Addition, the REIT had Baht 2,000 million of new issuance and offering of the debentures since 30 April 2018 with the maturity date of 20 April 2027 (9 years from issued date) with fixed interest rate at 3.63% per annum (interest payment will be made every 6 months). The unitholders can find more information as given detail in Financial Instrument of the REIT in Details of Trust Units of the REIT's Issuance section.

## Management Structure

### 1. REIT Manager Information

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

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

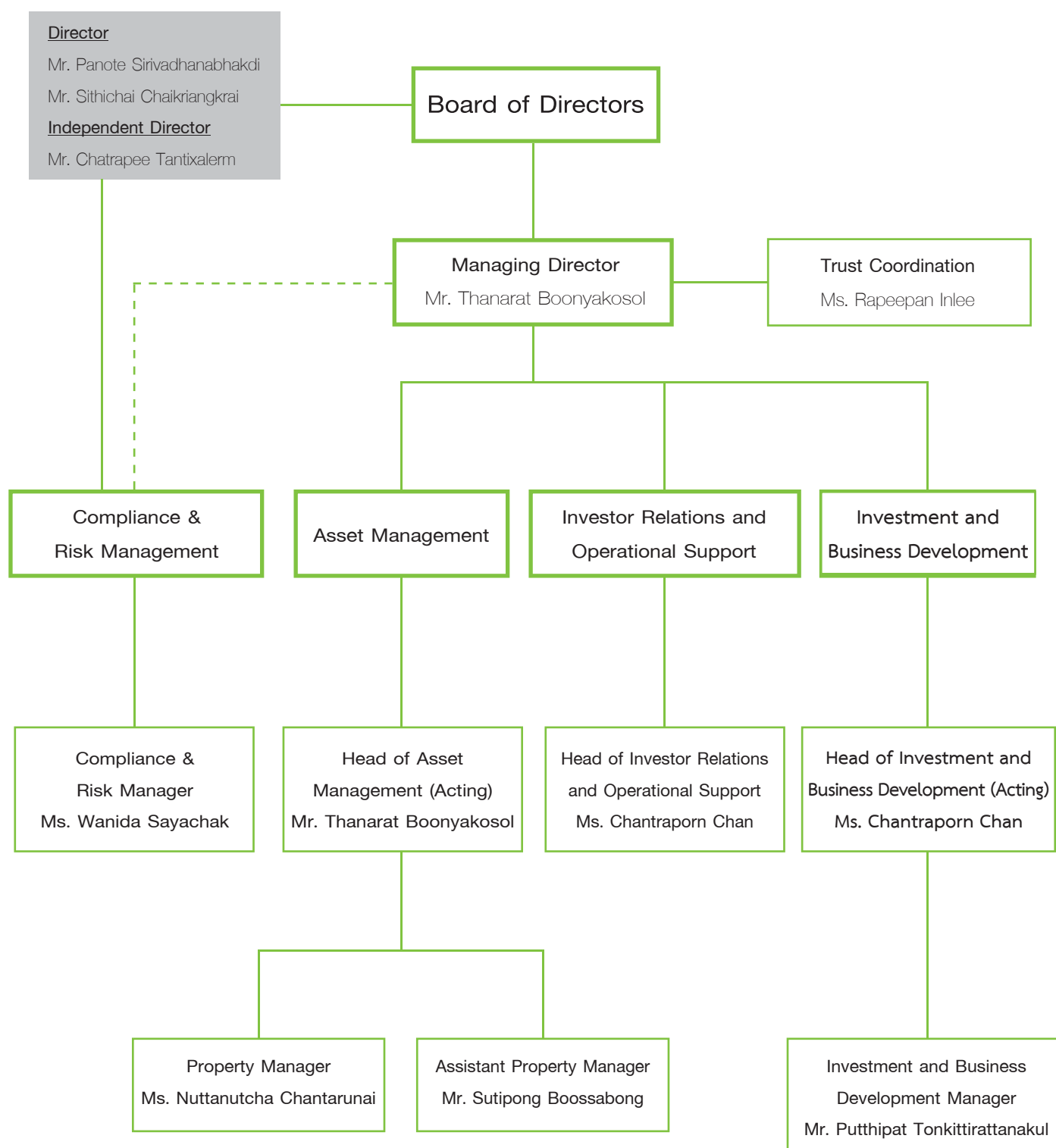
Company Name	Univentures REIT Management Company Limited
Company Registration Number	0105558004214
Date of Incorporation	9 January 2015
Company Address	57 Park Ventures Ecoplex, 22nd Floor, Wireless Road, Lumpini, Patumwan, Bangkok Telephone: 02-643-7620 Facimile: 02-643-7625 E-mail: ir-uvrm@univentures.co.th Website : www.gvreit.com
Registered Capital	Baht 10,000,000 (Consisting of 1,000,000 common shares with a par value of Baht 10 per share)
Nature and Scope of Business	Acting as the REIT Manager of Real Estate Investment Trust
Major shareholders (Share Holding Position)	Univentures Public Company Limited (99.997%)
Directors	1. Mr. Panote Sirivadhanabhakdi (Executive Director) 2. Mr. Sithichai Chaikriangkrai (Executive Director) 3. Mr. Chatrapee Tantixalerm (Independent Director)
Authorized Signatory	Two directors from the list of directors jointly sign and seal of the Company.
Fiscal Year	Ending 30 September of each year

#### 1.1 Shareholding Structure of the REIT Manager

No.	Shareholder Name	Number of Shares	As % of the Paid-Up Capital
1	Univentures Public Company Limited	999,970	99.997
2	Univentures Capital Company Limited	15	0.0015
3	Univentures Asset Management Company Limited	15	0.0015
<b>Total</b>		<b>1,000,000</b>	<b>100</b>

## 1.2 The Company's Organizational Structure

As of 30 September 2020, the organizational chart of the Company, as the REIT Manager, comprises the following Board of Directors and the management:



## Directors Information

### Mr.Chatrapee Tantixalerm

**Position** Chairman of the Board and  
Independent Director

#### Education & Training

- MBA Finance, SASIN

#### Thai Institute of Directors (IOD)

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

#### Work Experience during the Past 5 Years

- 2015 – Present  
Chairman of the Board of Director / Independent Director  
Univentures REIT Management Company Limited
- 2018 – Present  
Deputy Chairman / Chief Executive Officer  
Beryl 8 Plus Co., Ltd.
- 2017 – Present  
Independent Director / Audit Committee/ Nomination  
and Remuneration Committee/ Chairman of the  
Corporate Governance Committee  
Matching Maximize Solution PLC.
- 2015 – Present  
Independent Director / Chairman of the Audit  
Committee/ Nomination and Remuneration Committee  
SISB Public Company Limited
- 2015 – Present  
Deputy Chairman / Chief Executive Officer  
Talis Asset Management Company Limited
- 2009 – Present  
Independent Director / Chairman of the Audit Committee  
/ Corporate Strategy Committee  
TSFC Securities Public Company Limited

#### Past Experience

- 2012 – 2015  
Director / Deputy Chairman  
Association of Investment Committee (AIMC)
- 2005 – 2015  
Director / Chief Executive Officer  
Krungsri Asset Management Company Limited





## Mr. Panote Sirivadhanabhakdi

**Position** Director and Executive Director

### Education & Training

- Master of Science in Analysis, Design and Management of Information System, The London School of Economics and Political Science, UK
- Bachelor of Science in Manufacturing Engineering, Boston University, USA
- Certificate in Industrial Engineering and Economics, Massachusetts University, Boston, USA

### Thai Institute of Directors (IOD)

- Driving Company
- Directors Certification Program (DCP 46/2004)
- Directors Accreditation Program (DAP 10/2004)
- Finance for Non-Finance Directors (FND 10/2004)

### Work Experience during the Past 5 Years

- 2015 – Present  
Director / Executive Director  
Univentures REIT Management Company Limited
- 2019 – Present  
Director  
Norm Company Limited
- 2019 – Present  
Director  
Norm (2019) Company Limited
- 2018 – Present  
Director  
Frasers Asset Company Limited
- 2018 – Present  
Director  
Quantum Trading Company Limited
- 2018 – Present  
Director  
Terragro Fertilizer Company Limited
- 2018 – Present  
Director  
NY Property Development Company Limited

- 2017 – Present  
Executive Director  
Frasers Property (Thailand) Public Company Limited
- 2017 – Present  
Director  
Siridamrongdham Company Limited
- 2017 – Present  
Director  
Bhakdivattana Company Limited
- 2016 – Present  
Director  
Namjai Thaibev (Social Enterprise) Company Limited
- 2016 – Present  
Director  
Asian Capital Company Limited
- 2016 – Present  
Director  
Vadhanabhakdi Company Limited
- 2016 – Present  
Director  
Kasemsubbhakdi Company Limited

- 2016 – Present  
Group CEO  
Fraser's Property Limited
- 2016 – Present  
Director  
Fraser's Logistics & Industrial Asset Management Pte Ltd.,  
(Manager of Fraser's Logistics & Industrial Trust )
- 2015 – Present  
Director  
Fraser's Property Holding (Thailand) Company
- 2015 – Present  
Director  
Quantum Capital Development Company Limited
- 2014 – Present  
Director  
One Bangkok Company Limited
- 2014 – Present  
Director  
Lakeview Golf and Yacht Club Company Limited
- 2014 – Present  
Director  
Fraser's Hospitality Asset Management Pte Ltd., (Manager of  
Fraser's Hospitality Real Estate Investment Trust (REIT/Trust))
- 2014 – Present  
Director  
Fraser's Hospitality Trust Management Pte Ltd., (Manager of  
Fraser's Hospitality Business Trust (REIT/Trust))
- 2013 – Present  
Director  
TCC Assets (Thailand) Company Limited
- 2013 – Present  
Director  
Kasem Subsiri Company Limited
- 2012 – Present  
Vice Chairman of the Board of Director / Chairman of the  
Executive Committee / Member of The Compensation and  
Nominating Committee  
Gold Land Property Development Public Company Limited
- 2012 – Present  
Director  
SMJC Development Company Limited
- 2011 – Present  
Director  
TCC Exhibition and Convention Center Company Limited
- 2011 – Present  
Director  
N.C.C. Exhibition Organizer Company Limited
- 2011 – Present  
Director  
N.C.C. Management and Development Company Limited
- 2011 – Present  
Director  
N.C.C. Image Company Limited
- 2011 – Present  
Director  
F&B International Company Limited
- 2010 – Present  
Director  
Chiva-Som International Health Resort Company
- 2009 – Present  
Director  
The Cha-Am Yacht Club Hotel Company Limited
- 2009 – Present  
Director  
International Beverage Holdings (China) Limited
- 2008 – Present  
Director  
International Beverage Holdings Limited
- 2007 – Present  
Vice Chairman of the Board of Director / Chairman of the  
Board of Executive Directors / Member of the Remuneration  
and Nomination Committee / Member of the Corporate  
Governance Committee  
Univentures Public Company Limited  
Limited
- 2007 – Present  
Director  
Adelfos Company Limited
- 2007 – Present  
Director  
Thai Beverage Public Company Limited
- 2006 – Present  
Director  
Cristalla Company Limited
- 2006 – Present  
Director  
Plantheon Company Limited

- 2005 – Present  
Director  
InterBev (Singapore) Limited
- 2004 – Present  
Director  
Beer Thip Brewery (1991) Company Limited
- 2002 – Present  
Vice Chairman of the Board of Director  
Kankwan Company Limited
- 2002 – Present  
Vice Chairman of the Board of Director  
Theparunothai Company Limited
- 2002 – Present  
Vice Chairman of the Board of Director  
Sura Bangyikhan Company Limited
- 2002 – Present  
Vice Chairman of the Board of Director  
Athimart Company Limited
- 2002 – Present  
Vice Chairman of the Board of Director  
S.S. Karnsura Company Limited
- 2001 – Present  
Director  
T.C.C. Technology Company Limited
- 2001 – Present  
Director  
International Beverage Holdings (UK) Limited
- 2001 – Present  
Director  
Blairmhor Distillers Limited
- 2001 – Present  
Director  
Blairmhor Limited
- Present  
Director  
TCC Group of Companies
- 2010 – 2019  
Director  
North Park Golf and Sports Club Company Limited
- 2009 – 2019  
Director  
Nong Khai Country Golf Club Company Limited
- 2014 – 2018  
Director  
Tonic International Company Limited
- 2012 – 2017  
Director  
TCC Phumipat Company Limited
- 2007 – 2017  
Director / Member of the Executive Committee  
Siam Food Products Public Company Limited
- 2005 – 2017  
Director / Member of the Executive Committee  
Berli Jucker Public Company Limited
- 2013 – 2016  
Chief Executive Officer  
Univentures Public Company Limited
- 2006 – 2016  
Director  
Siriwana Company Limited
- 2013 – 2015  
Director  
Thip Sukhothai Bio-Tech Company Limited
- 2013 – 2015  
Director  
Thip Suphanburi Bio Energy Company Limited
- 2011 – 2015  
Director  
Thip Sukhothai Bio Refinery Company Limited
- 2011 – 2015  
Director  
Thip Nakhonsawan Bio Energy Company Limited
- 2008 – 2015  
Director  
Thip Sugar Nakhonsawan Company Limited
- 2006 – 2015  
Director  
Thip Sugar Kamphaengphet Company Limited
- 2006 – 2015  
Director  
The Suphanburi Sugar Industry Company

#### Past Experience

- 2015 – 2020  
Director  
TCC Holdings (2519) Company Limited
- 2017 – 2019  
Director  
Sub Somboon Property Plus Development Company Limited
- 2010 – 2019  
Director  
North Park Real Estate Company Limited



## Mr. Sithichai Chaikriangkrai

**Position** Director and Executive Director

### Education & Training

- Master Degree in Accounting (First Class Honours) Thammasat University
- Mini MBA, Leadership Management, Kasetsart University
- Diploma in Computer Management, Chulalongkorn University

### Thai Institute of Directors (IOD)

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

### Work Experience during the Past 5 Years

- 2015 – Present  
Director / Executive Director  
Univentures REIT Management Company Limited
- 2020 – Present  
Director  
Chang Beer Company Limited
- 2019 – Present  
Director  
Fraser Property (Thailand) Public Company Limited
- 2019 – Present  
Director  
BeerCo Limited
- 2019 – Present  
Director  
Food and Beverage Holding Company Limited
- 2018 – Present  
Director / Member of the Executive Committee / Member of the Risk Management Committee / Chairman of the Corporate Governance Committee  
Asset World (Thailand) Public Company Limited
- 2018 – Present  
Director  
Big C Supercenter Hua Hin Company Limited
- 2016 – Present  
Senior Executive Vice President  
Thai Beverage Public Company Limited
- 2016 – Present  
Director  
Vadhanabhakdi Company Limited
- 2013 – Present  
Director  
Frasers Property Limited
- 2013 – Present  
Director  
Fraser and Neave Limited
- 2012 – Present  
Director / Member of the Executive Committee  
Golden Land Property Development Public Company Limited
- 2012 – Present  
Director  
Petform (Thailand) Company Limited
- 2011 – Present  
Director  
Sermasuk Public Company Limited
- 2007 – Present  
Director/ Executive Director  
Univentures Public Company Limited



- 2011 – Present  
Director / Vice Chairman of the Executive Committee No. 2  
Sermsuk Public Company Limited
- 2007 – Present  
Director  
Eastern Seaboard Industrial Estate (Rayong) Company Limited
- 2007 – Present  
Director / Member of the Executive Committee  
Siam Food Products Company Limited
- 2006 – Present  
Director / Vice Chairman of the Executive Committee No. 2  
Oishi Group Public Company Limited
- 2004 – Present  
Vice Chairman of the Board of Executive Directors / Vice  
Chairman of the Executive Committee  
Beer Thip Brewery (1991) Company Limited
- 2003 – Present  
Director and Senior Executive Vice President  
Thai Beverage Public Company Limited

- 2001– Present  
Director / Executive Director  
Berli Jucker Public Company Limited
- Present  
Director  
TCC Assets (Thailand) Company Limited
- Present  
Director  
Thai Beverage Can Company Limited
- Present  
Director  
Big C Retail Holding Company Limited

#### **Past Experience**

- 2016 – 2018  
Director / Member of the Executive Committee  
Big C Supercenter Public Company Limited

## Scope of Duties and Authorisation of the Board of Directors of the REIT Manager

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

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

1. Perform its duties according to applicable laws, the Company's Memorandum and Articles of Association, the Resolution of the Company's Board of Directors, and the Resolution of the Meetings of the Unit Holders, while abiding by the required qualities of the "duty of loyalty", the "duty of care", as well as accountability and ethics.
2. Manage the business of the Company and the REIT under the supervision of the Trustee, as well as set long-term strategies and business plans, appropriate organizational structure, and corporate governance for instance the REIT's investments, the REIT's performance, annual budget plan, and the REIT's business plan, and review risk factors which may impact the REIT's beneficial interest, operational performances of business units, together with review of transactions which may cause any conflict of interest, etc.
3. Supervise and provide needed advice to the Company's executives and employees so that they can well perform their work duties in compliance with relevant agreements and contracts, as well as rules and regulations governing the roles and duties of the REIT Manager.
4. Continuously supervise and monitor the Company's performances in the capacity of the REIT Manager, as well as provide necessary advice to assure that the Company's actions are in accordance with the work targets while being capable of promptly and appropriately tackling potential problems and obstacles.
5. Review, supervise and provide necessary advice to assure that the Company maintains a sufficient internal control system, as well as efficiently and effectively perform its duties as the REIT Manager.
6. Review, supervise and duly act to assure that important policies and business plans related to the roles and the duties as the REIT Manager are regular reviewed, assessed, and updated and are in line with prevailing business conditions.
7. Review, supervise and assess work performances of the Company's executives, which also include appointments of Managing Directors, providing necessary advice to assure that the Company's management shall perform its duties as assigned according to the rules, regulations and obligations set forth in various contracts and agreements to the best of its ability for the benefits of the REIT.
8. Review, supervise and assess work performances of the Property Manager, as well as providing necessary advice to assure that the Property Manager shall perform its duties as assigned according to the rules, regulations and obligations set forth in various contracts and agreements to the best of its ability for the benefits of the REIT.
9. The Board of Directors may empower any one or more of its board members or any other person or more to act or perform any acts on behalf of the Board. However, this empowerment shall not include the granting of a power of attorney or the appointment of a Sub-Attorney which allows the empowered board members or any assignees of their powers to authorise transactions of which they are the counter party thereto or are

considered related parties transactions or represent conflicting interests with the REIT.

10. Review, approve, and authorize the following:

- a) Transactions between the REIT and related parties to the REIT Manager and to the Trustee, as well as the arrangement of relevant authorisation to be processed for the approval for the undertaking thereof from the Meetings of the Unit Holders.
- b) Transactions which represent conflicting interests between the REIT and the Trustee.
- c) Selection of the Property Manager.
- d) Selection of any external auditor, financial advisor, independent financial advisor, or any other consultants, etc.
- e) The reviewed and audited financial statements of the REIT.
- f) The REIT's annual budget, business and operational plans which are required to be approved by the Board under the operational system and internal control system guidelines prescribed herein.
- g) Extraordinary expenses or special investments outside the annual budget of which related business units shall process relevant approval requests.
- h) Expenses charged to the REIT by the Property Manager.

11 Review, approve, and authorise investment decisions, and disposals of the REIT's Core Properties, or the management of the REIT with regards to activities such as Asset Management, Compliance & Risk Management to assure that they are in compliance with the Trust Deed, Registration Statements, Prospectus, and applicable laws as well as other relevant notifications.

According to the above-mentioned duties and authorities, the Company shall hold the meetings of the Board of Directors to review, acknowledge, and authorise the following matters which are relevant to the Company's operations:

- 1 Matters which require the Board of Directors' acknowledgement:
  - a) Operational results of the Company and the REIT.
  - b) Implementations of business plan and marketing plan set by the Company regarding the REIT's earnings, as well as any relevant problems and obstacles, together with potential solutions provided by the Property Manager.

c) Guidelines for risk mitigation or factors which may impact the REIT's operations.

d) Work performances of the Company's business units namely Asset Management, Compliance & Risk Management, and Investor Relations and Operational Support, as well as problems and obstacles occurring at work, as well as potential solutions.

e) Weakness in the Company's internal control system and operational system regarding its actions and duties as the REIT Manager, as well as problem rectification, and follow-up.

2 Matters which require the Board of Directors' approval:

a) Formulation of long-term strategies and business plans, setting up an appropriate organizational structure, supervision of business policies, risk factors which may impact the REIT's beneficial interest.

b) Draft of the REIT's annual budget, annual business plans, business strategies for the year as set by the Company as the REIT Manager with assistance of the Property Manager.

c) Practice guidelines on dispute and complaint handling relating to the REIT's business operations which must be reviewed by the Board of Directors.

d) Connected transactions and any transactions which may cause conflicts of interest to the REIT's business operations.

e) Any other matters which need to be considered or approved by the Meetings of the Units Holders.

f) Any other important matters relevant to the Company and the REIT's business operations.

### Independent Director

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

1. Holding shares not exceeding 1(one) % of the total number of shares with voting rights of the total voting right shares in the Company, its parent company, subsidiary, affiliated company, major shareholder,

controlling person, or its related party, including shares held by related persons of such independent director as set forth in Section 258 of the Securities and Exchange Act.

2. Neither being, nor having been an executive director, employee, staff, advisor with regular monthly salary, or a controlling person of the Company, its parent company, subsidiary, affiliated company, same-level subsidiary company, or its related party, unless the foregoing status has ended not less than 2 (two) years prior to the date of his/her appointment as an independent director. This shall include any benefits or interest in a like manner thereto.
3. Has no business relationship with the Company, its parent company, its subsidiary, its affiliated company, or a juristic person that may be a related party, in a manner that may obstruct his/her exercise of independent discretion, and not being or having previously been a major shareholder, a director who is not an independent director, or an executive of an entity who has a business relationship with the Company, the parent company, a subsidiary, an affiliated company or a juristic person that may be a related party, unless the foregoing status has ended not less than 2 (two) years prior to the date of his/her appointment as an independent director.
4. Not being a person related by blood or legal registration as father, mother, spouse, sibling, son/daughter or spouse of son/daughter of any of the Company's executives, major shareholders, controlling person, or an individual who will be nominated as an executive or controlling person of the Company and its subsidiary.
5. Neither being, nor having been an auditor of the Company, its parent company, subsidiary, affiliated company, or a juristic person that may be a related party, and not being a significant shareholder, a director who is not an independent director, an executive or a managing partner to the audit office which the auditors of the Company, its parent company, subsidiary, affiliated company, or a juristic person which may be a related party thereto are associated, unless the foregoing status has ended not less than 2 (two) years prior to the date of his/her appointment as an independent director.
6. Neither being, nor having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 (two) million in service fee per year by the Company, its parent company, subsidiary, affiliated company, or a juristic person that may be related party. In the event that such professional service provider is a juristic entity, this shall be inclusive of being a major shareholder, a director who is not independent director, an executive or a managing partner to such juristic entity, unless the foregoing status has ended not less than 2 (two) years prior to the date of his/her appointment as an independent director.
7. Not being a director appointed as a representative of the Company's directors, major shareholder or shareholder who is related to the Company's major shareholder.
8. Must not be a person whose name appears in the prohibition list prescribed by the Stock Exchange of Thailand as an individual who is not qualified to be an executive according to its regulations, and must not be a person who is deemed as having untrustworthy characteristics as set forth in the notifications of the Security Exchange Commission and the Stock Exchange on the untrustworthy characteristics of director and executive of a company.
9. Not being convicted of violations of the Securities Act, the Act on the Undertaking of Finance Business, Securities Business and Credit Foncier Business, the Commercial Banking Act, the Non-life Insurance Act, the Anti-Money Laundering Act, or any other similar laws in Thailand or in any foreign jurisdiction, as such governing authority thereof may prescribe, for any crime related to insider trading and unjust enrichment, or fraud, deception and corruption in management activities.
10. Not having any other characteristic which prevents him or her from giving an opinion freely on the operation of the Company.

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

1. Review, supervise and provide necessary advice to the Company to assure that it shall provide and disclose its financial statements which are correct, complete, reliable, and timely.
2. Review, supervise and provide necessary advice to assure that the Company maintains an appropriate internal control system and operational system regarding its actions and duties as the REIT Manager.
3. Review and provide necessary advice on related party transactions or transactions which may represent conflicting interests to the REIT to assure of their compliance with applicable laws and relevant regulations, as well as to assure that the undertaking of such transactions is reasonable and for the best interests of the REIT.
4. Perform any other actions assigned by the Board of Directors for the interest of the REIT.
5. Determine that relevant business units in the Company must regularly report the following issues to independent directors for consideration, acknowledgment, and provision of necessary advice:
  - a. Related party transactions or transactions which may represent conflicting interests to the REIT.
  - b. Weakness and matters which require improvement in the Company's internal control system and operational system regarding its actions and duties as the REIT Manager, as well as problem rectification, and follow-up.
  - c. Indeed, the Company's Board of Directors and its independent directors shall maintain important roles in supervision and provision of the necessary advice to the Company system regarding its actions as the REIT Manager as set forth in the relevant rules, contracts, and agreements. The Managing Director shall have the duties to control, monitor, manage, and supervise the Company's operations regarding the Company's role as the REIT Manager, and to assure that the Company can efficiently perform its duties. The Company has also prescribed the following scope of duties and responsibilities of its Managing Director.
    - 1) Oversee, manage and be responsible for the Company's business and/or its day-to-day operations, including the supervision of the Company's overall operations regarding its role as the REIT Manager as set forth in the relevant rules, contracts, and agreements, as well as the resolutions of the meetings of the Company's Board of Directors.
    - 2) Determine the Company's organization structure, administrative procedure, as well as selection, training, hiring and firing of the Company's employees, and set remuneration rate for employees' wages, salary, compensations, bonus, and fringe benefits.
    - 3) Oversee and control the Company's operations regarding its role as the REIT Manager.
    - 4) Act on behalf of the Company, and having the authorization power to act in relation to matters related to relevant government agencies and authorities.
    - 5) Having the authority to issue, adjust, amend, and improve rules, orders, and regulations related to the Company's work regarding its role as the REIT Manager.
    - 6) Having the authority, duty, and responsibility as assigned by the Company's Board of Directors or as prescribed to be assigned policies from the Company's Board of Directors.
    - 7) Having the authority to appoint a Sub-Attorney and/or empower any individual to undertake specific acts on his behalf by the granting of a power of attorney, and/or such appointment and granting shall be within the scope of authority as provided by his power of attorney and/or in accordance with the rules, regulations, and orders as prescribed by the Company's Board of Directors. However, this empowerment shall not include the granting of a power of attorney or the appointment of a Sub-Attorney which allows the Managing Director or any assignees of his powers to authorize transactions of which they are the counterparty thereto or are considered related parties transactions or represent conflicting interests with the REIT.



## Names and Information of Executives



### Mr. Thanarat Boonyakosol

Managing Director

#### Work Experience

- May 2020 – Present  
Acting Head of Asset Management  
Univentures REIT Management Company Limited
- March 2018 - Present  
Managing Director  
Univentures REIT Management Company Limited
- May 2012 – March 2018  
Senior Fund Manager  
Kasikorn Asset Management Company Limited
- August 2000 – April 2012  
Assistant Vice President of Property Fund Management  
One Asset Management Limited

#### Education & Training

- MBA (Finance),  
National Institute of  
Development Administration

### Ms. Chantraporn Chan

Head of Investor Relations and Operational Support

#### Education & Training

- Master Real estate business  
program Thammasat business  
school

#### Work Experience

- May 2020 – Present  
Acting Head of Investment and Business Development  
Univentures REIT Management Company Limited
- December 2015 – Present  
Head of Investor Relations and Operational Support,  
Univentures REIT Management Company Limited
- September 2017 – March 2018  
Acting Managing Director,  
Univentures REIT Management Company Limited
- November 2006 – November 2015  
Assistant Vice President: Finance,  
Pacific Star International (Thailand) Company Limited

**Ms. Wanida Sayachak**

Manager of Compliance &amp; Risk Management

**Education & Training**

- Bachelor of Accounting  
Chiang Mai University

**Work Experience**

- July 2019 – Present  
Manager of Compliance & Risk Management,  
Univentures REIT Management Company Limited
- April 2009 – June 2019  
Internal Audit Manager,  
cs loxinfo public company limited

**Ms. Nuttanutcha Chantarunai**

Asset Management Manager

**Education & Training**

- Bachelor of Arts (Sociology and  
Anthropology)

**Work Experience**

- December 2018 – Present  
Asset Management Manager  
Univentures REIT Management Company Limited
- April 2011 – November 2018  
Property Manager  
Jones Lang LaSalle Management company limited
- June 2008 – March 2011  
Secretary  
Amarin Ratchaprasong Company Limited

**Mr. Putthipat Tonkittirattanakul**

Investment and Business Development Manager

**Education & Training**

- MSc Investment and Hedge  
Fund Management University of  
Glasgow

**Work Experience**

- June 2018 – Present  
Investment and Business Development Manager  
Univentures REIT Management Company Limited
- February 2015 – May 2018  
Property Fund Manager  
Kasikorn Asset Management company limited

## Management Policy or Management Strategy of the REIT as assigned by the Trustee

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

### 1. General Duties

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

1.2 The REIT Manager has its duties to comply with the following business principles:

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

following actions:

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

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

- 1) Disclosure shall be made to the Stock Exchange in accordance with its relevant regulations or through any other channels which any unitholders can all access thereto, and whereby such disclosed information thereof shall be made available.
- 2) The reasonable disclosure period shall
- 3) be no less than fourteen (14) days.
- 4) There shall be a disclosure of available channels, precise procedures, and a time-limit for objection. The time-limit for objection shall be no less than fourteen (14) days except if there is a request for a resolution from a meeting of the REIT's unitholders to object the undertaking of such transactions.

In the case that unitholders clearly make their objection according to the process prescribed in Clause (3) above, and the objection constitutes more than one quarter ( $\frac{1}{4}$ ) of the total number of units issued, the Trustee shall not transact or allow to transact any such transaction which relates to the REIT's conflict of interest.

- E. Shall comply with the Securities and Exchange Act, the Trust for Transactions in the Capital Market Act, and other relevant laws, as well as professional ethics and standards as set forth by securities industry associations or securities-related organizations approved by the Securities and Exchange Commission Office, mutatis mutandis, and shall not support, instructor collaborate with anyone to violate such laws or to breach such regulations.

- F. The REIT Manager has a duty to work in collaboration with the Trustee or the Securities and Exchange Commission Office, which includes disclosures of information which may have a significant effect on the REIT management or other information which needs to be reported, and particularly to carry on following responsibilities:
- a. Prepare and safeguard information and documents related to management, internal controls, and information disclosures of the REIT. Whenever the Trustee wishes to review any management matters, the REIT Manager shall collaborate therewith by providing such information and documents for review, as well as allow the examination of the property sites as requested by the Trustee so that the Trustee can inspect and be assured that the REIT Manager does not act in violation of laws or in breach of any obligations as set forth in the Trust Deed, or does not act in the best interests of the unitholders.
  - b. Prior to the establishment of the REIT, the REIT Manager has the duty to submit information and documents related to the REIT's structure, rental procedure, income and revenue collection, expenses that can be charged to the REIT, contracts between the REIT and other parties, etc. This shall allow the Trustee to efficiently plan its supervisory and monitoring actions on management, internal controls, and information disclosures of the REIT.
  - a. Indeed, the REIT Manager has its duties to coordinate and supply information and documents to the Trustee as frequently and in a timely manner as set out in the REIT Manager Agreement, as well as any other documents which the Trustee may find necessary to request and which are related to the management of the REIT within an appropriate time frame.
- 1.3 The REIT Manager shall arrange to have indemnity insurance of its business operation or the actions taken in its position as the REIT Manager, as well as the actions taken by its directors, executives, and employees, throughout the terms of the REIT Manager Agreement.
- 1.4 In transacting any real estate transactions on behalf of the REIT, the REIT Manager shall comply with the following rules:
- a. Act to ensure that any sales, disposal, and transfer of such real estates or entering into any agreement relating to such real estates for the REIT are properly undertaken and are enforceable by law.
  - b. Act to ensure that the real estate investments of the REIT are properly undertaken and the following procedures have been taken:
    1. Assessing its own capacity in managing such real estates prior to accepting the position of the REIT Manager or before making any additional investment in such real estates, as the case may be.
    2. Carrying out relevant analysis and feasibility study, as well as performing due diligence on such real estate in a manner as prescribed by the regulations and guidelines for management of real estate investment trusts set forth by the Securities and Exchange Commission and the Securities and Exchange Commission Office, and making assessments of risks that may arise from such investments, as well as providing guidelines for risk management. Risks exposures shall include development or construction risks (if any) such as construction delay and inability to obtain benefits from the investment real estate.
- 1.5 The REIT Manager shall arrange the meetings of the unitholders as per the Trust Deed.
- 1.6 In the event of a change in REIT Manager, the REIT Manager shall provide collaborative support as deemed necessary to ensure a successful handover of the work.
- 1.7 In the event of any appointment of a consultant to provide advice or suggestions on property investments and property management, the REIT Manager shall act according to the following rules:
- a. Arrange for the consultant declares any conflict of interest on the matter under consideration.
  - b. Prohibit the consultant who has, directly or indirectly any conflict of interest thereon from participating in the consideration of such matter.
- 1.8 The REIT Manager shall prepare the Company's financial statements under generally accepted

accounting principles as enforced by accounting professional laws and shall submit the financial statements to the Securities and Exchange Commission Office, within three (3) months from the period end date of such fiscal year. The financial statements shall be audited by the auditors, approved by the Securities and Exchange Commission Office, and also include the auditor's opinion.

- 1.9 The REIT Manager shall prepare and disclose the REIT's information which includes the information specified under Clause 56 and Clause 57 of the Securities and Exchange Act, as well as other information as set forth in the Trust Deed and the REIT Manager Agreement.
- 1.10 The REIT Manager shall prepare and disclose the REIT's information to the Trustee, the Securities and Exchange Commission Office, and the REIT's unitholders as set forth in the Securities and Exchange Act, other applicable laws, and the Trust Deed, which shall also include the submission of the REIT's annual report together with the Annual General Meeting of Unit Holders Invitation Letter to the unitholders. In addition, the REIT Manager has the duty to explain and deliver relevant information, and documents or evidence, as well as to act or refrain from any act as per the orders or requests of the Securities and Exchange Commission Office.
- 1.11 The REIT Manager shall avoid situations that may create doubt about its professional independence, particularly in the selection, purchase, sales, lease, sub-lease, and rental of any real estate, securities, and other services to the REIT. It is prohibited for the REIT Manager, directors, executives, and employees of the REIT Manager to receive any commission or "Soft Commission" or any other benefits from former owners of such real estate or sponsors, sellers of such securities, services providers, or brokers as their own income or benefits.
- 1.12 The REIT Manager has the duty to disclose the information on the receipts of its own interests or benefits and the interests or benefits of its related party from any entity or person who is a counterparty of the REIT in the Prospectus, Unit Trust Registration Statements, Invitation Letter for the Unit Holders' Meeting for Transaction Approvals, and

the REIT's annual reports so that investors and the Trustee can apply such information in judging the professional independency of the REIT Manager in transacting any transactions on behalf of the REIT and the rationality of such transactions.

The interests or benefits required to be disclosed are for instance: creditors, debtors, guarantors or guarantees, cross-holding of shares, or having the same group of major shareholders or management, providing or receiving of services, trading activities, and expense payments made on each other's behalf, etc.

- 1.13 In the event that the REIT Manager would like to assign the tasks under its responsibility to other parties, it shall specify the work assignments and the duties of the REIT Manager in the selection of the relevant parties for such assignments. The assignment conditions shall not conflict with or breach the Notification of the Office of the Securities and Exchange Commission SorChor. 29/2555.

## 2 Management Duties of the REIT

- 2.1 The REIT Manager shall properly and efficiently supervise and manage the REIT in compliance with laws, regulations, and the Trust Deed, and protect the interests of the REIT and its unitholders in general. The REIT Manager has the duty to provide a quality operating system with efficient checks and balances that can fully support its work responsibilities. Additionally, its tasks shall cover at least the following aspects:
  - a. Formulation of policies for management of the REIT, its capital structure, real estate investment decisions, and real estate strategies that enable it to prudently and cautiously manage the REIT's investments according to the investment policies as set forth in the Trust Deed and in accordance with applicable laws and regulations, as well as to protect the interest of the REIT and its unitholders in general.
  - b. Management of risk related to its assigned tasks of managing the REIT so as to efficiently prevent and mitigate the risks.

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

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

- 1 The assignments shall not be in a nature that may impact the efficiency of the REIT Manager's performances.
- 2 There shall be measures to support the business continuity in the event that the assigned parties fail to carry on the operations.

- 3 In the event that the assignments are related to investments in other assets of the REIT, the assignee party must be legally authorized to perform such tasks.

The above assignments shall not include any assignment of the tasks and functions as prescribed under Clause (2.1) (a) (b) (c) and (i).

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

- 2.2 The REIT Manager shall manage the REIT according to the provisions prescribed in the Trust Deed and shall oversee and protect the unitholders' interests.
- 2.3 The REIT Manager shall carefully and cautiously conduct due diligence on any potential real estate investment of the REIT and shall record and safeguard information, documents, and evidence related to the selection, inspection, and decisions on whether to invest or not invest therein for the REIT. As for such due diligence, the REIT Manager shall comply with the guidelines on the management of property funds and real estate investment trusts.
- 2.4 The REIT Manager shall act to assure its professional management of the REIT's financial aspects as well as the economic value of the REIT's assets, and such management is carried out for the benefits of the unit holders such as:
  - a) Formulating investment and risk management strategies and policies that are efficient and in compliance with the obligations prescribed in the Trust Deed
  - b) Determining borrowing facilities and encumbrances on the REIT's properties, and strictly ensure that such borrowings and encumbrances are in compliance with the conditions prescribed in the Trust Deed.

- c) Investing in real estate that suits the investment objectives of the REIT.
  - d) Managing the REIT's cash flow.
  - e) Considering the distribution payments of the REIT.
  - f) Arranging for appropriate insurances to cover any potential damage that may occur to the REIT's real estates and relevant third-party liability insurance with suitable and sufficient coverage amounts to possibly renovate the damaged assets into their former stages so that the REIT can get similar benefits from such assets as previously, and with returns of no less than previously received.
  - g) Arranging for tenant mix planning
  - h) Overseeing that tenants comply with the conditions set forth in the lease agreement, service agreement, and other related agreements.
  - i) Overseeing the compliance of the real estate regulations and/or the conditions prescribed in the leasehold rights of the REIT's investment assets, as well as monitoring and taking relevant actions to ensure that the REIT's real estate and/or leasehold rights shall not be used to operate an immoral or illegal business.
  - j) Managing the rental spaces such as control and oversee rental operations, negotiate tenancy agreements, review rental rates or fees, cancel or renew rental contracts, etc. In the event that a rental agreement has a term of more than 3 years, the REIT Manager shall seek approval from the Trustee prior to any further action.
  - k) Assessing past rental operations to set appropriate rental and tenancy terms and conditions, preparing applicable rental and tenancy agreements, as well as relevant service contracts, monitor and evaluate rental and service charge collections to determine suitable amounts of allowance for doubtful accounts and bad debt expenses, or bad debt write-offs (and appropriately reinstate account by reversing the write-off entry in the event that such bad debts are recovered).
  - l) Arranging for appropriate security and safety systems for the REIT's buildings and investment properties such as the fire alarm system, emergency communications plan, and disaster management.
  - m) Formulating policies and action plans for the administration, maintenance, and renovation of the REIT's buildings and investment properties to assure that their conditions are comparable to those of its industry peers.
- 2.5 The REIT Manager shall review and inspect to make sure that the REIT shall have proper ownerships and/or rights in the real estate that it intends to invest; whether they are the right of ownership or leasehold right, and that any agreements and contracts that the REIT shall enter as the counterparty thereof are duly prepared according to the applicable laws, as well as binding and enforceable in accordance with the conditions therein prescribed.
- 2.6 The REIT Manager shall arrange that all documents and evidence related to the REIT's operation are systematically kept and safeguarded; for instance, the Meeting of Unit Holders Invitation Letter, the Registration Statement for Offering Trust Units, Prospectus, the REIT's Annual Report, and the compliance records of the REIT and its invested properties with applicable regulations. This information, documents, and evidence shall be kept in a manner which is proper, complete, and accountable for at least five (5) years from the date of preparing such information, documents and evidence.
- 2.7 The REIT Manager shall prepare and disseminate the REIT's financial statements, annual report, and other relevant information which is accurate and complete and promptly distributes them within the time frame as prescribed by the law, as well as in accordance with the Trust Deed, and the rules of the stock exchange.
- The REIT Manager, as well as its directors and executives who are involved in the preparation and dissemination of the REIT's information disclosure, must be responsible for the contents of such information which shall be reported or notified to the unitholders and investors in general. There shall be a review procedure which ensures that the disclosed information in the Registration Statement for Offering Trust



Units, Prospectus, the Meeting of Unit Holders Invitation Letter, advertisement brochure, published notification or any other disseminated documents are verified to be accurate, complete, and not lacking in material information. Such disclosure shall also provide sufficient information for investment decisions, and comply with applicable laws, notifications and regulations.

2.8 The REIT Manager shall oversee that the unit holders obtain accurate and adequate information prior to their respective exercise of the voting rights for any authorization and that they duly receive such information in advance and within the prescribed time frame as set forth in the Trust Deed and the rules of the stock exchange.

2.9 The REIT Manager shall oversee that the REIT complies with laws or operational guidelines issued by relevant government agencies or other authorities, as well as regulations of the stock exchange.

2.10 The REIT Manager shall make distribution payment to the REIT's unitholders for an amount of no less than ninety (90) % of its adjusted net profit for the fiscal year, which is generally defined as net earnings with adjustment of the cash position of the REIT and represents the REIT's cash available for distribution. This cash available for distribution shall be payable within ninety (90) days from the fiscal year ending or from the ending date of the relevant accounting period during which such distribution payment is made, whichever the case may be. Nevertheless, in the event that the REIT still carries any retained loss, it shall make no distribution payment to its unitholders.

2.11 The REIT Manager shall define the annual scope of work or appraisal for property appraisers that include inspections of the REIT's properties and comparing them with other nearby properties of similar characteristics.

2.12 The REIT Manager may hire any property agent to assist the Property Manager in finding tenants.

2.13 Regarding investment in other assets, other than the investment in the Core Properties, the Trustee shall assign the REIT Manager to manage such investment as per the regulations prescribed in the Notification of the Office of the Securities and Exchange Commission SorRor. 26/2555, and any related documents thereof shall be available for any audit and review at least

five (5) years from the preparation date of such documents, and such documents shall be in compliance with the Trust Deed. Indeed such assignment shall not impede the rights of the Trustee to assign its rights to any other person to manage such other investments which are not the Core Properties of the REIT.

### 3 Duties assigned to the Property Manager

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

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

- a) Assess and evaluate past experiences, reputations, and track records of the Property Manager in relation to its capabilities to find tenants, collect debts, carry out building interior and equipment maintenance, administer rental spaces, service tenants, monitor internal controls, and properly oversee expenses and disbursements, etc.
- b) Review a suitable remuneration rate for the Property Manager which is subject to its work competency and performance, and provide sufficient motivation to the Property Manager as part of the effort to improve the REIT's earnings. For instance, the remuneration of the Property Manager may be tied to the actual collection of rental incomes and/or services fees or the net profit from real estate rental, etc.
- c) Arrange to have procedures which allow the REIT to be able to change the Property Manager in the event that such Property Manager does not comply with the prescribed conditions or its work performance does not meet a satisfactory standard.
- d) Arrange to have a process to regularly inspect, monitor, and evaluate the internal control

systems of the Property Manager to assure that its internal control system remains effective in providing protection against fraud or capable of easily detecting corruption and misconducts such as requiring that the Property Manager's internal control system be assessed by its auditor during the audit process and to report the findings of any weakness or flaws in such system to the REIT Manager etc.

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

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

### 3.2 Supervision of the Property Manager's Performance

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

1. The REIT Manager shall participate in the preparation or the review and approval of the annual budget plan of the Property Manager to assure that there are proper details of income and expenses, to avoid any misappropriation of expenses, to set performance target for monthly and annual earnings, and to control that disbursements are in line with the budget plan. The annual budget plan must be approved by the Trustee.

2. The REIT Manager shall prescribe incentive criteria that motivate the Property Manager to put any effort into enhancing the REIT's value and the returns while mitigating relevant risks to the unitholders.
3. The REIT Manager shall participate in the preparation or the review of the Property Manager's strategic plans to assure that it can increase earnings, mitigate the risks of the rental income volatility and/or the fluctuation in the service fees for the REIT, as well as to oversee that the Property Manager performs in accordance with the planned strategies.
4. The REIT Manager shall participate in the preparation or the review of the tenant selection guidelines for key tenants, or participate in the tenant mix planning with the Property Manager to limit and mitigate risks of the rental income volatility and/or the fluctuation in the service fees for each year.
5. The REIT Manager shall review or participate in the formulation of pricing policy for rental rates and/or service fees to assure that such pricings are appropriate and in line with prevailing market conditions.
6. The REIT Manager shall assess the cost control system for repair and maintenance expenses related to equipment and buildings to assure that the conditions of such assets are in a comparable stage to those of its industry peers.
7. The REIT Manager shall assess the suitability of the control procedure in the procurement system of the Property Manager to assure the justified economic values of the procured goods and services.
8. The REIT Manager shall monitor and control the Property Manager's revenue collection to assure that the REIT fully receives its rental income and service fees.
9. The REIT Manager shall instruct the Property Manager to monitor and oversee that tenants duly pay their applicable taxes.
10. The REIT Manager shall observe and examine the Property Manager's misconduct, as well as performing a random review of its operations.

11. The REIT Manager shall select and assess the internal control systems of the Property Manager, and shall set its own control procedures and systems to monitor and randomly check on the Property Manager to ensure that the Property Manager complies with the following rules:

1. Correctly collect all income in full and remitting them to the REIT,
2. Not overcharging the REIT with unreasonable expenses and any charges made to the REIT shall be within the authorized framework of the Property Management Agreement, and
3. Arranging for the appropriate and adequate upkeep and maintenance of the REIT's assets so that such assets will continue generating long-term benefits.

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

##### **4.1 Classified by the Nature and Scope of Work**

The Company is established with the objective to operate its main business activities as a trust manager as per the Trust for Transactions in the Capital Market Act. The Company has 3 main business units to support its roles and duties as the REIT Manager according to the Trust Deed, the REIT Manager Agreement, and other relevant laws, rules and/or regulations.

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

#### **Compliance & Risk Management**

- Oversee and manage risks related to the management and investment of the REIT in compliance with the Trust Deed and relevant regulations.
- Oversee and prevent conflict of interest between the REIT and related parties.
- Set organization structure and guidelines for action plans to safeguard the best interests of the REIT and its unitholders in general in the event of any conflict of interest.

- Oversee that the REIT's employees and personnel who are engaged in the REIT's operations are qualified according to their work requirements and in compliance with applicable laws
- Evaluate the work and performance of employees
- Review that the REIT's operations are in accordance with the Trust Deed, and relevant laws to assure that the REIT and its related parties are aware of any changes in the applicable laws and regulations
- Summarize and submit for consideration and approval the matters which relate to extraordinary expenditures or unbudgeted expenses

#### **Asset Management**

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

#### **Investment and Business Development**

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

## Investor Relations and Operational Support

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

## 4.2 Classified by the REIT Manager's Operating Systems

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

- 1) A system for formulation of the REIT's management policy
- 2) A system for risk management of the REIT's management and administration risks
- 3) A system for managing conflicts of Interest
- 4) A system for recruitment selection of the REIT Manager's personnel, and selection process for assignees of tasks related to the REIT's operations (if any)
- 5) A system for governing and supervision of the REIT Manager and its personnel
- 6) A system to support the information disclosure of the REIT
- 7) A back-office system
- 8) An internal audit and internal control system
- 9) A system for communication with investors and for the handling of investor complaints
- 10) A system for handling of legal disputes
- 11) A system for arrangement of the meetings of the unitholders

In each of the systems there are sub-systems of which their details are provided as follows:

Main System	Sub-Systems
1. Formulation of the REIT's management policy	<ul style="list-style-type: none"> <li>• Process and procedure for consideration and selection of real estate investment (Under the responsibility of Investment and Business development and supervision and monitor by Compliance &amp; Risk Management)</li> <li>• Process and procedure for reviewing an appraisal report (Under the responsibility of Asset Management/ Investment and Development and supervision and monitor by Compliance &amp; Risk Management)</li> <li>• Collaboration with the Trustee (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> </ul>
2. Risk management of the REIT's management and administration risks	<ul style="list-style-type: none"> <li>• Monitoring, analysis, and assessment of risks related to real estate investment and property management (Under the responsibility of Compliance &amp; Risk Management)</li> <li>• Supervision and control of assets (Under the responsibility of Asset Management and supervision and monitor by Compliance &amp; Risk Management)</li> </ul>
3. Managing conflicts of interest	<ul style="list-style-type: none"> <li>• Information disclosure on directors and executives' conflict of interest reports (Under the responsibility of Compliance &amp; Risk Management)</li> <li>• Transactions between the REIT and the REIT Manager, or the Related Parties of the REIT Manager (Under the responsibility of Compliance &amp; Risk Management)</li> <li>• Conflict of interest transactions between the REIT and the Trustee, or the Related Parties of the Trustee (Under the responsibility of Compliance &amp; Risk Management)</li> <li>• Monitoring of business competition (Under the responsibility of Compliance &amp; Risk Management)</li> <li>• Monitoring of the REIT Manager's independence in performing its duties (Under the responsibility of Compliance &amp; Risk Management)</li> <li>• Disclosure of conflict of interest or benefits received from a company/person who is a trading counterparty of the REIT (Under the responsibility of Compliance &amp; Risk Management)</li> </ul>

Main System	Sub-Systems
4. Recruitment selection of the REIT Manager's personnel, and selection process for assignees of tasks related to the REIT's operations (if any)	<ul style="list-style-type: none"> <li>• Process and procedure for consideration and selection of the Property Manager (Under the responsibility of Asset Management and supervision and monitor of the Compliance &amp; Risk Management)</li> <li>• Process and procedure for consideration and selection of the property appraisers (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by the Compliance &amp; Risk Management)</li> <li>• Process and procedure for consideration, selection, and hiring of specialists in various fields related to the management of the REIT (Under the responsibility of Asset Management/Investor Relations and Operational Support and supervision and monitor by the Compliance &amp; Risk Management)</li> <li>• Process and procedure for selection of the REIT Manager's personnel (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by the Compliance &amp; Risk Management)</li> </ul>
5. Governing and supervision of the REIT Manager and its personnel	<ul style="list-style-type: none"> <li>• Process and procedure for monitoring, control, evaluation, and supervision of the Company's operations in the capacity of the REIT Manager (Under the responsibility of Compliance &amp; Risk Management)</li> <li>• Process and procedure for monitoring, control, evaluation, and supervision of the performance of the Company's personnel (Directors, executives, and employees of the Trust Manager) (Under the responsibility of Compliance &amp; Risk Management)</li> <li>• Process and procedure for monitoring, control, evaluation, and supervision of the performance of each business unit of the REIT Manager (Under the responsibility of Compliance &amp; Risk Management)</li> </ul>
6. Information disclosure of the REIT	<ul style="list-style-type: none"> <li>• Preparation and disclosure of information on the REIT Manager and the REIT in accordance with various agreements and relevant laws (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> </ul>
7. Back office system	<ul style="list-style-type: none"> <li>• Control and supervision of outsourcing (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> </ul>

Main System	Sub-Systems
8. Internal audit and internal control system	<ul style="list-style-type: none"> <li>Internal control and operational control system comprising of the following sub-systems:</li> <li>Preparation of income and expense budget of the REIT (Under the responsibility of Asset Management and supervision and monitor by Compliance &amp; Risk Management)</li> <li>Consideration and approval of extraordinary expenditures or unbudgeted expenses (Under the responsibility of Compliance &amp; Risk Management)</li> <li>Procurement (Under the responsibility of Investor Relations and Operational Support)</li> <li>Keep and safeguard information, documents, and evidence related to the REIT (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> <li>Accounting and Financial Statements (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> <li>Control of operating cash (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> <li>Monitoring of rental income and service fee collection by the Property Manager (Under the responsibility of Asset Management and supervision and monitor by Compliance &amp; Risk Management)</li> <li>Monitoring and assessment of expenses payable to the Property Manager by the REIT (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> <li>Control of the Property Manager's operational performance as per conditions prescribed in the Property Management Agreement (Under the responsibility of Asset Management and supervision and monitor by Compliance &amp; Risk Management)</li> </ul>
9. Communication with investors and handling of investor complaints	<ul style="list-style-type: none"> <li>Communication with investors and handling of investor complaints (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> </ul>
10. Handling of legal disputes	<ul style="list-style-type: none"> <li>Handling of legal disputes (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> </ul>
11. Arrangement of the meetings of the unitholders	<ul style="list-style-type: none"> <li>Arrangement of the meetings of the unitholders (Under the responsibility of Investor Relations and Operational Support and supervision and monitor by Compliance &amp; Risk Management)</li> </ul>



## 1.5 REIT Manager Fee

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

## 2 Property Manager

### 2.1 General Information on the Property Manager

Company Name	North Sathorn Realty Co., Ltd.
Date of Incorporation	13 February 1996
Registered Capital	Bath 638,600,000 บาท
Nature and Scope of Business	Provides real estate services. The Company owns, operates, and develops real estate properties
Major shareholders (Share Holding Position)	Golden Land Property Development Public Company Limited. (99.99%)
Directors	1. Mr. Thanapol Sirithanachai 2. Mr. Somboon Wasinchutchawal 3. Mr. Withawat Koottatep 4. Mr. Theppasak Noppakornvisate 5. Ms. Kamonkarn Kongkathong
Authorized Signatory	Group Directors A Mr. Thanapol Sirithanachai, and Mr. Withawat Koottatep B Mr. Somboon Wasinchutchawal, Mr. Theppasak Noppakornvisate and Ms. Kamonkarn Kongkathong One signature from the director Group A and One signature from the director Group B jointly signed and stamped the company's seal.
Objective	Rental and Service Provider

Noted: Department of Business Development, Ministry of Commerce as of 8 October 2020

### 2.2 Objective and Responsibility of Property Manager

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

### 2.3 Duties and Responsibilities of the Property Manager

#### 1. Duties Related to Property Management

The Property Manager has its main duties as follows:

- 1.1. Generate income and benefits from the REIT's investment properties as per the REIT Manager's assigned policy for the best interests of the REIT.
- 1.2. Oversee the maintenance and repair of the REIT's invested properties, review relevant legal compliances to ensure the REIT's invested properties comply with regulations on buildings and structures, environmental laws, and other applicable laws.

- 1.3. Oversee the preparation of accounting books, reports, administrative documents, and internal audit.
- 1.4. Develop and arrange advertising plans, sales plans and marketing campaigns for the REIT's invested properties.

## **2. Duties Related to Information Disclosure**

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

## **3. Duties Related to Compliance of Regulations on Connected Transactions with the Related Parties of the REIT**

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

## **4. Duties Related to Collaboration with the Company and the Trustee**

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

## **5. Duties Related to Prevention of Conflict of Interest**

The Property Manager has the duty to oversee the compliance and the update of the preventive measures against any conflict of interest, to effectively protect the interests of the REIT's unitholders, and to correctly, accurately and fully disclose information on any

potential conflict of interest to the Company and the Trustee. The Property Manager shall not act in a manner that is in conflict with the REIT's interest, the relevant details of which are prescribed in the Property Management Agreement.

## **6. Outsourcing**

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

## **7. Procedures and Systems Related to the Work Functions of the Property Manager**

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

### **2.4 The Property Manager Fee**

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

### 3. The Trustee

#### 3.1 General Information

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

#### Relevant Licenses

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

#### 3.2 Shareholding Structure of the Trustee

No.	Shareholder Name	Number of Shares	As % of the Paid-Up Capital
1	KASIKORNBANK PUBLIC COMPANY LIMITED	27,154,272	99.99
2	Mr. Pratan Atcharawan	1	0.00
3	Ms. Saranya Sirivanasandha	1	0.00
Total		27,154,274	100

#### 3.3 Duties and Responsibilities of the Trustee

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

1. Monitor, supervise, and review that the REIT Manager manages the REIT according to the Trust Deed and relevant laws.
2. In an event that the REIT Manager acts or refrains from any action and such action or inaction causes damage to the REIT, or the REIT Manager fails to perform its duties as prescribed in the agreements and under applicable laws, the Trustee shall report to the Security Exchange Commission Office, and shall resolve, restrain, or remedy any damage incurred, as deemed appropriate.
3. Attend all unitholder meetings. If a resolution of a unitholder meeting is requested, the Trustee shall answer questions and provide opinions on the REIT

operations whether or not such operations are performed according to the Trust Deed or relevant laws. The Trustee shall also oppose and inform unitholders if such operations cannot be carried out, or if such operations are not in compliance with the Trust Deed or applicable laws.

4. In an event that the REIT Manager fails to perform its duties, the Trustee shall administer the REIT as necessary to prevent, restrain, or limit any occurrence of severe damage that may impair the benefits of the REIT or unitholders in general. The Trustee is also empowered to find a new REIT manager.
5. Prepare its report to be submitted to unitholders together with the REIT's annual report, and express its opinions on the REIT Manager's performance in managing the REIT, as well as the compliance of the REIT Manager's work with the conditions as prescribed in the Trust Deed.

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

**3.4 Trustee Fee**

For the entire contract period of the Trust Deed, the Trustee shall receive its trustee fee and custodian fee which shall be at the rate of not more than 0.3% of the Net Asset

Value (NAV) of the REIT with a minimum fee limit being set at Baht 8 million per annum. (In the event of a capital increase, as the work and the duties of the Trustee shall also increase, the minimum limit may be raised)

**4. Other Contact****4.1 Auditor**

Name: KPMG Phoomchai Audit Ltd.  
Address: 48th - 51st Floor, Empire Tower  
1 South Sathorn Road Yannawa, Sathorn  
Telephone: 02-677-2000

**4.2 Registrar**

Name: Thailand Securities Depository Co., Ltd.  
Address: The Stock Exchange of Thailand Building  
93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400  
Telephone: 02-009-9000

**4.3 Appraisors**

Name: C.I.T. Appraisal Co., Ltd.  
Address: Floor 17, Ploenchit Center,  
2 Sukhumvit Road, Klongtoey, Bangkok 10110  
Telephone: 02-656-7000

## The Risk Factors

### 1. Risks related to contracts

- (1) Risks that the primary land lease will be canceled which will cause building space leases and other sublease agreements to also be terminated.
- (2) Risks that contracted parties do not comply with agreements relating to investment, management, or related real estate activities beneficial to the REIT.

### 2. Risk related to the REIT's Business Operations

- (1) Risks relating to REIT Manager or Property Manager for any reason being unable to conduct business operations according to the investment strategy of the REIT.
- (2) Risks relating to the REIT's reliance on the expertise of REIT Manager and Property Manager including senior executives and personnel to benefit, manage, and conduct business operations in the best interests of the REIT.
- (3) Risks associated with the REIT's performance relying on the abilities of Property Manager.
- (4) The REIT has risks associated with tenants not renewing their leases.
- (5) Risks related to maintenance of real estate property and its impact on any earnings of the REIT.
- (6) Risks associated with payment fees by tenants for a lease of space in properties the REIT invests in.
- (7) Risks associated with the loss of important tenants which may have a negative impact on the financial status and performance of the REIT.
- (8) Risks of direct competitors having an impact on the business operations of the REIT.
- (9) Risks relating to conflicts of interests between the REIT and Property Manager which may have an impact on the REIT's business operations.
- (10) Risks related to loans from financial institutions. At the end of the fiscal year in 2018, the REIT offered debentures to raise finances for debt repayments. These debentures were offered at fixed interest rates, which may have a negative impact on business operations and the ability to remunerate the REIT's unitholders; especially if market interest rates change in a downward direction from the day the REIT offered

the debentures. If the REIT is unable to pay interest or loan principals according to conditions specified in the debenture offering's registration statement, this may result in debenture holders taking legal action and claims against the REIT under applicable conditions and relevant laws.

- (11) Risks relating to rental guarantee insurance for the acquisition of the REIT's core assets.

### 3. Risks associated with the ability to obtain earnings and benefits from the REIT's invested properties

- (1) Risks related to having sufficient parking space available to accommodate customers using services on the REIT's invested properties.
- (2) Risks related to the use of walkways connected to the BTS.
- (3) Risks of expropriation of the REIT's invested properties preventing any benefit or earnings which could be obtained through normal business operations.
- (4) Risks related to the REIT's potential investment in properties that are subject to environmental control and legislation. Compliance with these regulations may cause expenses and other liabilities for the REIT.
- (5) Risks associated with natural disasters such as floods, as well as sabotage and other related damages
- (6) Risks related to compensation rates for property insurance in the event that the REIT's investment properties are damaged which may not be worth the financial benefits that may be gained by the REIT.
- (7) Risks related to REIT's properties rising real estate costs, including increased operating expenses.

### 4. Risks related to real estate investments made by the REIT

- (1) Real estate investment risks from various factors which may have a significant negative impact on the real estate value of the REIT.
- (2) Risks related to the gross profit gained from real estate activities, or any factors that may have a negative impact upon REIT's real estate value.
- (3) Risks associated with assessments made by real estate valuation service providers not reflecting the true value of REIT's invested properties. As well as the inability to guarantee sales prices for the present or future.

## 5. Risks related to investments in the REIT's units or shares by unitholders

- (1) Risks related to unit prices deteriorating as a result of or in accordance with market fluctuations.
- (2) Risks related to dividends paid to unitholders being less than the returns the REIT receives from the operations in investment real estate and properties.
- (3) Risks associated with actual performance differing from expected profits, either explicitly or implicitly.
- (4) The REIT invests in leasehold properties, where the value of the leaseholds may decrease according to the remaining lease duration, which may cause the unit values of the REIT may decrease accordingly.
- (5) Risks associated with any changes to Thai Accounting Standards as there is no guarantee that alterations will not have a significant impact on the REIT's financial budget, credit status, or overall performance.
- (6) Risks related to dividends paid to unitholders.
- (7) Risks related to political instability or conflict which may an impact on the overall Thai economy including the stock exchange. This may have severely significant impacts on the REIT's financial status.
- (8) Risks related to lack of liquidity when trading the REIT's unit shares on the stock exchange.

## REIT Management

### 1. REIT's Management Policies

In order to perform its duties as REIT Manager in an appropriate and effective manner, the Company has work systems and internal control policies in place to determine the scope of authorities and Company guidelines for the Board of Directors, management, and all company personnel. The goal is to conduct business in an appropriate, transparent, and efficient way as well as to meet the objectives of good corporate governance. It also complies with relevant laws and announcements from the SEC for the best interests of its Unit Holders.

Furthermore, the supervision/audit, management, and risk management departments are responsible for supervising and managing risks associated with the REIT's management and investments; making sure they meet contractual obligations

prescribed by the Trust Deed and other relevant agreements. They are also responsible for ensuring that the REIT's operations are in accordance with set work systems, internal control policies, the Trust Deed, and relevant laws. This is to instill confidence that the REIT and related entities including REIT Manager or Trustee are aware of any changes in laws and regulations, and perform duties knowledgeably, professionally, responsibly, cautiously, and transparently. All interactions with Unit Holders will be based upon their best interests and conducted in a fair manner.

### 2. Subcommittee

-None-

### 3. REIT Board of Directors Meeting

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

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

#### 3.1 Board of Director's Meeting Conditions and Processes

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

1. The Company sends invitation letters, agendas to be discussed, along with any relevant supporting documents in a timely manner with sufficient information for directors to be informed prior to coming to the meeting.

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

- (4) Assess the performance of the Company's business units, namely Asset Management, Compliance & Risk Management, Investor Relations, and Operational Support, as well as issues and obstacles occurring at work, and their potential solutions.
- (5) Weaknesses in the Company's Internal Control and Operational System regarding the actions and duties of the REIT Manager, as well as problem rectification and follow-up evaluation.

(B) Matters which require the Board of Director's approval:

- (1) Formulation of long-term strategies and business plans, setting up an appropriate organizational structure, supervision of business policies, as well as risk factors that may impact the REIT's beneficial interest.
- (2) Draft of the REIT's annual budget, annual business plans, business strategies for the year as set by the Company as the REIT Manager with the assistance of the Property Manager.
- (3) Practice guidelines on the dispute and complaint handling relating to the REIT's business operations which must be reviewed by the Board of Directors.
- (4) Connected transactions and any transactions which may cause conflicts of interest to the REIT's business operations.
- (5) Any other matters which need to be considered or approved by the Meeting of the Unit Holders.
- (6) Any other important matters are relevant to the Company and the REIT's business operations.

### 3.2 Important Transactions of the REIT Presented to the Board of Directors

#### Board of Directors Meeting

The Company organizes Board of Directors Meeting for directors to review, acknowledge, and authorize the following matters which are relevant to the Company's operations:

(A) Matters which require the Board of Director's Acknowledgement:

- (1) Operational results of the Company and the REIT.
- (2) Implementation of business and marketing plan as set by the Company regarding the REIT's earnings, as well any relevant problems and obstacles, together with potential solutions provided by the Property Manager.
- (3) Guidelines for risk mitigation or factors that may impact the REIT's operations.

#### 4. Internal Information Control Policy

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



information, safeguarding of confidential information, disclosure of information, news, and opinions to other parties can be followed by these principles and guidelines.

#### 1.1 Policies and Practice of Internal Information in Securities Trading

1) Directors, executives, and auditors are required to report their holdings of the company's stock to the Board of Directors to establish the confidence of unitholders and general investors that directors and executives operate the business with honesty, clarity, transparency, and accountability.

2) Directors, executives (as defined by SEC), and senior management and its subsidiaries are required to report any changes in holdings of the company's stock to the Internal Audit Department or the Company Secretary at least 1 day before the transactions are made and needed to submit a report to the SEC within 3 working days from the date of purchase, sales, transfer, or trading any company's securities via electronic channels as required by SEC rules and regulations. This is for the Internal Audit Department or the Company Secretary to provide a summary report to the Board of Directors and disclose information in the annual report.

3) Directors and executives of the company are prohibited from trading any company's securities 1 month before the public disclosure of the financial statement and shall oblige to wait for 24 hours after a public declaration. Every 3 months, the company will inform directors and executives regarding the prohibited period of trading securities.

4) Directors, executives, and all employees are not permitted to use any opportunities obtained from their positions to seek personal gains, or use internal information for personal benefits, or expose internal information to other parties to take advantage of trading the company's securities.

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

1) Directors, executives, and all employees are obliged to strictly safeguard the company's confidential information especially the internal information that is not yet disclosed to the general public, or information that may affect the business operations or share prices.

2) Directors, executives, and employees who have an access to the company's internal information such as plans, technologies, inventions, maps, numbers, or formulas, are considered to be part of the company's ownership. Such

information shall not be exposed to other parties especially competitors for 2 years after the demission of the positions.

3) To prevent exploiting the internal information for self-interest which is violated the responsibility to the company and unitholders. The company has established a level of security classification for data of which information that is not yet disclosed to the general public or the information that may affect the business operations or share prices, are only restricted to the relevant directors and senior management.

4) Confidential trade information and classified documents must be securely controlled and safeguarded. This information should be classified by levels such as disclosable information, non-disclosable information, confidential information, or top-secret information.

5) Maneuvering data and documents of the company under their roles and responsibilities honestly and vigilantly according to the company standards of procedures. In addition to this, the use of internal information within the department or organization must be under the mandate of roles and responsibilities framework.

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

1) The company will disclose information to the general public accurately and transparently in a promptly and equitably manner.

2) The company has imposed the procedure on preventing any information that is not yet been disclosed to the general public, journalists, analysts, or other parties. Thus, such information must be authorized by the Chief Executive Officer or the President who may decide to provide the information oneself or delegate it to Investor Relations or any related parties. Regarding the information related to the company's partnerships, the company must have verification or approval from its partners before disclosing the information according to the terms and conditions in their mutual contracts. As a result of doing this, the disclosure of company information must be operated under the SEC and SET rules and regulations.

3) Should unitholders or investors have any inquires of the company's internal information, Investor Relations Office or Internal Audit Department or the Company Secretary or any other department assigned by the Chief Executive Officer, or the President, shall be responsible for answering to those inquiries. Thus, such information must be already disclosed to

the general public and disseminated under SEC and SET rules and regulations.

In case of employees are approached by a party to disclose information or answer inquiries of which are outside the provision of their frameworks, employees must politely refuse to comment and direct such party to obtain information from the department responsible for to ensure that the information disclosed is accurate and consistent.

## 5. Investments Approval and Management of the REIT

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

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

1. The REIT shall invest in real estate with the intention to acquire ownership or possessory rights. In the event of acquiring possessory rights of the following:

- 1.1. Acquiring real estate classified as NS-3k or Nor Sor 3 Kor.
- 1.2. Acquiring leasehold rights of real estate with the land utilization document classified as NS-3k or Nor Sor 3 Kor.

2. Real estate in which the REIT invests and acquires must not be under any attachment on property rights or any dispute, unless the REIT Manager and Trustee consider that such attachment on property rights or such disputes shall not significantly impact any benefits that can be derived from such real estate and that the acquiring conditions of such real estate still benefit the unit trust holders.

3. Contracts made in relation to an acquisition of real estate in which the REIT invests must not carry any clause or obligation that prohibits the REIT from renting out a said property at a fair price (in case of disposal)

4. The aggregate value of the completed and income-generating real estate acquired by the REIT must account for no less than 75% (seventy-five percent) of the sum of the

total value of the units offered for sale plus the total amount of loans and borrowed funds (if any). The REIT may invest in projects which are under construction, provided that the value of the real estate acquired shall not exceed ten percent (10%) of the REIT's total asset value (after the offer for sale of units), and the REIT shall demonstrate that sufficient working capital can be afforded for the rest of the development without materially affecting the existing concerns of the REIT.

5. The values of real estate investments by the REIT must be appraised in accordance with the following guidelines:

5.1. Being a full appraisal with evidence of verification of entitled rights, for the purpose of public use for the disclosure of relevant information to the investors. Such appraisal shall be performed by at least two (2) appraisers and completed no more than six (6) months prior to the date of submission of the application for approval of the sale of units.

5.2. The appraiser shall be those approved by the SEC.

6. The acquired real estate shall have an aggregate value of no less than 500 million Baht (Baht 500,000,000), and in case the amount of funds raised from the offer for sale of units is less than the value of the real estate, the applicant shall demonstrate that there are other sufficient resources of funds for supporting the acquisition of such real estate.

7. In cases that the REIT invests in the sub-lease of any real estate leasehold or the rental rights of any building or structure of which its lessor is not the real estate owner; either being the holder of the land title deed or the holder of unconfirmed certificate of use, the REIT Manager must apply relevant measures for risk protection or indemnity against any losses that the REIT may suffer as a result of such invest, such as: arrange for insurance policies against risk of contract termination by the actual owners of the real estate or persons with such ownership rights, arrange for asset mortgage as a protection for contract compliance, arrange for pledge of contract compliance from related persons to assure contract compliance and payments of damage compensation to the REIT, arrange for surety bond to guarantee compliance with contract, arrange to have clauses or conditions which entitle the REIT with the rights to directly work with real estate owners on the remedy of any breach of any such contracts.

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

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

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

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

## 5.2 Benefits, Policy, and Rental Process

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

1. The REIT obtains benefits and income from renting out real estate and providing services associated with the use of those areas and rental fees. The REIT shall not engage in any activity which causes the REIT to enter into or conduct business on its own, such as in the hotel or hospital industries.

2. In the scenario that the REIT rents out property to entities that will use that property to conduct businesses which the REIT has no control over such as hotels and hospitals, there must be an agreement that determines the majority of

the pre-determined rental rates. If there exists a reference to the Tenant's performance, the maximum rental amount based on earnings will not exceed 50 percent (50%) of the pre-determined rental rate.

3. The REIT shall not make available or rent out properties to entities with whom there is reasonable suspicion that such a transaction will cause the REIT to engage in unethical or unlawful business practices. With each rental agreement, the REIT shall include a clause that allows it to cancel the agreement if it is found that the Tenant is using the area to conduct the aforementioned businesses and practices.

4. The REIT Manager is responsible for maintaining core assets and ensuring they are in good condition fit to create benefits and earnings. The REIT Manager is responsible for providing adequate insurance that is sufficient and appropriate as approved by the Trustee. Such insurance will return assets to their original conditions and be able to obtain the same benefits and income, while remunerations should not become less during the entire duration that the REIT invests in those core assets.

5. The REIT Manager shall provide insurance coverage which covers potential damages that may occur to properties with insurance limits that cover Full Replacement Cost insurance, Business Interruption Insurance, and third-party liability insurance. Furthermore, the REIT Manager will act on behalf of the REIT or lender if the REIT borrows money (if any) as the beneficiary and co-insured for these insurances (with the exception of third-party liability insurance). In cases where the REIT invests to obtain the right to sublease the real estate, or it leases a building, house, or structure, the REIT Manager will be responsible for making sure that these properties have adequate insurance and insurance limits. If the Trustee on behalf of the REIT is not the beneficiary, and the insured for any reason such as becoming the beneficiary and or insured conflicts with the conditions of the rental agreement, the REIT Manager will act to ensure that there are measures or mechanisms in place to provide finances gained from claims and compensation to rebuild the REIT's investment properties to continue to create benefits and earnings for the REIT.

6. In the case that the REIT acquires ownership rights of real estate, or the REIT Manager has aimed to benefit from said real estate by renting to the original tenant, the REIT Manager will determine rental rates on fair terms at market prices, as it would with any external or third-party customers.

## 6. Selection of Property Manager

### 6.1 Systems and Procedures for Consideration and Selection of Property Manager

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

- It has a paid-up capital of no less than 50 million baht (50,000,000).
- It has work systems or personnel suited to perform the duties of Property Manager including knowledge and expertise in asset management, office leases, or similar businesses. Preferably, the selected company will have at least five (5) total years of experience in the field.
- The majority unitholder (accounting for more than 50% (50) of all registered units), board of directors, deputy managers, assistant managers, head of departments, and other similar positions who are involved in the management of the REIT shall not have any prohibited characteristics relating to investments in accordance with conditions prescribed by Capital Market Supervisory Board.
- No reason to suspect that said company will have a financial position which may damage the operations as Property Manager

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

The Company has the following selection criteria for the Property Manager

(1) The Company's property management division will assess previous performance (when considering a contract extension with the existing Property Manager) or evaluate and analyze the experience, reputation, and past achievements of each Property Manager candidate (when considering the selection of a new property manager). During this assessment, the Company's property management division will consider important factors such as the ability to obtain tenants, debt collection, building and asset maintenance, rental management system, care and service for tenants, internal controls to prevent leakage of revenue information, tight control of reimbursement policies, and other pertinent factors. This is to ensure that the REIT's Property Manager will be able to manage assets of the REIT in an effective way which increases value for the REIT and its Unitholders.

(2) Consideration of the appropriate compensation rate for the Property Manager which will be determined by the level of performance to motivate Property Manager to increase revenues for the REIT. This includes compensation rates depending on income from rent and service fees or net profit from the leasing of property.

(3) The property management division will provide a shortlist of potential Property Managers to the Board of Directors who will then review and make a selection. In this case, directors who have a vested interest in the matter will not be allowed to cast a vote.

(4) The property management division will present the list of Property Manager candidate/s from the Board of Directors and inform the Trustee within seven (7) working days after approval by the Board of Directors

(5) The Trustee will consider and approve the proposal by the Property Manager within seven (7) working days after being informed by the Company. The Trustee will consider the compensation rate based on appropriateness and past performance.

(6) The Company through the Property Manager and Trustee will negotiate and create an agreement to appoint the Property Manager after approval by the Trustee.

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

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

#### 7.1.1 Monitoring System for rental income and service fee collections by the Property Manager

The Property Management Division is responsible for verifying the collection of the REIT's rental and service fees by the Property Manager

##### 1. Procedure and Implementation

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

##### 2. Monitoring Payments

The Property Management Division is responsible for reviewing the performance of the Property Manager with regards to monitoring the receipt of various types of payments owed to the REIT, including verification that amounts paid are complete or accurate. A monitoring system exists which involves the Property Manager's accounting department making sure that payments are accurate by comparing to detailed sales contracts and reports provided by the sales department. Furthermore, the Property Manager's accounting department will meet with the sales department weekly to discuss any outstanding balances. In addition, the Property Manager's accounting department will be responsible for following-up on any unpaid balances as prescribed in the rental or service agreement. After this, the Company's investor relations department and operations support will check the completeness of payments received by comparing it with sales details of the contract as provided by the sales department.

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

##### 3. Depositing Payments

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

#### 7.1.2 Monitoring System for expenses charged to the REIT by the Property Manager

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

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

1. Compare the expenses charged to the REIT with the types of chargeable expenses list prescribed in the Property Manager agreement.

2. If the expense is not prescribed in the Property Manager's agreement or is a fee that is not authorized by the Trustee, but the Company sees that such expense will prove beneficial to the REIT, the matter will be presented by directors to the Trustee for payment approval.

3. In the case where the expense is prescribed in the Property Manager's agreement, investor relations and operational support will approve the list prepared by the Property Manager and make payments as appropriate (or direct payment to service providers).

#### 7.1.3 Procurement System

The Company, through its investor relations and operational support, organizes and prescribes a procurement system (with minimum requirements) for the Property Manager as follows:

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

2. Every procurement of all types must be approved by authorized powers through the prescribed documents. In the event that the procurement fee is no more than 5,000 (five thousand), baht/item or the order value per transaction is less than 20,000 (twenty thousand) baht, the authorizing power is the head of investor relations and operational support. In cases where the procurement fee is more than 5,000 baht/item (five thousand) or the order value per transaction is more than 20,000 (twenty thousand) baht but less than 1,000,000 (one million baht), the authorizing power will be Managing Directors. Finally, if the order value per transaction exceeds 1,000,000 (one million baht), the authorizing power will be the Company's Board of Directors.

3. There exists a control system for all procurement processes, with a clear delegation of work processes. No one entity will be in charge of the entire procurement process. The responsible party for procurement will not be the same party responsible for the checking of goods or services. To prevent fraud or any mispractice, the following measures are in place: control of purchase order by arranging the numbers in advance, a provision that there is to be a receipt letter with the inspector's signature, as well as the delivery of receipts and invoices to the accounting department where payments are then made.

#### **7.1.4 Control Systems for the Property Manager's Operations as prescribed in the Trust Deed**

1. The Company, through its property management division, will have control systems in place which include random checks to ensure appropriate operations by the Property Manager according to the following principles:

- Collection and delivery of income to the REIT in the full amount.
- It does not exaggerate any expenses charged to the REIT, keeping them in line with the Trust Deed, registration statement, and the prospectus to be collected. It should also be within the expenses budget that the REIT prescribes annually.
- Sufficient and appropriate care and maintenance of the REIT's investment properties to ensure benefits in the long-term. For example, making sure that important building equipment is checked by an expert

mechanic on a regular maintenance cycle.

- A review of the performance of the Property Manager will be conducted during all 3 (three) accounting years of the REIT for the whole duration the Property Manager is contracted. This evaluation is made by referencing the criteria for performance as listed in the Property Manager agreement.

2. The Company, through its property management division, will create a Work Plan for Property Manager. The audit, management, risk management, and property management departments will jointly oversee the Work Plan for Property Manager and ensure it covers the various functions prescribed in the Property Manager agreement, Trust Deed, and REIT Manager agreement. They will also be responsible for setting key performance indicators (KPI) for the Property Manager.

3. The Company, through its property management division, will have a Checklist to evaluate the Property Manager's performance as prescribed in the Property Manager agreement, Trust Deed, and REIT Manager agreement. This checklist will be used by the audit, risk management, and property management division to evaluate the operations and performance of the Property Manager relative to objectives, and whether they meet set key performance indicators (KPI).

4. The Company, through its audit, management, risk management, and property management departments will create a Property Manager Compliance Audit Work Plan which will be listed in the aforementioned Checklist. This plan will also specify what kind of duties are defined and how long the audit period is.

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

5. The Company, through its audit, management, risk management, and property management departments will conduct random checks on work and internal control systems (Surprise Check) at least once (1) a year.



6. In the evaluation of the Property Manager's performance, the audit, management, risk management, and property management departments will collaborate to review and collect data regarding the Property Manager's recent performance and present the results to the Company's Board of Directors so that they too can review and evaluate said performance. Directors that have a vested interest in any scenario will be prohibited from voting as such.

7. The Company, through its property management division will prescribe in the Property Manager's agreement that if the REIT Manager finds that the Property Manager acts or does not act in a way which may cause a lack of credibility with regards to its duties listed in contractual obligations, the REIT Manager will have the right to cancel the Property Manager's contract. In which this case the REIT Manager will fill in those duties or select a new Property Manager as a replacement.

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

The REIT Manager has an opinion that the property manager has operated the REIT's assets in line with the budgeting plan of the operating results for the period from 1 October 2019 to 30 September 2020

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

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

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

(2) The Company and Property Manager work together to grow the business and develop good relationships with

various customers. It also manages the occupancy and rental rates and/or service fees and ensure they stay at a good level to the maximum benefit to the REIT. At the same time, the Company and Property Manager collaborate to control and manage marketing investments and risks related to the management of the REIT's real estate investments.

(3) The Company works with the Property Manager to increase the effectiveness of real estate management in the REIT's invested properties. It also controls and manages operational expenses without having any negative impact on the quality of services.

(4) The Company works with the Property Manager to increase the effectiveness of real estate management in the REIT's invested properties. These include:

- Setting the target customer market for the REIT's invested assets. This includes adjusting marketing strategy, service quality, and setting rental rates and service fees at an appropriate level suitable to the needs of a said target customer.
- Management and maintenance of REIT's invested properties including improving public spaces, common areas, and any event-specific alterations which need to be made.
- Improving the image of the REIT's invested assets, this includes maintaining the property to a high standard suitable for work to satisfy customers.

(5) The REIT and Company have policies in place to obtain benefits and earnings from the REIT's invested assets. This includes renting out these properties to tenants, as well as providing services that are relevant and necessary to the rental process. The Property Manager and Company are responsible for finding interested parties who may be interested in renting the REIT's invested assets to increase occupancy rates. This is done through various channels including online advertisements on the internet and other relevant distribution channels, admission to view project areas, and direct negotiations with entities interested in renting office spaces. Marketing and media content is updated regularly to ensure it stays relevant, while various media distribution channels are selected as appropriate.

(6) At a minimum, the Company provides the following insurance:

- It provides adequate insurance appropriate to any loss incurred by the REIT which affects invested properties or property rights. This is to cover damages which may occur to



the REIT that may arise from any losses that may occur to said assets. It is prescribed that the lender will be the beneficiary in cases where the REIT takes out a loan or assigns the Trustee as the representative beneficiary of the REIT in cases where the REIT did not take out a loan (case by case), with the approval of the Trustee.

- Third-party Insurance covers responsibilities towards external persons which may get damaged from any defects or deterioration of buildings or construction material. In the case where the lessor or owner of property rights, namely the REIT or Property Manager has provided insurance, the Trustee will only be liable specifically if the REIT is forced to be liable.

- The various types of insurance offered by the REIT will remain for the duration that the REIT owns or has rights those properties.

(7) Transactions with related parties are to be conducted as follows

- Transactions with parties related to the Company will be conducted in accordance with the REIT's agreement and relevant laws, for the maximum benefit of the REIT.

- Transactions with parties related to the Company will be priced reasonably and fairly.

- Any individuals with a vested interest in any transaction, whether directly or indirectly, will not participate in the consideration or decision making of said transaction. Any expenses incurred which arise from conducting transactions with related parties will be reasonable and fair.

## 9. Remuneration of the REIT Manager

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

9.1 Base Fee no more than 0.3% (zero point three) calculated based on the Net Asset Value (NAV) of the REIT with a minimum fee limit set to be 12 million baht (twelve million baht) per annum.

9.2 Variable Fee at no more than 2% (two) of the Net Investment Income, which is adjusted quarterly.

9.3 Acquisition Fee at a rate no less than 1% (one) of the REIT's Net Asset Value without including investments in initial core assets or assets acquired from the North Sathorn Realty Co., Ltd., Lerttlakarn Co., Ltd. or other entities related to the Company, North Sathorn Realty Co., Ltd., or Lerttlakarn Co., Ltd. The Trustee acting on behalf of the REIT will be responsible for fees payable under this clause whether in full or in-part,

without any possible deductions. Payment will be made once the REIT has acquired the property.

9.4 Disposal Fee at a rate no less than 1% of the lower value property disposed by the REIT, the price will be assessed by an Appraiser which is on a list approved by the Securities and Exchange Commission. This is without including investments in initial core assets or assets acquired from the North Sathorn Realty Co., Ltd., Lerttlakarn Co., Ltd. or other entities related to the Company, North Sathorn Realty Co., Ltd., or Lerttlakarn Co., Ltd. The Trustee acting on behalf of the REIT will be responsible for fees payable under this clause whether in full or in-part, without any possible deductions. Payment will be made once the income from the assets disposition is received by the REIT.

## 10. Information Disclosure and Communication with Unit Holders

Instant disclosure:	<ul style="list-style-type: none"> <li>Information that has an impact on price, investment decision, or benefits to Unit Holders</li> <li>Information about financial operations such as dividends payment</li> <li>Report when an incident occurs which may cause the REIT to cease operations</li> <li>Report when a condition prescribed in the REIT' founding agreement causes the REIT to cease operations or other events which may indicate the REIT will cease to function any time in the future</li> <li>Report without delay when an event occurs regarding acquisition or disposition of assets or when a Unit Holder's investment exceeds the prescribed proportion.</li> </ul>
Within 3 Working Days:	Information that does not have a direct impact on but should still be notified to investors. Such as informing about relocating head office/change in the board of directors / Change in Auditors
Within 14 Days:	Information that the stock exchange requires as reference such as a copy of Unit Holders Meeting Report / Report on the allocation of the trust fund
Within 15 Days:	Report on the reduction of paid-up capital of the REIT Report on the acquisition or disposition of assets
Within 30 Days:	Report on the progress of assets which are under construction
Disclosed at specified periods:	<ol style="list-style-type: none"> <li>Financial budget <ul style="list-style-type: none"> <li>Quarterly 45 days after the end of the accounting period</li> <li>Annually 2 months after the end of the accounting period (in cases where there is no 4<sup>th</sup> quarter report)</li> </ul> </li> <li>Analysis and Discussions of the Management</li> <li>A copy of the annual report within 3 months after the end of the accounting period</li> <li>Annual report with an invitation to the Annual General Meeting within 4 months after the end of the accounting period.</li> <li>Net Asset Value (NEV) within 45 days after the end of the accounting period</li> </ol>

## 11. Unit Holders Meeting

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

- The Annual General Meeting within 4 months after the end of the accounting period.
- An Extraordinary General Meeting is meetings which are not the General Annual Meeting which is organized when the following events or incidents occur:

(A) When Unitholders who cumulatively hold no less than 10% of total units come together to send a document requesting that the REIT Manager or Trustee arranges a REIT Unit Holders Meeting. The request will clearly state the reasons for the meeting. Once the request is received, the REIT Manager is responsible for arranging a Unitholders meeting

within 1 month of receiving the letter from Unitholders or if notified to do so by the Trustee.

(B) In any scenario where the Trustee is of the opinion that it is necessary or advisable to have a Unitholders Meeting to discuss or approve pertinent matters. The REIT Manager is responsible for arranging a Unitholders meeting within 1 month of receiving the request from the Trustee. The Trustee has the right to consult with REIT Manager with regards to this case.

(C) In any scenario where the REIT Manager is of the opinion that it is necessary or advisable to have a Unitholders Meeting to discuss or approve pertinent matters. The REIT Manager will organize a Unitholders meeting for the benefits of the management of the REIT. The REIT Manager has the right to consult with the Trustee with regard to this case.

### **Calling a Unitholder's Meeting**

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

Furthermore, at least one announcement will be made in the local daily paper 3 days before the meeting day. The location of the meeting will be in the area of the REIT's, REIT Manager's offices, or in a nearby province. In the event that the REIT Manager does not call a Unitholder's meeting within one month from the day it receives the meeting request letter from Unitholders or Trustee, the Trustee will be able to call a Unitholder's meeting by following the meeting request protocol prescribed in paragraph one, mutatis mutandis.

The REIT Manager is responsible for collaborating and sending the relevant and necessary information to the Trustee to call and hold the Unitholders Meeting within 7 days after the request by the Trustee. In this way, the Trustee will be able to call and hold a Unitholders meeting without delay. It will also have the right to charge the REIT for any expenses incurred (if any) from organizing the Unitholders Meeting on behalf of the REIT Manager.

### **Quorum and Chairman of the Unitholders Meeting**

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

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

Under the provisions of the REIT and related announcements, the Trustee will appoint one individual to serve as Chairman of the Unitholders meeting. However, if

any Unitholders meeting discusses any agenda which can be considered as a conflict of interest to the Chairman, the Chairman will be asked to leave the meeting area for that specific agenda. The REIT Manager will then provide a shortlist of individuals who may serve as Chairman for those agenda sessions.

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

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

### **Delegating a Proxy**

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

### **Voting**

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

**Unitholder's Resolution**

Unless stipulated in the contract as otherwise, the resolution of the Unitholders will consist of the following voting, in general, the majority vote will be the deciding factor. In the following cases, there should be no less than 3 out of 4 majorities of all Unitholders attending the meeting and voting:

- A. The acquisition or disposition of core assets worth at least 30% of the REIT's total assets.
- B. The increase or decrease of paid-up capital of the REIT which was not indicated in the Trust's Deed.
- C. Increased capital as a general mandate granted by the REIT
- D. Transactions with the REIT Manager or related entities which equate to 20 million (20,000,000) baht or more than 3% of the REIT's NET asset value, whichever is more valuable.
- E. Changes in remuneration or dividend payments to Unitholders
- F. Changes or withdrawal by the Trustee or REIT Manager. In this scenario, refer to 19.5 of the Trust's Deed.
- G. Changes or edits to the Trust's Deed which may have significant impacts on Unitholders
- H. Termination of the REIT.

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

**REIT Unitholder's Meeting Memorandum**

The REIT Manager records and indexes the meeting's resolutions and organizes all aspects of the meeting for

Unitholders each time. The Chairman of the meeting will be responsible for authorizing the details of the memorandum. Furthermore, all expenses with the meeting's memorandum will be paid for by the REIT.

**12. Nomination and Appointment of Directors and Senior Executives****Board of Directors**

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

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

**Senior Level Management and Executives**

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

**13. Expenses paid to the Auditor**

The REIT appoints KPMG Poomchai Audit Limited as the Auditor for the accounting period ended September 30, 2020, with a total Audit Fee of 1,440,000 baht.

**Internal Control and Risk Management**

The Company, as REIT Manager, gives great importance to Internal Control and Risk Management systems. As such, it has created a monitoring system that analyses and evaluates risks associated with real estate investment and management, as well as applied appropriate risk management measures. In addition, it has an organizational structure, which clearly segregation of duties and responsibilities.

In this regard, the Board of Directors has evaluated the adequacy of internal control systems prepared according

to guidelines set by the Office of Securities and Exchange Commission (SEC) with the following 5 components: Internal Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring Activities. The Board of Directors has reviewed and found said the internal control to be sufficient and appropriate.

This includes a monitoring system for the management and operations of the Company and Property Manager. This helps to protect the REIT's assets from being misused or any other unauthorized action by directors or executives, including transactions with related links to directors or executives.

## The Details of REIT's Related Party Transactions

### Prevention of Conflict of Interest

The REIT is engaged in or has connected transactions with the following persons/entity which may lead to conflicts of interest as follows:

Related Entity/ Companies associated with REIT Manager		
No.	Related Entity/Company	Relationship
1.	Univentures' Companies Group	
	a. Univentures Public Company Limited	- Holds 99.9% of total outstanding shares of REIT Manager & majority shareholder
	b. Forward System Company Limited	- Affiliated company in the same group as REIT Manager - Provides parking system services
	c. Lertrattakarn Company Limited	- Provides property leased by the REIT - Affiliated company in the same group as REIT Manager
2.	Golden Land Property Development's Companies	Individuals or entities engaged in transactions with the REIT
	a. North Sathorn Realty Company Limited	- Sub-lessor in invested properties of the REIT and Property Manager - Affiliated company in the same group as REIT Manager
	b. Golden Land Property Development Public Company Limited	- Major unitholder of the REIT, affiliated company in the same group as REIT Manager , and a major shareholder of the property manager
	c. Golden Land Residence Company Limited	- Affiliated company in the same Group as REIT Manager
	d. North Sathorn Hotel Company Limited	- Affiliated company in the same Group as REIT Manager
3.	Other related parties	
	Companies Group under TCC	- Major unitholder of the REIT, affiliated company in the same group as REIT Manager ,
	Fraser property (Thailand) Public Company Limited (FPT)	- Major unitholder of the REIT, affiliated company in the same group as REIT Manager ,
Related Entity/ Companies associated with Trustee		
1.	Kasikorn Bank Public Company Limited	Individuals or entities engaged in transactions with the REIT - A major shareholder of the trustee

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

### 1.1 Connected Transactions

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

#### Relationship

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

#### Nature of the Connected Transaction

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

#### Pricing Policy & Conditions

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

##### 1. Base Fee

The base fee is in accordance with the REIT Manager Agreement, which specifies the minimum fee rate. Nonetheless, the base fee is no more than 0.3% per annum, calculated on the Net Asset Value (NAV) of the REIT with a minimum fee limit being set at Baht 12 million.

##### 2. Variable Fee

The variable fee is no more than 2% of the Net Investment Income, but not more than 0.5% of the NAV of the REIT as at the initial investment date of the REIT's Core Investment Assets, plus the NAV of the REIT's Additional Core Investment Assets as at the investment date of the additional investment (if any).

#### Opinions on Pricing

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

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

#### Relationship

Both the REIT Manager and the Property Manager are affiliate companies in the same group of Board Directors.

#### Nature of the Connected Transaction

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

#### Pricing Policy & Conditions

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

#### Opinions on Pricing

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

(3) The Trustee has entered into a lease agreement, sublease agreement, and sale and purchase agreement with Lertrattakarn Company Limited and North Sathorn Realty Company Limited on behalf of the REIT to invest in the REIT's Initial Core Investment Assets. Lertrattakarn Company Limited and North Sathorn Realty Company Limited are parties related to the REIT as both are affiliates of Univentures PCL, which has a 99.99% shareholding interest in the REIT Manager. The details of such a transaction between the REIT and the major shareholder of the REIT Manager can be summarized as follows:

#### Relationship

Both companies are affiliates of Univentures PCL, which holds 99.99% of the total outstanding shares of the REIT Manager.

#### Nature of the Connected Transaction

The Trustee has entered into a lease agreement, sublease agreement, and sale and purchase agreement with

Lertrattakarn Company Limited and North Sathorn Realty Company Limited on behalf of the REIT to invest in the REIT's Initial Core Investment Assets.

#### **Pricing Policy & Conditions**

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

#### **Opinions on Pricing**

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



- (4) The REIT has leased out office area and/or is engaged in other transactions with several entities that are related parties to the REIT Manager. The details of these transactions are summarized as follows:

#### A. Sathorn Square Project

Related Entity/Company	Nature of Connected Transaction	Pricing Policy & Conditions	Opinions on Pricing
1. Rent & Services - Sathorn Square Project			
<u>Golden Land Property Development's Companies</u> Golden Land Property Development PCL. Golden Land Residence Co., Ltd	Rental of office space for use in business operations	The REIT collects rental and service fees at market rates, and under conditions comparable to other tenants of the same nature.	Office space rental rates are at market price and on common commercial terms
2. Other service income – Sathorn Square Project			
<u>Frasers Property Companies</u> Frasers Property (Thailand) PCL. Frasers Property Holding (Thailand) PCL.	Victor Club Services	The REIT collects fees for the services of Victor Club with similar service rates and conditions as other customers.	Services of Victor Club are a usual business operation of the REIT. The service rate and terms are similar to those offered to other customers.
<u>Golden Land Property Development Companies</u> North Sathorn Hotel Co., Ltd.	Carpark Services	The REIT collects fees for the services of the carpark with similar service rates and conditions as other customers.	Services of the carpark are a usual business operation of the REIT. The service rate and terms are similar to those offered to other customers.

Related Entity/Company	Nature of Connected Transaction	Pricing Policy & Conditions	Opinions on Pricing
3. Expenses – Sathorn Square Project			
<u>Other related parties</u>			
Berli Jucker PCL.	The REIT purchases consumer products and miscellaneous items.	The REIT purchases products at market prices and on common commercial terms.	The purchase of miscellaneous items is one of the operating expenses of the REIT. Purchase prices are at market rates with common commercial terms.
Horeca Management Co., Ltd. Sermsuk PCL.	The REIT purchases food and beverages	The REIT purchases food and drinks at market prices and on common commercial terms.	The purchase of food and beverages are operating expenses of the REIT. Purchase prices are at market rates with common commercial terms.
Shinasub Co., Ltd.	The REIT rents the internet services provided for the Victor Club Services.	The REIT rents internet services at market prices and on common commercial terms.	The purchase of internet services is the operating expense of the REIT. Purchase prices are at market rates with common commercial terms.

## B. Park Ventures Ecoplex Project

Related Entity/Company	Nature of Connected Transaction	Pricing Policy & Conditions	Opinions on Pricing
1. Rent & Services – Park Ventures Ecoplex Project			
<u>Univenture's Companies</u> <u>Univentures PCL.</u>  <u>Other related parties</u> TCC Assets (Thailand) Co., Ltd. ASM Management Co., Ltd. One Bangkok Co., Ltd. Asia Books Co., Ltd. TCC Hotel Asset Management Co., Ltd. Max Asia Co., Ltd.	Rental of office space for use in business operations.	The REIT collects rental and service fees at market rates, and under conditions comparable to other tenants of the same nature.	Office space rental rates are at market price and on common commercial terms.
<u>Other related parties</u> Tonic International Co., Ltd.	Rental of Victor Club for meetings, conferences, and other business operations	The REIT collects rental and service fees at market rates, and under conditions comparable to other tenants of the same nature.	Victor Club is rented out at market rates and common commercial terms in accordance to the purpose of its use.
2. Other service income – Park Ventures Ecoplex			
<u>Other related parties</u> TCC Hotel Asset Management Co., Ltd.	Use of common areas to facilitate in hotel operations.	The REIT collects services fees for common areas at rates agreed upon.	The service fee is at market price and on common commercial terms.
<u>Other related parties</u> T.C.C. Technology Company Co., Ltd.	Rental of space for equipment of building data communication management service	The REIT and TCCT shares revenue from service fee from tenants as agreed upon.	Service fee and conditions are as agreed upon.

Related Entity/Company	Nature of Connected Transaction	Pricing Policy & Conditions	Opinions on Pricing
<u>Univenture's Companies</u> Univentures PCL.	Carpark Services	The REIT collects fees for the services of the carpark with similar service rates and conditions as other customers.	Services of the carpark are a usual business operation of the REIT. The service rate and terms are similar to those offered to other customers.
<u>Other related parties</u> T.C.C. Assets (Thailand) Co., Ltd. ASM Management Co., Ltd. One Bangkok Co., Ltd. Asia Books Co., Ltd. T.C.C. Hotel Asset Management Co., Ltd Max Asia Co., Ltd.			
3. Expenses – Park Ventures Ecoplex			
<u>Univenture's Companies</u> Forward System Co., Ltd.	The REIT uses parking system services.	The REIT pays for parking system services at agreed prices.	The service fee is at the market price and on common commercial terms.
<u>Other related parties</u> Berli Jucker PCL.	The REIT purchases consumer products and miscellaneous items.	The REIT purchases miscellaneous products at market price and on common commercial terms.	Purchase of miscellaneous items is one of the operating expenses of the REIT. Purchase prices are at market rates with common commercial terms.
<u>Other related parties</u> TCC Hotel Asset Management Co., Ltd.	The REIT rents 164 parking spaces for business operations.	The REIT pays for parking spaces at the price agreed upon.	Prices and terms of service are as agreed upon.
Tonic International Co., Ltd.	The REIT had other expenses to utilize a conference room services for annual fire drills.	The REIT rents the conference room at market price and on common commercial terms.	This is a normal business expense for the REIT. Conference rooms are rented at market rates and on common commercial terms.
PBA Robotics Co., Ltd.	The REIT hired the services to disinfect the building from the COVID-19.	The REIT had the expenses to disinfect the building from the COVID-19.	Prices and terms of service are as agreed upon.

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

### The REIT and Conflict of Interest Prevention Guidelines

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

#### 1) Related Party of the REIT Manager:

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

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

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

- Any transactions between the REIT and the REIT Manager or related party of the REIT Manager shall be in compliance with the Trust Deed and relevant laws, and shall be in the best interests of the REIT.

- Any transactions between the REIT and the REIT Manager or related party of the REIT Manager shall be carried out at reasonable and fair prices.

- Direct or indirect stakeholders of the transactions shall not be involved in the consideration and the decision-making processes of such transactions.

- Any expenses incurred from the transactions between the REIT and the REIT Manager or a related party to the REIT Manager shall be reasonable and at fair prices and rates.

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

- Approval from the Trustee that the transaction is in accordance with the Trust Deed and relevant laws.

- In a case that the transaction value exceeds Baht 1 million or accounts for 0.03% or more of the REIT's Net Asset Value, whichever is higher, it shall require approval from the Board of Directors of the REIT Manager.

- In a case that the transaction value exceeds Baht 20 million or accounts for more than 3% of the REIT's Net Asset

Value, whichever is higher, it shall require a resolution of the Meeting of the Unit Holders with approving votes of no less than three-quarters of the total number of unit holders, who are in attendance at the Unit Holder Meeting and have voting rights.

- In a case that the transaction between the REIT and the REIT Manager or a related party of the REIT Manager is an acquisition or disposal of the Core Properties, the value of such transaction shall be calculated based on the acquisition or disposal prices of all of the income-generating assets of such project, as well as other related assets to the project.

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

- Any type of transactions between the REIT and the REIT Manager or any related party of the REIT Manager shall be conducted in a fair and reasonable manner, and shall be in compliance with any conditions and provisions of the Securities Law concerning a Related Party Transaction that may be issued by the Securities and Exchange Commission or the Securities and Exchange Commission Office, or Capital Market Supervisory Board in the future. The Related Party Transaction shall be in compliance with the conditions and provisions of the Securities and Exchange Act.

- In addition, the REIT shall make a disclosure of information relating to the transaction between the REIT and the REIT Manager or any related party of the REIT Manager to the Securities and Exchange Commission Office in the notes to the audited financial statement and annual report of the REIT.

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

#### 3.1 Connected Transactions

##### (1) Connected Transactions between the REIT and Trustee or Related Party of Trustee

A. Kasikornbank PCL is the lessee of the REIT's Core Investment Asset and the major shareholder of the Trustee. The details of such transactions are summarized as follows:

##### Relationship

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

### Nature of the Connected Transaction

#### The 3-year Lease and Service Agreements

are as follows:

Asset Location	Area (Sq. Meter)
Sathorn Square	2
Park Ventures Ecoplex	175

### Pricing Policy & Conditions

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

#### Opinions on Pricing

The lease of ATM space in the Sathorn Square project is for Kasikornbank PCL's business operations. The rental and service fees are market rates, which are similar to the average rental rate of the same type of tenants in the project.

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

### 3.2. Procedures Relating to Transactions between the REIT and the Trustee or related parties to the Trustee in the Future

In the management of the REIT, the Trustee shall not behave in a manner that is in conflict with the REIT's interest whether for the benefit of the Trustee or others, except for the following cases:

1. Asking for compensation for performing the Trustee's duties
2. The Trustee shows that it has managed the REIT in an equitable manner and has sufficiently disclosed relevant information to the beneficiaries in advance, and such beneficiaries have not expressed any objection. Such disclosure of information and objection shall be in accordance with the following procedures:

(a) Disclosure through the Stock Exchange of Thailand in accordance with the relevant regulations of the Stock Exchange of Thailand, or disclosure through other channels through which all unit holders have access to such information.

(b) Providing a reasonable period of disclosure which shall be no less than fourteen (14) days.

(c) Disclosure of information shall clearly include the channels, procedures and period for objection, which shall be no less than fourteen (14) days, except for the case that a resolution of the Meetings of the Unit Holders is requested in support of such objections.

(d) Following the process specified in Clause c., if more than one-fourth (1/4) of the holders of the total outstanding trust units clearly object to the transaction, the Trustee shall not undertake or allow for such transaction, which represents the conflict of interest to the REIT, to be made.

## Legal Controversy and Limitation of Using the Investment Properties

– None –

## Other Important Information

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

## Corporate Social Responsibility

### Policies and Operations of the REIT regarding Corporate Social Responsibility and Environmental Protection

#### Corporate Social Responsibility: CSR

Golden Ventures Leasehold Real Estate Investment Trust was established on the 22nd of March 2016 and has been in operation for approximately 3 years and 6 months. The REIT Manager embraces and recognizes the importance of corporate social responsibility, especially with regards to initiatives that have a direct positive impact on the REIT, Unitholders, and office tenants of the REIT's invested properties. It approaches social responsibility broadly and focuses on the overseeing, managing, assisting, and helping preserve an acceptable quality of life for individuals, employees, all public-private sector partners, as well as society. It also reviews the impacts of all REIT's actions that have or may have an impact on society or any social segment. It uses these findings to adjust the REIT's business process in accordance with long-term objectives for corporate sustainability. The REIT and UV Group's share similar policy in making CSR central to their overall strategies, they are summarized as follows:

##### 1. Fair Business Dealing

Fair business dealings are a fundamental ethical principle that the REIT respects and upholds when managing the Trust's operations. The REIT Manager administers the REIT and strictly abides by relevant laws, namely the Security and Exchange Act 1992 (including amendments), the Trust for Transactions in the Capital Market Act 2017, rules and regulations of the supervisory authorities, and in accordance with the Trust Deed. It also practices good corporate governance, avoids any action that may lead to conflicts of interest, promotes fair and free business competition, and encourages the fair and equitable treatment of tenants.

Furthermore, it shall not make use of propaganda or false publicity which could potentially mislead or damage unitholders and investors. All this is intended to promote fairness and justice to other business operators, unitholders, trade partners, and relevant stakeholders in order to build long-term investor confidence.

##### 2. Anti-Corruption

The GVREIT, as REIT Manager, has enforced a supervisory process that clearly and transparently prescribes the duties and scope of authority of its workforce. The aim is to reduce the risk of misuse or any discretionary decisions that might lead to employees engaging in any misconduct and corruption. It has established an efficient audit system that requires that employees with specific duties which involve overseeing monetary and financial matters, or positions that can easily acquire wrongful benefits, must be specially and carefully selected.

The REIT has repeatedly reiterated the importance of providing new recruits with adequate knowledge and training on topics such as anti-corruption, whistle blowing, whistleblower protection, procurement policies, and transparency of procedures for the selection of competent contractors. A governing process has been established to monitor that the Company's employees strictly observe and act in full compliance with applicable laws. The Company is also committed to promoting employee awareness and consciousness on collaborative controls to help limit risks of corruption..

##### 3. Human Rights

The REIT recognizes human rights as a fundamental principle of human resource development, and therefore firmly supports and respects the principle of human rights, and oversee that its organization and employees are not associated with any human rights violations. It abides by the principles of freedom, equality and peace. The REIT's recruitment policy encourages fair employment practices with no hiring bias based on nationality, religion, or gender. The REIT strictly prohibits oppression and sexual assault. Additionally, it does not limit freedom of thought and political participation on the condition that said participation shall not impact or harm its organization.

##### 4. Fair and Equitable Treatments of its Workforce

The REIT is dedicated to continually upgrading its workforce standards and to promote its employee's quality of life by providing a better work environment with improved



workplace safety and hygiene. It encourages innovative thinking and assures the equitable treatment of and appropriate fringe benefits for its workforce.

## 5. Responsibilities to the Consumer

The REIT makes real estate investments, namely in commercial properties and office rental buildings. The REIT Manager appointed North Sathorn Realty Company Limited to be the REIT's Property Manager. In administering the REIT's real estate, the Property Manager recognizes the importance of fair treatment and its responsibilities to tenants and shall undertake the following actions with health and safety concerns:

- Arrange to have qualified and responsible companies to manage and administer the buildings.
- Deliver safe, secure and quality services to tenants.
- Communicate with tenants in a manner which is polite, efficient and accountable.

## 6. Environmental Protection

The REIT recognizes the importance of environmental activities and appropriate efforts to reduce environmental impact which must be encouraged within the organization and outside the workplace, both in the community and society. Material selection for its buildings are based on a criterion that include factors such as energy efficiency, ease of long term maintenance, provision for basic necessary convenience, avoidance of natural resources and environmental depletion, promotion of the recycling process, efficient energy use and reduction of electrical consumption for the buildings, and increase of green spaces. The REIT also provides knowledge and training to its employees on environment, safety, health and hygiene.

### Important CSR Mission

#### Energy and Water Conservation

In 2020, the REIT and the REIT Manager continue to place emphasis on energy conservation and preservation of natural resources, some of which are limited resources and non-renewable, and commit to comply with the framework of the National Energy Policy Council Act B.E. 2535, and relevant laws. The REIT Manager also prescribes that its business units and subunits, the Property Manager, trade partners, and tenants are informed and are aware of economical and efficient energy

use and energy management. It likewise arranges to have a monthly assessment summary and a monthly follow-up on energy consumption, which is used as a tool to review the REIT's energy use. The REIT Manager also advises the building tenants on energy saving benefits, and periodically promotes efficient use of water resources and energy via various media channels to tenants and visitors to the building. The REIT applies relevant energy conservation into its operation and preventive maintenance policies, which prescribe relevant system reviews and performance analysis to assure that the current capability and the conditions of its operating system are up to the required standard, and all machinery remains in good condition, and ready for use. The review and analysis process help to extend the useful life of equipment and provides useful information for appropriate energy management of the buildings. In the energy conservation plan of each of the REIT's buildings, relevant conservation policies and objectives are clearly stated. The plans are submitted to the Department of Alternative Energy Development and Efficiency, Energy Ministry, the key summary thereof is as follows:

#### Sathorn Square

The environment and energy management policies of Sathorn Square Building have been awarded the gold honor of Leadership in Energy and Environment Design (LEED) from the U.S. Green Building Council (USGBC). Policies and practice are as follows:

1. Operate and develop the appropriate energy management system by implementing it as a part of the organization policy.
2. Continue to improve the efficiency of energy consumption, corresponding to the corporate culture, technologies, good practices, and applicable laws.
3. Energy conservation activities are the responsibility of executives and all employees.
4. Operate business and activities compliance with measures according to the energy conservation and management standard.
5. Reinforce and develop all resources including human resources, budgets, and all necessary matters to achieve its energy conservation milestone.
6. The property manager in accordance with the Energy Management Committee will annually conduct and improve the company policies, goals, and action plans in energy

conservation as well as pushing forward its plans into practice. Moreover, providing communication to all employees to understand the importance of conserving energy.

### **Park Ventures Ecoplex**

Park Ventures Ecoplex was the first building awarded with platinum certification in Leadership in Energy and Environmental Design (LEED), which is the top honor from the U.S. Green Building Council (USGBC).

Park Ventures Ecoplex emphasizes energy management which is considered to be one of the significant aspects of the environment and community. Energy conservation is the cooperative approach and responsibility for both the private and public sectors in developing and harnessing sustainability. Therefore, Park Ventures Ecoplex has imposed the energy conservation policy to abide by the operational guidelines in stimulating and implementing the energy management plan effectively. The policies are as follows:

1. Operate and develop the applicable energy management system by imposing its energy conservation plans as parts of the business operation under applicable laws and regulations.
2. Continue to improve the efficient use of the energy consumptions according to the business operations, technologies, and standard of procedures.
3. Abide by applicable laws and regulations related to energy conservation and conduct the energy conservation plans and achievements annually as well as delivering communications to all employees to ensure accurate understanding and compliance.
4. Energy conservation is the duty and responsibility of executives and employees at all levels and they are required to deliver their cooperation to comply with the energy conservation measures, monitor, and report any relevant information to the Energy Management Committee.
5. Reinforce the necessary resources, including human resources, budget, time as well as training courses to encourage all employees' engagement that is beneficial to the development of energy conservation plans.
6. Executives and Energy Management Committee shall revise and develop the energy management policies, goals, and action plans annually.

In 2020, the REIT and REIT Manager who oversee Sathorn Square and Park Ventures Ecoplex, have established the energy conservation plans and including training programs and activities to promote energy conservation as well as monitoring, evaluating, and analyzing any errors of its plans accordingly. In the year 2020, the company has replaced all of the fluorescent light bulbs with LED in the central corridor, parking lot, and fire escape to save electricity expenses. This results in an electricity cost saving of 10% per year. Along with the adjustment of operating the central air conditioner (chiller) accordingly to the seasons to reduce the use of energy and to maintain the proper temperature of the air conditioning system. In addition to this, there is a system to control the amount of hot temperature outside the buildings to balance the air conditioning system. There is also a carbon dioxide detection system in the office buildings for circulating indoor air quality to maintain health and comfort for building occupants.

The energy conservation plans of both buildings are consistently contributed to the community. They are focused on training programs and public relations campaigns to raise awareness and concern on energy conservation as well as put them into practice. The energy conservation plans are as follows:

### **Environment Protection**

As an asset allocation management along with its surrounding, REIT maintains its environment-friendly operations to society, communities, and building occupants according to the relevant environmental laws. The building management is consistently put into practice under the action plans. The Property Manager also organizes expert advisory and agency regarding environmental performances such as:

- Maintain and uphold the building quality according to the Green Building Standard of the Leadership in Energy and Environment Design (LEED) from the U.S. Green Building Council (USGBC).
- Monitor and maintenance of the wastewater treatment system to inspect the quality of decontaminating effluent.
- Ozone-depleting substances that are anticipated to have harmful effects on the ozone layer in the atmosphere, must not be used in the air conditioning systems of the buildings. Only approved refrigerants and cleaning solutions are permitted.

- Monitor the aeration system in the underground parking lots to reduce the carbon monoxide (CO) and carbon dioxide (CO<sup>2</sup>) content in the parking area.
- Maintain the green space and landscape of the buildings by professional advisory and consulting services.

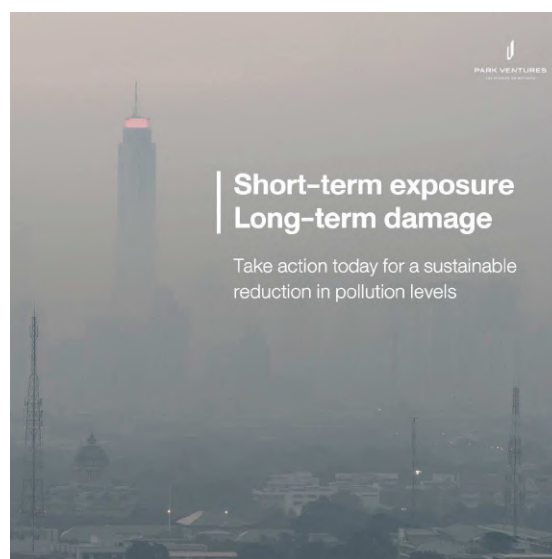
### Occupational Health and Safety

Corporate social responsibility in occupational health and safety is one of the roles and responsibilities of REIT that imposed upon the applicable laws. REIT is strictly committed to operating the business in compliance with the Labor Protection Act B.E. 2541. Especially the Occupational Safety, Health, and Environment Act B.E. 2544 which implements safety control measures for OHS management activities in the workplace. Employees are the most valuable assets in the organization; therefore, the organization needs to promote employees' well-being and good quality of life. At the present, there are technologies, innovations, tools and machinery, and chemical substances in the building maintenance to enhance the service quality for building occupants according to the mutual agreement and contract.

For safety reasons to the tenants and building occupants, the annual fire emergency evacuation procedures have been imposed in the workplace under the applicable laws and regulations. The Property Manager also organizes the rehearsal of fire drills and evacuation plans every month for employees to be vigilant for the unlikely event of an emergency. By doing this, it is not only developed the practical training skills for the crisis but for the Property Manager to regularly review the emergency and evacuation procedures as well.

Moreover, REIT has put a concern on air pollution from Fine Particulate Matter 2.5 (PM 2.5) which adverse health impacts on building occupants. The air filters have been replaced with the PM2.5 filtration performance of electret air filter in office buildings and installed fresh air purifier systems (Fresh Air) to maintain the positive indoor air pressure and to prevent the outdoor contaminants under the Minimum Efficiency Reporting Value-13 (MERV-13) standard which pleated filter attracts and captures airborne particles less than one micron in size along with increase the frequency of cleaning the air filters to reduce the accumulation of the particles. In addition to this, the company has conducted PM2.5 concentration levels across all floors of the buildings and as a result, all areas were in the average concentration and standard deviation. These

implemented measures have imposed confidence on the building occupants.



Furthermore, the situation of the covid-19 pandemic has rapidly and continuously affected across the globe. REIT is aware of the building occupants' health and safety including put concerns on social responsibility by imposing measures to control and prevent the potential risks. The company has emerged the screening points at the main entrance and exits of the buildings to all employees including visitors to build confidence among building occupants. To prevent the transmission of the virus, the measures in response to the covid-19 are strictly and continuously enacted as follows:

- Regularly sanitize all necessary areas such as ticket exchange counters, access control cards, parking tickets, automatic turnstiles, and passenger elevators inside and outside of the buildings with disinfectants.
- Organize weekly cleaning and disinfection in the common area including the use of a UV disinfection and sterilization robot.
- Provide alcohol-based hand sanitizers in front of the elevators, at the elevator hall, and ticket exchange counters.
- Conduct temperature checks on all employees before entering the buildings.
- Facilities staff must wear gloves and masks to avoid direct contact with visitors to prevent and reduce the risk of spreading the virus.

- Request building occupants for cooperation to wear masks at all times. Wash your hands with hand soap or alcohol-based sanitizer gel or disinfectants regularly. Maintain social-distancing and refrain from talking in the elevators.

Foodival Project is a project that provides various kinds of food to promote excitement and entertainment for occupants and their buildings.



### Activities

Over this year, Golden Ventures REIT has organized social activities that are beneficial to the general communities and the public. The ongoing participated activities are:

### Corporate Social Responsibility (CSR) and Customer relationship management (CRM)

It is an activity to build a positive relationship between building occupants and the premises. It creates a special connection for building occupants that they are nurtured for and that they feel proud to work in the buildings such as: Farm to Park Project involves selling organic and natural products selected directly from the organic farms for healthy living people including whole food, vegetables, fruits, and natural materials.

Doi Tung Plus, the Social Enterprise Store displays merchandise and the product under the Doi Tung Development Project which provides sustainable welfare, economic and licit livelihoods of local communities by supporting Doi Tung products, Abhaibhubejhr, Jasberry, Chewar, 141 Socialgiver, Wanita, and more. These projects are continuously organized by both buildings every year.

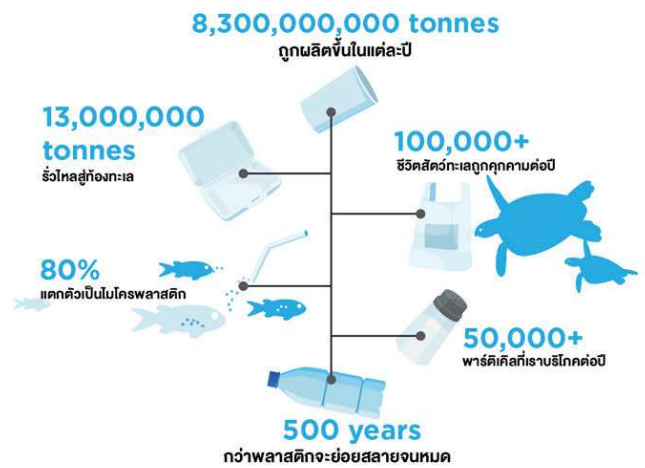
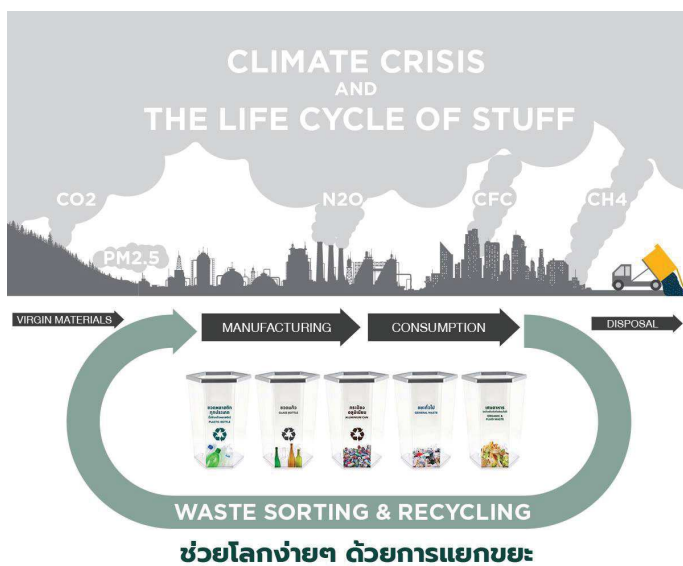






### Corporate Social and Environmental Responsibility

To build an awareness of environmental and energy conservation (Green Event), over the year, REIT has recognized the importance of environmental problems therefore REIT has initiated the energy conservation campaign and the reduction of plastic waste throughout social media. This is to promote and raise awareness of energy and resource efficiency. Due to the waste problems at the moment, Park Ventures and Sathorn Square have participated in waste management by requesting cooperation from building occupants to practice waste sorting methods to characterize the waste stream generated in the first place.



### THE DRAMATIC JOURNEY OF PLASTIC

ร่วมกันคิดแยกขยะ ลดปัญหาพลาสติก



### Blood Donation Campaign

Park Ventures Ecoplex and the Thai Red Cross Society co-hosted a blood donation campaign that takes place every quarter of the year. Sathorn Square has also facilitated its venue for this activity for any interested building occupants.

**+ ขอเชิญร่วมบริจาคโลหิต**

@ PARK VENTURES

**ปาร์ควেন্টเชอร์ อีโคเพล็กซ์**

ร่วมกับศูนย์บริการโลหิตแห่งชาติ สภากาชาดไทย จัดหน่วยรับบริจาคโลหิต

“ วันพุธที่ 26 สิงหาคม 2563  
เลื่อนวันปฏิบัติงาน ขึ้น 1 ปาร์ควেন্টเชอร์ อีโคเพล็กซ์  
เวลา 9.00-15.00 น.  
พักกลางวัน 12.00-13.00 น. ”

หากท่านมีข้อสงสัยประการใด กรุณาติดต่อฝ่ายบริหารอาคาร โทร 02 650 9541 #1113





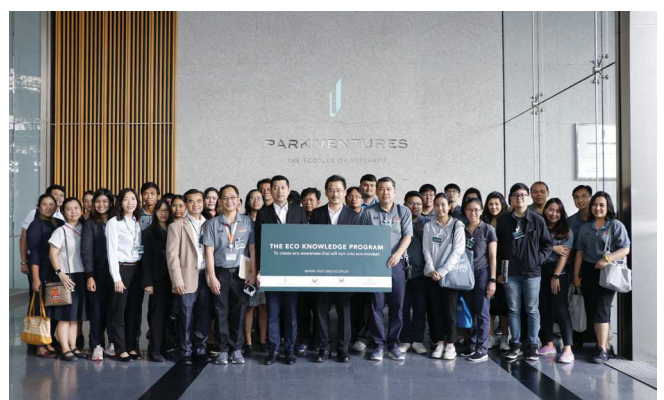
### Pan-Kan Children Project

It is a charity project in which Park Ventures Ecoplex and Sathorn Square have participated every year to raise funds for scholarships for children in need under the care of the Yuwabadhana Foundation.

Furthermore, REIT has also recognized the global environmental impact of solid waste pollution therefore REIT has organized the “TRASH TO GIVE” project at Park Ventures and Sathorn Square. This project is to exchange waste from the building occupants as donations to the Environmental Foundation, for instance, the Green World Foundation.



Park Venture Ecoplex is an energy efficient building which is platinum-certified by LEED. Furthermore, it is a leading prototype project for building energy conservation, the first of its kind in Thailand. The goal is to support both public and private organizations with importance given to green buildings, or energy-efficient buildings. The building provides ‘Be green the eco knowledge program’ for interested people to visit and learn about the architectural and structural systems of the building which focus on managing and leveraging the energy. For the past year, there were many people interested and joined the program. For instance, students from architecture and planning, Thammasat university and students from engineering faculty, Chulalongkorn university.







The Company, as REIT Manager, realizes the importance of participating in environmental conservation, coupled with operating in a manner that is correct and within the framework of good governance. Showing responsibility to society and the environment is not considered a supplementary role but an important duty.



Therefore, the REIT operates in a way which creates a balance for the sustainability of society and the environment. It must cooperate with parties from both within and outside the organization, and must be adaptable when interpreting and accessing information, needs, and study various impacts which are key factor of sustainable success of corporate social responsibility objectives.



## Market Overview for Real Estate Industry of Invested Properties

### Thailand's Economic Outlook

The condition of Thailand and the global economy in 2020 has 23wqeasencountered a recession. The new investment was halted by the covid-19 pandemic in many countries around the world since the end of 2019. The Office of the National Economic and Social Development Council revealed that in the first half of 2020, it declined by 6.9%, continued from a 2.0% drop in the Q1/2020. This was mainly due to the decrease in goods exports and services, private investment, and the final consumption expenditures of the private sectors while the government's final consumption expenditures and public investment expanded. In terms of manufacturing, agricultural sectors fell by 3.2% due to the drought situation and the non-agricultural sector declined by 12.9%, compared to a 1.3% drop in Q1/2020. Due to the covid-19 pandemic, manufacturing activities both domestically and internationally in the industrial production sector and service sector have been adversely affected. The manufacturing of industrial products declined by 14.4%, the service sector declined by 12.3%, compared to a 0.9% drop in the previous quarter. These have complied with the decreasing number of foreign tourists and the implementation of measures to control and prevent the covid-19 pandemic within the country which resulted in the significant decrease of major activities in the service sector such as activities in accommodation and foodservice sectors, wholesale and retail trade sectors, transportation and warehouse storage sectors, and art and entertainment sectors, etc. The private final consumption expenditures decreased by 6.6%. The investment, import and export, and service sectors reduced by 8.0%, 28.3%, and 23.3% respectively while the government's final consumption expenditures grew by 1.4%

after seasonally adjusted. Thailand's economy declined by 9.7% in Q2/2020.

In the first half of 2020, the Gross Domestic Product (GDP) declined by 9.7%, continued from a 2.5% drop in Q1/2020. GDP at the annual price was 3,546.9 billion baht after deducting net primary income paid abroad of 188.4 billion baht. The remaining Gross National Income (GNI) equaled 3,358.5 billion baht.

The Office of the National Economic and Social Development Council projected that in case there was no second wave of the outbreak in the country, Thailand's economic outlook in the remaining year of 2020, would gradually improve from the lowest point in the first half of the year. This was due to the ease of the government pandemic control measures which would result in a domestic economy to be able to adjust to the normal conditions. The economic activities in trading partner countries, disbursement under the government's budget framework, economic driving measures and driving forces from manufacturing in exports of goods that benefit from trade protection measures, and the covid-19 pandemic, would gradually improve. However, the level of economic activities and income base in the second half of the year were likely to remain at the lower level comparing to the same period of the previous year according to the delay in hosting of foreign tourists, the impact of the drought, and the increase of the unemployment rate in the economic system. Meanwhile, the situation of the covid-19 pandemic, the U.S policy direction during the period before and after the election, and the economic stability problems within the country were the potential risk factors that need to be monitored and assessed closely..

### Thailand GDP Growth Rate (Percentage)

Growth Rate (%)	2019	2019				2562 (H1)	2020	
		Q1	Q2	Q3	Q4		Q1	Q2
Gross Domestic Product	2.4	2.9	2.4	2.6	1.5	-7.1	-2.0	-12.2
<b>Manufacturing Sector</b>								
Agricultural Sector	-0.2	1.7	-1.4	2.7	-2.5	-6.5	-9.8	-3.2
Non-agricultural Sector	2.6	3.0	2.8	2.5	2.0	-6.7	-1.3	-12.9
<b>Spending</b>								
Private Consumption	4.5	4.8	4.7	4.3	4.1	-2.1	2.7	-6.6
Government Consumption	1.4	3.5	1.5	1.7	-0.9	-0.7	-2.8	1.4
Total Investment	2.1	3.2	1.9	2.7	0.7	-7.2	-6.5	-8.0
Export of Product and services	-2.6	-3.5	-4.0	0.6	-3.4	-17.6	-7.3	-28.3
Import of Product and services	-4.4	0.1	-3.4	-5.9	-7.9	-13.2	-3.1	-23.3

source: Office of the National Economic and Social Development Council

## Office Building Market Overview (Bangkok Area)

For an overview of the office building market in the half-year of 2020 from the Real Estate Information Center mentioned that office buildings in Bangkok Metropolitan in the first half of the year 2020 during the severe covid-19 pandemic, the supply of total office space in Bangkok area has continued to increase from the Q1/2020 and at the end of the Q2/ 2020, the total office space in Bangkok has also continued to increase. This referred to the opening of 3 office building projects. In addition to this, there are still office areas under construction with approximately 1.1 million sq.m. The projects are expected to be completed between 2020-2022. The entrepreneurs continued to develop office building projects because they have foreseen the low-risk market.

The overview of the office rental space market in Bangkok in the first half of 2020 (January-June 2020) is still in a positive direction. The rental rate of the office space in both the Central Business District (CBD) and Non-Central Business District (non-CBD) has consistently grown. At the same time, the average occupancy rate also appeared to be at a high level. This indicates that office rental market conditions in Bangkok are still avid due to the high demand for office space at the present.

The covid-19 pandemic in Q2/2020 has inevitably affected many office buildings by the government's lockdown measures and curfew restrictions. Working from home and social distancing measures have been applied to many companies to reduce travel risks and prevent the transmission of the covid-19.

### Supply

The supply of office space for leasing in Bangkok was 9.15 million sq.m. In the first half of 2020, the supply for office space was increased under 3 new projects which were Spring Tower at Phaya Thai with 27,255 sq.m. rental space, Tipco Tower II at Rama VI Road with 14,238 sq.m. rental space, and TRR Tower at Naradhiwas Rajanagarindra. All three projects offered a total space of 57,071 sq.m.

The total office space in Bangkok CBD is more than 4.51 million sq.m. of which approximately 1.54 million sq.m. or 31.8% is considered to be Prime Office Space Grade A. Grade B office space offered around 3.02 million sq.m. or 68.2% of the total office space available in the CBD. By the end of 2020, the total supply for Grade B buildings located at the non-CBD area in Bangkok will increase by 7 more buildings that are under construction with approximately 90,100 sq.m.

The enhancement of office for lease in Bangkok for Q2/2020 has decreased from the previous quarter by 16,805 sq.m. or 23.4%. This was due to the postponement of major tenants to move to the new office buildings, the contraction of office space by leaseholders caused by the impact of the covid-19 outbreak, and the economic recession.

### Demand

The demand for office rental in Bangkok shows that, in Q2/2020, the total occupied space is 8.38 million sq.m. or 91.6% of the occupancy rate, which decreased 0.5% from the previous quarter.

Regarding office space in CBD, they were occupied by a total of 4.15 million sq.m. out of 4.51 million sq.m. or 91.4% of the occupancy rate.

### Rental Rates

CBRE Research Department Thailand, the real estate consulting agency, reported, that during Q2/2020, the average rental rate of grade A office space in CBD was 1,100 baht/sq.m./month which increased up to 4.3%, compared to the same period last year while grade A office space in non-CBD

acquired the average rental rate of 898 baht/sq.m./month which increased up to 2.5%, compared to the same period last year.

Colliers International Thailand, real estate research and advisory, projected the rental trends in 2020 that even though there was no new employment in business sectors due to the economic slowdown and the attempts of cost reduction in preparing for the economic impacts that may occur however most of the office leasing are long-term contracts and as a result, the office rental market would not be much affected. They also foresaw the opportunities for many companies to expand their office spaces since the existing areas are too congested or there are the needs for travel comfort and access to better facilities. In the past years, there was an increasing number of employees in many companies but with the limitation in supply so they were unable to expand their offices. Thus, the overall office leasing market will remain steady this year.

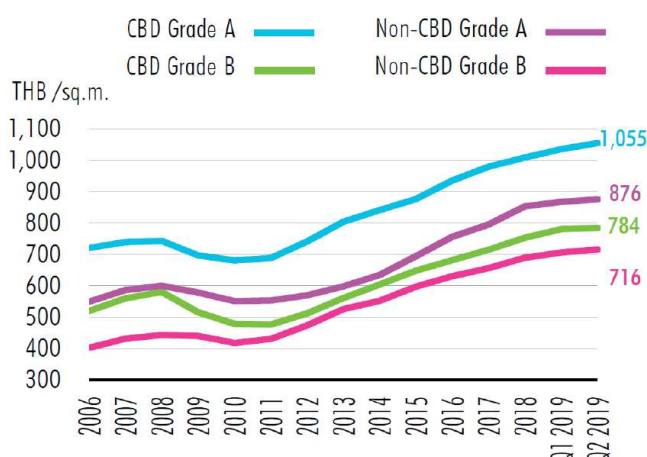
The average rental rate of the grade A and B office space located in CBD and Non-CBD areas from 2011 onwards have continuously grown by 3-5% annually. This indicated a positive direction even though the supply was limited

Available Office Rental Space and Occupancy Rates

	Q1/2020			Q2/2020		
	Total office area (million m <sup>2</sup> )	Occupied area (million m <sup>2</sup> )	Occupancy rate (%)	Total office area (million m <sup>2</sup> )	Occupied area (million m <sup>2</sup> )	Occupancy rate (%)
Total office space in Bangkok	9.15	8.38	91.6	9.09	8.38	92.1
Supply of office space in CBD area	4.51	4.15	91.4	4.56	4.16	91.3
Supply of Grade A office space in CBD area	1.54	1.39	90.3	1.54	1.39	90.3

Source: CBRE Thailand (Research Department)

Rental Rates by Grade and Location



Source: CBRE Thailand (Research Department)

## Opinion of the Trustee for the REIT's Operation for Fiscal Year Ended 30 September 2020



หลักทรัพย์จัดการกองทุนสินทรัพย์  
开泰基金管理 KASIKORN ASSET MANAGEMENT



### Opinion of the Trustee

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

I, Kasikorn Asset Management Company Limited, as the Trustee of Real Estate Investment Trust, has supervised and monitored the management of the Golden Ventures Leasehold Real Estate Investment Trust managed by Univentures REIT Management Company Limited for the accounting period from 1 October 2019 to 30 September 2020.

I am of the opinion that Univentures REIT Management 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

Kasikorn Asset Management Company Limited

Mr. Vittawat Ajchariyavanich  
Executive Vice President

Property Business Management Division

Kasikorn Asset Management Company Limited

2 November 2020

## Independent Auditor's Report



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### Independent Auditor's Report

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

##### *Opinion*

I have audited the accompanying financial statements of Golden Ventures Leasehold Real Estate Investment Trust ("the Trust"), which comprise of the balance sheet and details of investments as at 30 September 2020, the statements of income, changes in net assets, cash flows and the significant financial information for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Trust as at 30 September 2020, and its financial performance, changes in net assets, cash flows and the significant financial information for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

##### *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 issued by the Federation of Accounting Professions that is relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

##### *Key Audit Matters*

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



Valuation of investments in leasehold properties	
Refer to Notes 4 and 7 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>Investments in leasehold properties are measured at fair value and are material to the Trust's financial statements. The fair value of investments in leasehold properties is estimated by income approach using discounted future cash flows based on future operating results of each property. The Trust engaged independent external valuers to assist in valuing the fair value of these investments.</p> <p>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 of assets.</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 key assumptions used in the valuation by comparing them against historical data considering the reasonableness of significant movement in the property valuation from prior year sampling checked the relevant documents, and 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 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 TFRSs, 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.

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, related safeguards. *W.*





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

A handwritten signature in blue ink, appearing to read 'W. Bth'.

(Wilai Buranakittisophon)  
Certified Public Accountant  
Registration No. 3920

KPMG Phoomchai Audit Ltd.  
Bangkok  
20 November 2020

## Financial Statements

### for the Year ended 30 September 2020

#### Golden Ventures Leasehold Real Estate Investment Trust

##### Balance sheet

		30 September	
	Note	2020	2019
		(in Baht)	
<b>Assets</b>			
Investments in leasehold properties at fair value			
(At cost as at 30 September 2020: Baht 9,899 million,			
30 September 2019: Baht 9,899 million)	7	10,197,800,000	10,181,000,000
Investments in securities at fair value			
(At cost as at 30 September 2020: Baht 1,036 million,			
30 September 2019: Baht 919 million)		1,060,050,695	943,014,666
Cash on hand and at banks	6, 8	37,163,962	52,881,028
Rental and service receivables	6, 9	33,437,974	17,738,150
Accrued interest income	6	43,170	224,378
Prepaid expenses	6	2,855,423	18,418,767
Deferred expenses	6, 10	14,148,469	44,255,135
Other assets	6	2,612,680	1,726,799
<b>Total assets</b>		<b>11,348,112,373</b>	<b>11,259,258,923</b>
<b>Liabilities</b>			
Other accounts payable	6	14,069,251	6,886,205
Accrued expenses	6, 15	89,296,390	74,105,545
Rental and service income received in advance	6	24,883,548	23,321,769
Deposits from rental and services	6	288,688,813	302,769,689
Debenture	11	1,997,841,113	1,997,554,986
Other liabilities		3,799,408	5,762,602
<b>Total liabilities</b>		<b>2,418,578,523</b>	<b>2,410,400,796</b>
<b>Net assets</b>		<b>8,929,533,850</b>	<b>8,848,858,127</b>

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Balance sheet

		30 September	
	<i>Note</i>	2020	2019
		<i>(in Baht)</i>	
<b><i>Net assets</i></b>			
Trust registered capital	12	8,046,150,000	8,046,150,000
Capital from unitholders	12	8,046,150,000	8,046,150,000
Retained earnings	12	883,383,850	802,708,127
<b>Net assets</b>		<b>8,929,533,850</b>	<b>8,848,858,127</b>
Net asset value per unit		10.9591	10.8601
Number of units issued at the end of year (units)		814,800,000	814,800,000

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

## Golden Ventures Leasehold Real Estate Investment Trust

## Detail of investments

Type of investments	Areas held by the Trust	30 September 2020			30 September 2019		
		Cost	Fair value	Percentage of investment	Cost	Fair value	Percentage of investment
(in Baht)							
Investments in leasehold properties (Note 7)							
Leasehold rights on office building including its component parts and other systems							
Park Ventures Ecoplex Project							
(excluding the area for The Okura Prestige Bangkok Hotel)							
Location: 57, Wireless Road, Lumpini, Pathumwan, Bangkok 10330							
Leasehold rights on office building including its components							
and other systems		53,304 sq.m.	2,984,273,938		2,984,273,938		
Furniture, fixtures and equipment			5,580,873		5,580,873		
			2,989,854,811		2,989,854,811		
Related acquisition costs			30,498,205		30,498,205		
		3,020,353,016	3,307,000,000	29.37	3,020,353,016	3,290,000,000	29.57

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Detail of investments

Type of investments	Areas held by the Trust	30 September 2020			30 September 2019		
		Cost	Fair value	Percentage of investment	Cost	Fair value	Percentage of investment
		(in Baht)			(in Baht)		
Subleasehold rights on land, office building including its component parts and other systems							
Sathorn Square Project							
Location: 98, North Sathorn Road, Silom, Bangrak, Bangkok 10500							
Subleasehold rights on land, office building including its component parts and other systems	114,567 sq.m.	6,777,233,710			6,777,233,710		
Furniture, fixtures and equipment		37,179,715			37,179,715		
		6,814,413,425			6,814,413,425		
Related acquisition costs		63,812,246			63,812,246		
		6,878,225,671	6,890,800,000	61.21	6,878,225,671	6,891,000,000	61.95
Total investments in leasehold properties		9,898,578,687	10,197,800,000	90.58	9,898,578,687	10,181,000,000	91.52

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

## Golden Ventures Leasehold Real Estate Investment Trust

## Detail of investments

Type of investments	30 September 2020			30 September 2019		
	Cost	Fair value	Percentage of investment	Cost	Fair value	Percentage of investment
		(in Baht)		(in Baht)		
<b>Investments in securities</b>						
Unit trust						
Krungsri Star Plus Fund	439,692,449	441,013,279	3.92	-	-	-
Krungsri Smart Fixed Income Fund	597,088,849	619,037,416	5.50	471,165,000	490,396,286	4.41
TMB Ultra-Short Bond Fund	-	-	-	406,098,000	410,432,421	3.69
K-Treasury	-	-	-	41,548,000	42,185,959	0.38
<b>Total investments in securities</b>	<b>1,036,781,298</b>	<b>1,060,050,695</b>	<b>9.42</b>	<b>918,811,000</b>	<b>943,014,666</b>	<b>8.48</b>
<b>Total investments</b>	<b>10,935,359,985</b>	<b>11,257,850,695</b>	<b>100.00</b>	<b>10,817,389,687</b>	<b>11,124,014,666</b>	<b>100.00</b>

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Statement of income

		For the year ended 30 September	
	Note	2020	2019
		(in Baht)	
<b>Investment income</b>			
Rental and service income	6	1,178,776,374	1,208,147,620
Interest income	6	330,932	1,185,549
Other income		4,195,563	3,415,339
<b>Total income</b>		<b>1,183,302,869</b>	<b>1,212,748,508</b>
<b>Expenses</b>			
Cost of rental and services	6	190,811,869	201,130,415
Management fee	6, 15	19,168,835	19,200,897
Trustee fee	6, 15	9,159,958	8,977,163
Registrar fee	15	2,270,780	2,655,057
Property management fee	6, 15	129,874,033	114,354,111
Professional fee		3,119,376	1,625,031
Administration expenses		4,337,849	4,208,752
Amortisation of deferred expenses	10	30,106,666	30,024,407
Finance cost	6	73,086,211	72,561,724
<b>Total expenses</b>		<b>461,935,577</b>	<b>454,737,557</b>
<b>Net investment income</b>		<b>721,367,292</b>	<b>758,010,951</b>
<b>Net gain on investments</b>			
Net realised gain from sale of investments			
in securities		8,734,134	8,601,055
Net unrealised gain on investments in securities		280,698	7,188,999
Net unrealised gain on investments in			
leasehold properties		16,800,000	114,500,000
<b>Total net gain on investments</b>		<b>25,814,832</b>	<b>130,290,054</b>
<b>Net increase in net assets from operations</b>		<b>747,182,124</b>	<b>888,301,005</b>

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



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

		For the year ended	
		30 September	
	<i>Note</i>	2020	2019
		<i>(in Baht)</i>	
<b><i>Increase in net assets from operations during year</i></b>			
Net investment income		721,367,292	758,010,951
Net realised gain from sale of investments in securities		8,734,134	8,601,055
Net unrealised gain on investments in securities		280,698	7,188,999
Net unrealised gain on investments in leasehold properties	7	16,800,000	114,500,000
<b>Increase in net assets from operations</b>		<b>747,182,124</b>	<b>888,301,005</b>
Distribution to unitholders	13	(666,506,401)	(687,609,720)
<b>Increase in net assets during year</b>		<b>80,675,723</b>	<b>200,691,285</b>
Net assets at the beginning of year		8,848,858,127	8,648,166,842
<b>Net assets at the end of year</b>		<b>8,929,533,850</b>	<b>8,848,858,127</b>

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Statement of cash flows

	For the year ended	
	30 September	
	2020	2019
	(in Baht)	
<b><i>Cash flows from operating activities</i></b>		
Net increase in net assets from operations	747,182,126	888,301,005
<i>Adjustments to reconcile net increase in net assets from operations to net cash from operating activities:</i>		
Purchases of investments in securities	(1,355,900,000)	(1,208,011,000)
Cash received from sales of investments in securities	1,247,878,803	1,054,493,005
Amortisation of deferred expenses	30,106,666	30,024,407
Increase in rental and service receivables	(15,699,825)	(3,001,817)
Decrease in prepaid expenses	15,563,344	430,306
(Increase) decrease in other assets	(885,882)	14,367
Increase (decrease) in other accounts payable	7,183,047	(12,121,700)
Increase in accrued expenses	15,186,613	14,780,113
Increase in rental and service income		
received in advance	1,561,779	3,897,032
(Decrease) increase in deposits from rental and services	(14,080,876)	10,557,005
(Decrease) increase in other liabilities	(1,963,195)	328,746
Interest income	(330,932)	(1,185,549)
Interest received	512,139	1,322,968
Finance cost	73,086,211	72,561,724
Net realised gain from sale of investments in securities	(8,734,134)	(8,601,055)
Net unrealised gain on investments in securities	(280,698)	(7,188,999)
Net unrealised gain on investments in leasehold properties	(16,800,000)	(114,500,000)
<b>Net cash flows from operating activities</b>	<b>723,585,186</b>	<b>722,100,558</b>

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

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

	For the year ended	
	30 September	
	2020	2019
	<i>(in Baht)</i>	
<b><i>Cash flows from financing activities</i></b>		
Interest paid	(72,798,904)	(72,600,000)
Distribution to unitholders	(666,503,348)	(687,621,990)
<b>Net cash flows used in financing activities</b>	<b>(739,302,252)</b>	<b>(760,221,990)</b>
 <b>Net decrease in cash on hand and at banks</b>	 <b>(15,717,066)</b>	 <b>(38,121,432)</b>
Cash on hand and at banks at the beginning of year	52,881,028	91,002,460
<b>Cash on hand and at banks at the end of year</b>	<b>37,163,962</b>	<b>52,881,028</b>

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Significant financial information

	2020	2019	2018	2017	For the period from 22 March 2016 (date of incorporation) to 30 September 2016
	<i>(in Baht)</i>				
<i>Information on operating results (per unit)</i>					
Net asset value at the beginning of year	10.8601	10.6138	10.0830	10.0933	-
Income from investing activities					
Net investment income	0.8853	0.9303	0.9080	0.8578	0.4126
Net realised gain (loss) from sale of investment	0.0108	0.0106	-	(0.0052)	-
Net unrealised gain (loss) on investments	0.0209	0.1493	0.3920	(0.0582)	(0.1128)
Total income from investing activities	0.9170	1.0902	1.3000	0.7944	0.2998
Add: Increase in capital from unitholders	-	-	-	-	10.0000
Less: Distribution to unitholders	(0.8180)	(0.8439)	(0.7692)	(0.6797)	(0.2065)
The reduction of paid-in capital distributed	-	-	-	(0.1250)	-
Net asset value at the end of year	10.9591	10.8601	10.6138	10.0830	10.0933
<b>Ratio of net increase in net assets from operations to average net assets during the year (%)</b>	<b>8.42</b>	<b>10.20</b>	<b>12.73</b>	<b>7.86</b>	<b>2.95</b>

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Significant financial information

	2020	2019	2018	2017	For the period from 22 March 2016 (date of incorporation) to 30 September 2016
	<i>(in Baht)</i>				
<b>Information on operating results (per unit)</b>					
Net asset value at the beginning of year	10.8601	10.6138	10.0830	10.0933	-
Income from investing activities					
Net investment income	0.8853	0.9303	0.9080	0.8578	0.4126
Net realised gain (loss) from sale of investment	0.0108	0.0106	-	(0.0052)	-
Net unrealised gain (loss) on investments	0.0209	0.1493	0.3920	(0.0582)	(0.1128)
Total income from investing activities	0.9170	1.0902	1.3000	0.7944	0.2998
Add: Increase in capital from unitholders	-	-	-	-	10.0000
Less: Distribution to unitholders	(0.8180)	(0.8439)	(0.7692)	(0.6797)	(0.2065)
The reduction of paid-in capital distributed	-	-	-	(0.1250)	-
<b>Net asset value at the end of year</b>	<b>10.9591</b>	<b>10.8601</b>	<b>10.6138</b>	<b>10.0830</b>	<b>10.0933</b>
<b>Ratio of net increase in net assets from operations to average net assets during the year (%)</b>	<b>8.42</b>	<b>10.20</b>	<b>12.73</b>	<b>7.86</b>	<b>2.95</b>

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

## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

For the year ended 30 September 2020

Note	Contents
1	Description of Golden Ventures Leasehold Real Estate Investment Trust
2	Basis of preparation of the financial statements
3	Distribution policy
4	Significant accounting policies
5	Impact of COVID-19 outbreak
6	Related parties
7	Investments in leasehold properties
8	Cash on hand and at banks
9	Rental and service receivables
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12	Unitholders' trust
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14	Operating lease
15	Expenses
16	Information on investment purchase and sale transactions
17	Segment information
18	Financial Instruments
19	Commitments
20	Events after the reporting period
21	Accounting guidance not yet adopted



**Golden Ventures Leasehold Real Estate Investment Trust****Notes to financial statements****For the year ended 30 September 2020**

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language financial statements, and were approved and authorised for issue by the authorised director of the REIT Manager on 20 November 2020.

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

Golden Ventures Leasehold Real Estate Investment Trust (“the Trust”) is a real estate investment trust established under the Trust for Transaction in Capital Market Act, B.E.2550 (“the Act”) in accordance with the Trust Deed signed on 22 March 2016 between Univentures REIT Management Company Limited as the Trust Settlor and Kasikorn Asset Management Company Limited as the Trustee. On 22 March 2016, the Trust was established as a specific closed-end real estate investment trust with an indefinite term. The Trust’s objectives are to raise funds from investors both ordinary and juristic persons, including long-term loans from financial institutions and deposits from rental to invest in 2 projects; Park Ventures Ecoplex Project and Sathorn Square Project (see details of investments in Note 7)

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

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

As at 30 September 2020, the Trust’s major unitholder is Golden Land Property Development Public Company Limited, which holds 22.64% of the Trust issued and paid-up units (30 September 2019: 22.64%).

**2 Basis of preparation of the financial statements***(a) Statement of compliance*

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission (“SEC”).

New and revised TFRS are effective for annual accounting periods beginning on or after 1 January 2019. The initial application of TFRS 15 Revenue from Contracts with Customers, which replaces TAS 18 Revenue, TAS 11 Construction Contracts and related interpretations, has no material impact on the Trust’s financial statements.

According to SEC announcement: Rules, Condition and Procedures for Disclosure of Mutual Funds and Real Estate Investment Trusts or Infrastructure Trusts (vol. 5) dated 27 January 2020, the Mutual funds and Trusts must prepare and disclose financial statements information for the year 2020 in accordance with the accounting guidance as specified by the Association of Investment Management Companies (AIMC) with the SEC’s approval. The Trust has assessed the potential impact on the financial statements from the adoption of the accounting guidance. The material impact on the financial statements in the initial period adopted are disclosed in note 21.

*(b) Basis of measurement*

The financial statements have been prepared on the historical cost basis except for investments properties and investments in securities are measured at fair value.



## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

#### For the year ended 30 September 2020

#### (c) *Functional and Presentation currency*

The financial statements are presented in Thai Baht, which is the Trust's functional currency. All financial information presented in Thai Baht has been rounded to the nearest thousand unless otherwise stated.

#### (d) *Use of judgements and estimates*

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

#### *Assumptions and estimation uncertainties*

Information about assumption and estimation uncertainties at 30 September 2020 that have a significant risk of resulting in a material adjustments to the carrying amount of assets and liabilities in the next financial year is included in the following note 7 Investments in freehold and leasehold properties.

### 3 Distribution policy

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

- (1) The REIT Manager shall pay distributions to unitholders that, in aggregate, amount to not less than 90% of adjusted net profit for the year, with such distributions to be divided into a year-end distribution and an interim distribution in each quarter (if any). The REIT Manager shall pay distributions to unitholders not more than 4 times a year, unless the Trust increases capital. The REIT manager will pay distributions starting from the first accounting period if the Trust has sufficient profit to pay.

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

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

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

### 4 Significant accounting policies

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

#### (a) *Measurement of investments*

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

# Golden Ventures Leasehold Real Estate Investment Trust

## Notes to financial statements

### For the year ended 30 September 2020

#### *Investments in leasehold properties*

Investments in leasehold properties are stated at fair value with no depreciation charge.

The REIT Manager measured fair value at the first reporting date after the acquisition of the leasehold rights based on the cost of investments, and will remeasure them at subsequent reporting dates, using the appraisal value assessed by an independent appraiser approved pursuant to the Notification of the Securities and Exchange Commission concerning the granting of approval of valuation companies and principle valuers for public use. Valuation will be made when economic conditions change, but at least every two years, commencing from the date of the full appraisal were made. In addition, the valuation will be reviewed within one year after the latest valuation date.

The REIT Manager will not appoint same valuer to appraise the leased property for more than two consecutive times.

Gains or losses on valuation of investments in leasehold properties (if any) are presented as net unrealised gains or losses in the statement of income.

#### *Investments in securities*

Investments in securities are presented at their fair value.

The fair value of non-listed unit trusts is based on the net asset value of unit trust.

Gains or losses on measurement of investments in securities are presented as unrealised gains or losses in the statements of income.

Gain or losses on disposal of investment are recognised as income or expense as at disposal date. The cost of disposal investment is calculated by weighted average method.

#### **(b) Cash on hand and at banks**

Cash on hand and at banks in the statements of cash flows comprise cash balances and deposits.

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

Rental and service receivables are stated at their invoice price less allowance for doubtful accounts.

The recognised revenue which is not yet due under the operating lease agreements has been presented under the caption of "Rental and service receivables" at the end of reporting period.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

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

Deferred expenses comprise the trust unit issuance and offering expenses as incurred which consisted of underwriting fees and other directly related expenses. Deferred expenses are amortised as an expense over a period of 5 years on a straight-line basis.



## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

#### For the year ended 30 September 2020

#### (e) *Interest-bearing liabilities*

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest basis.

#### (f) *Measurement of fair values*

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.

The Trust has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the REIT manager.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the REIT manager assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which the valuations should be classified.

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 the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

#### (g) *Revenue*

Revenue excludes value added taxes and is arrived at after deduction of trade discounts.

##### *Rental and service income*

Rental income are recognised as revenue in the statement of income on a straight-line basis over the term of the lease. Service income which is relevant to the rental is recognised when services are rendered to customer. The recognised revenue which is not yet due under the operating lease agreements has been recorded as "Accrued income under operating leases" presented including in rental and service receivables at the end of reporting.

##### *Interest income*

Interest income is recognised in the statement of income as it accrues.

## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

### For the year ended 30 September 2020

#### (h) *Finance costs*

Interest expenses and similar costs are charged to the statement of income based on the effective interest rate for the period in which they are incurred.

#### (i) *Expenses*

##### *Operating lease*

Payments made under operating leases are recognised in the statement of income on a straight-line basis over the term of the lease.

Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

##### *Other expenses*

Other expenses are recognised in the statement of income on accrual basis.

#### (j) *Income tax*

The Trust has no corporate income tax liability since it is not the juristic entity in accordance with section 39 of the Revenue Code.

#### (k) *Distribution to unitholders*

A decrease in retained earnings is recognised as at the date a distribution is declared.

#### (l) *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.

## 5 Impact of COVID 19

Due to the COVID-19 outbreak at the beginning of 2020, Thailand and many other countries have enacted several protective measures against the outbreak, e.g. the order to temporarily shut down operating facilities or reduce operating hours, social distancing, etc. This has significantly affected world economy, production, supply chain of goods and business operation of many entities in wide areas. The Trust's manager is closely monitoring the situation and to manage the negative impact on the business as much as possible. The Trust provided the relief measure for a lessees who have affected on this situation. At 30 September 2020, the potential impact which may affect to financial statements in the next fiscal year.

# Golden Ventures Leasehold Real Estate Investment Trust

## Notes to financial statements

### For the year ended 30 September 2020

## 6 Related parties

Relationships with other related parties that the Trust had significant transactions with during the year were as follows:

Name of Entities	Country of Incorporation	Nature of Relationships	Nature of Transactions
<b>Univentures Public Company Limited Group</b>			
Univentures Public Company Limited	Thailand	Parent company of Property and REIT Manager	Rental and service income
Univentures REIT Management Company Limited	Thailand	REIT Manager	Management fee expense Rental and service income
Grand Unity Development Company Limited	Thailand	Affiliated company of Property and REIT Manager	Rental and service income
Lertrattakarn Company Limited	Thailand	Affiliated company of Property and REIT Manager	Entered into leasehold rights agreement over office building including its component parts and other systems (Note 7)
Forward System Limited	Thailand	Affiliated company of Property and REIT Manager	Car parking services expense
<b>Golden Land Property Development Public Company Limited Group</b>			
Golden Land Property Development Public Company Limited	Thailand	Parent company of Property Manager Unitholder holding 22.64% of Trust units issued and paid-up	Rental and service income
North Sathorn Realty Company Limited	Thailand	Property Manager	Property management fee expense Rental and service income Entered into subleasehold rights agreement over land, office building including its component parts and other systems (Note 7)
Golden Land Residence Company Limited	Thailand	Affiliated company of Property and REIT Manager	Rental and service income



**Golden Ventures Leasehold Real Estate Investment Trust****Notes to financial statements****For the year ended 30 September 2020**

<b>Name of Entities</b>	<b>Country of Incorporation</b>	<b>Nature of Relationships</b>	<b>Nature of Transactions</b>
North Sathorn Hotel Company Limited	Thailand	Affiliated company of Property and REIT Manager	Rental and service income
<b>Kasikornbank Group</b>			
Kasikorn Asset Management Company Limited	Thailand	Trustee	Trustee fee expense
Kasikornbank Public Company Limited	Thailand	Parent company of Trustee	Deposit Rental and service income Interest income Underwriting fee expense
<b>Other related parties</b>			
Oishi Group Public Company Limited	Thailand	Common directors	Rental and service income
TCC Assets (Thailand) Co., Ltd.	Thailand	Common directors	Rental and service income
TCC Hotel Collection Company Limited	Thailand	Common directors	Rental and service income
Southeast Management Company Limited (Formerly, TCC Land Development Co., Ltd.)	Thailand	Common directors	Rental and service income
T.C.C. Technology Co., Ltd.	Thailand	Common directors	Rental and service income Computer rental expense
One Bangkok Company Limited (Formerly, Kasemsub vadhana Co., Ltd.)	Thailand	Common directors	Rental and service income
Asia Books Co., Ltd.	Thailand	Common directors	Rental and service income
Southeast Insurance Public Company Limited	Thailand	Directors are related to directors of the Company	Rental and service income
Berli Jucker Public Company Limited	Thailand	Common directors	Purchase of consumer products and other goods
Sermasuk Public Company Limited	Thailand	Common directors	Purchase of consumer products and other goods



# Golden Ventures Leasehold Real Estate Investment Trust

## Notes to financial statements

For the year ended 30 September 2020

Name of Entities	Country of Incorporation	Nature of Relationships	Nature of Transactions
F&B International Co., Ltd.	Thailand	Common directors	Purchase of consumer products and other goods
Horeca Management Co., Ltd.	Thailand	Directors are related to directors of the Company	Purchase of consumer products and other goods
Max Asia Co., Ltd.	Thailand	Directors are related to directors of the Company	Rental and service income
Tonic International Co., Ltd.	Thailand	Common directors	Rental and service income Cost of rental and service
ASM Management Co., Ltd.	Thailand	Common directors	Rental and service income
Shinasub Co., Ltd.	Thailand	Common directors	Internet service expense
One Bangkok Holdings Co., Ltd.	Thailand	Subsidiary of an entity which has common directors	Rental and service income
Fraser Property Holdings (Thailand) Co., Ltd.	Thailand	Common directors	Rental and service income
TCC Hotel Asset Management Co., Ltd	Thailand	Directors are related to directors of the Company	Rental and service income Car parking service expense
Amarin Printing and Publishing Public Company Limited	Thailand	Subsidiary of an entity which has common Directors	Rental and service income
Kasemsubbhakdi Co.,Ltd.	Thailand	Common directors	Rental & Service income
Weerawong, Chinnavat & Partners Ltd.	Thailand	Common directors	Professional service expense
NCC Management & Development Co.,Ltd.	Thailand	Common directors	Rental & Service income
PBA Robotics (Thailand) Co.,Ltd.	Thailand	Common directors	Cleaning service expense

Other related parties have common directors with Univentures Public Company Limited Group and Golden Land Property Development Public Company Limited Group.

The pricing policies for transactions are explained further below:

**Golden Ventures Leasehold Real Estate Investment Trust****Notes to financial statements****For the year ended 30 September 2020**

<b>Transactions</b>	<b>Pricing Policies</b>
Rental and service income	- Market prices which are subject to lease space, rental rate per space, and type of lease
Interest income/Interest expense	- Interest rate based on the rate as announced by bank
Management fee	- Contractually agreed prices (Note 15 (a))
Trustee fee	- Contractually agreed prices (Note 15 (b))
Property management fee	- Contractually agreed prices (Note 15 (d))
Car parking services	- Market prices
Other expenses	- Market prices
Bank charge	- Market prices
Investments in leasehold properties	- Contractually agreed prices (Note 7)

Significant transactions for the year ended 30 September with related parties were as follows:

	2020	2019
	<i>(in thousand Baht)</i>	
<b>Revenue</b>		
Rental and service income		
Univentures Public Company Limited Group	28,926	29,473
Golden Land Property Development Public Company Limited Group	2,739	36,423
Kasikornbank Public Company Limited	6,134	7,551
Other related parties	66,011	68,465
<b>Total</b>	<b>103,810</b>	<b>141,912</b>
Interest income		
Kasikornbank Public Company Limited	331	931
<b>Expenses</b>		
Management fee		
Univentures REIT Management Company Limited	19,169	19,201
Trustee fee		
Kasikorn Asset Management Company Limited	9,160	8,977
Property management fee		
North Sathorn Realty Company Limited	129,874	114,354
Cost of rental and services		
<i>Land lease expense</i>		
Lertrattakarn Company Limited	22,805	22,742
North Sathorn Realty Company Limited	36,776	36,675
<i>Other cost of rental and services</i>		
Forward System Limited	645	595
Other related parties	7,196	7,087
<b>Total</b>	<b>67,422</b>	<b>67,099</b>
Administration expenses		
Other related parties	189	214

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2020**

	2020 (in thousand Baht)	2019
Bank charge		
Kasikornbank Public Company Limited	<u>110</u>	<u>162</u>
Balances as at 30 September with related parties were as follows:		
	2020 (in thousand Baht)	2019
<b>Cash at bank</b>		
Kasikornbank Public Company Limited	<u>37,034</u>	<u>52,751</u>
<b>Accrued interest income</b>		
Kasikornbank Public Company Limited	<u>43</u>	<u>224</u>
<b>Rental and service receivables</b>		
<i>Rental and service receivables</i>		
Univentures Public Company Limited Group	99	124
Golden Land Property Development Public Company Limited Group	-	187
Kasikornbank Public Company Limited	16	20
Other related parties	<u>398</u>	<u>1,212</u>
	<u>513</u>	<u>1,543</u>
<b>Accrued income under operating lease</b>		
Univentures Public Company Limited Group	80	-
Golden Land Property Development Public Company Limited	-	2
Golden Land Residence Company Limited	-	2
Other related parties	<u>476</u>	<u>435</u>
	<u>556</u>	<u>439</u>
<b>Total</b>	<u>1,069</u>	<u>1,982</u>
<b>Prepaid expenses</b>		
North Sathorn Realty Company Limited	<u>-</u>	<u>15,386</u>
<b>Accounts payable</b>		
Forward System Limited	115	115
Other related parties	<u>593</u>	<u>554</u>
<b>Total</b>	<u>708</u>	<u>669</u>
<b>Other accounts payable and accrued expenses</b>		
Univentures Public Company Limited Group	7,849	3,986
North Sathorn Realty Company Limited	<u>21,390</u>	<u>2</u>
<b>Total</b>	<u>29,239</u>	<u>3,988</u>
<b>Accrued management fee</b>		
Univentures REIT Management Company Limited	<u>3,809</u>	<u>3,863</u>
<b>Accrued trustee fee</b>		
Kasikorn Asset Management Company Limited	<u>1,586</u>	<u>1,566</u>



# Golden Ventures Leasehold Real Estate Investment Trust

## Notes to financial statements

### For the year ended 30 September 2020

	2020	2019
	<i>(in thousand Baht)</i>	
<b><i>Accrued property management fee</i></b>		
North Sathorn Realty Company Limited	<u>14,664</u>	<u>14,997</u>
<b><i>Rental and service income received in advance</i></b>		
Other related parties	<u>2,012</u>	<u>10</u>
<b>Total</b>	<u><b>2,012</b></u>	<u><b>10</b></u>
<b><i>Deposits from rental and services</i></b>		
Univentures Public Company Limited Group	7,003	6,912
Golden Land Property Development Public Company Limited Group	-	8,118
Kasikornbank Public Company Limited	1,517	1,517
Other related parties	<u>13,549</u>	<u>12,584</u>
<b>Total</b>	<u><b>22,069</b></u>	<u><b>29,131</b></u>

#### Commitments with related parties

As at 30 September 2020 and 2019, the Trust has commitments for annual land lease payments from entering into the agreements with Lertrattakarn Company Limited, an affiliated company of REIT Manager, and North Sathorn Realty Company Limited, Property Manager (Note 7).

## 7 Investments in leasehold properties

### *Park Ventures Ecoplex Project*

Location	At the corner of Ploenchit and Wireless Roads, directly connected with the BTS Ploenchit station.
Land ownership	The land is owned by M.L.Suthada Kasemsan and has total area of 5 Rai 36.2 sq.wah.(The Trust did not invest in land which this project located.)
Building ownership	Building is owned by Lertrattakarn Company Limited.
Gross floor area	53,304 sq.m. (excluding the area for The Okura Prestige Bangkok Hotel)
Net leasable area	Approximately 27,475 sq.m. (30 September 2019: 27,475 sq.m.)
Year of completion	2011
Type of investment	<ol style="list-style-type: none"> <li>Leasehold rights over some parts of Park Ventures Ecoplex building including its components and other systems, excluding the area for The Okura Prestige Bangkok Hotel, 23<sup>rd</sup> floor to 34<sup>th</sup> floor, some parts of 1<sup>st</sup> floor to 8<sup>th</sup> floor (except 5<sup>th</sup> floor), some parts of rooftops and some parts of basements.</li> <li>Freehold rights over furniture and equipment.</li> </ol>
Investment period	Approximately 26 years (ended on 5 September 2041).
Renewal of lease contract	When the lessor obtains the right on renew the main contract. The lessor agrees to give the right to invest and the right of first refusal to the lessee for consider to lease the assets.

On 29 March 2016, the Trust has entered into leasehold rights agreement over office building including its component parts and other systems of Park Ventures Ecoplex building approximately 26 years ended on 5 September 2041 together with purchase of freehold rights over furniture and equipment with Lertrattakarn Company Limited. The Trust paid for the total investment cost in the amount of Baht 2,997 million, for office building and its component in the amount of Baht 2,193 million, for other

# Golden Ventures Leasehold Real Estate Investment Trust

## Notes to financial statements

### For the year ended 30 September 2020

systems in the amount of Baht 791 million and purchase of freehold rights over furniture and equipment in the amount of Baht 13 million. Moreover, the Trust paid for other additional related expense in the amount of Baht 30 million which recognized in cost of investment in leasehold properties. Additionally, the Trust has commitment for land lease payment for the period of 25 years payable on every 30 August, starting from 30 August 2016 until 30 August 2040. The details were as follows;

	2020	2019
	(in thousand Baht)	
<i><b>Future minimum lease commitments under non-cancellable operation leases</b></i>		
<b>Lertrattakarn Company Limited</b>		
Within one year	20,836	18,942
After one year but within five years	83,345	83,345
After five years	372,161	396,859
<b>Total</b>	<b>476,342</b>	<b>499,146</b>

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

#### *Sathorn Square Project*

Location	At the corner of Sathorn and Narathiwat Rajanagarindra Roads, directly connected with the BTS Chong Nonsi station.
Land and building ownership	Land and building are owned by the Crown Property Bureau, total area of 5 Rai 60.32 sq.wah.
Gross floor area	114,567 sq.m.
Net leasable area	Approximately 73,955 sq.m. (30 September 2019: 73,955 sq.m.)
Year of completion	2011
Type of investment	<ol style="list-style-type: none"> <li>1. Subleasehold rights over land</li> <li>2. Subleasehold rights over the Sathorn Square office building including its components parts and other systems</li> <li>3. Freehold rights over furniture and equipment</li> </ol>
Investment period	Approximately 25 years (ended on 6 October 2040).
Renewal of sublease contract	When the sublessor obtains the right on renew the main contract. The sublessor agrees to give the right to invest and the right of first refusal to the sublessee for consider to sublease the assets.

On 29 March 2016, the Trust has entered into subleasehold rights agreement over land, office building including its components parts, and other systems of Sathorn Square office building approximately 25 years ended on 6 October 2040 together with purchase of freehold rights over furniture and equipment with North Sathorn Realty Company Limited. The Trust paid for the total investment cost in the amount of Baht 6,814 million, for office building and its component in the amount of Baht 4,901 million, for other systems in the amount of Baht 1,876 million and purchase of freehold rights over furniture and equipment in the amount of Baht 37 million. Moreover, the Trust paid for other additional related expense in the amount of Baht 64 million which recognized in cost of investment in leasehold properties. Additionally, the Trust has commitment for land sublease payment for the period of 25 years payable on every 30 September, starting from 30 September 2016 until 30 September 2040. The details were as follows;

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2020**

	2020	2019
	<i>(in thousand Baht)</i>	
<b><i>Future minimum lease commitments under non-cancellable operation leases</i></b>		
<b>North Sathorn Realty Company Limited</b>		
Within one year	54,000	36,000
After one year but within five years	162,000	144,000
After five years	518,610	576,000
<b>Total</b>	<b>734,610</b>	<b>756,000</b>

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

During the years ended 30 September 2020 and 2019, the Trust hired an independent appraiser to appraise the fair value of the investments in properties using the income approach by using discounted future cash flows. The main assumptions used in the review valuation are average rental rate, rental growth rate, average occupancy rate, operating costs, and discount rate. The Trust has revalued such investments in properties to be as fair value and has recorded net unrealized gain (losses) from such investments in the statement of income.

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

	2020	2019
	<i>(in thousand Baht)</i>	
<b>Investments in leasehold properties – at cost</b>		
Investment in leasehold properties – beginning of year	9,898,579	9,898,579
<b>Investment in leasehold properties as at 30 September</b>	<b>9,898,579</b>	<b>9,898,579</b>
<b>Net unrealised gain from investments in leasehold properties</b>		
Net unrealised gain loss from investments in leasehold properties - beginning of year	282,421	167,921
Add unrealised gain from revaluation of investments in leasehold properties during the year	16,800	114,500
Net unrealised gain from investments in leasehold properties – end of year	299,221	282,421
<b>Investment in leasehold properties as at 30 September</b>	<b>10,197,800</b>	<b>10,181,000</b>



**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2020**

**8 Cash on hand and at banks**

	2020	2019
	(in thousand Baht)	
Cash on hand	9	9
Cash at banks	37,155	52,872
<b>Total</b>	<b>37,164</b>	<b>52,881</b>

As at 30 September, the Trust invested in cash at banks as follows:

	2020	2019	2020	2019
	Interest rate		(in thousand Baht)	
	(% per annum)			
<b>Saving Accounts</b>				
Kasikorn Bank Public Company Limited	0.25	0.82	37,034	52,751
Bank of Ayudhya Public Company Limited	0.20	0.10-0.20	121	121
<b>Total</b>			<b>37,155</b>	<b>52,872</b>

Cash on hand and at banks of the Trust as at 30 September 2020 and 2019 were denominated entirely in Thai Baht.

**9 Rental and service receivables**

	Note	2020	2019
		(in thousand Baht)	
<i>Rental and service receivables</i>			
Related parties	6	513	1,543
Other parties		13,738	6,239
		<b>14,251</b>	<b>7,782</b>
<i>Accrued income under operating lease</i>			
Related parties	6	556	439
Other parties		18,631	9,517
		<b>19,187</b>	<b>9,956</b>
<b>Total</b>		<b>33,438</b>	<b>17,738</b>

Aging analyses for rental and service receivables were as follows:

	Note	2020	2019
		(in thousand Baht)	
<b>Related parties</b>			
Within credit terms		513	1,506
Overdue:			
Less than 3 months	6	-	37
		<b>513</b>	<b>1,543</b>

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2020**

	<i>Note</i>	2020 <i>(in thousand Baht)</i>	2019
<b>Other parties</b>			
Within credit terms		4,694	5,418
Overdue:			
Less than 3 months		9,042	819
Over 6 months		2	2
		<u>13,738</u>	<u>6,239</u>
<b>Total</b>		<u>14,251</u>	<u>7,782</u>
Accrued income under operating lease		19,187	9,956
<b>Total</b>		<u>33,438</u>	<u>17,738</u>

**10 Deferred expenses**

The trust unit issuance and offering expenses are recognized as deferred expenses and amortised as an expense over a period of 5 years on a straight-line basis.

Movement of deferred expenses for the year ended 30 September were as follows:

	2020 <i>(in thousand Baht)</i>	2019
<b>Beginning balance of year</b>	<b>44,255</b>	<b>74,280</b>
Amortisation	(30,107)	(30,025)
<b>Ending balance of year</b>	<u><b>14,148</b></u>	<u><b>44,255</b></u>

**11 Debentures**

	2020 <i>(in thousand Baht)</i>	2019
<b>Debenture</b>	<b>2,000,000</b>	<b>2,000,000</b>
Less Unamortised cost relating to the issuance of debenture	(2,159)	(2,445)
<b>Net</b>	<u><b>1,997,841</b></u>	<u><b>1,997,555</b></u>

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

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

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2020**

**12 Unitholders' trust**

	Par Value	2020 Number	2020 Amount	Par Value	2019 Number	2019 Amount
	(in Baht)	(in thousand units/thousand Baht)	(in thousand Baht)	(in Baht)	(in thousand units/thousand Baht)	(in thousand Baht)
<b>Trust registered capital and capital from unitholders</b>		<b>814,800</b>	<b>8,046,150</b>	<b>9.875</b>	<b>814,800</b>	<b>8,046,150</b>
<b>Ending balance of year</b>		<b>814,800</b>	<b>8,046,150</b>	<b>9.875</b>	<b>814,800</b>	<b>8,046,150</b>

Movement of retained earnings for the years ended 30 September were as follows:

	Note	2020	2019
		(in thousand Baht)	(in thousand Baht)
<b>Retained earnings at the beginning of year</b>		<b>802,708</b>	<b>602,017</b>
<i>Add</i> Increase in net assets resulting from operations during year		747,182	888,301
<i>Less</i> Distribution to unitholders during year	13	(666,506)	(687,610)
<b>Retained earnings at the end of year</b>		<b>883,384</b>	<b>802,708</b>

**13 Distribution to unitholders**

For the years ended 30 September 2020

The operation for the period	Approval date	Payment date	Dividend per unit trust	Amount
			(in Baht)	(in thousand Baht)
1 July – 30 September 2019	27 November 2019	25 December 2019	0.2193	178,686
1 October – 31 December 2019	14 February 2020	13 March 2020	0.2165	176,404
1 January – 31 March 2020	8 May 2020	5 June 2020	0.2057	167,604
1 April – 30 June 2020	10 August 2020	8 September 2020	0.1765	143,812
				<b>666,506</b>

For the years ended 30 September 2019

The operation for the period	Approval date	Payment date	Dividend per unit trust	Amount
			(in Baht)	(in thousand Baht)
1 July – 30 September 2018	27 November 2018	25 December 2018	0.2064	168,175
1 October – 31 December 2018	7 February 2019	6 March 2019	0.2093	170,538
1 January – 31 March 2019	9 May 2019	7 June 2019	0.2182	177,789
1 April – 30 June 2019	6 August 2019	5 September 2019	0.2100	171,108
				<b>687,610</b>

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2020**

**14 Operating leases**

*Leases as lessor*

The Trust leases out its investment properties

	2020	2019
	<i>(in thousand Baht)</i>	
<i>At 30 September</i>		
<i>Future minimum lease receivable</i>		
Within one year	433,744	506,950
After one year but within five years	357,678	393,374
<b>Total</b>	<b>791,422</b>	<b>900,324</b>

**15 Expenses**

**(a) Management fee**

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

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

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

**(b) Trustee fee**

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

**(c) Registrar fee**

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

**(d) Property management fee**

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

- (1) The base fee is approximately Baht 15 - 33 million per annum for Park Ventures Ecoplex Project and approximately Baht 19 - 45 million per annum for Sathorn Square Project. The base fee is calculated at the certain different fixed amount for each year as stipulated in the property management agreement. The base fee will be paid on monthly basis.



## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

#### For the year ended 30 September 2020

- (2) The variable fee for Park Ventures Ecoplex Project is calculated at the rate of 3.50% - 4.75% per annum for the year 1 - 3 and 6.20% per annum for the fourth year onwards and for Sathorn Square Project is calculated at the rate of 1.55% - 3.45% per annum for the year 1 - 3 and 4.65% per annum for the fourth year onwards. The variable fee is calculated based on percentage of revenue from rental and services provided under building rental which consist of office rental building space, commercial space (excluding revenue from multi-purpose area) and storage space. The variable fee will be paid on quarterly basis.

#### 16 Information on investment purchase and sale transactions

The Trust's investment purchase and sale transactions during the year ended 30 September 2020, excluding investments in cash at banks, amounted to Baht 2,604 million which is 29.33% of the average net asset values during the year.

The Trust's investment purchase and sale transactions during the year ended 30 September 2019, excluding investments in cash at banks, amounted to Baht 2,263 million which is 25.99% of the average net asset values during the year.

#### 17 Segment information and disaggregation of revenue

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

The one main reportable operating segment of the Trust is to provide the rental and service on the leasehold property in which the Trust has invested and the single geographical area of its operations is Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain to the aforementioned reportable operating segment and geographical area.

#### 18 Financial Instruments

##### *Financial risk management policies*

The Trust is exposed to normal business risks from changes in market interest rates and from non-performance of contractual obligations by counterparties. The Trust does not hold or issue derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Trust. The Trust has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The REIT Manager continually monitors the Trust's risk management process to ensure that an appropriate balance between risk and control is achieved.

##### *Capital management*

The REIT Manager's Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. They monitors the return on capital and monitors the level of distribution to unitholders.

##### *Interest rate risk*

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Trust operations and its cash flows because loan interest rates are mainly fixed.

# Golden Ventures Leasehold Real Estate Investment Trust

## Notes to financial statements

### For the year ended 30 September 2020

The effective interest rates of debenture as at 30 September and the periods in which the debenture mature or re-price were as follows:

	Effective interest rate (% per annum)	Within 1 year	After 1 year but within 5 years (in thousand Baht)	After 5 years	Total
<b>2020</b>					
Debenture	3.62	-	-	1,997,841	1,997,841
<b>2019</b>					
Debenture	3.62	-	-	1,997,555	1,997,555

#### Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Trust as and when they fall due.

The Trust has no concentrations of credit risk due to the fact that the Trust has a large number of tenants in various businesses. Additionally, the Trust has a policy to collect in advance the rental deposits from customers as collateral in case of default.

#### Liquidity risk

The Trust monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Trust operations and to mitigate the effects of fluctuations in cash flows.

#### Fair values of financial instruments

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Carrying amount	Fair value			Total
		Level 1	Level 2	Level 3	
		(in Thousand Baht)			
<b>30 September 2020</b>					
<b>Financial liabilities not measured at fair value</b>					
Debenture (face value)	2,000,000	-	2,109,113	-	2,109,113
Deposit from rental and service	288,689	-	-	277,463	277,463
<b>30 September 2019</b>					
<b>Financial liabilities not measured at fair value</b>					
Debentures (face value)	2,000,000	-	2,132,457	-	2,132,457
Deposit from rental and service	302,770	-	-	287,825	287,825

Fair value of other current finance assets and liabilities are taken to approximate the carrying value due to the relatively short-term maturity.



## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

#### For the year ended 30 September 2020

Fair value of other non-current financial assets and liabilities except the table above is taken to approximate the carrying value because most of these financial instruments bear interest at market rates.

#### Measurement of fair values

##### *Valuation techniques and significant unobservable inputs*

Financial instrument not measured at fair value

Type	Valuation technique	Significant unobservable inputs
Deposit from rental and service	Discounted cash flows	Discounted rate

## 19 Commitments

	2020	2019
	<i>(in thousand Baht)</i>	
<b><i>Other commitment</i></b>		
Letters of guarantee issued by banks		
for the purpose of electricity consumption	14,183	14,183
<b>Total</b>	<b>14,183</b>	<b>14,183</b>

##### *Commitments on credit facilities*

As at 30 September 2020, the Trust had unutilised credit facilities amounting to Baht 181 million (30 September 2019: Baht 181 million).

##### *Commitments on other service commitments*

The Trust is committed to pay service charges and fees to counterparties under the terms and conditions as specified in notes to financial statements 15.

## 20 Events after the reporting period

At the Board of Directors Meeting of the REIT Manager held on 20 November 2020, the Board of Directors approved the appropriation of distributions for the operation from 1 October 2019 to 30 September 2020 totaling of Baht 650.78 million. Such distribution has been paid during the period totaling of Baht 487.82 million. The rest totaling of Baht 162.96 million at the rate of Baht 0.2000 per unit will be paid to its unitholders in December 2020.

## 21 Accounting guidance not yet adopted

The Trust has assessed the potential impact on the financial statements from the adoption of the accounting guidance as specified by the Association of Investment Management Companies with the SEC's approval. The material impact on the financial statements in the initial period adopted are as follow:

## Golden Ventures Leasehold Real Estate Investment Trust

### Notes to financial statements

#### For the year ended 30 September 2020

#### (a) *Financial instruments accounting*

Under the Accounting Guidance, the Trust shall measure its financial assets at fair value, which is not different from previous accounting policy, measure its financial liabilities at amortised costs, and recognise interest expenses using effective interest rate (“EIR”).

The change in accounting policy as described above has no material impact on the Trust’s financial statements.

#### (b) *Lease accounting*

From 1 October 2020, the Trust has initially applied the Accounting Guidance to lease accounting by adjusting cumulative effect on the beginning retained earnings.

Currently, the Trust, as a lessee, recognised payments made under operating leases and relevant lease incentives in profit or loss on a straight-line basis over the term of the lease. Under the Accounting Guidance, the Trust shall recognise right-of-use assets and lease liabilities. The lease liabilities were discounted using interest rate implicit in the lease or lessee’s incremental borrowing rate if the interest rate implicit in the lease was not available.

The Trust sub-leases some of its properties as disclosed in note 7. Previously, the head lease and sub-lease contracts were classified as operating leases and recognised lease income and payment in profit or loss on a straight-line basis over the term of the leases. Under the Accounting Guidance, the right-of-use assets recognised from the head leases are presented in investment property and measured at fair value method. The Trust reassessed the classification of sub-leases contracts with reference to the right-of-use asset rather than the underlying asset which has no effect on classification of lease.

The preliminary impact assessment of initially applying accounting guidance related with lease accounting on the financial statements is as follows:

#### *Statement of financial position*

	1 October 2020 (in thousand Baht)
Increase in investments in leasehold properties at fair value	812,499
Decrease in accrued expenses	29,238
Increase in lease liabilities	(841,737)

#### (c) *Equity issuance cost*

Under the Accounting Guidance, the Trust recognised full amount of equity issuance cost arising from 1 January 2020 as a deduction on capital from unitholders. For deferred expenses incurred before 1 January 2020, the Trust was allowed to amortise as expenses according to previous accounting policy. If the Trust was to recognise the deferred expenses as expenses in full at 30 September 2020, the Trust’s net asset value (NAV) would be decreased to Baht 8,915.39 million, and NAV per unit would be Baht 10.9418 per unit (see note 10).

**Golden Ventures Leasehold Real Estate Investment Trust**  
**Notes to financial statements**  
**For the year ended 30 September 2020**

**(d) Fair value measurement**

Under the Accounting Guidance, the objective of fair value measurement is to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions. Previously, the fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable and willing parties in an arm's length transaction. In addition, the Accounting Guidance requires to have additional fair value disclosure.

The change in accounting policy as described above has no material impact on the Trust's financial statements.

# GOLDEN OPPORTUNITY

Golden Ventures  
Leasehold Real Estate  
Investment Trust

## REIT Manager

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## Contract

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## Trustee

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